

**NOTICE is hereby given that the TWENTIETH ANNUAL GENERAL MEETING of ORIX Auto Infrastructure Services Limited will be held on Wednesday, August 26, 2015 at 02:30 p.m. at the Registered Office of the Company at Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 to transact the following business:**

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**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the financial statements (Standalone and Consolidated) of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors' on standalone financial statement of the Company.
- (2) To appoint a Director in place of Mr. Hiroshi Nishio (DIN 06827437), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
- (3) **Re-appointment of Statutory Auditors:**

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

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B S R and Company, Chartered Accountants, (Registration No. 128900W) , be and is hereby re-appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors or Audit Committee thereof of the Company and the Statutory Auditors.”

**SPECIAL BUSINESS:**

- (4) **Appointment of Mr. Takehisa Kaneda as Director:**

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

“**RESOLVED THAT** Mr. Takehisa Kaneda (DIN 07082839) who was appointed as an Additional Director of the Company in the Board Meeting held on March 9, 2015 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

(5) **Appointment of Mrs. Shuchi Singhvi as Woman Director:**

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

“**RESOLVED THAT** Mrs. Shuchi Singhvi (DIN 07081188) who was appointed as an Additional Director of the Company, in the category of Woman Director, in terms of provision of Section 149 of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force), in the Board Meeting held on March 9, 2015 and who, in terms of Section 161 of the Act, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

(6) **Appointment of Mr. Abhay Kakkar as Director (Independent):**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150(2) read with section 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act, Relevant Rules made under the Act including any amendments made in the Act and Rules, Mr. Abhay Kakkar (DIN 06659327) who was appointed as an Additional Director of the Company (in terms of Section 161 of the Act) in the category of an Independent Director (in terms of provision of Section 149(4) of the Act) in the Board Meeting held on March 9, 2015 and who, in terms of Section 161 of the Act, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as a Director of the Company with effect from March 9, 2015 upto March 8, 2020”

(7) **Appointment of Mr. Nagesh Dubey as a Director (Independent):**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150(2) read with section 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act, Relevant Rules made under the Act including any amendments made in the Act and Rules, Mr. Nagesh Dubey (DIN 06967617) who was appointed as an Additional Director of the Company (in terms of Section 161 of the Act) in the category of an Independent Director (in terms of provision of Section 149(4) of the Act) in the Board Meeting held on March 9, 2015 and who, in terms of Section 161 of the Act, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as a Director of the Company with effect from March 9, 2015 upto March 8, 2020”

(8) **Appointment of Mr. Harukazu Yamaguchi as Director:**

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

“**RESOLVED THAT** Mr. Harukazu Yamaguchi (DIN 03535391) who was appointed as an Additional Director of the Company in the Board Meeting held on April 24, 2015 and who, in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

(9) **Appointment of Mr. Taro Oyama as Director:**

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

“**RESOLVED THAT** Mr. Taro Oyama (DIN 06919295) who was appointed as an Additional Director of the Company in the Board Meeting held on April 24, 2015 and who, in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

By Order of the Board of Directors  
For **ORIX Auto Infrastructure Services Limited**



**Jay Gandhi**  
Company Secretary

Regd. Office:  
Plot No. 94, Marol Co-operative Industrial Estate  
Andheri-Kurla Road  
Andheri (East)  
Mumbai - 400 059

Date : July 29, 2015  
Place : Mumbai

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

- (2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business of the meeting, is annexed hereto.
- (3) Electronic copy of the Annual Report 2015 is being sent to the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015 is being sent in the permitted mode.
- (4) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSAUNT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4:

- (1) At the meeting of the Board of Directors held on March 9, 2015, Mr. Takehisa Kaneda was appointed as an Additional Director of the Company and he holds the office as such upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013(Act) read with the Articles of Association of the Company.
- (2) Pursuant to Section 160 of the Act, the Company has received notice from a member, together with requisite deposit of Rs. 1,00,000, signifying his intention to propose Mr. Takehisa Kaneda as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) Mr. Takehisa Kaneda is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
- (4) The Directors recommends appointment of Mr. Takehisa Kaneda as a Director. None of the Directors and KMPs of the Company including their relatives, except Mr. Takehisa Kaneda, has any interest in the proposed resolution.

Item No. 5:

- (1) At the meeting of the Board of Directors held on March 9, 2015, Mrs. Shuchi Singhvi was appointed as an Additional Director of the Company, in the category of Woman Director, and she holds the office as such upto the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013(Act) read with the Articles of Association of the Company.
- (2) Pursuant to Section 160 of the Act, the Company has received notice from a member, together with requisite deposit of Rs. 1,00,000, signifying his intention to propose Mrs. Shuchi Singhvi as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) Mrs. Shuchi Singhvi is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
- (4) The Directors recommends appointment of Mrs. Shuchi Singhvi as a Director. None of the Directors and KMPs of the Company including their relatives, except Mrs. Shuchi Singhvi, has any interest in the proposed resolution.

Item No. 6:

- (1) At the meeting of the Board of Directors held on March 9, 2015, Mr. Abhay Kakkar was appointed as an Additional Director of the Company in the category of an Independent Director in terms of provisions of section 149(3) of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules). The said appointment of Mr Kakkar as an Independent Director of the Company was made for a period of 5 (Five) Years with effect from March 9, 2015 to March 8, 2020. However the said appointment was made subject to approval of the shareholders of the Company.
- (2) Pursuant to provisions of Section 161 of the Act, Mr Kakkar holds the office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of section 160 of the Act, from a member, along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Abhay Kakkar for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Act.
- (3) The Company has received from Mr. Kakkar (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), (ii) intimation in Form DIR 8 in terms of the Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section(6) of Section 149 of the Act.
- (4) Brief Profile of Mr Abhay Kakkar is as under :

|     |   |   |   |
|-----|---|---|---|
| (a) | DIN   | : | 06659327  |
| (b) | Qualification   | : | BA, Postgraduate Diploma in Business Management - Marketing   |
| (c) | Experience  | : | 18 years  |
| (d) | Field of Expertise  | : | Business Development, Team Management, Risk Analysis, Credit Administration, Collection and Recovery Operations, Communications |
| (e) | No. of Shares held in the Company                           | : | Nil   |
| (f) | Directorships and Committee memberships in other companies* | : | ORIX Leasing & Financial Services India Limited   |

\* Directorships and Committee memberships in ORIX Auto Infrastructure Services Limited and its Committees are not included in the aforesaid disclosure.

- (5) The resolution seeks the approval of the members for the appointment of Mr. Kakkar as an Independent Director of the Company for a period upto March 8, 2020 pursuant to section 149(3) of Act read with the Rules made thereunder. He will not be liable to retire by rotation.
- (6) In the opinion of the Board, Mr. Kakkar, the Independent Director, proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of management. A copy of the letter of appointment of Mr. Kakkar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of the AGM.
- (7) None of the Directors and KMPs of the Company including their relatives, except Mr. Abhay Kakkar, has any interest in the proposed resolution(s).
- (8) The Board of Directors recommends the resolution as set forth in item no. 6 for the approval of the members.

Item No. 7:

- (1) At the meeting of the Board of Directors held on March 9, 2015, Mr. Nagesh Dubey was appointed as an Additional Director of the Company in the category of an Independent Director in terms of provisions of section 149(3) of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules). The said appointment of Mr Dubey as an Independent Director of the Company was made for a period of 5 (Five) Years with effect from March 9, 2015 to March 8, 2020. However the said appointment was made subject to approval of the shareholders of the Company.
- (2) Pursuant to provisions of Section 161 of the Act, Mr Dubey holds the office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of section 160 of the Act, from a member, along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Nagesh Dubey for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Act.
- (3) The Company has received from Mr. Dubey (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), (ii) intimation in Form DIR 8 in terms of the Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section(6) of Section 149 of the Act.

- (4) Brief Profile of Mr Nagesh Dubey is as under :

|     |   |   |   |
|-----|---|---|---|
| (a) | DIN   | : | 06967617  |
| (b) | Qualification   | : | Bachelor of Commerce, Chartered Accountant  |
| (c) | Experience  | : | 20 years  |
| (d) | Field of Expertise  | : | Accounting, Auditing, Taxation, Consultancy and Financial Management and Manpower Support |
| (e) | No. of Shares held in the Company                           | : | Nil   |
| (f) | Directorships and Committee memberships in other companies* |   | ORIX Leasing & Financial Services India Limited   |

\* Directorships and Committee memberships in ORIX Auto Infrastructure Services Limited and its Committees are not included in the aforesaid disclosure.

- (5) The resolution seeks the approval of the members for the appointment of Mr. Dubey as an Independent Director of the Company for a period upto March 8, 2020 pursuant to section 149(3) of Act read with the Rules made thereunder. He will not be liable to retire by rotation.
- (6) In the opinion of the Board, Mr. Dubey, the Independent Director, proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of management. A copy of the letter of appointment of Mr. Dubey as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of the AGM.
- (7) None of the Directors and KMPs of the Company including their relatives, except Mr. Nagesh Dubey, has any interest in the proposed resolution(s).
- (8) The Board of Directors recommends the resolution as set forth in item no. 7 for the approval of the members.



Item No. 8:

- (1) At the meeting of the Board of Directors held on April 24, 2015, Mr. Harukazu Yamaguchi was appointed as an Additional Director of the Company and he holds the office as such upto the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013(Act) read with the Articles of Association of the Company.
- (2) Pursuant to Section 160 of the Act, the Company has received notice from a member, together with requisite deposit of Rs. 1,00,000, signifying his intention to propose Mr. Harukazu Yamaguchi as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) Mr. Harukazu Yamaguchi is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
- (4) The Directors recommends appointment of Mr. Harukazu Yamaguchi as a Director. None of the Directors and KMPs of the Company including their relatives, except Mr. Harukazu Yamaguchi, has any interest in the proposed resolution.

Item No. 9:

- (1) The Board of Directors in their meeting held on April 24, 2015, appointed Mr. Taro Oyama as an Additional Director of the Company under Section 161 of the Act read with the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Oyama holds office only upto the date of the Annual General Meeting but is eligible for appointment as a Director.
- (2) Pursuant to Section 160 of the Act, the Company has received notice from a member, together with requisite deposit of Rs. 1,00,000/- signifying his intention to propose Mr. Oyama as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) Mr. Taro Oyama is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
- (4) The Directors recommends appointment of Mr. Taro Oyama as a Director. None of the Directors and KMPs of the Company including their relatives, except Mr. Taro Oyama, has any interest in the proposed resolution.

By Order of the Board of Directors  
For **ORIX Auto Infrastructure Services Limited**

  
**Jay Gandhi**  
Company Secretary

Regd. Office:

Plot No. 94, Marol Co-operative Industrial Estate  
Andheri-Kurla Road  
Andheri (East)  
Mumbai - 400 059

Date : July 29, 2015

Place : Mumbai



**ORIX Auto Infrastructure Services Limited**

Corporate Identification No.U63032MH1995PLC086014

Regd Off. : Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Mumbai – 400059

Form No.MGT-11

**PROXY FORM**

(Pursuant to section 105/(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

|                      |  |
|----------------------|--|
| Name of the Member/s |  |
| Registered Address   |  |
| E-Mail ID            |  |
| Folio No./Client ID  |  |
| DP ID                |  |

I / We being the member(s) of \_\_\_\_\_ Equity Shares of the above named Company hereby appoint:

|     |           |                |
|-----|-----------|----------------|
| (1) | Name      |                |
|     | Address   |                |
|     | E-Mail ID |                |
|     | Signature |                |
|     |           |                |
|     |           | Or Failing Him |
|     |           |                |
| (2) | Name      |                |
|     | Address   |                |
|     | E-Mail ID |                |
|     | Signature |                |

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, August 26, 2015 at 02:30 pm at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below :

| Resolution No.           | Resolution   | Optional |         |
|--------------------------|--|----------|---------|
|                          |  | For      | Against |
| <b>Ordinary Business</b> |  |          |         |
| (1)                      | Adoption of Financial Statements (Standalone and Consolidated) for the year ended March 31, 2015 together with Board Report and Auditors' Report thereon |          |         |
| (2)                      | Re-appointment of Mr. Hiroshi Nishio   |          |         |
| (3)                      | Re-appointment of Statutory Auditors   |          |         |
| <b>Special Business</b>  |  |          |         |
| (4)                      | Appointment of Mr. Takehisa Kaneda as Director   |          |         |
| (5)                      | Appointment of Mrs. Shuchi Singhvi as Woman Director   |          |         |
| (6)                      | Appointment of Mr. Abhay Kakkar as an Independent Director   |          |         |
| (7)                      | Appointment of Mr. Nagesh Dubey as an Independent Director   |          |         |
| (8)                      | Appointment of Mr. Harukazu Yamaguchi as Director  |          |         |
| (9)                      | Appointment of Mr. Taro Oyama as Director  |          |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2015

Signature of Member \_\_\_\_\_

Signature of Proxy Holder/s \_\_\_\_\_

|  |
|--|
| Affix<br>Revenue<br>Stamp of<br>Rs.1/- |
|--|

**Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", **not later than 48 hours before the commencement of the AGM.**
- (2) A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

\* It is optional to put (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



**ORIX Auto Infrastructure Services Limited**

Corporate Identification No.U63032MH1995PLC086014

Corporate /Regd Off. : Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Mumbai – 400059  
Tel.: +91 22 67070100 \* Fax: +91 22 28528549 \* E-mail: [info@orixindia.com](mailto:info@orixindia.com) \* [www.orixindia.com](http://www.orixindia.com)

**Attendance Slip**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

|     |  |   |  |
|-----|--|---|--|
| (1) | Name(s) of Member(s) including joint holder, if any (in Block Letter(s)) | : |  |
| (2) | Registered Address of the Sole/First named Member                        | : |  |
| (3) | Name of Proxy Holder   | : |  |
|     | Registered Folio No./* DP ID No. and Client ID No.                       | : |  |
|     | Number of Shares held  | : |  |

I/we hereby record my/our presence at the 20<sup>th</sup> Annual General Meeting of the Members of ORIX Auto Infrastructure Services Ltd. on Wednesday, August 26, 2015 at 02:30 pm at the Registered Office of the Company.

\_\_\_\_\_  
Signature of Member / Proxy



