

TOYOTA TSUSHO INSURANCE BROKER INDIA PRIVATE LIMITED

Registered Office: 1A&B, 4B Frontline Grandeur, No. 14, Walton Road, Off Lavelle Road,
Bengaluru- 560001 Karnataka, India.

Email Id: ueda@ttibi.co.in

CIN: U66010KA2008PTC045231

NOTICE OF THE ANNUAL GENERAL MEETING

(Through Video Conferencing (VC)/Other Audio Visual Means)

NOTICE is hereby given that the 15th Annual General Meeting of the Members of **TOYOTA TSUSHO INSURANCE BROKER INDIA PRIVATE LIMITED** will be held at 14:15 Hours on Wednesday the 12th day of July, 2023 at the registered office of the Company being situated at 1A&B, 4B Frontline Grandeur, No. 14, Walton Road, Off Lavelle Road, Bengaluru, Karnataka 560 001 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the following businesses at a shorter notice:

ORDINARY BUSINESS/ORDINARY RESOLUTION:

1. Approval and Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2023 together with the schedules attached thereto and the report of the Directors and Auditors thereon; and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited Financial Statements as at 31st March 2023 and for the year ended on that date together with the Director’s Report and the Auditor’s Report thereon, be and are hereby received, considered and adopted.”

2. Declaration of Dividend:

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

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to approve the payment of final dividend at the rate of Rs. 40/- (Rupees Forty only) per share on the Equity Share Capital as on 31st March 2023 of the Company aggregating to INR 20,16,00,000/- (Rupees Twenty Crore Sixteen Lakh only) for the Financial Year ended 31st March, 2023 to the equity shareholders of the company whose name appears in the Register of Members as on 12th July, 2023.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take necessary steps and action as they may think expedient in this regard.”

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SPECIAL BUSINESS/SPECIAL RESOLUTION:

1. **To consider, and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Article 6.2 of the Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to elect/appoint Mrs. Geetanjali Kirloskar (DIN: 01191154) as Nominee Director of the Company till the conclusion of next Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Article 6.2 of the Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to elect/appoint Mrs. Manasi Neville Tata (DIN: 02210054) as Nominee Director of the Company till the conclusion of next Annual General Meeting of the Company.”

3. **To consider, and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Article 6.2 of the Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to elect/appoint Mr. Jayavelu Kailasam (DIN: 02789635) as Nominee Director of the Company till the conclusion of next Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Article 6.2 of the Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to elect/appoint Mr. Takayuki Ueda (DIN: 08830470) as Managing Director of the Company till the conclusion of next Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Article 6.2 of the Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to elect/appoint

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Mr. Yoshikazu Tai (DIN: 02298962) as Nominee Director of the Company till the conclusion of next Annual General Meeting of the Company.”

By the order of the Board

TOYOTA TSUSHO INSURANCE BROKER INDIA PRIVATE LIMITED



Takayuki Ueda

Managing Director

DIN: 08830470

Date: 12th July, 2023

Place: Bangalore

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NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020 and 13th Jan 2021 (collectively referred to as 'MCA Circulars') permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with.

However, in pursuance of section 112 and 113 of the Act, representatives of the members, may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.

3. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
4. The facility for joining the meeting in the VC/OAVM mode shall be kept open at least 15 minutes before and after the scheduled time of the commencement of the Meeting.
5. The attendance of the Members attending the meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. As TTIBI has only 2 members, the chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act.
7. The Members/participants will be allowed to pose questions concurrently or given time to submit questions in advance on the email address of the company.
8. A copy of the notice shall also be prominently displayed on the website of the Company.
9. Owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements are sent only by email to the members and to all other persons so entitled.
10. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of the Annual General Meeting.
11. All the documents referred to in the accompanying notice are available for inspection at the registered office of the Company on all the working days between 09.00 AM to 06.00 P.M till the date of the Annual General Meeting and such documents are also available at the Annual General Meeting.
12. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.
13. Following are the instructions regarding access and participation in the Annual General Meeting:
 - a. Members will be sent a link to their registered email IDs before the meeting to participate members in the Annual General Meeting, which requires an electronic device such as computer or laptop or mobile phone with appropriate audio video facilities;

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- b. Members shall click on the link, which would be shared by the company and can join the Annual General Meeting;
- c. Members participating in the Annual General Meeting shall ensure that no person other than the concerned Member is attending or has access to the proceedings of the said meeting;
- d. Every participant shall identify himself/herself before speaking at the Annual General Meeting.
- e. All the recordings of the proceedings at the said meeting would be made by the Company Secretary of the Company;
- f. The person to whom Members shall contact in this regard is Ms. Amala S Makam, Corporate & Legal Affairs of the Company at amala.makam@ttibi.co.in

By the order of the Board

TOYOTA TSUSHO INSURANCE BROKER INDIA PRIVATE LIMITED



Takayuki Ueda
Managing Director
DIN: 08830470
Date: 12th July, 2023
Place: Bangalore



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

Item Nos. 1-5:

Pursuant to Article 6.2 of Articles of Association of the Company, each Director shall be elected / appointed by the Shareholders at the annual general meeting for a term of one (1) year and may serve consecutive terms if re-elected at the relevant annual general meeting, provided that the Director to be appointed by the Board as the Working Director may hold his/her office till the ensuing Annual General Meeting immediately after his/her appointment, where such Working Director shall be re-appointed for a term of one (1) year.

Accordingly, Mrs. Geetanjali Kirloskar (DIN: 01191154), Mrs. Manasi Neville Tata (DIN: 02210054), Mr Jayavelu Kailasam (DIN: 02789635), Mr. Takayuki Ueda (DIN: 08830470) and Mr. Yoshikazu Tai (DIN: 02298962), Directors of the Company are required to be elected/appointed for a term of one year till the ensuing annual general meeting.

Your Board recommends the passing of resolutions detailed under Item Nos.1-5 in the notice as Ordinary Resolutions.

All the Directors of the Company are deemed to be interested in the transaction mentioned in Item Nos.3-7 of the Notice. Apart from the Directors none of the other Key Managerial Personnel or their relatives, are concerned/interested, financially or otherwise in respect of the proposed resolutions as set out under Item Nos.1-5:

- i. Every director and manager of the Company;
- ii. Every key managerial person of the Company; and
- iii. Relatives of the persons mentioned in (i) and (ii) above.

By the order of the Board

TOYOTA TSUSHO INSURANCE BROKER INDIA PRIVATE LIMITED

Takayuki Ueda
Managing Director
DIN: 08830470
Date: 12th July, 2023
Place: Bangalore

