

**ORIX CORPORATION INDIA LIMITED**  
**(Formerly known as ORIX Auto Infrastructure Services Limited)**

**Transcript of 31<sup>st</sup> Extra Ordinary General Meeting held on**  
**Thursday, March 13, 2025, 1045 a.m. (IST)**

**Mr. Yoshiaki Matsuoka:**

I welcome you all to the 31<sup>st</sup> Extraordinary General Meeting of the shareholders of ORIX Corporation India Limited (Formerly known as ORIX Auto Infrastructure Services Limited). 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.

Now I request, Mr. Jay Gandhi, Group CCO and Company Secretary, to assist me in conducting further proceedings of the meeting. However, I shall continue to preside over the meeting, address shareholders queries and oversee all key decisions.

**Mr. Jay Gandhi:**

Thank you, Mr. Matsuoka. With your permission, I will now proceed with the formal agenda.

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

- (1) Mr. Yoshiaki Matsuoka – Director and Chairman of the Board.
- (2) Mr. Vivek Wadhwa, Managing Director and Group CEO of the Company;
- (3) Mr. Takashi Yamasaki, Whole time Director and Chairman of CSR, RMC and Treasury & ALM Committee of the Company
- (4) Mr. Takehiro Onishi - Director and Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company
- (5) Mr. Hiroomi Morishita- Director and Chairman of the Executive Committee
- (6) Mr. Anand Barua, Independent Director
- (7) Mr. Rishi Sethi, Independent Director
- (8) Ms. Meeta Sanghvi, Director
- (9) Mr. Mahesh Parekh, Chief Financial Officer.

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

- (1) Ms. Aayushi Jain, representative from S. R. Batliboi & Associates LLP, Statutory Auditors and
- (2) Mr. Swapnil Hasabnis representative from Mayekar & Associates, Secretarial Auditor
- (3) Mr. Avinash Bagul and Tejasvini Bhandarkar, from Avinash Bagul and Associates, the scrutiniser for conducting voting by poll.

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

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

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.

The notice of EGM was sent on 13<sup>th</sup> March 2025 by electronic mode to all the Members, Directors and Auditors of the Company.

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).

As voting by poll is made mandatory and Mr. Avinash Bagul, Practicing Company Secretary of Avinash Bagul and Associates is appointed as scrutiner 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 and send it from your designated email ID to myself and Mr. Avinash Bagul at our email IDs mentioned in the Notice. Request you to send Form MGT-12 during the meeting for considering your vote.

I request Mr. Matsuoka to conduct the proceedings for voting of the resolutions proposed in the Notice.

**Mr. Yoshiaki Matsuoka:**

We now take up the resolutions as set forth in the Notice. There are 4 Special business items for approval of shareholders. Resolutions representing these items along with Explanatory Statements were furnished in the Notice for the meeting.

The Special businesses for voting as ordinary resolution are:

- (1) To appoint Mr. Naoyuki Yuasa as Director of the Company.
- (2) To appoint Mr. Anand Barua as an Independent Director of the Company
- (3) To appoint Mr. Rishi Sethi as an Independent Director of the Company:

The Special business for voting as special resolution is:

- (1) To approve offer, issue, allotment of equity shares on preferential basis to ORIX Corporation, Japan, the Holding Company.

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 the resolution.

**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.