

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U74900MH2006PLC163937

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED	ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED
Registered office address	Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East),NA,Mumbai,Maharashtra,India,400059	Plot No.94, Marol Co-operative Industrial Estate, Andheri-Kurla Road, Andheri (East),NA,Mumbai,Maharashtra,India,400059
Latitude details	19.1105732	19.1105732
Longitude details	72.8835568	72.8835568

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered Office Photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6R

(c) *e-mail ID of the company

*****.sanghvi@orixindia.com

(d) *Telephone number with STD code

02*****00

(e) Website

www.orixindia.com

iv *Date of Incorporation (DD/MM/YYYY)

21/08/2006

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

22/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	66	Other financial activities	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U63032MH1995PLC086014		ORIX CORPORATION INDIA LIMITED	Holding	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	150000000.00	120935901.00	120935901.00	120935901.00
Total amount of equity shares (in rupees)	1500000000.00	1209359010.00	1209359010.00	1209359010.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	150000000	120935901	120935901	120935901
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1500000000	1209359010	1209359010	1209359010

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital

Total amount of unclassified shares

0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	100935901	100935901.00	1009359010	1009359010	
Increase during the year	0.00	20000000.00	20000000.00	200000000.00	200000000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	20000000	20000000.00	200000000	200000000	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text"/>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	120935901.00	120935901.00	1209359010.00	1209359010.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

5564710798.59

ii * Net worth of the Company

10421273740.42

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	120935831	100.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	120935831.00	100	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	70	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	70.00	0	0.00	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	6
3	Individual - Transgender	0
4	Other than individuals	1
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	6	6
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	5	0	5	0	0
B Non-Promoter	1	3	1	3	0.00	0.00
i Non-Independent	1	1	1	1	0	0
ii Independent	0	2	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	8	1	8	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
TAKEHIRO ONISHI	09019630	Director	0	19/11/2025
YOSHIAKI MATSUOKA	08141800	Director	0	05/12/2025
TAKASHI YAMASAKI	09238975	Director	0	
GOURI MADHUSUDAN SAWANT	BEGPS1130G	CFO	0	
VIVEK WADHERA	00081154	Managing Director	10	

MEETA SAGAR SANGHVI	BBGPS9622C	Company Secretary	0	
RISHI SETHI	03531241	Director	0	
NAOYUKI YUASA	10830951	Director	0	
NEELANJANA SINGH	02831022	Director	0	
HIROOMI MORISHITA	10420406	Director	0	
SANDEEP SINHA	AOAPS0408J	CEO	0	
ANAND SHYAM BARUA	02274609	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

19

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ANAND SHYAM BARUA	02274609	Additional Director	03/04/2024	Appointment
ANAND SHYAM BARUA	02274609	Director	27/08/2024	Change in designation
HIROOMI MORISHITA	10420406	Director	27/08/2024	Change in designation
SANDEEP SINHA	06446963	Whole-time director	02/04/2024	Cessation
VIVEK WADHERA	00081154	Additional Director	02/04/2024	Appointment
VIVEK WADHERA	00081154	Managing Director	27/08/2024	Change in designation
SANDEEP SINHA	AOAPS0408J	CEO	20/09/2024	Appointment
GOURI MADHUSUDAN SAWANT	07748113	Director	20/09/2024	Cessation
NEELANJANA SINGH	02831022	Additional Director	20/09/2024	Appointment
NEELANJANA SINGH	02831022	Director	13/03/2025	Change in designation
MAHESH RIKHABCHAND PAREKH	AKXPP8707A	CFO	20/09/2024	Cessation
GOURI MADHUSUDAN SAWANT	BEGPS1130G	CFO	20/09/2024	Appointment

SHINGEN MATSUO	09685164	Director	05/12/2024	Cessation
ABHAY KAKKAR	06659327	Director	09/03/2025	Cessation
NAOYUKI YUASA	10830951	Additional Director	05/12/2024	Appointment
NAOYUKI YUASA	10830951	Director	13/03/2025	Change in designation
NAGESH VIJAYNATH DUBEY	06967617	Director	09/03/2025	Cessation
RISHI SETHI	03531241	Additional Director	09/03/2025	Appointment
RISHI SETHI	03531241	Director	13/03/2025	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/08/2024	7	6	100
Extra-ordinary General Meeting	13/03/2025	7	6	100

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/06/2024	10	10	100
2	19/07/2024	10	10	100

3	20/08/2024	10	10	100
4	20/09/2024	10	10	100
5	04/12/2024	10	8	80
6	25/02/2025	10	10	100
7	13/03/2025	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held

33

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	26/06/2024	3	3	100
2	Audit Committee Meeting	24/07/2024	3	3	100
3	Audit Committee Meeting	24/10/2024	3	3	100
4	Audit Committee Meeting	28/01/2025	3	3	100
5	Audit Committee Meeting	07/03/2025	3	3	100
6	Nomination and Remuneration Committee Meeting	16/05/2024	4	4	100
7	Nomination and Remuneration Committee Meeting	13/09/2024	4	4	100
8	Nomination and Remuneration Committee Meeting	25/11/2024	4	4	100
9	Treasury & ALM Committee Meeting	23/04/2024	3	3	100
10	Treasury & ALM Committee Meeting	08/05/2024	3	3	100
11	Treasury & ALM Committee Meeting	21/06/2024	3	3	100
12	Treasury & ALM Committee Meeting	12/07/2024	3	3	100

13	Treasury & ALM Committee Meeting	02/08/2024	3	3	100
14	Treasury & ALM Committee Meeting	20/09/2024	3	3	100
15	Treasury & ALM Committee Meeting	23/10/2024	3	3	100
16	Treasury & ALM Committee Meeting	19/11/2024	3	3	100
17	Treasury & ALM Committee Meeting	23/12/2024	3	3	100
18	Treasury & ALM Committee Meeting	30/01/2025	3	3	100
19	Treasury & ALM Committee Meeting	26/03/2025	3	3	100
20	Risk Management Committee Meeting	06/06/2024	3	3	100
21	Risk Management Committee Meeting	23/10/2024	3	3	100
22	Risk Management Committee Meeting	26/02/2025	4	4	100
23	Risk Management Committee Meeting	26/03/2025	4	4	100
24	Corporate Social Responsibility Committee Meeting	25/02/2025	3	3	100
25	IT Strategy Committee Meeting	18/06/2024	3	3	100
26	IT Strategy Committee Meeting	27/09/2024	3	3	100
27	IT Strategy Committee Meeting	19/12/2024	3	3	100
28	IT Strategy Committee Meeting	25/03/2025	3	3	100
29	IT Steering Committee Meeting	18/06/2024	9	8	88.89
30	IT Steering Committee Meeting	27/09/2024	9	8	88.89
31	IT Steering Committee Meeting	19/12/2024	9	6	66.67
32	IT Steering Committee Meeting	25/03/2025	9	7	77.78
33	Information Security Committee Meeting	27/09/2024	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 22/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	TAKEHIRO ONISHI	7	6	85	23	23	100	No
2	YOSHIKI MATSUOKA	7	7	100	0	0	0	No
3	VIVEK WADHERA	7	7	100	24	24	100	Yes
4	RISHI SETHI	1	1	100	0	0	0	Yes
5	NAOYUKI YUASA	2	1	50	0	0	0	Yes
6	NEELANJANA SINGH	3	3	100	0	0	0	Yes
7	HIROOMI MORISHITA	7	7	100	0	0	0	Yes
8	TAKASHI YAMASAKI	7	7	100	28	28	100	Yes
9	ANAND SHYAM BARUA	7	6	85	4	4	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Sandeep Sinha	Whole-time director	32421.94	0	0	856.61	33278.55
	Total		32421.94	0.00	0.00	856.61	33278.55

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
--------	------	-------------	--------------	------------	---------------------------	--------	--------------

1	Gouri Madhusudan Sawant	CFO	1580043	0	0	0	1580043.00
2	Meeta Sagar Sanghvi	Company Secretary	3598993	0	0	20280	3619273.00
3	Sandeep Sinha	CEO	6192591	0	0	163613	6356204.00
	Total		11371627.00	0.00	0.00	183893.00	11555520.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Abhay Kakkar	Director	0	0	0	765000	765000.00
2	Rishi Sethi	Director	0	0	0	75000	75000.00
3	Anand Barua	Director	0	0	0	590000	590000.00
4	Nagesh Dubey	Director	0	0	0	730000	730000.00
	Total		0.00	0.00	0.00	2160000.00	2160000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

 Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

MGT_8-OLFS_13.12.2025.pdf
Shareholding Pattern - OLFS -
31.03.2025.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

ORIX LEASING &
FINANCIAL SERVICES INDIA
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Anil Vasant Mayekar

Date (DD/MM/YYYY)

13/12/2025

Place

Mumbai

Whether associate or fellow:

Associate Fellow

Certificate of practice number

2*2*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

21168

* (b) Name of the Designated Person

MEETA SAGAR SANGHVI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* VIII dated* (DD/MM/YYYY) 27/06/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*1*5*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

2*1*8

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0111191

eForm filing date (DD/MM/YYYY)

19/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We, Mayekar & Associates, have examined the registers, records and books and papers of **ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED (“the Company”)** bearing **CIN No - U74900MH2006PLC163937** as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made there under for the financial year ended on **31st March, 2025 (“the financial year”)**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed thereof;
 3. filing of required forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices/shorter notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute books/ registers maintained for the purpose and the same have been signed; The company has not passed any resolution by postal ballot;
 5. no closure of Register of Members/Security holders, in respect of debentures, as the same was not applicable;
 6. no advances/loans were given to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. contracts/arrangements with related parties as specified in section 188 of the Act were in Ordinary Course of Business and Arm’s Length Basis;

8. the Company issued and allotted 20,000,000 Equity Shares of Rs. 10 each at a premium of Rs. 110 per share on preferential basis to ORIX Corporation India Limited, resulting in an increase of the issued, subscribed and paid-up share capital from Rs. 1,009,359,010 to Rs. 1,209,359,010.
9. the Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. there was no declaration/ payment of dividend. There was no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointment/ resignation/ disclosures of interest by the Directors, Key Managerial Personnel of the Company and the remuneration paid to them. There were no instances of retirement/ filling up casual vacancy of Director and Key Managerial Personnel;
13. M/s. Mercurius & Associates LLP, Chartered Accountant (Firm Regn. No. 021893N /N500033) are the Statutory Auditors of the Company for the period of three years from the conclusion of the Eighteenth Annual General Meeting until the conclusion of the Twenty First Annual General Meeting of the Company. There was no appointment or casual vacancy of auditors;
14. there were no approvals required to be taken from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. the company has neither accepted nor renewed or repaid any deposits, as the Company is registered as non-deposit taking Non-Banking Financial Company;
16. the Company has borrowed from public financial institution, banks and others and satisfaction of charges was duly registered in that respect.
17. provisions of Section 186 of the Act pertaining to granting of loans to any person or body corporate and giving of guarantees or providing securities in connection with loans to other bodies corporate is not applicable to the Company, since the Company is Non-Banking Finance Company;
18. there was no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year;

This Certificate is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this Certificate.

**For Mayekar & Associates
Company Secretaries
Firm U.I.N - P2005MH007400**

ANIL
VASANT
MAYEKAR

Digitally signed
by ANIL VASANT
MAYEKAR
Date: 2025.12.13
11:14:43 +05'30'

**Anil Vasant Mayekar
Partner
F.C.S – 2071
C.O.P – 2427**

**Date: 13/12/2025
Place: Mumbai
U.D.I.N: F002071G002390270**

Annexure A

**To,
The Members,
ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED
(CIN - U74900MH2006PLC163937)**

Our Certificate in Form MGT – 8 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our verification.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Certificate in Form MGT – 8 is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Mayekar & Associates
Company Secretaries
Firm U.I.N - P2005MH007400**

ANIL
VASANT
MAYEKAR

Digitally signed
by ANIL VASANT
MAYEKAR
Date: 2025.12.13
11:14:58 +05'30'

**Anil Vasant Mayekar
Partner
F.C.S – 2071
C.O.P – 2427**

**Date: 13/12/2025
Place: Mumbai
U.D.I.N - F002071G002390270**