

# Avinash Bagul & Associates

## Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

Avinash Bagul  
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### FORM No. MGT-13

#### Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
**The Chairman,**  
**ORIX Auto Infrastructure Services Limited**  
Plot No. 94, Marol Co-Op Industrial Estate,  
Andheri Kurla Road, Andheri East,  
Mumbai- 400059

29<sup>th</sup> (Twenty-Ninth) Annual General Meeting ("AGM") of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on Tuesday, August 27, 2024, at 11:00 a.m. IST through Video Conferencing / Other Audio-Visual Means ("VC/ OAVM").

Dear Sir,

**Subject:-** Scrutinizer's report on passing of Resolution through poll at the 29<sup>th</sup> (Twenty-Ninth) Annual General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on August 27, 2024, Tuesday at 11:00 a.m. IST at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs ("MCA") circular dated May 05, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC / OAVM until September 30, 2024, without the physical presence of the Members at a common venue.

I, Avinash Bagul, Proprietor of Avinash Bagul & Associates, Practicing Company Secretaries, had been appointed by the Board of Directors of the ORIX Auto Infrastructure Services Limited (hereinafter to be referred as "**the Company**") in their meeting held on March 31, 2021 to act as Scrutinizer(s) for the purpose of the scrutinizing the votes casted through poll on the below mentioned resolution(s), at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

I report that the AGM Notice dated July 31, 2024 was sent via electronic mode to all its Members, Directors, Statutory Auditor and Secretarial Auditor of the Company on August 02, 2024.

The voting period for the members commenced at 11:00 a.m. during the AGM and concluded at 11:30 a.m. Any votes casted after 11:30 a.m. on August 27, 2024, Tuesday, were not considered for the purpose of the report.

On scrutiny, I report that out of 09 Shareholders collectively holding 127,996,498 shares as on cut-off date, August 27, 2024, 07 shareholders holding 127,989,998 shares, constituting 99.99 %, have exercised their votes through poll.



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The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules prescribed relating to voting on the resolution contained in the Notice of the meeting.

My responsibility as a Scrutinizer is restricted to see voting is done through poll and making a Scrutinizer's Report of votes cast in favour or against the resolution.

The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

I did not find any poll papers invalid.

The details of poll results for the item placed for consideration and approval of the members are given below: -

### ORDINARY BUSINESS:

#### a) Ordinary Resolution:

**Item No. 1:** - To consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditor's thereon and if thought fit, to pass with or without modification(s), the following resolution as an- Ordinary Resolution

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
07	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Handwritten signature.

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### b) Ordinary Resolution:

**Item No. 2:** - To Re-appoint Mr. Shingen Matsuo (DIN:09685164) who retires by rotation as a Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
07	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### SPECIAL BUSINESSES

### a) Ordinary Resolution:

**Item No. 3:** - To appoint Mr. Hiroomi Morishita (DIN:10420406) as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
07	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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### b) Special Resolution:

**Item No. 4:** - To appoint Mr. Vivek Wadhera (DIN:00081154) as a Managing Director of the Company and approve his remuneration and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
07	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

As per the scrutiny of the votes casted in respect of the resolutions by the poll, all the resolutions as specified in AGM Notice are passed as per the mentioned criteria.

The Scrutinizer's report is provided to the Chairman of the meeting for declaration of results thereof.

I thank you for the opportunity provided, to act as a Scrutinizer for the above poll process of your Company.

Thanking you,  
Yours faithfully,

For Avinash Bagul & Associates  
PRACTICING COMPANY SECRETARIES

Avinash Bagul  
Proprietor  
FCS- 5578 /COP-19862  
UDIN: F005578F001049929



Place: Mumbai  
Dated: 27<sup>th</sup> August, 2024

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