

NOTICE is hereby given that the 30th Extra-Ordinary General Meeting of ORIX Auto Infrastructure Services Limited will be held at shorter notice on Friday, September 27, 2024, at 10:30 am (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business.

SPECIAL BUSINESS:

- (1) **To approve change of name of the Company and alteration of Memorandum of Association ('MOA') & Article of Association ('AOA') of the Company and if thought fit, to pass, the following resolution, with or without modification(s), as Special Resolution:**

"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' ('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."

By Order of the Board of Directors
For **ORIX Auto Infrastructure Services Limited**

Jay Gandhi
Company Secretary

Regd. Office:
Plot No. 94, Marol Co-operative Industrial Estate
Andheri-Kurla Road, Andheri (East)
Mumbai - 400 059

Date : **September 25, 2024**
Place : **Mumbai**

Notes:

- (1) The Ministry of Corporate Affairs ('MCA') has vide its circular dated April 8, 2020 read together with circulars dated April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 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 Extra-Ordinary General Meeting ('EGM') through VC / OAVM until September 30, 2025, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- (2) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM to be held on VC / OAVM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business of the meeting, is annexed hereto.
- (4) Corporate Member intending to send their authorized representatives are requested to send scanned copy (PDF/JPG Format) of a duly certified copy of the Board Resolution/ Authorization etc. authorizing their representative/(s) to attend and vote at EGM through VC / OAVM on its behalf by email at jay.gandhi@orixindia.com.
- (5) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) In case of joint holders, any Member whose name appears in the Register of Members of the Company will be entitled to vote at the EGM.
- (7) All the documents referred to in the accompanying Notice shall be available for electronic inspection by the members during the business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM i.e. September 26, 2024. Members seeking to inspect such documents can send an email at info@orixindia.com.
- (8) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (9) Instructions for joining the EGM are as follows:
 - (a) Members will be able to attend the EGM through VC / OAVM through
 - (b) Members are requested to follow the procedure given below:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_YTk0MDJlZGMtZTlINC00MjExLTg3MjctMWRhMmE0NmZkNDA0%40thread.v2/0?context=%7b%22Tid%22%3a%22f45010b2-1259-4e62-

a339-3527fdafea9f%22%2c%22Oid%22%3a%22b25ef944-7882-468f-ac79-34cfb59985f6%22%7d

- (i) Launch internet browser (Chrome/Firefox/Safari) and paste the link as mentioned above in the URL.
 - (ii) Enter your name and click on Join Button.
 - (iii) Click on Camera Icon (to start your camera) and Mike icon (to unmute yourself).
- (c) Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open throughout the proceedings of the EGM.
- (d) For voting by poll, the Members can cast their vote on the resolutions in Form MGT-12 enclosed as Annexure-1 to this notice and sending by email at jay.gandhi@orixindia.com, and / or avinash.bagul1959@gmail.com through their email address registered with the Company. Mr Avinash Bagul Practising Company secretary would be a Scrutinizer, since voting at the meeting will be conducted by poll.
- (e) Members who need assistance before or during the EGM, can contact Mr. Rajan Desai, IT Team on info@orixindia.com or call on Cell phone number at 98202 82706.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

Item No. 1:

- (1) ORIX Auto Infrastructure Services Limited (OAIS) was incorporated with name “ORIX Auto Finance India Limited”. The current name of the Company, i.e. OAIS was last changed to OAIS from ORIX Auto and Business Solutions Limited in December 2006.
- (2) The current proposal is to change the name of the Company from ‘ORIX Auto Infrastructure Services Limited’ to ORIX Corporation India Limited; (Abbreviation as (‘ORIX India’).
- (3) The reason for proposing the change in the name of the Company is to reflect the current business of the Company, i.e. leasing and mobility services and to reflect the future business of the Company.
- (4) Further, as per Rule 8A of Companies (Incorporation) Rules, 2014, *if a foreign company is incorporating its subsidiary company in India, then the original name of the holding company as it is may be allowed with the addition of word India or name of any Indian State or city, if otherwise available.*
- (5) In view of the above, since OAIS being subsidiary of ORIX Corporation, Japan it is proposed to add word ‘India’ in the name of the holding Company i.e ORIX Corporation and change its name from ORIX Auto Infrastructure Services Ltd. to the names as mentioned under clause (2) above.
- (6) The Board of Directors vide its circular resolution dated June 11, 2024, approved change of name of the Company from ‘ORIX Auto Infrastructure Services Limited’ (‘Existing Name’) to ‘ORIX Corporation India Limited’ (‘New Name’).
- (7) As per Rule 9 of the Companies (Incorporation) Rules, 2014, the Company filed an application in form Reserve Unique Name (RUN) with Registrar of Companies (‘RoC’) on June 24, 2024 for checking availability of the New Name of the Company. However, the said application was rejected due to the need for additional documents. Accordingly, a fresh application was filed along with the additional documents on August 23, 2024.
- (8) The Company received the approval from RoC vide its letter dated September 02, 2024, for availability of New Name for a period of Sixty days from the date of its approval.
- (9) Pursuant to the above, the Memorandum of Association (‘MOA’) and Articles of Association (‘AOA’) of the Company is required to be altered with substitution of Existing Name with the New Name wherever it appears, subject to the approval of the Members of the Company in General Meeting and the Registrar of Companies (‘ROC’).

- (10) In terms of clauses 1.3 and 1.4 of the Approval Authority Matrix of the Company, the prior approval of ORIX Corporation, the holding company has been received on September 24, 2024 for alteration in the MOA and AOA of the Company.
- (11) In view of the above, the Board of Directors vide their circular resolution dated September 25, 2024 approved for alteration of MOA and AOA of the Company, subject to the approval of the Members of the Company in General Meeting and the RoC.
- (12) In view of the foregoing, the consent of the shareholders is requested to change the name of the Company from 'ORIX Auto Infrastructure Services Limited' to 'ORIX Corporation India Limited' and consequent alteration of Memorandum of Association ('MOA') & Article of Association (AOA) of the Company.
- (13) The Board of Directors recommends the resolution as set forth in Item no. 1 of this Notice for the approval of the members.
- (14) None of the Directors are interested in the resolution.

By Order of the Board of Directors
For **ORIX Auto Infrastructure Services Limited**

Jay Gandhi
Company Secretary

Regd. Office:
Plot No. 94, Marol Co-operative Industrial Estate
Andheri-Kurla Road, Andheri (East)
Mumbai - 400 059

Date : **September 25 2024**
Place : **Mumbai**

FORM NO. MGT.12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **ORIX Auto Infrastructure Services India Ltd.**

Registered office: **Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East), Mumbai – 400059.**

BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To approve change of the name of Company and alteration of Memorandum of Association (MOA) and Article of Association (AOA) of the Company – Special Resolution			

Place:

Date:

(Signature of the Shareholder)