

NOTICE is hereby given that the 22nd Annual General Meeting of ORIX Auto Infrastructure Services Limited will be held on Friday, June 16, 2017 at 11:30 a.m. at the Registered Office of the Company at Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 to transact the following business:

ORDINARY BUSINESS:

- (1) To consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors' thereon.
- (2) To appoint a Director in place of Ms. Shuchi Singhvi (DIN 07081188), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.
- (3) To ratify the appointment of Statutory Auditors, fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. B S R & Co., LLP, Chartered Accountants (ICAI Registration No. 101248W/W-100022), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in connection with the audit of the accounts of the Company for the financial year ending March 31, 2018.”

SPECIAL BUSINESSES:

- (4) **Appointment of Mr. Kiyokazu Ishinabe as Director:**

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

“RESOLVED THAT Mr. Kiyokazu Ishinabe (DIN 07763966) who was appointed as an Additional Director of the Company in the Board Meeting held on March 28, 2017 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

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

“RESOLVED THAT in supersession of the Special Resolution adopted at the 19th 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. 2000 Crore (Rupees Two Thousand 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.”

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

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

“RESOLVED THAT in supersession of the Special Resolution adopted at the 19th 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. 2000 Crore (Rupees Two Thousand 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.

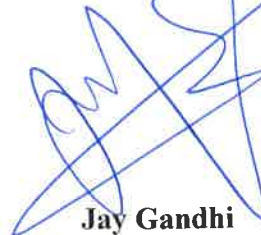
RESOLVED FURTHER THAT a copy of the aforesaid resolutions certified to be true by anyone of the Director of the Company or the Company Secretary of the Company, be furnished to appropriate entities for their records and necessary action thereon.”

(7) **Disposal of or cancellation of the unsubscribed 30,32,760 equity shares of Rs. 10/- each which are forming part of Issued Share Capital:**

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

“RESOLVED THAT in terms of the provisions of Section 61(1) and Articles of Association of the Company, consent of the Company be and is hereby accorded to cancel the issued equity share capital, amounting to Rs. 30,327,600 divided into 30,32,760 equity shares of Rs. 10/- each.”

By Order of the Board of Directors
For **ORIX Auto Infrastructure Services Limited**



Jay Gandhi
Company Secretary

Regd. Office:

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

Date : May 18, 2017
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 Annual 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 Annual General Meeting.

ANNEXURE TO THE NOTICE

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

Item No. 4

- (1) At the meeting of the Board of Directors held on March 28, 2017, Mr. Kiyokazu Ishinabe was appointed as an Additional, Non-Executive, Director of the Company and he holds the office upto the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013(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. Ishinabe as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) The Company has received from Mr. Ishinabe (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), (ii) intimation in Form DIR 8 in terms of the Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; (iii) Form MBP - 1: his notice of interest in other legal entities along with the ‘list of relatives’, as per Section 184 of the Act.
- (4) The Directors recommends appointment of Mr. Kiyokazu Ishinabe as a Director. None of the Directors of the Company, except Mr. Kiyokazu Ishinabe, has any interest in the proposed resolution.

Item Nos. 5 and 6:

- (1) The members of the Company had granted their approval by way of special resolution in the 19th 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) 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. 2,000 Crore by passing the resolution proposed under item no. 5 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. 6 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. 5 and 6 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. 7:


- (1) The Shareholders in their Extra-ordinary General Meeting held on November 29, 2013 had approved an issue upto 35,875,000 Equity Shares of Rs.10/- each at a premium of Rs.50/- per share to ORIX Corporation (Japan) on a preferential basis in terms of Section 62 of the Act read with Rule 13 of Companies (Share Capital and Debentures), Rules, 2014 (erstwhile Section 81(1A) of the Companies Act, 1956), as amended from time to time, without offering the same to other shareholders.
- (2) However, ORIX Corporation ('ORIX'), the single largest shareholder of the Company, had subscribed only 32,842,240 equity shares of Rs.10/- each at a premium of Rs.50/- each on December 5, 2013.
- (3) The remaining 30,32,760 equity shares of Rs.10/- each were not subscribed by ORIX and therefore remained as Issued Capital and the same was not cancelled so far.

- (4) Post issue and subscription of equity shares by ORIX in December 2013, the shareholding structure of the Company is as under:

Particulars	No. of Shares	Amount
Authorised	110,000,000	1,200,000,000
Issued	108,494,047	1,084,940,470
Subscribed and Paid Up	10,54,61,287	1,054,612,870

- (5) Accordingly, the Board of Directors recommends passing of the Ordinary Resolution as set out under item no 7 of this Notice for disposal or cancellation of unsubscribed issued 30,32,760 equity shares of Rs. 10/- each in terms of the provision of the Companies Act, 2013 and Article 9 of the Articles of Association of the Company .
- (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.

By Order of the Board of Directors
For **ORIX Auto Infrastructure Services Limited**



Jay Gandhi
Company Secretary

Regd. Office:

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

Date : May 18, 2017

Place : Mumbai



ORIX Auto Infrastructure Services Limited

Corporate Identification No.U63032MH1995PLC086014

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 22nd Annual General Meeting of the Company to be held on Friday, June 16, 2017 at 11:30 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business			
(1)	Adoption of Financial Statements (Standalone and Consolidated) for the year ended March 31, 2017 together with Board Report and Auditors' Report thereon.		
(2)	Director in place of Ms. Shuchi Singhvi, who retires by rotation and, being eligible, seeks re-appointment.		
(3)	Ratification of Statutory Auditors.		
Special Business			
(4)	Appointment of Mr. Kiyokazu Ishinabe as Director		
(5)	Increase in borrowing limits of the Company from Rs. 1,000 Crore to Rs. 2,000 Crore.		
(6)	Increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 2,000 Crore to secure its borrowings		
(7)	Disposal of or cancellation of the unsubscribed 30,32,760 equity shares of Rs. 10/- each which are forming part of Issued Share Capital		

Signed this _____ day of _____ 2017

Signature of Member _____

Signature of Proxy Holder/s _____

Affix Revenue Stamp of Rs.1/-

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", **not later than 48 hours before the commencement of the AGM.**
- (2) A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* It is optional to put (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



ORIX Auto Infrastructure Services Limited

Corporate Identification No.U63032MH1995PLC086014

Corporate /Regd Off. : Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Mumbai – 400059
Tel.: +91 22 67070100 * Fax: +91 22 28528549 * E-mail: info@orixindia.com * www.orixindia.com

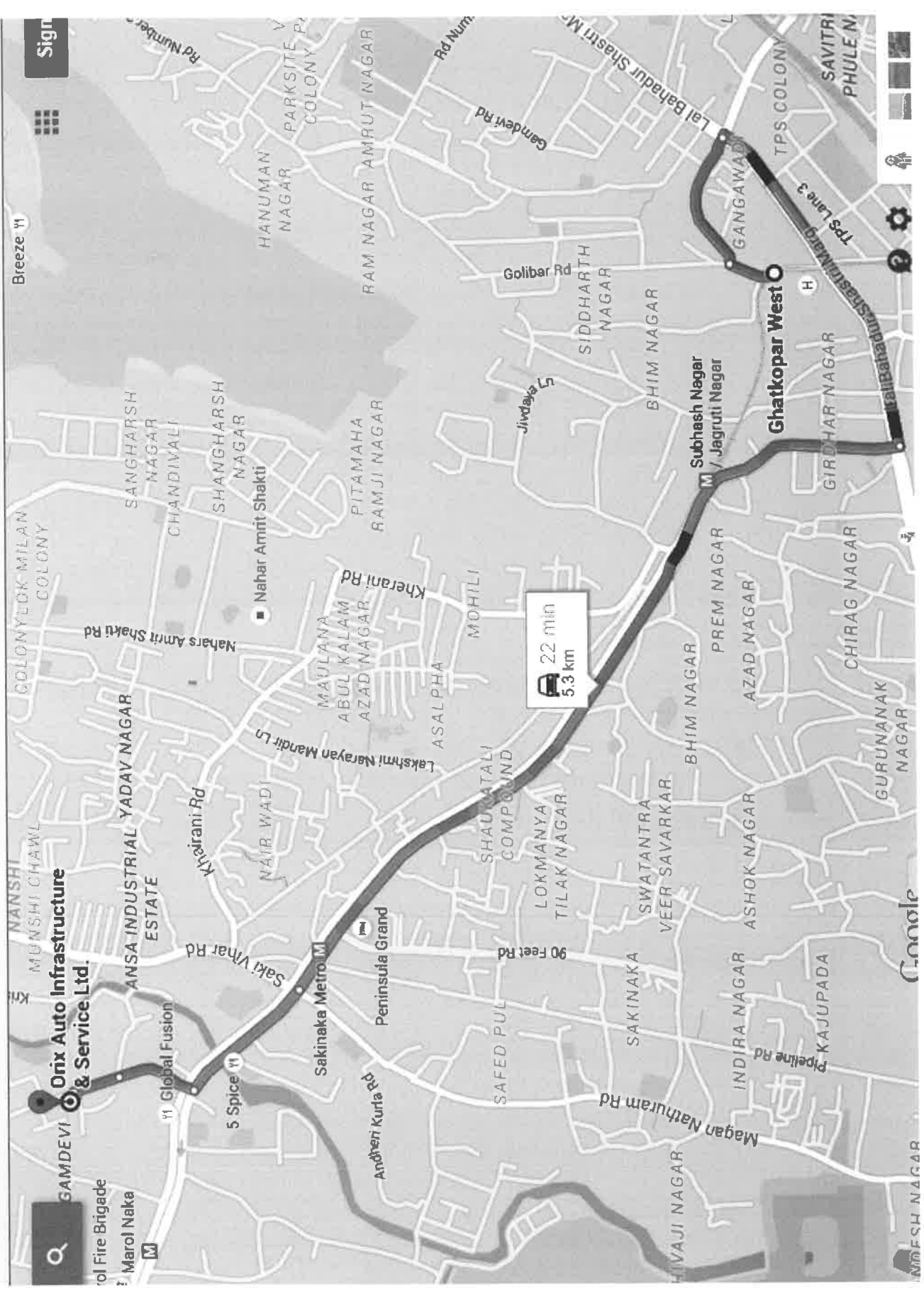
Attendance Slip

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	:	
	Registered Folio No./* DP ID No. and Client ID No.	:	
	Number of Shares held	:	

I/we hereby record my/our presence at the 22nd Annual General Meeting of the Members of ORIX Auto Infrastructure Services Ltd. on Friday, June 16, 2017 at 11:30 a.m. at the Registered Office of the Company.

Signature of Member / Proxy



Sign

Breeze Y1

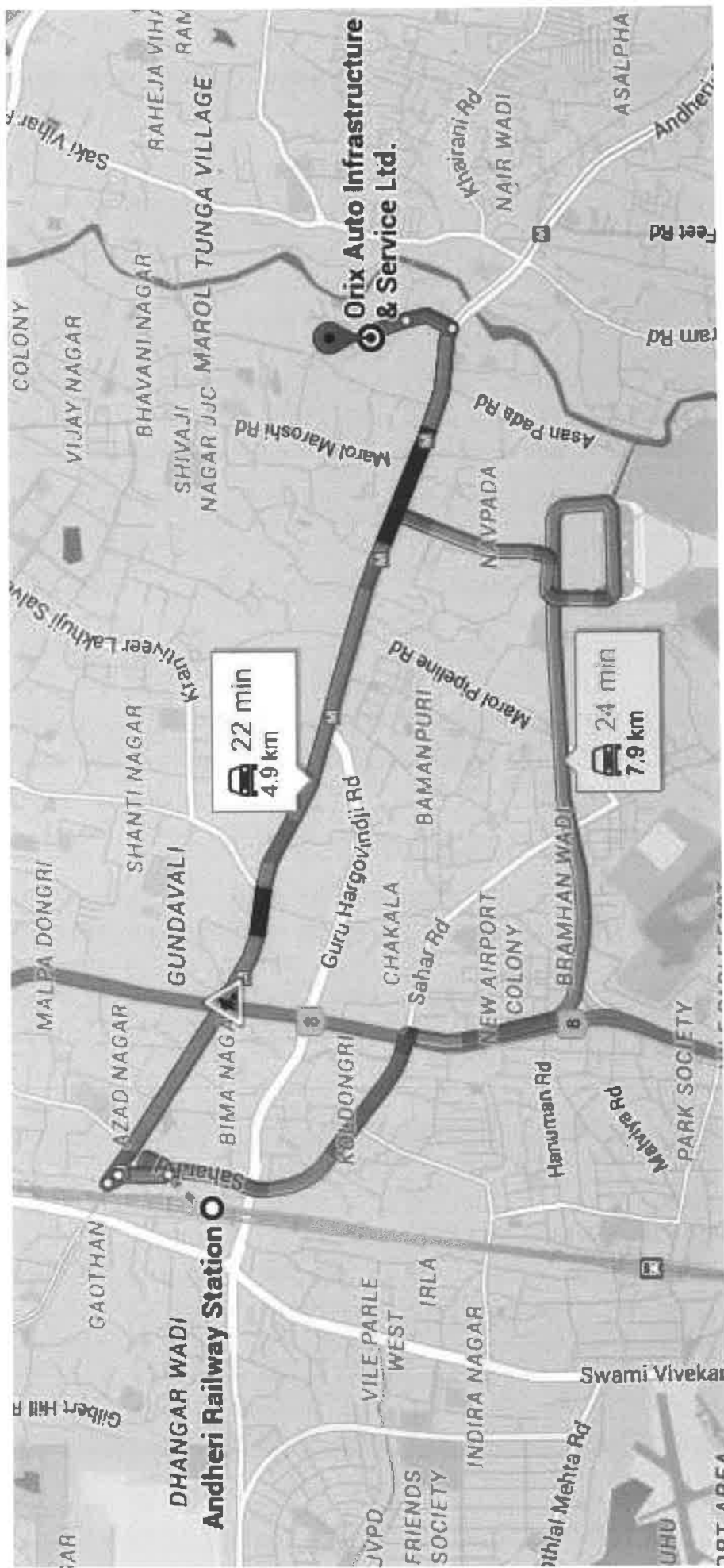
Dnix Auto Infrastructure & Service Ltd.

GAMDEVI
Marol Naka

22 min
5.3 km

Ghatkopar West

Google



22 min
4.9 km

24 min
7.9 km

Andheri Railway Station

Orix Auto Infrastructure & Service Ltd.