

### NOTICE

NOTICE is hereby given that the Second Extraordinary General Meeting (EGM) of the shareholders of Toyota Material Handling India Private Limited ("Company") shall be held at short notice on Friday, the 4<sup>th</sup> day of February, 2022 at 05:00 P.M. (IST) at the registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India, to transact the following business:

#### Special Business:

1. Appointment of Mr. Samuel Coles (DIN:09485688) as the Director of the Company with immediate effect

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Samuel Coles (DIN:09485688), as Director of the Company with immediate effect;

RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company, be and are hereby severally authorized to sign, submit and file all necessary e-forms, papers and documents with the Registrar of Companies, as may be necessary in this regard, for and on behalf of the Company, to make necessary entries in the statutory registers, and to do all such acts, deeds and things which may be necessary for the purpose of giving effect to this resolution."

By Order of the Board  
For Toyota Material Handling India  
Private Limited



Pragya Sharma  
Company Secretary  
Membership No.: A33177  
43 Mile Stone, NH-8, Delhi - Jaipur  
Highway, Gurgaon - 122004,  
Haryana, India

Date: 04.02.2022

Place: Gurgaon

### Toyota Material Handling India Pvt. Ltd.

Company Identification Number : U29253HR2010FTC048762  
Regd. Office & Corporate Office : 43 Mile Stone, NH-8, Delhi - Jaipur Highway,  
Gurugram - 122004, Haryana, India  
Ph.: +91-0124 - 3877100, Fax: + 91-0124 - 3877199  
E-mail : info.sales@tmhin.toyota-industries.com  
Website : www.toyotamaterialhandlingindia.com



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**NOTES:**

- 1) A SHAREHOLDER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED.
- 2) Proxy in order to be effective must reach the registered office of the Company before the meeting.
- 3) Members are requested to notify the Company immediately of any change in their address.
- 4) Corporate shareholders are requested to send a duly certified copy of the board resolution/ authorization letter authorizing their representative to attend and vote at the Second Extraordinary General Meeting of the shareholders of the Company.
- 5) All statutory registers will be open for inspection at the venue of the Second Extraordinary General Meeting of the shareholders of the Company.
- 6) Explanatory statement pursuant to Section 102 of the Companies Act 2013, which sets out the details relating to items of special business to be transacted at the meeting, is annexed hereto.
- 7) Route map of the venue of the meeting, pursuant to the provisions of the Secretarial Standards-SS-2 is also attached for your reference.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Appointment of Mr. Samuel Coles (DIN:09485688) as Director of the Company

The Board of Directors of the Company in their Board Meeting held on 4<sup>th</sup> February, 2022 has recommended to appoint Mr. Samuel Coles as Director of the Company as he holds requisite qualification and work experience and his appointment is in best interest of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

|    |   |  |
|----|---|--|
| a. | Age   | 58 years                                     |
| b. | Qualification   | Post Graduate                                |
| c. | Experience  | President, Toyota Material Handling (Europe) |
| d. | Date of first Appointment   | NA   |
| e. | Shareholding in the Company   | NA   |
| f. | Relationship with other directors, Manager and other Key Managerial Personnel of the company  | NA   |
| g. | Terms & Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable | As per Resolution                            |
| h. | Number of Meetings attended during the year   | NA   |
| i. | Other Directorships, Membership/ Chairmanship of Committees of other Boards   | NA   |

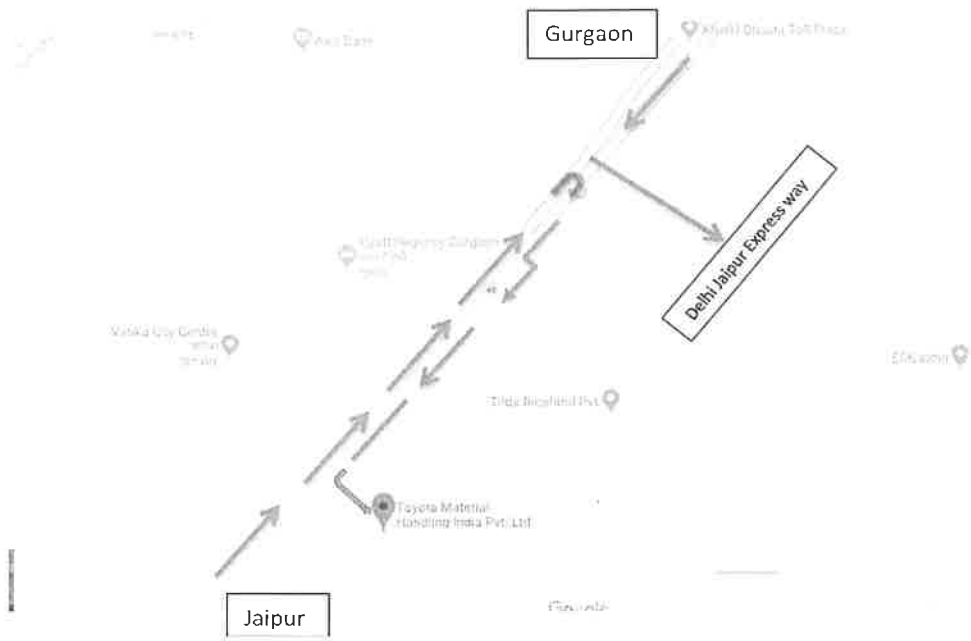
None of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

By Order of the Board  
For Toyota Material Handling India Private  
Limited

Date: 04.02.2022  
Place: Gurgaon

Pragya Sharma  
Company Secretary  
Membership No.: A33177  
43 Mile Stone, NH-8, Delhi - Jaipur Highway,  
Gurgaon - 122004, Haryana, India

Route map of the venue of the meeting



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U29253HR2010FTC048762

Name of the Company: Toyota Material Handling India Private Limited

Registered Office: 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India

|                              |                      |       |
|------------------------------|----------------------|-------|
| Name of the shareholder(s) : |                      |       |
| Registered Address :         |                      |       |
| E-mail Id:                   | Folio No /Client ID: | DP ID |

I/We, being the shareholder(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint:

|                            |            |
|----------------------------|------------|
| 1. Name :                  | E-mail Id: |
| Address:                   |            |
| Signature , or failing him |            |
| 2. Name :                  | E-mail Id: |
| Address:                   |            |
| Signature , or failing him |            |
| 3. Name :                  | E-mail Id: |
| Address:                   |            |
| Signature , or failing him |            |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Extraordinary General Meeting of the shareholders of the Company, to be held at short notice on Friday, the 4<sup>th</sup> day of February, 2022 at 05:00 P.M. (IST) at the registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Appointment of Mr. Samuel Coles (DIN:09485688) as the Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of the shareholder(s): \_\_\_\_\_

Signature of the proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited with the Company before the commencement of the meeting.
2. The proxy need not be a shareholder of the Company.

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**ATTENDANCE SLIP**

**SECOND EXTRAORDINARY GENERAL MEETING: FEBRUARY 04, 2022**

(Please fill in the attendance slip and hand it over at the entrance of the meeting hall)

|        |  |       |                 |
|--------|--|-------|-----------------|
| Date:  | February 04, 2022  | Time: | 05:00 P.M.(IST) |
| Place: | Registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India |       |                 |

|   |  |
|---|--|
| Signature of the shareholder / Proxy / Representative present |  |
|---|--|

|                         |  |
|-------------------------|--|
| Regd. Folio No.         |  |
| Name of the shareholder |  |
| Number of shares        |  |