



ORIX

ORIX Leasing & Financial Services India Limited (formerly known as OAIS Auto Financial Services Limited)
(A Subsidiary of 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 2859 5093 / 6707 0100 • Email: info@orixindia.com • www.orixindia.com • CIN: U74900MH2006PLC163937

NOTICE is hereby given that the **Seventeenth Annual General Meeting (AGM)** of **ORIX Leasing & Financial Services India Limited** will be held on **Thursday, August 31, 2023, at 11:00 am (IST)** through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business.

ORDINARY BUSINESSES:

- (1) **To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2023 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 Financial Statement of the Company for the financial year ended March 31, 2023 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 re-appoint 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.”

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.”

By Order of the Board of Directors

For **ORIX Leasing & Financial Services India Limited**

Meeta Sanghvi



Meeta Sanghvi
Company Secretary

Regd. Office:

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

Date : **July 31, 2023**

Place : **Mumbai**

Notes:

- (1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through video Conferencing (VC) / other audio video means (OAVM) until September 30, 2023, 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.
- (2) 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.
- (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 the Annual General Meeting through VC / OAVM on its behalf.
- (5) Members attending the AGM 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 AGM.
- (7) 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 August 30, 2023 through email on info@orixindia.com. The same will be replied by the Company suitably.
- (8) In compliance with the aforesaid MCA Circulars, the Electronic copy of the Annual Report 2022-2023 is being sent to the members whose email IDs are registered with the Company/Depositories for communication purposes. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.orixindia.com.
- (9) 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 .

- (10) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (11) 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_NTAxY2U2NmEtNjZmYS00NGM2LTkzYzQtYWNIMmE0NWRmMTky%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 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.
 - (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 meeta.sanghvi@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.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT 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	31/03/2021
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 17 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 19 th Extra-Ordinary General Meeting held on April 30, 2021, is liable to retire by rotation.
Directorships held in other companies	(a) ORIX Auto Infrastructure Services Limited, (b) PT. Sinar Mitra Sepadan Finance – Commissioner, (c) ORIX Leasing Malaysia Berhad,

	(d) ORIX Metro Leasing & Finance Corporation, (e) ORIX Glorious stars (SPV-AMC) INC, (f) ORIX Risingsun Properties, Incorporated, (g) ORIX Risingsun Properties II, INC.
Member/ Chairman of the Committees of Board/ other Companies	(a) <u>ORIX Auto Infrastructure Services Limited</u> – (i) Audit Committee - Chairman (ii) Nomination and Remuneration Committee – Chairman (iii) Treasury and Asset Liability Management (T&ALM) – Member (iv) Risk Management Committee - Member (v) Executive Committee – Chairman (b) <u>PT. Sinar Mitra Sepadan Finance:</u> Nomination and Remuneration Committee – Member
Number of Meetings of the Board attended during the Financial Year 2022-2023	5
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 August 09, 2022 appointed Mr. Shingen Matsuo 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 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; (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; and (iv) Fit and Proper declaration: as per the Reserve Bank of India ("RBI") Master Directions, 2016.

(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	09-08-2022
Shares held in the Company as on date	Nil
Qualification/s	Bachelor's Degree in Physics, Kwansai 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</p>

	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 June 2022 Executed exit transaction of 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 Auto Infrastructure Services Limited
Member/ Chairman of the Committees of Board/ other Companies	Nil
Number of Meetings of the Board attended during the Financial Year 2022-2023	3
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 for the approval of the members.

By Order of the Board of Directors

For **ORIX Leasing & Financial Services India Limited**

Meeta Sanghvi
Meeta Sanghvi
 Company Secretary



Regd. Office:

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

Date : July 31, 2023

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 Leasing & Financial 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 Financial Statement of the Company for the year ended March 31, 2023 together with the Reports of the Board of Directors and Auditor's thereon			
2.	To re-appoint 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.			

Place:

Date:

(Signature of the shareholder)