

NOTICE

NOTICE is hereby given that the Third Extraordinary General Meeting ('EGM') of the Financial year 2020-21 of the shareholders of Toyota Material Handling India Private Limited ('Company') shall be held at short notice on Tuesday, the 16th day of March, 2021 at 02:00 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. Hiroshi Yanagisawa (DIN: 07895537) as the Director of the Company

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 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 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. Hiroshi Yanagisawa (DIN: 07895537), as Director of the Company with effect from April 01, 2021;

RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and are hereby severally authorized to sign and file e-Form DIR-12 along with such other e-forms/ documents with the Registrar of Companies, for and on behalf of the Company, and to make necessary entries in the Registers of Directors and Key Managerial Personnel of the Company and complete all other necessary formalities in relation to appointment of Mr. Hiroshi Yanagisawa (DIN: 07895537) as Director on the Board of Directors of the Company."

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



Date: 16.03.2021
Place: Gurgaon

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

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 - 124 - 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. Explanatory statement pursuant to Section 102 of the Companies Act 2013, in respect of special business set out in the notice is annexed hereto.
3. Proxy in order to be effective must reach the registered office of the Company before the meeting.
4. Members are requested to notify the Company immediately of any change in their address.
5. 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 Third Extraordinary General Meeting of Financial year 2020-21 of the shareholders of the Company.
6. The route map of the venue of the EGM is enclosed below and forms part of Notice of this Meeting.



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

ITEM NO. 1:

Appointment of Mr. Hiroshi Yanagisawa (DIN: 07895537) as the Director of the Company

The Board of Directors of the Company in their Board Meeting held on 16th March, 2021 has proposed the candidature of Mr. Hiroshi Yanagisawa (DIN: 07895537) as Director of the Company with effect from April 01, 2021 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	50 years
b.	Qualification	Graduation/Bachelor/Equivalent
c.	Experience	Over 20 years
d.	Date of first Appointment	NA
e.	Shareholding in the Company	Nil
f.	Relationship with other directors, Manager and other Key Managerial Personnel of the company	Nil
g.	Terms & Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	NA
h.	Number of Meetings attended during the year	Nil
i.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

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: 16.03.2021
Place: Gurgaon

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

**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 Third Extraordinary General Meeting of the Financial year 2020-21 of the shareholders of the Company, to be held at shorter notice on Tuesday, the 16th day of March, 2021 at 02:00 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:

- Appointment of Mr. Hiroshi Yanagisawa (DIN: 07895537) as the Director of the Company.**

Signed this _____ day of _____ 2021

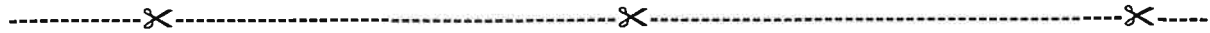
Signature of the shareholder(s): _____

Signature of the proxy holder(s): _____



Note:

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



ATTENDANCE SLIP

THIRD EXTRAORDINARY GENERAL MEETING OF FINANCIAL YEAR 2020-21: MARCH 16, 2021

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

Date:	March 16, 2021	Time:	02:00 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	
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Regd. Folio No.	
Name of the shareholder	
Number of shares	