

ORIENTAL INFRA TRUST

POSTAL BALLOT NOTICE

NOTICE IS HEREBY GIVEN that pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, the amended and restated trust deed dated 08 November 2019 and amended deed thereto dated 06 August 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**”), and the InvIT Documents (as defined in the Trust Deed) (“**InvIT Documents**”), the Resolution appended below is proposed to be passed by the unitholder of the Trust (“**Unitholder**”) by Postal Ballot.

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

Capitalised 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.

Unitholder 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,
1401, 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 Tuesday, 07 June 2022.

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.

For the item described below in the Notice for the Unitholder’ consideration, under the InvIT Documents, the Unitholder have the option to:(a) provide their binding written acceptance to the Sponsors indicating acceptance to the Sponsor ROFO Price (as defined in the Explanatory Statement) and willingness to acquire the legal and beneficial interest in Biaora to Dewas Highways Private Limited offered by the Sponsors, or (b) make a counter-offer to the Sponsor ROFO Price, including details of the terms of the counter- offer and the transaction, or (c) decide not to pursue the offer, along with providing reasons in writing for not pursuing the offer. Accordingly, the Resolutions appended below have been drafted in a manner that all the three

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options are provided to the Unitholder as per the InvIT Documents. One of these three options which receives the significant majority of the votes, i.e. the votes cast in favour of a resolution are not less than one and half times the votes cast against the resolution (“**Significant Majority**”), will be taken to have been approved by the Unitholder and the Resolution pertaining to such an approved option will be taken to have been passed by the Unitholder with significant majority.

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 Friday, 10 June 2022 and communicated to the stock exchange and shall also be displayed on the Trust’s website: <http://orientalInfraTrust.com/>.

Item No. 1: To respond to the Sponsor ROFO Notice dated 26 April 2022 regarding proposed acquisition of Biaora to Dewas Highway Private Limited (“BDHPL or ROFO Asset”), matters related thereto and approving Financing for acquisition of the ROFO Asset:

To consider and, if thought fit, to give instructions to OIT Infrastructure Management Limited (the “**Investment Manager**”) by way of significant majority (being, where the votes cast in favour of a resolution are not less than one and half times the votes cast against the resolution) in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time read with the circulars and guidelines issued thereunder (“**SEBI InvIT Regulations**”), read with the amended and restated Trust Deed dated 08 November 2019, and amended deed thereto dated 06 August 2021, entered into amongst Oriental Structural Engineers Private Limited, Oriental Tollways Private Limited (collectively, the “**Sponsors**”) and Axis Trustee Services Limited (“**Trustee**”) (“**Trust Deed**”) in respect of Oriental InfraTrust (“**Trust**”), the Future SPV Acquisition Agreement dated 03 June 2019 (“**FSAA**”) and the other InvIT Documents (as defined in the Trust Deed) (“**InvIT Documents**”) for considering the right of first offer received (“**ROFO**”) received for the ROFO Asset from Oriental Structural Engineers Private Limited and Oriental Tollways Private Limited (collectively “**Sponsors**”) by approving:

(i) any one of the following resolution(s) by way of Significant Majority :

“**RESOLVED THAT** pursuant to the applicable provisions of the SEBI InvIT Regulations, and other applicable laws, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and pursuant to the provisions of the InvIT Documents, the consent of the Unitholder be and is hereby granted to the Investment Manager to respond to the Sponsor ROFO Notice dated 26 April 2022 (“**Sponsor ROFO Notice**”) in terms of Clause 4.10.1 of the FSAA indicating Unitholder’ binding written acceptance to the Sponsor ROFO Price and for the Trust to acquire the legal and beneficial interest in BDHPL as offered by the Sponsors on the terms and conditions as set out under the Sponsor ROFO Notice.

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OR

“RESOLVED THAT pursuant to the applicable provisions of the SEBI InvIT Regulations, and other applicable laws, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and pursuant to the provisions of the InvIT Documents, the consent of the Unitholder be and is hereby granted to the Investment Manager to communicate to the Sponsors, in terms of Clause 4.10.2 of the FSAA, a counter-offer to the Sponsor ROFO Price as mentioned in the Sponsor ROFO Notice dated 26 April 2022 (**“Sponsor ROFO Notice”**) for acquiring the legal and beneficial interest in BDHPL by the Trust, including the detailed terms of such counter-offer and transaction being set out under such counter-offer notice, including the price and terms of such counter-offer being approved and intimated by the requisite majority of the Unitholder through this resolution herein (which counter-offer shall be subject to rejection or acceptance by the Sponsors, as the case may be).”

OR

“RESOLVED THAT pursuant to the applicable provisions of the SEBI InvIT Regulations, and other applicable laws, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and pursuant to the provisions of the InvIT Documents, the consent of the Unitholder be and is hereby granted to the Investment Manager to respond to the Sponsor ROFO Notice dated 26 April 2022 (**“Sponsor ROFO Notice”**) indicating in terms of Clause 4.10.3 of the FSAA, the Unitholder decision not to further pursue the offer contained in the Sponsor ROFO Notice for acquiring the legal and beneficial interest in BDHPL for reasons indicated by the requisite majority of the Unitholder.”

and

(ii) following resolution(s) by way of Significant Majority :

RESOLVED FURTHER THAT the consent of the Unitholder be and is hereby accorded for waiving the requirement to undertake conducting technical and EHSS diligence due diligence after the receipt of Sponsor ROFO notice, in lieu of which EHSS Diligence report and Technical Due Diligence Report dated 11 August 2021 and 02 August, 2021 respectively shall be considered and used to comply with the requirements of the Acquisition and Funding Policy (**“A&F Policy”**) and FSAA.

RESOLVED FURTHER THAT the consent of the Unitholder be and is hereby accorded to authorize the Investment Manager to execute, review, negotiate, finalise and enter into a detailed sale and transfer agreement which shall, *inter alia*, set out the consideration, other conditions and covenants for the said acquisition as set out under the Sponsor ROFO Notice and as may be further mutually agreed between the Sponsor, ROFO Asset, Trust, Trustee and Investment Manager (**“STA”**), within a shorter period of 30 days from the date of acceptance of the Sponsor ROFO Notice, instead of a period of 90 days as provided in clause 4.12 of the FSAA. The STA shall contain customary rights, obligations and customary representations and warranties, as may be mutually agreed, in accordance with the requirements prescribed under the SEBI InvIT Regulations for such agreements or the acquisition of SPVs.

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RESOLVED FURTHER THAT the officials of the Investment Manager: Mr. Jitendra Kumar, CEO, Mr. Ashish Jasoria, CFO, Mr. Gaurav Puri, Compliance Officer, Mr. Manpreet Singh, President Finance and/or Mr. Narinder Singh, Vice President be and are hereby severally authorised to review, negotiate and finalise the STA, the Project Management Agreement, the Major Maintenance Management Agreement and other incidental/ ancillary agreements and documents, file necessary forms with the regulatory authorities, seek requisite approvals including the approval of the existing lenders of Oriental InfraTrust or any other party, providing necessary representations or confirmations to National Highways Authority of India (NHAI), entering into necessary agreement/MoU/tripartite agreement with NHAI, as may be required and to do all such acts, deeds, matters and things in relation to the above and arising out of and incidental thereto, and to sign and execute deeds, documents, agreements, transfer deeds, as may be required, on behalf of the Trust as may be desirable, necessary, proper, expedient or incidental for giving effect to the forgoing resolution to complete the acquisition of the ROFO Asset.

FURTHER RESOLVED THAT pursuant to the provisions of Clause 13.5(g) and Clause 13.5(i) of the trust deed dated 08 November, 2019 and amended deed thereto dated 06 August 2021 (collectively referred to as "Trust Deed"), FSAA, A&F Policy, 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, including any statutory modifications, amendments or re-enactments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the receipt of requisite approvals (including the approval of the other existing lenders of the Trust, the consent of the Unitholder be and is hereby granted to Mr. Ashish Jasoria, CFO, Mr. Manpreet Singh, President, Finance and Mr. Nikhil Kapoor, Vice President Finance severally to make requisite arrangements to fund the acquisition of the ROFO Asset including refinancing of the ROFO Asset through 100% external financing and availing the financing of upto INR 2700 Cr. by Oriental InfraTrust from any bank, financial institution and/ or non-banking financing company on similar or better rate of interest, terms & conditions and security as per the indicative terms of financing, as presented to the Unitholder along with the Postal Ballot Notice, and they are further authorized severally to review, negotiate and finalise and execute the necessary financing agreements, on-Lending documents, security agreements/document including but not limited to issuance of guarantee(s), approving issuance of corporate guarantee(s) by any of the project entity(ies) as may be required in this regard, execution/modification of indenture of mortgage and other incidental/ ancillary agreements and documents, file necessary forms with the regulatory authorities, seek requisite approval, including approval of the existing lenders of Oriental InfraTrust, NHAI or any other party and to do all such acts, deeds, matters and things in relation to the above and arising out of and incidental thereto, and to sign and execute deeds, documents, agreements, pledge agreements, forms as may be required, on behalf of the Trust as may be desirable, necessary, proper, expedient or incidental for giving effect to the forgoing resolution to complete the financing for acquisition of the ROFO Asset.

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RESOLVED FURTHER THAT the Trustee and/ or Investment Manager be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary from time to time for giving effect to the above resolution, and to settle, finalise, execute, amend or modify and deliver all definitive agreements on behalf of the Trust, and any other ancillary agreements, forms, consent terms, certificates, undertakings or other documents as may be required to be executed in this regard, and to make disclosures to any authority, stock exchanges and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution and for the matters connected there with or incidental thereto, as it may deem necessary in its discretion.

RESOLVED FURTHER THAT the Trustee and/ or the Board of Directors of the Investment Manager be and are hereby severally authorised to delegate all or any of the powers herein conferred upon the Trustee and/ or the Investment Manager, to any committee, director(s), officer(s) and/or authorised representative(s) of the Investment Manager so as to give effect to the afore said resolution and for the matters connected there with or incidental thereto.”

Item No. 2: To seek waiver from Unitholder for delay in submission

RESOLVED THAT all the Unitholder be and hereby grant waiver for delay in submission of following information pursuant to Disclosure of Information Policy, EHSS Policy, other InvIt documents, as applicable 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, and subject to the receipt of requisite approvals, if any;

- (i) delay in submission of the financial statements for the Trust, on a consolidated basis and the Project Entities, on a standalone basis for the quarter and half year ended March 31, 2022 for 15 days and the same shall be considered at the meeting along with the Annual Accounts of the Trust on or before May 30, 2022.
- (ii) delay in submission of EHSS S&E performance report for the half year ended March 31, 2022 for 30 days and the same shall be sent to the Unitholder on or before May 30, 2022

“RESOLVED FURTHER THAT Mr. Jitendra Kumar, (Chief Executive Officer), Mr. Ashish Jasoria(Chief Financial Officer) and Mr. Gaurav Puri (Compliance Officer) of OIT Infrastructure Management Limited (acting as Investment Manager to Oriental InfraTrust), be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolutions and to settle any question that may arise in this regard.”

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

Gaurav Puri
Compliance Officer

Date: 09 May 2022
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 Unitholder at the email address registered with their Depository Participants by permitted mode.

Only those Unitholder whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 06 May 2022 will be entitled to cast their votes by Postal Ballot.

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

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@orientalindia.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.

Unitholder are requested to read the instructions printed in the Postal Ballot Form for exercising their vote, the Unitholder 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 Tuesday, 07 June, 2022. The postage costs will be reimbursed by the Trust on the basis of actual claim, if any or the Unitholder 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 Tuesday, 07 June 2022. If any Postal Ballot is received after 17:00 hours IST on Tuesday, 07 June 2022 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 authorised 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

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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. Tuesday, 07 June, 2022. Institutional Unitholder (i.e. other than individuals, HUF, NRI, etc.) 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, Practising Company Secretary, New Delhi, 1401, 14th Floor, Vikram Tower, Rajendra Place, New Delhi-110008.

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EXPLANATORY STATEMENT

Item No. 1: To respond to the Sponsor ROFO Notice regarding proposed acquisition of the ROFO Asset and matters related thereto.

Attention of the Unitholder is drawn to the fact that pursuant to the Future SPVs Acquisition Agreement dated June 03, 2019 (“**Acquisition Agreement**”) executed between OIT Infrastructure Management Limited (the “**Investment Manager**”), Oriental Structural Engineers Private Limited (“**OSEPL**”), Oriental Tollways Private Limited (“**OTPL**”) (collectively “**Sponsors**”), and Axis Trustees Services Limited (the “**Trustee**”), the Sponsors had provided the Investment Manager with a right of first offer vide their letter dated 05th October, 2020 (“**Previous ROFO Notice**”) with respect to the toll-road asset i.e. four laning of Biaora-Dewas section from Km 426.100 to Km 566.450 of NH-3 in the State of Madhya Pradesh under NHDP Phase IV on DBFOT(Toll) basis on design, build, finance, operate and transfer pattern (“**Project**”) owned by Biaora to Dewas Highway Private Limited (“**BDHPL**” or “**ROFO Asset**”).

The Unitholder may note that pursuant to the Previous ROFO Notice, and subsequent to the due diligence carried out by the Investment Manager, the Unitholders made a counter-offer in accordance with the InvIT Documents where the said counter-offer was not accepted by the Sponsors.

Now, the Sponsors vide their letter dated 26 April 2022 (“**Sponsor ROFO Notice**”) have again made a non-binding offer to the Investment Manager for sale of 100% stake in the Project by way of proposed divestment of 100% (one hundred percent) of the issued, subscribed and paid-up share capital of BDHPL and the proposed repayment, in full, of the subordinate debt made available by the Sponsors to BDHPL, for an aggregate consideration equivalent to the Sponsor ROFO Price (as detailed in the weblink <https://dcirrus.com/> (“**Sponsor ROFO Price**”). The Board of Directors of the Investment Manager had noted the aforesaid offer and appointed various independent consultants and advisors to carry out the necessary diligence of BDHPL and also decided to rely on Technical and EHSS Due Diligence report conducted pursuant to Previous ROFO Notice, subject to consent of the Unitholder. Accordingly the consent of the Unitholder is sought in this regard to consider and use the Technical and EHSS Due Diligence report dated 02 August, 2021 and 11 August 2021.

Further the Investment Manager has undertaken a top up due diligence for traffic and revenue (up to February 2022), valuation from a Third Party in accordance with the Future SPV Acquisition Agreement (**FSAA**) and currently in the process of undertaking top up due diligence on legal and finance, and hereby seeks waiver for conducting a fresh EHSS and Technical diligence to ensure compliance with the timelines set out under the ROFO Notice.

In terms of clause 4.10 of the Acquisition Agreement, the Unitholder have the option to:

- i. provide binding written acceptance to the Sponsor(s) indicating its acceptance to the Sponsor ROFO Price and willingness to acquire the legal and beneficial interest of the ROFO Asset offered by the Sponsors, where the terms of such offer are set out under the Sponsor ROFO Notice; or

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- ii. make a counter-offer to the Sponsor ROFO Price, including details of the terms of the counter offer and transaction in such counter-offer notice ;(counter-offer, if any, has to be made basis such price and terms as may be communicated by the Unitholder); or
- iii. decide not to pursue the offer set out in the Sponsor ROFO Notice any further, along with reasons in writing for not pursuing the offer, at which point all negotiations between the Sponsor and the Trust regarding the offer set out in the Sponsor ROFO Notice shall cease and the Sponsor shall be free to sell the Project to any third person in accordance with clause 4.14 of the FSAA.

Additionally, the Sponsor ROFO Notice provides for execution of STA within 30 days of receipt of Unitholders approval, instead of 90 days as contemplated under the FSAA. Accordingly, the consent of the Unitholder is also being sought for accepting such shorter timeline.

Further, to ensure compliance of the timeline as mentioned in the Sponsor ROFO Notice, approval for authorising the Investment Manager for raising necessary finance for acquisition and refinancing of the existing debt is also sought from the Unitholder, where the indicative terms of financing and entire information shall be made available, in terms of clause 4.4 of the Acquisition and Funding Policy (**A&F Policy**) and clause 4.6 of the FSAA, to the Unitholder through Virtual Data Room (VDR) at the weblink <https://dcirrus.com/>.

Further it may be noted that the aggregate consolidated borrowings and deferred payments of the InvIT, holdco and the SPV(s), net of cash and cash equivalents exceeds twenty five per cent and after considering the proposed financing it shall be upto forty nine per cent of the value of the InvIT assets.

The Trust is rated AAA/Stable by CRISIL and ICRA. The rating for the proposed financing shall be undertaken as well in accordance with the InvIT Documents, SEBI InvIT Regulations and applicable law.

The execution of the Financing Agreements and creation of security thereon is subject to the approval of the other existing lenders of the Trust and the approval of the existing lenders/trustee at the Project Entities, as may be applicable.

Please note that in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**") and the InvIT Documents (as defined in the Amended and Restated Trust Deed dated 08 November 2019, as amended ("**InvIT Documents**"), the Sponsors are related parties of Oriental InfraTrust.

In terms of the InvIT Documents, it is to be ensured that related party transactions are undertaken on an arms' length basis and in this regard, on a best effort basis, a prior written certificate is to be obtained from an independent practising-chartered accountant or valuer specifying that such transaction is on arm's length basis. Accordingly, once the Unitholder

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communicate the price at which the proposed transaction is to be undertaken, the Investment Manager will obtain such certificate.

Please also note that as per the InvIT Documents, any unitholder and its associates being a related party in a transaction are not entitled to vote on such a related party transaction and do not have any right to be involved in the decision making on such a related party transaction. Accordingly, to consider the significant majority decision of the Unitholder (being, where the votes cast in favour of a resolution are not less than one and half times the votes cast against the resolution), only the votes casted by the non-related Unitholder shall be considered.

A brief background of the Project, BDHPL and the proposed transaction, confirmation from OESPL to act as the project manager and the major maintenance manager for the Project, external advisors' reports and other documents required along with this Notice and the Explanatory Statement and as per the InvIT Documents can be accessed by the Unitholder at the following weblink <https://dcirrus.com/>. It may be noted that the top up due diligence reports being undertaken and updates of the financials model shall be updated subsequently on the said weblink, the Unique ID and Password for accessing the link shall be shared with the Unitholder separately.

Item No. 2: To seek waiver from Unitholder for the delay in submission

The Board to take note that pursuant to para 3.1(a) of Schedule I, Corporate governance Framework, para 6.4.1 of disclosure of information policy, the quarterly limited review and abstract of balance sheet, profit and loss statement and cash flow statements for the Trust, on a consolidated basis and the Project Entities, on a standalone basis, in conformity with Ind AS to be share with the Board within 45 days from the end of quarter ended 31st March, 2022.

Further pursuant to para 6.5.3(c) of disclosure of information policy, the financial statements for the Trust, on a consolidated basis and the Project Entities, on a standalone basis for the half year ended March 31, 2022 needs to be shared with the Unitholder not later than 45 days from the end of half year.

Further pursuant to para 4.1(b) of EHSS policy, S&E performance report confirming compliance with the action plan for the half year ended March 31, 2022 needs to be shared with the Unitholder not later than 30 days from the end of half year.

It may be noted that on the insistence of the statutory auditor, IM has undertaken a traffic study of all toll project. The result of the study will be captured in the financial statements and valuation report of the SPVs and Trust which shall then be reviewed by the statutory auditors. Accordingly, the limited review report and the abstract of financial statements is expected be ready by May 21st, 2022. In view of this development, we request for a waiver from submission of the afore mentioned financial information by May 15th, 2022 for the period ended on March 31, 2022 and allow to submit the same within 60 days from the end of the year i.e. by May 30th, 2022.

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Further, it may also be noted that the Semi Annual S&E Performance Report has been delayed due to Covid surge and unavailability of in-house EHSS Experts owing to their current engagement in Road Safety Audits (as a special assignment at the request of a unitholder), and on-going Semi-Annual Audit at the project sites. In view of this, we request for a waiver from submission of the Semi Annual S&E Performance Report by April 30th, 2022 for the half year ended on March 31st, 2022 (as required under the EHSS Policy) and allow to submit the same within 60 days from the end of the year i.e. by May 30th, 2022.

Therefore, In this regard all Unitholder are requested to grant waiver for delay in submission for the aforesaid financial statements for the quarter ended March 31,2022 and the half year ended March 31, 2022 along with S&E performance report for the half year ended March 31,2022;

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

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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 Office : OSE commercial Block, Hotel Aloft, Asset-5B, Aerocity, Hospitality District, IGI Airport, New Delhi-110037Tel: 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	

For the Item 1(i) described in the Notice for the Unitholder' consideration the Unitholder' needs to provide option for their decision on the matter as listed herein below, Accordingly, the Resolutions appended have been drafted in a manner that all the three options are provided to the Unitholder as per the InvIT Documents. One of these three options which receives the significant majority of the votes, i.e. the votes cast in favour of a resolution are not less than one and half times the votes cast against the resolution ("**Significant Majority**"), will be taken to have been approved by the Unitholder and the Resolution pertaining to such an approved option will be taken to have been passed by the Unitholder with significant majority.

I/We hereby give my/our instructions to the Investment Manager through Postal Ballot for the item stated below for the Unitholder' consideration, under the InvIT Documents, the Unitholder have the option to;

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S. No	Item Name	I/we instruct the IM to provide binding acceptance to the Sponsor ROFO Notice at the ROFO Price, at the terms of the Sponsor transaction as provided with the terms and conditions mentioned therein	I/we instruct the IM to make a counter-offer to the Sponsor including the further price, our reasons for the same mentioned herein	I/we instruct the IM not to pursue the offer set out in the Sponsor ROFO Notice any further at any price, our reasons for the same mentioned herein
1.(i)	To respond to the Sponsor ROFO Notice			

* Unitholder may attach the details of the counter offer as an Annexure to this form

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.(ii)	<p><u>To approve the following by way of significant majority:</u></p> <ul style="list-style-type: none"> - waiving the requirement to undertake conducting technical and EHSS diligence due diligence in lieu of which EHSS Diligence report and Technical Due Diligence Report dated 02 August, 2021 and 11 August 2021 respectively to be considered and used - to execute, review, negotiate, finalise and enter into the STA, within a shorter period and to negotiate, finalise and execute the PMA and MMA in respect of the ROFO Asset - to avail the financing of upto INR 2700 Cr. on similar or better rate of interest, terms & conditions and security as per the indicative terms of financing 			

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S. No	Item Name	No. of Units	I assent to the resolution	I dissent to the resolution
2.	To seek waiver from Unitholder for the delay in submission of certain information under the InvIT Documents			

Place:

Date:

(Signature of the Unitholder)

Name: