



ORIX

ORIX Leasing & Financial Services India Limited (formerly known as OASIS 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 Twelfth Annual General Meeting of ORIX Leasing & Financial Services India Limited to be held on Friday, June 15, 2018 at 11:00 a.m. at the Registered Office of the Company situated at Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 to transact the following business:

ORDINARY BUSINESSES:

- (1) **To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors' thereon.**

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

“RESOLVED THAT the Audited Balance Sheet of the Company as on March 31, 2018 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors as laid before the Members at this meeting be and are hereby adopted.”

RESOLVED FURTHER THAT any 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 appoint a Director in place of Ms. Gouri Sawant (DIN 07748113), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.**

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 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) Ms. Gouri Sawant (DIN 07748113) 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 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 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, 2019.”

RESOLVED FURTHER THAT any 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.”

SPECIAL BUSINESSES:

- (4) **Appointment of Mr. Ikuo Nakamura 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. Ikuo Nakamura (DIN 08074714) who was appointed as an Additional Director of the Company in the Board Meeting held on March 20, 2018 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.”

RESOLVED FURTHER THAT any 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) **Increase in borrowing limits of the Company from Rs. 2,000 Crore to Rs. 5,000 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 11th Annual General Meeting held on June 16, 2017, 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 or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) 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. 5000 Crores (Rupees Five Thousand Crores only) or the aggregate of the paid up capital, free reserves and Securities Premium 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, be furnished to appropriate entities for their records and necessary action thereon.”

(6) **Increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 5,000 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 11th Annual General Meeting held on June 16, 2017, 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 or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), 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. 5000 Crores (Rupees Five 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, be furnished to appropriate entities for their records and necessary action thereon.”

(7) **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. 1,500 Crores (Rupees One Thousand and Five Hundred 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**


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 : **June 08, 2018**

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) A person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (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 a duly certified copy of the Board Resolution authorizing their representative/(s) to attend and vote at the Annual General Meeting.
- (5) Electronic copy of the Annual Report 2018 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 2018 is being sent in the permitted mode.
- (6) 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.
- (7) Route Map showing directions to reach to the venue of the 12th AGM is given along with the AGM notice as per the requirement of the Secretarial Standards-2 on General Meeting.

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 March 20, 2018 appointed Mr. Ikuo Nakamura 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. Ikuo Nakamura as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) The Company has received from Mr. Nakamura (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. Ikuo Nakamura is as under :

Name of the Director and DIN*	Mr. Ikuo Nakamura (DIN: 08074714)
Date of Birth	26-12-1971
Nationality	Japanese
Date of Appointment on the Board	20/03/2018
Shares held in the Company as on date	Nil
Qualification/s	Bachelor of Social Sciences, Hitotsubashi University, Tokyo, Japan and Chartered member of the Securities Analysis Association of Japan

Experience and Expertise in specific functional area	<ul style="list-style-type: none"> • Managing Director, Global Business Group, Global Business Headquarters in ORIX Corp since 2017 • Senior Vice President, Global Business Group, Global Business Headquarters in ORIX Corp from 2016 to 2017 • Senior Vice President, Global Business Development and Investment and Operation Headquarters in ORIX Corp from 2012 to 2016 • Vice President, Business Development and Investment Group, Investment and Operation Headquarters in ORIX Corp from 2007 to 2012 • Vice President, Principal Investment Group, Investment Banking Headquarters in ORIX Corp from 2000 to 2007 • Arrangement of funding in Treasury Department in ORIX Corp from 1998 to 2000 • The Long-term Credit Bank of Japan from 1995 to 1998.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	<p>As per terms & conditions mentioned in the resolutions passed by the Board in their meeting held on March 20, 2018.</p>
Directorships held in other companies	<ol style="list-style-type: none"> 1) ORIX Auto Infrastructure Services Limited – Additional Director 2) ETHOZCab Limited – Director 3) ORIX Polska S.A - Deputy Chairman, Super Board Member 4) ORIX Risingsun Property Incorporation - Director and Vice Chairman ORIX Risingsun Property II, INC - Director and Vice Chairman
Member/ Chairman of the Committees of Board/ other Companies	<p>Nil</p>
Number of Meetings of the Board attended during the Financial Year 2017-2018	<p>Not Applicable</p>
Relationship with other Director, Manager & KMP	<p>Nil</p>

- (5) None of the Directors and KMPs of the Company including their relatives, except Mr. Ikuo Nakamura, 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 Nos. 5 and 6:

- (1) The members of the Company had granted their approval by way of special resolution in the 11th Annual General Meeting held on June 16, 2017 to the Board of Directors to borrow funds from banks, financial institutions including External Commercial Borrowings for an amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand 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. to the extent of Rs.2,000 Crores 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, free reserves and Securities premium 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. 2,000 crore to Rs. 5,000 Crores by passing the resolution proposed under item no. 5 as a special resolution.
- (5) Further, in order to provide security to such borrowings by way of mortgage or creating charge on the assets of the Company it is proposed to increase the limits for creation of security on the assets of the Company from present Rs. 2,000 crore to Rs. 5,000 Crores passing the resolution proposed under item no. 6 as a special resolution.

- (6) Accordingly, the Board of Directors recommends passing of the Special Resolutions as set out under item nos. 5 and 6 of this Notice.
- (7) 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. 7:

- (1) The Company had issued Secured Redeemable Non-Convertible Debentures (“NCDs”) on private placement basis ,amounting to Rs. 520 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. 1,500 Crores (Rupees One Thousand and Five Hundred 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. 7 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. 7 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**


Meeta Sanghvi
Company Secretary & Compliance Office



Regd. Office:

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

Date : 08-06-2018

Place : Mumbai

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE WITH SECRETERIAL STANDARD 2)

Name of the Director and DIN*	Ms. Gouri Sawant (DIN: 07748113)
Date of Birth	22-02-1980
Nationality	Indian
Date of Appointment on the Board	28/03/2017
Shares held in the Company as on date	Nil
Qualification/s	B.Com, Chartered Accountant
Experience and Expertise in specific functional area	Ms. Gouri Sawant has Over 9 years of experience and handled audits for various Banks and other Corporates including many listed companies. Designed and institutionalized MIS and budgeting structure for the various businesses of the Company. Strong and effective reporting has supported robust business review and helped in taking many strategic and operational decisions.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per terms & conditions mentioned in the resolutions passed by the members of the Company at the 11 th AGM of the Company held on June 16 2017.
Directorships held in other companies	Nil
Member/ Chairman of the Committees of Board/ other Companies	Nil
Number of Meetings of the Board attended during the Financial Year 2017-2018	7

Relationship with other Director, Manager & KMP	Nil
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- * In accordance with the Articles of Association of the Company and the provisions of the Section 152 of the Companies Act, 2013, Ms. Gouri Sawant, Director of the Company (DIN: 07748113) who retires by rotation, and being eligible, offers herself for re-appointment, to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013.



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 12th Annual General Meeting of the Company to be held on Friday, June 15, 2018 at 11:00 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolution as indicated below :

Resolution No.	Resolution(s)	Optional	
		For	Against
Ordinary Businesses:			
(1)	Adoption of Audited Financial Statements for the year ended March 31, 2018 together with Board Report and Auditors' Report thereon		
(2)	Re-appointment of Ms. Gouri Sawant		
(3)	Ratification of Statutory Auditors		
Special Businesses:			
(4)	Appointment of Mr. Ikuo Nakamura as Director		
(5)	Increase in borrowing limits of the Company from Rs.2,000 Crores to Rs. 5,000 Crores		
(6)	Increase in limits for creation of charge on the assets of the Company from Rs.2,000 Crores to Rs. 5,000 Crores to secure its borrowings		
(7)	Authority to issue Secured Redeemable Non-Convertible Debentures upto an amount of Rs.1,500 crores.		

Signed this _____ day of _____ 2018

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.



ORIX Leasing & Financial Services India Limited

Corporate Identification No.U74900MH2006PLC163937

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Andheri (East), Mumbai - 400 059

Tel.: +91 22 67070100 * Fax: +91 22 28528549 * E-mail: info@orixindia.com *

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. / Client ID No.	:	
(5)	Number of Shares held	:	

I/we hereby record my/our presence at the 12th Annual General Meeting of the Members of ORIX Leasing & Financial Services India Limited on Friday, June 15, 2018 at 11:00 a.m. at the Registered Office of the Company.

Signature of Member / Proxy

Route map for Annual General Meeting Venue:

