

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 Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Yoshiaki Matsuoka

Chairman

29th Extra-ordinary General Meeting (EGM) of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 22nd July, 2022, Friday at 12.00 p.m. through Video Conferencing / Other Audio Visual Means (VC/ OAVM).

Dear Sir,

Subject:- Scrutinizer's report on passing of Resolution through poll at the 29th Extra-ordinary General Meeting of the Equity Shareholders of ORIX Auto Infrastructure Services Limited held on 22nd July, 2022, Friday at 12.00 p.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, 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 due to COVID-19 pandemic.

I, Avinash Bagul, Proprietor of Avinash Bagul & Associates, Company Secretaries, is 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 29th Extra-ordinary 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 EGM Notice dated 29th June, 2022 was sent via electronic mode to all its Members, Directors, Statutory Auditors and Secretarial Auditors of the Company on 30th June, 2022.

The voting period for the members commenced at 12:00 p.m. immediately after the meeting and concluded at 12:30 p.m. Any votes casted after 12:30 p.m. on 22nd July, 2022, Friday, were not considered for the purpose of the report.



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On scrutiny, I report that out of 09 Shareholders collectively holding 12,79,96,498 shares as on cut-off date, July 22, 2022, 06 shareholders holding 12,79,89,997 shares, constituting 99.99 %, 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 / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

I did not find any poll papers invalid.

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

SPECIAL BUSINESS:

a) Special Resolution:

To appoint Mr. Takashi Yamasaki (DIN: 09238975) as a Whole-Time 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
6	12,79,89,997	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

As per the scrutiny of the votes casted in respect of the resolutions by the poll, the resolution as specified in EGM Notice is 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
UDIN: F005578D000671716

Place: Mumbai
Dated: 25th July, 2022

ORIX Auto Infrastructure Services Ltd.
Chairman and Director

