

## Form No. MGT-7



Form language

English  Hindi

### Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

U63032MH1995PLC086014

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ORIX CORPORATION INDIA LIMITED	ORIX CORPORATION INDIA LIMITED
Registered office address	PLOT NO. 94, MAROL CO. OP. INDUSTRIAL ESTATE, ANDHERI KURLA ROAD, ANDHERI (EAST),NA,MUMBAI. 59.,Maharashtra,India,400059	PLOT NO. 94, MAROL CO. OP. INDUSTRIAL ESTATE, ANDHERI KURLA ROAD, ANDHERI (EAST),NA,MUMBAI. 59.,Maharashtra,India,400059
Latitude details	19.1105732	19.1105732
Longitude details	72.8835568	72.8835568

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Images.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*3P

(c) \*e-mail ID of the company

\*\*\*\*\*andhi@orixindia.com

(d) \*Telephone number with STD code

02\*\*\*\*\*00

(e) Website

www.orixindia.com

iv \*Date of Incorporation (DD/MM/YYYY)

02/03/1995

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West, ),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

22/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Administrative and support service activities	82	Office administrative, office support and other business support activities	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U74900MH2006PLC163937		ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED	Subsidiary	100
2		0104-01-006942	ORIX Corporation	Holding	99.99

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
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Total number of equity shares	180000000.00	152996498.00	152996498.00	152996498.00
Total amount of equity shares (in rupees)	1800000000.00	1529964980.00	1529964980.00	1529964980.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	180000000	152996498	152996498	152996498
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	1800000000	1529964980	1529964980	1529964980

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	10000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	100000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
PREFERENCE				
Number of preference shares	10000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees )	100000000	0.00	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	4005	127992493	127996498.00	1279964980	1279964980	
<b>Increase during the year</b>	0.00	25000000.00	25000000.00	250000000.00	250000000.00	2750000000.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	25000000	25000000.00	250000000	250000000	2750000000
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00			

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>At the end of the year</b>	4005.00	152992493.00	152996498.00	1529964980.00	1529964980.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify						
<input type="text" value="0"/>	0	0	0.00	0		
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
<input type="text" value="0"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

11221744133

ii \* Net worth of the Company

9208214429

**VI SHARE HOLDING PATTERN**

**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	152989998	100.00	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	152989998.00	100	0.00	0

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4000	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 20px;">IL&amp;FS EWT</div>	2500	0.00	0	0.00
	<b>Total</b>	6500.00	0	0.00	0

Total number of shareholders (other than promoters)

2

Total number of shareholders (Promoters + Public/Other than promoters)

9.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	1
3	Individual - Transgender	0
4	Other than individuals	8
	<b>Total</b>	9.00

**C Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year

Promoters	7	7
Members (other than promoters)	2	2
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	1	4	1	4	0	0
<b>B Non-Promoter</b>	0	3	1	3	0.00	0.00
i Non-Independent	0	1	1	1	0	0
ii Independent	0	2	0	2	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
<b>Total</b>	1	7	2	7	0.00	0.00

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

### B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)

MEETA SAGAR SANGHVI	08065804	Director	0	
YOSHIKI MATSUOKA	08141800	Director	1	05/12/2025
TAKEHIRO ONISHI	09019630	Director	0	19/11/2025
TAKASHI YAMASAKI	09238975	Whole-time director	0	
VIVEK WADHERA	00081154	Managing Director	1	
VIVEK WADHERA	AAOPW1389C	CEO	1	
JAY NIRANJAN GANDHI	AFBPG4135N	Company Secretary	1	
ANAND SHYAM BARUA	02274609	Director	0	
RISHI SETHI	03531241	Director	0	
NAOYUKI YUASA	10830951	Director	0	
HIROOMI MORISHITA	10420406	Director	0	
MAHESH RIKHABCHAND PAREKH	AKXPP8707A	CFO	0	

B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
VIVEK WADHERA	00081154	Additional Director	02/04/2024	Appointment
VIVEK WADHERA	00081154	Managing Director	27/08/2024	Change in designation
HIROOMI MORISHITA	10420406	Director	27/08/2024	Change in designation
VIVEK WADHERA	00081154	CEO	20/09/2024	Appointment
SHINGEN MATSUO	09685164	Director	05/12/2024	Cessation
NAOYUKI YUASA	10830951	Additional Director	05/12/2024	Appointment
NAOYUKI YUASA	10830951	Director	13/03/2025	Change in designation
ABHAY KAKKAR	06659327	Director	09/03/2025	Cessation

NAGESH VIJAYNATH DUBEY	06967617	Director	09/03/2025	Cessation
ANAND SHYAM BARUA	02274609	Additional Director	09/03/2025	Appointment
ANAND SHYAM BARUA	02274609	Director	13/03/2025	Change in designation
RISHI SETHI	03531241	Additional Director	09/03/2025	Appointment
RISHI SETHI	03531241	Director	13/03/2025	Change in designation

## IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

\*Number of meetings held

3

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/08/2024	9	7	99.99
Extraordinary General Meeting	27/09/2024	9	7	99.99
Extraordinary General Meeting	13/03/2025	9	7	99.99

### B BOARD MEETINGS

\*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/06/2024	9	9	100
2	31/07/2024	9	9	100
3	20/09/2024	9	9	100

4	04/12/2024	9	8	88.89
5	25/02/2025	9	9	100
6	13/03/2025	9	8	88.89

### C COMMITTEE MEETINGS

Number of meetings held

23

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	26/06/2024	3	3	100
2	Audit Committee Meeting	26/07/2024	3	3	100
3	Audit Committee Meeting	24/10/2024	3	3	100
4	Audit Committee Meeting	28/01/2025	3	3	100
5	Audit Committee Meeting	07/03/2025	3	3	100
6	Nomination and Remuneration Committee Meeting	16/05/2024	4	4	100
7	Nomination and Remuneration Committee Meeting	13/09/2024	4	4	100
8	Nomination and Remuneration Committee Meeting	25/11/2024	4	4	100
9	Treasury & ALM Committee Meeting	23/04/2024	3	3	100
10	Treasury & ALM Committee Meeting	08/05/2024	3	3	100
11	Treasury & ALM Committee Meeting	21/06/2024	3	3	100
12	Treasury & ALM Committee Meeting	02/08/2024	3	3	100
13	Treasury & ALM Committee Meeting	20/09/2024	3	3	100
14	Treasury & ALM Committee Meeting	23/10/2024	3	3	100

15	Treasury & ALM Committee Meeting	19/11/2024	3	3	100
16	Treasury & ALM Committee Meeting	23/12/2024	3	3	100
17	Treasury & ALM Committee Meeting	30/01/2025	3	3	100
18	Treasury & ALM Committee Meeting	26/03/2025	3	3	100
19	Risk Management Committee Meeting	06/06/2024	3	3	100
20	Risk Management Committee Meeting	23/10/2024	3	3	100
21	Risk Management Committee Meeting	26/02/2025	4	4	100
22	Risk Management Committee Meeting	26/03/2025	4	4	100
23	Corporate Social Responsibility Committee Meeting	25/02/2025	3	3	100

#### D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on  22/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MEETA SAGAR SANGHVI	6	6	100	0	0	0	Yes
2	YOSHIKI MATSUOKA	6	6	100	0	0	0	No
3	TAKASHI YAMASAKI	6	6	100	18	18	100	Yes
4	TAKEHIRO ONISHI	6	5	83	22	22	100	No
5	VIVEK WADHERA	6	6	100	15	15	100	Yes
6	ANAND SHYAM BARUA	1	1	100	0	0	0	Yes
7	RISHI SETHI	1	1	100	0	0	0	Yes
8	NAOYUKI YUASA	1	1	100	0	0	0	Yes

9	HIROOMI MORISHITA	6	6	100	0	0	0	Yes
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**X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Takashi Yamasaki	Whole-time director	5552221	0	0	2886915	8439136.00
2	Vivek Wadhwa	Managing Director	38379929	0	0	13912367	52292296.00
	<b>Total</b>		43932150.00	0.00	0.00	16799282.00	60731432.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mahesh Parekh	CFO	7925255	0	0	39600	7964855.00
2	Jay Niranjn Gandhi	Company Secretary	8397196	0	0	223582	8620778.00
	<b>Total</b>		16322451.00	0.00	0.00	263182.00	16585633.00

C \*Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mr. Abhay Kakkar	Director	0	0	0	690000	690000.00
2	Mr. Nagesh Dubey	Director	0	0	0	655000	655000.00
3	Mr. Anand Barua	Director	0	0	0	75000	75000.00
4	Mr. Rishi Sethi	Director	0	0	0	75000	75000.00
	<b>Total</b>		0.00	0.00	0.00	1495000.00	1495000.00

**XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B If No, give reasons/observations

**XII PENALTY AND PUNISHMENT – DETAILS THEREOF**

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

**XIII Details of Shareholder / Debenture holder**

Number of shareholder/ debenture holder 

9

**XIV Attachments**

(a) List of share holders, debenture holders 

Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any

Shareholding Pattern-OCIL-  
31-03-2025.pdf  
MGT\_8\_Certificate -ORIX  
CORPORATION\_13.12.2025.pdf

#### **XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### **I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of ORIX CORPORATION INDIA LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

Anil Vasant Mayekar

Date (DD/MM/YYYY)

13/12/2025

Place

Mumbai

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

2\*2\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

16040

\*(b) Name of the Designated Person

JAY NIRANJAN GANDHI

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\*  dated\*  
(DD/MM/YYYY)  to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*0\*1\*5\*

**\*To be digitally signed by**

Company Secretary  Company secretary in practice

\*Whether associate or fellow:

Associate  Fellow

Membership number

1\*0\*0

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB9769903

eForm filing date (DD/MM/YYYY)

17/12/2025

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



## Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **ORIX CORPORATION INDIA LIMITED (Formerly known as ORIX Auto Infrastructure Services Limited) bearing CIN No - U63032MH1995PLC086014 ("the Company")** as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2025 ("the financial year")**, In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed thereof;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies as may be applicable, were filed within the prescribed time. The Company had filed fresh E-form MR-2 with the Central Government. However, the company was not required to file any forms and returns with the Tribunal, Court or other authorities;
  4. calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute books/ registers maintained for the purpose and the same have been signed; The company has not passed any resolution by postal ballot;
  5. no closure of Register of Members / Security holders, as the same was not applicable;
  6. no advances/loans were given to its directors and/or persons or firms or companies referred in section 185 of the Act;
  7. contracts/arrangements with related parties as specified in section 188 of the Act and in Ordinary Course of Business and Arm's Length Basis as confirmed by Management;

8. the Company issued and allotted 25,000,000 Equity Shares of Rs. 10 each at a premium of Rs. 110 per share on preferential basis to ORIX Corporation, (ORIX), the Holding Company, resulting in an increase of the issued, subscribed and paid-up share capital from Rs. 1,279,964,980 to Rs. 1,529,964,980.
9. the Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. there was no declaration/ payment of dividend. There was no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointment/ resignation/ disclosures of the Directors, Key Managerial Personnel of the Company and the remuneration paid to them. There were no instances of retirement/ filling up casual vacancy of Director and Key Managerial Personnel;
13. M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Registration No. 101049W/E300004) are the Statutory Auditors of the Company for the period of five years from the conclusion of the 26th Annual General Meeting (AGM) held on September 28, 2021, until the conclusion of the 31st AGM of the Company to be held in the year 2026. There was no appointment or casual vacancy of auditors during the year;
14. there were no approvals required to be taken from the Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act. However, the Company had filed fresh E-form MR-2 for approval of the Central Government for appointment of Whole-time Director.
15. the company has neither accepted nor renewed or repaid any deposits,
16. no borrowings from its directors, members, public financial institutions, and others however there were borrowing from the banks. During the financial year, there was no creation/ modification/satisfaction of charges by the Company;
17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act wherever applicable were duly complied by the Company;
18. There was alteration of the provisions of the Memorandum and/or Articles of Association of the Company. *The name of the Company was changed from ORIX Auto Infrastructure Services Limited to ORIX Corporation India Limited with effect from 15th November, 2024 accordingly approval for alteration of Memorandum of Association and Article of Association for the name change of the company was carried out.*

This Certificate is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this Certificate.

**For Mayekar & Associates  
Company Secretaries  
Firm U.I.N - P2005MH007400**

ANIL VASANT MAYEKAR  
Digitally signed by  
ANIL VASANT  
MAYEKAR  
Date: 2025.12.13  
11:13:33 +05'30'

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**Anil Vasant Mayekar  
Partner  
F.C.S – 2071  
C.O.P – 2427**

**Date: 13/12/2025  
Place: Mumbai  
U.D.I.N – F002071G002390358**

## Annexure A

**To,  
The Members,  
ORIX CORPORATION INDIA LIMITED  
(CIN - U63032MH1995PLC086014)**

Our Certificate in Form MGT – 8 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our verification.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Certificate in Form MGT – 8 is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Mayekar & Associates  
Company Secretaries  
Firm U.I.N - P2005MH007400**

ANIL VASANT MAYEKAR  
Digitally signed by ANIL VASANT MAYEKAR  
Date: 2025.12.13 11:13:59 +05'30'

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**Anil Vasant Mayekar  
Partner  
F.C.S – 2071  
C.O.P – 2427**

**Date: 13/12/2025  
Place: Mumbai  
U.D.I.N - F002071G002390358**