



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 September 2,2021**

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 2ndSeptember2021 of Oriental InfraTrust ('The Trust')

As on 4thOctober 2021, the cut-off date there were 7 unitholders holding in total 58,30,78,789 units of the Trust, out of which 5 Unitholders holding 230600000 units were entitled to vote on the resolutions placed for the approval of the unitholders for voting through ballot paper as contained in Notice dated, 2ndSeptember 2021 of Oriental InfraTrust. The remaining 2 Unitholders holding 352478789 units were not entitled to vote being related party and interested in the resolution.

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 4thOctober 2021 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 4thOctober 2021 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 RESPOND TO THE SPONSOR ROFO NOTICE DATED OCTOBER 05, 2020 REGARDING PROPOSED ACQUISITION OF BIAORA TO DEWAS HIGHWAY PRIVATE LIMITED ("BDHPL OR ROFO ASSET") AND MATTERS RELATED THERETO:

(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	NIL	NIL	NIL

(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	22620000	98.09	4

(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	4400000	1.91	1

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 for making a counter offer to the Sponsor ROFO price , we report that the Resolution with regard to Item No 1 as set out in the Notice of the Postal Ballot is passed in favour of the resolution for making a counter offer to the Sponsor ROFO Price with requisite majority.

5. The relevant records relating to voting byBallot 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 : **06.10.2021**

Place : **New Delhi**