



**ORIX Leasing & Financial Services India Limited** (formerly known as OAS Auto Financial Services Limited)  
(A Subsidiary of 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 2859 5093 / 6707 0100 • **Fax:** +91 22 2852 8549 • **Email:** info@orixindia.com • www.orixindia.com • **CIN:** U74900MH2006PLC163937

**NOTICE is hereby given that the Tenth Annual General Meeting of ORIX Leasing & Financial Services India Limited to be held on Friday, July 29, 2016 at 2:30 p.m. at the Registered Office of the Company at Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 to transact the following business:**

**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors' thereon.
- (2) To appoint a Director in place of Mr. Takehisa Kaneda (DIN 07082839), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
- (3) **Re-appointment of Statutory Auditors:**

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and is hereby re-appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifteenth AGM of the Company (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors or Audit Committee thereof of the Company and the Statutory Auditors.”

**SPECIAL BUSINESS:**

- (4) **Appointment of Mr. Akihiro Azuma as Director:**

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Akihiro Azuma (DIN 07510869) who was appointed as an Additional Director of the Company in the Board Meeting held on June 29, 2016 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

(5) **Appointment of Mr. Akihiro Azuma as a Whole-Time Director :**

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 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 subject to the approval of the Central Government, if required, approval of the Company be and is hereby accorded for appointment of Mr. Akihiro Azuma as Whole Time Director of the Company with effect from June 29, 2016 to March 29, 2019 .”

**“RESOLVED FURTHER THAT** approval of the Company be and is hereby accorded for payment of remuneration to Mr. Akihiro Azuma, Whole-Time Director of the Company for the financial year 2016-2017 upto Rs. 11,500,000/- per annum on a Cost to Company basis with an annual increment from April 1, 2017 onwards at a maximum rate of 20% over the last drawn remuneration, for the remaining period of his appointment, as may be decided by the Board of Directors or Nomination and Remuneration Committee (the Committee).”

**“RESOLVED FURTHER THAT** 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.”

**“RESOLVED FURTHER THAT** the Board of Directors or the Committee be and is hereby authorised to vary or increase the remuneration including perquisites, benefits and amenities, from time to time, to the extent the Board of Directors / Committee may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 or as stated above.”

**“RESOLVED FURTHER THAT** 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.”

**“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. Akihiro Azuma remuneration including perquisites, benefits and amenities as per the ceiling laid down in Schedule V of the Companies Act, 2013 or as stated above, as may be decided by the Board and / or Committee.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary be and is hereby authorised to settle any question, difficulty or doubt, that may arise in relation to appointment of Mr. Akihiro Azuma 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 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 as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

By Order of the Board of Directors  
For **ORIX Leasing & Financial Services India Limited**



**Shuchi Singhvi**  
**Company Secretary**

Regd. Office:

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

Date : June 29, 2016  
Place : Mumbai

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

- (2) 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.
- (3) Electronic copy of the Annual Report 2016 is being sent to the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2016 is being sent in the permitted mode.
- (4) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

Resolution No. 4:

- (1) At the meeting of the Board of Directors held on June 29, 2016, Mr. Akihiro Azuma was appointed as an Additional Director of the Company and he holds the office as such upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013(Act) read with the Articles of Association of the Company.
- (2) Pursuant to Section 160 of the Act, the Company has received notice from a member, together with requisite deposit of Rs. 1,00,000/- signifying his intention to propose Mr. Akihiro Azuma as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) Mr. Akihiro Azuma is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.
- (4) The Directors recommends appointment of Mr. Akihiro Azuma as a Director. None of the Directors and KMPs of the Company including their relatives, except Mr. Akihiro Azuma, has any interest in the proposed resolution.

Resolution No. 5:

- (1) Mr. Akihiro Azuma was deputed to ORIX Leasing & Financial Services India Limited on April 4, 2016 as Vice President, Business Development and Strategy from Ultimate Holding Company, ORIX Corporation.
- (2) Mr. Akihiro Azuma was appointed as Director of the Company with effect from June 29, 2016. The proposal for appointment of Mr. Akihiro Azuma as Whole Time Director of the Company was also placed before the Nomination and Remuneration Committee and Board of Directors at their meetings held on June 29, 2016.
- (3) By virtue of his appointment as an employee of the Company and he being the Director of the Company, Mr. Akihiro Azuma became a deemed Whole Time Director and therefore the Company would need to comply with the provisions of Section 196 and 197 of the Companies Act, 2013 ('the Act') and Schedule V with regard to appointment of Whole Time Director of the Company.
- (4) The appointment of Whole Time Director would be in accordance with the Part-I and Part-II of Schedule V appended to the Act, whereas payment of remuneration to the Whole Time Director would be as per the provision of section 196, 197, 198 and Part-II of Schedule V.
- (5) Of the various conditions stipulated in Part-I of Schedule V for appointment of a person as a Whole Time Director of the Company, one of the conditions to be satisfied is that the person should be resident in India.

- (6) As per explanation provided under the said Schedule V, Resident in India included a person who has been staying in India for a 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 for :
- (a) taking up employment in India, or
  - (b) carrying on a business or a vocation in India
- (7) In view of the para 5 above, since Mr. Akihiro Azuma stay in India is less than twelve months in India, the approval of Central Government would require to be obtained.
- (8) The principal terms and conditions of Mr. Akihiro Azuma's appointment as Whole-Time Director are as follows:
- (a) Period: June 29, 2016 to March 29, 2019
  - (b) Background: Mr. Akihiro Azuma is holding a degree of Master Degree of Material Science from Tokyo Institute of Technology.
  - (c) Nature of duties:
    - (i) The Whole Time Director shall devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and including performing duties as assigned by the Board from time to time.
    - (ii) The Whole Time Director undertakes to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
  - (d) Remuneration:
    - (i) The Whole Time Director shall be entitled to a remuneration on a Cost to Company upto a maximum of Rs. 11,500,000 per annum for FY 2016-2017 with an annual increment at a maximum rate of 20% and which will be effective April 1, 2017 onwards, for the remaining period of his appointment, as may be decided by the Board and/or Nomination and Remuneration Committee.
    - (ii) In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Akihiro Azuma remuneration including perquisites, benefits and amenities as per the ceiling laid down in Schedule V of the Companies Act, 2013 or as stated above, as may be decided by the Board and / or Committee.

- (e) The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Whole Time Director, unless specifically provided otherwise.
- (f) The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board or Committee, as it may, in its discretion deem fit, within the limits for which approval of the shareholders is being sought.
- (9) Mr. Akihiro Azuma is the part of Corporate Department taking care of Business Development and Strategy and providing necessary support in the growth for Indian market. His varied experience over such long period has resulted into a wide and deep understanding of the levels of business. This enables him to drive excellence across the breadth of responsibilities.
- (10) The Directors are of the view that the appointment of Mr. Akihiro Azuma as Whole Time Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.
- (11) This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.
- (12) In compliance with the provisions of Sections 196, 197 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.
- (13) None of the Directors, except Mr. Akihiro Azuma, Key Managerial Personnel of the Company, and their relatives is in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 5 of the Notice.

By Order of the Board of Directors  
For **ORIX Leasing & Financial Services India Limited**



**Shuchi Singhvi**  
**Company Secretary**

Regd. Office:

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

Date : June 29, 2016  
Place : Mumbai



**ORIX Leasing & Financial Services India Limited**

Corporate Identification No. U74900MH2006PLC163937

Regd Off. : Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Mumbai – 400059

Form No.MGT-11

**PROXY FORM**

(Pursuant to section 105/(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member/s	
Registered Address	
E-Mail ID	
Folio No./Client ID	
DP ID	

I / We being the member(s) of \_\_\_\_\_ Equity Shares of the above named Company hereby appoint:

(1)	Name	
	Address	
	E-Mail ID	
	Signature	
		Or Failing Him
(2)	Name	
	Address	
	E-Mail ID	
	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company to be held on Friday, July 29, 2016 at 2:30 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below :



Resolution No.	Resolution	Optional	
		For	Against
<b>Ordinary Business</b>			
(1)	Adoption of Audited Financial Statements for the year ended March 31, 2016 together with Board Report and Auditors' Report thereon		
(2)	Re-appointment of Mr. Takehisa Kaneda		
(3)	Re-appointment of Statutory Auditors		
<b>Special Business</b>			
(4)	Appointment of Mr. Akihiro Azuma as Director		
(5)	Appointment of Mr. Akihiro Azuma as Whole Time Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Member \_\_\_\_\_

Signature of Proxy Holder/s \_\_\_\_\_

Affix Revenue Stamp of Rs.1/-
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**Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", **not later than 48 hours before the commencement of the AGM.**
- (2) A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

\* It is optional to put (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.