

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**SHORTER NOTICE** is hereby given that the First Extraordinary General Meeting (EGM) of 2021-22 of the Members of **Toyota Financial Services India Limited** will be held on Thursday, November 25, 2021, at 3.00 PM (IST), through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM) via Microsoft Teams, deemed to be held 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 External Commercial Borrowings ("ECB") - loan facility amount not exceeding USD 100 Million from Toyota Motor Finance (Netherlands) B.V. (TMFNL) – Related Party Transaction:**

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, SEBI Regulations, RBI Regulations and other applicable laws, regulations, notification, circulars and rules, as amended from time to time, including the provisions of Foreign Exchange Management Act, 1999, Rules, Regulations made thereunder and in accordance with the Memorandum and Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded to borrow by way of External Commercial Borrowing ("ECB") from Toyota Motor Finance (Netherlands) B.V. for a loan facility amount not exceeding USD 100 Million (One Hundred Million US Dollars Only) (in any currency equivalent to USD 100 Million), on such terms and conditions as may be agreed by the Board of Directors (or any other person so authorised by the Board of Directors) and such ECB loan may be drawn either in lump sum or different tranches up to the aforesaid amount for eligible purposes as per applicable laws including general corporate purposes or eligible onward lending.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to negotiate on terms & conditions including but not limited to the amount, rate of interest, tenure etc. of the ECB loan to be obtained from Toyota Motor Finance Netherlands BV and to further finalize, execute, sign, amend, modify, renew such agreements, schedules, annexes, supplements, memorandums, writings, deeds, papers, letters and documents as may be required for borrowing of such Loan and to submit the necessary documents, obtain necessary approvals and provide the desired information to the relevant authorities, on behalf of the Company, for the purpose of obtaining the said ECB loan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to delegate the above mentioned authorization in favour of any other person / official of the Company as they may deem necessary and also authorized to do all such things acts, deeds, things, matters as they may consider necessary and expedient to give effect to the above resolution including but not limited to filing of necessary statutory documentation with the statutory authorities, as applicable."



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

A handwritten signature in blue ink, appearing to read "Nithya Prabhu R".

Nithya Prabhu R  
**Company Secretary**  
ICSI Membership No: F9087

Date: November 19, 2021  
Place: Bangalore

#### NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 10/2021 dated June 23, 2021 has permitted the holding of the EGM through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act & MCA Circulars, the EGM of the Company is being held through VC on Thursday, November 25, 2021 at 3.00 PM (IST). The procedure for joining the EGM through VC/ OAVM is mentioned in this Notice.
3. The deemed venue for the EGM will be the registered office of the Company.
4. Members are requested to share shorter notice consent (either physical or electronic) before the meeting time at the following email ID: [cs@tfsin.co.in](mailto:cs@tfsin.co.in)/ [r.nithyprabhu@tfsin.co.in](mailto:r.nithyprabhu@tfsin.co.in).
5. As the Extraordinary General Meeting will be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. Corporate Members intending to have their authorised representatives to attend and vote at the Meeting are requested to send a scanned copy of authorizing their representative to attend and vote on their behalf at the Meeting to the Company at the following email ID: [cs@tfsin.co.in](mailto:cs@tfsin.co.in)
7. In line with MCA Circulars, the Notice calling the EGM along with the Statement under Section 102 of the Companies Act., 2013 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Statement under Section 102 of the Companies Act., 2013 will also be available on the website of the Company
8. 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 AM to 1 PM (IST) 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.

**Instructions for Members for attending the EGM through VC are as under:**

1. The Members will be provided with a facility to attend the EGM through two-way VC through the Microsoft Teams system, and they may access the same through the link to be shared by the Company separately before the meeting. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Notice convening the EGM will be uploaded on the website of the Company at [www.toyotafinance.co.in](http://www.toyotafinance.co.in).
2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting.
3. Members are encouraged to submit their questions in advance with respect to the business to be transacted at the EGM. These queries may be submitted from their registered e-mail address, mentioning their name to reach the Company's e-mail address at [cs@tfsin.co.in](mailto:cs@tfsin.co.in) before 1.30 PM (IST) on Wednesday, November 24, 2021. The designated email Id for casting vote, if demanded for poll at EGM will be [cs@tfsin.co.in](mailto:cs@tfsin.co.in).
4. Members who would like to express their views or ask questions during the EGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name at [cs@tfsin.co.in](mailto:cs@tfsin.co.in) before 1.30 PM (IST) on Wednesday, November 24, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
5. Further, Members may join the EGM through VC facility through Microsoft Teams link to be shared separately, by following the instructions provided here. Such facility shall be kept open for the Members 15 minutes before the scheduled time of the commencement of the EGM and would be kept open 15 minutes after the meeting also.
6. Members who need assistance before or during the EGM, can contact IT Service Desk of the Company on +1-800-258-9099/ [itservicedesk@tfsin.co.in](mailto:itservicedesk@tfsin.co.in) or Mr. Nithya Prabhu on +91-98940-89913/ [r.nithyaprabhu@tfsin.co.in](mailto:r.nithyaprabhu@tfsin.co.in).

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



Nithya Prabhu R  
**Company Secretary**  
ICSI Membership No: F9087

Date: November 19, 2021  
Place: Bangalore

**Annexure to Notice:****EXPLANATORY STATEMENT in respect of Special Business pursuant to Section 102 of the Companies Act, 2013:****Item no. 1:**

The Company wishes to avail funding through Group Company - Toyota Motor Finance (Netherlands) B.V. ('TMFNL'). TMFNL is a Netherlands based entity which is 100% subsidiary of Toyota Financial Services Corporation (TFSC) set up for the purpose of funding TFSC's subsidiaries. TMFNL finances many subsidiaries of TFSC with its high rating and specialized skills of borrowing and negotiations. The Company would like to set up USD 100 Million (in any currency equivalent to USD 100 Million) facility under applicable External Commercial Borrowing (ECB) regulations of RBI, within the overall borrowing limit of the Company as approved by the Shareholders. The tenure of the loan will be for 3 years to 5 years. The Company is already availing ECB from third party lenders and is aware of the compliances associated with ECB. The Company would ensure to comply with all the regulatory requirements. The terms of the loan proposed to be availed by the Company from TMFNL would be beneficial to the Company. This transaction is proposed to be made in the ordinary course of business and on arm's length basis.

Pursuant to the amendment in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), dated September 7, 2021, the Corporate Governance Rules were made applicable to the debt listed companies having listed Non-convertible Debentures (NCDs) more than INR 500 Crore. As per SEBI LODR all material Related Party Transactions (RPTs) (exceeding 10% of the Annual Turnover of the Company) shall require approval of the Members of the Company.

The proposed transaction has been approved vide Circular Resolution by the Audit Committee on November 18, 2021, and Board of Directors on November 19, 2021, subject to approval of the Shareholders.

**Details of the Transaction:**

The name of the related party and nature of relationship	Name of related Party: Toyota Motor Finance (Netherlands) B.V., Nature of Relationship: Group Company – Fellow Subsidiary
The nature, duration of the contract and particulars of the contract or arrangement	Loan facility for an amount not exceeding USD 100 Million (One Hundred Million US dollars only) vide Terms & conditions as per Loan Finance Agreement to be executed between the parties.
The material terms of the contract or arrangement including the value, if any	The Borrower shall pay to the lender interest on the loan for each Interest Period on the relevant Interest Payment Date at the rate as agreed between the Lender and the Borrower. Loan shall be repayable on the Repayment Date.
Any advance paid or received for the contract or arrangement, if any	No
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Terms & conditions as per Loan Finance Agreement to be executed between the parties.

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 relevant factors have been considered.
Any other information relevant or important for the Board to take a decision on the proposed transaction.	Nil
Where any director is interested in any contract or arrangement with a related party,	None of the Directors is interested.
Monetary Value / Total Amount involved	USD 100 million (in any currency equivalent to USD 100 Million)

In view of the above, the approval of the Members is hereby sought by way of Special Resolution for entering into the aforementioned transaction with TMFNL.

Accordingly, the Board recommends the resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are interested in the passing of the above resolution.

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



Nithya Prabhu R  
**Company Secretary**  
ICSI Membership No: F9087

Date: November 19, 2021

Place: Bangalore