

Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Yoshiaki Matsuoka

Chairman

28th Extraordinary General Meeting (EGM) of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 30th April 2021, Friday at 10.00 a.m. through Video Conferencing / Other Audio Visual Means (VC/ OAVM).

Dear Sir,

Subject:- Scrutinizer's report on passing of Resolution through poll at the 28th Extraordinary General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 30th April 2021, Friday at 10.00 a.m. at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs ("MCA") circulars dated April 8, 2020 read together with circulars dated April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2021 (collectively referred to as "MCA Circulars") which permitted the holding of an Extra-Ordinary General Meeting ("EGM") through VC / OAVM until June 30, 2021, without the physical presence of the Members at a common venue due to COVID-19 pandemic.

I, Avinash Bagul Proprietor of Avinash Bagul & Associates, Company Secretaries, had been appointed by the Board of Directors of the Company in meeting held on 31st March 2021, to act as Scrutinizer(s) for the purpose of the scrutinizing the votes casted through poll on the below mentioned resolution(s), at the 28th Extraordinary General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited through Video Conferencing / Other Audio Visual Means (VC/ OAVM).

I report that the Notice of EGM dated 31st March 2021 (EGM Notice) was sent via electronic mode to all the Members/Directors/Secretarial Auditor/ Statutory Auditor of the Company on 3rd April, 2021.

The voting period for the members commenced at 10.00 am immediately after the meeting started and concluded at 10: 45 a.m. Any votes casted after 10:45 a.m. on Friday 30th April 2021, were not considered for the purpose of the report.



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On scrutiny, I report that out of 9 Shareholders collectively holding **127,996,498** number of shares which constitutes 99.99% of paid up share capital of the Company, as on cut-off date, 30th April, 2021, 7 shareholders have exercised their votes through poll.

The Management of the Company is responsible to ensure compliance with the requirements of Act and Rules relating to voting on the resolution contained in the Notice of the meeting.

My responsibility as a Scrutinizer for voting done through poll, is restricted to making a Scrutinizer's Report of votes cast in favour or against the resolution.

The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

I did not find any poll papers invalid.

The details of poll results for the items placed for consideration and approval of the members are given below: -

a) Resolution

Item No.1 -To appoint Mr. Takashi Nakayama (DIN 08768983) as Director of the Company - - Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0



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Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

b) Resolution

Item No.2 -To appoint Mr. Takehiro Onishi (DIN 09019630) as Director of the Company -- Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted **against** the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by them
0	0

c) Resolution

Item No.3 -To appoint Mr. Shin Hamada (DIN 09100127) as Director of the Company - Ordinary Resolution.



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Voted in favour of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted against the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) Resolution

Item No.4 - To re-appoint Mr. Sandeep Gambhir (DIN: 00083116), Chief Executive Officer as Managing Director of the Company - Special Resolution.

Voted in favour of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
7	127,989,998	99.99



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Voted against the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0

Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by them
0	0

e) Resolution

Item No.1 -To approve and adopt revised Articles of Association of the Company -- Special Resolution.

Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
7	127,989,998	99.99

Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by them
0	0



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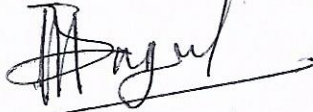
As per the scrutiny of the votes casted in respect of the resolutions by the poll, all resolutions, as specified in EGM Notice, are passed as per the mentioned criteria.

The Scrutinizer's report is handed over (through e-mail) to the Chairman of the Company for declaration of results thereof.

I thank you for the opportunity given, to act as a Scrutinizer for the above poll process of your Company.

Thanking you,

Yours faithfully,
For Avinash Bagul & Associates
COMPANY SECRETARIES



Avinash Bagul
Proprietor
FCS- 5578 /COP-19862
Place: Mumbai
Dated: 30th April, 2021