

SHORTER NOTICE

Dear Member,

SHORTER NOTICE is hereby given that an Extra-ordinary General Meeting of the shareholders of Toyota Financial Services India Limited will be held at 4.45 P.M. on Wednesday, December 18, 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:

Special Business:

1. **Appointment of Mr. Narayanaswamy Raja (DIN: 06840450) as Managing Director & CEO with effect from January 01, 2020 and approve terms of appointment of the Managing Director & CEO:**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and, pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association, 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 subject to the approval of the Central Government, if necessary, approval of the members be and is hereby accorded for appointment of Mr. Narayanaswamy Raja (DIN: 06840450) as Managing Director & CEO for a period with effect from January 01, 2020 upto January 31, 2021 on the terms and conditions as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and at such remuneration having components such as basic pay, HRA, statutory contributions including provident fund contribution, perquisites and other / special allowances upto a maximum aggregate amount of INR 3,00,00,000/- per annum (Rupees Three Crore only) for the period of his tenure.

RESOLVED FURTHER THAT Mr. Narayanaswamy Raja be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by/ for him in connection with meeting business requirements of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend and vary the terms and conditions of the remuneration structure as may be agreed as deem fit.

RESOLVED FURTHER THAT the remuneration payable to Mr. Narayanaswamy Raja, Managing Director and CEO is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the



Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or

- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Narayanaswamy Raja, Managing Director and CEO be any amount upto the remuneration limit approved hereinabove.

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

2. Appointment of Mr. Manabu Ueno (DIN: 08635145) as Whole-time Director with effect from January 01, 2020 and approve terms of appointment of the Whole-time Director:

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and, pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association, 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 subject to the approval of the Central Government, approval of the members be and is hereby accorded for appointment of Mr. Manabu Ueno (DIN: 08635145) as Whole-time Director for a period of three years with effect from January 01, 2020 upto December 31, 2022 on the terms and conditions as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and at such remuneration having components such as basic pay, HRA, statutory contributions including provident fund contribution, perquisites and other / special allowances upto a maximum aggregate amount of INR 3,00,00,000/- per annum (Rupees Three Crore only) per month for the period of his tenure.



RESOLVED FURTHER THAT Mr. Manabu Ueno be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging, and such other expenses incurred by/ for him in connection with meeting business requirements of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend and vary the terms and conditions of the remuneration structure as may be agreed as deem fit.

RESOLVED FURTHER THAT the remuneration payable to Mr. Manabu Ueno, Whole-time Director is subject to the condition that:

- c. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or
- d. if the remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Mr. Manabu Ueno, Whole-time Director be any amount upto the remuneration limit approved hereinabove.

RESOLVED FURTHER THAT the Board of Directors of Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

3. Approval for Related Party Transaction with Toyota Kirloskar Motor Private Limited

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

"RESOLVED THAT pursuant to the section 188 of the Companies Act, 2013 and rules & regulations made there under, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for entering into



related party transaction with Toyota Kirloskar Motor Private Limited a Toyota Group Company for inter-company transfer of personnel concerning appointment of Mr. Narayanaswamy Raja, employee of Toyota Kirloskar Motors Private Limited as Managing Director & CEO for the Company;

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer, be and are hereby severally authorized to do all such acts, deeds and things, and to execute all such deeds, Agreements, documents, writings as they may in their absolute discretion deem necessary and incur such expenses in relation thereto as it may deem appropriate for giving effect to this resolution."

4. Issue of Non - Convertible Debentures/Bonds and Offer or Invitation for Subscription of Non - Convertible Debentures/Bonds on Private Placement Basis:

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

"RESOLVED THAT subject to the provisions of Section 42, Section 180 (1) (c), Section 71 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and rules & regulations made there under, if any (including any other statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for a period of 1 (one) year from the date hereof, to raise funds for its corporate purposes by way of issuance of:

- (i) secured or unsecured, senior or subordinated, rated or unrated, fully paid up or partly-paid up, listed or unlisted, non-convertible debentures/bonds (or its equivalent in any foreign currency), on a private placement basis, in one or more tranches/ series ("**Non-Convertible Debentures**"), and/or
- (ii) secured or unsecured, senior or subordinated, rated or unrated, fully paid up or partly-paid up, listed or unlisted, Indian rupee denominated bonds whether issued in India or to persons resident outside India, in one or more tranches/ series ("**Offshore Bonds**");

on such terms and conditions as may be determined by the Board of Directors, provided that the aggregate amount raised through the issuance of the Non-Convertible Debentures and Offshore Bonds pursuant to the authority under this resolution along with the Non-Convertible Debentures and Offshore Bonds already issued by the Company remains below the limit of INR 60,000 Million (Rupees Sixty Thousand Million only) and further, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to make private placement offers and invitations for issuance of the Non-convertible Debentures and/or the Offshore Bonds to eligible investors identified by the Board of Directors of the Company (or any other person so authorized by the Board of Directors of the Company)."

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company to determine the price at and the terms on which any Non-Convertible Debentures and Offshore Bonds are being issued in one or more tranches/ series pursuant to the authority granted under the resolution referred to above, on the basis of the prevailing market conditions.



RESOLVED FURTHER THAT the Board of Directors of the Company or any other person to whom powers are delegated be the board of directors in this regard are hereby authorized to do all such acts, deeds, things and execute all such agreements, documents, undertakings, instruments, application etc. as may be necessary for giving effect to the above resolution."

By order of the Board of Directors



Reena Mary
Reena Mary
Company Secretary
ACS23518

Date: 18.12.2019

Place: Bangalore

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("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, 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.
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 authorization letter 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 Extraordinary 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. 1:

Mr. Narayanaswamy Raja is a B.Tech – Automobile engineer and MBA from Faculty of Management Studies, New Delhi. He has about 33 years of experience working in automobile industries in Sales and Marketing. He has been part of Toyota group since last 6 years and has played vital role in leading the business of Toyota Kirloskar Motor Private Limited. He has also contributed to the business of your company as Non-executive Director. Your Board of Directors felt that his extensive experience in the field of automobiles would contribute to the business of the Company.

On recommendation of the nomination and remuneration committee and the board of directors at their meeting held on December 18, 2019, an aggregate amount of upto INR 3,00,00,000/- per annum (Rupees Three Crore only) is proposed as remuneration.

In compliance with the provisions of section 197, 203, Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, terms of remuneration specified in the resolution are now being placed before the members for approval. Statement required under the Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

Statement under the Section II of Part II of Schedule V to the Companies Act, 2013

I. GENERAL INFORMATION

Sl. No.	Particulars	Details	
a.	Nature of Industry	NBFC-Auto Financing Company	
b.	Date or expected date of commencement of commercial production	June 05, 2012	
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
d.	Financial performance based on given indicators	2018-19 INR Million	2017-18 INR Million
	Net worth	14024.55	13666.43
	Profit/ (Loss) after tax	358.22	397.92
e.	Export performance and net foreign exchange collaboration	NIL	
f.	Foreign investments or collaborations, if any	Toyota Financial Services Corporation, Japan is holding 100% in the Share Capital of the Company	



II. INFORMATION ABOUT THE APPOINTEE

Sl. No.	Particulars	Details
a.	Background Details	Mr. Narayanaswamy Raja is a B.Tech engineer from MIT Anna University and MBA from Faculty of Management Studies, New Delhi. He has 33 years of experience working in Sales & Marketing in automobile industries.
b.	Past Remunerations	INR 2,10,00,000 per annum (Appx.)
c.	Recognition or Awards	<ul style="list-style-type: none"> - Good dealer business relation leading to No. 1 dealer satisfactory study of JD Power - Customer satisfaction - successful in being among Top 3 for the last 5 years and No. 1 for 3 'Successive Year'.
d.	Job Profile and Suitability	Mr. Narayanaswamy Raja has been instrumental to enhancement of business opportunities of Toyota Kirloskar Motors Private Limited. He has been responsible for the strategic and operational decisions in his current stint.
e.	Remuneration proposed	Upto INR 3,00,00,000 per annum
f.	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Narayanaswamy Raja is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the Industry.
g.	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as a Managing Director & CEO, Mr. Naryanaswamy Raja has no pecuniary relationship with the company. He is not related to any other managerial personnel of the company.

III. OTHER INFORMATION

Sl. No.	Particulars	Details
a.	Reasons for loss or inadequate profits	<ul style="list-style-type: none"> - competitive pricing from private sector banks - High Risk Cost in FY19 due to higher delinquency in the business
b.	Steps taken or proposed to be taken	- Expansion of existing asset size by increasing

	for improvement	business <ul style="list-style-type: none"> - Lean operations by reduction of costs and expenses. - Launch of new business – KiNTO (full service leasing) - Automation of processes with higher usage of information technology
c.	Expected increase in productivity and profits in measurable terms	The Company's productivity is expected to increase with- <ul style="list-style-type: none"> - Improvement in key process like disbursements, operations etc - Automation of processes with higher usage of information technology - Improvement in collection efficiency <p>However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance.</p>

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

Other than Mr. Narayanaswamy Raja none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



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

Item no. 2:

Mr. Manabu Ueno is holder of Bachelor's Degree in law from Kyoto University, Japan. He has about 26 years of work experience of which he has 10 years of experience working with Toyota Financial Services. He has been instrumental in development of framework of enterprise Risk management at Toyota Financial Services group level and has supported financial service business in the US as expatriate from Japan headquarters. Your Board of Directors felt that his extensive experience in the field of risk management would contribute to the Company.

On recommendation of the nomination and remuneration committee and the board of directors at their meeting held on December 18, 2019, an aggregate amount of INR 3,00,00,000/- per annum (Rupees Three Crore only) is proposed as remuneration.

In compliance with the provisions of section 197, 203, Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, terms of remuneration specified in the resolution are now being placed before the members for approval. Statement required under the Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

Statement under the Section II of Part II of Schedule V to the Companies Act, 2013

I. GENERAL INFORMATION

Sl. No.	Particulars	Details	
a.	Nature of Industry	NBFC-Auto Financing Company	
b.	Date or expected date of commencement of commercial production	June 05, 2012	
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
d.	Financial performance based on given indicators	2018-19 INR Million	2017-18 INR Million
	Net worth	14024.55	13666.43
	Profit/ (Loss) after tax	358.22	397.92
e.	Export performance and net foreign exchange collaboration	NIL	
f.	Foreign investments or collaborations, if any	Toyota Financial Services Corporation, Japan is holding 100% in the Share Capital of the Company	

II. INFORMATION ABOUT THE APPOINTEE



Sl. No.	Particulars	Details
a.	Background Details	Mr. Manabu Ueno is holder of Bachelor's Degree in law from Kyoto University, Japan. He has about 26 years of work experience of which he has 10 years of experience working with Toyota Financial Services.
b.	Past Remunerations	INR 2,56,00,000 per annum (Appx.)
c.	Recognition or Awards	NIL
d.	Job Profile and Suitability	Mr. Manabu Ueno has been instrumental in development of framework of enterprise Risk management at Toyota Financial Services group. His expertise will be required for the company for strategic decisions.
e.	Remuneration proposed	Upto INR 3,00,00,000 per annum
f.	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Manabu Ueno is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry.
g.	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as a Whole-time, Mr. Manabu Ueno has no pecuniary relationship with the company. He is not related to any other managerial personnel of the company.

III. OTHER INFORMATION

Sl. No.	Particulars	Details
a.	Reasons for loss or inadequate profits	<ul style="list-style-type: none"> - competitive pricing from private sector banks - High Risk Cost in FY19 due to higher delinquency in the business
b.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> - Expansion of existing asset size by increasing business - Lean operations by reduction of costs and expenses. - Launch of new business – KINTO (full service leasing) - Automation of processes with higher usage of information technology
c.	Expected increase in productivity and profits in measurable terms	The Company's productivity is expected to increase with-

		<ul style="list-style-type: none"> - Improvement in key process like disbursements, operations etc - Automation of processes with higher usage of information technology - Improvement in collection efficiency <p>However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance.</p>
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The Board and Nomination and Remuneration Committee recommend his appointment and recommend the resolution for approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



Item no 3:

In pursuance of the proposed appointment given in item no. 1 above, it is proposed to enter into related party transaction with Toyota Kirloskar Motor Private Limited (TKM), a company part of Toyota group of Companies for inter-company transfer of personnel concerning appointment of Mr. Naryanaswamy Raja as Managing Director & CEO of the Company. Section 188 of the Companies Act, 2018 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, entering into transaction with related party for services beyond limit of Rs. 50.00 crores requires approval from the shareholders.

The contract value of services that TFSIN availed/ to avail including the above may extend beyond the limit of Rs. 50.00 crores. Hence, approval for this item is sought

Details of this Related Party Transaction is as under:

1.	the name of the related party and nature of relationship	Toyota Kirloskar Motor Private Limited, a company part of Toyota group of Companies
2.	the nature, duration of the contract and particulars of the contract or arrangement;	The contract entered is for assignment of employee of TKM to TFSIN for a limited term as more defined in the resolution.
3.	the material terms of the contract or arrangement including the value, if any	None
4.	any advance paid or received for the contract or arrangement, if any	The agreement is for inter-company transfer of employee, hence no advance paid or received.
5.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Not Applicable
6.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	All the factors have been considered for entering into this transaction.
7.	any other information relevant or important for the Board to take a decision on the proposed transaction.	No

The Board recommends the resolution set out in Item no. 3 as mentioned in the Notice for your approval. None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out above



Item no. 4

Pursuant to Section 42, Section 71 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013, the shareholders are requested to provide necessary approval to the Board of the Company for raising funds through the issuance of Non-Convertible Debentures and Offshore Bonds for a period of 1 year, within the borrowing limits approved by the Shareholders under section 180(1)(C) of the Companies Act, 2013 at the extra-ordinary general meeting held on February 15, 2019.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures and offshore bonds by the Company for a period of 1 year from the date on which the Shareholders have provided the approval by way of special resolution.

All Non-Convertible Debentures issued by the Company pursuant to such authority granted by the Shareholders shall be on below terms:

particulars of the offer including date of passing of Board resolution	Particulars of an offer of Non-Convertible Debentures and/or off shore bonds will be approved by the Board by calling Board Meeting or by passing circular resolution on need basis
kinds of securities offered and the price at which security is being offered	Non-Convertible Debentures and offshore Bonds and pricing will be decided by the Board as and when issuance takes place
basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The details terms of each issuance will be placed for board's approval as and when it arises
name and address of valuer who performed valuation	NA
amount which the company intends to raise by way of such securities	Limit of the issuance will be decided by the Board within the limits approved by the shareholders under section 180(1)(C)
material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	As approved by the Board

Your Directors commend the special resolution as set out in Item No. 4 of the accompanying notice for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board of Directors



Reena Mary
Reena Mary
Company Secretary
ACS23518

Date: 18.12.2019
Place: Bangalore

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

Extra-ordinary General Meeting- December 18, 2019

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 8th Annual General Meeting of the Company to be held on Wednesday, December 18, 2019 at 5:00 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 _____

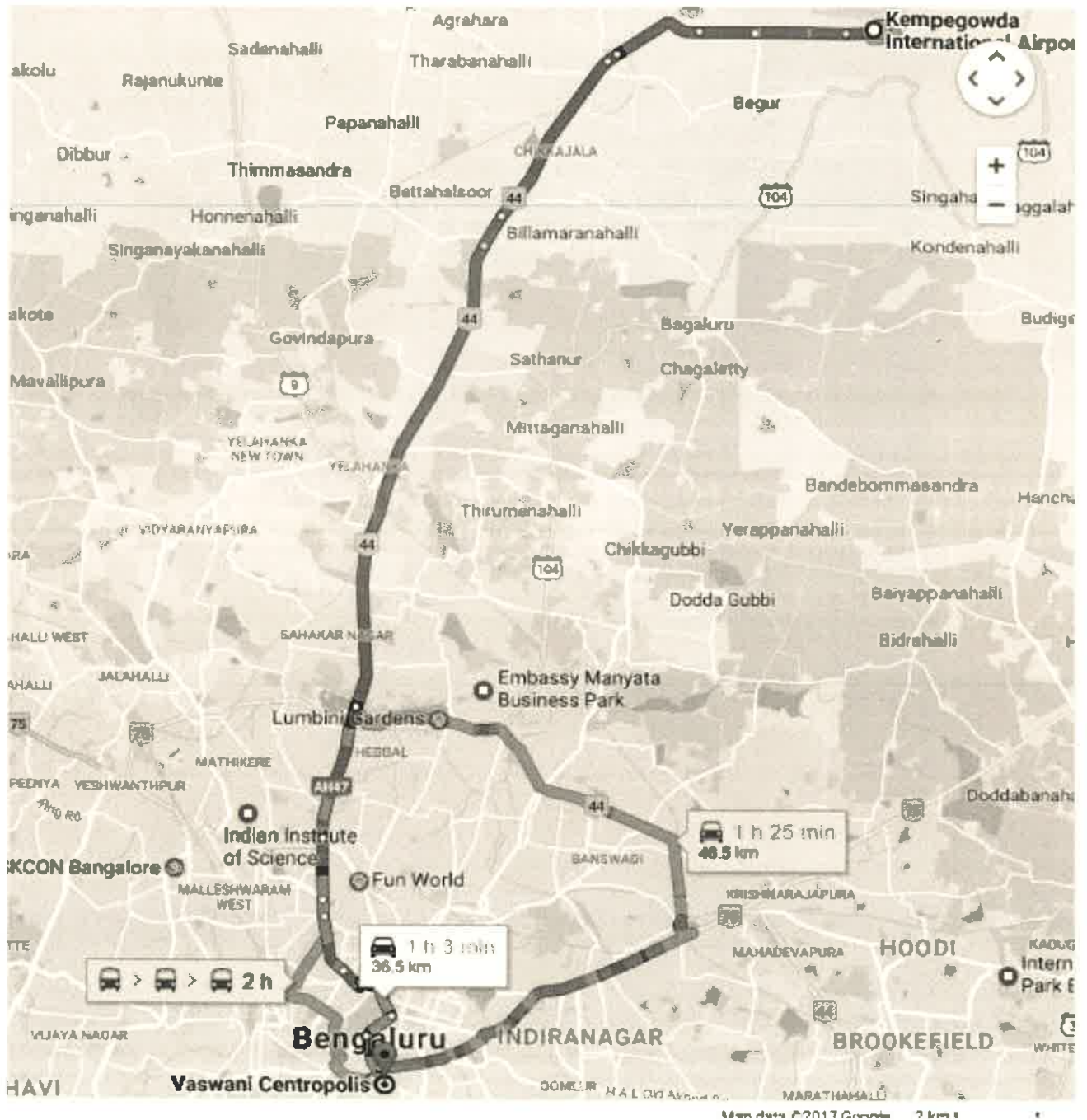
Signature of Proxy holder (s) _____

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.



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

Landmark: Near Divyashree Chambers, Langford Road.



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** Telephone: **080-2344-2800**
Website: **www.toyotafinance.co.in**

ATTENDANCE SLIP

Extra-ordinary General Meeting

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 Extra-ordinary General Meeting of the Company being held on **Wednesday, December 18, 2019 at time 4:45 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.

