

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U74900MH2006PLC163937

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABC19186R

(ii) (a) Name of the company

ORIX LEASING & FINANCIAL SE

(b) Registered office address

Plot No.94, Marol Co-operative Industrial Estate,  
Andheri-Kurla Road, Andheri (East)  
Mumbai  
Maharashtra  
400059

(c) \*e-mail ID of the company

meeta.sanghvi@orixindia.com

(d) \*Telephone number with STD code

02267070100

(e) Website

www.orixindia.com

(iii) Date of Incorporation

21/08/2006

| (iv) | Type of the Company | Category of the Company   | Sub-category of the Company   |
|------|---------------------|---------------------------|-------------------------------|
|      | Public Company      | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------|------------------------------|
| 1    | K                        | Financial and insurance Service    | K8                     | Other financial activities       | 100                          |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

| S.No | Name of the company              | CIN / FCRN            | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------------------|-----------------------|--|------------------|
| 1    | ORIX Auto Infrastructure Service | U63032MH1995PLC086014 | Holding                                      | 100              |

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

| Particulars                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares             | 150,000,000        | 100,935,901    | 100,935,901        | 100,935,901     |
| Total amount of equity shares (in Rupees) | 1,500,000,000      | 1,009,359,010  | 1,009,359,010      | 1,009,359,010   |

Number of classes

| Class of Shares                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of equity shares                   | 150,000,000        | 100,935,901    | 100,935,901        | 100,935,901     |
| Nominal value per share (in rupees)       | 10                 | 10             | 10                 | 10              |
| Total amount of equity shares (in rupees) | 1,500,000,000      | 1,009,359,010  | 1,009,359,010      | 1,009,359,010   |

**(b) Preference share capital**

| Particulars                                   | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares             | 0                  | 0              | 0                  | 0               |
| Total amount of preference shares (in rupees) | 0                  | 0              | 0                  | 0               |

Number of classes

0

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares                   |                    |                |                    |                 |
| Nominal value per share (in rupees)           |                    |                |                    |                 |
| Total amount of preference shares (in rupees) |                    |                |                    |                 |

**(c) Unclassified share capital**

| Particulars                         | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0                  |

**(d) Break-up of paid-up share capital**

| Class of shares                               | Number of shares | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|----------------------|----------------------|---------------|
| <b>Equity shares</b>                          |                  |                      |                      |               |
| <b>At the beginning of the year</b>           | 88,935,901       | 889,359,010          | 889,359,010          |               |
| <b>Increase during the year</b>               | 12,000,000       | 120,000,000          | 120,000,000          | 780,000,000   |
| i. Public Issues                              | 0                | 0                    | 0                    | 0             |
| ii. Rights issue                              | 0                | 0                    | 0                    | 0             |
| iii. Bonus issue                              | 0                | 0                    | 0                    | 0             |
| iv. Private Placement/ Preferential allotment | 12,000,000       | 120,000,000          | 120,000,000          | 780,000,000   |
| v. ESOPs                                      | 0                | 0                    | 0                    | 0             |

|  |             |               |               |   |
|--|-------------|---------------|---------------|---|
| vi. Sweat equity shares allotted             | 0           | 0             | 0             | 0 |
| vii. Conversion of Preference share          | 0           | 0             | 0             | 0 |
| viii. Conversion of Debentures               | 0           | 0             | 0             | 0 |
| ix. GDRs/ADRs                                | 0           | 0             | 0             | 0 |
| x. Others, specify<br><input type="text"/>   |             |               |               |   |
| <b>Decrease during the year</b>              | 0           | 0             | 0             | 0 |
| i. Buy-back of shares                        | 0           | 0             | 0             | 0 |
| ii. Shares forfeited                         | 0           | 0             | 0             | 0 |
| iii. Reduction of share capital              | 0           | 0             | 0             | 0 |
| iv. Others, specify<br><input type="text"/>  |             |               |               |   |
| <b>At the end of the year</b>                | 100,935,901 | 1,009,359,010 | 1,009,359,010 |   |
| <b>Preference shares</b>                     |             |               |               |   |
| <b>At the beginning of the year</b>          | 0           | 0             | 0             |   |
| <b>Increase during the year</b>              | 0           | 0             | 0             | 0 |
| i. Issues of shares                          | 0           | 0             | 0             | 0 |
| ii. Re-issue of forfeited shares             | 0           | 0             | 0             | 0 |
| iii. Others, specify<br><input type="text"/> |             |               |               |   |
| <b>Decrease during the year</b>              | 0           | 0             | 0             | 0 |
| i. Redemption of shares                      | 0           | 0             | 0             | 0 |
| ii. Shares forfeited                         | 0           | 0             | 0             | 0 |
| iii. Reduction of share capital              | 0           | 0             | 0             | 0 |
| iv. Others, specify<br><input type="text"/>  |             |               |               |   |
| <b>At the end of the year</b>                | 0           | 0             | 0             |   |

(ii) Details of stock split/consolidation during the year (for each class of shares)

| Class of shares              |                      | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares     |     |      |       |
|                              | Face value per share |     |      |       |
| After split / Consolidation  | Number of shares     |     |      |       |
|                              | Face value per share |     |      |       |

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

- Nil  
 [Details being provided in a CD/Digital Media]  Yes  No  Not Applicable
- Separate sheet attached for details of transfers  Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

|  |                      |  |                      |
|--|----------------------|--|----------------------|
| Date of the previous annual general meeting        |                      | <input type="text"/>                                       |                      |
| Date of registration of transfer (Date Month Year) |                      | <input type="text"/>                                       |                      |
| Type of transfer                                   | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |                      |
| Number of Shares/ Debentures/ Units Transferred    | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.)                  | <input type="text"/> |
| Ledger Folio of Transferor                         |                      | <input type="text"/>                                       |                      |
| Transferor's Name                                  | <input type="text"/> | <input type="text"/>                                       | <input type="text"/> |
|  | Surname              | middle name  | first name           |
| Ledger Folio of Transferee                         |                      | <input type="text"/>                                       |                      |
| Transferee's Name                                  | <input type="text"/> | <input type="text"/>                                       | <input type="text"/> |
|  | Surname              | middle name  | first name           |

|   |                      |  |                      |
|---|----------------------|--|----------------------|
| Date of registration of transfer (Date Month Year) <input type="text"/> |                      |  |                      |
| Type of transfer  | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |                      |
| Number of Shares/ Debentures/<br>Units Transferred                      | <input type="text"/> | Amount per Share/<br>Debenture/Unit (in Rs.)               | <input type="text"/> |
| Ledger Folio of Transferor  |                      | <input type="text"/>                                       |                      |
| Transferor's Name   | <input type="text"/> | <input type="text"/>                                       | <input type="text"/> |
|   | Surname              | middle name  | first name           |
| Ledger Folio of Transferee  |                      | <input type="text"/>                                       |                      |
| Transferee's Name   | <input type="text"/> | <input type="text"/>                                       | <input type="text"/> |
|   | Surname              | middle name  | first name           |

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

| Particulars   | Number of units | Nominal value per unit | Total value           |
|---|-----------------|------------------------|-----------------------|
| Non-convertible debentures  | 520             | 1000000                | 5,200,000,000         |
| Partly convertible debentures   | 0               | 0                      | 0                     |
| Fully convertible debentures  | 0               | 0                      | 0                     |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits   |                 |                        | 3,637,504,999         |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits |                 |                        | 3,644,984,339         |
| Deposit   |                 |                        | 0                     |
| <b>Total</b>  |                 |                        | <b>12,482,489,338</b> |

**Details of debentures**

| Class of debentures                  | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| <b>Non-convertible debentures</b>    | 2,200,000,000                               | 3,000,000,000            | 0                        | 5,200,000,000                         |
| <b>Partly convertible debentures</b> | 0   | 0                        | 0                        | 0                                     |
| <b>Fully convertible debentures</b>  | 0   | 0                        | 0                        | 0                                     |

**(v) Securities (other than shares and debentures)**

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
|                    |                      |                            |                     |                            |                     |
|                    |                      |                            |                     |                            |                     |
| <b>Total</b>       |                      |                            |                     |                            |                     |

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

1,982,741,354

**(ii) Net worth of the Company**

4,884,299,824

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

| S. No. | Category | Equity | Preference |
|--------|----------|--------|------------|
|--------|----------|--------|------------|

|     |   | Number of shares | Percentage | Number of shares | Percentage |
|-----|---|------------------|------------|------------------|------------|
| 1.  | Individual/Hindu Undivided Family       |                  |            |                  |            |
|     | (i) Indian                              | 0                | 0          | 0                |            |
|     | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |
|     | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |
| 2.  | Government                              |                  |            |                  |            |
|     | (i) Central Government                  | 0                | 0          | 0                |            |
|     | (ii) State Government                   | 0                | 0          | 0                |            |
|     | (iii) Government companies              | 0                | 0          | 0                |            |
| 3.  | Insurance companies                     | 0                | 0          | 0                |            |
| 4.  | Banks                                   | 0                | 0          | 0                |            |
| 5.  | Financial institutions                  | 0                | 0          | 0                |            |
| 6.  | Foreign institutional investors         | 0                | 0          | 0                |            |
| 7.  | Mutual funds                            | 0                | 0          | 0                |            |
| 8.  | Venture capital                         | 0                | 0          | 0                |            |
| 9.  | Body corporate<br>(not mentioned above) | 100,935,831      | 100        | 0                |            |
| 10. | Others                                  | 0                | 0          | 0                |            |
|     | <b>Total</b>                            | 100,935,831      | 100        | 0                | 0          |

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

| S. No. | Category                                | Equity           |            | Preference       |            |
|--------|---|------------------|------------|------------------|------------|
|        |   | Number of shares | Percentage | Number of shares | Percentage |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |
|        | (i) Indian                              | 70               | 0          | 0                |            |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |



|     |   |    |   |   |   |
|-----|---|----|---|---|---|
| 2.  | Government                              |    |   |   |   |
|     | (i) Central Government                  | 0  | 0 | 0 |   |
|     | (ii) State Government                   | 0  | 0 | 0 |   |
|     | (iii) Government companies              | 0  | 0 | 0 |   |
| 3.  | Insurance companies                     | 0  | 0 | 0 |   |
| 4.  | Banks                                   | 0  | 0 | 0 |   |
| 5.  | Financial institutions                  | 0  | 0 | 0 |   |
| 6.  | Foreign institutional investors         | 0  | 0 | 0 |   |
| 7.  | Mutual funds                            | 0  | 0 | 0 |   |
| 8.  | Venture capital                         | 0  | 0 | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 0  | 0 | 0 |   |
| 10. | Others                                  | 0  | 0 | 0 |   |
|     | <b>Total</b>                            | 70 | 0 | 0 | 0 |

**Total number of shareholders (other than promoters)**

6

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details                           | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters                         | 1                            | 1                      |
| Members<br>(other than promoters) | 6                            | 6                      |
| Debenture holders                 | 2                            | 9                      |

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

| Category | Number of directors at the beginning of the year |               | Number of directors at the end of the year |               | Percentage of shares held by directors as at the end of year |               |
|----------|--|---------------|--|---------------|--|---------------|
|          | Executive  | Non-executive | Executive                                  | Non-executive | Executive  | Non-executive |
|          |  |               |  |               |  |               |

|  |          |          |          |          |          |          |
|--|----------|----------|----------|----------|----------|----------|
| <b>A. Promoter</b>                       | 0        | 3        | 0        | 3        | 0        | 0        |
| <b>B. Non-Promoter</b>                   | 1        | 5        | 1        | 5        | 0        | 0        |
| (i) Non-Independent                      | 1        | 2        | 1        | 2        | 0        | 0        |
| (ii) Independent                         | 0        | 3        | 0        | 3        | 0        | 0        |
| <b>C. Nominee Directors representing</b> | 0        | 0        | 0        | 0        | 0        | 0        |
| (i) Banks & FIs                          | 0        | 0        | 0        | 0        | 0        | 0        |
| (ii) Investing institutions              | 0        | 0        | 0        | 0        | 0        | 0        |
| (iii) Government                         | 0        | 0        | 0        | 0        | 0        | 0        |
| (iv) Small share holders                 | 0        | 0        | 0        | 0        | 0        | 0        |
| (v) Others                               | 0        | 0        | 0        | 0        | 0        | 0        |
| <b>Total</b>                             | <b>1</b> | <b>8</b> | <b>1</b> | <b>8</b> | <b>0</b> | <b>0</b> |

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

| Name               | DIN/PAN    | Designation         | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--------------------|------------|---------------------|--------------------------------|--|
| Sandeep Gambhir    | 00083116   | Managing Director   | 10                             |  |
| Harukazu Yamaguchi | 03535391   | Director            | 0                              |  |
| Nagesh Dubey       | 06967617   | Director            | 0                              |  |
| Abhay Kakkar       | 06659327   | Director            | 0                              |  |
| Rajeev Lochan Seth | 00111866   | Director            | 0                              |  |
| Gouri Sawant       | 07748113   | Director            | 0                              |  |
| Kiyokazu Ishinabe  | 07763966   | Director            | 0                              |  |
| Ikuo Nakamura      | 08074714   | Additional director | 0                              |  |
| Akihiro Azuma      | 07510869   | Whole-time director | 0                              |  |
| Vivek Wadhera      | AAOPW1389C | CFO                 | 10                             |  |
| Meeta Sanghvi      | BBGPS9622C | Company Secretary   | 0                              |  |

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 4

| Name           | DIN/PAN    | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|----------------|------------|--|---|--|
| Shuchi Singhvi | AFOPT4859F | Company Secretar   | 24/11/2017  | Cessation  |
| Meeta Sanghvi  | BBGPS9622C | Company Secretar   | 21/02/2018  | Appointment  |
| Hiroshi Nishio | 06827437   | Director   | 28/02/2018  | Cessation  |
| Ikuo Nakamura  | 08074714   | Additional director                                      | 20/03/2018  | Appointment  |

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

| Type of meeting                | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|--------------------------------|-----------------|--|----------------------------|-------------------------|
|                                |                 |  | Number of members attended | % of total shareholding |
| Annual General Meeting         | 16/06/2017      | 7  | 5                          | 100                     |
| Extra-Ordinary General Meeting | 21/12/2017      | 7  | 6                          | 100                     |

### B. BOARD MEETINGS

\*Number of meetings held

7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 24/04/2017      | 9  | 7                            | 77.78           |
| 2      | 18/05/2017      | 9  | 8                            | 88.89           |
| 3      | 28/07/2017      | 9  | 7                            | 77.78           |
| 4      | 14/11/2017      | 9  | 8                            | 88.89           |
| 5      | 21/12/2017      | 9  | 7                            | 77.78           |
| 6      | 21/02/2018      | 9  | 6                            | 66.67           |
| 7      | 20/03/2018      | 9  | 8                            | 88.89           |

### C. COMMITTEE MEETINGS

Number of meetings held

17

| S. No. | Type of meeting                 | Date of meeting | Total Number of Members as on the date of the meeting | Attendance                 |                 |
|--------|---------------------------------|-----------------|---|----------------------------|-----------------|
|        |                                 |                 |   | Number of members attended | % of attendance |
| 1      | Audit Committee                 | 18/05/2017      | 3   | 3                          | 100             |
| 2      | Audit Committee                 | 11/08/2017      | 3   | 3                          | 100             |
| 3      | Audit Committee                 | 14/11/2017      | 3   | 3                          | 100             |
| 4      | Audit Committee                 | 21/12/2017      | 3   | 3                          | 100             |
| 5      | Audit Committee                 | 21/02/2018      | 3   | 2                          | 66.67           |
| 6      | Nomination and Remuneration     | 18/05/2017      | 3   | 3                          | 100             |
| 7      | Nomination and Remuneration     | 21/12/2017      | 3   | 3                          | 100             |
| 8      | Nomination and Remuneration     | 20/02/2018      | 3   | 2                          | 66.67           |
| 9      | Nomination and Remuneration     | 20/03/2018      | 3   | 2                          | 66.67           |
| 10     | Corporate Social Responsibility | 14/11/2017      | 3   | 3                          | 100             |

**D. \*ATTENDANCE OF DIRECTORS**

| S. No. | Name of the director | Board Meetings   |                             |                 | Committee Meetings                                       |                             |                 | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
|        |                      | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 15/06/2018                   |
|        |                      |  |                             |                 |  |                             |                 | (Y/N/NA)                     |
| 1      | Sandeep Garg         | 7  | 7                           | 100             | 8  | 6                           | 75              | No                           |
| 2      | Harukazu Yanai       | 7  | 1                           | 14.29           | 0  | 0                           | 0               | No                           |
| 3      | Nagesh Dubey         | 7  | 6                           | 85.71           | 15   | 13                          | 86.67           | No                           |
| 4      | Abhay Kakkar         | 7  | 7                           | 100             | 16   | 13                          | 81.25           | No                           |
| 5      | Rajeev Lochan        | 7  | 7                           | 100             | 0  | 0                           | 0               | No                           |
| 6      | Gouri Sawant         | 7  | 7                           | 100             | 0  | 0                           | 0               | Yes                          |
| 7      | Kiyokazu Ishiro      | 7  | 5                           | 71.43           | 17   | 11                          | 64.71           | No                           |
| 8      | Ikuo Nakamura        | 0  | 0                           | 0               | 0  | 0                           | 0               | No                           |
| 9      | Akihiro Azuma        | 7  | 7                           | 100             | 6  | 6                           | 100             | Yes                          |

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

| S. No. | Name          | Designation     | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|---------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | Akihiro Azuma | Whole Time Dire | 11,488,120   |            |                               |        | 11,488,120      |
|        | Total         |                 | 11,488,120   |            |                               |        | 11,488,120      |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

| S. No. | Name           | Designation   | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|----------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | Vivek Wadhera  | CFO           | 0            |            |                               |        | 0               |
| 2      | Meeta Sanghvi  | Company Secre | 242,822      |            |                               |        | 242,822         |
| 3      | Shuchi Singhvi | Company Secre | 1,635,975    |            |                               |        | 1,635,975       |
|        | Total          |               | 1,878,797    |            |                               |        | 1,878,797       |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name  | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      |       |             |              |            |                               |        | 0               |
|        | Total |             |              |            |                               |        |                 |

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
|  |  |               |  |                                |   |

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
|  |  |               |   |                        |                                   |

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ajay Ranade

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6231

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

24/05/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

SANDEEP  
GAMBHIR

DIN of the director

00083116

**To be digitally signed by**

MEETA  
SAGAR  
SANGHVI

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

|               |
|---------------|
| <b>Attach</b> |
| <b>Attach</b> |
| <b>Attach</b> |
| <b>Attach</b> |

**List of attachments**

|   |
|---|
| List of Shareholders and Debenture holder<br>MGT-8.pdf<br>additional attachment MGT-7.pdf |
|---|

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

# A. G. RANADE & ASSOCIATES

## COMPANY SECRETARIES

Thane : 2, Ground Floor, 'B' Wing, Om Sai Prasad Building, Shivaji Nagar, B-Cabin, Thane (W) – 400 602.  
Kalyan : 101, Bldg. No. 4, Shiv Amrut Dham, Near Yogi Dham, Murbad Road, Kalyan (W) – 421 301.  
Email : agranade@rediffmail.com, ranadecs@gmail.com  
Telefax : 022-25420542

### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **ORIX Leasing & Financial Services India Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2018. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

**A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

**B.** during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefore;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal Court or other authorities within/beyond the prescribed time except *two forms which were filed belatedly on payment of additional fees*;
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members / Security holders, as the case may be;
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act;





8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

10. declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. acceptance/ renewal/ repayment of deposits;

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

For A. G RANADE & ASSOCIATES



Proprietor

Signature:

Name of Company Secretary in practice: Mr. Ajay Govind Ranade

Membership No.: FCS 6199

C.P. No.: 6231



Date: 26<sup>th</sup> July, 2018

Place: Thane

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).