

# 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 Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman,**  
**ORIX Leasing & Financial Services India Limited**  
Plot No. 94, Marol Co-Op Industrial Estate,  
Andheri Kurla Road, Andheri East,  
Mumbai- 400059.

19<sup>th</sup> Annual General Meeting (“AGM”) of the Equity Shareholders of ORIX Leasing & Financial Services India Limited (hereinafter to be referred as “the Company”) held on Monday, September 22, 2025, at 10:30 a.m. IST through Video Conferencing / Other Audio-Visual Means (“VC/ OAVM”).

Dear Sir,

**Subject:- Scrutinizer’s report on passing of Resolution through poll at the 19<sup>th</sup> AGM of the Equity Shareholders of the Company held on, Monday, September 22, 2025, at 10:30 a.m. IST at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs, Government of India (“MCA”) circulars dated May 05, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021 , May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/ OAVM until September 30, 2025, without the physical presence of the Members at a common venue.**

I, Avinash Bagul, Proprietor of Avinash Bagul & Associates, Practicing Company Secretaries, had been appointed by the Board of Directors of the Company in meeting held on March 31, 2021, to act as Scrutinizer(s) for the purpose of the scrutinizing the votes casted through poll on the below mentioned resolution(s), at the 19<sup>th</sup> AGM of the Equity Shareholders of the Company through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

I report that the AGM Notice dated August 19, 2025 was sent via electronic mode to all its Members, Directors, Statutory Auditor and Secretarial Auditor of the Company on August 21, 2025.

The voting period for the members commenced at 10:30 a.m during the AGM and concluded at 11:00 a.m. Any votes casted after 11:00 a.m on Monday, September 22, 2025 were not considered for the purpose of the report.

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On scrutiny, I report that out of 07 Shareholders collectively holding 120,935,901 shares as on cut-off date, September 22, 2025, 07 shareholders holding 120,935,901 shares, constituting 100%, have 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.

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

The poll 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 item placed for consideration and approval of the members are given below: -

### **ORDINARY BUSINESS:**

#### a) Ordinary Resolution:

**Item No. 1:** - To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2025 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 voting	Number of votes casted by them	% of total number of valid votes cast
07	120,935,901	100

Voted against the resolution:

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

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Invalid votes:

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

Item No. 1 of Notice stands **approved** with the requisite majority.

b) Ordinary Resolution:

**Item No. 2:** - To reappoint Mr. Yoshiaki Matsuoka (DIN: XXXXXXXXX) 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.

Voted in **favour** of the resolution:

Number of members present and voting	Number of votes casted by them	% of total number of valid votes cast
07	120,935,901	100

Voted **against** the resolution:

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

Invalid votes:

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

Item No. 2 of Notice stands **approved** with the requisite majority.

As per the scrutiny of the votes casted in respect of the resolution by the poll, all the resolutions as specified in AGM Notice are approved as per the mentioned criteria.

The Scrutinizer's report is provided to the Chairman of the meeting for declaration of results thereof.

# **Avinash Bagul & Associates**

## **Practicing Company Secretaries**

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I thank you for the opportunity provided, to act as a Scrutinizer for the above poll process of your Company.

Thanking you,  
Yours faithfully,

**For Avinash Bagul & Associates  
PRACTICING COMPANY  
SECRETARIES**

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

**Sd/-**  
\_\_\_\_\_  
**Avinash Bagul**  
**Proprietor**  
**FCS - 5578 /COP-19862**  
**UDIN: F005578G001301004**

**Sd/-**  
\_\_\_\_\_  
**Meeta Sanghvi**  
**Chief Compliance Officer and Company**  
**Secretary**  
**ICSI Membership No: A21168**

**Place: Mumbai**  
**Date: September 24, 2025**