

# Avinash Bagul & Associates

## Practicing Company Secretaries

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

Avinash Bagul  
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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

15<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of ORIX Leasing & Financial Services India Limited ("Company") held on 28<sup>th</sup> September 2021, Tuesday at 11.00 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 15th Annual General Meeting (AGM) of the Equity Shareholders of ORIX Leasing & Financial Services India Limited held on 28th September 2021, Tuesday at 11.00 a.m. at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs ("MCA") circulars dated May 05,2020 read together with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") which permitted the holding of Annual General Meeting ("AGM") through VC / OAVM until December 31, 2021, without the physical presence of the Members at a common venue due to COVID-19 pandemic.**

I, Avinash Bagul, Proprietor of Avinash Bagul and Associates, Practicing Company Secretaries, had been appointed by the Board of Directors of the Company in their meeting held on 31<sup>st</sup> March, 2021, to act as Scrutinizer for the purpose of the scrutinizing the votes casted through poll on the below mentioned resolution(s), at the 15th Annual General Meeting (AGM) of the Equity Shareholders of ORIX Leasing & Financial Services India Limited through Video Conferencing / Other Audio Visual Means (VC/ OAVM).

I report that the Notices of AGM dated 29<sup>th</sup> July 2021 (AGM Notice) was sent via electronic mode to all the Members/Directors/Secretarial Auditor/ Statutory Auditor/Debenture Trustee of the Company on 24<sup>th</sup> August, 2021.

The voting period for the members commenced at 11:00\_ am immediately after the meeting started and concluded at 11:30 a.m. All votes were received until the cut-off timing of 11:30 am on Tuesday 28<sup>th</sup> September, 2021.

On scrutiny, I report that out of 7 Shareholders, holding **100,935,901** shares as on cut-off date i.e. September 28, 2021, all 7 (seven) shareholders exercised their votes through poll.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and Rules prescribed relating to voting on the resolution contained in the Notice of the meeting.



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My responsibility as a Scrutinizer is restricted to see voting is done through poll and making a Scrutinizer's Report of votes casted in favour or against the resolutions.

The poll / ballot 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 items placed for consideration and approval of the members are given as below: -

### (1) Ordinary Resolution

Item No.1 -To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2021 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.

Voted in **favour** of the resolution:

Number of members present and voted	Number of votes casted by them	% of total number of valid votes casted
7	100,935,901	100

Voted **against** the resolution:

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

**Invalid votes :**

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

### (2) Ordinary Resolution

Item No. 2- To re-appoint Mr. Ryohei Suzuki (DIN: 08218888) who retires by rotation as a Director of the Company - Ordinary Resolution.



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Voted in **favour** of the resolution:

Number of members present and voted	Number of votes casted by them	% of total number of valid votes casted
7	100,935,901	100

Voted **against** the resolution:

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

**Invalid votes:**

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

(3) Ordinary Resolution:

Item No. 3- To appoint Statutory Auditors of the Company - Ordinary Resolution.

Voted in **favour** of the resolution:

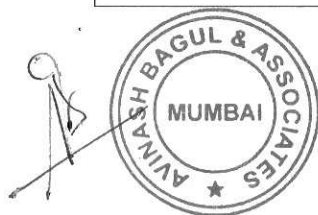
Number of members present and voted	Number of votes casted by them	% of total number of valid votes casted
7	100,935,901	100

Voted **against** the resolution:

Number of members present and voted	Number of votes casted by them	% of total number of valid votes casted
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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(4) Ordinary Resolution:

Item No.4 -To appoint Mr. Shin Hamada (DIN:- 09100127) as Director of the Company- Ordinary Resolution

Voted in **favour** of the resolution:

Number of members present and voted	Number of votes casted by them	% of total number of valid votes casted
7	100,935,901	100

Voted **against** the resolution:

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

**Invalid votes:**

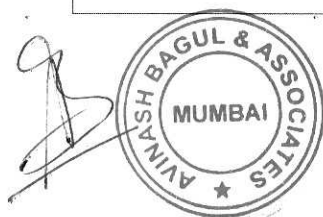
Total number of members whose votes were declared invalid	Total number of votes casted by them
0	0

(5) Ordinary Resolution:

Item No.5 -To appoint Mr. Takashi Yamasaki (DIN:- 09238975) as Director of the Company- Ordinary Resolution

Voted in **favour** of the resolution:

Number of members present and voted	Number of votes casted by them	% of total number of valid votes casted
7	100,935,901	100



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Voted **against** the resolution:

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

Invalid votes:

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

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

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

I thank you for the opportunity provided, to act as a Scrutinizer for the above poll process of ORIX Leasing & Financial Services India Limited.

Thanking you,

Yours faithfully,

For Avinash Bagul and Associates  
PRACTICING COMPANY SECRETARIES



Avinash Bagul  
Proprietor  
FCS- 5578 /COP-19862  
Place: Mumbai  
Dated: 28<sup>th</sup> September, 2021

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