

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 rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

Mr. Yoshiaki Matsuoka
Chairman

26th Annual General Meeting (AGM) of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 28th September, 2021, Tuesday at 11.30 a.m. through Video Conferencing / Other Audio Visual Means (VC/ OAVM).

Dear Sir,

Subject:- Scrutinizer's report on passing of Resolution through poll at the 26th Annual General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 28th September, 2021, Tuesday at 11.30 a.m. at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs ("MCA") circulars dated May 05,2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM until December 31, 2021, without the physical presence of the Members at a common venue due to COVID-19 pandemic.

I, Avinash Bagul of Avinash Bagul & Associates, Company Secretaries, is appointed by the Board of Directors of the Company in meeting held on 31st March, 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 26th 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 Company has sent AGM Notice to its Members, Directors, Statutory Auditors and Secretarial Auditors. Notices dated 3rd September, 2021 were sent via electronic mode only to all the members of the Company on 3rd September, 2021.

The voting period for the members commenced at 11:30 am immediately after the meeting and concluded at 12:00 p.m.. Any votes casted after the 12:00a.m. on 28th September,2021, Tuesday, were not considered for the purpose of the report.

On scrutiny, I report that out of 9 Shareholders holding 127,996,498 shares as on cut-off date, September 28, 2021, 7 shareholders holding 127,989,998 shares, constituting 99.99% have exercised their votes through poll.

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



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My responsibility as a Scrutinizer for voting done through poll is restricted to 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 items placed for consideration and approval of the members are given below:-

ORDINARY BUSINESSES

(1) Ordinary Resolution

To consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2021 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 cast by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes cast 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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(2) Ordinary Resolution

To reappoint Mr. Yoshiaki Matsuoka (DIN 08141800) 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 cast by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes cast 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

(3) Ordinary Resolution

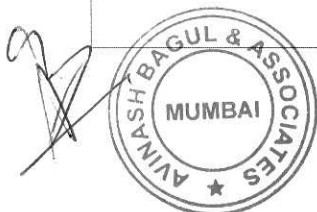
To appoint Statutory Auditors of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted **against** the resolution:

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



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Invalid votes :

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

SPECIAL BUSINESSES:

(4) Ordinary Resolution

To appoint Mr. Takashi Yamasaki (DIN: 09238975), as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted **against** the resolution:

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

Invalid votes :

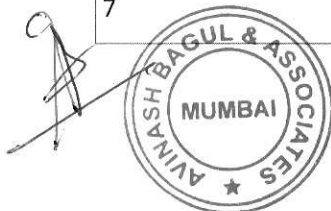
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(5) Special Resolution

To appoint Mr. Ryohei Suzuki (DIN: 08218888) as a Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
7	127,989,998	99.99



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Voted **against** the resolution:

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

Invalid votes :


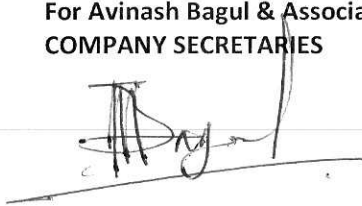
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

As per the scrutiny of the votes casted in respect of the resolutions by the poll, all the resolution is passed as per the mentioned criteria.

The Scrutinizer's report is handed over (through e-mail) to the Chairman of the Company for declaration of results thereof.

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

Thanking You
Yours faithfully,
For Avinash Bagul & Associates
COMPANY SECRETARIES



Avinash Bagul
Proprietor
FCS- 5578 /COP-19862
Place: Mumbai
Dated:28th September, 2021

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