



**NOTICE OF THE FIFTH EXTRAORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2025-26 OF TOYOTA FINANCIAL SERVICES INDIA LIMITED**

Dear Members,

**NOTICE** is hereby given that the Fifth Extraordinary General Meeting (EGM) of FY 2025-26 of the Members of **Toyota Financial Services India Limited** will be held on Thursday, March 26, 2026, at 11:00 AM (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 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 Toyota 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, the Policy on Related Party Transaction 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 continue with the existing and/or enter into new 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 Toyota Kirloskar Motor Private Limited (TKM), on such terms and conditions as may be agreed between the Company and TKM, for an aggregate amount not exceeding INR 3,000 Million for 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 continue with the existing and/or enter into new 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."

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## **2. To Approve Material Related Party Transaction with Toyota Tsusho Bharat 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, the Policy on Related Party Transaction 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 continue with the existing and/or enter into new 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 Toyota Tsusho Bharat Motor Private Limited (TTBM), on such terms and conditions as may be agreed between the Company and TTBM, for an aggregate amount not exceeding INR 7,500 Million for 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 continue with the existing and/or enter into new 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."

## **3. To Approve Material Related Party Transaction with Toyota Lakozy Auto 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, the Policy on Related Party Transaction 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

### **TOYOTA FINANCIAL SERVICES INDIA LIMITED**

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and is hereby accorded to continue with the existing and/or enter into new 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 Toyota Lakozy Auto Private Limited (TLAPL), on such terms and conditions as may be agreed between the Company and TLAPL, for an aggregate amount not exceeding INR 5,000 Million for 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 continue with the existing and/or enter into new 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.”

**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: February 10, 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, March 26, 2026, at 11:00 AM (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.

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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](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 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](http://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](mailto:cs@tfsin.co.in) before 05:00 PM (IST) on Monday, March 23, 2026. The designated email ID for casting vote, if demanded for poll at the EGM will be [cs@tfsin.co.in](mailto: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](mailto:cs@tfsin.co.in) before 05:00 PM (IST) on Monday, March 23, 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.

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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](mailto:itservicedesk@tfsin.co.in) or Mr. Rajat Ilkal on +91-080 4344 2800/[cs@tfsin.co.in](mailto:cs@tfsin.co.in).

**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: February 10, 2026  
Place: Bengaluru

**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. 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 FY 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 Kirloskar Motor Private Limited (TKM) is an Indian subsidiary of Toyota Motor Corporation, Japan and is one of the leading automobile manufacturers in India. TKM is a Related Party of the Company in terms of the Act and the SEBI Listing Regulations. As part of business operations, the Company enters into various transactions with TKM with the approval of the Audit Committee and the Board of Directors of the Company. The transactions with TKM for FY 2026-27 are expected to cross the materiality threshold of 10% of the annual turnover of the Company as per the last Audited Financial Statements and hence in view of the same, 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 TKM for an aggregate amount of up to INR 3,000 Million for FY 2026-27, to continue and/or to enter into various transactions including but not limited to sale of vehicles, leasing of vehicles, purchase of vehicles, Integration Interface maintenance services, offer buy-back based financing, pay-out for disbursement of retail Loan, availing of shared services, renting of premises, procurement of Lexus vehicles, intercompany transfers, renting of workstations and Subvention. 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 and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial 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.

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**Item no. 2:**

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. 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 FY 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 Tsusho Bharat Motor Private Limited (TTBM) operates Toyota dealerships in Karnataka. TTBM 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 TTBM with the approval of the Audit Committee and the Board of Directors of the Company. The transactions with TTBM for FY 2026-27 are expected to cross the materiality threshold of 10% of the annual turnover of the Company as per the last Audited Financial Statements and hence in view of the same, the Resolution at item No. 2 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 TTBM for an aggregate amount of up to INR 7,500 Million for FY 2026-27, to continue and/or to enter into various transactions including but not limited to inventory funding & retail finance payout, Maintenance payable against leased vehicles service, purchase of vehicles, leasing 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 and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 2 of the accompanying Notice.

The Audit Committee and the Board of Directors of the Company have recommended the resolution set out in Item No. 2 of the accompanying Notice for approval by the Members of the Company as an Ordinary Resolution.

**Item no. 3:**

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. 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 FY 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.

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Toyota Lakozy Auto Private Limited (TLAPL) operates Toyota dealerships in Maharashtra. TLAPL 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 TLAPL with the approval of the Audit Committee and the Board of Directors of the Company. The transactions with TLAPL for FY 2026-27 are expected to cross the materiality threshold of 10% of the annual turnover of the Company as per the last Audited Financial Statements and hence in view of the same, the Resolution at item No. 3 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 TLAPL for an aggregate amount of up to INR 5,000 Million for FY 2026-27, to continue and/or to enter into various transactions including but not limited to inventory funding & retail finance payout, purchase of cars including reimbursement of registration charges and sale of cars. 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 and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 3 of the accompanying Notice.

The Audit Committee and the Board of Directors of the Company have recommended the resolution set out in Item No. 3 of the accompanying Notice for approval by the Members of the Company as an Ordinary Resolution.



Date: February 10, 2026  
Place: Bengaluru

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

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

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

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The details of the proposed transactions with mentioned Related Parties 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.	Name of Related Party	Toyota Kirloskar Motor Private Limited (TKM).	Toyota Tsusho Bharat Motor Private Limited (TTBM).	Toyota Lakozy Auto Private Limited (TLAPL).
2.	Nature of relationship	Group Company.	Group Company.	Group Company.
3.	The nature, duration of the contract and particulars of the contract or arrangement	Nature of Transactions: Including but not limited to Sale, leasing & purchase of cars, Integration Interface maintenance services, offer GFV/buy-back based financing, pay-out for disbursement of retail loan, availing of shared services, renting of premises, procurement of Lexus cars, execution of associate agreement, intercompany transfers, renting of workstations. Duration of Transactions: FY 2026-27.	Nature of Transactions: Including but not limited to Inventory funding and retail finance payout, Maintenance payable against leased vehicles service, purchase of vehicles, leasing of vehicles and sale of vehicles. Duration of Transactions: FY 2026-27.	Nature of Transactions: Including but not limited to Inventory funding and retail finance payout, purchase of cars including reimbursement of registration charges and sale of cars Duration of Transactions: FY 2026-27.
4.	Monetary Value/Total Amount involved	Aggregate amount of transactions with TKM is up to INR 3,000 Million for FY 2026-27.	Aggregate amount of transactions with TTBM is up to INR 7,500 Million for FY 2026-27.	Aggregate amount of transactions with TLAPL is up to INR 5,000 Million for FY 2026-27.
5.	Justification as to why the RPT is in the interest of the listed entity	TKM is an Indian subsidiary of Toyota Motor Corporation, Japan and is one of the leading automobile manufacturers in India. TKM is a Group Company of Toyota and the transactions with TKM will be in the best interest of the Company considering business opportunity, synergy, cost effectiveness, ease of business, mutual support, and collaboration.	TTBM is a Toyota Group Company operates Toyota dealerships in Bengaluru. The transactions with TTBM will be in the best interest of the Company considering business opportunity, synergy, cost effectiveness, ease of business, mutual support, and collaboration.	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.
6.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable.		
7.	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.	19.70% (based on the turnover of FY 2024-25).	49.23% (based on the turnover of FY 2024-25).	32.82% (based on the turnover of FY 2024-25).

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8.	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.
9.	Name of Director(s) or Key Managerial Personnel who is related, if any	None.
10.	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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