

ORIX LEASING & FINANCIAL SERVICES INDIA LIMITED

Transcript of 21st Extra-Ordinary General Meeting held on Thursday, March 13, 2025, 10:30 a.m. (IST)

Mr. Yoshiaki Matsuoka:

Good morning, everyone. I welcome you all to the 21st 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 request, Ms. Meeta Sanghvi, Chief Compliance Officer 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.

Ms. Meeta Sanghvi:

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 Wadhera, Managing Director and Chairman of Treasury and ALM Committee;
- (3) Mr. Takehiro Onishi, Director and Chairman of the Audit Committee and Nomination and Remuneration Committee
- (4) Mr. Takashi Yamasaki; Director and Chairman of RMC and CSR Committee
- (5) Mr. Hiroomi Morishita; Director and Chairman of the Executive Committee
- (6) Ms. Neelanjana Singh - Director;
- (7) Mr. Anand Barua, Independent Director and Chairman of the IT Strategy Committee;
- (8) Mr. Rishi Sethi; Independent Director; and
- (9) Ms. Gouri Sawant, CFO

The Directors and KMP of the Company are present through Video Conferencing at the meeting. Further following are also present at the meeting through VC.

- (1) Mr. Tarun Kumar from M/s. Mercurius & Associates LLP, Statutory Auditors of the Company;
- (2) Mr. Swapnil Hasabnis from Mayekar & Associates, Secretarial Auditor of the Company,
- (3) Mr. Avinash Bagul from Avinash Bagul and Associates, the scrutiniser for conducting voting by poll.

Also, Members present are:

1. Mr. Takashi Yamasaki, representing ORIX Corporation India Ltd.
2. Mr. Vivek Wadhera
3. Mr. Jay Gandhi
4. Mr. Gaurav Bhatia
5. Mr. Pankaj Jain and

6. 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 13th March, 2025 by electronic mode to all the Members, Auditors and Directors 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 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 four special business items for approval of the shareholders. Resolutions representing these items along with the Explanatory Statements 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 31st, 2021 for conducting voting by poll, I request the members to vote by poll on these items. For voting by poll, members shall fill the required details in the Ballot paper in Form MGT-12 which was annexed as Notice to EGM 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 Ms. Neelanjana Singh as Director of the Company, in the category of Woman Director.
- (2) To appoint Mr. Naoyuki Yuasa as 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 and allotment of equity shares on preferential basis to ORIX Corporation India Limited, 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 is 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.