



C GAUR & ASSOCIATES

COMPANY SECRETARIES

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Annexure-B

SCRUTINIZER REPORT FOR VOTING THROUGH BALLOT PAPER **FOR ORIENTAL INFRA TRUST**

To,
The Board of Directors,
OIT Infrastructure Management Limited
(Investment Manager on behalf of Oriental InfraTrust)
Unit No. 307A, 3rd Floor, World Mark 2, Asset Area No.8,
Aerocity, Hospitality District, IGI Airport, New Delhi-110037

Subject: Scrutinizer's Report on Postal Ballot Voting in respect of passing of Resolution(s) contained in Postal Ballot Notice dated September 30, 2023

I Chetan Gaur, Practicing Company Secretary (COP 19223) having office at LS-4, YC Co-working House, Plot no 94, Dwarka, Sector 13, Opp Radisson Blu Hotel, New Delhi 110078 have been appointed as the Scrutinizer, pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**"), and other provisions, if any, by the Board of Directors of OIT Infrastructure Management Limited (**Investment Manager**) on behalf of the Oriental InfraTrust for the purpose of scrutinizing postal ballot process in a fair and transparent manner for voting taken on the resolution(s) as contained in the postal ballot Notice dated September 30, 2023 of Oriental InfraTrust (**'The Trust'**).

As on September 29, 2023, the cut-off date there were 9 unitholders holding in total 58,30,78,789 units of the Trust, who were entitled to vote on the resolutions placed for the approval of the unitholders for voting through ballot paper as contained in Notice dated September 30, 2023 of Oriental InfraTrust.

Management Responsibility

The management of the Investment manager is responsible to ensure compliance with the requirements of the relevant provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**") and any other law relating to Postal Ballot Voting for resolution stated in the Notice.

Scrutinizer's Responsibility

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the unit holders in respect of resolutions contained in the Notice. My report is based on list / data provided by the Registrar & Transfer Agent through the Investment Manager, and Postal Ballots received till the time fixed for closing of the voting process, i.e; on November 21, 2023 at 17:00 hours IST.

I submit my report as under:

1. The postal ballot forms received by me till the time fixed for closing of the postal ballot voting, i.e., on November 21, 2023 at 17:00 hours IST.
2. The Postal ballot forms were opened in my presence and postal ballot forms were diligently scrutinized. The postal ballot forms were reconciled with records maintained by the Registrar and Transfer Agents of the Trust and the authorization/proxies lodged with the Trust.

3. We did not find any postal ballot papers invalid.

4. The result of the postal ballot is as under:

RESOLUTION NO.1: TO BE PASSED BY APPROVAL OF ALL UNITHOLDERS

TO CONSIDER AND APPROVE THE AMENDMENT DEED AND AMENDMENT AGREEMENT

(I) VOTED IN FAVOUR OF THE RESOLUTION

Mode of Postal Ballot Voting	Total number of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted in favour of the resolution
Postal Ballot	583078789	9

(II) VOTED AGAINST THE RESOLUTION

Mode of Postal Ballot Voting	Total number of votes casted against the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted against the resolution
Postal Ballot	NIL	NIL

(III) ABSTAINED FROM VOTING

Mode of Postal Ballot Voting	Total number of units abstained from voting in accordance with the InvIT Documents and applicable law	No. of Unitholders who abstained from voting for the resolution
Postal Ballot	NIL	NIL

INVALID VOTES OF THE RESOLUTION:

There is no invalid vote casted by any of the Unitholder.

RESULT

As all the votes exercised in favour of the resolution, we report that the Resolution with regard to Item No. 1 as set out in the Notice of the Postal Ballot is passed by approval of all Unitholders.

RESOLUTION NO.2: TO BE PASSED BY APPROVAL OF ALL UNITHOLDERS

TO AUTHORISE DIRECTORS TO UNDERTAKE CHANGES IN THE INVIT DOCUMENTS OF ORIENTAL INFRATRUST

(I) VOTED IN FAVOUR OF THE RESOLUTION

Mode of Postal Ballot Voting	Total number of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted in favour of the resolution
Postal Ballot	356878789	5

(II) VOTED AGAINST THE RESOLUTION

Mode of Postal Ballot Voting	Total number of votes casted against the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted against the resolution
Postal Ballot	226200000	4

(III) ABSTAINED FROM VOTING

Mode of Postal Ballot Voting	Total number of units abstained from voting in accordance with the InvIT Documents and applicable law	No. of Unitholders who abstained from voting for the resolution
Postal Ballot	NIL	NIL

INVALID VOTES OF THE RESOLUTION

There is no invalid vote casted by any of the Unitholder.

RESULT

As all the votes were not exercised in favour of the resolution, we report that the Resolution with regard to Item No. 2 as set out in the Notice of the Postal Ballot is not passed by the approval of all Unitholders.

5. The relevant records relating to voting by Ballot papers shall remain in the safe custody of the scrutinizer until the chairman considers, approves and sign the Minutes of the Meeting and the same will be handed over to the Compliance Officer or Director authorized by the Board of Investment manager for safe keeping.

Thanking you
Yours Sincerely

**For C Gaur & Associates
Company Secretaries**



CHETAN GAUR
Practicing Company Secretary
ACS No: 37455
CP No: 19223

Date : November 21, 2023
Place : New Delhi