



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 March 7, 2023

I Chetan Gaur, Practicing Company Secretary (COP 19223) having office at 1408, 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 March 7, 2023 of Oriental InfraTrust ("**The Trust**").

As on March 3, 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 March 7, 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 March 29, 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 March 29, 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 SIGNIFICANT MAJORITY

TO AVAIL RUPEE TERM LOAN FACILITIES TO AN EXTENT OF INR 2,307.03 CRORE (RUPEES INDIAN RUPEES TWO THOUSAND THREE HUNDRED SEVEN CRORE AND THREE LAKHS ONLY) (HEREINAFTER REFERRED TO AS "RUPEE TERM LOAN") FROM ANY RUPEE TERM LENDER INCLUDING BUT NOT LIMITED TO AXIS BANK LIMITED, INDUSIND BANK LIMITED, IIFCL, ICICI BANK LIMITED AND ANY OTHER LENDER WHO MAY ACCEDE THE RUPEE TERM LOAN

(I) VOTED IN FAVOUR OF THE RESOLUTION

Mode of Postal Ballot Voting	No. of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	% of votes casted in favour of the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	435594414	74.71	5*

(II) VOTED AGAINST THE RESOLUTION

Mode of Postal Ballot Voting	No. of votes casted against the resolution in accordance with the InvIT Documents and applicable law	% of votes casted against the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted against the resolution
Postal Ballot	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 to total number of votes entitled to vote which abstained against the resolution in accordance with the InvIT Documents and applicable law	No. of unit holders who abstained from voting for the resolution
Postal Ballot	147484375	25.29	5*

**One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) from voting of the resolution also.*

INVALID VOTES OF THE RESOLUTION:

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

RESULT

As the votes casted in favour of the resolution are more than one and a half times of the votes casted 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 by way of Significant majority.

RESOLUTION NO.2: TO BE PASSED BY SIGNIFICANT MAJORITY

TO UTILIZE RUPEE TERM LOAN FACILITIES AGGREGATING UP TO INR 2,307.03 CRORE (RUPEES INDIAN RUPEES TWO THOUSAND THREE HUNDRED SEVEN CRORE AND THREE LAKHS ONLY) PROPOSED TO BE AVAILED FROM RUPEE TERM LENDERS FOR REFINANCING THE EXISTING DEBT - RTL 1 (SANCTIONED RS 2,857 CR WITH CURRENT OUTSTANDING OF RS 2,307.03 CR AS ON 31.12.2022) OF THE TRUST, AGAINST THE SECURITY OF THE ASSETS OF THE TRUST AND JOINT AND SEVERAL GUARANTEE(S) BY THE PROJECT ENTITIES (OTHER THAN ONBHL) 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 casted in favour of the resolution in accordance with the InvIT Documents and applicable law	% of votes casted in favour of the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	435594414	74.71	5*

(II) VOTED AGAINST THE RESOLUTION

Mode of Postal Ballot Voting	No. of votes casted against the resolution in accordance with the InvIT Documents and applicable law	% of votes casted against the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted against the resolution
Postal Ballot	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 to total number of votes entitled to vote which abstained against the resolution in accordance with the InvIT Documents and applicable law	No. of unit holders who abstained from voting for the resolution
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Postal Ballot	147484375	25.29	5*
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**One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) from voting of the resolution also.*

INVALID VOTES OF THE RESOLUTION

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

RESULT

As the votes casted in favour of the resolution are more than one and a half times of the votes casted 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 by way of Significant majority.

RESOLUTION NO.3: TO BE PASSED BY SIGNIFICANT MAJORITY

TO PROVIDE CORPORATE GUARANTEE AND ANY OTHER SECURITY AS PROMOTER/ HOLDING ENTITY AS MAY BE REQUIRED BY THE LENDERS OF BIAORA TO DEWAS HIGHWAY PRIVATE LIMITED ("BDHPL"), IN TERMS OF THE FINANCING DOCUMENTS EXECUTED IN RELATION TO THE EXISTING AND FUTURE SECURED INDEBTEDNESS OF BDHPL PROVIDED / TO BE PROVIDED BY BDHPL'S LENDERS (OTHER THAN TRUST) ("BDHPL INDEBTEDNESS")

(I) VOTED IN FAVOUR OF THE RESOLUTION

Mode of Postal Ballot Voting	No. of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	% of votes casted in favour of the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	435594414	74.71	5*

(II) VOTED AGAINST THE RESOLUTION

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

Postal Ballot	147484375	25.29	5*
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**One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) from voting of the resolution also.*

INVALID VOTES OF THE RESOLUTION

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

RESULT

As the votes casted in favour of the resolution are more than one and a half times of the votes casted against the resolution, we report that the Resolution with regard to Item No. 3 as set out in the Notice of the Postal Ballot is passed by way of Significant majority.

RESOLUTION NO.4: TO BE PASSED BY SIGNIFICANT MAJORITY

TO AVAIL UNSECURED SHORT-TERM LOAN OF UPTO INR 364.27 CRORE (INDIAN RUPEES THREE HUNDRED SIXTY FOUR CRORE AND TWENTY SEVEN LAKHS ONLY) (HEREINAFTER REFERRED TO AS “UNSECURED LOAN”) FROM ORIENTAL STRUCTURAL ENGINEERS PRIVATE LIMITED OR ANY OF IT’S ASSOCIATE (“LENDER”) AND TO APPROVE RELATED PARTY TRANSACTION

(I) VOTED IN FAVOUR OF THE RESOLUTION

Mode of Postal Ballot Voting	No. of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	% of votes casted in favour of the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	206800000	86.84	3

(II) VOTED AGAINST THE RESOLUTION

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

Postal Ballot	31332962	13.16	4
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INVALID VOTES OF THE RESOLUTION

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

RESULT

As the votes casted in favour of the resolution are more than one and a half times of the votes casted against the resolution, we report that the Resolution with regard to Item No. 4 as set out in the Notice of the Postal Ballot is passed by way of Significant majority.

RESOLUTION NO.5: TO BE PASSED BY SIGNIFICANT MAJORITY

TO SEEK APPROVAL FROM UNITHOLDERS FOR EXTENSION OF TIME FOR SUBMISSION OF CERTAIN INFORMATION UNDER THE INVIT DOCUMENTS

(I) VOTED IN FAVOUR OF THE RESOLUTION

Mode of Postal Ballot Voting	No. of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	% of votes casted in favour of the resolution to total number of votes entitled to vote in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	435594414	74.71	5*

(II) VOTED AGAINST THE RESOLUTION

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

Postal Ballot	147484375	25.29	5*
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****One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) from voting of the resolution also.***

INVALID VOTES OF THE RESOLUTION

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

RESULT

As the votes casted in favour of the resolution are more than one and a half times of the votes casted against the resolution, we report that the Resolution with regard to Item No. 5 as set out in the Notice of the Postal Ballot is passed by way of Significant majority.

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 : March 29, 2023

Place : New Delhi