



C GAUR & ASSOCIATES

COMPANY SECRETARIES

1408, 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 May 9,2022

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 9th May 2022 of Oriental InfraTrust ('The Trust').

As on 6th May 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, 9th May 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 7th June 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 7th June 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(i):

TO RESPOND TO THE SPONSOR ROFO NOTICE BY WAY OF SIGNIFICANT MAJORITY

(I) Voted in favour of the resolution for binding acceptance to the Sponsor ROFO notice at the Sponsor ROFO price, at the terms and conditions mentioned therein

Mode of Postal Ballot Voting	No. of votes exercised in accordance with the InvIT Documents and applicable law	% of votes exercised to the total number of votes entitled to vote for the resolution in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	211200000	91.59	4

OR

(II) Voted in favour of the resolution to make a counter-offer to the Sponsor ROFO price, including the terms of the transaction as provided with my/our response

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

OR

(III) Voted against the resolution to not to pursue the offer set out in the Sponsor ROFO notice any further at any price, our reasons for the same are mentioned herein

Mode of Postal Ballot Voting	No of votes considered in accordance with the InvIT Documents and applicable law	% of votes exercised to the total number of votes entitled to vote for against the resolution in accordance with the InvIT Documents and applicable law	No. of unit holders who voted in favour of the resolution
Postal Ballot	NIL	NIL	NIL

(IV) 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	19400000	8.41	1

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(i) as set out in the Notice of the Postal Ballot is passed by way of requisite majority.

RESOLUTION NO.1(ii):

TO APPROVE THE FOLLOWING BY WAY OF SIGNIFICANT MAJORITY;

- **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**

(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	211200000	211200000	91.59	4

(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	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	19400000	8.41	1

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(ii) as set out in the Notice of the Postal Ballot is passed.

RESOLUTION NO.2:

TO SEEK WAIVER FROM UNITHOLDERFOR THE DELAY IN SUBMISSION OFCERTAIN INFORMATION UNDER THE INVIT 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	432756863	432756863	95.7	6

(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	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	19400000	4.3	1

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.

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 : **10.06.2022**