Dear Member(s),

**SHORTER NOTICE**

is hereby given that an Extraordinary General Meeting of the Shareholders of Toyota Financial Services India Limited will be held at **5:15 PM on Tuesday, October 30, 2018** at the Registered Office of the Company at No. 21 Centropolis, First Floor, 5th Cross Langford Road, Shanti Nagar Bangalore-560025 to transact the following business:

**SPECIAL BUSINESS:**

1. Approve appointment of Mr. Tomohei Matsushita as Managing Director & CEO with effect from January 1, 2019 and approve terms of appoint of Managing Director &CEO:

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

   “**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, if any, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Tomohei Matsushita as the Managing Director & CEO of the Company with effect from January 1, 2019 for a period of 01 (one) year, at such remuneration having components such as Basic pay, HRA, Perquisites, Other/ Special allowances, Employer PF contributions and other contributions and allowances and up to a maximum aggregate amount of Rs. 3,00,00,000/- (Rupees Three Crore Only) per annum for the remaining period of his tenure with effect from January 1, 2019;

   Resolved further that, Mr. Tomohei Matsushita shall be entitled for the reimbursement of actual entertainment, traveling, boarding, and lodging expenses and such other expenses incurred by him in connection with the Company’s business; and

   Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter, amend or vary the terms and conditions of this remuneration structure as may be agreed to between the Board of Directors and Mr. Tomohei Matsushita, and subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government or such other authority, if required; and

   Resolved further that, any Director of the Company or Chief Financial Officer, be and are hereby severally authorized 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.”
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 Shorter Notice

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

Item no. 1

Mr. Tomohei Matsushita was appointed as Managing Director and CEO of the Company with effect from January 01, 2016 for a period of 3 years. The term of office of his as Managing Director & CEO will expire on December 31, 2018. It is proposed to re-appoint Mr. Tomohei Matsushita as the Managing Director & CEO for a period of 01 (one) year with effect from January 01, 2019 in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors and the Nomination and Remuneration Committee at the meetings held on October 30, 2018 approved the proposed re-appointment on such terms and conditions and remuneration upto a maximum of Rs. 3,00,00,000/- (Rupees Three Crore only) per annum which shall include Basic pay, HRA, Perquisites, Other/ Special allowances, Employer PF contributions and other contributions and allowances.

The Board recommends the Resolution as mentioned in the Notice for your approval. Except Mr. Tomohei Matsushita, Managing Director & CEO, 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 at Item No 1.

By order of the Board of Directors
for Toyota Financial Services India Limited

Date: October 30, 2018
Bangalore

Reena Mary
Company Secretary
ACS23518
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<th>Name of the Member(s)</th>
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<td>Registered address</td>
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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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, October 30, 2018 at 5:15 PM. 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 ________________ 2018

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: 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** Telephone: **080-2344-2800**

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

**ATTENDANCE SLIP**

Second Extra-Ordinary General Meeting [2018-19]: October 30, 2018

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<td><strong>Name of First named Member/Proxy/ Authorised Representative</strong></td>
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<tr>
<td><strong>Name of Joint Member(s), if any:</strong></td>
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<tr>
<td><strong>No. of Shares held</strong></td>
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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 Tuesday, **October 30, 2018 at time 5:15 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.