

Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

Avinash Bagul
B.Com, FCS, LLB(Gen), ACMA, IP

Mobile: +91 9820009316
E- mail: avinash.bagul1959@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

ORIX Leasing & Financial Services India Limited

Plot No. 94, Marol Co-operative Industrial Estate, Andheri-Kurla Road,
Andheri (East), Mumbai, Maharashtra, India -400059.

21st (Twenty-First) Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of ORIX Leasing & Financial Services India Limited ("Company") held on Thursday, March 13, 2025, at 10.30 A.M. through Video Conferencing / Other Audio-Visual Means ("VC/OAVM").

Dear Sir,

Subject:- Scrutinizer's report on passing of Resolution through poll at the 21st Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of ORIX Leasing & Financial Services India Limited held on March 13, 2025, Thursday at 10.30 A.M. at the Registered Office of the Company (deemed venue for the meeting), pursuant to the Ministry of Corporate Affairs ("MCA") circular dated May 05, 2020 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 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 through VC / OAVM until September 30, 2025 without the physical presence of the Members at a common venue.

I, Avinash Bagul, Proprietor of Avinash Bagul & Associates, Practicing Company Secretaries, had been appointed by the Board of Directors of the ORIX Leasing & Financial Services India Limited (hereinafter to be referred as "*the Company*") in meeting held on March 31, 2021 to act as Scrutinizer(s) for the purpose of the scrutinizing the votes casted through poll on the below mentioned resolution(s), at the 21st Extra-Ordinary General Meeting of the Equity Shareholders of ORIX Leasing & Financial Services India Limited through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

I report that the EGM Notice dated March 13, 2025 was sent via electronic mode to all its Members, Directors, Statutory Auditor and Secretarial Auditor of the Company on March 13, 2025.

The voting period for the members commenced at 10.30 a.m. during the EGM and concluded at 10.45 a.m. Any votes casted after 10.45 a.m. on March 13, 2025, Thursday, were not considered for the purpose of the report.



Page 1 of 5

Classified as Confidential

Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

On scrutiny, I report that out of 07 Shareholders collectively holding 100,935,901 shares as on cut-off date, March 13, 2025, 07 shareholders holding 100,935,901 shares, constituting 100%, have exercised their votes through poll.

The Management of the Company is responsible to ensure compliance with the requirements of Act and Rules relating to voting on the resolution contained in the Notice of the meeting.

My responsibility as a Scrutinizer is restricted to see voting is done through poll and making a Scrutinizer's Report of votes cast in favour or against the resolutions.

The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

I did not find any poll papers invalid.

The details of poll results for the item placed for consideration and approval of the members are given below: -

SPECIAL BUSINESS:

a) Ordinary Resolution:

Item No. 1: - To appoint Ms. Neelanjana Singh (DIN: 02831022) as Director of the Company, in the category of Woman Director, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Voted in **favour** of the resolution:

Number of members present and eligible to vote	Number of votes casted by them	% of total number of valid votes cast
07	100,935,901	100

Voted **against** the resolution:

Number of members present and eligible for voting	Number of votes casted 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



Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

b) Ordinary Resolution:

Item No. 2: - To appoint Mr. Naoyuki Yuasa (DIN: 10830951) as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and eligible for voting	Number of votes casted by them	% of total number of valid votes cast
07	100,935,901	100

Voted **against** the resolution:

Number of members present and eligible for voting	Number of votes casted 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

c) Ordinary Resolution:

Item No. 3: - To appoint Mr. Rishi Sethi (DIN: 03531241) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

Voted in **favour** of the resolution:

Number of members present and eligible for voting	Number of votes casted by them	% of total number of valid votes cast
07	100,935,901	100

Voted **against** the resolution:

Number of members present and eligible for voting	Number of votes casted by them	% of total number of valid votes cast
0	0	0



Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) Special Resolution:

Item No. 4: - To approve offer, issue and allotment of equity shares on preferential basis to ORIX Corporation India Limited (Formerly known as ORIX Auto Infrastructure Services Limited), the Holding Company and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Voted in **favour** of the resolution:

Number of members present and eligible for voting	Number of votes casted by them	% of total number of valid votes cast
07	100,935,901	100

Voted **against** the resolution:

Number of members present and eligible for voting	Number of votes casted 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

As per the scrutiny of the votes casted in respect of the resolutions by the poll, all the resolutions as specified in the EGM Notice are approved, passed as per the criteria mentioned.

The Scrutinizer's report is provided to the Chairman of the meeting for declaration of results thereof.



Avinash Bagul & Associates

Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

I thank you for the opportunity provided to me, to act as a Scrutinizer for the above poll process of your Company.

Thanking you
Yours faithfully,

For Avinash Bagul & Associates
PRACTICING COMPANY SECRETARIES



Avinash Bagul
Proprietor
FCS- 5578 /COP-19862
UDIN: F005578F004094267

Place: Mumbai
Dated: March 13, 2025

