

HELD AT _____

ON _____

TIME _____

Minutes of the 30th Extra-Ordinary General Meeting of the Members of ORIX Auto Infrastructure Services Limited held on Friday, September 27, 2024, at 10:30 am (IST) through Audio-Video Conferencing. The deemed venue of the meeting was the Registered office of the Company situated at Plot No 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059.

Members Present through Video Conferencing:

Mr. Takashi Yamasaki - Representative of ORIX Corporation, Japan, representing shares held by (1) ORIX Corporation, (2) ORIX Corporation and Mr. Yoshiaki Matsuoka (2) ORIX Corporation and Mr. Takashi Nakayama and (3) ORIX Corporation and Mr. Sandeep Gambhir - Attended through Audio/Video Conference from Delhi.

Mr. Jay Gandhi - Member, Company Secretary and Group Chief Compliance Officer (Group CCO) – In person

Mr. Pankaj Jain - Member – In person

Mr. Vivek Wadhera - Member, Managing Director and CEO - Attended Audio/Video Conference from Delhi.

Directors: (through video conferencing):

Mr. Vivek Wadhera - Managing Director and CEO - Attended Audio/Video Conference from Delhi.

Mr. Takehiro Onishi - Director and Chairman of Audit Committee and Nomination & Remuneration Committee of the Company - Attended through Audio/Video Conference from Tokyo, Japan.

Mr. Takashi Yamasaki - Whole Time Director and Chairman of Corporate Social Responsibility Committee, Risk Management Committee and Treasury & ALM Committee of the Company – Attended through Audio/Video Conference from Delhi.

Mr. Shingen Matsuo - Director - Attended through Audio/Video Conference from Tokyo, Japan.



HELD AT _____ ON _____ TIME _____

	Mr. Nagesh Dubey	- Independent Director – Attended through Audio/Video Conference from Mumbai.
	Mr. Hiroomi Morishita	- Director – Attended through Audio/Video Conference from Tokyo, Japan.
	Ms. Meeta Sanghvi	- Director – In person
Company Secretary - through video conferencing):	Mr. Jay Gandhi	Company Secretary and Group CCO - Attended from Mumbai
Invitees (through video conferencing):	Mr. Rahul Bansal	- Representative, S.R. Batliboi & Associates LLP, Statutory Auditors - Attended from Delhi
	Mr. Avinash Bagul	- Practicing Company Secretary and Scrutinizer representing Avinash Bagul and Associates - Attended from Mumbai

I. Opening remarks:

Mr. Jay Gandhi informed the Members and Directors present that Mr. Yoshiaki Matsuoka, the Director and Chairman of the Company could not attend the meeting due to his pre-occupation elsewhere. In his absence Mr. Takehiro Onishi, Director of the Company was proposed to be appointed as Chairman of the meeting. The Directors then passed the following resolution unanimously:

“RESOLVED THAT Mr. Takehiro Onishi, Director of the Company be and is hereby appointed as the Chairman of this meeting.”

Mr. Onishi thanked the Directors for appointing him as Chairman of the meeting. He then chaired the meeting thereafter and extended a warm welcome to the Members present at the 30th Extraordinary General Meeting (EGM) of the Company. He informed that the meeting was held through Video Conferencing / Other Audio-Visual means in compliance with directions issued by Ministry of Corporate Affairs.

He informed that the notice of EGM was sent on September 26, 2024 by electronic mode to all the Members, Directors and Auditors of the Company.

II. Introduction:

The Chairman introduced the following Directors and Key Managerial Personnel of the Company attending the meeting through Video Conferencing (VC):

- (1) Mr. Vivek Wadhwa, Managing Director and CEO 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



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

- (6) Ms. Meeta Sanghvi, Director
- (7) Mr. Mahesh Parekh, Chief Financial Officer; and
- (8) Mr. Jay Gandhi, Company Secretary and Group CCO

He further informed that (i) Mr. Rahul Bansal, representing, S.R. Batliboi & Associates LLP, Statutory Auditors and (ii) Mr. Avinash Bagul, Practicing Company Secretary and Scrutinizer for conducting voting by poll were present at the meeting through VC.

He then thanked all attendees for joining the meeting through VC.

III. Quorum:

The requisite quorum being present, the Meeting was called to order by the Chairman. He then thanked the Members for joining the meeting through VC.

IV. Proxy Register:

The Chairman informed that as the EGM was held through VC, the facility for appointment of proxies by the Members was not applicable and hence the proxy register was not available for inspection.

V. Notice:

The Notice of the 30th EGM was already circulated to the Members electronically. With the consent of the Members, the Notice of the EGM was taken as read. All the documents referred to in the said Notice were available in electronic form for inspection by the Members from the date of circulation of the Notice up to the date of EGM i.e. September 27, 2024. Members seeking for inspecting such documents were requested to send their request to info@orixindia.com.

VI. Voting by Poll:

The Chairman informed that voting by poll was made mandatory and Mr. Avinash Bagul, Practicing Company Secretary of Avinash Bagul and Associates was appointed as scrutinizer by the Board of Directors, in their meeting held on March 31, 2021, for conducting voting by poll. He then requested the Members to vote by poll on resolution proposed for approval, as stated in the Notice of the 30th EGM.

The following items of special business as set out in the Notice of 30th EGM was recommended for the Members' consideration and approval

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

The Chairman mentioned that for voting by poll, Members were requested to fill the required details in Ballot paper in Form MGT-12 including recording of their assent and dissent in respect of resolution. Form MGT-12 which, was annexed as Notice to the 30th EGM, was required to be duly filled and sent by the Members during the meeting from designated email Id to Mr. Jay Gandhi and Mr. Avinash Bagul at their respective email IDs mentioned in the Notice.

The Chairman then invited the Members to raise questions, if any. Since no questions were raised, the Chairman then thanked the Members for attending the EGM and informed that the results of voting would be communicated upon receipt of report from Scrutinizer.

HELD AT _____ ON _____ TIME _____

The meeting ended at 11:00 am with vote of thanks to the Chairman.

VII. Scrutinizer's report:

The voting period for the Members commenced at 10.30 am immediately after the meeting started and concluded at 11:00 a.m. All votes were received in duly filled Form MGT-12 until the cut-off timing of 11:00 a.m. on Friday, September 27, 2024. The Scrutinizer submitted his report dated October 01, 2024 on voting by poll. The summary of the Scrutinizer's Report received under Form MGT-13 was as under:

(1) Resolution

Item No. 1- To approve change of name of the Company and alteration of Memorandum of Association (MOA) & Article of Association (AOA) of the Company - Special Resolution.

Voted in favour of the resolution:

Number of Members present and voting	Number of votes cast by them	% of total number of valid votes cast
07	127,989,998	99.99

Voted against the resolution:

Number of Members present and voting	Number of votes cast 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

VIII. Declaration of Results

Based on the Scrutinizer's report, Mr. Takehiro Onishi, Chairman of the meeting reviewed and declared that the following resolution was passed by means of voting by poll with requisite majority on September 27, 2024:

(1) **Resolution No.1: Special Resolution**

Change of name of the Company and alteration of Memorandum of Association (MOA) & Article of Association (AOA) of the Company:

“RESOLVED THAT pursuant to Section 4, 13 and 14 of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies,

- (a) the name of the Company be changed from 'ORIX Auto Infrastructure Services Limited' ('Existing Name') to 'ORIX Corporation India Limited'

HELD AT _____

ON _____

TIME _____

(‘New Name’) with effect from the date of issue of the revised certificate by the Registrar of Companies, Mumbai; and

- (b) Alteration of the Memorandum of Association and Articles of Association of the Company carrying out change in the name of the Company, by substituting the Existing Name of the Company, wherever it appears, with the New Name be and is hereby approved.”

“RESOLVED FUTHER THAT any one of the Directors of the Company or Company Secretary or any Consultant (firm of practicing Company Secretary) as may be appointed by the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard.”

“RESOLVED FUTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby authorised severally to file the necessary documents/form(s) with the Registrar of Companies or such other statutory bodies as may be required to do such other acts, deeds and things as may be necessary to give effect to the above resolution including furnishing certified true copy of the resolution as and when required.”

Date of Entry: 10 OCT 2024

Date of Signature: 10 OCT 2024

Place: TOKYO

Chairman