

NOTICE is hereby given that the 29th Extra-Ordinary General Meeting of ORIX Auto Infrastructure Services Limited will be held on Friday, July 22, 2022 at 12:00 pm (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

SPECIAL BUSINESSES:

- (1) **To appoint Mr. Takashi Yamasaki (DIN: 09238975) as a Whole-Time Director of the Company and if thought fit, to pass, the following resolution, with or without modification(s), as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V of the Act, pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of the Central Government, consent of the Company be and is hereby accorded for appointment of Mr. Takashi Yamasaki (DIN: 09238975), Director as Whole Time Director of the Company for the period April 25, 2022 until April 18, 2025.”

“RESOLVED FURTHER THAT approval of the Company be and is hereby accorded for payment of remuneration to Mr. Takashi Yamasaki (DIN: 09238975), Whole-Time Director of the Company upto an amount of Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum on a Cost to Company basis for the financial year 2022-2023 with an annual increment from April 1, 2023 onwards at a maximum rate of 20% over the last drawn remuneration, for the remaining period of his appointment, as may be decided by the Board of Directors of the Company or Nomination and Remuneration Committee (‘the Committee’) which may or may not exceed the limits of 5% or 11% of the net profits of the Company provided under section 197 of the Act, which is required to be computed under section 198 of the Act.”

“RESOLVED FURTHER THAT the components of Cost to Company shall include but not limited to Basic Salary, Personal Pay, House Rent Allowance, Reimbursements such as Medical, Leave Travel, Residential Telephone, Driver’s Salary etc. Provision of Vehicle / Vehicle Allowance including Fuel Reimbursements, Retiral Benefits as per Rules of the Company, Gift Coupons and other reimbursements etc. and that he shall also be entitled to such other benefits, amenities, perquisites as may be applicable, from time to time, to other officers and employees of the Company and that the perquisites, wherever applicable, shall be valued as per the Income Tax Act 1961.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee (‘Committee’) be and is hereby authorised to vary or increase the remuneration including perquisites, benefits and amenities, from time to time, within the limits as specified in Resolution No 2 above as the Committee may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as stated above.”

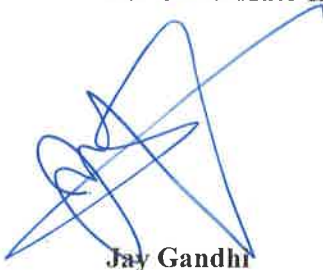
“RESOLVED FURTHER THAT the Company shall pay or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period of his appointment, the Company shall pay Mr. Takashi Yamasaki (DIN: 09238975), remuneration including perquisites, benefits and amenities as per the ceiling laid down in Schedule V of the Companies Act, 2013 or as stated above, whichever is higher and as may be decided by the Board and /or Committee as the minimum remuneration without any further reference to shareholders of the Company.”

“RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary or any Consultant (firm of the practicing Company Secretary) as may be appointed by Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in relation to appointment of Mr. Takashi Yamasaki (DIN: 09238975) as Whole Time Director of the Company and also authorised to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents, or writings as may be necessary, proper or expedient for the purpose of giving effect to foregoing resolutions and for matters concerned therewith or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“RESOLVED FUTHER THAT any Director or Company Secretary be and are hereby authorized to furnish certified true copy of the above 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 : **June 29, 2022**

Place : **Mumbai**

Notes:

- (1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020 read together with circulars dated April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through VC / 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 (“Act”), and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- (2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM to be held on VC / OAVM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business of the meeting, is annexed hereto.
- (4) Corporate Member intending to send their authorized representatives are requested to send 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 EGM through VC / OAVM on its behalf by email at jay.gandhi@orixindia.com.
- (5) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) 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 EGM.
- (7) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (8) Instructions for joining the EGM are as follows:
 - (a) Members will be able to attend the EGM through VC / OAVM through https://teams.microsoft.com/l/meetup-join/19%3ameeting_Y2YwZWlwMzQlYzAyMS00OGIzLThiNjAtNjQwMGNiM2M4Zjgw%40thread.v2/0?context=%7b%22Tid%22%3a%22f45010b2-1259-4e62-a339-3527fdafea9f%22%2c%22Oid%22%3a%22b25ef944-7882-468f-ac79-34cfb59985f6%22%7d
 - (b) 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 Mike icon (to unmute yourself).

- (c) Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open throughout the proceedings of the EGM.
- (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 EGM, can contact Mr. Rajan Desai, IT Team on info@orixindia.com or call on Cell phone number at 98202 82706.

EXPLANATORY STATEMENT PURSUANT TO 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.

Item No. 1:

- (1) Mr. Takashi Yamasaki (DIN: 09238975), was appointed as Director of the Company effective July 29, 2021. Subsequently his appointment as Director of the Company was regularised in the Annual General Meeting (AGM) of the Company held on September 28, 2021.
- (2) Mr. Yamasaki has been appointed as Executive Vice President, employee of the Company effective April 25, 2022. Since Mr. Yamasaki Director, Director subsequently got appointed as an employee of the Company, he shall be classified as deemed Whole Time Director (WTD) and hence the Company need to comply with the requirement of provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 (“the Act”) for appointment of Mr. Yamasaki as WTD of the Company.
- (3) Mr. Yamasaki has valid Employment visa from April 19, 2022 until April 18, 2025.
- (4) In view of the above, it is proposed to appoint him as Whole-time Director of the Company for the period April 25, 2022 until April 18, 2025 (“Period”) in compliance with the provisions of the Companies Act, 2013 and Rules and Schedule V made thereunder, subject to approval of the Central Government.
- (5) Brief Profile of Mr. Takashi Yamasaki required to be specified as per the Secretarial Standard 2 is as under:

Name of the Director and DIN*	Mr. Takashi Yamasaki (DIN: 09238975)
Date of Birth	17-01-1986
Age	36 years
Nationality	Japanese
Date of first Appointment on the Board	29-07-2021
Shares held in the Company as on date	Nil
Qualification/s	Bachelor of Science in Business Administration, University of Maryland University College, Maryland, USA
Experience and Expertise in specific functional area	Mr. Yamasaki has overall experience of more than 11 years. He has worked in Kobelco Constriction Machinery Ltd from April 2011 to July 2015, He was responsible for procurement and sale of heavy construction equipment to Overseas companies and achieved 30% increase in clientele and high sale volume during his

	<p>tenure. He joined ORIX Corporation in July 2015 and has supported in the financial services business such as Loan, Lease, Hire-Purchase and helped in strengthening relation management of over 100 clients to become top performing sales person in FY2019. Since, March 2020, he is responsible for monitoring and controlling overseas subsidiaries in India, Malaysia, Singapore and Poland providing support in corporate governance and internal control. He is responsible for business planning, strategy implementation and corporate administration of the said subsidiaries. Also, appointed as supervisory board member of ORIX Polska S.A. from January 2021.</p>
<p>Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration</p>	<p>Tenure of Appointment – April 25, 2022, until April 18, 2025 on the proposed remuneration as mentioned in the resolution above and as may be approved by the Members and the Central Government.</p> <p>He has not drawn any remuneration for F.Y 2021-2022</p>
<p>Directorships held in other companies</p>	<p>ORIX Leasing & Financial Services India Limited.</p>
<p>Member/ Chairman of the Committees of Board/ other Companies</p>	<p><u>ORIX Auto Infrastructure Services Limited :</u></p> <ul style="list-style-type: none"> (a) Corporate Social Responsibility Committee- Chairman (b) Risk Management Committee - Chairman (c) Treasury and Asset Liability Management Committee- Chairman (d) Nomination and Remuneration Committee-Member (e) Executive Committee – Member <p><u>ORIX Leasing & Financial Services India Ltd.:</u></p> <ul style="list-style-type: none"> (a) Corporate Social Responsibility Committee- Chairman (b) Risk Management Committee - Chairman (c) Treasury and Asset Liability Management Committee- Member (d) Nomination and Remuneration Committee-Member (e) Executive Committee – Member (f) IT Strategy Committee – Member

	(g) IT Steering Committee – Member
Number of Meetings of the Board attended during the Financial Year 2021-2022	4
Relationship with other Director, Manager & KMP	Nil

- (6) Part I of Schedule V of the Act, prescribes various conditions to be fulfilled for appointment of Managing Director or WTD or Manager without the approval of Central Government and states that:

No person shall be eligible for appointment as a managing or whole-time director or a manager (hereinafter referred to as Managerial Person) of a Company unless he satisfies the following conditions, namely:

- (a) He has not been sentenced to imprisonment for any period, or to a fine exceeding one thousand rupees, for the conviction of offence under various Acts as specified in the said sub-section(a);
 - (b) He has not been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974;
 - (c) He has completed the age of twenty-one years and he has not attained the age of seventy years;
 - (d) (Omitted); and
 - (e) He is resident of India.
- (7) As per the explanation under condition no (e) under Part I of Schedule V, Resident of India includes a person who has been staying in India for **continuous period** of not less than twelve months immediately preceding the date of his appointment as a Managerial Person and who has come to stay in India:
- (a) for taking employment in India or
 - (b) for carrying business or vocation in India.
- (8) Since Mr. Yamasaki is not fulfilling the condition of Resident of India as specified under point (7) above, the Company, in terms of provisions of section 196(4) of the Act and schedule V, will have to seek approval of Central Government for his appointment as WTD of the Company.
- (9) The proposal for appointment is in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders special resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Managing Director and exceeding 11% of the net profits to the directors, subject to the provisions of Schedule V to the Companies Act, 2013

(10) Hence, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and approval of the shareholders by way of special resolution, the Company shall authorise payment of remuneration to Mr. Yamasaki including perquisites as approved by the Board or Committee as the minimum remuneration exceeding 5% of the net profits of the Company computed in accordance with the provisions of section 198 of the Act which may lead to the total remuneration of all the directors, including managing director and whole-time director, exceeding 11% of the net profits as computed under section 198 of the Act.

(11) Mr. Yamasaki is not disqualified for the purpose of appointment as a Whole-Time Director of the Company in terms of Section 164 of the Act. Also, he is not falling into restrictive criteria of appointment of a Whole-time Director as specified under section 196(3) of the Act.

(12) Justification for appointment of Mr. Takashi Yamasaki as Whole-time Director:

(a) Mr. Takashi Yamasaki was deputed to ORIX Auto Infrastructure Services Limited on April 25, 2022 as Executive Vice President, Business Development and Strategy by the Holding Company, ORIX Corporation, Japan.

(b) His experience will help the Company in Business Development and formulation of strategy for growth in Indian market.

(c) He has wide and deep understanding of the levels of business and his experience would help the Company to grow further.

(d) He has gained deep understanding on business processes and policies of the Company and has been instrumental in revising for improved efficiency

(e) This enables him to drive excellence across the breadth of responsibilities.

(13) Other provisions of Companies Act, 2013:

(a) The Company has not made any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or secured creditor.

(b) In accordance with clause B sub clause (iv) of Section II of Part II of Schedule V to the Companies Act, 2013 the following details are provided:

A. GENERAL INFORMATION:

(i) Nature of Industry:

The Company is into the Business of auto related services such as Car Rentals (RAC), Business Transport Solutions (BTS), providing Vehicles on Operating Lease basis to various Corporate Customers (B2B segment) and Service Centre. The Company has also forayed into B2C segment i.e., providing vehicle on self-drive basis across PAN India and also in vehicle subscription space. The Company has tied-up with various manufacturers such as Nissan, Maruti, MG, Tata Motors etc to promote the vehicle subscription program jointly with manufacturer for larger penetration.

Negotiation are being carried out with other automobile leading manufacturers for promoting this product on a larger scale.

(ii) Date or expected date of commencement of commercial production:

Not Applicable, since the Company was incorporated on March 02, 1995.

(iii) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial Performance (Unaudited) as on March 31, 2022

(INR in Mn.)

Particulars	Standalone	Consolidated
Income	5,234.91	7,949.67
Expenses	5,355.21	7,604.46
PBT	-120.29	345.21
Tax	69.19	102.96
PAT	-189.48	242.25

(v) Foreign investments or collaborations, if any:

Name of the Holding Company	:	ORIX Corporation
% of holding in Paid up share capital of the Company		99.99%

B. INFORMATION ABOUT THE APOINTEE:

(i) Background details:

Mr. Takashi Yamasaki is a Bachelor of Science in Business Administration, University of Maryland University College, Maryland, USA. He has overall experience of more than 11 years. His detailed experience is included under point no.5 above.

(ii) Past remuneration:

Not applicable as he was deputed in India as Executive Vice President of the Company with effect from April 25, 2022

(iii) Recognition or awards: Nil

(iv) Job profile and his suitability:

Mr. Takashi Yamasaki's experience will help the Company in Business Development and formulation of strategy for growth in Indian market for Japanese client and seamless communications with Shareholders. Please refer para 12 for further details .

(v) Remuneration Proposed:

His proposed remuneration details per annum as stated under:

Financial Year	Cost to Company (Rs in mn.)	Total (Rs in mn)
2022-2023	12	12
2023-2024	*14.40	*14.40
2024-2025	*17.28	*17.28

*The annual increment from April 01, 2023 onwards at a maximum rate of 20% over the last drawn remuneration, for the remaining period of his appointment, shall be as may be decided by the Board of Directors or Nomination and Remuneration Committee of the Company.

(vi) Comparative remuneration profile with respect to Industry, size of the Company, Profile of the position and person (in case of expatriates the relevant details w.r.t. the country of his origin):

Over the years, the Company has consolidated its position and transformed itself, by diversifying, into an integrated auto infrastructure services provider while retaining its core activity i.e. auto financing. In view of the above, the comparative remuneration profile of similarly situated candidate is not available.

It is imperative for the company having enhanced business activities to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Since, Mr. Yamasaki has successfully proved his expertise in very effective manner, handled the responsibility shouldered to him very effectively and helping to drive the Company towards the growth over the period of time, the proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned business.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

None.

C. OTHER INFORMATION:

(i) Reasons for loss or inadequacy of profits:

- Over the last 2 financial years, there were signs of slowdown / disruptions in the aviation / hotel industry / transportation space to which the Company was catering to due to COVID-19. Moreover, demand in operating lease business was impacted due to pandemic. During the financial year 2020-21, the company suffered a loss of INR 313 mn. Impact of COVID-19 pushed many states into continued lockdown situation until date and operating businesses viz. RAC and BTS continued to suffer because of the lockdown, reduced travel, work from home scenario etc.
- However, the Net loss of the Company as per Section 198 of the Companies Act, 2013 for FY 2020-2021 is Rs.434.15 mn. Further estimated net loss under Section 198 for the FY 2021-22 and FY 2022-2023 is Rs.108.28 mn and Rs.119.35, respectively.
- The Company is a subsidiary of ORIX Corporation, Japan, (ORIX) with effect from December 13, 2011. To align with the policies followed by the other entities of ORIX, the Company relooked at its provisioning and write-off policy and changed brought in line with requirements specified by ORIX. The current provisioning policy adopted by the Company is more stringent than earlier practices.
- The Company has turned around from the loss making to the profit making company from Financial Year 2012-2013 and therefrom the Company's profitability had shown increasing trend until 2018-2019 i.e. pre-COVID. It is expected to achieve the adequacy of profits in line with Companies Act, 2013 in near future based on the business plan and growth momentum of the Company once normalcy is restored and external conditions are stabilized.
- Despite the tough market conditions and external circumstances affecting profitability of the Company during the FY 20-21 which is still continuing, the Company has retained highest level of credit rating of:

Facility	India Ratings & Research Private Limited (FITCH)
Long Term Loan	IND AAA
Short Term Loans	IND A1+

(ii) Steps taken or proposed to be taken for improvement:

- In order to increase the profit during financial year 2021-2022 and to achieve expected profit in future, the strategy of the Company is to keep its focus on high yielding transactions, to leverage existing relationship for exploring new business lines.

- During the coming years, the Company has aimed at higher level of growth and profitability plans:
 - To increase its market share in all product lines in India's expanding service industry.
 - To leverage its technology platform and to become more customer friendly.
 - To stay ahead of the curve and remain front runner.
 - To lead the development of transport infrastructure service sector by innovations leading to total alignment with the client requirements and providing cost effective solutions.
 - To increase Return on Assets of the Company.
 - Reduced direct and indirect cost so as to achieve profitability goals.
 - Reduced cost of borrowings by tapping new banks / financial institutions.
- Dedicated focus is also planned to reduce overall cost or retain at current level irrespective of growth in the business which may have positive impact on profitability of the Company.
- The above will not only provide the Company with a distinctive edge over competition in the same business verticals but also in maintaining the impressive journey and continuously increasing the gap.
- By initiating the abovementioned steps, it is likely that the Company will sustain the growth trajectory as projected below.

(iii) Expected increase in productivity and profits:


From the budget, set for the following financial years as indicated below, it is expected that the profitability of the Company will increase substantially:

Particulars	(Rs. in mn)
	2022-23
Sales (Income)	6,438
Expenses	6,569
EBIDTA	2,711
PAT	-97

*Note : Expenses are excluding tax only.

- (14) Further, Notice of Interest under section 184 of the Act and Rules framed there under in Form MBP-1, consent to act as Whole-time Director in Form DIR-2, confirmation with regard to no disqualification under section 164 (2) of the Act and disclosure under Form DIR-8 has been received from Mr. Yamasaki.
- (15) MCA vide its notifications dated September 12, 2018, had amended section 196, 197 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014). Pursuant to the said amendment, the approval of Central Government was not required for the payment of remuneration exceeding 11% of the net Profit of the company subject to passing of Special resolution by the Members in the General Meeting of the Company.
- (16) The Board of Directors recommends the resolution as set forth in Item no. 1 of this Notice for the approval of the members as special resolution.
- (17) None of the Directors and KMPs of the Company including their relatives, except Mr. Takashi Yamasaki, has any interest in the proposed resolution(s).

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 : **June 29, 2022**
Place : **Mumbai**

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:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To appoint Mr. Takashi Yamasaki (DIN: 09238975) as a Whole-Time Director of the Company			

Place:

Date:

(Signature of the Shareholder)