

NOTICE

Dear Member(s),

NOTICE is hereby given that Adjourned Extraordinary General Meeting of the Shareholders of Toyota Financial Services India Limited (which had been convened on Thursday May 24, 2018 at 5:15 PM and was adjourned) will be held on **Thursday, May 31, 2018 at 5:15 PM** at the Registered Office of the Company at No. 21 Centropolis, First Floor, 5th Cross Langford Road, Shanti Nagar Bangalore-560025 to transact the following business:

SPECIAL BUSINESS:

1. ALTERATION OF ARTICLES OF ASSOCIATION

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for adoption of revised Articles of Association as applicable in substitution, and to the entire exclusion, of the regulation contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Board of Directors or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid alterations to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By order of the Board of Directors
for **Toyota Financial Services India Limited**

Date: May 25, 2018
Bangalore

sd/-
Reena Mary
Company Secretary
ACS-23518

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, etc. must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting are requested to send a certified copy of the authorization letter authorizing their representative to attend and vote on their behalf at the Meeting.
4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11 a.m. to 1 p.m. on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the meeting.

Annexure to Notice

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item no. 1

The Articles of Association (AoA) of the Company was last adopted at the time of inception of the Company (at first meeting of the Board of Directors of the Company dated May 24, 2011). The AoA being the by-laws and significantly important document of the Company comprises of rules and regulations that govern the Company's internal affairs. The AoA is required to be amended this time in order to integrate all the significant amendments including notifications of new Companies Act, 2013 and its re-enactment, repealing the old laws and other applicable laws to avoid any unintentional non-compliance.

In consideration of the above, the AoA is hereby proposed for amendment.

The revised Article of Association as approved by the Board is enclosed herewith as Annexure I

Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 1 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

By order of the Board of Directors
for **Toyota Financial Services India Limited**

Date: May 25, 2018
Bangalore

sd/-
Reena Mary
Company Secretary
ACS23518

PROXY FORM

Form No. MGT-11

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

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered office: No. 21, Centropolis, First Floor, 5th Cross Langford Road, Shanti Nagar, Bangalore-560025

Corporate Identity Number: U74900KA2011FLC058752

www.toyotafinance.co.in

Extra-Ordinary General Meeting: May 31, 2018

Name of the Member(s)	
Registered address	
Email Id	
Folio No.	

I/ We, being the holder(s) of _____ equity shares of Toyota Financial Services India Limited, hereby appoint

1. Name : _____ E-mail id: _____
Address: _____

Signature: _____ or falling him/her

2. Name : _____ E-mail id: _____
Address: _____

Signature: _____ or falling him/her

3. Name : _____ E-mail id: _____
Address: _____

Signature: _____ or falling him/her

As my/ our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday, May 24 2018 at 5:15 PM. at No. 21, Centropolis, First Floor, 5th Cross Langford Road, Shanti Nagar, Bangalore-560025, India and at any adjournment thereof in respect of such resolution as are indicate the Notice.

Signed this _____ day of _____ 2018

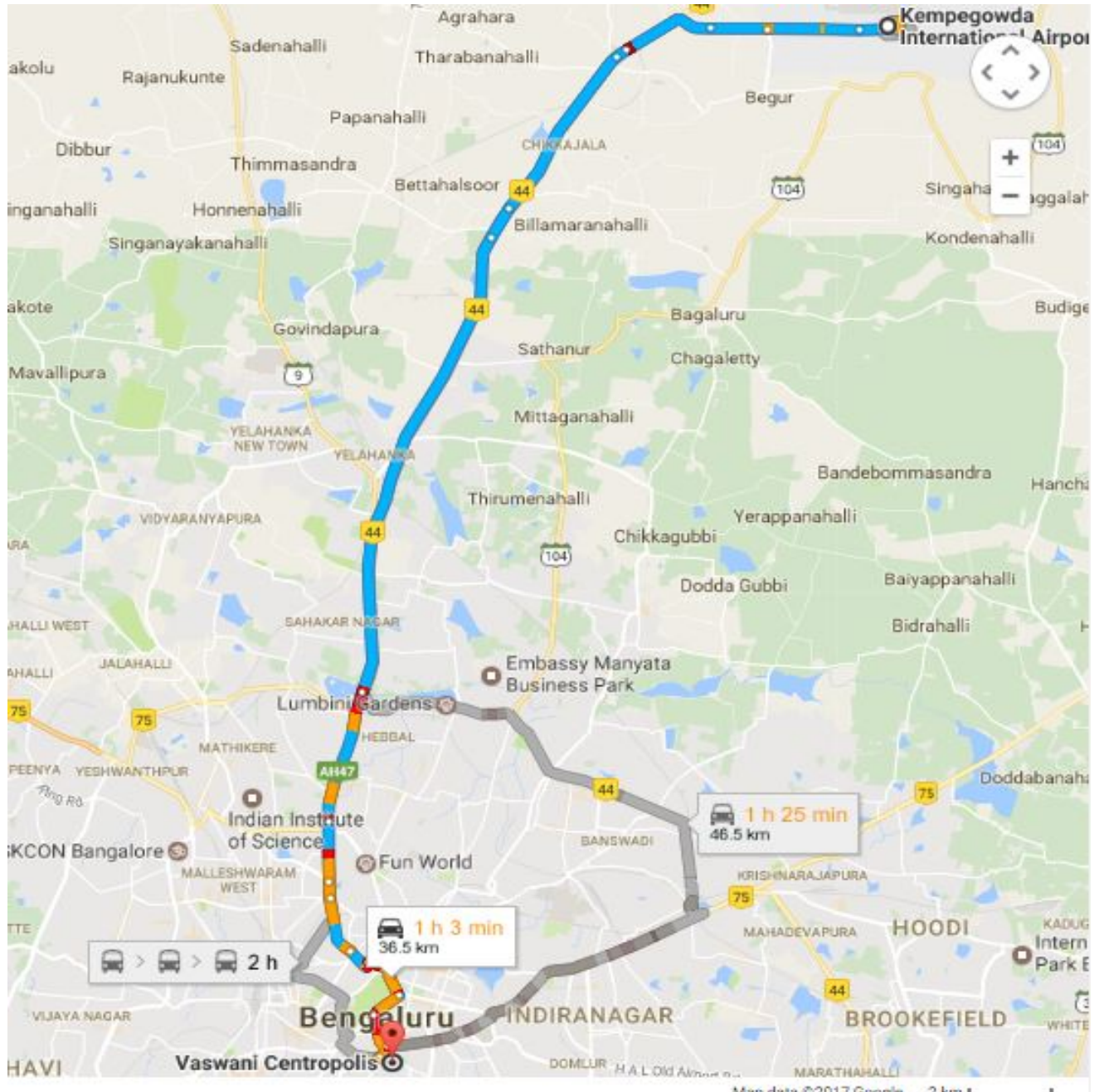
Signature of Shareholder _____

Signature of Proxy holder (s)

Note: this form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than **48 hours** before the commencement of the meeting.

Map route to venue of the meeting
(from Kempegowda International Airport)

Landmark: ICICI Bank



Specimen Attendance Slip

Name of the Company: **TOYOTA FINANCIAL SERVICES INDIA LIMITED**

Registered Address: **NO. 21 CENTROPOLIS, FIRST FLOOR, 5TH CROSS LANGFORD ROAD, SHANTI NAGAR BANGALORE KA
560025 IN**

CIN: **U74900KA2011FLC058752** Email: cs@tfsin.co.in Telephone: **080-2344-2800**

Website: www.toyotafinance.co.in

ATTENDANCE SLIP

Second Extra-Ordinary General Meeting (2018-19): May 31, 2018

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the first Extra-Ordinary General Meeting of the Company being held on **Thursday, May 31, 2018 at time 5:15 P.M** at First Floor, No. 21 Centropolis, 5th Cross, Langford Road, Shanti Nagar Bangalore-560025

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s) :

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.