



**NOTICE OF THIRD EXTRAORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2024-25 OF TOYOTA FINANCIAL SERVICES INDIA LIMITED**

Dear Member(s),

**SHORTER NOTICE** is hereby given that the Third Extraordinary General Meeting (EGM) of FY 2024-25 of the Members of **Toyota Financial Services India Limited** will be held on Friday, December 20, 2024, at 2:00 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 at No. 21, Centropolis, First Floor, 5<sup>th</sup> Cross, Langford Road, Shanti Nagar, Bangalore - 560025 (Karnataka, India) to transact the following business:

**SPECIAL BUSINESS:**

**1. Increase in the Authorised Share Capital of the Company**

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 Sections 61 of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and pursuant to the Articles of Association of the Company, the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 15,103,207,830/- (Rupees Fifteen Billion One Hundred Three Million Two Hundred Seven Thousand Eight Hundred and Thirty Only) divided into 1,510,320,783 Equity Shares of INR 10/- (Rupees Ten) each to INR 24,109,419,000/- (Rupees Twenty Four Billion One Hundred Nine Million Four Hundred Nineteen Thousand Only) divided into 2,410,941,900 Equity Shares of INR 10/- (Rupees Ten) each, by creation of additional 900,621,117 Equity Shares of INR 10/- (Rupee Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions, as it may in its absolute discretion, deem appropriate."

**2. Alteration of Capital Clause of the Memorandum of Association of the Company**

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 Sections 13, 61, and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules issued thereunder including any statutory modification or re-enactment thereof for the time being in force, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

***"V. The Authorized Share Capital of the Company is INR 24,109,419,000/- (Rupees Twenty-Four Billion One Hundred Nine Million Four Hundred Nineteen Thousand Only) divided into 2,410,941,900 Equity Shares of INR 10/- (Rupees Ten) each."***

TOYOTA FINANCIAL SERVICES INDIA LIMITED

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions, as it may in its absolute discretion, deem appropriate.”

### **3. Preferential Issue of Equity Shares on a Private Placement basis**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules & regulations made there under, 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 Master Direction on Foreign Investment in India issued by Reserve Bank of India and in accordance with the applicable provisions of the Foreign Exchange Management Act, 1999 and the Rules/Regulations/Guidelines, if any, prescribed by any relevant authorities from time to time, and subject to the permissions, consents, sanctions and approval by any authority including but not limited to Reserve Bank of India and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, up to 145,833,333 Equity Shares of INR 10/- (Rupee Ten) each, ranking *pari passu* with the existing Equity Shares of the Company of face value of INR 10/- (Rupee Ten) each at an issue price of INR 24/- (Rupees Twenty-Four Only) each [(including premium of INR 14/- (Rupees Fourteen Only) per share], for an aggregate value not exceeding INR 3,499,999,992/- (Rupees Three Billion Four Hundred Ninety Nine Million Nine Hundred Ninety Nine Thousand Nine Hundred and Ninety Two Only) for cash and on such terms as may be determined by the Board, to Toyota Financial Services Corporation, Japan, the holding company, through Private Placement and on Preferential basis.

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottee in lieu of the issuance and allotment of the Equity Shares pursuant to the preferential allotment under section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, shall be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted by the Company on a preferential allotment basis shall rank *pari passu* with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such deeds, documents, writings as it may in its absolute discretion deem necessary or incidental and pay such fees, etc. and incur such expenses in relation thereto as it may deem appropriate for giving effect to this Resolution including but not limited to taking any decisions whether at a Meeting of Board or through circulation, as may be appropriate and permissible under law, for fixing the timing of the issue, determining the issue price, face value, premium amount of Equity Shares to be offered and delegation of all or any of its powers herein conferred to its Directors, Chief Financial Officer, Company Secretary or any other officer(s) delegated by any Direction of the Company.”



**4. Material Related Party Transaction with Toyota Motor Credit Corporation ('TMCC') in connection with External Commercial Borrowing - loan facility not exceeding USD 200 million.**

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), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act') read with related rules, if any, as amended from time to time, Reserve Bank of India (RBI) Regulations and other applicable laws, regulations, notification, circulars and rules, as amended from time to time, including the provisions of Foreign Exchange Management Act, 1999, Rules, Regulations made thereunder, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transaction, subject to such approval(s), consent(s) and / or permission(s), as may be required, in accordance with the Memorandum of Association and Articles of Association of the Company, and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company, be and hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to borrow by way of External Commercial Borrowing ("ECB") from Toyota Motor Credit Corporation (USA) by way of a loan facility of amount not exceeding USD 200 million (United States Dollar Two Hundred million only) (in any currency equivalent to USD 200 million), on such terms and conditions as may be agreed by the Board (or any other person so authorized by the Board) and such ECB loan may be drawn either in lump sum or different tranches up to the aforesaid amount for eligible purposes as per applicable laws including general corporate purposes or eligible onward lending.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any other person so authorized by the Board), be and is hereby authorized to negotiate on terms & conditions including but not limited to the amount, rate of interest, tenure etc. of the ECB loan to be obtained from Toyota Motor Credit Corporation. and to further finalize, execute, sign, amend, modify, renew such agreements, schedules, annexes, supplements, memorandums, writings, deeds, papers, letters and documents as may be required for borrowing of such Loan and to submit the necessary documents, obtain necessary approvals and provide the desired information to the relevant authorities, on behalf of the Company, for the purpose of obtaining the said ECB loan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to delegate the above-mentioned authorization in favour of any other person/ official of the Company as they may deem necessary and also authorized to do all such things acts, deeds, things, matters as they may consider necessary and expedient to give effect to the above resolution including but not limited to filing of necessary statutory documentation with the statutory authorities, as applicable."

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

**Shashidhara S**  
**Company Secretary & Compliance Officer**  
**ACS: A30286**

Date: December 20, 2024  
Place: Bangalore

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**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 on Friday, December 20, 2024, at 2:00 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. As 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 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](mailto: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](http://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 11:00 AM to 1:00 PM (IST) on all working days, up to and including the date of the EGM of the Company 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 system, 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](http://www.toyotafinance.co.in).
2. 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. 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](mailto:cs@tfsin.co.in) before 2:00 PM (IST) on Friday, December 20, 2024. The designated email ID for casting vote, if demanded for poll at EGM will be [cs@tfsin.co.in](mailto:cs@tfsin.co.in).

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4. 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](mailto:cs@tfsin.co.in) before 2:00 PM (IST) on Friday, December 20, 2024.
5. Further, 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. 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](mailto:itservicedesk@tfsin.co.in) or Shashidhara S on +91-9902544622/[cs@tfsin.co.in](mailto:cs@tfsin.co.in).

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

A handwritten signature in blue ink, appearing to read "Shashidhara S", written over a light blue horizontal line.

**Shashidhara S**  
**Company Secretary & Compliance Officer**  
**ACS: A30286**

Date: December 20, 2024  
Place: Bangalore

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**Annexure to Notice****Explanatory Statement pursuant to section 102 of the Companies Act, 2013****Item no. 1, 2 & 3:**

The existing Authorized Share Capital of the Company is INR 15,103,207,830/- (Rupees Fifteen Billion One Hundred Three Million Two Hundred Seven Thousand Eight Hundred and Thirty Only) divided into 1,510,320,783 Equity Shares of INR 10/- (Rupees Ten) each. In order to sustain and accelerate the current growth rate and to maintain capital adequacy at an optimum level and to fuel the future growth of the Company as envisaged in the MTBP, it is proposed to raise the existing capital of the Company by issue of Equity Shares to Toyota Financial Services Corporation, Japan, Holding Company, up to an aggregate amount of INR 3,499,999,992/- (Rupees Three Billion Four Hundred Ninety Nine Million Nine Hundred Ninety Nine Thousand Nine Hundred and Ninety Two Only) by way Preferential Issue on a Private Placement basis.

Considering the above, the Board of Directors, at their Meeting held on December 20, 2024, has approved the fund raising subject to the consent of the Members of the Company for issue of such shares to its parent Company - Toyota Financial Services Corporation, Japan.

However, to bring into effect such an issue, the Company proposes to increase its Authorized Share Capital to INR 24,109,419,000/- (Rupees Twenty Four Billion One Hundred Nine Million Four Hundred Nineteen Thousand Only) divided into 2,410,941,900 Equity Shares of INR 10/- (Rupees Ten) each. Therefore, the Board of Directors has recommended an increase in the Authorized Share Capital and consequent alteration in the Capital clause of the Memorandum of Association and your approval is sought for the same.

Section 62 of the Act, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares of the company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the Members in a general meeting decide otherwise by way of a Special Resolution. Furthermore, as per Section 42 of the Act, read with the Rules framed thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Members of the Company for each of the offers and invitations.

In accordance with Sections 23, 42 and 62 of the Act read with the rules framed there under, approval of the Members is sought by way of a Special Resolution for the issuance of 145,833,333 Equity Shares of the Company for an aggregate value of INR 3,499,999,992/- (Rupees Three Billion Four Hundred Ninety Nine Million Nine Hundred Ninety Nine Thousand Nine Hundred and Ninety Two Only) to Toyota Financial Services Corporation, Japan on the terms contained herein.

The salient features of the preferential issues including disclosure requirements to be made in accordance with the Rule 14 of Companies ( Prospectus and Allotment of Securities) Rules, 2014 shall not apply as the preferential offer made by the Company to one more existing members of the Company, Since the Company is offering the shares to existing member that is Toyota Corporation, Japan the disclosure requirement which is required to be made under the said rule is not applicable.

Given below are the disclosures as required under the rule 13 of the Companies (Share capital and Debenture) Rules, 2014:

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1. The object of the issue is to raise funds for general corporate purposes.
2. The maximum number of Equity Shares which may be issued will be up to 145,833,333 Equity Shares of face value INR 10/- (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company of face value of INR 10/- (Rupees Ten) each and the Company is expected to raise an amount of INR 3,499,999,992/- (Rupees Three Billion Four Hundred Ninety Nine Million Nine Hundred Ninety Nine Thousand Nine Hundred and Ninety Two Only).
3. The Equity Shares are proposed to be issued at an issue price of INR 24/- (Rupees Twenty-Four Only) per Equity Share ranking pari passu with the existing Equity Shares, based on the Valuation Report of Mr. Santhosh Kumar Katla, Registered Valuer (registration no. IBBI/RV/06/2022/14859) and Chartered Accountants (ICAI Membership no. 243893) having office at #101, First floor Fortune Plaza, Friends Colony, Manikonda, Hyderabad- 500089. As per the Valuation Report, the value of the Equity Share is INR 24/- (Rupees Twenty-Four Only) per Equity Share. The Report is attached for reference. The relevant date with reference to which the price has been arrived at is September 30, 2024.
4. The Equity Shares are proposed to be offered to Toyota Financial Services Corporation, Japan, the parent company of the Company, who intends to subscribe to the offer. Post allotment, the shareholding of Toyota Financial Services Corporation, Japan in the Company continue to be 100% of the post issue paid-up Equity Share capital of the Company. The Directors and Key Managerial Personnel will not be offered any Equity Shares and therefore cannot subscribe to the said offer.
5. On August 28, 2024, the Company had allotted 152,173,913 Equity Shares of face value of INR 10/- (Rupees Ten) each at an issue price of INR 23/- (Rupees Twenty-three) each (including premium of INR 13/- each), ranking pari passu with the existing Equity Shares of the Company to Toyota Financial Services Corporation, Japan, the Holding Company and the Company had raised INR 3,499,999,999.
6. The issue and allotment shall be completed within the time frame prescribed under the applicable laws. Upon the issue and offer of the Equity Shares as aforesaid, the allotment shall be completed within a period of sixty days from the date of receipt of application money.

The provisional shareholding pattern of the Company, before and after the proposed issue, will be as under:

S. No	Category	Pre-Issue Shareholding		Post Issue Shareholding	
		No of Shares Held	% of Shareholding	No of Shares Held	% of Shareholding
A	Promoter Holding:				
1	Indian Promoter	-	-	-	-
2	Foreign Promoter	-	-	-	-
	Toyota Financial Services Corporation, Japan	1,51,03,20,783	100	1,65,61,54,116	100
	Sub Total (A)	<b>1,51,03,20,783</b>	<b>100</b>	<b>1,65,61,54,116</b>	<b>100</b>
B	Non – Promoter Holding				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-

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Directors and Relatives	-	-	-	-
Indian Public	-	-	-	-
Others (Including NRIs)	-	-	-	-
Sub Total (B)	-	-	-	-
<b>Grand Total</b>	<b>1,51,03,20,783</b>	<b>100</b>	<b>1,65,61,54,116</b>	<b>100</b>

Note: There will be no change in the control consequent to the preferential issue.

The Board recommends approval of the Resolution as mentioned in item no. 1 & 2 above as an Ordinary Resolution and item no. 3 above as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in Resolution at item no. 1, 2 & 3.

**Item no. 4:**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), all Material Related Party Transactions ('RPT') shall require prior approval of the Members of the Company, even if such transaction(s) are in the ordinary course of business and at an arm's length basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crore or 10% of the annual turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Toyota Motor Credit Corporation (TMCC) is a USA based entity which is a subsidiary of Toyota Financial Services Corporation, Japan (TFSC). TMCC is a Related Party of the Company in terms of SEBI Listing Regulations and the Companies Act, 2013. TMCC is recently starting inter-company borrowing to select subsidiaries of TFSC. The Company wishes to avail funding from TMCC and would like to set up USD 200 million (in any currency equivalent to USD 200 million) facility under applicable External Commercial Borrowing (ECB) regulations of Reserve Bank of India (RBI), within the overall borrowing limit of the Company as approved by the Board and the Members of the Company. The maximum tenor of the loan will be 10 years. The Company would ensure to comply with all the regulatory requirements.

The proposed transaction has been approved by the Audit Committee and Board of Directors at its meeting held on December 20, 2024, subject to approval of the Members of the Company.

Further, the Audit Committee has noted that the said transaction(s) are at an arm's length basis and are in the ordinary course of business of the Company. The details of the proposed transaction pursuant to the SEBI Listing Regulations are provided at Annexure A to this notice and also forms part of the explanatory statement.

The Board recommends the Resolution set forth for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, either directly or indirectly, financially or otherwise, in the Resolution.



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

*[Signature]*

**Shashidhara S**  
**Company Secretary & Compliance Officer**  
**ACS: A30286**

Date: December 20, 2024  
Place: Bangalore

#### ANNEXURE-A

The details of proposed transaction with Toyota Motor Credit Corporation (TMCC) as required under Regulation 23 of SEBI Listing Regulation read with SEBI Circular dated November 22, 2021 is provided herein below:

S No.	Particulars	Information
1	Name of Related Party	Toyota Motor Credit Corporation (TMCC)
2	Nature of relationship	Group Company
3	The nature, duration of the contract and particulars of the contract or arrangement	USD 200 million (in any currency equivalent to USD 200 million) facility under applicable External Commercial Borrowing (ECB) regulations of Reserve Bank of India (RBI) The maximum tenor of loan will be 10 years.
4	Whether in Ordinary Course of Business	Yes.
5	Whether at Arm's Length basis	Yes.
6	Monetary Value / Total Amount involved	USD 200 million (in any currency equivalent to USD 200 million) facility
7	Justification as to why the RPT is in the interest of the listed entity	The Company is on a growth path and TMCC borrowing provides additional liquidity, diversification and cost benefit to the Company.
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 (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	161.56% (As per turnover of FY 23-24)
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
10	Where any director is interested in any contract or arrangement with a related party,	None of the Director or Key Managerial Personnel is interested

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12	Valuation and other Reports etc.	Nil
13	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.