



C GAUR & ASSOCIATES

COMPANY SECRETARIES

1401, 14th Floor, Vikram Tower, Rajendra Place, New Delhi 110008
Mobile:+919953701510| E-mail:cschetangaur@gmail.com | Off:+011-40348002

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 January 17, 2022**

I Chetan Gaur, Practicing Company Secretary (COP 19223) having office at 1401, 14th 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 17th January 2022 of Oriental InfraTrust ('The Trust').

It is further submitted that the original result vide notice dated 17th January 2022 had to be declared on or before 17:00 hours, Wednesday, February 9, 2022, but there was an extension of time granted to the unitholders on 9th February 2022 for casting their votes and subsequent result declaration time was further extended to 17:00 hours, Saturday, February 19, 2022.

As on 14th January 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 original Notice dated, 17th January 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 19th February 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 19th February 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 FACILITIES TO AN EXTENT OF INR 300,00,00,000 (RUPEES THREE HUNDRED CRORES ONLY) (THE “RUPEE TERM LOAN I”); AND (B) A RUPEE TERM LOAN FACILITY TO AN EXTENT OF INR 100,00,00,000 (RUPEES ONE HUNDRED CRORES ONLY) (THE “RUPEE TERM LOAN II” AND TOGETHER WITH THE RUPEE TERM LOAN I HEREINAFTER REFERRED TO IN AS “RUPEE TERM LOANS”) FROM L&T FINANCE LIMITED.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Mode of Postal Ballot Voting	No of votes considered in accordance with the InvIT Documents	No. of votes considered in favour of the resolution in accordance with the InvIT Documents	% of votes considered in favour of the resolution in accordance with the InvIT Documents	No. of unit holders who voted in favour of the resolution
Postal Ballot	22,59,56,863	22,59,56,863	49.97	22,59,56,863

(II) VOTED AGAINST THE RESOLUTION:

Mode of Postal Ballot Voting	No of votes considered in accordance with the InvIT Documents	No. of votes considered against the resolution in accordance with the InvIT Documents	% of votes considered against the resolution in accordance with the InvIT Documents	No. of unit holders who voted against the resolution
Postal Ballot	22,62,00,000	22,62,00,000	50.03	22,62,00,000

(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	No. of unit holders who abstained from voting for the resolution

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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 against the resolution are more than those 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 not passed.

RESOLUTION NO.2:

TO UTILIZE RUPEE TERM LOAN FACILITIES AGGREGATING UP TO INR 400 CRORE (INDIAN RUPEES FOUR HUNDRED CRORES ONLY)("RUPEE TERM LOAN") PROPOSED TO BE AVAILED FROM L&T FINANCE LIMITED FOR CREATION OF DSRA, MAJOR MAINTENANCE AND OTHERS RESERVES FOR (I) ORIENTAL NAGPUR BETUL HIGHWAY LIMITED ("ONBHL") AND/OR; (II) ETAWAH-CHAKERI (KANPUR) HIGHWAY PRIVATE LIMITED ("ECKHPL") AND/OR; (III) ORIENTAL PATHWAYS (INDORE) PRIVATE LIMITED ("OPIPL") AND/OR; (IV) OSE HUNGUND HOSPET HIGHWAYS PRIVATE LIMITED ("OHHPPL" TOGETHER WITH ONBHL, ECKHPL, OPIPL, OHHPPL BE HEREINAFTER REFERRED TO IN AS THE "PROJECT ENTITIES"),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:

Mode of Postal Ballot Voting	No of votes considered in accordance with the InvIT Documents	No. of votes considered in favour of the resolution in accordance with the InvIT Documents	% of votes considered in favour of the resolution in accordance with the InvIT Documents	No. of unit holders who voted in favour of the resolution
Postal Ballot	22,59,56,863	22,59,56,863	49.97	22,59,56,863

(II) VOTED AGAINST THE RESOLUTION:

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

Postal Ballot	22,62,00,000	22,62,00,000	50.03	22,62,00,000
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(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 against the resolution are more than those 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.

- 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 : **21.02.2022**

Place : **New Delhi**