



# C GAUR & ASSOCIATES

## COMPANY SECRETARIES

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

To,  
The Board of Directors,  
OIT Infrastructure Management Limited  
(Formerly known as Indian Technocrat Limited)  
(Investment Manager on behalf of Oriental InfraTrust)  
OSE Commercial Block, Hotel Aloft, Asset 5B,  
Aerocity, Hospitality District, IGI Airport,  
New Delhi 110037

Sub: **Scrutinizer's Report on Postal Ballot Voting in respect of passing of Resolution(s) contained in Postal Ballot Notice dated February 17, 2022**

I Chetan Gaur, Practicing Company Secretary (COP 19223) having office at 1401, 14<sup>th</sup> Floor, Vikram Tower, Rajendra Place, New Delhi 110008 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 17<sup>th</sup> February 2022 of Oriental InfraTrust ('The Trust').

As on 16<sup>th</sup> February 2022, the cut-off date there were 7 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, 17<sup>th</sup> February 2022 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 11<sup>th</sup> March 2022 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 11<sup>th</sup> March 2022 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 AVAIL RUPEE TERM LOAN FACILITY TO AN EXTENT OF INR 1000.00 CRORE (INDIAN RUPEES ONE THOUSAND CRORE) (HEREINAFTER REFERRED TO AS "RUPEE TERM LOAN") FROM INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED.**

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>Mode of Postal Ballot Voting</b>	<b>No of votes considered in accordance with the InvIT Documents</b>	<b>No. of votes considered in favour of the resolution in accordance with the InvIT Documents</b>	<b>% of votes considered in favour of the resolution in accordance with the InvIT Documents</b>	<b>No. of unit holders who voted in favour of the resolution</b>
Postal Ballot	45,21,56,863	45,21,56,863	100	45,21,56,863

**(II) VOTED AGAINST THE RESOLUTION:**

<b>Mode of Postal Ballot Voting</b>	<b>No of votes considered in accordance with the InvIT Documents</b>	<b>No. of votes considered against the resolution in accordance with the InvIT Documents</b>	<b>% of votes considered against the resolution in accordance with the InvIT Documents</b>	<b>No. of unit holders who voted against the resolution</b>
Postal Ballot	NIL	NIL	NIL	NIL

**(III) Abstained from voting**

<b>Mode of Postal Ballot Voting</b>	<b>No of Units abstained from voting in accordance with the InvIT Documents and applicable law</b>	<b>% of votes exercised to the total number of votes entitled to vote for abstained from voting for the resolution in accordance with the InvIT Documents and applicable law</b>	<b>No. of unit holders who abstained from voting for the resolution</b>
Postal Ballot	NIL	NIL	NIL

**INVALID VOTES OF THE RESOLUTION:**

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

**RESULT**

As the votes exercised in favour of the resolution are more than those against 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.

**RESOLUTION NO.2:**

TO UTILIZE THE SAID RUPEE TERM LOAN FACILITIES AGGREGATING UP TO INR 1000.00CRORE (INDIAN RUPEES ONE THOUSAND CRORE ONLY) ("RUPEE TERM LOAN") PROPOSED TO BE AVAILED FROM INDIA INFRASTRUCTURE FINANCE COMPANY LIMITED FORREFINANCING OF EXISTING TERM LOAN OF THE LENDERS OF THE TRUST, AS MAY BE FINALISED AND AGREED WITH THE RUPEE LENDERS AND FOR PAYMENT OF TRANSACTION EXPENSES THERETO, AND TO SECURE THE RUPEE TERM LOAN INTER-ALIA AGAINST THE SECURITY OF THE ASSETS OF THE TRUST AND JOINT AND SEVERAL GUARANTEE(S) BY THE PROJECT ENTITIES AND SUCH OTHER PROJECT COMPANIES AS MAY BE ACQUIRED BY THE TRUST IN FUTURE, TO THE SATISFACTION OF THE RUPEE LENDERS (COLLECTIVELY, "PROJECT SPVS") IN TERMS OF THE FINANCING DOCUMENTS.

**(I) VOTED IN FAVOUR OF THE RESOLUTION:**

<b>Mode of Postal Ballot Voting</b>	<b>No of votes considered in accordance with the InvIT Documents</b>	<b>No. of votes considered in favour of the resolution in accordance with the InvIT Documents</b>	<b>% of votes considered in favour of the resolution in accordance with the InvIT Documents</b>	<b>No. of unit holders who voted in favour of the resolution</b>
Postal Ballot	45,21,56,863	45,21,56,863	100	45,21,56,863

**(II) VOTED AGAINST THE RESOLUTION:**

<b>Mode of Postal Ballot Voting</b>	<b>No of votes considered in accordance with the InvIT Documents</b>	<b>No. of votes considered against the resolution in accordance with the InvIT Documents</b>	<b>% of votes considered against the resolution in accordance with the InvIT Documents</b>	<b>No. of unit holders who voted against the resolution</b>
Postal Ballot	NIL	NIL	NIL	NIL

**(III) Abstained from voting**

Mode of Postal Ballot Voting	No of Units abstained from voting in accordance with the InvIT Documents and applicable law	% of votes exercised to the total number of votes entitled to vote for abstained from voting for the resolution in accordance with the InvIT Documents and applicable law	No. of unit holders who abstained from voting for the resolution
Postal Ballot	NIL	NIL	NIL

**INVALID VOTES OF THE RESOLUTION:**

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

**RESULT**

As the votes exercised in favour of the resolution are more than those against the resolution, we report that the Resolution with regard to Item No 2 as set out in the Notice of the Postal Ballot is passed.

- 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 : **11.03.2022**

Place : **New Delhi**