

**NOTICE is hereby given that the Eleventh Annual General Meeting of ORIX Leasing & Financial Services India Limited to be held on Friday, June 16, 2017 at 11:00 a.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, 2017 together with the Reports of the Board of Directors and Auditors' thereon.
- (2) To appoint a Director in place of Mr. Harukazu Yamaguchi (DIN03535391), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
- (3) To ratify the appointment of Statutory Auditors, fix their remuneration and in this regard to consider 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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. B S R & Co., LLP, Chartered Accountants (ICAI Registration No. 101248W/W-100022), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in connection with the audit of the accounts of the Company for the financial year ending March 31, 2018.”

**SPECIAL BUSINESS:****(4) Appointment of Mr. Rajeev Lochan Seth as Director (Independent):**

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 Sections 150(2) read with section 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act, Relevant Rules made under the Act including any amendments made in the Act and Rules, Mr. Rajeev Lochan Seth (DIN 00111866) who was appointed as an Additional Director of the Company (in terms of Section 161 of the Act) in the category of an Independent Director (in terms of provision of Section 149(4) of the Act) in the Board Meeting held on November 9, 2016 and who, in terms of Section 161 of the Act, 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 Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as a Director of the Company with effect from November 9, 2016 upto November 8, 2021.”

**(5) Appointment of Mr. Kiyokazu Ishinabe 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. Kiyokazu Ishinabe (DIN07763966) who was appointed as an Additional Director of the Company in the Board Meeting held on March 28, 2017 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, liable to retire by rotation.”

**(6) Appointment of Ms. Gouri Sawant as Woman Director:**

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

“**RESOLVED THAT** Mrs. Gouri Sawant (DIN 07748113) who was appointed as an Additional Director of the Company, in the category of Woman Director, in terms of provision of Section 149 of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force), in the Board Meeting held on March 28, 2017 and who, in terms of Section 161 of the Act, 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 Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

(7) **Increase in borrowing limits of the Company from Rs. 1,500 Crore to Rs. 2,000 Crore:**

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

**“RESOLVED THAT** in supersession of the Special Resolution adopted at the 15<sup>th</sup> Extra-ordinary General Meeting held on December 16, 2016, the consent of the members of the Company be and is hereby accorded pursuant to Section 180(1) (c) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee duly constituted by the Board) to borrow from time to time any sum or sums of monies, *inter alia*, in the form of term loan from banks, Non-Convertible Debentures (NCDs), Subordinate debts / Bonds (Tier II bonds), Commercial Papers, Perpetual Debts Instruments, External Commercial Borrowings (ECB) in foreign denominated currencies from any foreign sources/ foreign countries, Rupee denominated Bonds or in any other form / security etc. which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed and to be borrowed by the Board shall not at any time exceed Rs. 2000 Crores (Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize and execute with the banks, financial institutions, companies, firms or any other government or semi-government bodies, whether state or central, whether in India or abroad, the loan documents / agreements / deeds/ undertakings or any other documents for borrowing funds and to propose / accept any modifications to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and / or Director(s) and / or officer(s) of the Company, to give effect to this resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolutions certified to be true by anyone of the Director of the Company or the Company Secretary of the Company, be furnished to appropriate entities for their records and necessary action thereon.”

(8) **Increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 2,000 Crore to secure its borrowings:**

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

**“RESOLVED THAT** in supersession of the Special Resolution adopted at the 15<sup>th</sup> Extraordinary General Meeting held on December 16, 2016, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment, modification, variation or re-enactment thereof) to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee duly constituted by the Board), to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties and/or assets of the Company, both present and future, in such manner as deemed fit, together with power to mortgage, hypothecate and create charge over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments (“hereinafter referred as Lenders”) in such form and manner as the Board may deem fit and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and also to negotiate, finalise and execute the required documents/agreements / undertakings / indemnities / guarantees including powers of attorney in favour of Lenders or trustees to secure loans and/or the issue of debentures provided that the total amount of borrowings together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings for which the charge created or is to be created, shall not, at any time exceed Rs. 2000 Crores (Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee and / or Director(s) and / or officer(s) of the Company, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolutions certified to be true by anyone of the Director of the Company or the Company Secretary of the Company, be furnished to appropriate entities for their records and necessary action thereon.”

(9) **Authority to issue Secured Redeemable Non-Convertible Debentures:**

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 Section 71 read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as “the Rules”), Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008, as amended from time to time and other applicable laws, if any, including any statutory modification / amendments, thereto or re-enactment thereof for the time being in force, the relevant provision(s) of the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be necessary from statutory or regulatory authorities and subject to such modifications as may be prescribed while granting such approvals which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to offer/ issue/ allot up to such number of secured redeemable non-convertible debentures (NCDs) on private placement basis, to such person or persons, not exceeding fifty or as permitted under the relevant Rules in this behalf, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person/persons as the Board may decide so, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members hereof, for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only), on such terms and conditions, including issue price, tenor, etc. thereof, through issue of Private Placement Letter of Offer as the Board deems fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things, execute all such agreements, documents, instruments, applications, etc. as may be required, with powers to settle all question, difficulties or doubts that may arise in regard to the aforesaid resolution as it may deem in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

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



**Shuchi Singhvi**  
Company Secretary

Date : 18-05-2017  
Place : Mumbai



Regd. Office:

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

Date : 18-05-2017  
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 2017 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 2017 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**

**Item No. 4:**

- (1) The Board of Directors at its meeting held on November 9, 2016, appointed Mr. Rajeev Lochan Seth as an Additional, Non-Executive, Independent Director of the Company with effect from November 9, 2016 , pursuant to Section 161 of the Companies Act, 2013 (the Act).
- (2) Pursuant to provisions of Section 161of the Act, Mr. Seth holds the office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of section 160 of the Act, from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Seth for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Act.
- (3) The Company has received from Mr. Seth (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), (ii) intimation in Form DIR 8 in terms of the Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013;(iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section(6) of Section 149 of the Act; (iv) Form MBP - 1: his notice of interest in other legal entities along with the ‘list of relatives’, as per Section 184 of the Companies Act, 2013; and (v) Fit and Proper declaration: as per the Reserve Bank of India (“RBI”) Master Directions, 2016.
- (4) Brief Profile of Mr. Seth is as under :

(a)	DIN	:	00111866
(b)	Qualification	:	<ul style="list-style-type: none"> <li>• Graduated in Commerce from Delhi University in 1977</li> <li>• M.Com (Business Administration) from University of Rajasthan in 1986</li> <li>• LLB from CCS University (Formally Meerut University)</li> </ul>
(c)	Experience	:	Experience of 36 years in handling complex problems and dealing with variety of issues. Assisting Indepay Networks Private Limited an organization working on use of technology in developing alternative Banking Channels in India and abroad, Further, worked as Head of Administration Department at Citi Financial Consumer Financial India Limited.



- (5) The resolution seeks the approval of the members for the appointment of Mr. Seth as an Independent Director of the Company for a period upto November 8, 2021 pursuant to section 149(3) of Act read with the Rules made thereunder. He will not be liable to retire by rotation.
- (6) In the opinion of the Board, Mr. Seth, the Independent Director, proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of management. A copy of the letter of appointment of Mr. Seth as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of the AGM.
- (7) None of the Directors and KMPs of the Company including their relatives, except Mr. Rajeev Lochan Seth, has any interest in the proposed resolution(s).
- (8) The Board of Directors recommends the resolution as set forth in item no. 4 for the approval of the members.

#### Item No. 5:

- (1) The Board of Directors at its meeting held on March 28, 2017 appointed Mr. Kiyokazu Ishinabe as an Additional, Non-Executive, Director of the Company and that he holds the office as such upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013('the 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. Kiyokazu Ishinabe as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) The Company has received from Mr. Ishinabe (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), (ii) intimation in Form DIR 8 in terms of the Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; (iii) Form MBP - 1: his notice of interest in other legal entities along with the 'list of relatives', as per Section 184 of the Act; and (iv) Fit and Proper declaration: as per the Reserve Bank of India ("RBI") Master Directions, 2016.



(4) Brief Profile of Mr. Kiyokazu Ishinabe is as under :

(a)	DIN	:	07763966
(b)	Qualification	:	Bachelor of Economics Chartered Member of Securities Analysts Association of Japan
(c)	Experience	:	<ul style="list-style-type: none"> <li>• Looking for the special situation opportunities in Asian region since 2015</li> <li>• Executive Officer in ORIX Asset Management and Loan Services Corp from 2009 to 2014</li> <li>• Originating non-recourse loan to CRE in 2004</li> <li>• Arranging and structuring cross boarder leasing for aircrafts, locomotives, buses, telephone equipment, etc. from 1993 to 1998</li> <li>• Investment in high yield bonds, structuring commodities &amp; futures funds, and issuing bonds for ORIX's international operation from 1990 to 1993</li> <li>• Originating and servicing housing loans from 1987 to 1990</li> </ul>

(5) None of the Directors and KMPs of the Company including their relatives, except Mr. Kiyokazu Ishinabe, has any interest in the proposed resolution(s).

(6) The Board of Directors recommends the resolution as set forth in item no. 5 for the approval of the members.

Item No. 6:

- (1) The Board of Directors at its meeting held on March 28, 2017 appointed Ms. Gouri Sawant as Additional, Non-Executive, Director of the Company, in the category of Woman Director and she holds the office as such upto the date of this Annual General Meeting in terms of Section 152, 149 and 161 of the Companies Act, 2013('the 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 Ms. Gouri Sawant as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) The Company has received from Ms. Sawant (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), (ii) intimation in Form DIR 8 in terms of the Rules, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; (iii) Form MBP - 1: her notice of interest in other legal entities along with the 'list of relatives', as per Section 184 of the Act ;and (iv) Fit and Proper declaration: as per the Reserve Bank of India ("RBI") Master Directions, 2016.
- (4) Brief Profile of Ms. Gouri Sawant is as under :

(a)	DIN	:	07748113
(b)	Qualification	:	Chartered Accountant
(c)	Experience	:	Ms. Sawant has more than 8 years of experience in NBFC. She has handled audits for various Banks and other Corporates including many listed companies. She has also designed and institutionalized MIS and budgeting structure.

- (7) None of the Directors and KMPs of the Company including their relatives, except Ms. Gouri Sawant, has any interest in the proposed resolution(s).
- (8) The Board of Directors recommends the resolution as set forth in item no. 6 for the approval of the members.

Item Nos. 7 and 8:

- (1) The members of the Company had granted their approval by way of special resolution in the 15<sup>th</sup> Extra-Ordinary General Meeting held on December 16, 2016 to the Board of Directors to borrow funds from banks, financial institutions including External Commercial Borrowings for an amount not exceeding Rs. 1,500 Crore (Rupees One Thousand Five Hundred Crores only) and to mortgage or create charge on all or any of the assets of the Company in favour of the banks, financial institutions, Companies, trustees and person etc. for the purpose of securing the due repayment of the monies borrowed by the Company together with the interest and other monies thereon.
- (2) As per the provisions of Section 180(1) (c) and 180(1) (a), respectively, of the Companies Act, 2013 (' the Act'), the Board of Directors of a Company shall not:
  - (a) borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business; or
  - (b) sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking; without the consent of the members of the Company accorded at the General Meeting by means of a 'Special Resolution'.
- (3) For the purpose of funding its lending business operations, the Company raises resources, inter-alia, by borrowing monies from time to time from various persons, firms, bodies corporate, banks, financial institutions, etc. and these borrowings are inter-alia secured by mortgage of immovable properties, hypothecation of movable properties, promissory notes etc. on the assets and properties of the Company. The creation of charge on the assets of the Company may result into disposal of undertaking as defined in the explanation to Section 180(1) (a) of the Act.
- (4) In view of growth expected in the financial services business of the Company, it is proposed to increase the borrowing limits of the Company from present Rs. 1,500 crore to Rs. 2,000 Crore by passing the resolution proposed under item no. 7 as a special resolution. Further, in order to provide security to such borrowings by way of mortgage or creating charge on the assets of the Company, resolution under item no. 8 is proposed to be passed as a special resolution.
- (5) Accordingly, the Board of Directors recommends passing of the Special Resolutions as set out under item nos. 7 and 8 of this Notice.
- (6) None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 9:

- (1) The Company had issued Secured Redeemable Non-Convertible Debentures (“NCDs”) on private placement basis ,amounting to Rs. 320 Crores, after receiving necessary approvals from the shareholders of the Company as well as from the ultimate holding Company i.e. ORIX Corporation (Japan).
- (2) Your Directors are of the view that the Company borrowing money through debentures is comparatively cheaper than the bank borrowings and therefore it would be appropriate to increase the borrowings through issuance of debentures / bonds for the Company’s increasing demand of funds requirements to support the business growth.
- (3) The Board of Directors of the Company are again contemplating the feasibility of borrowing money through the issue of NCDs, for an amount not exceeding Rs. 1,000/- (Rupees One Thousand Crores only) on a private placement basis, in one or more tranches.
- (4) As per section 42 of the Act read with Rule No.14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or inviting an offer to subscribe to NCDs on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a special resolution can be obtained once a year for all the offers and invitations for such NCDs during the year.
- (5) Accordingly, the approval of the Members is being sought by way of a Special Resolution under section 42 and other applicable provisions, if any, of the Act read with Rules framed thereunder as set out in resolution proposed in item no. 9 appended to this Notice.
- (6) None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. The Directors recommend the resolution as stated in item no. 9 of the Notice for approval of the Members by way of a Special Resolution.

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 : 18-05-2017

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 11<sup>th</sup> Annual General Meeting of the Company to be held on Friday, June 16, 2017 at 11:00 a.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(s)	Optional	
		For	Against
<b>Ordinary Businesses:</b>			
(1)	Adoption of Audited Financial Statements for the year ended March 31, 2017 together with Board Report and Auditors' Report thereon		
(2)	Re-appointment of Mr. Harukazu Yamaguchi		
(3)	Ratification of Statutory Auditors		
<b>Special Businesses:</b>			
(4)	Appointment of Mr. Rajeev L Seth as Director		
(5)	Appointment of Mr. Kiyokazu Ishinabe as Director		
(6)	Appointment of Ms. Gouri Sawant as Director		
(7)	Increase in borrowing limits of the Company from Rs. 1,500 Crore to Rs. 2,000 Crore		
(8)	Increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 2,000 Crore to secure its borrowings		
(9)	Authority to issue Secured Redeemable Non-Convertible Debentures		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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

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

Affix  
Revenue  
Stamp of  
Rs.1/-

**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.



## 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

Tel.: +91 22 67070100 \* Fax: +91 22 28528549 \* E-mail: [info@orixindia.com](mailto:info@orixindia.com) \* [www.orixindia.com](http://www.orixindia.com)

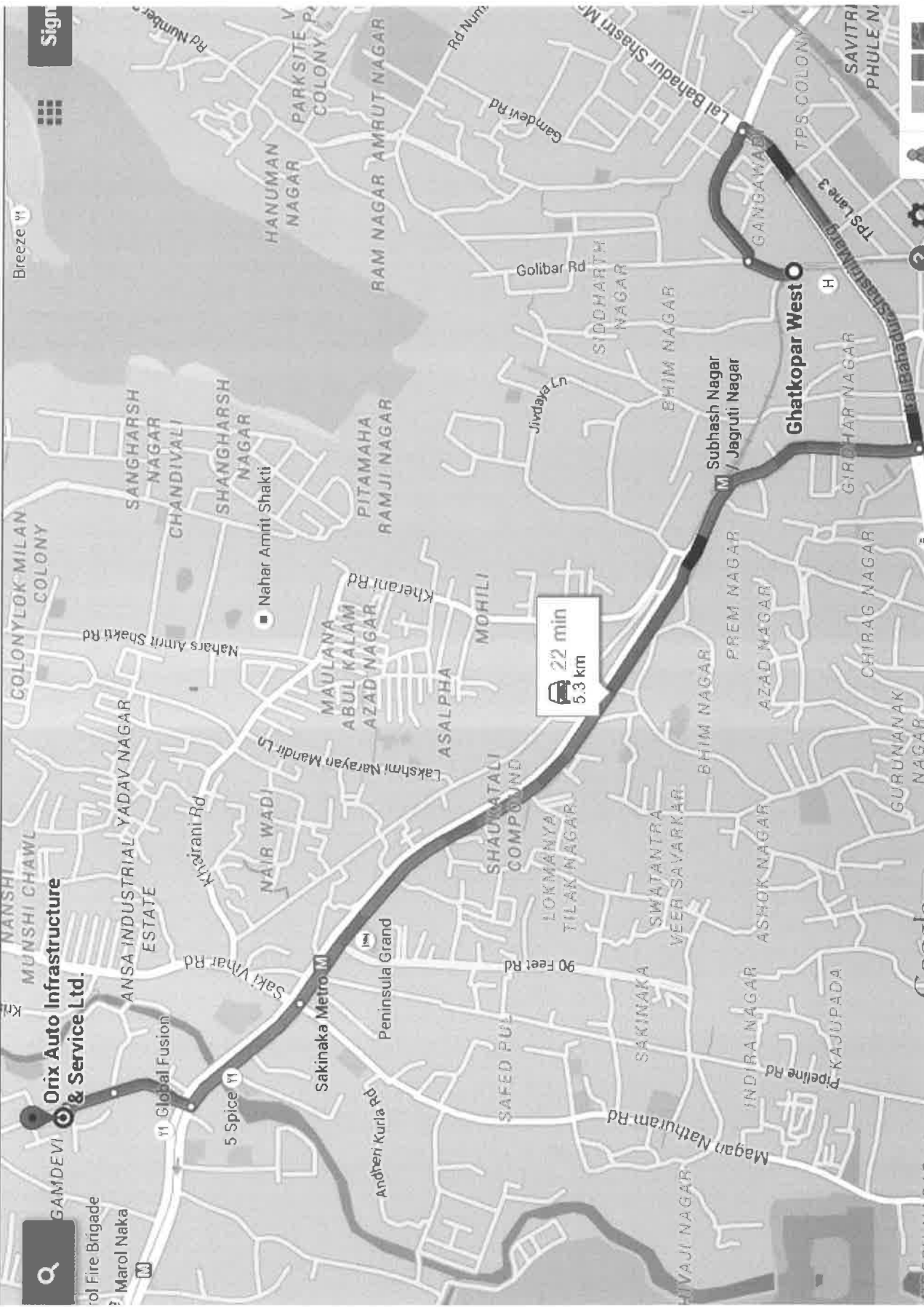
### Attendance Slip

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

(1)	Name(s) of Member(s) including joint holder, if any (in Block Letter(s))	:	
(2)	Registered Address of the Sole/First named Member	:	
(3)	Name of Proxy Holder	:	
(4)	Registered Folio No./* DP ID No. and Client ID No.	:	
(5)	Number of Shares held	:	

I/we hereby record my/our presence at the 11<sup>th</sup> Annual General Meeting of the Members of ORIX Leasing & Financial Services India Limited on Friday, June 16, 2017 at 11:00 a.m. at the Registered Office of the Company.

\_\_\_\_\_  
Signature of Member / Proxy



Sign



GAMDEVI

Ornix Auto Infrastructure & Service Ltd.

22 min  
5.3 km

Google

