

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 8649 • Email: info@orixindia.com • www.orixindia.com • CIN:U74900MH2006PLC 163937

NOTICE is hereby given that the Fifteenth Annual General Meeting (AGM) of ORIX Leasing & Financial Services India Limited will be held on Tuesday, September 28, 2021 at 11:00 a.m IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESSES:

- (1) **To consider and adopt the Audited 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.**

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and the Auditor’s thereon as circulated to the Members be and are hereby considered and adopted.”

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary be and is hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

- (2) **To re-appoint Mr. Ryohei Suzuki (08218888) 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.**

“**RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions, if any, of the of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 all other applicable rules, regulations, guidelines and laws (including any amendments thereto or re-enactments thereof for the time being in force) Mr. Ryohei Suzuki (08218888)) who retires by rotation and, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary be and is hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

- (3) **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.**

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and RBI Circular no. RBI/2021-22/25 Ref No. DOS.CO.ARG/ SEC.01/ 08.91.001/ 2021-22 dated April 27, 2021, M/s. Dass Gupta & Associates, Chartered Accountants, (Registration No. 000112N) be and are hereby appointed as Statutory Auditors of the Company to hold office for the period of three

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years from the conclusion of the 15th AGM until the conclusion of the 18th AGM of the Company to be held in the year 2024 on such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary, be and is hereby authorised to do all such acts, things and deeds and to take such incidental steps as may be necessary in connection with the above resolution including intimation to the auditors, Reserve Bank of India and filing of necessary form with Registrar of Companies as may be applicable.”

SPECIAL BUSINESSES:

- (4) **To appoint Mr. Shin Hamada (DIN:09100127) as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shin Hamada (DIN:09100127) who was appointed as an Additional Non-Executive Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary be and is hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

- (5) **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 an Ordinary Resolution :**

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Takashi Yamasaki (DIN 09238975) who was appointed as an Additional Non-Executive Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company

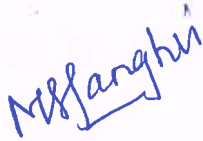
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RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary be and is hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

By Order of the Board of Directors

For **ORIX Leasing & Financial Services India Limited**



Meeta Sanghvi
Company Secretary and Compliance Officer

Regd. Office:

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

Date : **July 29, 2021**
Place : **Mumbai**

Notes:

- (1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 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 AGM through video Conferencing (VC) / other audio video means (OAVM) until December 31, 2021, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is proposed to be held through VC / OAVM. However, the deemed venue for the AGM shall be the Registered Office of the Company.
- (2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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- (3) 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.
- (4) Corporate Member intending to send their authorized representatives are requested to send scanned copy (PDF/JPG Format) of a duly certified copy of the Board Resolution/ Authorization etc. authorizing their representative/(s) to attend and vote at the Annual General Meeting through VC / OAVM on its behalf.
- (5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (7) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 27, 2021 through email on info@orixindia.com. The same will be replied by the Company suitably.
- (8) In compliance with the aforesaid MCA Circulars, the Electronic copy of the Annual Report 2020-2021 is being sent to the members whose email IDs are registered with the Company/Depositories for communication purposes. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.orixindia.com.
- (9) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of this AGM. Members seeking to inspect such documents can send an email to info@orixindia.com.
- (10) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (11) Instructions for joining the AGM are as follows:
 - (a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at https://teams.microsoft.com/l/meetup-join/19%3ameeting_YzEzYjY4MDctZWViYS00NDA2LTk1NzMtNjZlMTFkOGFhZjly%40thead.v2/0?context=%7b%22Tid%22%3a%22f45010b2-1259-4e62-a339-3527fdafea9f%22%2c%22Oid%22%3a%22b25ef944-7882-468f-ac79-34cfb59985f6%22%7d
 - (b) Members are requested to follow the procedure given below:

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- (i) Launch internet browser (Chrome/Firefox/Safari) and paste the link as mentioned above in the URL.
 - (ii) Enter your name and click on Join Button.
 - (iii) Click on Camera Icon (to start your camera) and Mike icon (to unmute yourself).
- (c) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- (d) For voting by poll, the Members can cast their vote on the resolutions in Form MGT-12 enclosed as Annexure-1 to this notice and sending by email at meeta.sanghvi@orixindia.com, and / or avinash.bagul1959@gmail.com through their email address registered with the Company. Mr. Avinash Bagul Practising Company secretary would be a Scrutinizer, since voting at the meeting will be conducted by poll.
- (e) Members who need assistance before or during the AGM, can contact Mr. Rajan Desai, IT Team on info@orixindia.com or call at 98202 82706.

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

Item No.2:

In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Ryohei Suzuki (08218888), Director of the Company (DIN: 03535391) who retires by rotation, and being eligible, offers himself for re-appointment, to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013. The brief profile of Mr. Ryohei Suzuki pursuant to applicable provisions of Secretarial Standards-2 as issued by the Institute of Company Secretaries of India is provided below:

Name of the Director and DIN*	Mr. Ryohei Suzuki (DIN: 08218888)
Date of Birth	01-05-1972
Nationality	Japanese
Date of Appointment on the Board	19-09-2018
Shares held in the Company as on date	Nil
Qualification/s	Graduate in Economics and Politics from Waseda University, Japan.
Experience and Expertise in specific functional area	Mr. Suzuki has overall experience of more than 24 years in the field of Financial Markets. He is the part of Corporate Department taking care of Business Development and Strategy and providing necessary support in the growth for Indian market.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ryohei Suzuki, who was appointed as a Director at the 13 th Annual General Meeting held on June 27, 2019, is liable to retire by rotation.
Directorships held in other companies	ORIX Auto Infrastructure Services Limited
Member/ Chairman of the Committees of Board/ other Companies	<u>ORIX Auto Infrastructure Services Limited:</u> (a) Corporate Social Responsibility Committee- Chairman (b) Risk Management Committee - Chairman (c) Treasury and Asset Liability Management Committee- Chairman

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	<p>(d) Nomination and Remuneration Committee-Member (e) Executive Committee – Member</p> <p><u>ORIX Leasing & Financial Services India Ltd.:</u></p> <p>(a) Corporate Social Responsibility Committee- Chairman (b) Risk Management Committee - Chairman (c) Treasury and Asset Liability Management Committee- Chairman (d) Nomination and Remuneration Committee-Member (e) Executive Committee – Member (f) IT Strategy Committee – Member (g) IT Steering Committee – Member</p>
Number of Meetings of the Board attended during the Financial Year 2020-2021	5
Relationship with other Director, Manager & KMP	Nil

Item No.3:

- (1) KPMG group has been the statutory auditors of the Company since 2012-13. As per Section 139(2) of the Act and Rule 5 of the Companies (Audit and Auditors), Rule, 2014, no listed company or a company belonging to following classes, shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.
- (a) all unlisted public companies having paid up share capital of rupees ten crore or more;
 - (b) all private limited companies having paid up share capital of rupees fifty crore or more;
 - (c) all companies having paid up share capital of below threshold limit mentioned in (a) and (b) above, but having public borrowings from financial institutions, banks or public deposits of rupees fifty crores or more.
- (2) M/s. B S R & Co. LLP, Chartered Accountants, (Registration No. 101248W/W-100022), part of KPMG Group were appointed as Statutory Auditors of the Company in the 10th Annual General Meeting of the Company held on 29.07.2016 for the period of 5 years i.e. from the conclusion of the 10th Annual General Meeting (AGM) until the conclusion of the 15th AGM of the Company.

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- (3) Hence, the term of office of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors would expire in this AGM of the Company and they will not be eligible for re-appointment. Hence, the Company will have to appoint new audit firm as Statutory Auditors of the Company from FY: 2021-22 onwards.
- (4) As per provisions of Section 139(1) of the Companies Act, 2013 every Company shall, at the first Annual General Meeting (AGM), appoint an individual or a firm as an Auditor who shall hold the office from the conclusion of that meeting till the conclusion of its Sixth AGM and thereafter conclusion of every Sixth Meeting. Further as per Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the auditor appointed in the AGM shall hold office from the conclusion of that meeting till the conclusion of the sixth AGM.
- (5) RBI has issued guidelines for appointment of statutory auditors for NBFCs vide their circular no. RBI/2021-22/25 Ref No. DOS.CO.ARG/ SEC.01/ 08.91.001/ 2021-22 dated April 27, 2021 ("RBI Circular/Guidelines"). This Guidelines will be applicable to NBFCs for appointment of Statutory Auditors from FY 2021-22 onwards, though flexibility to adopt these guidelines from second half of FY 2021-22 is provided in order to ensure no disruption.
- (6) However, since the Company is appointing the statutory Auditors for 2021-22 and onwards, it is suggested to appoint them in compliance with the Guidelines.
- (7) As per the RBI Circular:
 - (a) The Company is required to appoint minimum 1 statutory auditor for the continuous tenure of three years, subject to the firms satisfying the eligibility norms each year.
 - (b) The Statutory Auditor proposed to be appointed shall be fulfilling the eligibility norms as prescribed in the RBI Circular.
 - (c) The Audit Committee of the Board shall monitor and assess the independence of the auditors and conflict of interest position in terms of relevant regulatory provisions, standards and best practices.
 - (d) The audit fees for SCAs/SAs of all the Entities shall be reasonable and commensurate with the scope and coverage of audit, size and spread of assets, accounting and administrative units, complexity of transactions, level of computerization, identified risks in financial reporting, etc.
- (8) In compliance with the RBI circular no. RBI/2021-22/25 Ref No. DOS.CO.ARG/ SEC.01/ 08.91.001/ 2021-22 dated April 27, 2021 ("RBI Circular") and Companies Act, 2013, the Company has-
 - (a) obtained the certificate along with relevant information from M/s. Dass Gupta & Associates, Chartered Accountants as per Form B of RBI Circular to the effect that the audit firm complies with all the eligibility norms prescribed by RBI; and

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- (b) in accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 has received consent and eligibility certificate M/s. Dass Gupta & Associates, Chartered Accountants to the effect that, their appointment, if made, would be in compliance with the applicable laws.
- (9) In view of the above and based on recommendations of the Audit Committee, the Board of Directors at their meeting held on July 29, 2021 have approved the appointment of M/s. Dass Gupta & Associates, Chartered Accountants, having registration no. 000112N, as Statutory Auditors of the Company to hold office for the period of 3 years i.e. from the conclusion of the 15th AGM until the conclusion of the forthcoming 18th AGM of the Company. The appointment is subject to approval of the shareholders of the Company.
- (10) The Audit fees recommended for FY 2021-22 for appointment of M/s. Dass Gupta & Associates, Chartered Accountants as Statutory Auditors is as below:

Sr. No	Particulars	Amount (in Rs.)
1.	Statutory audit	9,00,000
2.	Limited Review of financials, if applicable and required*	7,50,000
	Total	16,50,000

* This would not be required to be paid since the Company does not have any listed debentures presently. However, will seek approval of Board, in case it is required in future.

Note: The cost per statutory auditor certificate for OLFS will be Rs.40,000.

- (11) The remuneration to be paid to Statutory Auditors during the second term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.
- (12) The Board of Directors recommends the resolution as set forth in Item no. 3 for the approval of the members.

Item No. 4:

- (1) On recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on June 30, 2021 appointed Mr. Shin Hamada 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, signifying his intention to propose Mr. Shin Hamada as candidate for the office of Director of the Company, liable to retire by rotation.

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(3) The Company has received from Mr. Hamada (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. Shin Hamada is as under :

Name of the Director and DIN	Mr. Shin Hamada (DIN: 09100127)
Date of Birth	10-08-1974
Nationality	Japanese
Date of Appointment on the Board	30-06-2021
Shares held in the Company as on date	Nil
Qualification/s	Bachelor of Arts in Economics , Rikkyo University
Experience and Expertise in specific functional area	<p>Mr. Hamada has been associated with ORIX since April 1997 having worked at various senior positions in ORIX Group entities.</p> <p>He was Senior General Manager of PT. ORIX Indonesia Finance from October 2005 to April 2012. He was appointed as Director & Chief Representative in Vietnam and Investment Director in Singapore of ORIX Investment and Management Pte Ltd, Vietnam and Singapore, was responsible for PE investment opportunities in Singapore, Malaysia, Indonesia and Vietnam. From May 2014- May 2017, as part of ORIX Investment and Operation HQ, helped in making new business plan and built new management team and introduced new corporate governance structure, helped in integration of Treasury, Compliance, Operations with ORIX HQ. He was appointed as Vice President Director in PT. Sinar Mitra Sepadan Finance from April 2017 to March 2019 and performed business</p>

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	turn-around in SMS Finance. From April 2019 to currently being part of Global Business Group of ORIX Corporation, is responsible for subsidiaries in Australia, Thailand and India and is involved in internal control and compliance of overseas operations and subsidiaries under Global Business Group. Also, is in charge of recruitment, employment and remuneration of local management
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shin Hamada is proposed to be appointed as Director of the Company.
Directorships held in other companies	ORIX Auto Infrastructure Services Limited
Member/ Chairman of the Committees of Board/ other Companies	Nil
Number of Meetings of the Board attended during the Financial Year 2020-2021	Not Applicable
Relationship with other Director, Manager & KMP	Nil

- (5) None of the Directors and KMPs of the Company including their relatives, except Mr. Shin Hamada, has any interest in the proposed resolution(s).
- (6) The Board of Directors recommends the resolution as set forth in Item no. 4 for the approval of the members.

Item No. 5:

- (1) On recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on July 29, 2021 appointed Mr. Takashi Yamasaki (DIN: 09238975) as an Additional, Non-Executive, Director of the Company and that he holds the office as such up to 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.

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- (2) Pursuant to Section 160 of the Act, the Company has received notice from a member, signifying his intention to propose Mr. Takashi Yamasaki (DIN: 09238975) as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) The Company has received from Mr. Yamasaki (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. Takashi Yamasaki is as under:

Name of the Director and DIN	Mr. Takashi Yamasaki (DIN: 09238975)
Date of Birth	17-01-1986
Nationality	Japanese
Date of Appointment on the Board	29-07-2021
Shares held in the Company as on date	Nil
Qualification/s	Bachelor of Science in Business Administration, University of Maryland University College, Maryland, USA
Experience and Expertise in specific functional area	Mr Yamasaki has experience of working in the Kobelco Constriction Machinery Ltd from April 2011 to July 2015, He was responsible for procurement and sale of heavy construction equipment to Overseas companies and achieved 30% increase in clientele and high sale volume during his tenure. He joined ORIX Corporation in July 2015 and has supported in the financial services business such as Loan, Lease, Hire-Purchase and helped in strengthening relation management of over 100 clients to become top performing sales person in FY2019. Since, March 2020, he is responsible for monitoring and controlling overseas subsidiaries in India, Malaysia Singapore and Poland providing support in corporate governance and internal control. He is responsible for business planning, strategy

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	implementation and corporate administration as shareholder of the said subsidiaries. Also, appointed as supervisory board member of ORIX Polska S.A. from January 2021.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Takashi Yamasaki is proposed to be appointed as Director of the Company.
Directorships held in other companies	ORIX Polska S.A. in Liquidation ORIX Auto Infrastructure Services Ltd.
Member/ Chairman of the Committees of Board/ other Companies	Nil
Number of Meetings of the Board attended during the Financial Year 2020-2021	Not Applicable
Relationship with other Director, Manager & KMP	Nil

- (5) None of the Directors and KMPs of the Company including their relatives, except Mr. Takashi Yamasaki, 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.

By Order of the Board of Directors

For **ORIX Leasing & Financial Services India Limited**

Meeta Sanghvi



Meeta Sanghvi
Company Secretary & Compliance Officer

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

Date : July 29, 2021
Place : Mumbai

ORIX Leasing & Financial Services India Limited (formerly known as OAIS 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
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Annexure-1

FORM NO. MGT.12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **ORIX Leasing & Financial Services India Ltd.**

Registered office: **Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400059.**

BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the Audited 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			
2.	To re-appoint Mr. Ryohei Suzuki (08218888) who retires by rotation as a Director of the Company			
3.	To appoint Statutory Auditors of the Company			
4.	To appoint Mr. Shin Hamada (DIN:09100127) as Director of the Company			
5.	To appoint Mr. Takashi Yamasaki (DIN 09238975) as Director of the Company			

Place:

Date:

(Signature of the shareholder)