

## SHORTER NOTICE

Dear Member(s),

**SHORTER NOTICE** is hereby given that an Extraordinary General Meeting of the Shareholders of Toyota Financial Services India Limited will be held at **5:30 PM on Friday, February 15, 2019** 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. APPROVAL FOR RELATED PARTY TRANSACTION WITH TOYOTA MOTOR ASIA PACIFIC PTE. LTD.:**

*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 section 188 of the Companies Act, 2013 and rules & regulations made there under, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for entering into related party transaction(s) with Toyota Motor Asia Pacific PTE. LTD, a Toyota Group Company for providing intragroup Services of Economic and Commercial value as detailed in the explanatory statement to the Notice;

**RESOLVED FURTHER THAT** the Mr. Tomohei Matsushita, MD & CEO or Mr. Norimasa Ogawa, CFO, be and are hereby severally authorized to do all such acts, deeds and things, and to execute all such deeds, Agreements, documents, writings as they may in their absolute discretion deem necessary and incur such expenses in relation thereto as it may deem appropriate for giving effect to this Resolution."

#### **2. Increase in borrowings:**

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

**"RESOLVED THAT** in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 and rules & regulations made there under, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or other financial institutions and lenders (as permitted under applicable laws) in the



form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., External Commercial Borrowings in Indian Rupees or equivalent thereof in any foreign currency(ies), Rupee Denominated Bonds issued outside India / overseas or otherwise or in any foreign currency(ies) as permitted by the applicable laws, by issue of Commercial Paper and by issue of Non-Convertible debentures in one or more tranches/ series, from time to time, on such terms and conditions and with or without security, including commercial terms as may be determined by the Board of Directors on the basis of the prevailing market conditions, as the Board of Directors may think fit, and as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and the securities premium, at a maximum limit as given in below table, subject to the proviso that such borrowings, together with monies already borrowed, shall not at any one time exceed Rs. 142,000 million (Rupees One Hundred Forty Two Thousand only) excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business;

Type of Borrowing	Borrowing Limit (INR in Million)
Borrowings from banks and/or NBFCs and/or other financial institutions and/or other lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan, external commercial borrowings in foreign currency and Indian rupees (excluding Indian rupee denominated bonds issued outside India / overseas, which are separately covered under S.no 3. below) etc.	48,000
Borrowings by issue of Commercial papers	34,000
Borrowings by issue of Non-convertible debentures in India and by issue of rupee denominated bonds outside India / overseas under the external commercial borrowing framework issued by Reserve Bank of India.	60,000
<b>Total Borrowings</b>	<b>142,000</b>

**RESOLVED FURTHER THAT**, in supersession of resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and rules & regulations made there under, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to create/modify any mortgage, pledge, hypothecation or other charge or encumbrances, from time to time, over the whole or substantially whole of the Company's undertaking including all present and future immovable and movable properties and assets of the Company whosoever situated, in favour of the banks, financial institution and other persons for securing loans, credits, guarantees or other facilities provided or to be provided by them to the Company and/or to secure/ unsecure debentures issued/ to be issued by the Company, which borrowings and facilities together with the existing ones shall not exceed an aggregate limit Rs. 128,000 million (Rupees One Hundred and Twenty Eight Thousand Million Only); and



**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**3. Issue of Non - Convertible Debentures/Bonds and Offer or Invitation for Subscription of Non - Convertible Debentures/Bonds on Private Placement Basis**

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

**"RESOLVED THAT** subject to the provisions of Section 42, Section 180 (1) (c), Section 71 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Companies Act 2013 and rules & regulations made there under, if any (including any other statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for a period of 1 (one) year from the date hereof, to raise funds for its general corporate purposes by way of issuance of:

- (i) secured or unsecured, senior or subordinated, rated or unrated, fully paid up or partly-paid up, listed or unlisted, non-convertible debentures/bonds (or its equivalent in any foreign currency), on a private placement basis, in one or more tranches/ series ("**Non-Convertible Debentures**"), and/or
- (ii) secured or unsecured, senior or subordinated, rated or unrated, fully paid up or partly-paid up, listed or unlisted, Indian rupee denominated bonds whether issued in India or to persons resident outside India, in one or more tranches/ series ("**Offshore Bonds**");

on such terms and conditions as may be determined by the Board of Directors, provided that the aggregate amount raised through the issuance of the Non-Convertible Debentures and Offshore Bonds pursuant to the authority under this resolution along with the Non-Convertible Debentures and Offshore Bonds already issued by the Company remains below the limit of INR 60,000 Million (Rupees Sixty Thousand Million only) and further, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to make private placement offers and invitations for issuance of the Non-convertible Debentures and/or the Offshore Bonds to eligible investors identified by the Board of Directors of the Company (or any other person so authorized by the Board of Directors of the Company)."

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Board of Directors of the Company to determine the price at and the terms on which any Non-Convertible Debentures and Offshore Bonds are being issued in one or more tranches/ series pursuant to the authority granted under the resolution referred to above, on the basis of the prevailing market conditions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such agreements, documents, undertakings, instruments, application etc. as may be necessary for giving effect to the above resolution."



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

Date: February 15, 2019  
Bangalore



*Reena Mary*  
**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 Shorter Notice

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

#### Item no. 1

#### EXPLANATORY STATEMENT

TFSIN has entered into agreement with Toyota Motor Asia Pacific Pte. Ltd. , a company part of Toyota group of Companies, for availing intragroup Services of Economic and Commercial value from time to time by execution of Statement of Works. Section 188 of the Companies Act, 2018 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, entering into transaction with related party for services beyond limit of Rs. 50.00 crores requires approval from the shareholders.

The contract value of services that TFSIN availed/ to be availed from TMAP would depend on the kind of services that TFSIN takes from TMAP from time to time by execution of varied Statement of Work and hence, the value may extend beyond the limit of Rs. 50.00 crores.

Details of this Related Party Transaction is as under:

1.	the name of the related party and nature of relationship	Toyota Motor Asia Pacific Pte. Ltd.; Group Company of Toyota
2.	the nature, duration of the contract and particulars of the contract or arrangement;	Arrangement with Toyota Motor Asia Pacific Pte. Ltd. for a period of three years from January 01, 2019 to December 31, 2021 and can be extended for one year by written agreement between the parties.
3.	the material terms of the contract or arrangement including the value, if any	To avail the services pursuant to the service agreement as specified in any applicable SOW and at a consideration for the services provided under SOW
4.	any advance paid or received for the contract or arrangement, if any	No advance payment have been paid or received for the contract





5.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Pricing terms will be described in any SOW as and when executed which will be placed for board approval as and when it arises.
6.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	All the factors have been considered for entering into this transaction.
7.	any other information relevant or important for the Board to take a decision on the proposed transaction.	No

The proposed transaction put up for approval is in ordinary course of business and at arms length price. To be compliant of statutory regulation, this agreement with TMAP is placed for your approval by your Board of Directors after taking into account the approval from the Audit Committee.

The Board recommends the Resolution set out in Item no. 1 as mentioned in the Notice for your approval. None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out above.

## Item no. 2

### EXPLANATORY STATEMENT

To meet the growing business requirements company would require enormous amount of finance. The company has been receiving offers for credit facilities from various banks which are in excess of the existing borrowing limit. Therefore in view of new opportunities, expanding business and meeting day to day financial commitments, the Company is required to increase its borrowing limits from the present of Rs. 38,000 Million to Rs. 48,000 Million in case of Bank borrowings including External Commercial Borrowings and from the present of Rs. 56,000 Million to Rs. 60,000 Million in case of Issue of Non Convertible Debentures.

Further the provisions of Section 180 (1) (c) of the Companies Act, 2013 provides that the board of directors of a Company cannot borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the company's paid-up capital and free reserves (that is reserves not set apart for any specific purpose) without the consent of the



shareholders in the General Meeting. The consent of the Shareholders is requested for an increase in the borrowing limits from the present of Rs. 38,000 Million to Rs. 48,000 Million in case of Bank borrowings including External Commercial Borrowings and from the present of Rs. 56,000 Million to Rs. 60,000 Million in case of Issue of Non Convertible Debentures including masala bonds at this meeting. Members are also requested to approve creation of mortgage, hypothecation, charge or other encumbrances of the assets of the company along with the increase in borrowing limits.

The Board recommends the Resolution set out in Item no. 2 as mentioned in the Notice for your approval. None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out above.

### Item no. 3

#### EXPLANATORY STATEMENT

Pursuant to Section 42, Section 71 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013, the shareholders are requested to provide necessary approval to the Board of the Company for raising funds through the issuance of Non-Convertible Debentures and Offshore Bonds for a period of 1 year, within the borrowing limits approved by the Shareholders under section 180(1)(C) of the Companies Act, 2013.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures and offshore bonds by the Company for a period of 1 year from the date on which the Shareholders have provided the approval by way of special resolution.

All Non-Convertible Debentures issued by the Company pursuant to such authority granted by the Shareholders shall be on below terms:

particulars of the offer including date of passing of Board resolution;	Particulars of an offer of Non-Convertible Debentures and/or off shore bonds will be approved by the Board by calling Board Meeting or by passing circular resolution on need basis
kinds of securities offered and the price at which security is being offered:	Non-Convertible Debentures and offshore Bonds and pricing will be decided by the Board as and when issuance takes place
basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The details terms of each issuance will be placed for board's approval as and when it arises
name and address of valuer who performed valuation;	NA

amount which the company intends to raise by way of such securities;	Limit of the issuance will be decided by the Board within the limits approved by the shareholders under section 180(1)(C)
material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	As approved by the Board

Your Directors commend the special resolution as set out in Item No. 3 of the accompanying notice for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Date: February 15, 2019  
Bangalore

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



*Reena Mary*  
**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](http://www.toyotafinance.co.in)

**Extra-Ordinary General Meeting: February 15, 2019**

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 Tuesday, October 30, 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 \_\_\_\_\_ 2019

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.





**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](mailto:cs@tfsin.co.in) Telephone: **080-2344-2800**Website: [www.toyotafinance.co.in](http://www.toyotafinance.co.in)**ATTENDANCE SLIP****Third Extra-Ordinary General Meeting (2018-19): February 15, 2019**

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 Extra-Ordinary General Meeting of the Company being held on Friday, **February 15, 2019 at time 5:30 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.

