

**NOTICE OF THE TWENTY SECOND EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given in pursuance of a requisition received by the Company from ORIX Corporation, member of the Company pursuant to Section 169 of the Companies Act, 2013 **that the Twenty Second Extra Ordinary General Meeting of the members of ORIX Auto Infrastructure Services Limited** will be held at the Registered Office of the Company at Plot No 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai 400 059 on Monday, May 18, 2015 at 10:30 a.m. to transact the following Resolution(s) with or without modification(s):

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**SPECIAL BUSINESS:**

- (1) To consider and if thought fit, pass with or without modification(s) the following resolutions as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the Notice received from ORIX Corporation, member of the Company in accordance with the provisions of Section 115, 169 of the Companies Act, 2013, and all other provisions applicable, if any, read with the Companies (Management and Administration) Rules, 2014 as may be amended/enacted/re-enacted from time to time, and subject to the Articles of Association of the Company, **Mr. John Joseph Carter**, Director of the Company be and is hereby removed from the office of the Director of the Company.”

“**RESOLVED FURTHER THAT** any of the Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to take all the necessary steps as required under Section 169 of the Companies Act, 2013 and to do all such acts, matters, deeds and things as may be necessary for giving effect of the aforesaid resolution.”

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



**Jay Gandhi**  
Company Secretary

Registered Office :

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

Date : April 24, 2015  
Place : Mumbai

NOTE :

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING**
  
- (2) **THE EXPLANATORY STATEMENT TO THE NOTICE REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.**

**EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT,  
2013**

In conformity with the provisions of section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

**SPECIAL BUSINESS NO 1**

The Company has received notice from Member ORIX Corporation, holding 105,449,781 equity shares of Rs 10 each fully paid up equivalent to 99.989% in the paid share capital of the Company, stating their intention to move at the Extra Ordinary General Meeting of the Company an Ordinary Resolution for the removal of **Mr. John Joseph Carter**, Director of your Company, pursuant to Section 169 of the Companies Act, 2013.

The notice received from shareholder, is a Special Notice in terms of Section 115 and 169 of the Companies Act, 2013 (the "Act") and the relevant rules as framed thereunder and the receipt and contents thereof are required to be notified to all the shareholders as also the Director to whom the same pertain.

The vacation of office by any Director, by way of removal, on the basis of Special Notice received from the shareholder(s), requires prior approval of shareholders, in terms of the aforesaid sections read with the Rules framed thereunder.

The Ordinary Resolution, as proposed by the Shareholder, set out in this notice, is placed for your consideration.

None of the Directors other than those sought to be removed and/or any Key Management Personnel of the Company or their relatives may be deemed to be concerned or interested in the resolutions.

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



**Jay Gandhi**  
Company Secretary

**Registered Office:**

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