TOYOTA FINANCIAL SERVICES

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF TOYOTA FINANCIAL SERVICES INDIA LIMITED FOR THE FINANCIAL YEAR 2026-27

Dear Members,

SHORTER NOTICE is hereby given that the First Extraordinary General Meeting (EGM) of the Members of **Toyota Financial Services India Limited** for FY 2026-27, will be held on Thursday, August 13, 2026, at 02:40 PM (IST), through Video Conferencing (VC) via Microsoft Teams/Other Audio-Visual Means (OAVM), deemed to be held at the Registered Office of the Company situated at 7th Floor, Tower-C, Sattva Global City, Mysuru Road, Kengeri, Bengaluru-560059 (Karnataka, India) to transact the following business:

SPECIAL BUSINESS:

1. To Approve Material Related Party Transaction with Bharat Toyota Tsusho Kirloskar Motor Private Limited

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc), 62K and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations), applicable provisions of the Companies Act, 2013 (the Act), read with relevant rules made thereunder, as amended from time to time, and other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company, the Memorandum of Association and Articles of Association of the Company, subject to such approvals, consents and/or permissions, as may be required, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of individual or multiple transaction(s) taken together), as per the details placed before the Board of Directors of the Company, with Bharat Toyota Tsusho Kirloskar Motor Private Limited (BTTKM), on such terms and conditions as may be agreed between the Company and BTTKM, for an aggregate amount not exceeding INR 7,000 Million for the FY 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee constituted or empowered by the Board of Directors from time to time) be and is hereby authorized to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of individual or multiple transaction(s) taken together), including modification of individual limits for the existing transactions within the aggregate overall limit as specified above, finalize and execute necessary documents, contracts, schemes, agreements and such other documents as may be required, and do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, without being required to seek further consent or approval of the Members of the Company or otherwise to that end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Toyota Financial Services India Limited Bangalore

By order of the Board of Directors
For and on behalf of Toyota Financial Services India Limited

Rajat

Rajat Ilkal
Company Secretary & Compliance Officer
ICSI Membership Number: A69311

Date: August 12, 2026
Place: Bengaluru

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the EGM is annexed hereto.

2. In compliance with the provisions of the Act and Ministry of Corporate Affairs (MCA) Circulars, the EGM of the Company is being held through VC/OAVM on Thursday, August 13, 2026, at 02:40 PM (IST). The procedure for joining the EGM through VC/OAVM is mentioned in this Notice.

3. The deemed venue for the EGM will be the Registered Office of the Company.

4. Since the EGM will be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

5. Corporate Members intending to have their authorized representatives to attend and vote at the EGM are requested to send a scanned copy of letter authorizing their representative to attend and vote on their behalf at the EGM to the Company at the following email ID: cs@tfsin.co.in.

6. In line with MCA Circulars, the Notice calling the EGM along with the Statement under Section 102 of the Act, is being sent through electronic mode to those Members whose email addresses are registered with the Company. The Members may note that the Notice and Statement under Section 102 of the Act will also be available on the website of the Company at www.toyotafinance.co.in.

7. The statutory registers maintained under the Act and 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 10:00 AM to 4:00 PM (IST) on all working days, up to and including the date of the EGM and will also be available for inspection at the EGM.

Instructions for Members for attending the EGM through VC are as under:

1. The Members will be provided with a facility to attend the EGM through two-way VC through the Microsoft Teams, and they may access the same through the link shared by the Company as part of this EGM Notice. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Notice convening the EGM will be uploaded on the website of the Company at www.toyotafinance.co.in.

2. The Members may join the EGM through Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use the Internet with a good speed to avoid any disturbance during the EGM.

3. The Members are encouraged to submit their questions in advance with respect to the business to be transacted at the EGM. These queries may be submitted from their registered e-mail address, mentioning their name to reach the Company's e-mail address at cs@tfsin.co.in 01:00 PM (IST) on Thursday, August 13, 2026. The designated email ID for casting vote, if demanded for poll at the EGM will be cs@tfsin.co.in.

4. The Members who would like to express their views or ask questions during the EGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name at cs@tfsin.co.in before 01:00 PM (IST) on Thursday, August 13, 2026.

5. The Members may join the EGM through VC facility through Microsoft Teams link to be shared separately, by following the instructions provided here. Such facility shall be kept open for the Members 15 minutes before the scheduled time of the commencement of the EGM and would be kept open 15 minutes after the EGM also.

6. The Members who need assistance before or during the EGM, can contact IT Service Desk of the Company on +1-800-258-9099/itservicedesk@tfsin.co.in or Mr. Rajat Ilkal on +91-080 4344 2800/cs@tfsin.co.in.

By order of the Board of Directors
For and on behalf of Toyota Financial Services India Limited

Toyota Financial Services India Limited
Bangalore

Rajat

Rajat Ilkal
Company Secretary & Compliance Officer
ICSI Membership Number: A69311

Date: August 12, 2026
Place: Bengaluru

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Annexure to the Notice

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

Item no. 1:

Pursuant to the applicable provisions of the Company Act, 2013 (the Act), Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), all Material Related Party Transactions (RPTs) and Material modifications thereof, shall require prior approval of the Members of the Company, even if such transactions are in the ordinary course of business and at an arm's length basis. An RPT is considered material if its value, individually or together with previous transactions during a financial year, exceeds materiality threshold prescribed under the Act, wherever applicable, and Regulation 62K read with Regulation 23 of the SEBI LODR Regulations.

Bharat Toyota Tsusho Kirloskar Motor Private Limited (BTTKM) operates Lexus dealerships across India. BTTKM is a Related Party of the Company in terms of the Act and the SEBI LODR Regulations. As part of business operations, the Company enters into various transactions with BTTKM with the approval of the Audit Committee and the Board of Directors of the Company. The aggregate value of the proposed transactions with BTTKM during FY 2026-27 is expected to exceed the materiality threshold prescribed under the Act, wherever applicable, and Regulation 62K read with Regulation 23 of the SEBI LODR Regulations. Accordingly, the Resolution at item No. 1 is proposed for the approval by the Members of the Company.

Further, the Audit Committee and the Board of Directors of the Company, after reviewing all necessary information, have granted its approval for entering into the transactions with BTTKM for an aggregate amount of up to INR 7,000 Million for FY 2026-27, including but not limited to inventory funding & retail finance payout, maintenance payable against leased vehicles service, leasing of vehicles, purchase of vehicles and sale of vehicles. Further, the details of the proposed transaction pursuant to the SEBI LODR Regulations are provided at Annexure A to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, set out in Item No. 1 of the accompanying Notice.

The Audit Committee and the Board of Directors of the Company have recommended the resolution set out in Item No. 1 of the accompanying Notice for the approval by the Members of the Company as an Ordinary Resolution.

By order of the Board of Directors
For and on behalf of Toyota Financial Services India Limited

Toyota Financial Services India Limited ★ Bangalore

Rajat

Rajat Ilkal
Company Secretary & Compliance Officer
ICSI Membership Number: A69311

Date: August 12, 2026
Place: Bengaluru

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Annexure A

The details of the proposed transactions with Related Party as required under Regulation 62K of SEBI LODR Regulations read with relevant Master Circulars issued from time to time, are provided below:

Sl. No.	Particulars	Information
1.	A summary of the information provided by the management of the listed entity to the audit committee.	The Audit Committee was provided with details of the proposed transactions with BTTKM, including their nature, material terms, business rationale, expected benefits to the Company etc. The Audit Committee reviewed the information placed before it and recommended the proposed transactions for approval of the Members of the Company.
2.	Name of Related Party	Bharat Toyota Tsusho Kirloskar Motor Private Limited (BTTKM).
3.	Nature of relationship	Group Company.
4.	The nature, duration of the contract and particulars of the contract or arrangement	Nature of Transactions and particulars of the contract or arrangement: Transactions including, but not limited to, inventory funding, retail finance payout, maintenance services for leased vehicles, purchase and sale of vehicles, leasing of vehicles, and other transactions that may be undertaken, between the Company and BTTKM, as approved by the Audit Committee and the Board of Directors from time to time within the overall limit approved by the Members of the Company. Duration of the Transactions: FY 2026-27.
5.	Monetary Value/Total Amount involved	Aggregate amount of transactions with BTTKM is up to INR 7,000 Million for FY 2026-27.
6.	Justification as to why the RPT is in the interest of the listed entity	BTTKM is a Toyota Group company operating Lexus dealerships across India. The proposed transactions with BTTKM are expected to facilitate business growth, enhance operational efficiencies, generate synergies, and ensure seamless business operations. Accordingly, the transactions are considered to be in the commercial and strategic interest of the Company.
7.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable.
8.	The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction.	34.01% (based on the turnover of FY 2025-26).
9.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary the details to be provided as specified in the Regulation	Not Applicable, as the Company is a Non-Banking Financial Company (NBFC).
10.	Name of Director(s) or Key Managerial Personnel who is related, if any	None.
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, forming part of this Notice.