



October 11, 2023

To,  
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/Madam,

**Sub: Quarterly compliance report on Corporate Governance under Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR).**

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the compliance report on Corporate Governance for the quarter ended September 30, 2023.

You are requested to kindly take the above on record.

Thanking you,

Yours Sincerely,

**For Toyota Financial Services India Limited**

**R Nithya Prabhu**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No.: F9087**

Enclosed: As above

**Report on Corporate Governance**

1. Name of Listed Entity: **Toyota Financial Services India Limited**
2. Quarter ending: **September 30, 2023**

<b>I. Composition of Board of Directors</b>												
Title (Mr. / Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson / Executive / non-Executive / Independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	Number of memberships in Audit / Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Narayanaswamy Raja	06840450	Executive Director (Managing Director & CEO)	13 Feb 2019	1 Feb 2023	NA	NA	26 Jan 1963	Nil	Nil	Nil	Nil
Ms.	Sunita Rajiv Handa	08215176	Non-Executive-Independent Director	10 Sep 2021	10 Sep 2022	NA	24 months 21 days	31 Aug 1961	Nil	Nil	Nil	Nil
Mr.	Masayoshi Hori	09602549	Non-Executive Director	3 Aug 2022	NA	7 Aug 2023	NA	17 Jan 1961	Nil	Nil	Nil	Nil
Mr.	Venkatraman Prakash	00102091	Non-Executive - Independent Director	14 Nov 2022	NA	NA	10 months 17 days	18 Jun 1962	Nil	Nil	Nil	Nil
Mr.	Kazuo Noda	09823103	Executive Director (Whole-Time Director)	24 May 2023	NA	NA	NA	3 Feb 1967	Nil	Nil	Nil	Nil
Mr.	Tetsuo Higuchi	10265141	Non-Executive Director	11 Aug 2023	NA	NA	NA	21 Jan 1972	Nil	Nil	Nil	Nil
Whether Regular Chairperson appointed: Ms. Sunita Rajiv Handa, Independent Director has been appointed as the regular Chairperson of the Board with effect from 1 Apr 2023												
Whether Chairperson is related to Managing Director or CEO: Ms. Sunita Rajiv Handa, the Chairperson of the Board is not related to the Managing Director or the CEO of the Company												
\$PAN of any director would not be displayed on the website of Stock Exchange. & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period (i.e., tenure is calculated from the date of initial appointment till the end of reporting quarter). <b>Note:</b> 1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations. 2. While calculating the committee positions of the Directors, both listed and unlisted Public companies have been considered but excluded high value debt listed entities.												

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Venkatraman Prakash	Chairperson*, Non-executive, Independent Director	14 Nov 2022	NA
		Mr. Kazuo Noda	Executive Director	7 Aug 2023	11 Aug 2023
		Mr. Masayoshi Hori	Non-executive Director	1 Jan 2023	7 Aug 2023
		Ms. Sunita Rajiv Handa	Non-executive, Independent Director	6 Nov 2021	NA
		Mr. Tetsuo Higuchi	Non-executive Director	12 Aug 2023	NA
2. Nomination & Remuneration Committee	Yes	Mr. Venkatraman Prakash	Chairperson*, Non-executive, Independent Director	14 Nov 2022	NA
		Mr. Kazuo Noda	Executive Director	7 Aug 2023	11 Aug 2023
		Mr. Masayoshi Hori	Non-executive Director	3 Aug 2022	7 Aug 2023
		Ms. Sunita Rajiv Handa	Chairperson, Non-executive, Independent Director	6 Nov 2021	NA
		Mr. Tetsuo Higuchi	Non-executive Director	12 Aug 2023	NA
3. Risk Management Committee	Yes	Mr. Narayanaswamy Raja	Chairperson, Executive Director (MD & CEO)	14 Nov 2022	NA
		Mr. Kazuo Noda	Whole-Time Director	1 Jan 2023	NA
		Ms. Sunita Rajiv Handa	Non-executive, Independent Director	14 Nov 2022	NA
4. Stakeholders Relationship Committee	Yes	Mr. Venkatraman Prakash	Chairperson, Non-executive, Independent Director	14 Nov 2022	NA
		Mr. Narayanaswamy Raja	Executive Director (MD & CEO)	14 Nov 2022	NA
		Ms. Sunita Rajiv Handa	Non-executive, Independent Director	1 Jan 2023	NA
<p><i>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* Chairperson effective from 1 Apr 2023.</i></p>					

<b>III. Meeting of Board of Directors</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings (in number of days)
25 May 2023	-----	---	---	---	
-----	11 Aug 2023	Yes	5	2	77 days
* To be filled in only for the current quarter meetings					

<b>IV. Meetings of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>					
11 Aug 2023	Yes	3	2	-----	77 days
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* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional					
** To be filled in only for the current quarter meetings					

<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <p>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here.</p>	

<b>VI. Cyber Security Incidents</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event: NA	Brief details of the event: NA

<b>VII. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <ol style="list-style-type: none"> <li>i. Audit Committee</li> <li>ii. Nomination &amp; Remuneration Committee</li> <li>iii. Stakeholders Relationship Committee</li> <li>iv. Risk management committee (as applicable)</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>5. The report submitted in the previous quarter was placed before Board of Directors at their Meeting held on August 11, 2023. The Board of Directors took note of the same without any comments/observations/advice.</li> </ol>
<p><b>R Nithya Prabhu</b>  <b>Company Secretary &amp; Compliance Officer</b></p>

**NOTE:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement "same as previous quarter" may be given.