

## NOTICE

**NOTICE** is hereby given that the Eighth Annual General Meeting of the shareholders of Toyota Financial Services India Limited shall be held at 4.00 P.M. on Monday, August 19, 2019 at the registered office of the Company at No. 21, Centropolis, First Floor, 5th Cross Langford Road, Shanti Nagar Bangalore-560025 to transact, with or without modification(s) as may be permissible, the following business:

### Ordinary Business:

1. Receive, consider and adopt the audited Financial Statements of the Company as on March 31, 2019, including the audited Balance Sheet as on March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with Reports of Directors and Auditors thereon.

### Special Business:

#### **2. Appointment of Mr. Ashok Rao Baswa (DIN: 01517632) as Independent Director**

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

**“Resolved that** pursuant to the provisions of Section 149, 150 and 152 read with schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 and rules & regulations 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 Guidelines and Circulars on appointment of Directors issued by Reserve Bank of India and the Rules/ Regulations/ Guidelines, if any, prescribed by any relevant authorities from time to time, and based on recommendation by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ashok Rao Baswa (DIN: 01517632), be and is hereby appointed as an Independent Director to hold office for a period of 01 (one) year from the conclusion of the Eighth Annual General Meeting till the conclusion of the Ninth Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act.

**Resolved further that** any Director of the Company or the Chief Financial Officer or the Company Secretary be and are hereby authorized severally to do all such acts, deeds and things to give effect to the above resolution including but not limited to filing requisite forms and returns with the Ministry of Corporate Affairs.”

#### **3. Appointment of Mr. Hao Quoc Tien (DIN:08346688) as a Director of the Company:**

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

**“Resolved that** Mr. Hao Quoc Tien (DIN: 08346688) who was appointed as Non-Executive Additional Director with effect from February 13, 2019 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, proposing his candidature for the office of director, be and is hereby appointed as Director of the Company, who will be liable to retire by rotation.”

**“Resolved further that** any Director of the Company or the Chief Financial Officer or the Company Secretary, be and are hereby severally authorized to severally do such acts, deeds and things to give effect to the above resolution including but not limited to filing requisite forms and returns with the Ministry of Corporate Affairs.”

**4. Appointment of Mr. Masakazu Yoshimura (DIN:08327922) as a Director of the Company:**

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

**“Resolved that** Mr. Masakazu Yoshimura (DIN: 08327922) who was appointed as Non-Executive Additional Director with effect from February 13, 2019 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company.”

**“Resolved further that** any Director of the Company or the Chief Financial Officer or the Company Secretary, be and are hereby severally authorized to severally do such acts, deeds and things to give effect to the above resolution including but not limited to filing requisite forms and returns with the Ministry of Corporate Affairs.”

**5. Appointment of Mr. Narayanaswamy Raja (DIN: 06840450) as a Director of the Company:**

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

**“Resolved that** Mr. Narayanaswamy Raja (DIN: 06840450) who was appointed as Non-Executive Additional Director with effect from February 13, 2019 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company.”

**“Resolved further that** any Director of the Company or the Chief Financial Officer or the Company Secretary, be and are hereby severally authorized to severally do such acts, deeds and things to give effect to the above resolution including but not limited to filing requisite forms and returns with the Ministry of Corporate Affairs.”

By order of the Board of Directors

Date: 24-Jul-2019  
Place: Bangalore

Sd/-  
Reena Mary  
Company Secretary  
ACS23518

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) 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, duly completed and signed, not less than 48 (Forty Eight) hours before the AGM. 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.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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 a.m. to 1 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company and will also be available for inspection at the meeting.

**Annexure to Notice:**

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

**Item no. 2:**

In view of completion of tenure of Ms. Renu Rajani, Independent Director, it is proposed to appoint Mr. Ashok Rao Baswa as Independent Director for a period of 01 (one) year from conclusion of Eighth Annual General Meeting till the conclusion of the Ninth Annual General Meeting in terms of Section 149, 150 and 152 of the Companies Act, 2013 and schedule IV of the Companies Act, 2013 read with Articles of Association of the Company.

Mr. Ashok Rao Baswa is a Chartered Accountant and a Certified Information System Auditor by profession and he has about three decades of experience in the field of Finance, Banking and Insurance industry. His last stint included the position of Group Head-Integration Management at erstwhile Ing Vysya Bank & Kotak Mahindra Bank. Your Board of Directors felt that his extensive experience would contribute to the business of the Company.

In pursuance of Section 152 of the Companies Act, 2013 read with rules made thereunder, it is legally required that a Director (other than additional director) can be appointed in the company only with the consent of the members of the Company at a general meeting. Mr. Ashok Rao Baswa has given a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and other necessary declarations as in terms of the Companies Act, 2013 and the directions of the Reserve Bank of India.

In the opinion of the Board, Mr. Ashok Rao Baswa, proposed to be appointed fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and the Reserve Bank of India and that the proposed director is independent of the management. None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, other than Mr. Ashok Rao Baswa are interested or concerned in the resolution.

The Board and Nomination and Remuneration Committee recommend his appointment and recommend the resolution for approval of the members.

**Item no 3:**

Mr. Hao Quoc Tien (DIN:08346688) was appointed as Additional Non-Executive Director with effect from February 13, 2019 to hold office till this Annual General Meeting ('AGM') pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Mr. Hao Quoc Tien, being eligible is proposed to be appointed as Director of the Company who shall be liable for retirement by rotation.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, other than Mr. Hao Quoc Tie is interested or concerned in the resolution.

The Board and Nomination and Remuneration Committee recommend his appointment and recommend the resolution for approval of the members.

**Item no 4:**

Mr. Masakazu Yoshimura (DIN:08327922) was appointed as Additional Non-Executive Director with effect from February 13, 2019 to hold office till this Annual General Meeting ('AGM') pursuant to provisions of Section 161 of the

Companies Act, 2013, read with Articles of Association of the Company. Mr. Masakazu Yoshimura being eligible is proposed to be appointed as Director of the Company who shall be liable for retirement by rotation.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, other than Mr. Masakazu Yoshimura is interested or concerned in the resolution.

The Board and Nomination and Remuneration Committee recommend his appointment and recommend the resolution for approval of the members.

**Item no 5:**

Mr. Narayanaswamy Raja (DIN: 06840450) was appointed as Additional Non-Executive Director with effect from February 13, 2019 to hold office till this Annual General Meeting ('AGM') pursuant to provisions of Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Mr. Narayanaswamy Raja being eligible is proposed to be appointed as Director of the Company who shall be liable for retirement by rotation.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, other than Mr. Narayanaswamy Raja is interested or concerned in the resolution.

The Board and Nomination and Remuneration Committee recommend his appointment and recommend the resolution for approval of the members.

By order of the Board of Directors

Date:24-Jul-2019  
Place: Bangalore

Sd/-  
Reena Mary  
Company Secretary  
ACS23518

# 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]

## TOYOTA FINANCIAL SERVICES INDIA LIMITED

Registered office: No. 21, Centropolis, First Floor, 5th Cross Langford Road, Shanti Nagar, Bangalore-560025

Corporate Identity Number: U74900KA2011FLC058752

[www.toyotafinance.co.in](http://www.toyotafinance.co.in)

**8<sup>th</sup> Annual General Meeting-**\_\_\_\_\_

|                       |  |
|-----------------------|--|
| 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: \_\_\_\_\_ or falling him/her

3. Name : \_\_\_\_\_ E-mail id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_

Signature: \_\_\_\_\_ or falling him/her

As my/ our proxy to attend and vote for me/us and on my/our behalf at the 8<sup>th</sup> Annual General Meeting of the Company to be held on August 19, 2019 at 4:00 p.m. 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 are indicate the Notice.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_ Signature of Proxy holder (s) \_\_\_\_\_

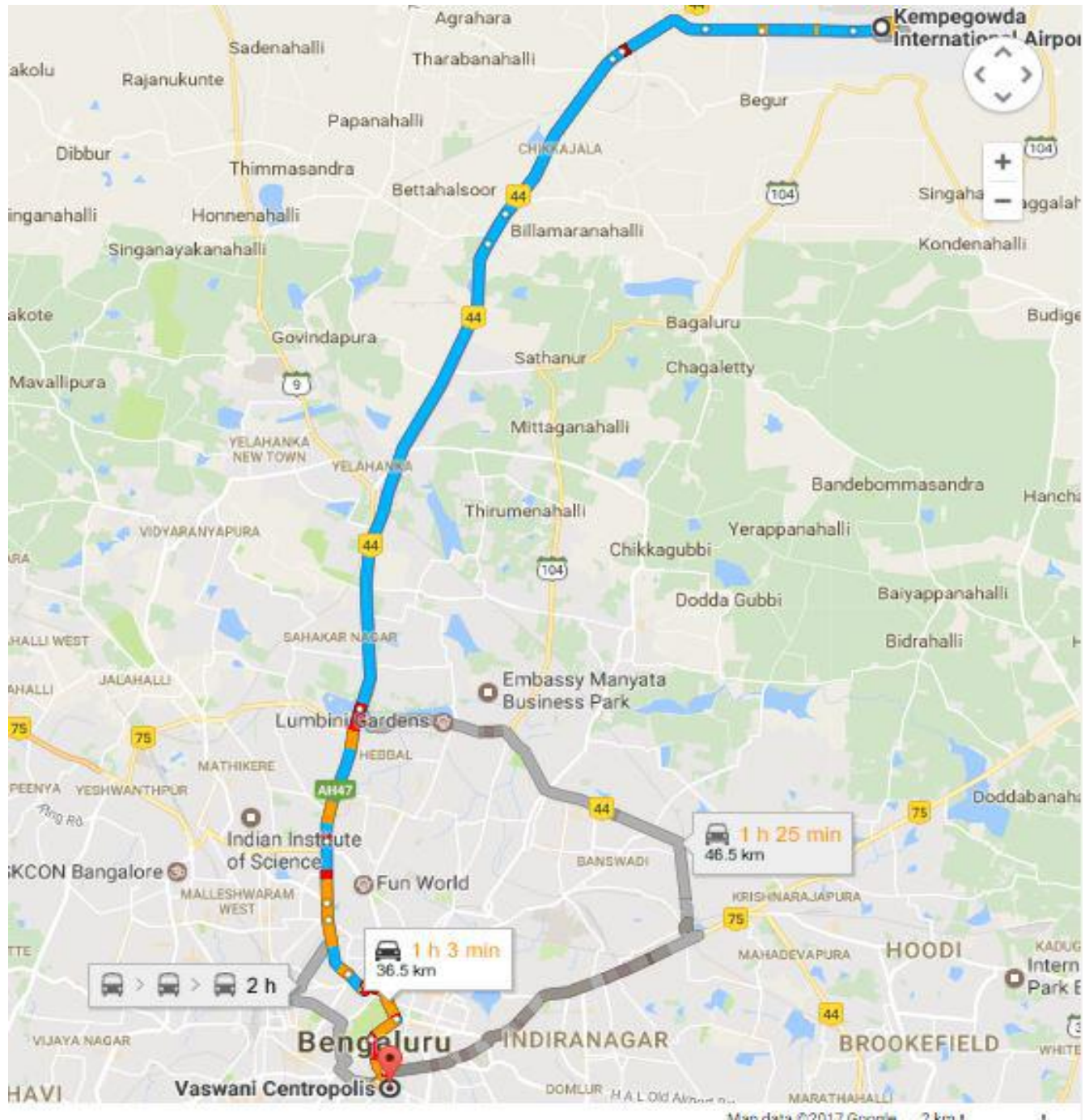
Note: this form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



## FINANCIAL SERVICES

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

**Landmark: Near ICICI Bank**



**Specimen 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 KA  
560025 IN**  
CIN: **U74900KA2011FLC058752** Email: [cs@tfsin.co.in](mailto:cs@tfsin.co.in) Telephone: **080-2344-2800**  
Website: [www.toyotafinance.co.in](http://www.toyotafinance.co.in)

**ATTENDANCE SLIP**

**Eighth Annual General Meeting (2019-20):**

|   |  |
|---|--|
| 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 Annual General Meeting of the Company being held on **August 19, 2019 at time  
4:00 P.M** at First Floor, No. 21 Centropolis, 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 shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.