



**ORIX**

**ORIX Auto Infrastructure Services Limited**

Regd. Office: Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (E), Mumbai - 400 059.  
Tel.: +91-22-6707 0100 • Email: info@orixindia.com • www.orixindia.com • CIN: U63032MH1995PLC086014

**NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of ORIX Auto Infrastructure Services Limited will be held on Thursday, August 31, 2023 at 11:30 a.m IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.**

**ORDINARY BUSINESS:**

- (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, 2023 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.**

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditor’s thereon as circulated to the Members be and are hereby considered and adopted.”

**RESOLVED FURTHER THAT** any one of the Director of the Company or Company Secretary be and is hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

- (2) **To reappoint Mr. Ryohei Suzuki (082188880) 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**

**“RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions, if any, of the of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 all other applicable rules, regulations, guidelines and laws (including any amendments thereto or re-enactments thereof for the time being in force) Mr. Ryohei Suzuki (08218888) who retires by rotation and, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** any one of the Director of the Company or Company Secretary be and is hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

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 31, 2023**

Place : **Mumbai**

Notes:

- (1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through video Conferencing (VC) / other audio video means (OAVM) until September 30, 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is proposed to be held through VC / OAVM. However, the deemed venue for the AGM shall be the Registered Office of the Company.
- (2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (3) 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.
- (4) Corporate Member intending to send their authorized representatives are requested to send scanned copy (PDF/JPG Format) of a duly certified copy of the Board Resolution/ Authorization etc. authorizing their representative/(s) to attend and vote at the Annual General Meeting through VC / OAVM on its behalf.
- (5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (7) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 30, 2023 through email on [info@orixindia.com](mailto:info@orixindia.com). The same will be replied by the Company suitably.
- (8) In compliance with the aforesaid MCA Circulars, the Electronic copy of the Annual Report 2022-2023 is being sent to the Members whose email IDs are registered with the Company/Depositories for communication purposes. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website [www.orixindia.com](http://www.orixindia.com)
- (9) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of this AGM. Members seeking to inspect such documents can send an email to [info@orixindia.com](mailto:info@orixindia.com).
- (10) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

(11) Instructions for joining the AGM are as follows:

- (a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_MWUxN2FkODItZTcxOS00ZWMwLTk1YmYtOTdjODFmMjM3MDZj%40thread.v2/0?context=%7b%22Tid%22%3a%22f45010b2-1259-4e62-a339-3527fdafa9f%22%2c%22Oid%22%3a%22b25ef944-7882-468f-ac79-34cfb59985f6%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MWUxN2FkODItZTcxOS00ZWMwLTk1YmYtOTdjODFmMjM3MDZj%40thread.v2/0?context=%7b%22Tid%22%3a%22f45010b2-1259-4e62-a339-3527fdafa9f%22%2c%22Oid%22%3a%22b25ef944-7882-468f-ac79-34cfb59985f6%22%7d)
- (b) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- (c) Members are requested to follow the procedure given below:
  - (i) Launch internet browser (Chrome/Firefox/Safari) and paste the link as mentioned above in the URL.
  - (ii) Enter your name and click on Join Button
  - (iii) Click on Camera Icon (to start your camera) and Microphone icon (to unmute yourself).
- (d) For voting by poll, the Members can cast their vote on the resolutions in Form MGT-12 enclosed as Annexure-I to this notice and sending by email at [jay.gandhi@orixindia.com](mailto:jay.gandhi@orixindia.com), and / or [avinash.bagul1959@gmail.com](mailto:avinash.bagul1959@gmail.com) through their email address registered with the Company. Mr. Avinash Bagul Practising Company secretary would be a Scrutinizer, since voting at the meeting will be conducted by poll.
- (e) Members who need assistance before or during the AGM, can contact Mr. Rajan Desai, IT Team on [info@orixindia.com](mailto:info@orixindia.com) or call at 98202 82706.

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

Item No.2:

In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Ryohei Suzuki (082188880), Director of the Company who retires by rotation, and being eligible, offers himself for re-appointment, to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013. The brief profile of Mr. Ryohei Suzuki (082188880) pursuant to applicable provisions of Secretarial Standards-2 as issued by the Institute of Company Secretaries of India is provided below:

<b>Name of the Director and DIN</b>	<b>Mr. Ryohei Suzuki (DIN: 08218888)</b>
<b>Date of Birth</b>	01-05-1972
<b>Nationality</b>	Japanese
<b>Date of Appointment on the Board</b>	19-09-2018
<b>Shares held in the Company as on date</b>	Nil
<b>Qualification/s</b>	Graduate in Economics and Politics from Waseda University, Japan.
<b>Experience and Expertise in specific functional area</b>	Mr. Suzuki has overall experience of more than 26 years in the field of Financial Markets. He is the part of Corporate Department taking care of Business Development and Strategy and providing necessary support in the growth for Indian market.
<b>Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ryohei Suzuki, who was appointed as a Director at the 24 <sup>th</sup> Annual General Meeting held on August 21, 2019, is liable to retire by rotation.
<b>Directorships held in other companies</b>	(a) ORIX Leasing & Financial Services India Limited. (b) ORIX Metro Leasing and Finance Corporation. (c) ORIX Rental Corporation. (d) ORIX Auto Leasing Philippines Corporation. (e) OMLF Servicer Corporation. (f) ORIX Glorious Stars, Inc. (g) ORIX Risingsun Properties, Inc. (h) ORIX Risingsun Properties II, Inc. (i) Bonifacio Landmark Corporation. (j) North Bonifacio Landmark Realty Development Inc.
<b>Member/ Chairman of the Committees of Board/ other Companies</b>	<b><u>ORIX METRO Leasing and Finance Corporation:</u></b>  (a) Executive Committee- Member (b) Management Committee- Member

	<b>ORIX Rentec Corporation:</b> (a) Executive Committee- Member (b) Management Committee- Member
<b>Number of Meetings of the Board attended during the Financial Year 2022-23</b>	4
<b>Relationship with other Director, Manager &amp; KMP</b>	Nil

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 31, 2023**

Place : **Mumbai**

**FORM NO. MGT.12**
**Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company: **ORIX Auto Infrastructure Services India Ltd.**

Registered office: **Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400059.**

**BALLOT PAPER**

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
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, 2023 together with the Reports of the Board of Directors and Auditor's thereon.			
2.	To reappoint Mr. Ryohei Suzuki (082188880) who retires by rotation as a Director of the Company.			

Place:

Date:

(Signature of the shareholder)