

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 (other than OPCs and Small Companies)

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (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
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

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	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	100,935,901	100935901	1,009,359,010	1,009,359,010	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	100,935,901	100935901	1,009,359,0	1,009,359,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

0

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		22/07/2022	
Date of registration of transfer (Date Month Year)		26/05/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		64261750	
Transferor's Name	Manmohan Malik and	ORIX Auto Infrastructure	Services Limited
	Surname	middle name	first name
Ledger Folio of Transferee		64261784	

Transferee's Name	<input type="text" value="Gaurav Bhatia"/>	<input type="text" value="ORIX Auto Infrastructure"/>	<input type="text" value="Services Limited"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,000	1000000	2,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			2,000,000,000

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
Non-convertible debentures	2,000,000,000	0	0	2,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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
Total					

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

(i) Turnover

3,364,484,334

(ii) Net worth of the Company

6,423,170,996

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 (not mentioned above)	100,935,831	100	0	
10.	Others	0	0	0	
	Total	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 (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	70	0	0	0
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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 (other than promoters)	6	6
Debenture holders	1	1

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
A. Promoter	0	5	0	5	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	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
Total	0	9	0	9	0	0

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	
Yoshiaki Matsuoka	08141800	Director	0	
Nagesh Dubey	06967617	Director	0	
Abhay Kakkar	06659327	Director	0	
Takashi Yamasaki	09238975	Director	0	
Takehiro Onishi	09019630	Director	0	
Ryohei Suzuki	08218888	Director	0	
Gouri Sawant	07748113	Director	0	
Shingen Matsuo	09685164	Additional director	0	
Vivek Wadhera	AAOPW1389C	CFO	10	08/08/2023
Meeta Sanghvi	BBGPS9622C	Company Secretar	0	

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

3

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)
Yoshiaki Matsuoka	08141800	Director	22/07/2022	Re-appointment of a Director Liable t
Shin Hamada	09100127	Director	09/08/2022	Cessation
Shingen Matsuo	09685164	Additional director	09/08/2022	Appointment as an Additional Directo

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

1

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	22/07/2022	7	7	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/06/2022	9	9	100
2	27/06/2022	9	8	88.89
3	09/08/2022	9	8	88.89
4	30/11/2022	9	9	100
5	20/03/2023	9	7	77.78

C. COMMITTEE MEETINGS

Number of meetings held

22

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	21/06/2022	3	3	100
2	Audit Committee	27/10/2022	3	3	100
3	Audit Committee	09/02/2023	3	3	100
4	Audit Committee	29/03/2023	3	3	100
5	Nomination and Remuneration	29/07/2022	4	4	100
6	Nomination and Remuneration	10/03/2023	4	4	100
7	Corporate Social Responsibility	10/03/2023	3	3	100
8	Treasury & ALM	16/06/2022	3	3	100
9	Treasury & ALM	29/07/2022	3	3	100
10	Treasury & ALM	28/09/2022	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	31/08/2023
								(Y/N/NA)
1	Sandeep Gam	5	5	100	16	16	100	Yes
2	Yoshiaki Mats	5	5	100	0	0	0	No
3	Nagesh Dubey	5	5	100	6	6	100	Yes
4	Abhay Kakkar	5	4	80	11	11	100	Yes
5	Takashi Yama	5	5	100	18	18	100	Yes
6	Takehiro Onis	5	5	100	17	17	100	Yes
7	Ryohei Suzuki	5	3	60	0	0	0	No
8	Gouri Sawant	5	4	80	0	0	0	Yes
9	Shingen Mats	3	3	100	0	0	0	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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Meeta Sanghvi	Company Secre	2,448,542	0	0	0	2,448,542
	Total		2,448,542	0	0	0	2,448,542

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Nagesh Dubey	ndependent Dire	0	0	0	370,000	370,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Mr. Abhay Kakkar	Independent Dire	0	0	0	340,000	340,000
	Total		0	0	0	710,000	710,000

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

Avinash Bagul

Whether associate or fellow

Associate Fellow

Certificate of practice number

19862

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. .. dated

(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

GOURI
MADHUSUD
AN SAWAN

Digitally signed by
GOURI MADHUSUDAN
SAWANT
Date: 2023.10.26
15:36:19 +05'30'

DIN of the director

To be digitally signed by

MEETA
SAGAR
SANGHVI

Digitally signed by
MEETA SAGAR
SANGHVI
Date: 2023.10.26
15:34:22 +05'30'

- 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 Attachement(s), if any

List of attachments

Shareholding Pattern and List of Debenture Signed MGT-8 OLFS.pdf

Other Committee Meeting.pdf

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

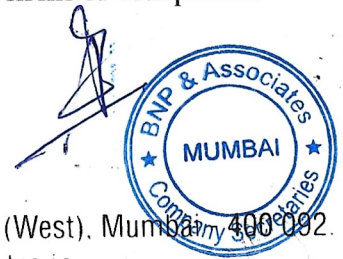
FORM NO. MGT-8

[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

We have examined the registers, records and books and papers of **ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED [CIN: U74900MH2006PLC163937]** (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 2023** (the "financial year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act and Rules made thereunder in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records and making entries therein within the time prescribed thereof;
 3. Filing of the required forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors and its committees 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. There was no requirement of passing of resolutions by postal ballot since the Company has less than two-hundred members;
 5. no closure of Register of Members / Security holders in respect of debentures, as the same was not applicable;
 6. No Advances / loans were given 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 were in the ordinary course of business and on arm's length basis;
8. there was no issue or allotment or transmission or buy back of securities/redemption of preference shares/alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. However, there was an instance of share transfer during the financial year as recorded in E-Form MGT-7.
9. the Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares under the provisions of the Act;
10. there was no declaration/ payment of dividend. There was no transfer of unpaid/ unclaimed dividend/other amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statements as per the provisions of section 134 of the Act and report of Directors of the Company is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointment/ resignation/ disclosure of interest by the Directors, Key Managerial Personnel of the Company and the remuneration paid to them. However, there was no instances of retirement/ filling up casual vacancy of Director and Key Managerial Personnel;
13. M/s Dass Gupta & Associates, Chartered Accountant (Firm Regn. No. 000112N) are the Statutory Auditors of the Company for the period of three years from the conclusion of fifteenth Annual General Meeting till the conclusion of eighteenth Annual General Meeting of the Company. There was no appointment or casual vacancy of auditors during the year;
14. No approvals were 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. the company has neither accepted nor renewed or repaid any deposits, as the Company is registered as non-deposit taking Non-Banking Financial Company;
16. no borrowings from its directors, members, public financial institutions and others however there were borrowings from banks. There was no creation/ modification/ satisfaction of charges by the Company;
17. provisions of Section 186 of the Act pertaining to granting of loans to any person or body corporate and giving of guarantees or providing securities in connection with loans to other bodies corporate is not applicable to the Company, since the Company is Non-Banking Finance Company;



18. There was no alteration of the provisions of the Memorandum of Association and Articles of Association of the Company during the year.

**For BNP & Associates
Company Secretaries**

[Firm Regn. No. P2014MH037400]

PR No. 637/2019



A handwritten signature in blue ink, appearing to read "Avinash Bagul", written over a horizontal line.

**Avinash Bagul
Partner**

FCS No. 5578

COP No. 19862

UDIN: F005578E001342749

Place: Mumbai

Date:17-10-2023