

NOTICE is hereby given that the 30th Annual General Meeting of ORIX Corporation India Limited (Formerly known as ORIX Auto Infrastructure Services Limited) will be held on Monday, September 22, 2025 at 11:00 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESSES:

- (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, 2025 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, 2025 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 Directors 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 Ms. Meeta Sanghvi (DIN: XXXXXXXXX) 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) Ms. Meeta Sanghvi (DIN: XXXXXXXXX) 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 Directors 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.”

SPECIAL BUSINESS:

- (3) **To appoint Mr. Takashi Yamasaki (DIN: XXXXXXXXX) as a Whole Time Director of the Company and approve his remuneration if thought fit, to pass, the following resolution, with or without modification(s), as Special Resolution:**

(a) **“RESOLVED FURTHER THAT:**

- (i) pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and based on recommendation

of Nomination and Remuneration Committee (the Committee) and approval of Board of Directors (Board) in their meeting held on April 01, 2025, approval of the Members be and is hereby accorded for appointment of Mr. Takashi Yamasaki (DIN: XXXXXXXXX) as Whole Time Director of the Company for the period commencing from April 19, 2025 and ending on April 18, 2028 (the Term).

- (ii) Pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in their meeting held on April 01, 2025, approval of the Members be and is hereby accorded for payment of remuneration (including bonus, perquisites etc.) to Mr. Takashi Yamasaki, Whole Time Director of the Company upto an amount of Indian Rupees One Crore and Seventy Lakhs only (INR XXXXXXXXX) per annum on a Cost to Company basis for the financial year 2025-2026 with an annual increment from April 1, 2026 onwards at a maximum rate of 20% over the last drawn remuneration, for the remaining period of his appointment.

(b) RESOLVED FURTHER THAT:

- (i) the components of Cost to Company shall include but not limited to Basic Salary, Personal Pay, House Rent Allowance, Reimbursements such as Medical, Leave Travel, Residential Telephone, Driver's Salary etc. Provision of Vehicle / Vehicle Allowance including Fuel Reimbursements, Retiral Benefits as per Rules of the Company, Gift Coupons and other reimbursements etc. and that he shall also be entitled to such other benefits, amenities, perquisites as may be applicable, from time to time, to other officers and employees of the Company and that the perquisites, wherever applicable, shall be valued as per the Income Tax Act 1961.
 - (ii) the Company shall pay or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.
- (c) **RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Takashi Yamasaki (DIN: XXXXXXXXX), remuneration including perquisites, benefits and amenities as per the ceiling laid down in Schedule V of the Companies Act, 2013 or as stated above, whichever is higher.
- (d) **RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to foregoing Resolution.
- (e) **RESOLVED FUTHER THAT** any one of the Directors of the Company or Company Secretary be and is hereby authorised severally to settle any question, difficulty or doubt, that may arise in relation to appointment of Mr. Takashi Yamasaki (DIN: XXXXXXXXX), as Whole Time Director of the Company and also authorised to do all such acts, deeds, matters and things as may be necessary and sign and execute all e-forms, documents, or writings as may be necessary, proper or expedients for the purpose of giving effect to foregoing resolutions and for matters concerned therewith or incidental thereto.

ORIX Corporation India Limited (Formerly known as ORIX Auto Infrastructure Services Limited)

Regd. Office: Plot No. 94, Marol Co-operative Industrial Estate, Andheri - Kurla Road, Andheri (E), Mumbai - 400 059
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- (f) **RESOLVED FUTHER THAT** any one of the Directors of the Company or Company Secretary be and are hereby authorized severally to furnish certified true copy of the above resolution as and when required.”

By Order of the Board of Directors
For **ORIX Corporation India Limited**
(Formerly known as ORIX Auto Infrastructure Services Limited)

Sd/-

Jay Gandhi
Group Chief Compliance Officer & Company Secretary

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

Date : **August 25, 2025**
Place : **Mumbai**

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Notes:

- (1) 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, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through video Conferencing (VC) / other audio video means (OAVM) until September 30, 2025, 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 the case of joint holders, any Member whose name appears in the Register of members of the Company will be entitled to vote at the AGM. However, if more than one of joint holders are present, then only the person whose name stands first in the Register in respect of such share shall be entitled to vote.
- (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 September 21, 2025 through email on 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 2024-2025 is being sent to the Members whose email IDs are registered with the Company/Depositories for communication purposes. Members may note that the Notice will also be available on the Company's website 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.

- (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/join/19%3ameeting_Mjg5MTgyYjYtMTAyZS00NTA2LThkNzEtM2M0NWQ2NjFiNjZi%40thread.v2/0?context=%7b%22id%22%3a%22f45010b2-1259-4e62-a339-3527fdafea9f%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-1 to this notice and sending by email at jay.gandhi1@orixindia.com, and / or 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 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, Ms. Meeta Sanghvi (XXXXXXXX), Director of the Company who retires by rotation, and being eligible, offers herself for re-appointment, to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013. The brief profile of Ms. Meeta Sanghvi (XXXXXXXX) pursuant to applicable provisions of Secretarial Standards-2 as issued by the Institute of Company Secretaries of India is provided below:

Name of the Director and DIN	Ms. Meeta Sanghvi (DIN: XXXXXXXX)
Age	42 years
Nationality	Indian
Date of Appointment on the Board	21-02-2018
Shares held in the Company as on date	Nil
Qualification/s	B.Com, Company Secretary and L.L.B.
Experience and Expertise in specific functional area	<p>A Company Secretary and L.L.B by qualification, with more than 17 years of of handling compliance relating to the following areas:</p> <ol style="list-style-type: none"> (1) Ensuring compliance of Companies Act, RBI Regulations applicable to NBFCs (2) Drafting and implementation of the policies. (3) Compliance testing of RBI regulations (4) Supervising RBI inspection and Secretarial audit. (5) Issuance of Non- convertible Debentures and debt Listing compliance of SEBI (LODR). (6) Incorporation of Companies and merger transactions with group entities. (7) Convening Board meetings, General meetings, Committee Meetings and preparation of Agenda, Minutes thereto. (8) Liaisoning with the regulators (9) Disseminating regulatory updates to the stakeholders internally and ensuring implementation. (10) Regulatory compliance with SEBI, NSE, BSE in the capacity of the member of the exchange. (11) Structuring transactions for Loan against Property and Construction Finance and providing legal advice thereto. (12) Drafting and vetting of lending documents. (13) Issuance of IPO as Merchant Banker (14) Facilitated in Buy-back of shares and Takeover transactions (15) Filing of regulatory returns.

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Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	In terms of Section 152(6) of the Companies Act, 2013, Ms. Meeta Sanghvi, who was appointed as a Director at the 23 rd Annual General Meeting held on August 31, 2018, is liable to retire by rotation.
Directorships held in other companies	Nil
Member/ Chairman of the Committees of Board/ other Companies	ORIX Leasing & Financial Services India Limited: (i) Risk Management Committee – Member (ii) Identification Committee – Member
Number of Meetings of the Board attended during the Financial Year 2024-25	6
Relationship with other Director, Manager & KMP	Nil

Item No.3:

- (1) Mr. Takashi Yamasaki, Director of the Company was appointed as Whole Time Director (WTD) of the Company for a period of 3 years commencing from April 25, 2022 till April 18, 2025 in the Board Meeting of the Company held on May 02, 2022 and the Extra Ordinary General Meeting (EGM) of the Company held on July 22, 2022 subject to the approval of the Central Government under Schedule V of the Companies Act, 2013.
- (2) The tenure of Mr. Takashi Yamasaki as a Whole-time Director of the Company, appointed for a period of 3 years from April 25, 2022, was set to expire on April 18, 2025.
- (3) Considering the ongoing leadership, performance, and strategic contributions of Mr. Takashi Yamasaki as a Whole Time Director of the Company, ORIX Corporation, the Holding Company had proposed for appointment of Mr. Takashi Yamasaki, as Whole-time Director of the Company for another tenure of 3 years.
- (4) In view of the above, it is proposed to appoint him as Whole-time Director of the Company for the period April 19, 2025, until April 18, 2028 ("Term") in compliance with the provisions of the Companies Act, 2013 and Rules and Schedule V made thereunder.
- (5) Brief Profile of Mr. Takashi Yamasaki required to be specified as per the Secretarial Standard 2 is as under:

Name of the Director and DIN*	Mr. Takashi Yamasaki (DIN: XXXXXXXX)
Age	39 years
Nationality	Japanese
Date of first Appointment on the Board	29-07-2021
Shares held in the Company as on date	Nil
Qualification/s	Post Graduate Diploma in Management (Executive) with Specialization in Strategy, Institute of Management Technology, INDIA, Bachelor of Science in Business

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	Administration, University of Maryland University College, Maryland, USA
Experience and Expertise in specific functional area	Mr. Yamasaki has overall experience of more than 14 years. He has worked in Kobelco Constriction Machinery Ltd from April 2011 to July 2015, He was responsible for procurement and sale of heavy construction equipment to Overseas companies and achieved 30% increase in clientele and high sale volume during his tenure. He joined ORIX Corporation in July 2015 and has supported financial services business such as Loan, Lease, Hire-Purchase and helped in strengthening relation management of over 100 clients to become top performing sales person in FY2019. Since, March 2020, he is responsible for monitoring and controlling overseas subsidiaries in India, Malaysia, Singapore and Poland providing support in corporate governance and internal control. He is responsible for business planning, strategy implementation and corporate administration of the said subsidiaries. Also, appointed as supervisory board member of ORIX Polska S.A. from January 2021.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	Tenure of Appointment – April 19, 2025, until April 18, 2028 on the proposed remuneration as mentioned in the resolution no.3 of this Notice and as may be approved by the Members. Last Drawn remuneration (FY 24-25) from OCIL: XXXXXXXX
Directorships held in other companies	ORIX Leasing & Financial Services India Limited – Director
Member/ Chairman of the Committees of Board/ other Companies	<u>ORIX Corporation India Limited</u> (Formerly known as ORIX Auto Infrastructure Services Limited): (a) Corporate Social Responsibility Committee – Chairman (b) Risk Management Committee – Chairman (c) Treasury and Asset Liability Management Committee – Chairman (d) Nomination and Remuneration Committee – Member (e) Executive Committee – Member <u>ORIX Leasing & Financial Services India Ltd.:</u> (a) Corporate Social Responsibility Committee – Chairman

	(b) Risk Management Committee – Chairman (c) Treasury and Asset Liability Management Committee – Member (d) Nomination and Remuneration Committee – Member (e) Executive Committee – Member (f) IT Strategy Committee – Member (g) IT Steering Committee – Member (h) Information Security Committee – Member (i) Fraud Monitoring Committee – Member (j) Review Committee – Member
Number of Meetings of the Board attended during the Financial Year 2024-2025	6
Relationship with other Director, Manager & KMP	Nil

- (6) As per Part I of Schedule V of the Act prescribes various conditions to be fulfilled for appointment of Managing Director or WTD or Manager without the approval of Central Government and states that:

No person shall be eligible for appointment as a managing or whole-time director or a manager of a Company unless he satisfies the following conditions, namely:

- (a) He has not been sentenced to imprisonment for any period, or to a fine exceeding one thousand rupees, for the conviction of offence under various Acts as specified in the said sub-section(a);
 - (b) He has not been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974;
 - (c) He has completed the age of twenty-one years and he has not attained the age of seventy years;
 - (d) (Omitted); and
 - (e) He is resident of India.
- (7) As per the explanation under Schedule V of the Act, Resident of India includes a person who has been staying in India for continuous period of not less than twelve months immediately preceding the date of his appointment as a Managerial Person and who has come to stay in India:
- (a) for taking employment in India or
 - (b) for carrying business or vocation in India.
- (8) Since Mr. Yamasaki was staying in India for the continuous period of more than 12 months before April 18, 2025, he is fulfilling the condition of Resident of India as specified in point (6) above. Hence, the Company, in terms of provisions of Section 196(4) of the Act, will not require to take approval from the Central Government for his appointment as Whole Time Director of the Company.

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- (9) The said appointment is in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders special resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Managing Director and exceeding 11% of the net profits to the directors, subject to the provisions of Schedule V to the Act.
- (10) As per Section 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014), approval of Central Government is not required for the payment of remuneration exceeding 11% of the net Profit of the company subject to passing of Special resolution by the Members in the General Meeting of the Company.
- (11) The Company may authorise payment of remuneration to Mr. Yamasaki including perquisites exceeding 5% of the net profits of the Company (computed as per section 198 of the Act) leading to the total remuneration of all the directors, including managing director, WTD, exceeding 11% of the net profits of the Company and remuneration in excess of the limit mentioned under section II of Part II of Schedule V (in case of no profit or inadequate profit), subject to approval of Shareholders sought by way of special resolution post recommendation of the NRC and Board of Directors of the Company.
- (12) Mr. Takashi Yamasaki satisfies all the conditions as set out in Part I of Schedule V. He is not disqualified for the purpose of the appointment as a Whole Time Director of the Company in terms of Section 164 of the Act. Also, he is not falling into restrictive criteria of appointment of a Whole Time Director as specified under section 196(3) of the Act. Moreover, Mr. Takashi Yamasaki possesses requisite qualifications, which requires for holding the position of Whole Time Director of the Company.
- (13) Justification for appointment of Mr. Takashi Yamasaki as Whole-time Director:
- (a) Mr. Takashi Yamasaki was deputed to ORIX Corporation India Limited (Formerly known as ORIX Auto Infrastructure Services Limited) on April 25, 2022 as Executive Vice President, Business Development and Strategy by the Holding Company, ORIX Corporation, Japan.
- (b) During the current tenure, Mr. Takashi Yamasaki, the Whole-time Director has significantly contributed to the company's growth in the following areas:
- (i) **Operational Efficiency:** Improved productivity and streamlined processes which has resulted in enhanced profitability.
 - (ii) **Strategic Initiatives:** Led key projects, partnerships, and business expansions that have strengthened the company's market position.
 - (iii) **Leadership and Team Building:** Successfully mentored senior management and ensured smooth succession planning.

- (c) His extensive experience, leadership skills, and proven track record make him an invaluable asset for the company's continued growth as far as Indian Market is concerned.
- (d) His appointment will ensure continuity in leadership and facilitate the execution of ongoing strategic initiatives.

(14) Other provisions of Companies Act, 2013:

- (a) The Company has not made any default in payment of dues to any bank or public financial institution or secured creditor. Further, the Company has not have any non-convertible debenture holders.
- (b) In accordance with clause B sub clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013 the following details are provided:

A. **GENERAL INFORMATION:**

(i) Nature of Industry:

The Company is engaged into the Business of auto related services such as Car Rentals (RAC), Business Transport Solutions (BTS), providing Vehicles on Operating Lease basis to various Corporate Customers (B2B segment) and Service Centre. The Company is also into B2C segment for providing vehicle on self-drive basis across PAN India and in vehicle subscription space.

(ii) Date or expected date of commencement of commercial production:

Not applicable as the Company is already engaged into the Business of auto related services such as Car Rentals (RAC), Business Transport Solutions (BTS), providing Vehicles on Operating Lease basis to various Corporate Customers (B2B segment) and Service Centre since its incorporation.

(iii) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial Performance (Audited) as on March 31, 2025:

(INR in Mn.)

Particulars	Standalone	Consolidated
Income	11,808.14	17,278.70
Expenses	11,260.52	15,449.72
PBT	547.62	1,828.98
Tax	135.49	457.42
PAT	412.13	1,371.56

(v) Foreign investments or collaborations, if any:

Name of the Holding Company	:	ORIX Corporation
% of holding in Paid up share capital of the Company		99.99%

B. INFORMATION ABOUT THE APOINTEE:

(i) Background details:

Mr. Takashi Yamasaki has done Post Graduate Diploma in Management (Executive) with Specialization in Strategy, Institute of Management Technology, INDIA and Bachelor of Science in Business Administration, University of Maryland University College, Maryland, USA. He has overall experience of around 14 years. His detailed experience is included under point no. 5 above.

(ii) Past Remuneration:

His remuneration details per annum for the last three financial years as stated under:

Year	Salary (in Rs.)
2022-2023	XXXXXXXX
2023-2024	XXXXXXXX
2024-2025	XXXXXXXX

(iii) Recognition or awards: Nil

(iv) Job profile and his suitability:

Mr. Takashi Yamasaki's experience will help the Company in Business Development and formulation of strategy for growth in Indian market and seamless communications with the Shareholders. Please refer to para 5 above for further details.

(v) Remuneration Proposed:

His proposed remuneration details per annum as stated under:

Financial Year	Cost to Company (Rs in Mn.)	Total (Rs in Mn.)
2025-2026	XXXXXX	XXXXXX
2026-2027	XXXXXX *	XXXXXX *
2027-2028	XXXXXX *	XXXXXX *

*The annual increment from April 01, 2026, onwards at a maximum rate of 20% over the last drawn remuneration, for the remaining period of his appointment, shall be as may be decided by the Board of Directors or Nomination and Remuneration Committee of the Company.

- (vi) Comparative remuneration profile with respect to Industry, size of the Company, Profile of the position and person (in case of expatriates the relevant details w.r.t. the country of his origin):

In the auto infrastructure services, OCIL has distinct business lines, consolidated into one legal entity, such as car rentals, operating lease, employee transportation whereas financial businesses, such as financial lease and Loan Against Property business, were carried out through subsidiary company OLFS. In view of distinct business carried out by OCIL under one entity there are no comparable companies or industries carrying similar business under one roof. In view of the above, the comparative remuneration profile of similarly situated candidate is not available.

- (vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

None

C. OTHER INFORMATION:

- (i) Reasons for inadequate profit (as per Section 198 of the Companies Act, 2013):

- During the financial year 2024-25, the Company has made a profit of INR 548 Mn. Lease business continues with steady disbursements and client expansion leading to higher revenues. Mobility business remained flat amid strong competition and lower travel spends by the Corporates. Revenue increase of 12% YoY, better collections, NPA management and expense reductions have led to higher profits.
- Profit before tax for the year 25-26 is INR 337 Mn. However, there is inadequacy of the profits as per Section 198 of the Companies Act, 2013 for FY 2025-2026 which is Rs.259 mn. The profit is inadequate due to the increased competition, reduced events and lower travel expenses by the Corporates in 2024-25. Leasing business continues with steady disbursements and increase in revenue on back of client and geographical expansion. Additionally, the advantage of reduction in the cost of fund will help the profit to grow higher by 13%.
- The Company is a subsidiary of ORIX Corporation, Japan, (ORIX) with effect from December 13, 2011. The policies of the company are aligned with those of fellow subsidiaries & entities of ORIX Corporation. The current provisioning policy adopted by the Company is more stringent than earlier practices.

- Despite the tough market conditions and external circumstances affecting profitability of the Company vide letter dated December 12, 2024 from The India Ratings & Research Private Limited, has retained highest level of credit rating of:

Facility	India Ratings & Research Private Ltd.
Long Term Loan	IND AAA
Short Term Loans	IND AAA/ IND A1+

(ii) Steps taken or proposed to be taken for improvement:

- In order to increase the profit during the financial year 2025-2026 and to achieve expected profit in future, the strategy of the Company is to keep its focus on high yielding transactions, to leverage existing relationships for exploring new business lines.
- During the coming years, the Company has aimed at higher level of growth and profitability plans:
- To increase its market share in all product lines in India's expanding service industry.
 - To collaborate and cross utilization of fleet for better efficiency.
 - To leverage its technology platform and to become more customer friendly and to stay ahead of the curve and remain the front runner.
 - To lead the development of transport infrastructure service sector by innovations leading to total alignment with the client requirements and providing cost effective solutions.
 - To increase Return on Assets of the Company.
 - Reduced direct and indirect costs so as to achieve profitability goals.
 - Reduced cost of borrowings by tapping new banks / financial institutions.
- Dedicated focus is also planned to reduce overall cost or retain at the current level irrespective of growth in the business which may have a positive impact on the profitability of the Company.
- The above will not only provide the Company with a distinctive edge over competition in the same business verticals but also in maintaining the impressive journey and continuously increasing the gap.
- By initiating the abovementioned steps, it is likely that the Company will sustain the growth trajectory as projected below.

(iii) Expected increase in productivity and profits in measurable terms:

From the budget, set for the following financial years as indicated below, it is expected that the profitability of the Company will increase substantially:

(Rs. in Mn.)

Particulars	2025-26
Sales (Income)	12,848
Expenses	12,511
EBIDTA	6,455
PAT	253

*Note : Expenses are excluding tax only.

(iv) Disclosure in the Directors' report:

The following disclosures, as may be applicable, has been mentioned in the Board of Director's report under the heading "Corporate Governance", which is attached to the financial statement:

- all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors.
- details of fixed component and performance linked incentives along with the performance criteria.
- service contracts, notice period, severance fees; and
- stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

- (15) Further, Notice of Interest under section 184 of the Act and Rules framed there under in Form MBP-1, consent to act as Whole Time Director in Form DIR-2 and confirmation with regard to no disqualification under section 164 (2) of the Act, disclosure under Form DIR-8 and declaration for no conflict of interest were received from Mr. Yamasaki.
- (16) This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.
- (17) In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.
- (18) The Board of Directors recommends the resolution as set forth in Item no. 3 of this Notice for the approval of the members as special resolution.



ORIX Corporation India Limited (Formerly known as 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

- (19) Other than Mr. Takashi Yamasaki, none of the other Directors, Key Managerial personnel or their relatives, are interested in the proposed Special Resolution under Item No. 3 of this Notice.

By Order of the Board of Directors
For **ORIX Corporation India Limited**
(Formerly known as ORIX Auto Infrastructure Services Limited)

Sd/-

Jay Gandhi
Group Chief Compliance Officer & Company Secretary

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

Date : **August 25, 2025**
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 Corporation India Limited (Formerly known as 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 resolutions 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, 2025 together with the Reports of the Board of Directors and Auditor's thereon. (Ordinary Resolution)			
2.	To reappoint Ms. Meeta Sanghvi (XXXXXXX) who retires by rotation as a Director of the Company. (Ordinary Resolution)			
3.	To appoint Mr. Takashi Yamasaki (DIN: XXXXXXXX) as a Whole Time Director of the Company and approve his remuneration. (Special Resolution)			

Place:

Date:

(Signature of the shareholder)