

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*****CO.IN

(d) *Telephone number with STD code

08*****00

(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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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

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	1,358,146,870	1,358,146,870	1,358,146,870	1,358,146,870
Total amount of equity shares (in Rupees)	13,581,468,700	13,581,468,700	13,581,468,700	13,581,468,700

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10 each				
Number of equity shares	1,358,146,870	1,358,146,870	1,358,146,870	1,358,146,870
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	13,581,468,700	13,581,468,700	13,581,468,700	13,581,468,700

(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	1,110,146,870	0	1110146870	11,101,468,700	11,101,468,700	
Increase during the year	248,000,000	0	248000000	2,480,000,000	2,480,000,000	3,620,000,000
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	248,000,000	0	248000000	2,480,000,000	2,480,000,000	3,620,000,000

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	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	1,358,146,8	0	1358146870	13,581,468,	13,581,468	
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 Nil				0	0	0
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 Nil				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

XXX0X0X00000

(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		26/09/2023	
Date of registration of transfer (Date Month Year)		28/08/2023	
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		26	
Transferor's Name	Hori		Masayoshi
	Surname	middle name	first name
Ledger Folio of Transferee		31	

Transferee's Name	Higuchi		Tetsuo
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	14/02/2024
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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	11
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Transferor's Name	Narayanaswamy		Raja
	Surname	middle name	first name

Ledger Folio of Transferee	32
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Transferee's Name	Venugopal	Bushanam	Pala
	Surname	middle name	first name

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

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

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	265,500	(10500*10,00,000)+(2,55,0	36,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			36,000,000,000

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	22,750,000,000	24,000,000,000	10,750,000,000	36,000,000,000
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

10,459,985,083

(ii) Net worth of the Company

26,256,932,313

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)	1,358,146,864	100	0	
10.	Others Nil	0	0	0	
	Total	1,358,146,870	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

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	13	90

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	1	3	2	3	0	0
(i) Non-Independent	1	1	2	1	0	0
(ii) Independent	0	2	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	1	3	2	3	0	0

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

8

(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)
PALA BUSHANAM VE	10387035	Managing Director	1	
PALA BUSHANAM VE	ADGPV2910B	CEO	1	
KAZUO NODA	09823103	Whole-time director	1	
TETSUO HIGUCHI	10265141	Director	1	
SUNITA RAJIV HANDA	08215176	Director	0	09/09/2024
VENKATRAMAN PRAJAPATI	00102091	Director	0	
ANUPAM VASDANI	ADXPV5337M	CFO	0	
GANESH CHANDRAS	AGGPC5320H	Company Secretary	0	25/07/2024

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

11

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)
KAZUO NODA	09823103	Whole-time director	24/05/2023	Appointment
MASAYOSHI HORI	09602549	Director	07/08/2023	Cessation
TETSUO HIGUCHI	10265141	Additional director	11/08/2023	Appointment
TETSUO HIGUCHI	10265141	Director	26/09/2023	Change in designation
VENKATRAMAN PF	00102091	Director	14/11/2023	Re-appointment
R NITHYA PRABHU	AIBPN6542K	Company Secretary	14/11/2023	Cessation
NARAYANASWAMY	06840450	Managing Director	01/01/2024	Re-appointment
NARAYANASWAMY	06840450	Managing Director	31/01/2024	Cessation
PALA BUSHANAM V	10387035	Managing Director	01/02/2024	Appointment
PALA BUSHANAM V	ADGPV2910B	CEO	01/02/2024	Appointment
GANESH CHANDR/	AGGPC5320H	Company Secretary	14/02/2024	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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	26/09/2023	7	7	100
EXTRA-ORDINARY GENE	03/10/2023	7	6	85.71
EXTRA-ORDINARY GENE	22/12/2023	7	7	100
EXTRA-ORDINARY GENE	30/01/2024	7	6	85.71

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	5	5	100
2	11/08/2023	5	5	100
3	03/10/2023	5	4	80
4	10/11/2023	5	5	100
5	22/12/2023	5	5	100
6	30/01/2024	5	5	100
7	14/02/2024	5	5	100
8	28/03/2024	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

17

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 COMM	25/05/2023	3	3	100
2	AUDIT COMM	11/08/2023	3	3	100
3	AUDIT COMM	10/11/2023	3	3	100
4	AUDIT COMM	14/02/2024	3	3	100
5	NOMINATION	25/05/2023	3	3	100
6	NOMINATION	11/08/2023	3	3	100
7	NOMINATION	10/11/2023	3	3	100
8	NOMINATION	22/12/2023	3	3	100
9	NOMINATION	30/01/2024	3	3	100
10	NOMINATION	14/02/2024	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	13/09/2024
								(Y/N/NA)
1	PALA BUSHANAM	2	2	100	3	3	100	Yes
2	KAZUO NODA	8	8	100	4	4	100	Yes
3	TETSUO HIGUCHI	7	6	85.71	6	6	100	Yes
4	SUNITA RAJIV HANMANT	8	8	100	17	17	100	Not Applicable
5	VENKATRAMAN	8	8	100	14	14	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NARAYANASWAMI	Managing Director	17,112,571	0	0	0	17,112,571
2	PALA BUSHANAM	Managing Director	2,297,852	0	0	0	2,297,852
3	KAZUO NODA	Whole-time director	21,408,691	0	0	0	21,408,691
	Total		40,819,114	0	0	0	40,819,114

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANUPAM VASDAN	CFO	12,393,024	0	0	0	12,393,024
2	R NITHYA PRABHU	Company Secretary	2,743,421	0	0	0	2,743,421
3	GANESH CHANDRAN	Company Secretary	416,502	0	0	0	416,502
	Total		15,552,947	0	0	0	15,552,947

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	SUNITA RAJIV HANMANT	Director	0	0	0	1,140,000	1,140,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	VENKATRAMAN PI	Director	0	0	0	1,060,000	1,060,000
	Total		0	0	0	2,200,000	2,200,000

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

PRADEEP BHEEMSEN KULKARNI

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7835

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. ... **B-33** dated **23/05/2022**

(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

KAZUO
NODA

Digitally signed by
KAZUO NODA
Date: 2024.11.11
20:10:33 +05'30'

DIN of the director

0*8*3*0*

To be digitally signed by

SHASHID
HARA S

Digitally signed by
SHASHIDHARA S
Date: 2024.11.11
20:09:39 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number 3*2*6

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Other Attachments.pdf
List of the Share and NCD holders.pdf
Final_MGT-8-TFSIN-2023-24.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

