

NOTICE

NOTICE IS HEREBY GIVEN that the 1st ANNUAL GENERAL MEETING (“AGM”) of the Unitholders (“Unitholders”) of Oriental InfraTrust (“Trust”) will be held on Tuesday, September 29, 2020 at 10:30 a.m. IST through Video Conferencing to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1:

TO ADOPT AUDITED FINANCIAL STATEMENTS (CONSOLIDATED AND STANDALONE) AS AT AND FOR THE PERIOD ENDED MARCH 31, 2020 TOGETHER WITH THE AUDITORS' REPORTS THEREON

To consider and if thought fit, to pass with or without modification (s), the following resolution by way of simple majority (i.e. where the votes cast in favor of a resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “InvIT Regulations”).

“**RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the Audited Financial Statements (Consolidated and Standalone) of the Trust, as at and for the period ended March 31, 2020, together with the respective reports of the Auditors thereon, be and are hereby approved and adopted.”

ITEM NO. 2:

TO CONSIDER RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITOR AND FIX THEIR REMUNERATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where the votes cast in favor of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

“**RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. – 001076N/N500013), as the Statutory Auditors of the Trust for the financial year 2020-21 be and is hereby ratified at such remuneration as may be mutually agreed by and between the Investment Manager and the Auditors of Trust.”

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Compliance Officer of Investment Manager on behalf of Trust, be and are hereby authorized to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of Trust, as it may deem fit.”

ITEM NO. 3:
TO ADOPT THE VALUATION REPORT

To consider and, if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where the votes cast in favor of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

“**RESOLVED THAT** pursuant to Regulation 13, 21, 22 and Schedule V of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with the circulars and guidelines issued thereunder, and other applicable provisions, if any, (including any statutory modification or reenactment thereof for the time being in force), and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the valuation report of the project companies of the Trust as of March 31, 2020, as issued by the Valuer of the Trust, Ms. Lata R Gujar More (IBBI Regn No.: IBBI/RV-E/02/2019/103, in accordance with the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, be and is hereby approved and adopted.”

ITEM NO. 4:
TO CONSIDER THE RATIFICATION OF APPOINTMENT AND FURTHER APPOINTMENT OF THE VALUER

To consider and, if thought fit, to pass with or without modification(s), the following resolution by way of simple majority (i.e. where the votes cast in favor of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the InvIT Regulations.

“**RESOLVED THAT** pursuant to the applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, including without limitation Regulation 22 thereof, read with the circulars and guidelines issued thereunder, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the appointment of Ms. Lata R Gujar More (Registered Valuer registration no: IBBI Regn No.: IBBI/RV-E/02/2019/103_ as the Valuer of the Trust and its project companies for the financial year 2020-21, be and is hereby ratified, on such terms and conditions, including at such remuneration as may be mutually agreed by and between the Investment Manager and the Valuer.

RESOLVED FURTHER THAT pursuant to the applicable provisions, if any, of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended

from time to time, including without limitation Regulation 22 thereof, read with the circulars and guidelines issued thereunder, and other applicable provisions, if any, (including any statutory modification or reenactment thereof for the time being in force), and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the appointment of Ms. Lata R Gujar More (IBBI Regn No.: IBBI/RV-E/02/2019/103 as the Valuer of the Trust and its project companies for the financial year 2020-21, be and is hereby approved, on such terms and conditions, including at such remuneration as may be mutually agreed by and between the Investment Manager and the Valuer.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Compliance Officer of Investment Manager be and are hereby authorized on behalf of Trust to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors of the Investment Manager to be in the best interest of Trust, as it may deem fit.”

For Oriental InfraTrust

By Order of the Board
Indian Technocrat Limited
(as the Investment Manager to Oriental InfraTrust)

Sd/-
Gaurav Puri
Compliance Officer

Date: 08th September, 2020
Place: New Delhi

NOTES

1. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2020/102 dated June 22, 2020 including any amendments/clarifications thereto (hereinafter collectively referred to as "the Circulars") has allowed the Infrastructure Investment Trusts (InvITs) to conduct their Annual General Meeting (AGM) of the unitholders through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the unitholders at a common venue, subject to the fulfillment of conditions as specified in the circulars. In compliance with the circulars, the AGM of the unitholders of Oriental InfraTrust (the Trust/InvIT) is being held through VC.
2. The Investment Manager, acting on behalf of the Trust has enabled the Unitholders to participate at the 1st AGM through the VC facility to be provided by the Investment Manager. The Unitholders through their registered email ids, will receive a web-link for attending the AGM, 2 (two) days before the date of AGM. The Unitholders are requested to click on the said link to attend live proceedings of AGM.
3. Owing to the difficulties involved in dispatching of physical copies of the InvIT Annual Report for FY 2019-20 due to Covid -19 situation, such report would therefore be sent only by email to the unitholders of the Trust and to all other persons so entitled. Further, the notice for AGM would be given only through emails registered with the Investment Manager, acting on behalf of the Trust or with the depository participant / depository/Registrar and Transfer Agent.
4. Accordingly, InvIT Annual Report for FY 2019-20 and AGM Notice are being sent to the unitholders whose email addresses are registered with the Investment Manager/depository, acting on behalf of the Trust or with the depository participant / depository. Unitholders may note that the Notice and Annual Report for FY 2019-20 will also be available on the website of KFin Technologies Private Limited (KFintech) at <https://evoting.karvy.com>.
5. The Investment Manager, acting on behalf of the Trust has provided the facility to Members to enable them to exercise their right to vote on the matters listed in the Notice by electronic means through remote e-voting. The process of remote e-voting to be exercised with necessary user id and password is given in the subsequent paragraphs.
6. A Unitholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a Unitholders of the Trust. Since this AGM is being held through VC, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Unitholders (such as companies or body corporates) intending to participate in the Annual General Meeting through their authorised representatives are required to send duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. by mailing a copy to email ID – OrientalInfraTrust@Orientalindia.com to attend and vote through remote e-voting on their behalf at the said Meeting.

8. All relevant documents referred to in the accompanying Notice will also be available for electronic inspection without any fee by the unitholders from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2020. Unitholders seeking to inspect such documents can send an email to Oriental InfraTrust@Orientalindia.com.
9. As the AGM will be held through VC, the Route Map is not annexed in this Notice.
10. The Investment Manager, acting on behalf of the Trust, is providing a facility of remote e-voting to the Unitholders as on the cut-off date, being September 18, 2020. For this purpose, the Investment Manager, acting on behalf of the Trust, has engaged services of KFin Technologies Private Limited (KFinTech/KFin), Registrar and Transfer Agent for providing e-Voting services.
 - Remote e-voting facility will be available on the website <https://evoting.karvy.com> from 09.00 am on September 25, 2020 and ends at 05:00 p.m. on September 28, 2020, after which the facility will be disabled by KFinTech and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website <https://evoting.karvy.com>. During this period unitholders' of the Trust, holding units in dematerialised form, as on the cut-off date of September 18, 2020 shall cast their vote electronically.
 - The voting rights of Unitholders shall be in proportion to their units of the paid up unit capital of the Trust as on the cut-off date being September 18, 2020.
11. The Unitholders, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Once a vote is cast by unitholder, he shall not be allowed to alter it subsequently.

EXPLANATORY STATEMENT

Item No. 4

You kind attention is drawn to the fact that as per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the Valuer is required to be appointed to carry out valuation of Oriental InfraTrust. Further, Valuer means any person who is a “registered valuer” under section 247 of the Companies Act, 2013 or as specified by the Board from time to time. With the effect from December 15, 2017, the Companies (Registered Valuer and Valuation) Rules, 2017 (“Valuer Rules”) were notified by Ministry of Corporate Affairs.

In terms of the Valuer Rules read with Section 458 of the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016, Insolvency and Bankruptcy Board of India (IBBI) was established as the authority with respect to registration, recognition and other ancillary matters with respect to valuers. The Valuer Rules, inter alia, provide for conditions such as professional qualifications and experience, passing of examination and training for a person to be considered as a “Registered Valuer”. Accordingly, all the valuers who intend to render valuation services under Valuer Rules shall compulsorily obtain certificate of registration from IBBI which will make concerned individual or firm eligible to act as a Registered Valuer.

Accordingly, it is proposed to appoint Ms. Lata R Gujar More (IBBI Regn No.: IBBI/RV-E/02/2019/103 will undertake all valuation related assignments which are required to be conducted by a Registered Valuer.

Brief Profile Of Ms. Lata R Gujar More

Lata is a Partner with the Advisory Services and leads the Valuations practice of BDO India. She has specialised knowledge in areas of valuation of business, intangibles, IFRS etc. Lata has carried out valuation for Arbitration/disputes, M&As, and Regulatory based valuation involving regulators such as SEBI, RBI, High Court, Income Tax, etc.

Lata has represented before domestic and international arbitration panel as an expert witness for various corporate and supported counsel for cross examination of counter party valuations etc. She has undertaken 1,000+ valuations in her career. Previously, she was the National Head, Corporate Finance Advisory Services with DH Consultants Pvt. Ltd., and a Partner with BDO Haribhakti Consulting Pvt. Ltd.

Lata is a Chartered Accountant from the Institute of Chartered Accountants of India.

For Oriental InfraTrust

By Order of the Board
Indian Technocrat Limited
(as the Investment Manager to Oriental InfraTrust)

Sd/-
Gaurav Puri
Compliance Officer

Instructions for the Members for attending the AGM through Video Conference:

1. Unitholders may note that the ensuing AGM of the Trust will be convened through VC in compliance with the SEBI Circulars. The facility to attend the meeting through VC will be provided by the Investment Manager, acting on behalf of the Trust.
2. The Unitholders through their registered email ids, will receive a web-link for attending the AGM, 2 (two) days before the date of AGM. On the date of AGM at scheduled time, the Unitholders are requested to click on the said link to attend live proceedings of AGM.
3. The facility of joining the AGM through VC will be opened 15 minutes before the scheduled start-time of the AGM.
4. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by sending the request to Mr. Hari Prasad on email ID hariprasad.an@kfintech.com or at email ID OrientalInfraTrust@Orientalindia.com in via their registered email ID..
5. Unitholders can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Unitholders who would like to express their views/ask questions may post their queries/views/questions by sending email to OrientalInfraTrust@Orientalindia.com by mentioning the name, demat account number/folio number, email id, mobile number. The window shall remain active from 10.00 am on Wednesday, September 08, 2020 to 5.00 pm on Friday, September 25, 2020.
8. Unitholders who need assistance before or during the AGM, can contact the Compliance Officer on email: gaurav.puri@orientalindia.com or Tel 9811285599.

Remote Voting through electronic means:

In Compliance with the SEBI Circular, the Investment Manager, acting on behalf of the Trust is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to the unitholders holding units as on September 18, 2020 (end of day), being the cut-off date fixed for determining voting rights of unitholders, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. **Oriental InfraTrust**
- vii. On the voting page, the number of units (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all units and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the units held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorised to vote, also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL_EVENT No.'
- xi. Members can cast their vote online from Friday, September 25, 2020 (09.00 a.m.) till Monday, September 28, 2020 (05.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFinTech on 1800 345 4001 (toll free).