

July 03, 2023

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Ref: Symbol: OSEINTRUST

Subject: Intimation for Postal Ballot Notice to Unitholders

We are enclosing herewith Postal Ballot Notice for the proposed resolutions to be approved by the Unitholders of Oriental InfraTrust ("**Trust**") by Postal Ballot.

The said postal ballot notice is attached herewith and is also to be uploaded on the website of the Trust i.e. <http://orientalinfratrust.com/>

Please take the same on record.

For Oriental InfraTrust
OIT Infrastructure Management Limited
(as the Investment Manager to Oriental InfraTrust)

GAURAV Digitally signed
by GAURAV PURI
Date: 2023.07.03
15:06:56 +05'30'
PURI

Gaurav Puri
Compliance Officer

POSTAL BALLOT NOTICE

Dear Unitholders,

NOTICE IS HEREBY GIVEN that pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, the amended and restated trust deed dated November 8, 2019 and amended deed thereto dated August 06, 2021 (collectively referred to as “**Trust Deed**”) entered into amongst Oriental Structural Engineers Private Limited, Oriental Tollways Private Limited (collectively, the “**Sponsors**”) and Axis Trustee Services Limited, in respect of Oriental InfraTrust (“**Trust**”/ “**InvIT**”), and the InvIT Documents (as defined in the Trust Deed) (“**InvIT Documents**”), the Resolution appended below is proposed to be passed by the Unitholders of the Trust (“**Unitholders**”) by Postal Ballot.

The Explanatory Statement pertaining to the proposed decision of the Unitholders setting out the material facts concerning the same and the reasons thereof is annexed hereto along with a Postal Ballot Form for the Unitholders’ consideration.

Capitalized terms used herein and not defined shall have the meaning given to such term in the Trust Deed and/ or the Explanatory Statement.

The Board of Directors of OIT Infrastructure Management Limited (“**Board**”), the investment manager of the Trust (“**Investment Manager**”) has authorized appointment of Mr. Chetan Gaur, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Unitholders are requested to carefully read the instructions printed in the Postal Ballot Form and record their decision in the Postal Ballot Form and submit the same duly completed and signed. The same may be deposited personally at the following address:

Mr. Chetan Gaur,
Practicing Company Secretary,
1408, 14th Floor, Vikram Tower,
Rajendra Place, New Delhi– 110008,

or by email at csgaur1989@gmail.com,

not later than 17:00 hours IST on or before July 27, 2023.

Postage costs will be reimbursed by the Trust on the basis of actual claims, if any. Please note that if any Postal Ballot Form is received after the aforesaid date and time, it will be considered that no reply has been received from the Unitholder and the said Unitholder has chosen to abstain from the voting.

After completion of the scrutiny of the Postal Ballots in a fair and transparent manner, the Scrutinizer will submit its report to the Board or to any other person authorized by the Board after the completion of the scrutiny of the Postal Ballots in a fair and transparent manner.

The results of the Postal Ballot shall be declared on or before July 29, 2023 and communicated to the stock exchange and shall also be displayed on the Trust's website: <http://orientalinfrastructure.com/>.

ITEM NO. 1: TO APPOINT VALUER IN ACCORDANCE WITH THE APPLICABLE LAWS AND INVIT DOCUMENTS

To consider and if thought fit, to pass with or without modifications(s), the following resolution by way of Simple majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of **M/s. RBSA Advisors LLP** (Registration No: IBBI/RV-E/05/2019/110), as the Valuer of Oriental InfraTrust (**“Trust”**) and its Project Special Purpose Vehicles (SPVs) for a period of 4 years, starting from financial year 2023-2024, be and is hereby approved, on such terms and conditions, including such remuneration as may be mutually agreed by and between the Investment Manager and the Valuer.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Team (KMTs) of the Investment Manager, be and are hereby severally authorized on behalf of Trust to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of Trust, as it may deem fit.”

ITEM NO. 2: TO SEEK WAIVER FOR NOT PROVIDING VALUATION REPORT FOR THE QUARTER ENDING JUNE 30, 2023

To consider and, if thought fit, to pass with or without modification(s), the following resolutions by way of Significant Majority (i.e. the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of the InvIT Documents and Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“RESOLVED THAT pursuant to and in accordance with the InvIT Documents and the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (**“SEBI InvIT Regulations”**), the circulars and guidelines issued thereunder, and other applicable rules, if any, to the extent applicable, approval of the Unitholders be and is hereby granted for waiver for not undertaking the valuation of the Trust assets for the quarter ending June 30, 2023 and submitting information relating to the fair value of investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV for the quarter ending June 30, 2023, as required pursuant to the Para 6.4.5, 6.4.6, 6.5.3 (q)(iii) and 6.5.3(r)(ii) of the Disclosure of Information Policy of the Trust and providing the said information along with the information relating to the fair value

of investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV for the half year/quarter ending September 30, 2023, within the timelines provided under the InvIT Regulations and the Disclosure of Information Policy of the Trust for the quarter/half year ending September 30, 2023.

RESOLVED FURTHER THAT the Board of Directors, or Key Managerial Team (KMTs) of the Investment Manager, be and are hereby severally authorized on behalf of Trust to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors of the Investment Manager to be in the best interest of Trust, as it may deem fit.”

For Oriental InfraTrust

By Order of the Board
OIT Infrastructure Management Limited
(as the Investment Manager to Oriental InfraTrust)

Sd/-
Gaurav Puri
Compliance Officer

Date: July 03, 2023
Place: New Delhi

NOTES:

The Explanatory Statement stating all material facts and the reasons for the proposed resolutions are annexed herewith.

The Postal Ballot Notice along with the Postal Ballot Form is being sent to Unitholders at the email address registered with their Depository Participants by permitted mode.

Only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. June 30, 2023 will be entitled to cast their votes by Postal Ballot.

Resolutions passed by the Unitholders through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Unitholders.

In case a Unitholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to ***gaurav.puri@orientalinfratrust.com***. The Investment Manager on behalf of the Trust shall forward the same to the Unitholder.

A Unitholder cannot exercise his vote by proxy on Postal Ballot.

Unitholders are requested to read the instructions printed in the Postal Ballot Form for exercising their vote, the Unitholders can exercise their vote either by submitting duly completed and signed physical Postal Ballot form with the Scrutinizer, so that it reaches the Scrutinizer (not later than close of working hours 17:00 hours IST) by July 27, 2023. The postage costs will be reimbursed by the Trust on the basis of actual claim, if any or the Unitholders can exercise their vote by emailing the completed and signed Postal Ballot form to the Scrutinizer at ***csgaur1989@gmail.com*** (not later than close of working hours 17:00 hours IST) by July 27, 2023. If any Postal Ballot is received after 17:00 hours IST on July 27, 2023 it will be considered that no reply from the Unitholder has been received.

The Scrutinizer will submit its report to the Board of Directors/person duly authorized by the Board of Investment Manager after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by any officer of the Investment Manager duly authorized within 48 working hours and will be displayed on the website of the Trust: ***http://orientalinfratrust.com/***, besides being communicated to the Stock Exchange, registrar and unit transfer agent on the said date.

The last date for the receipt of duly completed Postal Ballot Forms shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the material documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Trust during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot i.e. July 27, 2023.

Institutional Unitholders (i.e. other than individuals, HUF, NRI, etc.), if not shared earlier or any amendment in the same, are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ***csgaur1989@gmail.com*** or send physical copies together with the Postal Ballot form at the following address: Chetan Gaur, Practicing Company Secretary, New Delhi, 1408, 14th Floor, Vikram Tower, Rajendra Place, New Delhi-110008.

Unitholders if any, who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, distribution etc. from the Investment Manager, on behalf of Trust, electronically.

EXPLANATORY STATEMENT

ITEM NO. 1: TO APPOINT VALUER IN ACCORDANCE WITH THE APPLICABLE LAWS AND INVIT DOCUMENTS

Your kind attention is drawn to the fact that as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, no valuer shall undertake valuation of the same project for more than 4 years consecutively.

At present M/s BDO Valuation Advisory LLP (Registration no: IBBI/RV-E/02/2019/103) is acting as the Valuer of the Trust and its Project Special Purpose Vehicles (SPVs) for the last four financial years. As the tenure of BDO Valuation Advisory LLP has expired, it is required to change the valuer to **RBSA Advisors LLP ("RBSA")** (Registration No: IBBI/RV- E/05/2019/110) .

Further, Valuer means any person who is a **"Registered Valuer"** under section 247 of the Companies Act, 2013 or as specified by the Board from time to time. With the effect from December 15, 2017, the Companies (Registered Valuer and Valuation) Rules, 2017 ("Valuer Rules") were notified by Ministry of Corporate Affairs.

In terms of the Valuer Rules read with Section 458 of the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016, Insolvency and Bankruptcy Board of India (IBBI) was established as the authority with respect to registration, recognition and other ancillary matters with respect to valuers. The Valuer Rules, inter alia, provide for conditions such as professional qualifications and experience, passing of examination and training for a person to be considered as a "Registered Valuer". Accordingly, all the valuers who intend to render valuation services under Valuer Rules shall compulsorily obtain certificate of registration from IBBI which will make concerned individual or firm eligible to act as a Registered Valuer.

Further, the Board of Directors of Investment Manager based on the recommendation of Audit Committee and RBSA knowledge, expertise and industry experience, had approved the recommendation for appointment of RBSA, who will undertake all valuation related assignments which are required to be conducted by a Registered Valuer, for next 4 years starting from FY 2023-2024.

For information about RBSA, please visit <https://rbsa.in/>.

In terms of the SEBI (InvIT) Regulations, 2014 and InvIT Documents, approval of the Unitholders for appointment of the valuer is required.

In view of the above, the Board of Directors of the Investment Manager recommends the resolution as set out in Item No. 1 of this notice for approval of Unitholders by Simple Majority in the best interest of the Trust and the Unitholders.

ITEM NO. 2: TO SEEK WAIVER FOR NOT PROVIDING VALUATION REPORT FOR THE QUARTER ENDING JUNE 30, 2023

Pursuant to the Para 6.4.5, 6.5.3 (q)(iii) of Disclosure of Information Policy of the Oriental InfraTrust (“Trust”), the Investment Manager is required within 60 (sixty) days after the end quarter ending June 30, 2023 and pursuant to the Para 6.4.6, 6.5.3(r)(ii) of Disclosure of Information Policy of the Trust, the Investment Manager is required within 45 (forty five) days after the end quarter ending June 30, 2023 to provide to the IM Board and the Unitholders of the Trust, information relating to the fair value of investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV;

Further, it may be noted that since the appointment of a valuer is still in process and the appointment is likely to be completed by July end, the new valuer will not be able to conduct valuation of Trust Assets within the timelines provided under the Disclosure of Information Policy of the Trust.

Therefore, in this regard the Unitholders are requested to grant their approval to waive the requirement for providing the aforementioned information within 45 (Forty five) days and within 60 (sixty) days from the end of the quarter ending June 30, 2023 for the F.Y. 2023-24 and providing the said information along with the information relating to the fair value of investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV for the half year/quarter ending September 30, 2023, within the timelines provided under the InvIT Regulations and the Disclosure of Information Policy of the Trust for the quarter/half year ending September 30, 2023.

The resolution contained in Item No. 2 of this Notice, seeks the approval of Unitholders, so as to enable the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid;

In view of the above, the Board of Directors of the Investment Manager recommends the resolution as set out in Item No. 2 of this notice for approval of the Unitholders by Significant Majority to comply with the InvIT Documents and in the best interest of the Trust and the Unitholders.

POSTAL BALLOT FORM
Oriental InfraTrust

(An irrevocable trust set up under the Indian Trusts Act, 1882 and registered as an Infrastructure Investment Trust with the Securities and Exchange Board of India)

Name of the Trust : Oriental InfraTrust
Principal Place of business/ : 3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, Vasant Kunj, New Delhi – 110070
Registered/Corporate Office :Unit No. 307A, 3rd Floor, World Mark 2, Asset Area No.8,Aerocity, Hospitality District, IGI Airport, New Delhi-110037 Tel: 011-49531100
SEBI Registration No. IN/ InvIT/ 18-19/ 0011

S No	Particulars	Details
1.	Name of the Unitholder(s)	
2.	Registered Address and Email ID	
3.	No. of Units held	
4.	Folio No./ Client ID	
5.	DP ID	

I/We hereby give my/our instructions to the Investment Manager through Postal Ballot for the business stated in the Notice of the Oriental InfraTrust by conveying my decision in the appropriate box below:

S. No	Item Name	No. of Units	I assent to the resolution	I dissent to the resolution
1	TO APPOINT VALUER IN ACCORDANCE WITH THE APPLICABLE LAWS AND INVIT DOCUMENTS.			

S. No	Item Name	No. of Units	I assent to the resolution	I dissent to the resolution
2.	TO SEEK WAIVER FOR NOT PROVIDING VALUATION REPORT FOR THE QUARTER ENDING JUNE 30, 2023			

Place:

Date:

(Signature of the Unitholder)

Name: