

ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED

Transcript of 19th Extra-Ordinary General Meeting held on **Friday, April 30, 2021, 10:30 a.m. (IST)**

Mr. Yoshiaki Matsuoka:

Good afternoon, everyone. I welcome you all to the 19th Extra-ordinary General Meeting of shareholders of ORIX Leasing & Financial Services India Ltd. At the outset, I hope you are all safe and in good health. We are holding this meeting through Video Conferencing / Other Audio Visual means in compliance with directions of Ministry of Corporate Affairs.

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

- (1) Mr. Sandeep Gambhir, Managing Director
- (2) Mr. Takashi Nakayama, Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
- (3) Mr. Ryohei Suzuki; Director
- (4) Mr. Takehiro Onishi, Director
- (5) Mr. Nagesh Dubey, Independent Director
- (6) Mr. Rajeev Lochan Seth, Independent Director
- (7) Ms. Gouri Sawant; Director
- (8) Mr. Vivek Wadhera, Chief Financial Officer; and
- (9) Ms. Meeta Sanghvi, Company Secretary.

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

(i) Mr. Rajesh Gupta from B S R & Co., LLP, Statutory Auditors and (ii) Mr. Avinash Bagul from BNP & Associates, the Secretarial Auditor and scrutiniser for conducting voting by poll are also present at the meeting through VC.

Also, Members present are:

1. Mr. Ryohei Suzuki, representing ORIX Auto Infrastructure Services Ltd.
2. Mr. Sandeep Gambhir
3. Mr. Jay Gandhi
4. Mr. Pankaj Jain
5. Mr. Vivek Wadhera
6. Mr. Manmohan Malik
7. Mr. Dipankar Sen

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 2nd April, 2021 by electronic mode to all the Members, Auditors of the Company and Debenture Trustee.

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 for inspection is not available. With your consent, I shall take the Notice convening this meeting as read.

We now take up the resolutions as set forth in the Notice. There are three special business items for approval of shareholders. Resolutions representing this item along with Explanatory Statement were 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 including recording of their assent and dissent on these resolutions and send it from your designated email ID to Ms. Meeta Sanghvi and Mr. Avinash Bagul at their email IDs mentioned in the Notice. Form MGT-12 is annexed as Notice to EGM which was sent to your email ID by Ms. Meeta Sanghvi. Request you to send Form MGT-12 within next 15 minutes for considering your vote.

The Special business for voting is:

- 1) To appoint Mr. Takehiro Onishi as a Director of the Company and if thought fit to pass the resolution as an Ordinary Resolution.
- 2) To re-appoint Mr. Sandeep Gambhir as Managing Director of the Company and if thought fit, to pass resolution as Special Resolution.
- 3) To approve and adopt new set of Articles of Association of the Company and if thought fit, to pass resolution 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.

Ms. Meeta Sanghvi:

The Company Secretary confirmed that all the resolutions placed before the Meeting for approval by members were approved by way of poll. Members representing 100% of paid-up share capital of the Company voted in favour of the resolutions and neither there were any invalid votes, nor any member voted against the resolutions.

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.