

ORIX Leasing & Financial Services India Limited (formerly known as OAIS Auto Financial Services Limited)
(A Subsidiary of ORIX Corporation India 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: U74900MH2006PLC 163937

NOTICE is hereby given that the **Nineteenth Annual General Meeting (AGM)** of **ORIX Leasing & Financial Services India Limited** will be held on **Monday, September 22, 2025, at 10:30 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, 2025 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, 2025 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 Directors of the Company or Company Secretary be and is hereby authorized 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 reappoint Mr. Yoshiaki Matsuoka (DIN: XXXXXXXX) 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 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. Yoshiaki Matsuoka (DIN: XXXXXXXX) 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 Directors 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,**

Sd/-

Meeta Sanghvi
Chief Compliance Officer & Company Secretary

Regd. Office:

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

Date : **August 19, 2025**
Place : **Mumbai**

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Notes:

- (1) 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, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through video Conferencing (VC) / other audio video means (OAVM) until September 30, 2025, 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.
- (3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), 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 the case of joint holders, any Member whose name appears in the Register of members of the Company will be entitled to vote at the AGM. However, if more than one of the joint holders are present, then only the person whose name stands first in the Register in respect of such share shall be entitled to vote.
- (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 21, 2025 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 2024- 2025 is being sent to the members whose email IDs are registered with the Company/Depositories for communication purposes. Members may note that the Notice 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.

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(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_NjdhMjRiZDYtMTQ0Yi00YTJjLTlkNzYtNjQ5MzJjOTE1NzVh%40thread.v2/0?context=%7b%22Tid%22%3a%22f45010b2-1259-4e62-a339-3527fdafa9f%22%2c%22Oid%22%3a%22b25ef944-7882-468f-ac79-34cfb59985f6%22%7d
- (b) Members are requested to follow the procedure given below:
 - (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.

ORIX Leasing & Financial Services India Limited (formerly known as OAS Auto Financial Services Limited)

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

Item No.2:

In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Yoshiaki Matsuoka (DIN: XXXXXXXX), Director of the Company 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. Yoshiaki Matsuoka (DIN: XXXXXXXX) 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. Yoshiaki Matsuoka (DIN: XXXXXXXX)
Age	57 years
Nationality	Japanese
Date of Appointment on the Board	07/07/2020
Shares held in the Company as on date	Nil
Qualification/s	Graduated with Bachelor's Degree in Physics, The Kwansei Gakuin University
Experience and Expertise in specific functional area	Mr. Matsuoka has more than 25 years of experience in the field of Finance. He was appointed as Senior Vice President of ORIX USA Corporation from March 2004-2007 and was responsible for arranging senior debt financing, equipment and asset financing and structured finance. Helped in expanding US client base and did acquisition financing of real estate properties and financial advisory for M&A. As head of New Business Development in 2011 in ASEAN and MENA region business of ORIX, managed selected overseas subsidiaries of ORIX as ORIX Nominee Director. During June 2019 to January 2022, he was appointed as CEO and Chairman of ORIX Corporation Europe N.V and supervised AMC business in Europe, USA and India with over Euro 300 billion AUM. Currently, as Operating Officer and Head of Global Business Group, he manages and supervises finance, investment business in South East Asia, Oceania, India, and Middle East with over USD4 Billion Assets. Leading and Managing M&A transactions and negotiation by managing project teams, overseeing and supervising DD with professional staffs. Helps in Deal sourcing and

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	marketing activities for new equity investments and M&A transactions in Asia and Europe.
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. Yoshiaki Matsuoka, Chairman of the Company who was appointed as a Director at the 25 th Annual General Meeting held on September 25, 2020, is liable to retire by rotation.
Directorships held in other companies	<ul style="list-style-type: none"> (a) ORIX Leasing Malaysia Berhad, (b) ORIX Australia Corporation Limited, (c) ORIX Corporation India Limited (Formerly known as ORIX Auto Infrastructure Services Limited), (d) ORIX Investment and Management Private Limited, (e) Thai ORIX Leasing Co., Ltd., (f) Yanal Finance Company, (g) ORIX Leasing Singapore Limited, (h) ORIX Glorious stars (SPV-AMC), Inc., (i) OMLF Servicer Corporation, (j) Bonifacio Landmark Corporation, (k) North Bonifacio Landmark Realty and Development, Inc., (l) ORIX Risingsun Properties, Incorporated, (m) ORIX Risingsun Properties II, INC., (n) PT. ORIX Indonesia Finance, (o) OLP Financial Services Pakistan Ltd (Earlier ORIX Leasing Pakistan Ltd), (p) ORIX Capital Korea, (q) ORIX Private Equity Korea, (r) OSB Saving Bank, (s) United Orient Capital Pte. Ltd., (t) PT. Sinar Mitra Sepadan Finance, (u) United Orient Capital GP Limited.
Member/ Chairman of the Committees of Board/ other Companies	<ul style="list-style-type: none"> (a) <u>United Orient Capital Fund, L.P:</u> (Member of the Investors' Committee) (b) <u>Five Arrows Principal Investments II:</u> (Member of the Investors' Committee) (c) <u>Five Arrows Principal Investments III:</u> (Member of the Investors' Committee)

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Number of Meetings of the Board attended during the Financial Year 2024-2025	7
Relationship with other Director, Manager & KMP	Nil

By Order of the Board of Directors

For **ORIX Leasing & Financial Services India Limited**,**Sd/-****Meeta Sanghvi**
Chief Compliance Officer & Company Secretary

Regd. Office:

Plot No. 94, Marol Co-operative Industrial Estate
Andheri-Kurla Road, Andheri (East)
Mumbai - 400 059**Date : August 19, 2025****Place : Mumbai**

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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, 2025 together with the Reports of the Board of Directors and Auditor's thereon as an Ordinary Resolution			
2.	To reappoint Mr. Yoshiaki Matsuoka (DIN: XXXXXXXX) who retires by rotation as a Director of the Company as an Ordinary Resolution.			

Place:

Date:

(Signature of the shareholder)