

NOTICE

NOTICE is hereby given that the First Extraordinary General Meeting (EGM) of the Financial year 2021-22 of the shareholders of Toyota Material Handling India Private Limited ('Company') shall be held at short notice on Thursday, the 17th day of June, 2021 at 12:45 P.M. (IST) at the registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India, through Video Conferencing (VC) or Other Audio-Visual Means to transact the following business:

Special Business:

- To approve revision in remuneration of Mr. Hajime Iwase, Managing Director of the Company for the financial year 2021-22

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with applicable rules framed thereunder (including any modifications and/or re-enactment thereof) and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to approve the remuneration of Mr. Hajime Iwase (DIN: 08822167), Managing Director of the Company, with effect from April 1, 2021 as mentioned below:

S. No.	SALARY	DETAILS
(a)	Basic Salary	: Subject to approval by shareholders of the Company, INR 404,000/- (Indian Rupees Four Lakh Four Thousand only) per month for the financial year 2021-22.
(b)	Housing	: The expenditure by the Company on hiring of accommodation will be subject to a ceiling of INR 180,000/- (Indian Rupees One lakh Eighty thousand Only) per month plus GST, if applicable.
(c)	Medical Reimbursement/ Medical Examination	: Expenses incurred towards medical treatment/examination/communication services in India shall be reimbursed as per rules of the Company.
(d)	Group Personal Accident Insurance	: At actuals as per Company Policy.

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



(e)	Reimbursement of expenses incurred on joining duty and returning to Home Country after completion of tenure.	:	Actual expenses incurred after arriving at the airport of India such as forwarding, loading/unloading as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India. After Completion of tenure, expenses needed on the way to Japan for the Personnel, his accompanying family and baggage.
(f)	Car	:	Facility of Car with Drivers.
(g)	Telephone	:	Expenses for telephone including data card at residence, as per rules of the Company.
(h)	Leave Travel Concession	:	As per rules of the Company.
(i)	Leave	:	As per the rules of the Company.
(j)	Tax	:	The tax will be paid to the Indian Government by Company after deduction from the salary.
(k)	Allowances/ Reimbursements	:	Other Expenses such as on gasoline/petrol, Travelling and other expenses/perks/ reimbursement shall be as per the rules of the Company.

Note:-

- (a) "Family" means the spouse, dependent children and dependent parents of the appointee.
- (b) If Mr. Hajime Iwase (DIN: 08822167) avails any other benefit (additional car/driver/phone/data card etc.) the same will be recovered from him.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby severally authorized to sign, file requisite form under the Companies Act, 2013, pay statutory fees as may be required and/or to do all acts, deeds, things, matters as may be required to give effect the above said resolution and matters connected and incidental thereto."

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: 17-June-2021
Place: Gurgaon

NOTES:

A. AVAILABILITY OF AUDIO-VISUAL MEANS FACILITY

In furtherance of the Government's objective of facilitating corporate compliances during the current lockdown period and other restrictions on account of COVID-19 and social distancing conditions, the Ministry of Corporate Affairs (MCA) vide Circular no. 14/2020 dated 8th April, 2020, Circular no. 22/2020 dated 15th June, 2020, Circular no. 33/2020 dated 28th September, 2020 and Circular no. 39/2020 dated 31st December, 2020, has allowed companies to hold Extra-Ordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Mode (OAVM).

Accordingly, the aforesaid General Circulars allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails which has been put in place for easy compliance.

In terms of the said circulars, as the Company is a Private Limited Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the VC/OAVM Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Special Business concurrently during the EGM or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at sharma.p@tmhin.toyota-industries.com (' Designated Email').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.
3. The facility for joining this meeting shall be opened before the scheduled time of the meeting and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of Members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. Where Poll on item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email at sharma.p@tmhin.toyota-industries.com.
6. ***AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.***
7. Relevant documents pertaining to the Special Business will be made available to the Member electronically upon sending a request at the Designated Email.

B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM

Members can join the meeting through VC/OVM facility by following the steps below:

1. Please click the link sent on email.
2. Click "Join" to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at helpline number +91-9716058056 or write to sharma.p@tmhin.toyota-industries.com to receive a response.

Members desiring any assistance relating to joining the meeting are requested to write to us at least 2 hours before the meeting to enable us to assist you effectively.

C. OTHER NOTES

1. 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.
2. The route map of the venue of the Extraordinary General Meeting is enclosed and forms part of Notice of this meeting.



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

1. To approve revision in remuneration of Mr. Hajime Iwase, Managing Director of the Company for the financial year 2021-22

The Board of Directors via resolution passed in its Board meeting held on 17th June, 2021 recommends the resolution to consider and approve the revision in remuneration of Mr. Hajime Iwase (DIN: 08822167), Managing Director of the Company with effect from April 1, 2021, to be passed as an Ordinary Resolution.

As per the Articles of Association of the Company, remuneration of Managing Director and other Directors shall be paid as may be decided by shareholders in the general meeting. Therefore, the same is required to be approved by shareholders in the EGM.

Further, the remuneration and other terms related thereto of Mr. Hajime Iwase are mentioned in the resolution stated above.

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

a.	Age	51 years
b.	Qualification	Bachelor of Economics, Nagoya University
c.	Experience	28 years approx.
d.	Date of first Appointment	08.10.2020
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	As per the resolution passed in this regard and employment letter Remuneration last drawn (till Mar'21): INR 371,000/- per month along with other perquisites as per Company's policy
h.	Number of Meetings attended during the year	Total no. of Board Meetings & General Meetings attended since first appointment till now: 4
i.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Member of Audit Committee and Corporate Social Responsibility Committee of the Company

Except Mr. Hajime Iwase, none of the other Director/KMP of the Company or their relatives is concerned or interested, financially or otherwise in the above mentioned resolution.

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



Date: 17-June-2021
Place: Gurgaon

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