

NOTICE is hereby given that the 21st ANNUAL GENERAL MEETING of ORIX Auto Infrastructure Services Limited will be held on Friday, July 29,, 2016 at 03:00 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:

ORDINARY BUSINESS:

(1) To receive, consider and adopt the audited standalone financial statements and the audited consolidated financial statements consisting of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.

(2) To appoint a Director in place of Mr. Takehisa Kaneda (DIN 07082839), who retires by rotation and, being eligible, seeks re-appointment; and

(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 & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) , 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 26th AGM of the Company (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. Akihiro Azuma 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. Akihiro Azuma (DIN 07510869) who was appointed as an Additional Director of the Company in the Board Meeting held on June 29, 2016 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) **Adoption of new set of Articles of Association of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), consent of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association of the Company by substituting and to the entire exclusion of all the existing regulations 1 to 175 with the new regulations 1 to 237.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid 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, 2016

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 2016 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 2016 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**

Resolution No. 4:

- (1) At the meeting of the Board of Directors held on June 29, 2016, Mr. Akihiro Azuma 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. Akihiro Azuma as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) Mr. Akihiro Azuma 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. Akihiro Azuma as a Director. None of the Directors and KMPs of the Company including their relatives, except Mr. Akihiro Azuma, has any interest in the proposed resolution.

Resolution No. 5:

- (1) The Board of Directors at its meeting held on March 14, 2016 decided to adopt a new set of Articles of Association (AOA) containing regulations no. 1 to 237 by substituting regulations no.1 to 175 of the existing Articles of Association of the Company.
- (2) The changes / alterations in regulations of AOA were warranted so as to bring those regulations in conformity with the provisions of Companies Act, 2013 and various Rules made thereunder as well as Secretarial Standards of Board Meetings and General Meetings.
- (3) In terms of the provisions of Section 5 and Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.
- (4) A copy of the new set of Articles of Association proposed to be adopted, as referred to in the Notice, is available at the Registered Office of the Company on any working day till the date of this meeting between 9:00 a.m. and 5:00 p.m.
- (5) The Board recommends the resolution as set out at Item No. 5 of the Notice for approval by the shareholders.

- (6) None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 5 of the Notice.

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, 2016
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 21st Annual General Meeting of the Company to be held on Friday, July 29, 2016 at 03:00 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below :



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 * 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 21st Annual General Meeting of the Members of ORIX Auto Infrastructure Services Ltd. on Friday, July 29, 2016 at 03:00 pm at the Registered Office of the Company.

Signature of Member / Proxy



