

## **ORIX AUTO INFRASTRUCTURE SERVICES LIMITED**

### **Transcript of 28<sup>th</sup> Extra-Ordinary General Meeting held on**

**Friday, April 30, 2021, 10: 00 a.m. (IST)**

#### **Mr. Yoshiaki Matsuoka:**

I welcome you all to the 28<sup>th</sup> Extra-ordinary General Meeting of shareholders of ORIX Auto Infrastructure Services Ltd. At the outset, I hope you are all safe and in good health. Due to COVID-19 pandemic and social distancing norms, we are holding this meeting through Video Conferencing / Other Audio-Visual means in compliance with directions of Ministry of Corporate Affairs.

The notice of EGM was sent on 03<sup>rd</sup> April, 2021 by electronic mode to all the Members, Directors and Auditors of the Company.

Now I shall introduce all the Directors and Key Managerial Personnel of the Company present in this meeting.

- (1) Mr. Sandeep Gambhir, Managing Director and CEO of the Company;
- (2) Mr. Takashi Nakayama Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company
- (3) Mr. Ryohei Suzuki; Whole time Director
- (4) Mr. Takehiro Onishi; Director
- (5) Mr. Shin Hamada; Director
- (6) Mr. Nagesh Dubey, Independent Director;
- (7) Ms. Meeta Sanghvi; Director
- (8) Mr. Jay Gandhi, Company Secretary; and
- (9) Mr. Vivek Wadhera, Chief Financial Officer.

The Directors and Key Managerial Personnel of the Company are present through Video Conferencing at the meeting. Further,

- (i) Mr. Rajesh Gupta, representative from B. S.R. & Co. LLP, Statutory Auditors and
- (ii) Mr. Avinash Bagul Practicing Company Secretary and Scrutiniser for conducting voting by poll are also present at the meeting through VC.

Also, Members present **are myself** and;

1. Mr. Ryohei Suzuki, representing ORIX Corporation.
2. Mr. Sandeep Gambhir.
3. Mr. Pankaj Jain.
4. Mr. Jay Gandhi.
5. Mr. Vivek Wadhera

I thank all of you for joining this meeting over video conference. Since requisite quorum being present through Video Conference for the EGM, I call the meeting to be in order.

As the EGM is held through video conference, the facility for appointment of proxies by the members is not applicable and hence the proxy register for inspection is not available. With your consent, I shall take the Notice convening this meeting as read.

We now take up the resolutions as set forth in the Notice. There are 5 Special business items for approval of shareholders. Resolution representing this item along with Explanatory Statement was furnished in the Notice for the meeting.

As voting by poll is made mandatory and Mr. Avinash Bagul, Practicing Company Secretary of Avinash Bagul and Associates is appointed as scrutiniser by the Board of Directors in their meeting held on March 31, 2021 for conducting voting by poll, I request the members to vote by poll on these items. For voting by poll, members shall fill the required details in Ballot paper in Form MGT-12 including recording of their assent and dissent on these resolutions and send it from your designated email ID to Mr. Jay Gandhi and Mr. Avinash Bagul at their email IDs mentioned in the Notice. Form MGT-12 is annexed as Notice to EGM which was sent to your email ID by Mr. Jay Gandhi. Request you to send Form MGT-12 within next 15 minutes for considering your vote.

The Special businesses for voting are:

- 1) To appoint Mr. Takashi Yamasaki as Director of the Company and if thought fit to pass the resolution as an Ordinary Resolution.
- 2) To appoint Mr. Takehiro Onishi as Director of the Company and if thought fit, to pass the resolution as an Ordinary Resolution.
- 3) To appoint Mr. Shin Hamada as Director of the Company and if thought fit, to pass the resolution as an Ordinary Resolution.
- 4) To re-appoint Mr. Sandeep Gambhir, Chief Executive Officer as Managing Director of the Company and if thought fit, to pass the resolution as Special Resolution.
- 5) To approve and adopt new set of Articles of Association of the Company and if thought fit, to pass resolution as Special Resolution.

Questions if any can be raised by the shareholders.

Since there are no questions or concerns, I hereby declare the proceedings as closed. Thank you all for attending the meeting.

**Mr. Jay Gandhi:**

The Company Secretary confirmed that all the resolutions placed before the Meeting for approval by members were approved by way of poll. Members representing 99.99% of paid-up share capital of the Company voted in favour of all the resolutions and neither there were any invalid votes, nor any member voted against any of the resolutions.

**Mr. Yoshiaki Matsuoka:**

Thank you for confirming the voting status. Since all the requisite votes are received, I declare the proceedings as closed. Thank you all for attending the meeting.