

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 6707 0100 • Fax: +91 22 2852 8549 • Email: Info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

NOTICE is hereby given that the 27th Annual General Meeting of ORIX Auto Infrastructure Services Limited will be held on Monday, September 26, 2022 at 10:30 am IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESS:

- (1) **To consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2022 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 Standalone and Consolidated Financial statement of the Company for the financial year ended March 31, 2022 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 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 reappoint Mr. Takehiro Onishi (DIN 09019630) 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 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. Takehiro Onishi (DIN 09019630) 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 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.”

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

SPECIAL BUSINESSES:

- (3) **To appoint Mr. Shingen Matsuo (DIN: 09685164) as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shingen Matsuo (DIN: 09685164) who was appointed as an Additional Non-Executive Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company

RESOLVED FURTHER THAT any one of the 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 (the Act) read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all other applicable provisions, if any, of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of Memorandum and Articles of Association of the Company and subject to approval of the Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modification(s) as may be prescribed, imposed or suggested by the Hon’ble Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, while granting such consents, approvals and permissions, , the proposed Scheme of Amalgamation of ORIX Housing Finance Corporation India Limited (“Transferor Company/OHFC”) with its Holding Company ORIX Auto Infrastructure Services Limited (“Transferee Company/ OAIS”) in terms of the draft Scheme of Amalgamation circulated with the Notice be and is hereby approved.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary, be and is hereby authorized, severally, to do all such acts, deeds, matters and things, as deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme of Amalgamation (“Scheme”) and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or prescribed, imposed or suggested by the Hon’ble Regional Director, Western Region, Ministry of Corporate Affairs, if and when applicable while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving

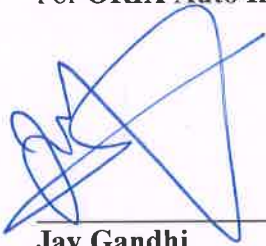
ORIX Auto Infrastructure Services Limited

Regd. Office: Plot No. 94, Marol Co-operative Industrial Estate, Andheri - Kurla Road, Andheri (E), Mumbai - 400 059
Tel: +91 22 6707 0100 • Fax: +91 22 2852 8549 • Email: Info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

any doubts or difficulties that may arise in giving effect to the Scheme, as may deem fit and proper.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary be and is hereby authorized to furnish 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



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

Date : **August 30, 2022**
Place : **Mumbai**

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

Notes:

- (1) The copies of the following documents as prescribed under Rule 25(3) of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are being circulated along with this notice and the same formulates an integral part of the Notice:
 - (a) Proposed Scheme of Amalgamation;
 - (b) Declaration of Solvency in Form CAA-10; and
 - (c) Statement with prescribed disclosures as per section 233 of the Companies Act, 2013 (the “Act”) read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).
- (2) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 08, 2020 and April 13, 2020 read together with circulars dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through video Conferencing (VC) / other audio video means (OAVM) until December 31, 2022, 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (7) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (8) 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 25, 2022 through email on info@orixindia.com. The same will be replied by the Company suitably.
- (9) In compliance with the aforesaid MCA Circulars, the Electronic copy of the Annual Report 2021-2022 is being sent to the Members whose email IDs are registered with the

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

Company/Depositories for communication purposes. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.orixindia.com

- (10) 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.
- (11) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (12) 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_OTVhNjc3MDItYWMI2S00MWEzLTk4MzYtNTg4NTQ0MzEwNzcx%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) 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.
 - (c) 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 Microphone icon (to unmute yourself).
 - (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 jay.gandhi@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 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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

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

Item No.2:

In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Takehiro Onishi (DIN 09019630), 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. Takehiro Onishi (DIN 09019630) 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. Takehiro Onishi (DIN 09019630)
Date of Birth	04/10/1979
Nationality	Japanese
Date of Appointment on the Board	12/01/2021
Shares held in the Company as on date	Nil
Qualification/s	Bachelor of Commerce, Waseda University, Japan
Experience and Expertise in specific functional area	Mr. Onishi has more than 16 years of experience in Liquidation of Assets, Securitization of Real Estate Properties. He was responsible for Corporate Planning, Developing MIS and Governance Structure and succeeded in Turning around ORIX China Corp. He was involved in Merger and Acquisitions, Equity Investments, Valuation and DD of Finance companies overseas. He is one of the Board Members of PT Sinar Mitra Sepadan Finance, Major Multi Finance Company in Indonesia. Responsible for Monitoring and Controlling PT. ORIX Indonesia Finance, ORIX Leasing Singapore Ltd and ETHOZ Group Limited.
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. Takehiro Onishi, who was appointed as a Director at the 28 th Extra Ordinary General Meeting held on April 30, 2021, is liable to retire by rotation.
Directorships held in other companies	(a) PT. Sinar Mitra Sepadan Finance - Commissioner (b) ORIX Leasing & Financial Services India Limited. (c) ORIX Leasing Malaysia Berhad (d) Orix Metro Leasing and Finance Corporation
Member/ Chairman of the Committees of Board/ other Companies	<u>ORIX Auto Infrastructure Services Limited:</u> (a) Audit Committee - Chairman

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

	<p>(b) Nomination and Remuneration Committee – Chairman (c) Treasury and Asset Liability Management (T&ALM) – Member (d) Risk Management Committee - Member (e) Executive Committee - Member</p> <p><u>ORIX Leasing & Financial Services India Limited:</u> (a) Audit Committee - Chairman (b) Nomination and Remuneration Committee – Chairman (c) Treasury and Asset Liability Management (T&ALM) – Member (d) Risk Management Committee - Member (e) Executive Committee – Member</p> <p><u>PT. Sinar Mitra Sepadan Finance:</u> Nomination and Remuneration Committee – Member</p>
Number of Meetings of the Board attended during the Financial Year 2021-22	4
Relationship with other Director, Manager & KMP	Nil

Item No. 3:

- (1) On recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on July 29, 2022, appointed Mr. Shingen Matsuo (DIN: 09685164) 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, signifying his intention to propose Mr. Shingen Matsuo (DIN: 09685164) as candidate for the office of Director of the Company, liable to retire by rotation.
- (3) The Company has received from Mr. Matsuo (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; and (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..

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

(4) Brief profile of Mr. Shingen Matsuo is as under:

Name of the Director and DIN	Mr. Shingen Matsuo (DIN: 09685164)
Date of Birth	23-03-1989
Nationality	Japanese
Date of Appointment on the Board	29-07-2022
Shares held in the Company as on date	Nil
Qualification/s	Bachelor's Degree in Physics, Kwansei Gakuin University.
Experience and Expertise in specific functional area	<p>April 2012 – March 2019: Worked in Corporate Business Headquarters of ORIX Corporation and offered corporate solutions through actively involved in sales and marketing to clients with the financial services such as loans, leases, hire purchase and wealth managements to clients such as investment life insurances, marine and airplane leveraged lease securities, and also renewable energy related solutions.</p> <p>In FY2015, mainly focused on new customer, and chosen the most valuable sales individual among Osaka headquarter and branches in whole Kansai area in FY2015.</p> <p>April 2019 – May 2021: Worked as Vice President, Global Business Development and Investment Group of ORIX and responsible for monitoring ORIX oversea affiliated companies and PE funds of Mongolia, Cambodia, Vietnam and Singapore. And also responsible for fund administration as Co-General Partner with Japanese General Partner for industrial investment fund in Vietnam. And also responsible for gathering and analyzing information on various investment opportunities.</p> <p>May 2021 – Present: Working as Vice President in Global Business Group, Global Operations and Business Services Team, responsible for monitoring and controlling ORIX oversea subsidiaries and affiliated companies in India, Singapore, Korea, Malaysia and Poland, in which area including corporate governance and internal control. And also responsible for business planning and strategy implementation of above subsidiaries. And also responsible for corporate administration as a shareholder of above subsidiaries. Also, appointed as supervisory board member of ORIX Polska S.A. in Liquidation in Jun 2022 Executed exit transaction of</p>

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

	affiliated company in Singapore by way of share buyback and share transfer.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shingen Matsuo is proposed to be appointed as Director of the Company.
Directorships held in other companies	ORIX Leasing & Financial Services India Ltd.
Member/ Chairman of the Committees of Board/ other Companies	Nil
Number of Meetings of the Board attended during the Financial Year 2021-2022	Not Applicable
Relationship with other Director, Manager & KMP	Nil

- (5) None of the Directors and KMPs of the Company including their relatives, except Mr. Shingen Matsuo, has any interest in the proposed resolution(s).
- (6) The Board of Directors recommends the resolution as set forth in Item no. 3 of this Notice for the approval of the members.

Item No. 4:

- (1) In this statement the Scheme of Amalgamation, envisages the merger/amalgamation of ORIX Housing Finance Corporation India Limited (“Transferor Company/ OHFC”), Wholly-Owned subsidiary of ORIX Auto Infrastructure Services Limited (“Transferee Company/ OAIS”), with OAIS, under Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016 with effect from the Appointed date i.e April 01, 2022 and dissolution of Transferor Company, without winding up.
- (2) OHFC was incorporated on April 21, 2018 with the objective of carrying out the business of Housing Finance Company (HFC) in India. It had also made an application to National Housing Bank for issue of Certificate of Registration to commence the business of HFC.
- (3) However, due to then prevailing market scenario, especially with the funding issues with the Non-banking Finance Companies and HFCs, ORIX Corporation, Japan, the Holding Company had expressed its intention of not pursuing the plan of carrying HFC in India. Accordingly, the HFC application was withdrawn by OHFC in the month of December 2019.
- (4) In view of the above, the Board of Directors of OHFC and OAIS in their meeting held on February 19, 2020 and February 26, 2020, respectively had provided in-principal approval for merger of OHFC into OAIS, its Holding Company, subject to approval of its Shareholders, Creditors Registrar of Companies and other regulatory authorities, as may be necessary.

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 6707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

- (5) Subsequently, OAS has also received internal approval of ORIX Corporation, its Holding Company for merger of OHFC with OAS in terms of its Approval Authority Matrix.
- (6) Accordingly, the Scheme of Amalgamation (“Scheme”) for Merger of OHFC with OAS under section 233 of the Companies Act, 2013 was approved by the Board of Directors of OAS and OHFC in their respective meeting held on March 22, 2022 and proposed for the approval of the Shareholders and Creditors of the Company.
- (7) The Company had also served notices (CAA-9) in E-form GNL-1, along with the proposed Scheme with the Registrar of Companies (ROC), Mumbai and the Office of the Official Liquidator, Mumbai, inviting objections or suggestions, if any, on the same. ROC, Mumbai, approved the E-form vide its email dated May 04, 2022, and the Company has not received any adverse remark /observation/suggestion from the office of Official Liquidator.
- (8) A copy of Scheme setting out the terms and conditions is appended herewith and it is proposed for the approval of the Shareholders at the meeting. The Scheme if approved in this meeting, will be subject to subsequent approval by the Creditors and the Regional Director having jurisdiction and subject to such other approval, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Creditors or the Regional Director or by any regulatory or other authorities while granting consents, approvals and permissions which may be agreed to by the Board of Directors of the Company.
- (9) The Board accordingly recommends the passing of the said resolution as contained in the Notice under Item No.4 for approval by the Members as a Special resolution.
- (10) There is no winding up proceeding pending against the either the Transferor Company or the Transferee Company as of date.
- (11) Mr. Sandeep Gambhir (DIN: 00083116) is common Director of the Transferor and Transferee Company.
- (12) None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed 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 : **August 30, 2022**
Place : **Mumbai**

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 8707 0100 • Fax: +91 22 2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN:U63032MH1995PLC086014

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 Auto Infrastructure 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 Standalone Financial Statement and the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2022 together with the Reports of the Board of Directors and Auditor's thereon.			
2.	To reappoint Mr. Takehiro Onishi (DIN 09019630) who retires by rotation as a Director of the Company.			
3.	To appoint Mr. Shingen Matsuo (DIN: 09685164) as Director of the Company.			
4.	To consider and approve Scheme of Merger			

Place:

Date:

(Signature of the shareholder)

SCHEME OF AMALGAMATION

**UNDER SECTION 233 OF THE COMPANIES ACT, 2013 READ WITH
RULE 25 OF THE COMPANIES (COMPROMISE, ARRANGEMENTS
AND AMALGAMATION) RULES, 2016 UNDER CHAPTER XV OF THE
COMPANIES ACT 2013.**

BETWEEN

ORIX Housing Finance Corporation India Limited Transferor Company

AND

ORIX Auto Infrastructure Services Limited Transferee Company

INDEX

SR.NO.	PARTICULARS	PAGE NO.
Part I	I. Definitions II. The Scheme	2-7
Part II	Capital Structure of Transferor and Transferee Company	8
Part III	Transfer of Transferred Undertaking of Transferor Company	9-14
Part IV	Payment of consideration	15
Part V	General Terms and Conditions	16-19



PART-I

I. Definitions

In this Scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as given to them below:-

- (1) "Acts" means the Companies Act, 1956 as well as Companies Act, 2013 and rules and regulations framed thereunder including any statutory modifications or re-enactment or amendments thereof for the time being in force.
- (2) "Appointed Date" means **1st April, 2022** or such other date as may be proposed and approved by the Hon'ble Regional Director or Hon'ble National Company Law Tribunal (as the case may be) or as may be directed by the Hon'ble Regional Director (Western Region) or Hon'ble National Company Law Tribunal.
- (3) "Effective Date" means the date on which means the date on which the certified copy of the order passed by the Regional Director or Hon'ble National Company Law Tribunal (as the case may be) sanctioning the Scheme of Amalgamation under Section 233 of the Companies Act, 2013 and other applicable provisions of the Act, if any, is filed with the Registrar of Companies, Maharashtra, at Mumbai and Registrar of Companies, Delhi.
- (4) "Transferor Company" or OHFC means or ORIX Housing Finance Corporation India Limited means, a Company incorporated under the Companies Act, 2013 and presently having its Registered Office at situated at House No. 71/2, Ground Floor Najafgarh Road Industrial Area New Delhi -110015.
- (5) "Transferee Company" or OAIS means or ORIX Auto Infrastructure Services Limited means, a Company incorporated under the Companies Act, 1956 having its registered office at situated Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai 400 059.
- (6) "Transferred Undertakings of Transferor Company" means and include all of the undertakings of Transferor Company;
 - (a) all the present and future assets including freehold and/ or leasehold assets and movable assets together with all investments, cash and bank balances, all present and future liabilities and debts and undertakings of the Transferor Company, as per the records of Transferor Company;



- (b) All licenses, approvals, permissions, consents, registrations, registrations with customers, pre- qualifications, experience and credentials, benefits and certifications, rights, entitlements, municipal permissions, pending orders, business under procurement, agreements, subsidies, grants, concessions and all other rights and facilities of every kind, nature and description whatsoever of Transferor Company;
 - (c) All application monies, advance monies, earnest monies and/or security deposits paid, payments against other entitlements of the Transferor Company;
 - (d) All the debts, liabilities, duties, responsibilities and obligations of Transferor Company;
 - (e) All present and future immovable assets including all freehold, leasehold and any other title, interest or right in such immovable assets, of the Transferor Company as per the records of the Transferor Company;
 - (f) All present and future investments including long term, short term, quoted, unquoted investments in different instruments including shares, debentures, units, warrants, bonds etc. as per the records of the Transferor Company;
 - (g) All present and future proprietary, intellectual / incorporeal assets across the world, including all copyrights, patents, trade marks, designs, drawings, technical know how, technical data, computer software, of the Transferor Company;
 - (h) All the past, present and future rights and as vested with the Transferor Company which has been acquired by the concerned Government Authorities
 - (i) All other rights, title, interests, other benefits (including tax benefits), tax losses, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power, possession, or control of or vested in or granted in favour of or held or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company.
- (7) "Scheme" means this Scheme of Amalgamation under section 233 of the Companies Act 2013, as set out herein and approved by the Board of Directors of the Transferor Company and the Transferee Company however subject to such modifications as the Hon'ble Regional Director or Hon'ble National Company Law Tribunal may impose or the Transferor Company may prefer and the Hon'ble Regional Director or Hon'ble National Company Law Tribunal may approve.



II. THE SCHEME FOR AMALGAMATION OF WHOLLY OWNED COMPANY WITH HOLDING COMPANY UNDER SECTION 233 OF THE COMPANIES ACT 2013.

A. Main Objects of the Transferor and Transferee Company

(1) Transferee Company - ORIX Auto Infrastructure Services Limited

OAIS (the Transferee Company herein) was incorporated on 02nd March 1995 under the Companies Act, 1956 before the office of the Registrar of Companies, having its registered office at situated Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai 400 059

Main Object of the Company is as follows :

- (a) To carry on the business of providing financial assistance by way of operating lease of vessels and vehicles of all types, kinds, sizes plying on road, on water or in air and propelled manually or with the air of power, fuel, energy, or otherwise and accessories as related to vehicles and vessels and also of equipment, industrial plant and machinery of any descriptions or nature whatsoever.
- (b) To purchase, acquire and maintain all types of vehicles and vessels of types including automobiles, motor cars, buses, coaches, lorries, trucks , two and three wheelers of all make, size, capacity and run and ply them or give them on hire or other arrangements or permit to others for running and plying same for the carriage and transport of passengers or otherwise providing in this connection such other services and facilities as may be deemed expedient.
- (c) To provide other services relating to the back office transaction / data processing, insurance processing including policy and claim processing other operational support services such as to act as an agent, representative, franchisor, marketing , advisor of general insurance companies and to solicit and procure insurance business as a Corporate Agent and to carry on other incidental and allied activities in relation to insurance processing .
- (d) To carry on business of maintaining , operating and running motor garages, repair shoes and all components, parts and ancillaries for maintenance and running of vessels and vehicles of all types.
- (e) To carry on in India and elsewhere the business of providing all sorts of advisory and supervisory or monitoring services with respect to wing energy projects such as undertaking design, project market , operation



and maintenance, including review , monitoring supervision of all matters related to above thereof, including but not limited to reviewing , monitoring and supervising design reports, construction programme, technical performance, maintenance and quality of wind farms, making recommendations for maximizing energy output , comparing production forecasts with actuals and recommending remedial action, supervising power curve test, supervising meter readings and accuracy of invoices and following up on collections and receivables , providing best practice examples in relation to wind energy policies and matters affecting developments , operations and maintenance of wind energy projects, providing technical inputs with respect to technology trends in the wind energy business area , providing necessary inputs and diligence report for assessment and examination of business opportunities in the wind energy sector and advising in relation to the development of wind power projects, including but not limited to advising and monitoring in relation to site surveys, wind resource , studies, approvals, licenses and permission choice of turbines and balance of plant transmission system.

- (f) To carry on in India and elsewhere the business of providing administrative support services and business process outsourcing services all kinds to wind energy businesses and other infrastructure projects, including but not limited to , support services in the area of maintenance of books, records, finance , accounts , human resources , costing , payroll, invoicing , account maintenance and bank relationships , compliances , IT and data management and liaising with third party vendors and contractors.

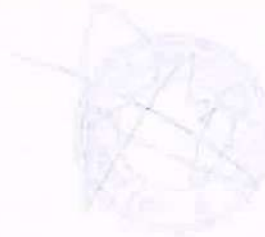
(2) Transferor Company - ORIX Housing Finance Corporation India Limited

OHFC (the Transferor Company herein) was incorporated on 21st April 2019 under the Companies Act, 2013 before the office of the Registrar of Companies, having its registered office at House No. 71/2, Ground Floor Najafgarh Road Industrial Area New Delhi 110015.

The transferor company is the wholly owned subsidiary of the transferee company.

Main Object of the Transferor Company:

- (a) Subject to the approval of the regulatory authority, to carry on the business of providing housing finance in India, whether directly or indirectly and to provide finance and undertake any lending business activities to any person or persons including groups, co-operative societies, companies, institutions, builders and others, either with or without interest or with or without any security for purchase,



construction, improvement, renovation, enlargements, repairs, development, extension of houses, apartments, flats, townships, freehold or lease hold land, estate or interest in any property and/or real estate of all descriptions or conveniences and other installations, either in total or part thereof on such terms and conditions as the Company may deem fit.

- (b) To provide finance to any person or persons, company or corporation, any society cooperative or otherwise or any association of persons, body of individuals, companies, institutions, firms, builders, developers, contractors for purchase and/or for the development of any land or for the purpose of developing any town ships, condominiums, residential dwelling places and/or commercial places.
- (c) To provide loans and advances to any person or persons, company or corporation, any society cooperative or otherwise or any association of persons, body of individuals, companies, institutions, firms, builders, developers, contractors or to any entity, whether secured or unsecured, for legally permitted end use as specified by such borrower upon such terms and conditions, as the Company may deem fit.

On 24.12.2021 the object clause of the company was amended by having additional object:

- (d) To carry on the business of providing financial assistance by way of operating lease of Vessels and Vehicles of all types, kinds and sizes plying on road, on water or in air and propelled manually or with the aid of power, fuel, energy or otherwise and accessories as may be related to vehicles and vessels and also of equipment, industrial plant and machinery of any descriptions or nature whatsoever.
- (e) To purchase, acquire and maintain vessels and vehicles of all types including in particular automobiles, motor cars, buses, coaches, lorries, trucks two and three wheelers of all makes, sizes and capacity and to run and ply them or to give them on hire or other arrangements or permit to others for running and plying the same for carriage and transport of passengers or otherwise and providing in this connection such other services and facilities as may be deemed expedient.”

B. Rationale for Amalgamation of Transferred Undertakings of Transferor Company with Transferee Company.

- (1) ORIX Housing Finance Corporation India Ltd. (“OHFC”) was incorporated on April 21, 2018 with the objective of carrying out the business of Housing Finance Company (HFC) in India. The Company had also made an application



to National Housing Bank for issue of Certificate of Registration to commence the business of a Housing Finance Company.

- (2) Due to then prevailing market scenario, especially with the funding issues with the Non-banking Finance Companies and HFCs, ORIX Corporation, Japan, the Ultimate Holding Company had expressed its intention of not pursuing the plan of carrying HFC in India. Accordingly, the Board of Directors of OHFC in their meeting held on October 22, 2019 had approved for the withdrawal of the HFC application. The application was withdrawn in the month of December 2019.
- (3) Presently, the Company had no future business plan to carry on. The authorised and paid-up capital of the company is Rs.20 Crores.
- (4) Further, the General Meeting of Members of OHFC was held on 24.12.2021 and additional object clause was added by amending the Memorandum of Association to bring the object of the OHFC in line with the OAIS. The same was approved by Ministry of Corporate Affairs ("MCA") vide their certificate dated 31.12.2021.
- (5) In view of the above and since the OHFC is no more in plan to carry on the business of Housing Finance Company and the additional object added is in line with OAIS, the Board of Directors of OHFC were in view that there is no reason for existence of the Company, hence, the Board of Directors of the OHFC in their meeting held on February 19, 2020 had in principle approved for merger of the Company with ORIX Auto Infrastructure Services Limited (OAIS), its holding company under Section 233 of the Companies Act 2013.
- (6) The Board of Directors of OAIS also in their meeting held on February 26, 2020 approved for merger of OHFC into OAIS, its holding Company subject to approval of its shareholders/creditors/Lenders, Registrar of Companies and other authorities, as may be required.



PART -II

SHARE CAPITAL

The capital structure of the Transferor Company and the Transferee Company is as under: -

The capital structure of the Transferor Company as at 31.03.2021 was as follows:

Share Capital	As on 31.03.2021 (Amount in Rupees)
Authorised Share Capital:	
Equity Shares: 20,000,000 Nominal Value per share: Rs 10/-	200,000,000
Issued, Subscribed and Paid-up Share Capital:	
Equity Shares: 20,000,000 Nominal Value per share: Rs 10/-	200,000,000

The capital structure of the Transferee Company as at 31.3.2021 was as follows:

Share Capital	As on 31.03.2021 (Amount in Rupees)
Authorised Share Capital:	
Equity Shares: 160,000,000 Nominal Value per share: Rs. 10/-	1,600,000,000
Preference Shares: 10,000,000 Nominal Value per share: Rs. 10/-	1,00,000,000
	(Note: Total Authorised Share Capital is Rs. 1,700,000,000)
Issued, Subscribed and Paid-up Share Capital:	Details :
Equity Shares:127,996,498 Nominal Value per share :10	1,279,964,980
Preference Shares: 0 Nominal Value per share: 10	0

IN CONSIDERATION OF THE RECIPROCAL PROMISES AND THE AMALGAMATION, THE TRANSFEROR COMPANY, AND ITS SHAREHOLDERS AND CREDITORS AND THE TRANSFEREE COMPANY HAVE PROPOSED THE SCHEME OF AMALAGAMATION AS SET OUT IN PARTS III TO V BELOW.



PART – III

TRANSFER OF TRANSFERRED UNDERTAKINGS OF TRANSFEROR COMPANY AND DISSOLUTION OF TRANSFEROR COMPANY WITHOUT WINDING-UP

(1) TRANSFER OF ASSETS:

On the Scheme becoming effective, with effect from the Appointed Date, the Transferor Company shall dissolve without winding-up and merge with the Transferee Company and the Transferred Undertakings of Transferor Company shall, pursuant to Section 233 of the Companies Act, 2013 and without any further act or deed, be transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company from the Appointed Date, subject to Clause 10, Part V of the Scheme.

(2) Share Capital:

Pursuant to the Scheme, shall be reflected in the books of accounts of the OAIS, on the Effective Date, in the following manner.

Particulars	Prior to the Scheme as on 31 March 2021 (Audited)	After the Scheme as on Effective Date
Authorised Share Capital (in Rupees)	1,700,000,000	1,900,000,000
Paid Up Share Capital(in Rupees)	1,279,964,980	1,279,964,980

(3) ASSETS;

In respect of Transferred Undertakings of Transferor Company being movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery, or transfer by vesting pursuant to this Scheme, the same on the Scheme becoming effective shall stand transferred and vested with effect from the Appointed Date and shall become part and parcel of the Transferee Company.

(4) LICENCES:

Upon the Scheme becoming effective any permits, registrations, approvals, consents, statutory licences, licences to set-up and operate any business worldwide, quotas, rights, entitlements, any other licenses including those relating to trademarks, tenancies, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Company hereto, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be & remain in full force and effect in favour of or against the Transferee Company, as the case may be,



and may be enforced as fully and effectually as if, instead of the Transferor Company the Transferee Company had been a party or beneficiary or obligee thereto, at all times.

(5) **AGREEMENTS, CONTRACTS, ETC.**

Upon the Scheme becoming effective and subject to the provisions of this Scheme, all such contracts, agreements, arrangements and other instruments of whatsoever nature in relation to the Transferred Undertaking to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company the Transferee Company had been a party or beneficiary or obligee thereto.

- (6) Any inter se contracts between the Transferor Company and the Transferee Company shall stand merged and vest in the Transferee Company upon the registration of the Scheme and upon the Scheme becoming effective. Any statutory licenses, authorizations, statutory rights, permissions, approvals, Provident Fund, etc. or other registrations, no-objection certificates or consents to carry on the operations in the Transferred Undertakings of Transferor Company shall stand transferred and vested in the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company upon the vesting and transfer of the Transferred Undertakings of Transferor Company pursuant to this Scheme so as to empower and facilitate the continuation of operations of the Transferred Undertakings of Transferor Company in the Transferee Company smoothly and without any let or hindrance from the Appointed Date.

(7) **OBLIGATIONS AND LIABILITIES:**

- (a) liabilities and obligations including the securities created and those arising out of any guarantees executed by Transferor Company will stand transferred and vested in the Transferee Company as part of the continuing contractual obligations vested in the Transferee Company.
- (b) Upon the Scheme becoming effective, the debts including the securities created, advances, liabilities and obligations of the Transferor Company shall, without any further act or deed be and stand transferred to the Transferee Company and shall become the debts, liabilities and obligations of the Transferee Company which it undertakes to meet, discharge and satisfy.

(8) **BORROWINGS:**

The Transferred Undertaking of the Transferor Company any borrowed/ availed/ got sanctioned Secured Loans, which have been secured by creating charge/ mortgage/ lien/ hypothecation on different asset(s) of the Transferred Undertaking of Transferor



Company. Upon the Scheme becoming effective all the Secured Loans (both fund based and non - fund based) as borrowed/ availed/ sanctioned as on the Effective Date shall without any further act or deed stand transferred to the Transferee Company and all the securities so created by the Transferor Company on the various assets of the Transferred Undertaking shall continue on the same assets as are transferred/ vested in the Transferee Company and in the name of respective Bank/ Financial Institution/ Non-Banking Finance Company, as if originally created by the Transferee Company. All the relevant charges on the assets comprised in the Transferred Undertaking of Transferor Company with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana shall stand transferred in the name of Transferee Company. The office of Registrar of Companies, National Capital Territory of Delhi and Haryana shall transfer all the relevant Charge ID's, as identified by the Transferor Company, in the name of Transferee Company upon the Scheme becoming effective.

(9) LEGAL PROCEEDINGS:

With effect from the Appointed Date and upto and including the Effective Date, any legal or other proceedings by or against Transferor Company under any statute, or otherwise whether pending on the Appointed Date or which may be instituted in future in respect of any matter arising before the Effective Date shall be continued and enforced by or against Transferee Company after the Effective Date.

(10) CONDUCT OF BUSINESS:

With effect from the Appointed Date and upto and including the Effective Date:

- (a) Transferor Company shall be deemed to have been carrying on all operations and activities relating to the Transferred Undertakings of Transferor Company on behalf of Transferee Company and stand possessed of the properties so to be transferred for and on account of and in trust for Transferee Company; and
- (b) all profits accruing to Transferor Company (including taxes, if any, thereon) or losses arising or incurred by it relating to the Transferred Undertakings of the Transferor Company shall for all purposes, be treated as the profits or taxes or losses as the case may be of Transferee Company.

(11) ASSETS/ INVESTMENTS AND LIABILITIES

The assets/ investments and liabilities comprised in the Transferred Undertakings of Transferor Company shall be transferred and vested in the Transferee Company and the continuance of any proceedings by or against the Transferee Company hereof shall not affect any transaction or proceedings already completed by the Transferor Company on and from the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee



Company. For the consolidation of the accounts of Transferor Company with the Transferee Company after the Scheme becoming effective the opening balances under various heads of assets and liabilities of the Transferor Company, as on Appointed Date shall be considered by the Transferee Company.

(12) TRANSFER OF EMPLOYEES AND WORKMEN:

- (a) Any employees of the Transferor Company, as on the Effective Date, shall as from such date, become employees of the Transferee Company with the benefit of continuity of service on same terms and conditions being not unfavorable with the terms and conditions applicable to such employees and without any breach or interruption of service. In regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund created or existing for the benefit of such employees of the Transferor Company, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds, and applicable acts in the respective Trust Deeds or other documents.

It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes or funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Company will be treated as having been continuous for the purpose of the aforesaid schemes, fund, Trusts etc.

- (b) The Transferee Company undertakes to continue to abide by any agreement(s)/settlement(s) entered into by the Transferor Company with employees of the Transferred Undertakings of the Transferor Company. The Transferee Company agrees that for the purpose of payment of any retrenchment, compensation, gratuity and other terminal benefits, the past services of such employees with the Transferor Company shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

(13) COMPLIANCE WITH TAX LAW:

- (a) The provisions of this Scheme as they relate to the merger of Transferor Company with Transferee Company has been drawn up to comply with the conditions relating to 'amalgamation' as defined under Section 2(1B) of the (Indian) Income-tax Act, 1961 (hereinafter referred to as Income Tax Act). If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section



2(1B) of the Income-tax Act. Such modification will, however, not affect the other parts of the Scheme.

- (b) Upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings, and annexures under the Income Tax Act (including for purposes of carry forward and set-off of tax losses, unabsorbed depreciation, unabsorbed allowance u/s. 35(4) and tax benefits), service tax, sales tax, VAT, excise, CGST, SGST, IGST, and other tax laws and customs laws, as may be applicable and to claim refunds and/or credits for taxes paid by Transferor Company, and to claim tax benefits, under the Income Tax Act and other tax laws, etc. and for matters incidental thereto, if required to give effect to the provisions of this Scheme. The order of Hon'ble Regional Director or National Company Law Tribunal sanctioning this Scheme shall be deemed to be an order permitting the Transferee Company to prepare and/or revise its financial statements and books of accounts on and from the Appointed Date and no further act shall be required to be undertaken by the Transferee Company.
- (c) All tax assessment proceedings/appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date by the Transferor Company. In the event of the Transferor Company failing to continue or enforce any proceeding/appeal, the same may be continued or enforced by the Transferee Company, at the cost of the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.
- (d) Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme.
- (e) All taxes (including but not limited to advance tax, self-assessment tax, regular tax, dividend distribution tax, securities transaction tax, deferred tax assets/liabilities, Foreign Tax Credit, tax deducted at source, tax collected at source, value added tax, sales tax, service tax, customs duty, CGST, IGST, SGST, etc.), including any interest, penalty, surcharge and/or cess, paid / payable by or refunded / refundable to the Transferor Company with effect from the Appointed Date, including all or any refunds or claims shall be treated as the tax liability or refunds/ claims/credits, etc. as the case may be, of the Transferee Company, and any tax incentives, advantages, privileges, accumulated losses under Income-tax Act, allowance for unabsorbed depreciation under Income-tax Act, carried forward allowance u/s. 35(4) of Income-tax Act, including payment admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source such as under Sections 40, 40A, 43B, etc. of the Income-tax Act, exemptions, credits, deductions



/ holidays, remissions, reductions, service tax input credits, GST input credits, export benefits, central value added tax credits, CGST, SGST, IGST, value added/ sales tax/ entry tax credits or set-offs etc. as would have been available to the Transferor Company, pursuant to this Scheme becoming effective, be available to the Transferee Company and the relevant authority shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon coming into effect of this Scheme.

- (f) The Transferee Company shall also be permitted to claim refunds / credits in respect of any transaction between the Transferor Company and the Transferee Company. Upon the Scheme becoming effective, the Transferee Company shall be permitted to revise, if it becomes necessary, its income tax returns and related withholding tax certificates, including withholding tax certificates, relating to transactions between the Transferor Company and the Transferee Company, and to claim refunds, advance tax and withholding tax credits, foreign taxes and carry forward of accumulated losses, unabsorbed depreciation etc., pursuant to the provisions of this Scheme.
- (g) The taxes (including but not limited to advance tax, self-assessment tax, regular tax, dividend distribution tax, securities transaction tax, tax deducted at source, tax collected at source, service tax, value added tax, sales tax, excise and custom duties, CGST, SGST, IGST), including any interest, penalty, surcharge and/or cess, if any, paid by the Transferor Company under the Income Tax Act, 1961, Central Goods and Service Tax Act, Integrated Goods and Service Tax Act and Union Territory Goods and Service Tax Act, or any other statute for the period commencing from the Appointed Date shall be deemed to be the taxes paid by the Transferee Company and credit for such taxes shall be allowed to the Transferee Company notwithstanding that certificates or challans for such taxes are in the name of the Transferor Company and not in the name of the Transferee Company.
- (h) The Transferee Company is expressly permitted to file/revise its Income Tax, Wealth tax, Service tax, Excise, VAT, Entry Tax and other Statutory Returns upon the scheme being Effective, notwithstanding the period of filing/revising such return may have lapsed and related Tax Deducted at Source (TDS) certificates & loss returns and related Tax Deducted at Source (TDS) certificates and to claim refunds, advance tax credits etc., on the basis of the combined accounts of the Companies as reflected in the Consolidated Balance Sheet as on the Appointed Date pursuant to the terms of this Scheme and its right to make such revisions in the Income Tax & loss returns and related TDS certificates and the right to claim refunds, adjustments, credits, set-offs, advance tax credits pursuant to the registration of this Scheme and the Scheme becoming effective is expressly reserved.



PART – IV

PAYMENT OF CONSIDERATION

The Transferor Company is a 100% subsidiary of the Transferee Company and hence the entire paid-up share capital of Transferor Company i.e. 20,000,000 equity shares of the face value of Rs.10/- each aggregating to Rs. 200,000,000/- are held by the Transferee Company in the Transferor Company. Since the provisions of the Act do not permit a Company to hold its own shares, upon dissolution of the Transferor Company under the terms of this Scheme, the afore-stated entire paid up capital comprising of 20,000,000 equity shares of the face value of Rs.10/- each aggregating to Rs. 200,000,000/- held by the Transferee Company in the Transferor Company shall stand cancelled upon this Scheme becoming effective without any further act or deed. Accordingly, the entire investment in the books of accounts of the Transferee Company on account of 20,000,000 Equity shares of the face value of Rs. 10/- each of Transferor Company shall stand cancelled and written off / reversed in the accounts of the Transferee



Companies on the Scheme of Amalgamation becoming effective

PART – V

GENERAL TERMS AND CONDITIONS

- (1) On the date of approval of the Scheme by the Regional Director, the Transferee Company shall account for the amalgamation of the Transferor Company (not constituting business as per Ind AS 103) with the Transferee Company in its books of accounts in the following manner:
 - (a) All the assets and liabilities of the Transferor Company shall stand transferred to and vested in Transferee Company pursuant to the Scheme and shall be recorded at their respective fair values.
 - (b) Any inter-company deposits, loans, advances, balances, investments, guarantee etc. between the Transferor Company and the Transferee Company shall stand cancelled.
 - (c) In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference shall be quantified and adjusted in the books of the Transferee Company.
 - (d) The difference between the value of assets over the value of liabilities of the Transferor Company transferred to the Transferee Company pursuant to the Scheme, after adjusting the book value of the investments in the shares of the Transferor Company shall be recognised in the Income Statement of the Transferee Company.
- (2) Upon the Scheme becoming effective, the Authorized Share Capital of Transferor Company comprising of 20,000,000 Equity Shares of Rs. 10/- each aggregating to Rs. 200,000,000 shall stand carried forward and merged with the Authorized Share Capital of Transferee Company without any further act or deed and without any levy of fees, duty or charge. Accordingly, upon the Scheme becoming effective the Authorized Share Capital of the Transferee Company shall stand enhanced/increased from Rs. 1,700,000,000 to Rs. 1,900,000,000, i.e. consisting of Rs 1,600,000,000 divided into 160,000,000 Equity Shares of Rs. 10/- each to Rs. 1,800,000,000 divided into 180,000,000 Equity Shares of Rs. 10/- each and Rs. 100,000,000 divided into 10,000,000 Preference Shares of Rs. 10/- each. Upon the Scheme becoming effective, the office of Registrar of Companies, Maharashtra, Mumbai shall immediately take effect of consolidation of Authorized Share Capital of Rs. 200,000,000 of Transferor Company into the books of Transferee Company and enhance the Authorized Share Capital of Transferee Company from Rs. 1,700,000,000 to Rs. 1,900,000,000, i.e. consisting of Rs 1,600,000,000 divided into 160,000,000 Equity Shares of Rs. 10/- each to Rs. 1,800,000,000 divided into 180,000,000 Equity Shares of Rs. 10/- each and Rs. 1,00,000,000 divided into 10,000,000 Preference Shares of Rs. 10/- each in its records and software. Upon the Scheme becoming effective the Transferee Company shall make suitable



amendments to its Memorandum and Articles of Association to reflect the increase of the Authorized Share Capital. Upon the Scheme becoming effective the Transferee Company may file the requisite applications/forms without any fees, with the Registrar of Companies, Maharashtra, Mumbai, for the increase of its Authorized Capital Rs. 1,700,000,000 to Rs. 1,900,000,000, i.e. consisting of Rs 1,600,000,000 divided into 160,000,000 Equity Shares of Rs. 10/- each to Rs. 1,800,000,000 divided into 180,000,000 Equity Shares of Rs. 10/- each and Rs. 1,00,000,000 divided into 10,000,000 Preference Shares of Rs. 10/- each each and the Registrar of Companies shall permit the Transferee Company to take credit of the entire fees already paid by the Transferor Company in this regard.

The Transferee Company shall ensure due compliance of the provisions of Section 233(11) of Companies Act, 2013 with respect to carry forward of the Authorized Capital of the Transferor Company in the books and records of Transferee Company

- (3) Upon the Scheme of Amalgamation becoming effective the capital clause in the Memorandum of Association of the Transferee Company shall stand substituted and read as follows without any further act or deed:-

The Authorized Share Capital of the Company is Rs.1,900,000,000, i.e. consisting of Rs. 1,800,000,000 divided into 180,000,000 Equity Shares of Rs. 10/- each and Rs. 1,00,000,000 divided into 10,000,000 Preference Shares of Rs. 10/- each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may determined by or in accordance with the Articles of Association of the Company and vary, modify amalgamate or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the Articles of Association of the Company.

- (4) Subject to above and upon the Scheme becoming effective, all permissions, licenses, approvals, incentives, experiences and credentials, vendor approvals/ customer registrations/ pre-qualifications from customers, remissions, tax-incentives, subsidies, grants, concessions, licence fees, consents, sanctions, and other authorizations to which the Transferor Company is entitled to and also which are comprised in the Transferred Undertakings of Transferor Company, shall stand vested and permitted or continued by the order of registration of the Hon'ble Regional Director in the Transferee Company, therefore the Transferee Company shall file the Scheme, for the record of the statutory authorities who shall take it on file, pursuant to the sanction 12 registration orders of the 13 Hon'ble Regional Director or National Company Law Tribunal and effect changes as required to endorse/ replace or give benefit to the Transferee Company as if it was so entitled to all benefits and obligations as was the Transferor Company entitled to.
- (5) Transferee Company is authorised to take all such steps on behalf of the Transferor Company, as may be necessary to give effect to the provisions contained in above clause 4 of Part-V.
- (6) The Transferor Company is a 100% subsidiary of Transferee Company. Upon the Scheme becoming effective, the entire shares held by Transferee Company in the



Transferor Company shall stand cancelled, because a Company can't hold its own shares as detailed hereinabove. Hence after the Scheme becoming effective the Transferee Company shall not be required to issue any shares and its paid-up capital will not be affected because of the Scheme.

(7) DISSOLUTION OF TRANSFEROR COMPANY:

(a) Upon the Scheme being registered, the Transferor Company shall stand dissolved without being wound up as on the Appointed Date and Transferred Undertaking of the Transferor Company shall vest with Transferee Company.

(b) Upon the Scheme becoming effective, any of the immovable properties of the Transferor Company including land, building, plant and machinery shall stand vested with the Transferee Company and further the Transferor Company being 100% subsidiary of the Transferee Company, therefore such vesting of all the immovable properties shall not be subject to levy of any stamp duty, registration fees, transfer charges or any other fees or levy in this regard. Henceforth all the authorities including without limitation the office of sub-registrar, tehsildar and revenue authorities under whose jurisdiction the immovable properties of the Transferor Company are located shall immediately and without any demur as well as without any levy of any duty, fees, charges, levies or any other kind of charges shall effect transfer/mutation of all the immovable properties of Transferor Company in favor of the Transferee Company merely on presentation of the present Scheme of Amalgamation as registered by the Hon'ble Regional Director.

(8) EXPENSES CONNECTED WITH THE SCHEME:

The entire expense for the Scheme shall be borne by the Transferee Company.

(9) BANK ACCOUNTS:

Upon the Scheme becoming effective and without any further act or deed, the title of all Bank Accounts being maintained by the Transferor Company shall automatically stand changed/transmitted in favor of Transferee Company and the said bank accounts will be run and maintained with same signatories structure and as if opened originally by the Transferee Company.

(10) EFFECTIVENESS OF THE SCHEME

This Scheme shall be deemed to be effective upon the occurrence of the last of the following events: -

- (a) The approval of the Scheme by the requisite majority of the members and creditors of the Transferor Company, as the case may be, as required under Section 233 of Companies Act, 2013.
- (b) The registration of the Scheme by the Hon'ble Regional Director or Hon'ble National Company Law Tribunal under Section 233 of Companies Act, 2013



and other applicable provisions of the Act, Rules and Regulations, as the case may be.

- (c) Certified copies of the order of Hon'ble Regional Director or National Company Law Tribunal being filed with the Registrar of Companies, for registration thereof.


Gyan Auto Infrastructure Services Limited
Ajay Gandhi
Company Secretary
ACS No.: 16040



महाराष्ट्र MAHARASHTRA

2022

BP 986328



प्रधान मुद्रांक कार्यालय, मुंबई.
प.मु.वि.क. ८०००००३
- 5 JUL 2022
संक्षम अधिकारी

श्रीम. एल. एस. सांगव



FORM NO. CAA.10

[Pursuant to section 233(1)(c) and rule 25(2)]

Declaration of solvency

1. (a) Corporate identity number (CIN) of Company: U63032MH1995PLC086014
(b) Global location number (GLN) of company: N.A.
2. (a) Name of the company: ORIX AUTO INFRASTRUCTURE SERVICES LIMITED
(b) Address of the registered office of the company: Plot no. 94, Marol Co. Op. Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra 400059, India.
(c) E-mail ID of the company: jay.gandhi@orixindia.com

87

87





3/a) Whether the company is listed: NO
b) If listed, please specify the name(s) of the stock exchange(s) where listed:

N.A.

4. Date of Board of Directors' resolution approving the scheme: 22nd March 2022

Declaration of solvency

We, the directors of M/s ORIX AUTO INFRASTRUCTURE SERVICES LIMITED do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31st March, 2022 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Mumbai.

Signed for and behalf of the Board of Directors

Date : 10/08/2022
Place: Mumbai

(1) Signature
Sandeep Gambhir
Managing Director and CEO
(DIN: 00083116)

(2) Signature
Takashi Yamasaki
Director
(DIN: 09238975)



Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between ORIX AUTO INFRASTRUCTURE SERVICES LIMITED and ORIX HOUSING FINANCE CORPORATION INDIA LIMITED is proposed to be placed before the shareholders and creditors of the company for approval

(Handwritten signatures)

as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 10th day of August 2022.



Sandeep Gambhir

(1) Signature
Sandeep Gambhir
Managing Director and CEO
(DIN: 00083116)



Takashi Yamasaki

(2) Signature
Takashi Yamasaki
Director
(DIN: 09238975)

Solemnly affirmed and declared at Mumbai, the 10th day of August, 2022 before me.
Commissioner of Oaths and Notary Public

Attachments:

- a) Copy of board resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

Mithilesh Kumar Dubey
10/08/2022



BEFORE ME

Hari Prasad Mishra
10/08/22

HARI PRASAD MISHRA
ADVOCATE & NOTARY
GOVT. OF INDIA
Reg. No. 10441

Reg. No.	56/2022
Sr. No.	119/022
Sign.	<i>[Signature]</i>

[Signature]



ORIX

ORIX Auto Infrastructure Services Limited

Regd. Office: Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (E), Mumbai - 400 059.
Tel.: +91-22-6707 0100 • Fax: +91-22-2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN: U63032MH1995PLC086014

Certified True Copy of the Resolution passed at the 138th Meeting of the Board of Directors of ORIX Auto Infrastructure Services Limited held on Tuesday, March 22, 2022 at 09:30 am. 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

Approval of Scheme of Merger:

“RESOLVED THAT pursuant to the provisions of Sections 233 and other applicable provisions of the Companies Act, 2013 (the Act) including Rules prescribed thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the approval of ORIX Corporation, Japan the Holding Company, in terms of Approval Authority Matrix of the Company, shareholders, creditors of the Company, Ministry of Corporate Affairs, Government of India (“MCA”), through Regional Director, Mumbai Maharashtra or such other Regulatory Authority as may be applicable, the draft Scheme of Arrangement/ Amalgamation of ORIX Housing Finance Corporation India Limited (“Transferor Company/ OHFC”) with its parent company ORIX Auto Infrastructure Services Limited (“Transferee Company/ OAIS”) (“the Scheme”) as placed before the Board be and is hereby approved, subject to modifications, if any, as may be advised by concerned Regulatory Authority including MCA or the shareholders or creditors of the Company.

RESOLVED FURTHER THAT the Board do take on record the appointed date for the said Scheme of Amalgamation as April 01, 2022, or such other date as the Regulatory Authority may direct or approve under the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in consideration be the reciprocal promises and the amalgamation of ORIX Housing Finance Corporation India Limited (OHFC), the Transferor Company, a Wholly Owned Subsidiary of ORIX Auto Infrastructure Services Limited (OAIS) into OAIS, the Transferee Company and hence the entire paid-up share capital of Transferor Company i.e. 20,000,000 equity shares of the face value of Rs.10/- each aggregating to Rs. 200,000,000/- be held by the Transferee Company in the Transferor Company. Since the provisions of the Act do not permit a Company to hold its own shares, upon dissolution of the Transferor Company under this Scheme, the afore-stated entire Subscribed and paid- up capital of the Transferor comprising of 20,000,000 equity shares of the face value of Rs.10/- each aggregating to Rs.200,000,000/- held by the Transferee Company in the Transferor Company, shall stand cancelled upon this Scheme becoming effective without any further act or deed. Accordingly, the entire investment in the books of accounts of the Transferee Company on account of 20,000,000 Equity shares of the face value of Rs. 10/- each of Transferor Company shall stand cancelled and written off in the books of the Transferee Company.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary, be and is hereby authorized, severally, for giving effect to this resolution, to make such alterations/modifications in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by Regional Director / MCA, shareholders or any regulatory authority.

RESOLVED FURTHER THAT M/S. BNP & Associates, Practicing Company Secretaries, be and are hereby authorized to represent the Company before the offices of MCA, Registrar of Companies, any other regulatory authority and the Office of Official Liquidator, in the course of obtaining approval, sanction of the Scheme of Arrangement /Amalgamation.



RESOLVED FURTHER THAT M/S. BNP & Associates, Practicing Company Secretaries, be and are hereby authorized to enter, appear, plead and represent the Company and tender all kinds of documents, statutory records, replies to the queries for and on behalf of the Company and are also authorized to do all such acts, deeds, matters and/or things as may be necessary, expedient or consequential in the course of dealing with the above offices.

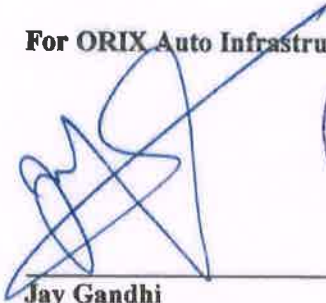
RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary, be and is hereby authorized severally to take all necessary steps including but not limited to:

- (a) make modifications, amendments, revisions, edits and all other actions as may be required to finalize the Scheme;
- (b) file necessary applications with MCA/Regional Director, Official Liquidator or Regulatory authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) file applications with MCA / Regional Director or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the Regional Director give effect to the Scheme;
- (d) file affidavits, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the Regional Director/ MCA to the said Scheme and for giving effect to the Scheme;
- (e) take all necessary steps as may be required to obtain Regulatory approval for the scheme, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions and any other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (f) settle any query, doubt, or difficulty that may arise in this regard and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (g) suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be Suo moto decided by the Board in its absolute discretion; and
- (h) sign all relevant / incidental applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney.



RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

For ORIX Auto Infrastructure Services Limited,



Jay Gandhi
Company Secretary

Date : April 05, 2022

Place : Mumbai

Membership No: A16040

Address: Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400059

Annexure
Statement of Assets and Liabilities as at 31st March 2022
ORIX AUTO INFRASTRUCTURE SERVICES LIMITED

(Amount in Rs)

Sr. No.	Assets	Book Value
1.	Balance at Bank	12,17,03,759
2.	Cash in hand	18,37,441
3.	Marketable securities	0
4.	Bills receivables	0
5.	Trade debtors	75,14,69,960
6.	Loans & advances	13,50,209
7.	Unpaid calls	0
8.	Stock-in-trade	4,78,40,805
9.	Work in progress	0
10.	Freehold property	27,47,50,261
11.	Leasehold property	11,94,32,720
12.	Plant and machinery	3,49,441
13.	Furniture, fittings, utensils, etc.	38,06,154
14.	Patents, trademarks, etc.	0
15.	Investments other than marketable securities	4,24,05,33,535
16.	Other property (Current Tax assets (net))	10,20,14,65,731
	Total	15,76,45,40,017
	Liabilities	Estimated to rank for payment (to the nearest rupee)
1.	Secured on specific assets	10,00,00,000
2.	Secured by floating charge(s)	0
3.	Estimated cost of liquidation and other expense including interest accruing until payment of debts in full.	0
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a) Trade accounts	79,37,97,418
	(b) Bills payable	0
	(c) Accrued expense	22,61,42,747
	(d) Other liabilities	9,46,33,37,792
	(e) Contingent liabilities	58,75,48,582
	Total	11,17,08,26,539




(Amount in Rs)

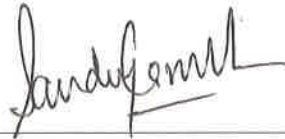
Total estimated value of assets	15,76,45,40,017
Less: Total liabilities	10,58,32,77,957
Estimated surplus after paying debts in full	5,18,12,62,059

Note:

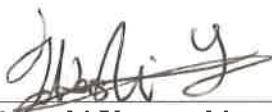
The book value, as extracted from audited financial statement as on 31st March 2022, are considered as minimum realisable value for assets and liabilities for this statement.

Signed for and behalf of the Board of Directors of

ORIX Auto Infrastructure Services India Ltd.



Sandeep Gambhir
Managing Director and CEO
(DIN: 00083116)



Takashi Yamasaki
Director
(DIN: 09238975)

Place: Delhi

Date: July 29, 2022

Independent Auditor's Report on the Statement of assets and liabilities as at March 31, 2022

The Board of Directors
ORIX Auto Infrastructure Services Limited
94, Marol Co-operative Industrial Estate,
Andheri - Kurla Road, Andheri (E),
Mumbai - 400 059

1. This Report is issued in accordance with the terms of our service scope letter dated October 20, 2021 and master engagement agreement dated October 20, 2021 with **ORIX Auto Infrastructure Services Limited** (hereinafter the "Company").
2. At the request of the management, we have examined the accompanying Statement of assets and liabilities as at March 31, 2022 (hereinafter referred together as the "Statement"), which we have initialled for identification purposes only. The Statement together with our report thereon is required by the Company for submission to Registrar of Companies, Ministry of Corporate Affairs in terms of the provisions of sections 233 and all other applicable provisions of the Companies Act, 2013 ("the Act").

Management's Responsibility

3. The preparation of the accompanying Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring that the Company complies with the requirements of the Act, and for providing all relevant information to the relevant Authority.

Auditor's Responsibility

5. Pursuant to the requirements of Section 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination whether:
 - (i) the amounts in the Statement have been accurately extracted from the audited financial statements for the year ended March 31, 2022;
 - (ii) the Statement of assets and liabilities is arithmetically correct
6. We audited the financial statements of the Company as at and for the financial year ended March 31, 2022, on which we issued an unmodified audit opinion dated July 29, 2022. Our audit of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013, as amended and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria as mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, our procedures included the following in relation to the Statement:
 - a) Traced and agreed the amounts in the attached Statement, to the audited financial statements of the Company as at and for the year ended March 31, 2022.
 - b) Tested the arithmetical and clerical accuracy of the Statement.
 - c) We have not performed any procedures with respect to estimated realizable value of amount appearing in the attached statement of asset and liabilities and accordingly, our conclusion is only in respect of book value of assets and liabilities.
 - d) Performed necessary inquires with the management and obtained necessary representations.
10. We have obtained specific representation from the management that the Company is seeking merger with subsidiary company under the provisions of Section 233 of the Companies Act, 2013.

Opinion

11. Based on our examination, as above, we are of the opinion that:
 - (i) the amounts in the Statement in respect of asset and liabilities have been accurately extracted from the audited financial statements for the years ended March 31, 2022;
 - (ii) the Statement of assets and liabilities is arithmetically correct.

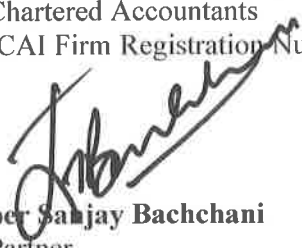
Restriction on Use

12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose given in paragraph 2 above and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004


per Sanjay Bachchani
Partner

Membership Number: 400419

UDIN: 22400419ANVCUA4508



Place: Gurugram

Date: July 29, 2022



ORIX Auto Infrastructure Services Limited

Regd. Office: Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (E), Mumbai - 400 059.
Tel.: +91-22-6707 0100 • Fax: +91-22-2852 8549 • Email: info@orixindia.com • www.orixindia.com • CIN: U63032MH1995PLC086014

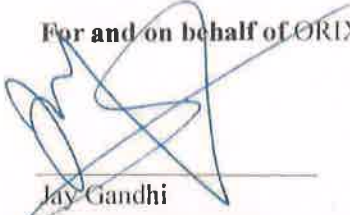
Annexure I

Statement of assets and liabilities as on March 31, 2022

Particulars	(Rs in Laacs)	
	Amount	
Total assets (A)		157,645
Total liabilities (B)		105,833
Total equity {A-B = C}		51,812

Note – In view of the management, the book values as extracted from audited financial statements, as mentioned above, are considered as minimum realizable value for the assets & liabilities.

For and on behalf of ORIX Auto Infrastructure Services Limited


Jay Gandhi
Company Secretary
Membership Number: 16040


S.R. Bhatnagar & Associates LLP, Gurugram
for Identification

Date: July 29, 2022
Place: Mumbai

Statement of Details of Merger

This statement is being furnished as required under section 233 of the Companies Act, 2013 (the “Act”) read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).

(I) Details of Transferor Company - ORIX Housing Finance Corporation India Limited (“OHFC”/ “Transferor Company”):

Sr. No.	Particulars	Details
(1)	Details of the Company	
(a)	Name of the company	ORIX Housing Finance Corporation India Limited (“OHFC”)
(b)	Corporate Identification Number (CIN) of the company) or Global Location Number (GLN) of the company	CIN: U65920DL2018PLC332902
(c)	Permanent Account Number (PAN)	AACCO6973D
(d)	Date of incorporation	21-04-2018
(e)	Type of the company (whether public or private or one-person company)	Unlisted Public Limited Company
(f)	Registered office address and e-mail address	Registered Office Address: House No. 71/2, Ground Floor, Najafgarh Road Industrial Area, NEW Delhi, New Delhi, Delhi, 110015 E-mail Address: info@orixindia.com
(g)	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects of the Company: (i) Subject to the approval of the regulatory authority, to carry on the business of providing housing finance in India, whether directly or indirectly and to provide finance and undertake any lending business activities to any person or persons including groups, co-operative societies, companies, institutions, builders and others, either with or without interest or with or without any security for purchase, construction, improvement, renovation, enlargements, repairs, development, extension of houses, apartments, flats, townships, freehold or lease hold land, estate or interest in any property and/or real estate of all descriptions or conveniences and other installations, either in total



		<p>or part thereof on such terms and conditions as the Company may deem fit.</p> <p>(ii) To provide finance to any person or persons, company or corporation, any society cooperative or otherwise or any association of persons, body of individuals, companies, institutions, firms, builders, developers, contractors for purchase and/or for the development of any land or for the purpose of developing any town ships, condominiums, residential dwelling places and/or commercial places.</p> <p>(iii) To provide loans and advances to any person or persons, company or corporation, any society cooperative or otherwise or any association of persons, body of individuals, companies, institutions, firms, builders, developers, contractors or to any entity, whether secured or unsecured, for legally permitted end use as specified by such borrower upon such terms and conditions, as the Company may deem fit.</p> <p>On 24.12.2021 the object clause of the company was amended in the Extra-Ordinary General Meeting of the Company by having below additional object clause:</p> <p>(iv) To carry on the business of providing financial assistance by way of operating lease of Vessels and Vehicles of all types, kinds and sizes plying on road, on water or in air and propelled manually or with the aid of power, fuel, energy or otherwise and accessories as may be related to vehicles and vessels and also of equipment, industrial plant and machinery of any descriptions or nature whatsoever.</p> <p>(v) To purchase, acquire and maintain vessels and vehicles of all types including in particular automobiles, motor cars, buses, coaches, lorries, trucks two and three wheelers of all makes, sizes and capacity and to run and ply them or to give them on hire or other arrangements or permit to others for running and plying the same for carriage and transport of passengers or otherwise and providing in this connection such other services and facilities as may be deemed expedient.”</p>
--	--	---



(h)	Details of change of name, registered office and objects of the company during the last five years	<p>(i) Details of change in the name of the Company: There has been no change in the name of the Company during last five years.</p> <p>(ii) Details of change in the Registered Office of the Company: There has been no change in the Registered Office of the Company during last five years</p> <p>(iii) Details of change in the objects of the Company: The Object Clause of the Company was in the Extra Ordinary General Meeting of the Company held on December 24, 2021. The same was approved by Registrar of Companies, Delhi vide its certificate dated December 31, 2021.</p> <p>Clause (iv) and (v) of the Main Objects mentioned under Clause 1(g) above were inserted pursuant to the said change.</p>									
(i)	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not Applicable									
(j)	Details of the capital structure of the company including authorized, issued, subscribed and paid-up share capital	<p>Share capital structure consists of Rs. 10 each and the other details are as follows:</p> <p style="text-align: right;">(Amt in Rs.)</p> <p>(i) Authorized Share Capital: 200,000,000 (ii) Issued Share Capital: 200,000,000 (iii) Subscribed Share Capital: 200,000,000. (iv) Paid-up Share Capital: 200,000,000.</p>									
(k)	Names of the promoters and directors along with their addresses	<p>A. Details of the Promoters of the Company:</p> <table border="1" data-bbox="719 1503 1406 1935"> <thead> <tr> <th data-bbox="719 1503 775 1581">Sr. No.</th> <th data-bbox="775 1503 1054 1581">Name</th> <th data-bbox="1054 1503 1406 1581">Address</th> </tr> </thead> <tbody> <tr> <td data-bbox="719 1581 775 1794">1.</td> <td data-bbox="775 1581 1054 1794">ORIX Auto Infrastructure Services Limited</td> <td data-bbox="1054 1581 1406 1794">Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai - 400059, Maharashtra, India</td> </tr> <tr> <td data-bbox="719 1794 775 1935">2</td> <td data-bbox="775 1794 1054 1935">Mr. Jay Gandhi and ORIX Auto Infrastructure Services Ltd</td> <td data-bbox="1054 1794 1406 1935">F / 721, "Rock Enclave", Opp. Joy Ice Cream Factory, Hindustan Naka, Kandivali (West), Mumbai</td> </tr> </tbody> </table>	Sr. No.	Name	Address	1.	ORIX Auto Infrastructure Services Limited	Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai - 400059, Maharashtra, India	2	Mr. Jay Gandhi and ORIX Auto Infrastructure Services Ltd	F / 721, "Rock Enclave", Opp. Joy Ice Cream Factory, Hindustan Naka, Kandivali (West), Mumbai
Sr. No.	Name	Address									
1.	ORIX Auto Infrastructure Services Limited	Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai - 400059, Maharashtra, India									
2	Mr. Jay Gandhi and ORIX Auto Infrastructure Services Ltd	F / 721, "Rock Enclave", Opp. Joy Ice Cream Factory, Hindustan Naka, Kandivali (West), Mumbai									

			- 400 067
3	Mr. Sandeep Sinha and ORIX Auto Infrastructure Services Ltd.	8/A Parvati Villa Road, NR Golibar Maidan Wanwadi, Pune, Maharashtra 411040	
4	Mr. Sandeep Gambhir and ORIX Auto Infrastructure Services Ltd	7/264, 2nd Floor, Sunder Vihar, New Delhi - 110087.	
5	Mr. Vivek Wadhwa and ORIX Auto Infrastructure Services Ltd	BE-39, Shalimar Bagh, Delhi - 110 088	
6.	Mr. Manmohan Malik and ORIX Auto Infrastructure Services Ltd.	W3-123, Wellington Estate, DLF-V, Sector-53, Gurgaon - 122 009	
7.	Mr. Gaurav Bhatia and ORIX Auto Infrastructure Services Ltd	A-3/36, Near Shagun Jewellers, Paschim Vihar, Jawala Heri, Paschim Vihar, Punjabi Bagh, West Delhi, Delhi - 110063	
8.	Ms. Meeta Sagar Sanghvi and ORIX Auto Infrastructure Services Ltd.	B-701, Rajshree Status, Bldg No.15, Pantnagar, Ghatkopar (E), Mumbai - 400075	

B. Details of the Directors of the Company:

Sr. No.	Name	Address
1.	Mr. Vivek Wadhwa (DIN: 00081154)	BE-39, Shalimar Bagh, Delhi - 110 088
2.	Mr. Sandeep Gambhir (DIN: 00083116)	7/264, 2nd Floor, Sunder Vihar, New Delhi - 110087
3.	Mr. Sandeep Sinha (DIN: 06446963)	8/A Parvati Villa Road, NR Golibar Maidan Wanwadi, Pune, Maharashtra 411040



(2)	<p>If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.</p>	<p>The Transferor Company i.e. ORIX Housing Finance Corporation India Limited (OHFC) is a Wholly-Owned Subsidiary of the Transferee Company.</p>
(3)	<p>The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.</p>	<p>The date of the Board Meeting at which the scheme was approved by the Board of Directors: March 22, 2022</p> <p>The Board of Directors unanimously approved the scheme.</p>
<p>(4) Explanatory statement disclosing details of the scheme of compromise or arrangement including:</p>		
(a)	<p>Parties involved in such compromise or arrangement;</p>	<p>ORIX Auto Infrastructure Services Limited and ORIX Housing Finance Corporation India Limited.</p>
(b)	<p>In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;</p>	<ul style="list-style-type: none"> ➤ Appointed date is April 01, 2022. ➤ Effective date shall be the date on which the Regional Director, Northern Region, Ministry of Corporate Affairs, approves the Scheme of Amalgamation under Section 233 of the Companies Act, 2013. ➤ Considering that the Transferor Company is a Wholly Owned Subsidiary of the Transferee Company, the question of share exchange ratio does not arise.
(c)	<p>Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for</p>	<p>Considering that the Transferor Company is the Wholly Owned Subsidiary of the Company, there does not arise any requirement for allotment of shares upon amalgamation. Hence, there is no need for valuation of the Transferor Company.</p>

	inspection at the registered office of the company.	
(d)	Details of capital or debt restructuring, if any.	None
(e)	Rationale for the compromise or arrangement;	<p>(i) The Transferor Company, ORIX Housing Finance Corporation India Ltd. (“OHFC”) was incorporated on April 21, 2018 with the objective of carrying out the business of Housing Finance Company (HFC) in India. It had also made an application to National Housing Bank for issue of Certificate of Registration to commence the business of HFC.</p> <p>(ii) However, due to then prevailing market scenario, especially with the funding issues with the Non-banking Finance Companies and HFCs, ORIX Corporation, Japan, the Ultimate Holding Company had expressed its intention of not pursuing the plan of carrying HFC in India. Accordingly, the HFC application was withdrawn by OHFC in the month of December 2019.</p> <p>(iii) In view of the above, the Board of Directors of OHFC and OAIS in their meeting held on February 19, 2020 and February 26, 2020, respectively had provided in-principal approval for merger of OHFC with OAIS, its holding company subject to approval of its Shareholders, Creditors, Registrar of Companies and other regulatory authorities, as may be necessary.</p> <p>(iv) Subsequently, OAIS had also received internal approval of ORIX Corporation, its Holding Company for merger of OHFC into OAIS in terms of its Approval Authority Matrix of OAIS.</p> <p>(v) Accordingly, the Scheme of Amalgamation (“Scheme”) for Merger of OHFC with OAIS under section 233 of the Companies Act, 2013 was approved by the Board of Directors of OAIS and OHFC in their respective meeting held on March 22, 2022 and proposed for the approval of the Shareholders and Creditors of the Company.</p> <p>(vi) Accordingly, the merger will lead to following benefits:</p> <ul style="list-style-type: none"> ➤ consolidation of entities;



		<ul style="list-style-type: none"> ➤ optimization of the operations and operational costs of the merging entities; ➤ ease of management; ➤ faster and effective decision making, better administration and cost reduction including reduction in administrative and other common costs; and ➤ reduction in the legal and regulatory compliances to be carried out by the Transferor Company by merging into Transferee Company
(f)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	Same as mentioned under Point 4 (g) above.
(g)	Amount due to unsecured creditors	Rs. 5,792
(5)	Disclosure about the effect of the compromise or arrangement on:	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	Not Applicable
(f)	Creditors	All the creditors of Transferor Company will be the creditors of Transferee Company post amalgamation without doing any further act / deed. Their interest will not be changed.
(g)	Debenture holders	Not Applicable
(h)	Deposit trustee and debenture trustee	Not Applicable
(i)	Employees of the company	There are no employees in the Transferor Company i.e ORIX Housing Finance Corporation India Limited (OHFC) as it never commenced its business.
(6)	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None



(7)	Investigation or proceedings, if any, pending against the company under the Act.	Nil
(8)	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements.	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
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with.	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013
(c)	Copy of scheme of compromise or arrangement.	Attached to the Notice of the meeting. 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
(d)	Contracts or agreements material to the compromise or arrangement.	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	Not Applicable
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme.	None
(9)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or	The Company had served notices (CAA-9) in E-Form GNL-1, along with the proposed Scheme with the Registrar of Companies (ROC), Delhi and the Office of



<p>any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.</p>	<p>the Official Liquidator, Delhi, inviting objections or suggestions, if any, on the same. ROC, Delhi, approved the E-Form vide its email dated April 19, 2022, and the Company has not received any adverse remark /observation/suggestion from the office of Official Liquidator.</p> <p>The Transferee and Transferor Companies will seek necessary approvals/ sanctions/ no-objections from certain Regulatory and Governmental Authorities as and when required to obtain the same.</p>
--	---

(II) Details of Transferee Company - ORIX Auto Infrastructure Services Limited (“OAIS”/“Transferee Company”):

Sr. No.	Particulars	Details
(1)	Details of the Company	
(a)	Name of the company	ORIX Auto Infrastructure Services Limited (“OAIS”)
(b)	Corporate Identification Number (CIN) of the company) or Global Location Number (GLN) of the company	CIN: U63032MH1995PLC086014
(c)	Permanent Account Number (PAN)	AAACO2563P
(d)	Date of incorporation	02-03-1995
(e)	Type of the company (whether public or private or one-person company)	Unlisted Public Limited Company
(f)	Registered office address and e-mail address	<p>Registered Office Address: No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai - 400059, Maharashtra, INDIA.</p> <p>E-mail Address: info@orixindia.com</p>
(g)	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects of the Company:



	<ul style="list-style-type: none">(i) To carry on the business of providing financial assistance by way of operating lease of vessels and vehicles of all types, kinds, sizes plying on road, on water or in air and propelled manually or with the aid of power, fuel, energy, or otherwise and accessories as related to vehicles and vessels and also of equipment, industrial plant and machinery of any descriptions or nature whatsoever.(ii) To purchase, acquire and maintain all types of vehicles and vessels of types including automobiles, motor cars, buses, coaches, lorries, trucks, two and three wheelers of all make, size, capacity and run and ply them or give them on hire or other arrangements or permit to others for running and plying same for the carriage and transport of passengers or otherwise providing in this connection such other services and facilities as may be deemed expedient.(iii) To provide other services relating to the back office transaction / data processing, insurance processing including policy and claim processing other operational support services such as to act as an agent, representative, franchisor, marketing, advisor of general insurance companies and to solicit and procure insurance business as a Corporate Agent and to carry on other incidental and allied activities in relation to insurance processing(iv) To carry on business of maintaining, operating and running motor garages, repair shops and all components, parts and ancillaries for maintenance and running of vessels and vehicles of all types.(v) To carry on in India and elsewhere the business of providing all sorts of advisory and supervisory or monitoring services with respect to wind energy projects such as undertaking design, project market, operation and maintenance, including review, monitoring supervision of all matters related to above thereof, including but not limited to reviewing, monitoring and supervising design reports, construction programme,
--	--





		<p>technical performance, maintenance and quality of wind farms, making recommendations for maximizing energy output , comparing production forecasts with actuals and recommending remedial action, supervising power curve test, supervising meter readings and accuracy of invoices and following up on collections and receivables , providing best practice examples in relation to wind energy policies and matters affecting developments , operations and maintenance of wind energy projects , providing technical inputs with respect to technology trends in the wind energy business area , providing necessary inputs and diligence report for assessment and examination of business opportunities in the wind energy sector and advising in relation to the development of wind power projects , including but not limited to advising and monitoring in relation to site surveys, wind resource, studies, approvals, licenses and permission choice of turbines and balance of plant transmission system.</p> <p>(vi) To carry on in India and elsewhere the business of providing administrative support services and business process outsourcing services all kinds to wind energy businesses and other infrastructure projects, including but not limited to , support services in the area of maintenance of books, records, finance, accounts, human resources, costing, payroll, invoicing, account maintenance and bank relationships, compliances, IT and data management and liaising with third party vendors and contractors.</p>
(h)	<p>Details of change of name, registered office and objects of the company during the last five years.</p>	<p>iv) Details of change in the name of the Company: There has been no change in the name of the Company during last five years.</p> <p>(v) Details of change in the Registered Office of the Company: There has been no change in the Registered Office of the Company during last five years</p> <p>vi) Details of change in the objects of the Company: The Object Clause of the Company was in the Extra</p>



		<p>Ordinary General Meeting of the Company held on September 5, 2019. The same was approved by Registrar of Companies, Mumbai vide its certificate dated September 12, 2019.</p> <p>Clause (v) and (vi) of the Main Objects mentioned under Clause 1(g) above were inserted pursuant to the said change.</p>									
(i)	Name of the stock exchange (s) where securities of the company are listed, if applicable.	Not Applicable									
(j)	Details of the capital structure of the company including authorized, issued, subscribed and paid-up share capital.	<p>Share capital structure consists of Rs. 10 each and the other details are as follows:</p> <p style="text-align: right;">(Amt in Rs.)</p> <p>Authorized Share Capital: 1,700,000,000. (Consisting of 160,000,000 Equity Shares of Rs. 10 each and 10,000,000 Preference Shares of Rs. 10 each).</p> <p>Equity Shares:</p> <p>(i) Issued Share Capital: 1,279,964,980. (ii) Subscribed Share Capital: 1,279,964,980. (iii) Paid-up Share Capital: 1,279,964,980.</p> <p>Preference shares</p> <p>(i) Issued Share Capital: Nil. (ii) Subscribed Share Capital: Nil. (iii) Paid-up Share Capital: Nil</p>									
(k)	Names of the promoters and directors along with their addresses.	<p>C. Details of the Promoters of the Company:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>ORIX Corporation</td> <td>World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan</td> </tr> <tr> <td>2</td> <td>ORIX Corporation and Mr. Takashi Nakayama</td> <td>World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan</td> </tr> </tbody> </table>	Sr. No.	Name	Address	1.	ORIX Corporation	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan	2	ORIX Corporation and Mr. Takashi Nakayama	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan
Sr. No.	Name	Address									
1.	ORIX Corporation	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan									
2	ORIX Corporation and Mr. Takashi Nakayama	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan									



3	ORIX Corporation and Mr. Vivek Wadhera	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan
4	ORIX Corporation and Mr. Yoshiaki Matsuoka	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan
5	ORIX Corporation and Mr. Pankaj Jain	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan
6.	ORIX Corporation and Mr. Sandeep Gambhir	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan
7.	ORIX Corporation and Mr. Jay Gandhi	World Trade Center Building, South Tower, 2-4-1 Hamamatsu-cho, Minato-ku, Tokyo, 105-5135, Japan

D. Details of the Directors of the Company:

Sr. No.	Name	Address
1.	Mr. Sandeep Gambhir (DIN: 00083116)	7/264, 2nd Floor, Sunder Vihar, New Delhi - 110087
2.	Mr. Yoshiaki Matsuoka (DIN: 08141800)	2631-12, Okadu-cho, Izumi-ku, Yokohama-City, 245-0003, Japan
3.	Mr. Takashi Yamasaki (DIN: 09238975)	2-6 Kitakahei-Cho, Adachi-ku, Tokyo 1210056, Japan
4	Mr. Takehiro Onishi (09019630)	6-22-12, Koyama, Shinagawa-Ward, Tokyo-City, 142-0062, Japan
5.	Mr. Nagesh Dubey (DIN: 06967617)	Emerald-306, Vasant Oasis, Marol Makwana Road, Andheri East Mumbai-



			400059.
		6.	Mr. Abhay Kakkar (DIN: 06659327) House No. 47, Road No.5, Punjabi Bagh (East), Delhi – 110034
		7.	Mr. Ryohei Suzuki (DIN: 08218888) 2-27 Shanti Niketan, 2nd Floor, (Front), Delhi- 110021, India
		8.	Mr. Shingen Matsuo (DIN: 09685164) 507, 1-2-17 Suido, Bunkyo-ku, Tokyo 1120005, Japan
		9.	Ms. Meeta Sanghvi (DIN: 08065804) B-701, Rajshree Status, Bldg No. 15, Ghatkopar (E), Pantnagar, Mumbai:-400075
(2)	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.	The Transferor Company i.e. ORIX Housing Finance Corporation India Limited (OHFC) is a Wholly-Owned Subsidiary of the Transferee Company.	
(3)	The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.	The date of the Board meeting at which the scheme was approved by the Board of Directors: March 22, 2022 The Board of Directors unanimously approved the scheme.	
(4)	Explanatory statement disclosing details of the scheme of compromise or arrangement including:		
(a)	Parties involved in such compromise or arrangement.	ORIX Auto Infrastructure Services Limited and ORIX Housing Finance Corporation India Limited.	
(b)	In case of amalgamation or merger, appointed date, effective date, share exchange	<ul style="list-style-type: none"> ➤ Appointed date is April 01, 2022. ➤ Effective date shall be the date on which the Regional Director, Western Region, Ministry of 	



	ratio (if applicable) and other considerations, if any.	<p>Corporate Affairs, approves the Scheme of Amalgamation under Section 233 of the Companies Act, 2013.</p> <p>➤ Considering that the Transferor Company is a Wholly Owned Subsidiary of the Transferee Company, the question of share exchange ratio does not arise.</p>
(c)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company.	Considering that the Transferor Company is the Wholly Owned Subsidiary of the Company, there does not arise any requirement for allotment of shares upon amalgamation. Hence, there is no need for valuation of the Transferor Company.
(d)	Details of capital or debt restructuring, if any.	None
(e)	Rationale for the compromise or arrangement;	<p>(i) The Transferor Company, ORIX Housing Finance Corporation India Ltd. (“OHFC”) was incorporated on April 21, 2018 with the objective of carrying out the business of Housing Finance Company (HFC) in India. It had also made an application to National Housing Bank for issue of Certificate of Registration to commence the business of HFC.</p> <p>(ii) However, due to then prevailing market scenario, especially with the funding issues with the Non-banking Finance Companies and HFCs, ORIX Corporation, Japan, the Holding Company had expressed its intention of not pursuing the plan of carrying HFC in India. Accordingly, the HFC application was withdrawn by OHFC in the month of December 2019.</p> <p>(iii) In view of the above, the Board of Directors of OHFC and OAIIS in their meeting held on February 19, 2020 and February 26, 2020, respectively had provided in-principal approval for merger of OHFC with OAIIS, its holding company subject to approval of its Shareholders, Creditors, Registrar of Companies and other regulatory authorities, as may be necessary.</p>



		<p>(iv) Subsequently, OAIS has also received internal approval of ORIX Corporation, the Holding Company for merger of OHFC with OAIS in terms of its Approval Authority Matrix of the Company.</p> <p>(v) Accordingly, the Scheme of Amalgamation (“Scheme”) for Merger of OHFC with OAIS under section 233 of the Companies Act, 2013 was approved by the Board of Directors of OAIS and OHFC in their respective meeting held on March 22, 2022 and proposed for the approval of the Shareholders and Creditors of the Company.</p> <p>(vi) Accordingly, the merger will lead into following benefits:</p> <ul style="list-style-type: none"> ➤ consolidation of entities; ➤ optimization of the operations and operational costs of the merging entities; ➤ ease of management; ➤ faster and effective decision making, better administration and cost reduction including reduction in administrative and other common costs; and ➤ reduction in the legal and regulatory compliances to be carried out by the Transferor Company by merging into Transferee Company.
(f)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable).	Same as mentioned under Point 4 (g) above.
(g)	Amount due to unsecured creditors	INR 93,645 Lakhs
(5) Disclosure about the effect of the compromise or arrangement on:		
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	Not Applicable

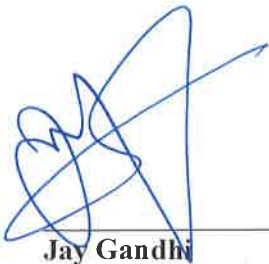


(f)	Creditors	All the creditors of Transferor Company will be the creditors of Transferee Company post amalgamation without doing any further act / deed. Their interest will not be changed.
(g)	Debenture holders	Not Applicable
(h)	Deposit trustee and debenture trustee	Not Applicable
(i)	Employees of the company	None. Further there are no employees in the Transferor Company i.e ORIX Housing Finance Corporation India Limited (OHFC) as it never commenced its business.
(6)	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
(7)	Investigation or proceedings, if any, pending against the company under the Act.	NIL
(8)	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements.	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
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with.	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013
(c)	Copy of scheme of compromise or arrangement.	Attached to the Notice of the meeting. 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
(d)	Contracts or agreements material to the compromise or arrangement.	None
(e)	The certificate issued by	Not Applicable



	Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme.	None
(9)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	<p>The Company had served notices (CAA-9) in E-form GNL-1, along with the proposed Scheme with the Registrar of Companies (ROC), Mumbai and the Office of the Official Liquidator, Mumbai, inviting objections or suggestions, if any, on the same. ROC, Mumbai, approved the E-form vide its email dated May 04, 2022, and the Company has not received any adverse remark /observation/suggestion from the office of Official Liquidator.</p> <p>The Transferee and Transferor Companies will seek necessary approvals/ sanctions/ no-objections from certain Regulatory and Governmental Authorities as and when required to obtain the same.</p>

For **ORIX Auto Infrastructure Services Limited**



Jay Gandhi
Company Secretary
ICSI Membership No. A16040

Date: August 22, 2022
Place: Mumbai