

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74900KA2011FLC058752

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCT8494P

(ii) (a) Name of the company

TOYOTA FINANCIAL SERVICES

(b) Registered office address

No. 21 Centropolis, First Floor, 5th Cross Langford Road,
Shanti Nagar NA
Bangalore
Karnataka
560025

(c) *e-mail ID of the company

cs@tfsin.co.in

(d) *Telephone number with STD code

08043442800

(e) Website

www.toyotafinance.co.in

(iii) Date of Incorporation

20/05/2011

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 26/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Toyota Financial Services Corp		Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,307,972,957	1,110,146,870	1,110,146,870	1,110,146,870
Total amount of equity shares (in Rupees)	13,079,729,570	11,101,468,700	11,101,468,700	11,101,468,700

Number of classes 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,307,972,957	1,110,146,870	1,110,146,870	1,110,146,870
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	13,079,729,570	11,101,468,700	11,101,468,700	11,101,468,700

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	957,972,957	0	957972957	9,579,729,570	9,579,729,570	
Increase during the year	152,173,913	0	152173913	1,521,739,130	1,521,739,130	1,978,260,800
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	152,173,913	0	152173913	1,521,739,130	1,521,739,130	1,978,260,800

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Nil				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Nil				0	0	
At the end of the year	1,110,146,8	0	1110146870	11,101,468,	11,101,468	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☒

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	22/09/2022		
Date of registration of transfer (Date Month Year)	26/08/2022		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	21		
Transferor's Name	Yoshimura		Masakazu
	Surname	middle name	first name
Ledger Folio of Transferee	27		

Transferee's Name	<input type="text" value="Srinivasan"/>	<input type="text"/>	<input type="text" value="Rangesh"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="26/08/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="22"/>
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Transferor's Name	<input type="text" value="Tien"/>	<input type="text" value="Quoc"/>	<input type="text" value="Hao"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="26"/>
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Transferee's Name	<input type="text" value="Hori"/>	<input type="text"/>	<input type="text" value="Masayoshi"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="26/08/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="24"/>
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Transferor's Name	<input type="text" value="Soni"/>	<input type="text"/>	<input type="text" value="Naveen"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="28"/>
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Transferee's Name	Sharma		Harish
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	13/02/2023
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	23
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Transferor's Name	Ueno		Manabu
	Surname	middle name	first name

Ledger Folio of Transferee	29
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Transferee's Name	Noda		Kazuo
	Surname	middle name	first name

	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	13/02/2023
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor	25
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Transferor's Name	Okumura		Kazuki
	Surname	middle name	first name

	Surname	middle name	first name
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Ledger Folio of Transferee	30
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Transferee's Name	<input type="text" value="Hayashi"/>	<input type="text"/>	<input type="text" value="Shogo"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
--	---------	-------------	------------

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	36,250	21,250*1,000,000+15,000	22,750,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			22,750,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	19,750,000,000	8,000,000,000	5,000,000,000	22,750,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

7,370,768,639

(ii) Net worth of the Company

19,617,757,524

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	3	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,110,146,864	100	0	
10.	Others Nil	0	0	0	
	Total	1,110,146,870	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Nil	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	10	13

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	3	1	3	0	0
(i) Non-Independent	2	2	1	1	0	0
(ii) Independent	0	1	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Narayanaswamy R	06840450	Managing Director	1	
Mr. Masayoshi hori	09602549	Director	1	07/08/2023
Ms. Sunita Handa	08215176	Director	0	
Mr. Venkatraman Praka	00102091	Director	0	
Mr. Anupam Vasdani	ADXPV5337M	CFO	0	
Mr. R Nithya Prabhu	AIBPN6542K	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Masakazu Yoshimui	08327922	Director	08/06/2022	Cessation
Mr. Hao Quoc Tien	08346688	Director	10/08/2022	Cessation
Mr. Manabu Ueno	08635145	Whole-time director	31/12/2022	Cessation
Mr. Masayoshi Hori	09602549	Additional director	03/08/2022	Appointment
Mr. Masayoshi Hori	09602549	Director	22/09/2022	Change in Designation
Mr. Venkatraman Praka	00102091	Additional director	14/11/2022	Appointment
Mr. Venkatraman Praka	00102091	Director	22/12/2022	Change in Designation
Mr. Narayanaswamy Ra	06840450	Managing Director	01/02/2023	Re-appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	22/09/2022	7	7	100
Extra-ordinary General Mee	22/12/2022	7	6	85.71

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2022	5	4	80
2	12/08/2022	4	4	100
3	14/11/2022	4	4	100
4	22/12/2022	5	4	80
5	13/02/2023	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2022	3	2	66.67
2	Audit Committee	12/08/2022	3	3	100
3	Audit Committee	14/11/2022	3	3	100
4	Audit Committee	13/02/2023	3	3	100
5	Nomination and Remuneration	23/05/2022	3	2	66.67
6	Nomination and Remuneration	12/08/2022	3	3	100
7	Nomination and Remuneration	14/11/2022	3	3	100
8	Nomination and Remuneration	22/12/2022	3	2	66.67
9	Nomination and Remuneration	13/02/2023	3	3	100
10	Corporate Social Responsibility	23/05/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/09/2023
								(Y/N/NA)
1	Mr. Narayanas	5	5	100	5	5	100	Yes
2	Mr. Masayosh	4	3	75	7	6	85.71	Not Applicable
3	Ms. Sunita Ha	5	5	100	14	14	100	Yes
4	Mr. Venkatram	2	2	100	5	5	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Narayanaswam	Managing Direct	19,212,598	0	0	0	19,212,598
2	Mr. Manabu Ueno	Whole-Time Dire	20,721,417	0	0	0	20,721,417
	Total		39,934,015	0	0	0	39,934,015

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Anupam Vasdar	CFO	11,024,960	0	0	0	11,024,960
2	Mr. R Nithya Prabhu	Company Secre	2,681,436	0	0	0	2,681,436
	Total		13,706,396	0	0	0	13,706,396

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Sunita Rajiv Ha	Independent Dir	0	0	0	500,000	500,000
2	Mr. Venkatramam P	Independent Dir	0	0	0	200,000	200,000
	Total		0	0	0	700,000	700,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

DEVIKA SATHYANARAYANA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

17024

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

NARAYANA
SWAMY
RAJA
Digitally signed by
NARAYANASWAMY
RAJA
Date: 2023.11.24
18:00:27 +05'30'

DIN of the director

06840450

To be digitally signed by

RAJAGOPA
L NITHYA
PRABHU
Digitally signed by
RAJAGOPAL
NITHYA PRABHU
Date: 2023.11.24
18:00:57 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

9087

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Shareholders and Debenture Holders.pdf
List of Committees.pdf
Form MGT-8_FY_2022-23.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company