

**NOTICE is hereby given that the adjourned 24th Annual General Meeting of ORIX Auto Infrastructure Services Limited (which was scheduled on Wednesday, August 21, 2019 at 11:00 a.m ) will be held on Wednesday, August 28, 2019 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 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, 2019 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 Standalone and Consolidated Balance Sheet of the Company as on March 31, 2019 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 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.”

- (2) **To appoint a Director in place of Mr. Kiyokazu Ishinabe (DIN 07763966), who retires by rotation at this Annual General Meeting and, being eligible, offers himself 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) Mr. Kiyokazu Ishinabe (DIN 07763966) 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.”

**SPECIAL BUSINESSES:**

(3) **Appointment of Mr. Ryohei Suzuki (DIN 08218888) as Whole-time Director of the Company:**

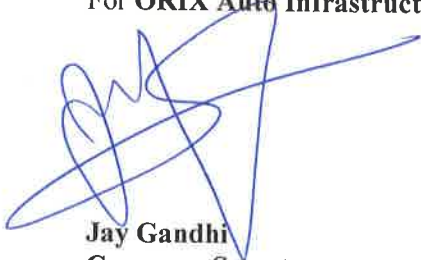
To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**RESOLVED THAT** Mr. Ryohei Suzuki (DIN 08218888), who was appointed as an Additional Director of the Company, by the Board of Directors in their meeting held on September 19, 2018 under section 161(1) of Companies Act 2013 and other applicable provisions of Companies Act 2013, including any statutory modifications or re-enactment thereof and applicable provisions of the Articles of Association of the company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the company.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 196 and Section 197 of Companies Act 2013 Mr. Ryohei Suzuki (DIN 08218888) shall continue to be the Whole Time Director of the Company on such terms and conditions as approved by the Board of Directors on September 19, 2018 and by the Members of company in their Extra-Ordinary General Meeting held on September 25, 2018

**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.”

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



**Jay Gandhi**  
**Company Secretary**  
**ACS: 16040**

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

Date : **August 21, 2019**  
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.

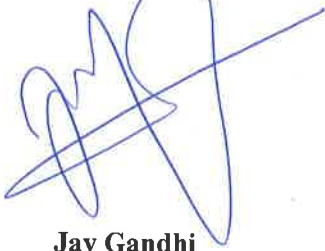
- (2) A person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as 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 2019 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 2019 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 24th 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 BUSINESSES  
PURSAUNT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 3

- (1) On recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors in their meeting held on September 19, 2018;
  - (a) had appointed Mr. Ryohei Suzuki as an Additional Director of the Company and he holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013(Act) read with the Articles of Association of the Company.
  - (b) had appointed Mr. Ryohei Suzuki as Whole-time Director of the Company for the period commencing September 19, 2018 until June 21, 2021 in terms of Section 196, 197 and 203 of the Companies Act, 2013, subject to the approval of the Members and the Central Government.
- (2) The Members approved the appointment of Mr. Suzuki as Whole-time Director of the Company for the period commencing September 19, 2018 until June 21, 2021, in their meeting held on September 25, 2018. Subsequently, the Company received the approval of the Central Government vide their letter dated May 20, 2019, for appointment of Mr. Suzuki as Whole-Time Director of the Company for the period as mentioned above.
- (3) Pursuant to Section 160 of the Act, the Company has received notice from a member, signifying his intention to propose Mr. Ryohei Suzuki as candidate for the office of Director of the Company.
- (4) The Company has received from Mr. Suzuki (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.
- (5) Details of Mr. Ryohei Suzuki are provided in the Annexure to the Notice pursuant to the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- (6) None of the Directors and KMPs of the Company including their relatives, except Mr. Ryohei Suzuki, has any interest in the proposed resolution(s).
- (7) The Board of Directors recommends the resolution as set forth in item no. 3 for the approval of the members.

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 : **August 21, 2019**  
Place : **Mumbai**

Annexure to the Notice

Details of Directors Seeking appointment/re-appointment in the 24th Annual General Meeting as required under Secretarial Standards on General Meetings.

<b>Name of the Director and DIN</b>	<b>Mr. Kiyokazu Ishinabe (DIN: 07763966)</b>	<b>Mr. Ryohei Suzuki (DIN: 08218888)</b>
<b>Date of Birth</b>	27/05/1964	01/05/1972
<b>Nationality</b>	Japanese	Japanese
<b>Date of Appointment on the Board</b>	28/03/2017	19/09/2018
<b>Shares held in the Company as on date</b>	1(One) share jointly with ORIX Corporation. ORIX Corporation being the first shareholder.	1(One) share jointly with ORIX Corporation. ORIX Corporation being the first shareholder.
<b>Qualification/s</b>	Bachelor of Economics from Aoyama Gakuin University, Tokyo; Chartered Member of Securities Analysts Association of Japan; Registered Real-estate Broker in Japan; Chiefs of Money Lending Operations Licensed Guide for English.	Economics and Politics Graduate from Waseda University.
<b>Experience and Expertise in specific functional area</b>	Mr. Ishinabe has more than 31 years of experience in Financial Service business. He has Served as Director in i) ORIX Leasing, Malaysia Bhd. ii) PT ORIX Indonesia Finance and as Executive Officer in ORIX Asset Management and Loan Services Corp. He has experience in structuring cross boarder leasing of aircrafts, locomotives, busses, telephone equipment etc. and also in structuring of commodities and futures funds. He also has experience in origination of non-recourse loan to CRE, Investment in high yield bonds, origination & serving of housing loans and issuing of Bonds for ORIX's international operation.	<ul style="list-style-type: none"> <li>• <b>Senior Associate with Sumitomo Bank</b> – April 1996 to Dec. 2003 in Administration of Personal Loans and Overseas Remittance,.</li> <li>• <b>Associate with ORIX Corporation. Medical Marketing Division</b> - May 2004 to April 2007 Marketing for Hospitals and Nursing Homes</li> <li>• <b>Associate with Real estate Appraisal Division</b> – March 2007 to Feb. 2010 - Appraisal of Real Estate for Investment</li> <li>• <b>Senior Associate with Investment Division</b> – March 2010 – Feb. 2012 – Marketing for Investment to Venture Companies.</li> </ul>

		<ul style="list-style-type: none"> <li>• <b>Manager with Global Business Headquarters</b> – March 2012 – March 2017 – Global Business Headquarters.</li> <li>• <b>Executive Vice President with Thai ORIX Leasing Co., Ltd.</b> – Present position April 2017 onwards – Take care of Human Resources, Information Technology, Internal Audit and Compliance.</li> </ul>
<b>Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration</b>	Re-appointment pursuant to retirement by rotation as per Section 152(6) of Companies Act, 2013	As per the resolution at Item No.1 passed by the shareholders at the 25th Extra-ordinary General Meeting of the Company held on September 25, 2018.
<b>Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1) ORIX Leasing &amp; Financial Services India Limited</li> <li>2) IL&amp;FS Securities Services Ltd.</li> <li>3) ORIX Leasing Pakistan Ltd.</li> </ol>	ORIX Leasing & Financial Services India Limited.
<b>Member/ Chairman of the Committees of Board/ other Companies</b>	<p>Mr. Ishianbe is the Member/Chairman of the following Committees of Board:</p> <p><b><u>ORIX Auto Infrastructure Services Limited:</u></b></p> <ol style="list-style-type: none"> <li>1) Audit Committee- Member</li> <li>2) Nomination &amp; Remuneration Committee - Chairman</li> <li>3) Treasury and Asset Liability Management Committee - Chairman</li> <li>4) Executive Committee - Member</li> <li>5) Risk Management Committee - Chairman</li> <li>6) Residual Value Committee - Chairman</li> <li>7) Credit Committee - Member</li> <li>8) Corporate Social Responsibility (CSR) Committee - Chairman</li> </ol>	<p>Mr. Suzuki is the Member of the following Committees of Board:</p> <p><b><u>ORIX Auto Infrastructure Services Limited:</u></b></p> <ol style="list-style-type: none"> <li>1) Risk Management Committee</li> <li>2) Treasury &amp; Asset Liability Management Committee</li> <li>3) Executive Committee</li> <li>4) Residual Value Committee.</li> <li>5) Credit Committee.</li> <li>6) Nomination and Remuneration Committee.</li> </ol>

	<b><u>ORIX Leasing &amp; Financial Services India Limited</u></b>	<b><u>ORIX Leasing &amp; Financial Services India Limited:</u></b>
	1) Audit Committee - Member 2) Nomination & Remuneration Committee - Chairman 3) Treasury and Asset Liability Management Committee - Chairman 4) Executive Committee - Member 5) Risk Management Committee - Chairman 6) Residual Value Committee - Chairman 7) Credit Committee - Member 8) Corporate Social Responsibility (CSR) Committee - Chairman 9) Allocation and Allotment Committee – Member.	1) Risk Management Committee. 2) Treasury & Asset Liability Management Committee. 3) Executive Committee. 4) Residual Value Committee. 5) Credit Committee. 6) Allocation and Allotment Committee
<b>Number of Meetings of the Board attended during the Financial Year 2018-2019</b>	5	3
<b>Relationship with other Director, Manager &amp; KMP</b>	No	No

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



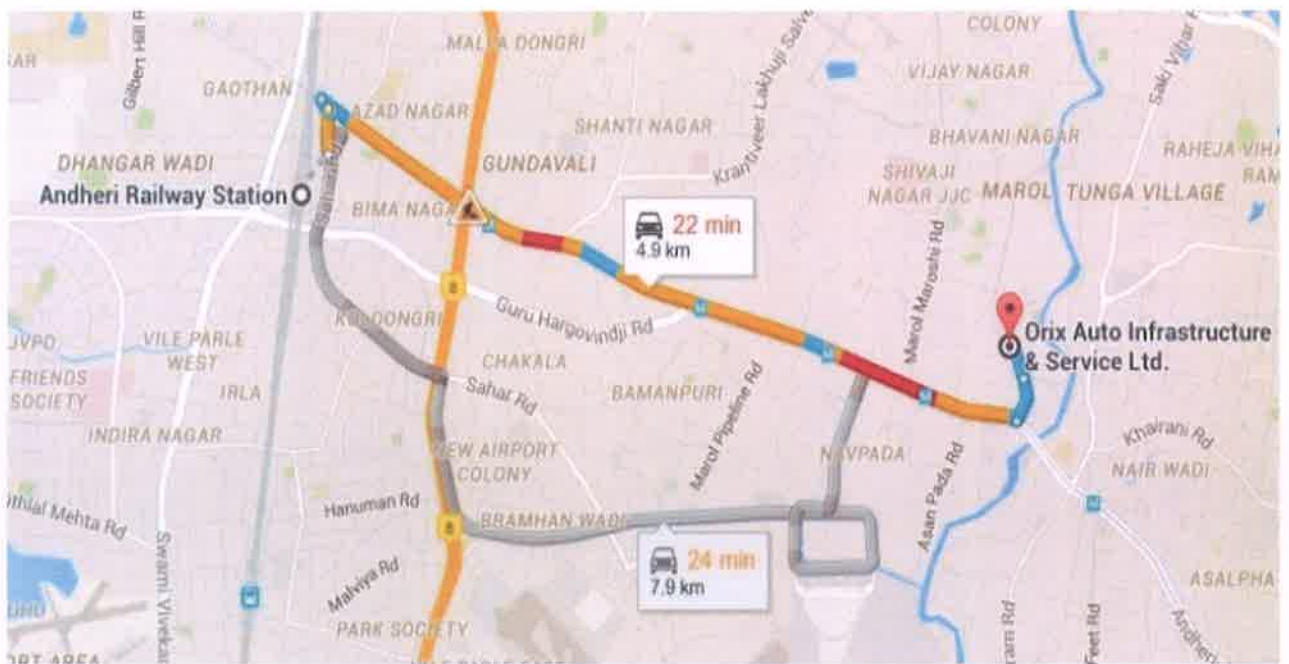
**Jay Gandhi**  
**Company Secretary**

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

Date : **August 21, 2019**  
Place : **Mumbai**



**Route map for Annual General Meeting Venue:**





**ORIX Auto Infrastructure Services Limited**  
Corporate Identification No.U63032MH1995PLC086014  
Corporate /Regd. Off. : Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road,  
Andheri (East, Mumbai - 400059  
Tel.: +91 22 67070100 \* Fax: +91 22 28528549 \* E-mail: [info@orixindia.com](mailto:info@orixindia.com) \*  
[www.orixindia.com](http://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 24<sup>th</sup> Annual General Meeting of the Members of ORIX Auto Infrastructure Services Ltd. on Wednesday August 28, 2019 at 11:00 a.m. at the Registered Office of the Company.

\_\_\_\_\_  
Signature of Member / Proxy



**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 24<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, August 28, 2019 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	Optional	
<b>Ordinary Business</b>			
(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, 2019 together with the Reports of the Board of Directors and Auditors' thereon		
(2)	To appoint a Director in place of Mr. Kiyokazu Ishinabe (DIN 07763966), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
(3)	Appointment of Mr. Ryohei Suzuki (DIN 08218888) as Whole-time Director of the Company:		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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 Annual General Meeting.**

(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.