



NOTICE OF FIRST EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

SHORTER NOTICE is hereby given that the First Extraordinary General Meeting (EGM) of 2023-24 of the Members of **Toyota Financial Services India Limited** will be held on Tuesday, October 3, 2023, at 11:30 AM (IST), through physical mode to be held at the registered office of the Company at No. 21, Centropolis, 1st Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore 560025 to transact the following business:

SPECIAL BUSINESS:

1. Issue of Equity Shares on Private Placement / Preferential basis:

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the extant Master Circular on Foreign Investment in India issued by Reserve Bank of India and in accordance with the applicable provisions of the Foreign Exchange Management Act, 1999 and the Rules/Regulations/Guidelines, if any, prescribed by any relevant authorities from time to time, and subject to the permissions, consents, sanctions and approval by any authority including but not limited to Reserve Bank of India and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to, by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, up to 100 Million (One Hundred Million) Equity Shares of INR 10/- (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company of face value of INR 10/- (Rupees Ten) each at an issue price of INR 24/- (Rupees Twenty-Four Only) each [including premium of INR 14/- (Rupees Fourteen per Equity Share)], for an aggregate value not exceeding INR 2.4/- Billion for cash and on such terms as may be determined by the Board, to Toyota Financial Services Corporation, Japan, the Holding Company, through Private Placement and on Preferential basis.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee in lieu of the issuance and allotment of the Equity Shares pursuant to the preferential allotment under section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, shall be kept by the Company in a separate bank account.

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752



RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted by the Company through private placement and on a preferential allotment basis shall rank *pari passu* with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such deeds, documents, writings, private placement offer letter as it may in its absolute discretion deem necessary or incidental and pay such fees, etc. and incur such expenses in relation thereto as it may deem appropriate for giving effect to this Resolution including but not limited to taking any decisions whether at a Meeting of Board or through circulation, as may be appropriate and permissible under law, for fixing the timing of the issue, determining the issue price, face value, premium amount of Equity Shares to be offered and delegation of all or any of its powers herein conferred to its Directors, Chief Financial Officer, Company Secretary or any other officer(s) of the Company.”

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

Sd/-

Date: October 3, 2023

Place: Bangalore

R Nithya Prabhu

Company Secretary

ICSI Membership No: F9087

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. A member entitled to attend and vote at the 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 or electronically at the following email ID: cs@tfsin.co.in / r.nithyprabhu@tfsin.co.in, 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.
3. Members are requested to share shorter notice consent before the Meeting either physical or electronic (to the following email ID: cs@tfsin.co.in/ r.nithyprabhu@tfsin.co.in).
4. 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.
5. 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.

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

Sd/-

Date: October 3, 2023
Place: Bangalore

R Nithya Prabhu
Company Secretary
ICSI Membership No: F9087

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752

Annexure to Notice:**Explanatory Statement pursuant to section 102 of the Companies Act, 2013****Item no. 1:**

In order to sustain and accelerate the current growth rate and to maintain capital adequacy at an optimum level and to fuel the future growth of the Company, it is proposed to raise the existing capital of the Company by issue of Equity Shares to Toyota Financial Services Corporation, Japan, Holding Company, to the tune of INR 2.4 Billion by way Preferential issue on a Private Placement basis.

Considering the above, the Board of Directors, at their Meeting held on October 3, 2023, has approved the fund raising subject to the consent of the Members of the Company for issue of such shares to its parent company Toyota Financial Services Corporation, Japan.

Section 62 of the Act, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares of the Company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the Members in a General Meeting decide otherwise by way of a Special Resolution. Furthermore, as per section 42 of the Act, read with the rules made thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Members for each of the offers and invitations.

In accordance with Sections 23, 42 and 62 of the Act read with the Rules made thereunder, approval of the Members is sought by way of a Special Resolution for the issuance up to 100 Million (One Hundred Million) Equity Shares of INR 10/- (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company of face value of INR 10/- (Rupees Ten) each at an issue price of INR 24/- (Rupees Twenty-Four Only) each [including premium of INR 14/- (Rupees Fourteen Only) per share], for an aggregate value not exceeding INR 2.4/- Billion to Toyota Financial Services Corporation, Japan, on the terms contained herein.

Given below are the disclosures as required under the rules made under the Companies Act, 2013:

1. The object of the issue is to raise funds for general corporate purposes.
2. The maximum number of Equity Shares which may be issued will be up to 100 Million (One Hundred Million) Equity Shares of INR 10/- (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company of face value of INR 10/- (Rupees Ten) each and the Company is expected to raise up to INR 2.4/- Billion only.

TOYOTA FINANCIAL SERVICES INDIA LIMITED

3. The Equity Shares are proposed to be issued at an issue price of INR 24/- (Rupees Twenty-Four Only) per Equity Share ranking pari passu with the existing Equity Shares, based on the Valuation Report of Mr. Ganesh Natarajan, Registered Valuer (registration no. IBBI/RV/06/2020/13491) and Chartered Accountants (ICAI Membership no. 233882) having office at New No. 184, Old No. 214, MMPDA Tower 2nd Floor, Royapettah High Road, Chennai - 600 014. As per the Valuation Report, value of the Equity Share is INR 24/- (Rupees Twenty-Four Only) per Equity Share. The Report is attached for reference. The relevant date with reference to which the price has been arrived at is June 30, 2023.
4. The Equity Shares are proposed to be offered to Toyota Financial Services Corporation, Japan, the parent company of the Company, who intends to subscribe to the offer. Post allotment, the shareholding of Toyota Financial Services Corporation, Japan in the Company will be 100% of the post issue paid-up Equity Share capital of the Company. The Directors and Key Management Personnel will not be offered any Equity Shares and therefore cannot subscribe to the said offer.
5. The Company has not allotted any Equity Shares during the Financial Year (FY).
6. The issue and allotment shall be completed within the time frame prescribed under the applicable laws. Upon the issue and offer of the Equity Shares as aforesaid, the allotment shall be completed within a period of sixty days from the date of receipt of application money.

The provisional shareholding pattern of the Company, before and after the proposed issue, will be as under:

S. No	Category	Pre-Issue Shareholding		Post Issue Shareholding	
		No of Shares Held	%age of Shareholding	No of Shares Held	%age of Shareholding
A	Promoter Holding:				
1	Indian Promoter	-	-	-	-
2	Foreign Promoter	-	-	-	-
	Toyota Financial Services Corporation Japan	1,110,146,870	100	1,210,146,870	100
	Sub Total (A)	1,110,146,870	100	1,210,146,870	100
B	Non – Promoter Holding				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	-	-	-	-
	Grand Total	1,110,146,870	100	1,210,146,870	100

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752



Note: There will be no change in the control consequent to the preferential offer.

The Board recommends approving of the Resolution as mentioned in item no. 1 above as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at item no. 1.

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

Sd/-

Date: October 3, 2023

Place: Bangalore

Nithya Prabhu

Company Secretary

ICSI Membership No: F9087

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 – 560025 (Karnataka)
Corporate Identity Number (CIN): U74900KA2011FLC058752
Email ID: cs@tfsin.co.in
Telephone: 080-2344-2800
Website: www.toyotafinance.co.in

First Extra-ordinary General Meeting of FY 2023-24 scheduled on Tuesday, October 3, 2023, at time 11:30 AM

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 FY 2023-24 of the Company being held on **Tuesday, October 3, 2023, at time 11:30 AM** at No. 21, Centropolis, First Floor, 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 Members of the Company and/or their Proxy will be allowed to attend the Meeting.

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752

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]

Name of the Company: Toyota Financial Services India Limited
Registered Address: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560025 (Karnataka)
Corporate Identity Number (CIN): U74900KA2011FLC058752
Email ID: cs@tfsin.co.in
Telephone: 080-2344-2800
Website: www.toyotafinance.co.in

**First Extra-ordinary General Meeting of FY 2023-24 scheduled on Tuesday, October 3, 2023, at
time 11:30 AM**

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:	

As my / our proxy to attend and vote for me/us and on my/our behalf at the First Extra-ordinary General Meeting of FY 2023-24 of the Company being held on **Tuesday, October 3, 2023, at time 11:30 AM** of the Company 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 indicate the Notice.

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752



Signed this Tuesday 3rd of October 2023.

Signature of Member / Shareholder

Signature of Proxy holder(s)

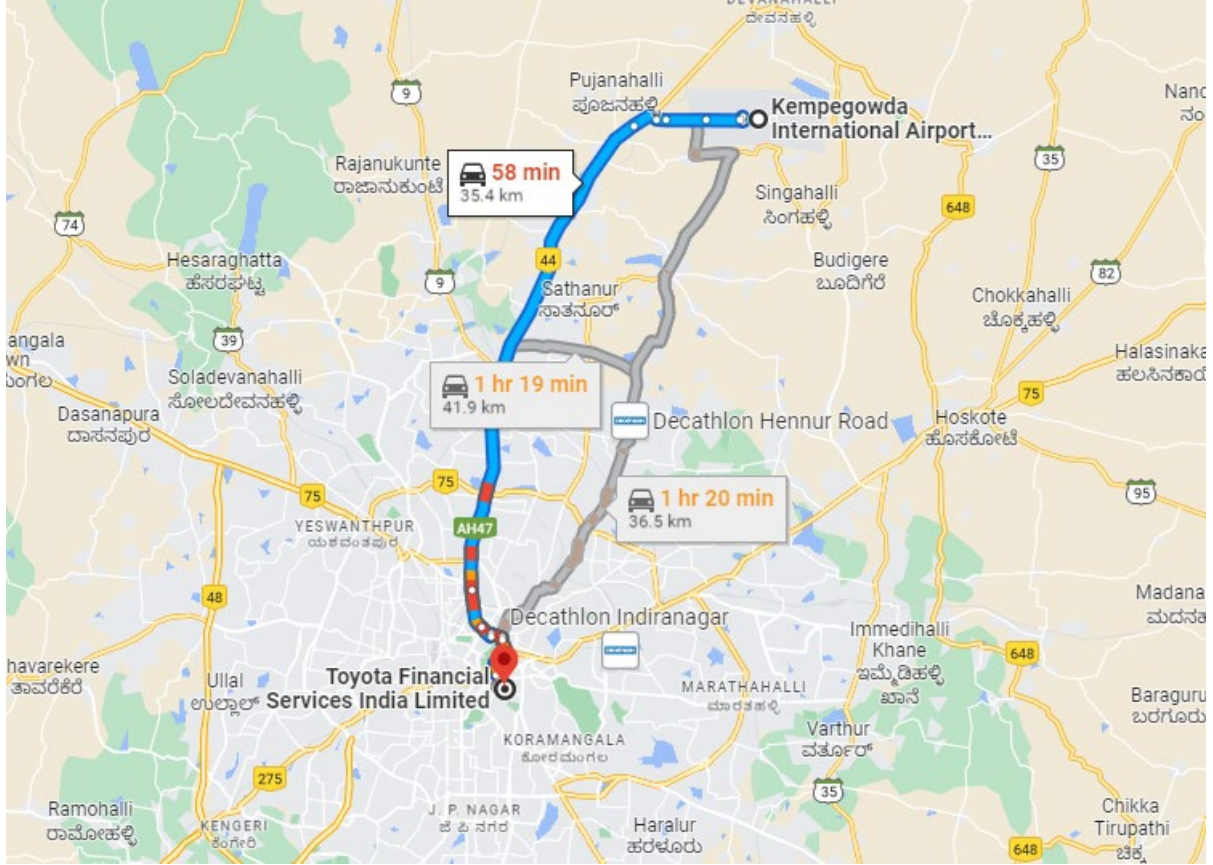
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752

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

Landmark: Near Divyashree Chambers, Langford Road.



TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore – 560 025
 P: +91 80 4344 2800 | F: +91 80 4344 2930 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752