

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 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
19th Extraordinary General Meeting (EGM) of the Equity Shareholders of ORIX Leasing & Financial Services India Limited ("Company") held on 30th April 2021, Friday at 10.30 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 19th Extraordinary General Meeting of the Equity Shareholders of ORIX Leasing & Financial Services India Limited held on 30th April 2021, Friday at 10.30 a.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 and December 31, 2021 (collectively referred to as "MCA Circulars") which permitted the holding of an Extra-Ordinary General Meeting ("EGM") through VC / OAVM until June 30, 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 March 31, 2021, to act as Scrutinizer for the purpose of the scrutinizing the votes casted though poll on the below mentioned resolution(s), at the 19th Extraordinary General Meeting 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 EGM dated 31st March 2021 (EGM Notice) was sent via electronic mode to all the Members/Directors/Secretarial Auditor/ Statutory Auditor/Debenture Trustee of the Company on 2nd April 2021.

The voting period for the members commenced at 10.30 am immediately after the meeting started and concluded at 11: 15 a.m. All votes were received until the cut-off timing of 11:15 a.m. on Friday 30th April, 2021.

On scrutiny, we report that out of 7 Shareholders, holding 100,935,901 shares as on cut-off date i.e. 30th April 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 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: -

a) Resolution

Item No.1 -To appoint Mr. Takehiro Onishi (DIN 09019630) 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	10,09,35,901	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
Nil	Nil

b) Resolution

Item No. 2- To re-appoint Mr. Sandeep Gambhir (DIN: 00083116) as Managing Director of the Company - Special 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	10,09,35,901	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
Nil	Nil

c) Resolution

Item No. 3- To approve and adopt new set of Articles of Association of the Company - Special 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	10,09,35,901	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
Nil	Nil

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.

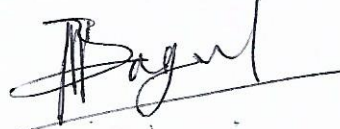
The Scrutinizer's report is handed over (through e-mail) to the Chairman of the Meeting for declaration of results thereof.

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: April 30, 2021



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