

NOTICE is hereby given that the 15th EXTRAORDINARY GENERAL MEETING of ORIX Leasing & Financial Services India Limited will be held on Friday, December 16, 2016 at 01:45 p.m. at the Registered Office of the Company at Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 to transact the following business:

SPECIAL BUSINESSES:

- (1) **Increase in borrowing limits of the Company from Rs. 1,000 Crore to Rs. 1,500 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 8th Annual General Meeting held on July 23, 2014, 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. 1500 Crore (Rupees One Thousand and Five Hundred Crore 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.”



(2) **Increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 1,500 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 8th Annual General Meeting held on July 23, 2014, 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. 1500 Crore (Rupees One Thousand and Five Hundred Crore 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.”

(3) **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. 1,000,000,000/- (Rupees One 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**



Shuchi Singhvi
Company Secretary

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

Date : December 15, 2016
Place : Mumbai

Notes:

- (1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto and forms part of the Notice.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
- (3) The instrument of Proxy, in order to be effective, should be duly completed and lodged with the Company at its registered office not less than forty-eight hours before the scheduled time for commencement of the Meeting.
- (4) Corporate members intending to send their authorised representatives to attend the Extra-ordinary General Meeting are requested to send a duly certified copy of their Board Resolution pursuant to the Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the said Meeting.
- (5) All the documents referred to in the Notice are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Extra-ordinary General Meeting.



ANNEXURE TO THE NOTICE

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

Item Nos. 1 and 2:

- (1) The members of the Company had granted their approval by way of special resolution in the 8th Annual General Meeting held on July 23, 2014 to the Board of Directors to borrow funds from banks, financial institutions including External Commercial Borrowings for an amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crores only or Rupees Ten Thousand Million 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. 1,000 crore to Rs. 1,500 Crore by passing the resolution proposed under item no. 1 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. 2 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. 1 and 2 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. 3:

- (1) The Company had issued Secured Redeemable Non-Convertible Debentures (“NCDs”) on private placement basis ,amounting to Rs. 120 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. 1,000,000,000/- (Rupees One Hundred Crore 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. 3 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. 3 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 : December 15, 2016

Place : Mumbai



ORIX Leasing & Financial Services India Limited

Corporate Identification No. U74900MH2006PLC163937

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

Form No.MGT-11

PROXY FORM

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

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

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

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Extra-Ordinary General Meeting of the Company to be held on Friday, December 16, 2016 at 1:45 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Optional	
Special Businesses			
(1)	Increase in borrowing limits of the Company from Rs. 1,000 Crore to Rs. 1,500 Crore:		
(2)	Increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 1,500 Crore to secure its borrowings		
(3)	Authority to issue Secured Redeemable Non-Convertible Debentures		

Signed this _____ day of _____ 2016

Signature of Member _____

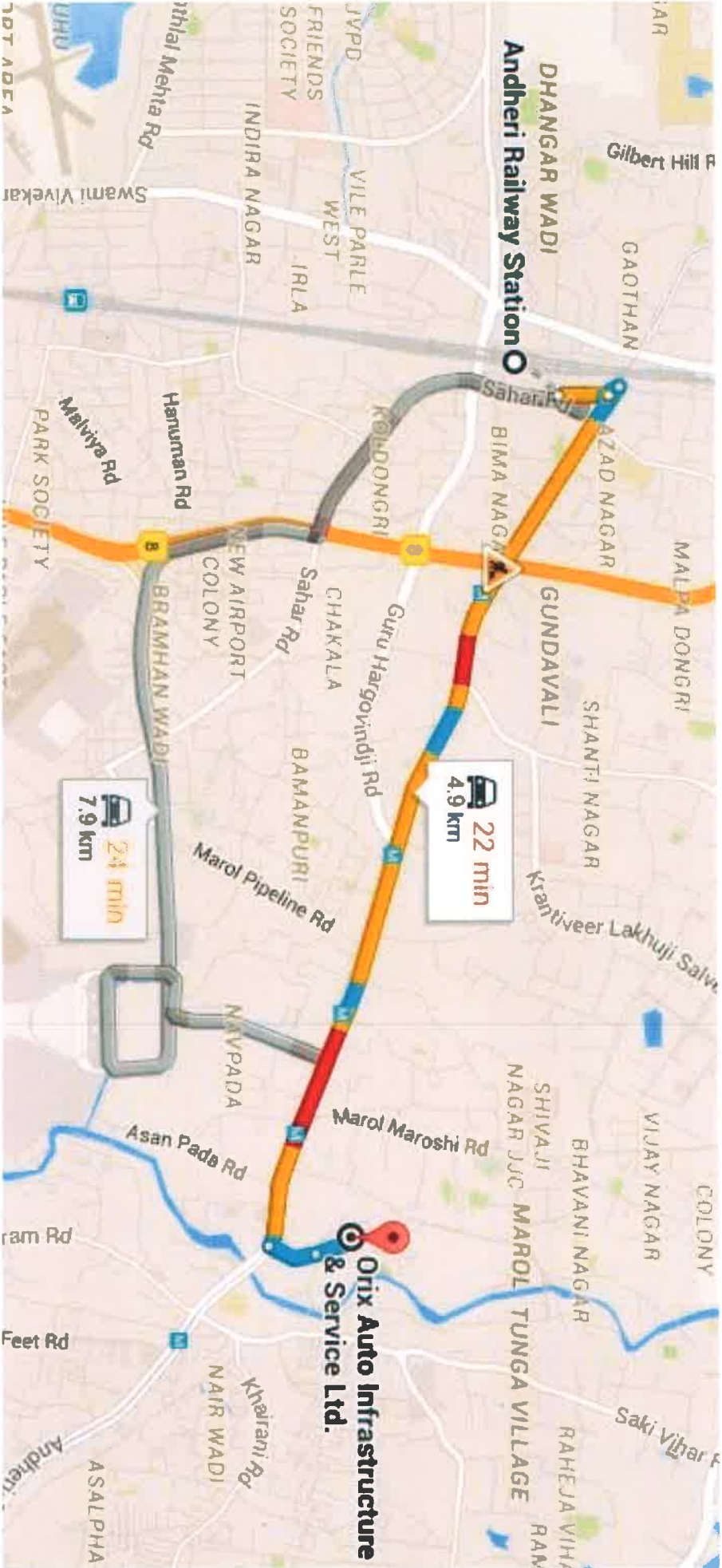
Signature of Proxy Holder/s _____

Affix Revenue Stamp of Rs.1/-
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Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", **not later than 48 hours before the commencement of the EGM.**
- (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.

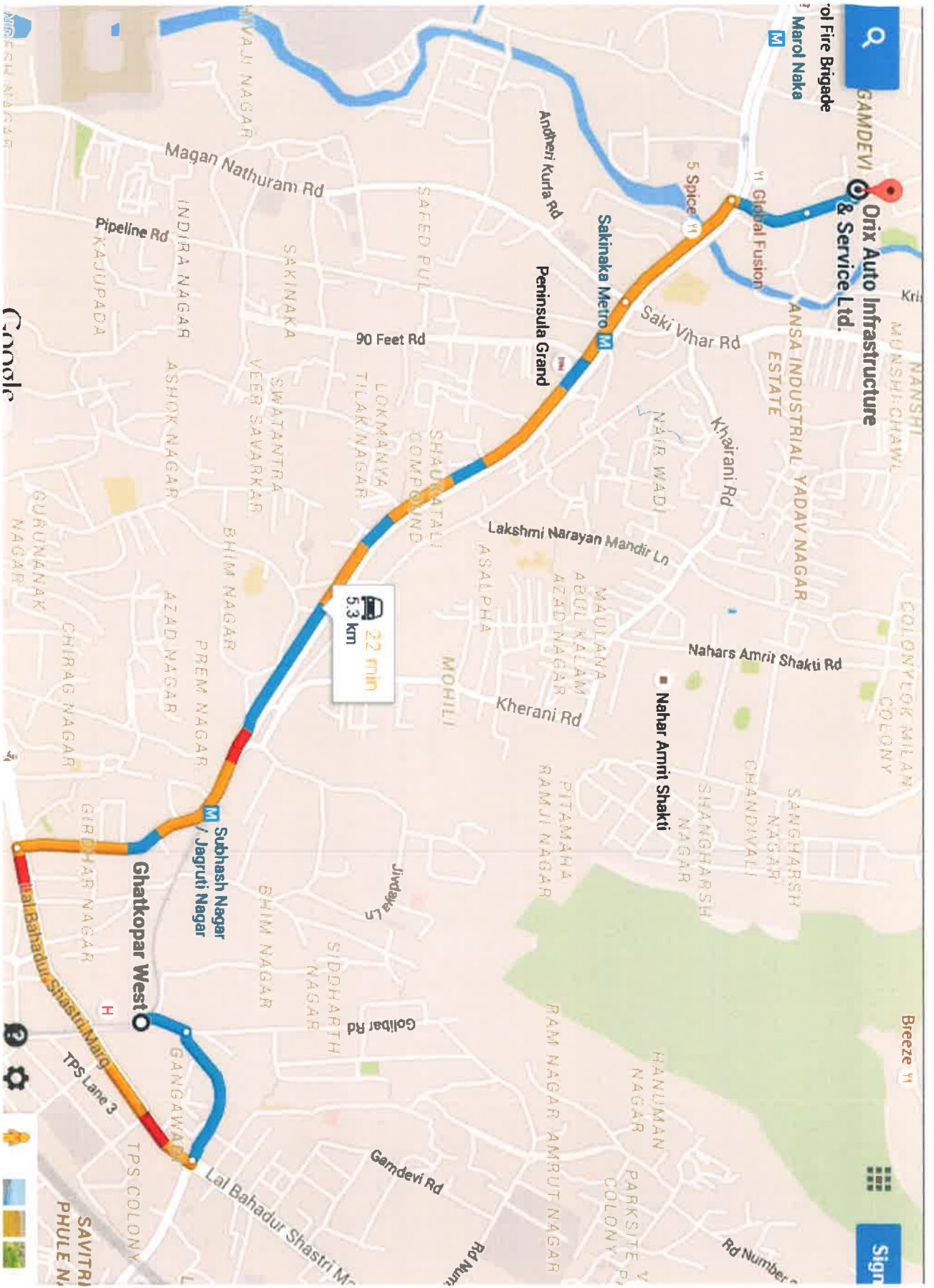


Andheri Railway Station

4.9 km
22 min

7.9 km
24 min

Orix Auto Infrastructure & Service Ltd.



GAMDEVI

Orix Auto Infrastructure & Service Ltd.

Marol Naka

Global Fusion

ANSA INDUSTRIAL YADAV NAGAR ESTATE

Sakinaka Metro

Andheri Kuria Rd

Perinsula Grand

90 Feet Rd

22 min
5.3 km

Magan Nathuram Rd

Pipeline Rd

INDIRA NAGAR

ASHOK NAGAR

Subhash Nagar / Jagruti Nagar

Ghatkopar West

TPS Lane 3

SAVITRI PHULE N.

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