



**NOTICE OF THE FIRST EXTRA-ORDINARY GENERAL MEETING OF FY 2024-25 OF TOYOTA FINANCIAL SERVICES INDIA LIMITED**

Dear Member(s),

**SHORTER NOTICE** is hereby given that the First Extraordinary General Meeting (EGM) of FY 2024-25 of the Members of **Toyota Financial Services India Limited** will be held on Friday, June 14, 2024, at 3:00 PM (IST), through Video Conferencing ("VC") via Microsoft Teams / Other Audio-Visual Means (OAVM), deemed to be held at the Registered Office of the Company at No. 21, Centropolis, First Floor, 5<sup>th</sup> Cross, Langford Road, Shanti Nagar, Bangalore - 560025 (Karnataka, India) to transact the following business:

**SPECIAL BUSINESS:**

**To approve Material Related Party Transaction with Toyota Motor Finance (Netherlands) B.V. ('TMFNL') in connection with External Commercial Borrowing - loan facility not exceeding INR 24,016 million.**

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 provisions of Regulations 2(1)(zb), 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act') read with related rules, if any, as amended from time to time, Reserve Bank of India (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, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transaction, subject to such approval(s), consent(s) and / or permission(s), as may be required, in accordance with the Memorandum of Association and Articles of Association of the Company, and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company, be and hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to borrow by way of External Commercial Borrowing ("ECB") from Toyota Motor Finance (Netherlands) B.V. by way of a loan facility of amount not exceeding INR 24,016 million including existing facility (Rupees twenty four thousand and sixteen million only) (in any currency equivalent to INR 24,016 million), on such terms and conditions as may be agreed by the Board (or any other person so authorized by the Board) 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 (or any other person so authorized by the Board), 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 B.V. 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.

**TOYOTA FINANCIAL SERVICES INDIA LIMITED**

Registered Office: No. 21, Centropolis, First Floor, 5<sup>th</sup> Cross, Langford Road, Shanti Nagar, Bangalore – 560 025  
P: +91 80 4344 2800 | F: +91 80 4344 2930 | [cs@tfsin.co.in](mailto:cs@tfsin.co.in) | [www.toyotafinance.co.in](http://www.toyotafinance.co.in) | CIN: U74900KA2011FLC058752



**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**

Date: June 4, 2024  
Place: Bangalore

**Ganesh Chandrasekaran**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No. A23703**

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**NOTES:**

1. A Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at the EGM is annexed hereto.
2. In compliance with the provisions of the Act and Ministry of Corporate Affairs (MCA) Circulars, the EGM of the Company is being held through VC on Friday, June 14, 2024, 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. As the EGM 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.
5. Corporate Members intending to have their authorized representatives to attend and vote at the EGM are requested to send a scanned copy of authorizing their representative to attend and vote on their behalf at the EGM to the Company at the following email ID: [cs@tfsin.co.in](mailto:cs@tfsin.co.in).
6. In line with MCA Circulars, the Notice calling the EGM along with the Statement under Section 102 of the Act, is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Members may note that the Notice and Statement under Section 102 of the Act will also be available on the website of the Company at [www.toyotafinance.co.in](http://www.toyotafinance.co.in).
7. The statutory registers maintained under the Act and 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 EGM of the Company and will also be available for inspection at the EGM.

**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 shared by the Company as part of this EGM Notice. 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 EGM through Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use internet with a good speed to avoid any disturbance during the EGM.
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 5:00 PM (IST) on Thursday, June 13, 2024. 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 5:00 PM (IST) on Thursday, June 13, 2024.

**TOYOTA FINANCIAL SERVICES INDIA LIMITED**



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 EGM 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. Ganesh Chandrasekaran on +91-08 4344 2800 / [cs@tfsin.co.in](mailto:cs@tfsin.co.in).

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

Date: June 4, 2024  
Place: Bangalore

**Ganesh Chandrasekaran**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No. A23703**

**Annexure to Notice:****Explanatory Statement pursuant to section 102 of the Companies Act, 2013:**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), all Material Related Party Transactions ('RPT') shall require prior approval of the Members of the Company, even if such transaction(s) are in the ordinary course of business and at an arm's length basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crore or 10% of the annual turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Members of the Company on November 25, 2021, had approved a loan facility for an amount equivalent to USD 100 million Toyota Motor Finance (Netherlands) B.V. ('TMFNL'), which has already been utilised by the Company. Now, the Company propose to enhance its group borrowing facility from USD 100 million (~INR 7,416 million) to USD 300 million (INR 24,016 million).

TMFNL is a Netherland based entity which is a subsidiary of Toyota Financial Services Corporation, Japan (TFSC). TMFNL is a Related Party of the Company in terms of SEBI Listing Regulations and the Companies Act, 2013. TMFNL finances many subsidiaries of TFSC with its high rating and specialized skills in borrowing and negotiations. The Company wishes to avail funding from TMFNL and would like to set up INR 24,016 million (in any currency equivalent to INR 24,016 million) facility under applicable External Commercial Borrowing (ECB) regulations of Reserve Bank of India (RBI), within the overall borrowing limit of the Company as approved by the Board and the Members of the Company. The maximum tenor of the loan will be 5 years. The Company would ensure to comply with all the regulatory requirements.

The proposed transaction has been approved by the Audit Committee, and Board of Directors at their respective meeting held on May 23, 2024, subject to approval of the Members of the Company.

Further, the Audit Committee has noted that the said transaction(s) are at an arm's length basis and are in the ordinary course of business of the Company. The details of the proposed transaction pursuant to the SEBI Listing Regulations are provided at Annexure A to this notice and also forms part of the explanatory statement.

None of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, either directly or indirectly, financially or otherwise, in the Resolution.

The Board recommends the Resolution set forth for the approval of the Members of the Company as an **Ordinary Resolution**.

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

Date: June 4, 2024  
Place: Bangalore

**Ganesh Chandrasekaran**  
**Company Secretary and Compliance Officer**  
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## Annexure A

S No.	Particulars	Information
1	Name of Related Party	Toyota Motor Finance (Netherlands) B.V. (TMFNL)
2	Nature of relationship	Group Company Subsidiary of Parent Company - Toyota Financial Services Corporation, Japan (TFSC)
3	The nature, duration of the contract and particulars of the contract or arrangement	<b>Nature:</b> Term Loan in the form of External Commercial Borrowing <b>Tenure:</b> 3 to 5 years <b>Security:</b> Unsecured and Clean <b>Stamp Duty and Taxes:</b> To be borne by the Company <b>Currency:</b> Any
4	Whether in Ordinary Course of Business	Yes
5	Whether at Arm's Length basis	Yes
6	Monetary Value / Total Amount involved	Loan facility for an amount not exceeding INR 24,016 million including existing facility
7	Justification as to why the RPT is in the interest of the listed entity	The Company is on a growth path and TMFNL borrowing provides additional liquidity, diversification and cost benefit to the Company
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	229.59% (As per turnover of FY 23-24)
9	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary the details to be provided as specified in the regulation	No
10	Where any director is interested in any contract or arrangement with a Related Party	None of the Director or Key Managerial Personnel is interested
12	Valuation and other Reports etc	Nil
13	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, forming part of this Notice

## TOYOTA FINANCIAL SERVICES INDIA LIMITED

**MS Teams Link to join the EGM**

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## Microsoft Teams meeting

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