

NOTICE

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting (“AGM”) of the Unitholders (“Unitholders”) of Oriental InfraTrust (“Trust”) will be held on Friday, **28th July 2023** at **02:30 PM IST** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the Unitholders at a common venue, in compliance with Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2023/14 dated January 12, 2023 issued by the Securities and Exchange Board of India (the “SEBI Circular”), to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1:

TO ADOPT AUDITED FINANCIAL STATEMENTS (CONSOLIDATED AND STANDALONE) AS AT AND FOR THE PERIOD ENDED MARCH 31, 2023 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, 2023, together with the respective reports of the Auditors thereon (forming part of Annual Report), 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 2023-24 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 (forming part of Annual Report) of the project companies of the Trust as of March 31, 2023, issued by Ms. Lata R Gujar More, Partner of M/s BDO Valuation Advisory LLP, Valuer (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.”

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. 4

TO SEEK APPROVAL FOR CONTINUATION OF AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 70 YEARS

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 InvIT Documents and other applicable laws:

“RESOLVED THAT pursuant to and in accordance with the InvIT Documents, applicable laws and Paragraph 6.5 of the Nomination and Remuneration Policy of the Trust, approval of the Unitholders of Oriental InfraTrust be and is hereby accorded for continuation of employment of **Ms. Pravin Tripathi** (DIN: 06913463) who has already attained the age of 70 (seventy) years, in the capacity of Independent Director of OIT Infrastructure Management Limited (“Investment Manager of the Trust”), to hold office for a period of 5 years effective from May 26, 2023.

RESOLVED FURTHER THAT the Board of Directors and Compliance Officer of Investment Manager be and are hereby authorized on behalf of Trust to execute such agreements, letters, documents 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.”

For Oriental InfraTrust

By Order of the Board
OIT Infrastructure Management Limited
(as the Investment Manager to Oriental InfraTrust)

Sd/-
Gaurav Puri
Compliance Officer

Date: June 30, 2023
Place: New Delhi

NOTES

1. Securities and Exchange Board of India (“SEBI”) has vide its Circular No. SEBI/HO/DDHS/DDHS_Div2/P/ CIR/2023/14 dated January 12, 2023 (the “SEBI Circular”) has permitted to hold General Meeting of InvITs through Video Conferencing or Other Audio Visual Means (“VC/ OAVM”), without physical presence of the Unitholders at a common venue.
2. In compliance with applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“InvIT Regulations”) read with SEBI Circular, the Annual General Meeting of Oriental InfraTrust is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). The proceedings of the AGM shall be deemed to be conducted at the registered office of the Investment Manager of Trust which shall be the deemed venue of the e-AGM.
3. The Investment Manager, acting on behalf of the Trust has enabled the Unitholders to participate at the 4th AGM through the VC/OAVM facility to be provided by the Investment Manager. The Unitholders through their registered email ids, will receive a web-link for attending the AGM, atleast 2 (two) days before the date of AGM. The Unitholders are requested to click on the said link to attend live proceedings of AGM.
4. Annual Report for the financial year 2022-23 and Notice of the AGM of the Unitholders are being sent to the Unitholders whose email addresses are registered with the Investment Manager, acting on behalf of the Trust or with the depository participant/ depository/Registrar and Transfer Agent.
5. The Investment Manager, acting on behalf of the Trust shall be providing 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. Since this AGM is being held through VC/OAVM, 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 – info@orientalinfratrust.com to attend and vote through remote e-voting on their behalf at the said Meeting. In case there is no change in the authorization provided earlier and the same is still valid, then a confirmation to the same shall be sufficient.
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. 28th July, 2023. Unitholders seeking to inspect such documents can send an email to info@orientalinfratrust.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 21st July, 2023. 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 25th July, 2023 and ends at 05:00 pm on 27th July, 2023, 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 21st July, 2023 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 21st July, 2023.
11. The recorded transcript of the meeting shall be maintained in safe custody of the Investment Manager and shall be uploaded on the website of Trust shortly, after the conclusion of the meeting.
12. 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.
13. The Trust is sending through email, the AGM Notice and Annual Report to the Unitholders whose name is recorded as on Friday, 23rd June, 2023 in the Register of Unitholders or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Units of the Trust and becomes Unitholder of the Trust after Friday, 23rd June, 2023 being the date reckoned for the dispatch of the AGM Notice and who holds Units as on the cut-off date i.e. Friday, July 21, 2023, may obtain the User Id and password in the manner provided in the instructions of the Notice.
14. The Investment Manager has appointed Mr. Chetan Gaur (ACS -37455/COP-19223), Partner, M/s. C Gaur & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the entire voting process i.e. remote e-voting and e-voting at the Meeting, in a fair and transparent manner.
15. The Scrutinizer's decision on the validity of the vote shall be final.
16. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the e-AGM to the Chairman of the Investment Manager or a person authorised by him in writing, who shall countersign the same.

17. The results declared along with the consolidated Scrutinizer's report shall be hosted on the website of the Trust at **<https://orientalinfratrust.com>**, the results shall simultaneously be communicated to the stock exchange .
18. The Resolutions shall be deemed to be passed at the registered office of the Investment Manager on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

EXPLANATORY STATEMENT

ITEM NO. 4

TO SEEK APPROVAL FOR CONTINUATION OF AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 70 YEARS

The Board at its meeting held on 26th May, 2023 had appointed Ms. Pravin Tripathi as a Women Independent Director on the Board of the Investment Manager, for a period of 5 years, in accordance with the SEBI InvIT Regulations and other applicable laws.

Further, it may be noted that as per Paragraph 6.5 of the Nomination and Remuneration Policy, the term of any Independent Director who has attained the age of 70 (seventy) years shall be extended/continued with the approval of the Unitholder by way of Simple Majority;

The Board of Directors of the Investment Manager has appointed and recommended for continuance of Ms. Pravin Tripathi as an Independent Director beyond the age of 70 (seventy) years.

Brief Profile of Ms. Pravin Tripathi

She holds a degree of BA Honors Masters in English Literature from Punjab University. She is a 1973 batch Indian Audit & Accounts Officer and was Deputy Comptroller & Auditor General (Commercial) and the Chairperson of the Audit Board. She has a repertoire of diverse and versatile professional experience of nearly 4 decades working in various capacities, besides handling a gamut of financial and accounting functions in the Govt of India. Ms. Tripathi has handled diverse responsibilities in setting up the Competition Appellate Tribunal. She is a Board member of different companies and gained wider perspective and knowledge of the Company Law, Indian Accounting Standards, SEBI Regulations and RBI Guidelines.

None of the Director(s) and Key Managerial Personnel of Investment Manager or their respective relatives are concerned or interested, financial or otherwise in the resolution mentioned at Item No. 4 of this Notice.

In view of the above, the Board of Directors of the Investment Manager recommends the resolution as set out in Item No. 4 of this notice for approval of the Unitholders by Simple Majority to comply with the InvIT Documents and in the best interest of the Trust and the Unitholders.

For Oriental InfraTrust

By Order of the Board
OIT Infrastructure Management 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, atleast 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 30 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 ***Kfpl.orientalinvit@kfintech.com*** or at email ID ***info@orientalinfratrust.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 with regard to the financial statements or any other matter to be placed at the AGM may post their queries/views/questions by sending email to ***info@orientalinfratrust.com*** by mentioning the name, demat account number/folio number, email id, mobile number, before 5:00 PM (IST) on Monday July 24, 2023. Such questions shall be suitably replied by the Trust.
8. Unitholders who need assistance before or during the AGM, can contact the Compliance Officer on email: ***gaurav.puri@orientalinfratrust.com*** or Tel +91 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 21st July, 2023 (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 (other than individual Unitholders) are given below:

- i. Launch internet browser and type the URL: ***https://evoting.kfintech.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 Tuesday, 25th July, 2023 (09.00 a.m.) till Thursday, 27th July, 2023 (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.kfintech.com> or call KFinTech on **1800 345 4001** (toll free).

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual Unitholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>(i) Visit URL: https://eservices.nsdl.com</p> <p>(ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>(iii) On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>(iv) Click on the company name or e-Voting Service Provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. For those Members who have not registered for the IDeAS e-Services facility of NSDL</p> <p>(i) To register click on link: https://eservices.nsdl.com</p> <p>(ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in points 1.</p> <p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Open URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.</p>

	<p>(iii) A new screen will open. Enter User ID ((that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</p> <p>(v) you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech</p> <p>(vi) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Members who have already registered and opted for Easi / Easiest facility of CDSL to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com</p> <p>(ii) Go to Login and select New System Myeasi / Login to My Easi option under Quick Login</p> <p>(iii) Login with your registered user id and password for accessing Easi / Easiest.</p> <p>(iv) The user will see the e-Voting Menu.</p> <p>(v) Click on Company name or e-Voting service provider i.e. KFintech name to cast your vote during the remote e-Voting period.</p> <p>2. For those Members who have not registered for the Easi/Easiest facility of CDSL</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point 1</p> <p>3. For directly accessing the e-Voting module of CDSL by the Members:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon "E-Voting"</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) On successful authentication, you will enter the e-voting module of CDSL.</p> <p>(vi) Click on the company name or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>Individual Shareholder login through their demat accounts / Website of Depository Participant.</p> <p>Individual Shareholder can also login using the login credentials of his/her demat account through his/her Depository.</p> <p>Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, he/she will be able to see e-Voting option. Click on e-Voting option and he/she will be redirected to NSDL/CDSL Depository site (as may be applicable) after successful authentication wherein he/she can see e-Voting feature.</p> <p>Click on the company name or e-Voting service provider name i.e. Kfintech and then it will be redirected to e-Voting service provider website of Kfintech for casting his/her vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43