

December 23, 2022

The Manager,
National Stock Exchange of India Limited ('NSE'),
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Dear Sir/Ma'am,

Sub: Proceedings of the Extraordinary General Meeting - Under Regulation 51 read with Part B of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 51 read with Clause 23 of Para-A of Part B of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the proceedings of the Extraordinary General Meeting of the Company held on Thursday, December 22, 2022.

You are requested to kindly take the above on record.

Thanking you,

Yours Sincerely,

For Toyota Financial Services India Limited

Nithya Prabhu R
Company Secretary
ICSI Membership No: F9087

Enclosed: As above

PROCEEDINGS OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022-23 OF THE MEMBERS OF TOYOTA FINANCIAL SERVICES INDIA LIMITED HELD ON THURSDAY, DECEMBER 22, 2022, AT 11:00 AM (IST), THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (OAVM) VIA MICROSOFT TEAMS, DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY.

The following Directors were present through VC / OAVM facility:

Mr. Narayanaswamy Raja	Managing Director & CEO
Mr. Manabu Ueno	Whole Time Director
Ms. Sunita Handa	Independent Director and Chairperson of Audit Committee and Nomination and Remuneration Committee
Mr. V Prakash	Independent Director and Chairperson of Stakeholders Committee

Invitees:

Mr. Raghavendra Kukunuri	M/s. MSKA & Associates, Statutory Auditors
Ms. Devika Sathyanarayana	M/s. V Sreedharan and Associates, Secretarial Auditors

In attendance:

Mr. Anupam Vasdani: Chief Financial Officer
Mr. R Nithya Prabhu: Company Secretary

Members Present: 6

The First Extraordinary General Meeting (EGM) of 2022-23 of the Company commenced with the introductory address by Mr. Narayanaswamy Raja, MD & CEO, who informed that the Meeting was held through VC / OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

Thereafter, Mr. Nithya Prabhu, Company Secretary provided general instructions to the members regarding participation in this meeting.

The required Statutory Registers as prescribed under the Companies Act, 2013 were kept open for inspection.

The Members present in the meeting elected Mr. Narayanaswamy Raja, MD & CEO as Chairman for the meeting.

The requisite quorum being present, the Chairman called the meeting to order.

He stated that the Short Notice convening the EGM along with Statement under Section 102 of the Companies Act, 2013, has already been circulated to members of the Company electronically. With their permission, the notice was taken as read.

Thereafter, the following item of business, as per the Notice dated December 22, 2022, was transacted at the meeting.

SPECIAL BUSINESS

Item No 1: Increase in the Authorized share capital of the Company to Rs. 13,079,729,570 divided into 1,307,972,957 Equity Shares of Rs. 10/- each by creation of additional 3,50,000,000 Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company. - Proposed as a **Special Resolution**

Thereafter, the above resolution was passed unanimously with the approval of all Members.

Item No 2: Alteration of Capital Clause of the Memorandum of Association of the Company - Proposed as a **Special Resolution**

The Clause V of the Momerandum of Association was altered by substitution of the following clause:

V. The Authorised Share Capital of the Company is Rs.13,079,729,570 /- (Rupees Thirteen Billion Seventy-Nine Million Seven Hundred Twenty-Nine Thousand Five Hundred & Seventy Only) divided into 1,307,972,957 Equity Shares of Rs.10/- (Rupees Ten Only) each".

Thereafter, the above resolution was passed unanimously with the approval of all Members.

Item No 3: Authorisation for Issue of 152,173,913 Equity Shares on Preferential basis by way of Private Placement at issue price of Rs. 23/- per equity share to Toyota Financial Services Corporation, Japan - Proposed as a **Special Resolution**

Thereafter, the above resolution was passed unanimously with the approval of all Members.

Item No 4: Re-appointment of Narayanaswamy Raja (DIN: 06840450) as Managing Director and Chief Executive Officer of the Company for a period of 11 (Eleven) months with effect from February 1, 2023 - Proposed as a **Special Resolution**

Thereafter, the above resolution was passed unanimously with the approval of all Members.

Item No 5: Appointment of Mr. Kazuo Noda (DIN: 09823103) as Whole Time Director of the Company for a period of 3 (Three) years with effect from January 01, 2023 (or date of RBI approval, whichever is later) - Proposed as a **Special Resolution**

Thereafter, the above resolution was passed unanimously with the approval of all Members.

Item No 6: Appointment of Mr. V Prakash (DIN: 00102091), as an Independent Director of the Company for a period of 1 (one) year effective from November 14, 2022, to November 13, 2023- Proposed as a **Special Resolution**

Thereafter, the above resolution was passed unanimously with the approval of all Members.

The Chairman thanked all the members for their participation and announced the formal closure of the EGM of the Company.

The EGM commenced at 11.00 A.M. and concluded at 11.26 A.M. This Summary of the proceedings is issued pending the approval of the Minutes by the Chairman.