



**NOTICE OF FIRST EXTRA-ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2025-26 OF
TOYOTA FINANCIAL SERVICES INDIA LIMITED**

Dear Member(s),

SHORTER NOTICE is hereby given that the First Extra-ordinary General Meeting (EGM) of FY 2025-26 of the Members of **Toyota Financial Services India Limited** will be held on Thursday, June 19, 2025, at 12:45 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, 5th Cross, Langford Road, Shanti Nagar, Bangalore-560025 (Karnataka, India) to transact the following business:

SPECIAL BUSINESS:

1. Issue of Equity Share through Private Placement and on Preferential 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 made thereunder, 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, the applicable provisions of the Foreign Exchange Management Act, 1999 and the Rules & Regulations if any, prescribed by any relevant authorities from time to time, in accordance with all other applicable laws 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 or which may be agreed to by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to issue/offer and allot up to 476,190,476 Equity Shares of INR 10 (Rupees Ten Only) each, ranking *pari passu* with the existing Equity Shares of the Company of face value of INR 10 (Rupees Ten Only) each at an issue price of INR 21 (Rupees Twenty-One Only) each [(including premium of INR 11 (Rupees Eleven Only) per share], for an aggregate value not exceeding INR 9,999,999,996 (Rupees Nine Billion, Nine Hundred Ninety-Nine Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Six Only) for cash and on such terms as may be determined by the Board of Director, 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 issued/offered and allotted by the Company through Private Placement and on Preferential 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.

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Registered Office: No. 21, Centropolis, First Floor, 5th Cross, Langford Road, Shanti Nagar, Bangalore-560025
P: +91 80 4344 2800 | cs@tfsin.co.in | www.toyotafinance.co.in | CIN: U74900KA2011FLC058752



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (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 the Board of Directors or through resolution by 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.”

2. Material Related Party Transaction with Toyota Lakozy Auto Private Limited (TLAPL)

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), the 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, the Company's Policy on Related Party Transaction, subject to such approvals, consents and/or permissions, 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 is hereby accorded to the Board of Directors of the Company (the term 'the Board of Directors', shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board of Directors from time to time to exercise its powers conferred by this Resolution) to enter/continue to enter into Related Party Transactions/Contracts/Arrangements/Agreements with Toyota Lakozy Auto Private Limited (TLAPL), a Group Company and a Related Party of the Company on such terms and conditions as may be mutually agreed between the Company and TLAPL, for an aggregate value of up to INR 2,797.26 Million per Financial Year, to be entered during the Financial Year 2025-26, and the Financial Year 2026-27, for various transactions viz. inventory funding & retail finance payout, purchase of cars including reimbursement of registration charges, and sale of cars, subject to such contracts/arrangements/transactions being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (the term 'the Board of Directors', shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board of Directors from time to time to exercise its powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, including modification of individual limits for the transactions within the aggregate overall limit as specified above, finalizing and executing necessary documents, contracts, schemes, agreements and such other documents as may be required, and to take all such actions herein conferred to, 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.

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred in favour of any other person/official of the Company as they may deem necessary and also authorized to do all such 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.

RESOLVED FURTHER THAT all actions taken by the Board of Directors, or any person authorized by the Board of Directors, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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

A handwritten signature in blue ink that reads "Rajat".

Rajat Ilkal
Company Secretary & Compliance Officer
ICSI Membership No.: A69311

Date: June 19, 2025
Place: Bangalore

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, June 19, 2025, at 12:45 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 11:00 AM to 4:00 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, 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 before 12:45 PM (IST) on Thursday, June 19, 2025. The designated email ID for casting vote, if demanded for poll at the EGM will be cs@tfsin.co.in.

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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 12:45 PM (IST) on Thursday, June 19, 2025.
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 Toyota Financial Services India Limited

A handwritten signature in blue ink that reads "Rajat".

Rajat Ilkal
Company Secretary & Compliance Officer
ICSI Membership No.: A69311

Date: June 19, 2025
Place: Bangalore

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

Item no. 1:

The Company proposed to increase the existing capital of the Company by issue of Equity Shares to Toyota Financial Services Corporation, Japan, the Holding Company, up to an aggregate amount of INR 9,999,999,996 (Rupees Nine Billion, Nine Hundred Ninety-Nine Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Six Only) through Private Placement and on Preferential basis 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 Mid-Term Business Plan.

Considering the above, the Board of Directors, at their Meeting held on June 19, 2025, has approved the fund raising subject to the consent of the Members of the Company for issue of such Equity Shares to Toyota Financial Services Corporation, Japan, the Holding Company.

Section 62 of the Companies Act 2013, (the Act) provides 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 made thereunder, a company offering or making an invitation to subscribe to securities on a private placement, 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 made thereunder, the approval of the Members is sought by way of a Special Resolution for the issuance of 476,190,476 Equity Shares of the Company for an aggregate value of INR 9,999,999,996 (Rupees Nine Billion, Nine Hundred Ninety-Nine Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Six Only) to Toyota Financial Services Corporation, Japan on the such terms & conditions contained herein.

The salient features of the issue 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 to be made by the Company is to existing Member of the Company i.e., Toyota Financial Services Corporation, Japan. However, below are the disclosures as required under the Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014:

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 476,190,476 Equity Shares of face value INR 10 (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company of face value of INR 10 (Rupees Ten Only) each and the Company is expected to raise an amount of INR 9,999,999,996 (Rupees Nine Billion, Nine Hundred Ninety-Nine Million, Nine Hundred Ninety-Nine Thousand, Nine Hundred Ninety-Six Only).
3. The Equity Shares are proposed to be issued at an issue price of INR 21 (Rupees Twenty-One Only) each 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 21 (Rupees Twenty-One Only) each. The Report is attached for reference. The relevant date with reference to which the price has arrived at is March 31, 2025.

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4. The Equity Shares are proposed to be issued to Toyota Financial Services Corporation, Japan, the Holding 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. The Company did not allot any Equity Shares on a Preferential basis during the financial year 2025-26. However, in the previous financial year, the Company had allotted Equity Shares as below:

Sl. No.	Name of Allottee	Date of Allotment	No. of Equity Shares allotted	Price per Equity Share (In INR)	Face value per Equity Share (In INR)
1.	Toyota Financial Services Corporation, Japan	28.08.2024	152,173,913	23	10
2.	Corporation, Japan	07.02.2025	145,833,333	24	10

6. The issue shall be completed within the time frame prescribed under the applicable laws. Upon the issue 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:

Sl. 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	1,656,154,116	100	2,132,344,592	100
	Sub Total (A)	1,656,154,116	100	2,132,344,592	100
B	Non-Promoter Holding				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	-	-	-	-
	Grand Total	1,656,154,116	100	2,132,344,592	100

Note: There will be no change in the control consequent to the issuance of Equity Shares through Private Placement and on Preferential basis.

The Board of Directors recommends the Resolution at item no. 1 of this Notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at item no. 1 of this Notice.

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Item no. 2:

Pursuant to 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) 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. A transaction with a Related Party shall be considered material, if the transactions 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 Lakozy Auto Private Limited (TLAPL) operates Toyota dealerships in Maharashtra (Mumbai), engaged in the business of buying, and selling and services of cars to its customers. As a member of the Toyota Group Companies, TLAPL qualifies as a related party to the Company under the SEBI LODR Regulations and the Companies Act, 2013.

In the ordinary course of business, the Company undertakes various transactions with TLAPL, subject to the requisite approvals from the Audit Committee and the Board of Directors. The aggregate value of these transactions' amounts to INR 2,797.26 Million for each of the Financial Years 2025-26 and 2026-27, as detailed below:

1. Inventory funding: INR 2,626.34 Million. (comprising Base Limit, Spares Limit, and Additional Wholesale Support).
2. Retail finance payout: INR 100.92 Million.
3. Purchase of cars: INR 50 Million.
4. Sale of cars: INR 20 Million.

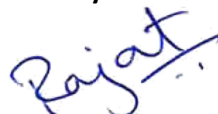
The Audit Committee and the Board of Directors approved the proposed transactions at their respective Meeting held on June 19, 2025, subject to the approval from the Members of the Company.

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 LODR Regulations are provided at Annexure A to this Notice and also forms part of the explanatory statement.

The Audit Committee and the Board of Directors recommends the Resolution at item no. 2 of this Notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at item no. 2 of this Notice.

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



Rajat Ilkal
Company Secretary & Compliance Officer
ICSI Membership No.: A69311

Date: June 19, 2025
Place: Bangalore

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ANNEXURE A

The details of the proposed transaction with Toyota Lakozy Auto Private Limited (TLAPL) as required under Regulation 62K of SEBI LODR Regulations read with relevant Master Circulars issued from time to time, are provided herein below:

Sl. No.	Particulars	Information												
1.	Name of Related Party.	Toyota Lakozy Auto Private Limited (TLAPL).												
2.	Nature of relationship.	Group Company.												
3.	The nature, duration of the contract and particulars of the contract or arrangement.	<p>Nature of Transactions: Inventory funding and retail finance payout, purchase of cars including reimbursement of registration charges, sale of cars.</p> <p>Duration of Transactions: FY 2025-26 and FY 2026-27.</p>												
4.	Whether in Ordinary Course of Business.	Yes.												
5.	Whether at Arm's Length basis.	Yes. Loan and pricing to be offered in line with the prevailing Inventory and Term loan pricing to Toyota dealers.												
6.	Monetary Value/Total Amount involved.	<p>Aggregate value of transactions with TLAPL is up to INR 2,797.26 Million per financial year for FY 2025-26 and FY 2026-27 for the following transactions:</p> <table border="1"> <thead> <tr> <th>Related Party Transactions per financial year for FY 2025-26 and FY 2026-27</th> <th>Limit in INR Million *</th> </tr> </thead> <tbody> <tr> <td>Inventory Funding</td> <td>2,626.34</td> </tr> <tr> <td>Retail finance payout</td> <td>100.92</td> </tr> <tr> <td>purchase of cars including reimbursement of registration charges</td> <td>50.00</td> </tr> <tr> <td>Sale of cars</td> <td>20.00</td> </tr> <tr> <td>Total</td> <td>2,797.26</td> </tr> </tbody> </table> <p>*Limit is subject to modification by the Audit Committee and/or the Board of Directors of the Company as per business requirements within the aggregate overall limit of INR 2,797.26 Million per financial year for FY 2025-26 and FY 2026-27.</p>	Related Party Transactions per financial year for FY 2025-26 and FY 2026-27	Limit in INR Million *	Inventory Funding	2,626.34	Retail finance payout	100.92	purchase of cars including reimbursement of registration charges	50.00	Sale of cars	20.00	Total	2,797.26
Related Party Transactions per financial year for FY 2025-26 and FY 2026-27	Limit in INR Million *													
Inventory Funding	2,626.34													
Retail finance payout	100.92													
purchase of cars including reimbursement of registration charges	50.00													
Sale of cars	20.00													
Total	2,797.26													
7.	Justification as to why the RPT is in the interest of the listed entity.	TLAPL is a Toyota group company engaged in the business of buying, selling and services of cars to its customers. The transactions with TLAPL will be in the best interest of the Company considering business opportunity, synergy, cost effectiveness, ease of business, mutual support, and collaboration. The transactions are in ordinary course of business and at arm's length basis.												

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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).	18.36% (basis turnover of FY 2024-25).
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. Since the Company is being a Non-Banking Financial Company.
10.	Where any director is interested in any contract or arrangement with a related party.	None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise.
11.	Valuation and other Reports etc.	Nil.
12.	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.

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