

Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
Mr. Takehiro Onishi
Chairman

27th Annual General Meeting ("AGM") of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 26th September, 2022, Monday at 10.30 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 27th Annual General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 26th September, 2022, Monday at 10.30 a.m. at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs ("MCA") circular dated May 05, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC / OAVM until December 31, 2022, without the physical presence of the Members at a common venue due to COVID-19 pandemic.

I, Avinash Bagul, Proprietor 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 27th Annual General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited through Video Conferencing / Other Audio Visual Means.

I report that the AGM Notice dated 30th August, 2022 was sent via electronic mode to all its Members, Directors, Statutory Auditors and Secretarial Auditors of the Company on 01st September, 2022.

The voting period for the members commenced at 10:30 a.m. during the AGM and concluded at 11:00 a.m. Any votes casted after 11:00 a.m. on 26th September, 2022, Monday, were not considered for the purpose of the report.

On scrutiny, I report that out of 09 Shareholders collectively holding 12,79,96,498 shares as on cut-off date, September 26, 2022, 05 shareholders holding 12,79,89,996 shares, constituting 99.99%, have exercised their votes through poll.



Page 1 of 5



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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.

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 item placed for consideration and approval of the members are given below: -

ORDINARY BUSINESS:

a) Ordinary Resolution:

Item No. 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, 2022 together with the Reports of Board of Directors and Auditor's thereon and if thought fit, to pass with or without modification(s), the resolution as an – Ordinary Resolution.

Voted in favour of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
05	12,79,89,996	99.99

Voted against the resolution:

Number of members present and voting	Number of votes casted 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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b) Ordinary Resolution:

Item No. 2: - To reappoint Mr. Takehiro Onishi (DIN: 09019630) who retires by rotation as a director of the Company and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
05	12,79,89,996	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted 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

SPECIAL BUSINESS:

c) Ordinary Resolution:

Item No. 3: - To reappoint Mr. Shingen Matsuo (DIN: 09685164) as Director of the Company and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
05	12,79,89,996	99.99



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Voted **against** the resolution:

Number of members present and voting	Number of votes casted 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

d) Special Resolution:

Item No. 4: - To consider and approve Scheme of Merger and if thought fit, to pass with or without modification(s), the resolution as a – Special Resolution

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
05	12,79,89,996	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted 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 resolutions as specified in AGM Notice 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.



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

Thanking you
Yours faithfully,

For Avinash Bagul & Associates
PRACTICING COMPANY SECRETARIES

Avinash Bagul
Proprietor
FCS- 5578 /COP-19862
UDIN: F005578D001046411

Place: Mumbai
Dated: 26th September, 2022