

## **ORIX AUTO INFRASTRUCTURE SERVICES LIMITED**

### **Transcript of 30<sup>th</sup> Extra-Ordinary General Meeting held on** **Friday, September 27, 2024, 10:30 a.m. (IST)**

#### **Mr. Jay Gandhi:**

I hereby inform that Mr. Yoshiaki Matsuoka, the Director and Chairman of the Company is unavailable to attend this meeting due to his pre-occupation elsewhere. In his absence I hereby request all the Directors to approve for appointment of Mr. Takehiro Onishi, Director of the Company as Chairman of this meeting.

Members approved appointment of Mr. Onishi as Chairman of the meeting.

#### **Mr. Takehiro Onishi:**

Thank you for appointing me as Chairman of the meeting. Good morning, everyone. I, Director of the Company, welcome you all to the 30<sup>th</sup> Extraordinary General Meeting of the shareholders of ORIX Auto Infrastructure Services Ltd. At the outset, I hope you are all safe and in good health. We are holding this meeting through Audio-Video Conferencing in compliance with directions of Ministry of Corporate Affairs.

The notice of EGM was sent on September 26, 2024 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. Vivek Wadhera, Managing Director of the Company;
- (2) Mr. Takashi Yamasaki, Director and Chairman of CSR, Risk Management and Treasury & ALM Committee of the Company
- (3) Mr. Shingen Matsuo - Director
- (4) Mr. Hiroomi Morishita- Director
- (5) Mr. Nagesh Dubey, Independent Director
- (6) Ms. Meeta Sanghvi, Director
- (7) Mr. Mahesh Parekh, Chief Financial Officer; and
- (8) Mr. Jay Gandhi, Company Secretary and Group CCO

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

- (1) Mr. Rahul Bansal, representative from S.R. Batliboi & Associates LLP, Statutory Auditors and
- (2) 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:

1. Mr. Takashi Yamasaki, representing a) ORIX Corporation, Japan; b) ORIX Corporation Japan and Mr. Yoshiaki Matsuoka; c) ORIX Corporation Japan and Mr. Takashi Nakayama; and d) ORIX Corporation Japan and Mr. Sandeep Gambhir.
2. Mr. Vivek Wadhera.
3. Mr. Pankaj Jain, and

4. Mr. Jay Gandhi.

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 is not available for inspection. With your consent, I shall take the Notice convening this meeting as read. All the documents referred to in the accompanying Notice shall be available for inspection by the members during the EGM. Members seeking to inspect such documents can send their request to [info@orixindia.com](mailto:info@orixindia.com).

We now take up the resolutions as set forth in the Notice. There is 1 Special business item 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 this item. For voting by poll, members shall fill the required details in Ballot paper in Form MGT-12 which was annexed to Notice including recording of your assent and dissent on this resolution and send it from your designated email ID to Mr. Jay Gandhi and Mr. Avinash Bagul at their email IDs mentioned in the Notice. Request you to send Form MGT-12 during the meeting for considering your vote.

The Special business for voting is:

- (1) To approve change of name of the Company and alteration of Memorandum of Association & Article of Association of the Company as special resolution.

Questions if any can be raised by the shareholders.

Since there are no questions or concerns, once the status of receipt of voting are confirmed, the proceedings can be declared as closed.

**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. Takehiro Onishi:**

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.