

May 30, 2024

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Ref: Symbol: OSEINTRUST

Subject: Annual Secretarial Compliance Report for the financial year ended on March 31, 2024

Dear Sir/Ma'am,

Pursuant to Regulation 26J of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, we hereby submit the Annual Secretarial Compliance Report of Oriental InfraTrust (acting through its Investment Manager – OIT Infrastructure Management Limited) for the financial year ended on March 31, 2024, issued by MMJB & Associates LLP, Company Secretaries, Mumbai.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,
For **OIT Infrastructure Management Limited**
(as Investment Manager of Oriental InfraTrust)

Gaurav Puri
Compliance Officer

Cc:
Axis Trustee Services Limited
The Ruby | 2nd Floor | SW | 29 Senapati Bapat Marg |
Dadar West | Mumbai- 400 028
Tel Direct # 022 - 62300440

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund - West, Mumbai – 400080, (T) 022-21678100
LLPIN: AAR-9997

Secretarial Compliance Report of Oriental InfraTrust For the year ended March 31, 2024

To,
Oriental InfraTrust
*(Acting through its Investment Manager -
OIT Infrastructure Management Limited)*
3rd Floor, Plot No.8, Sector: B-7,
Local Shopping Complex,
Vasant Kunj, New Delhi – 110070.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Oriental InfraTrust** (hereinafter referred as “the InvIT”), acting through its Investment Manager – OIT Infrastructure Management Limited) (hereinafter referred as “the investment manager”), having its registered office at 3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, Vasant Kunj, New Delhi – 110070. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Investment Manager books, papers, minutes books and other records maintained by the Investment Manager and also the information provided by the Investment Manager, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the InvIT has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, MMJB & Associates LLP, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **OIT Infrastructure Management Limited**
- (b) the filings/submissions made by the investment manager to the Stock Exchanges,
- (c) website of the **Oriental InfraTrust** (“the InvIT”),
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2024 (‘Review Period’) in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (hereinafter referred to as "InvIT Regulations");
- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(to the extent applicable to the InvIT)**;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the InvIT during the review period)**
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "PIT Regulations")

and circulars/ guidelines issued thereunder;

Based on above examination, we hereby report that, during the review period:

- (a) The Investment Manager of the InvIT has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 26H(1) of InvIT Regulations Governing Board of the investment manager shall comprise of not less than six directors and have not less than one-	The Composition of Governing Board was brought in Compliance of Reg 26H(1) of InvIT Regulations with effect from May 25, 2023.	The Governing Board of investment manager did not comprise of six Directors including one-woman independent director from April 01, 2023 to May 25, 2023. However, no Board Meeting of the investment manager was convened till May 25, 2023, In the first convened meeting of the board of directors during the financial year, the

	woman independent director.		investment manager has appointed Mrs. Pravin Tripathi as additional non-executive independent director on May 26, 2023, post which the Governing Board is in compliance with the InvIT Regulations and the composition of the Governing Board was complete for all the Board Meetings conducted during the Review Period.
2.	Regulation 26G of InvIT Regulations read with Regulation 18 of Listing Regulations As per Regulation 18(1)(b) of Listing Regulations at least two-thirds of the members of audit committee shall be independent directors	Audit Committee Composition was brought in compliance with effect from February 09, 2024.	Audit Committee of the InvIT consists of 5 Members out of which only 3 were independent director. However, in Board Meeting dated February 10, 2024, the Committee was re-constituted and Composition of the committee is in compliance with the Regulation thereafter. In this regard, it is pertinent to note that Mrs. Pravin Tripathi, an independent director attended each of the audit committee meeting prior to February 10, 2024, as an invitee, so accordingly there was presence of 4 Independent Director in all Audit Committee Meeting post her appointment on May 26, 2023.

(b) The investment manager of the InvIT has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the InvIT, parties to the InvIT, its promoters, directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Actions taken against the InvIT, its promoters and directors

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited ("NSE")	The InvIT was non-compliant with provisions of Regulation 3(5)	Non-Compliance e-mail from NSE	The InvIT has taken remedial actions to the satisfaction of NSE and is in compliance with the Regulation 3(5)

		and/or Regulation 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015		and/or Regulation 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015
2.	Securities and Exchange Board of India	Erroneous disclosure of Credit Rating in Annual Report.	Administrative Warning Letter under Thematic Inspection of the Trust	The InvIT has issued a clarification regarding its Annual Report on the stock exchange, addressing and rectifying a discrepancy concerning the credit rating in relation to its bank loan facility.

Action taken against the Parties to InvIT, its promoters and directors (basis the details provided by the Parties to the InvIT):

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Securities and Exchange Board of India	Action in relation to one of the InvIT client of the Axis Trustee Services Limited. ("ATSL").	Administrative warning issued vide letter dated June 09, 2023.	-
2	Securities and Exchange Board of India	Action in relation to thematic inspection on debenture trustees.	Administrative warning and Advisory issued vide letter dated August 08, 2023 and September 12, 2023, respectively.	-
3.	Securities and Exchange Board of India	Action in relation to thematic inspection by debenture trustee with respect to creation of charge on the security for the listed debt securities as required under SEBI circular SEBI/HO/MIRSD/C RADT/CIR/P/2020/218 dated November 03, 2020.	Administrative warning issued vide letter dated October 23, 2023.	-
4.	Securities and Exchange Board of India	Action in relation to Inspection of Custodian activities of Axis Bank Limited	Administrative warning issued vide letter dated August 28, 2023.	-

		Custodial Services (Axis).		
--	--	-------------------------------	--	--

(d) The investment manager of the InvIT has taken following actions to comply with the observations made in previous reports as specified below:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the actions taken by the InvIT
NIL				

**For MMJB & Associates LLP
Company Secretaries**

DEEPTI
AMEY
KULKARNI

Digitally signed by
DEEPTI AMEY
KULKARNI
Date: 2024.05.30
16:24:06 +05'30'

**Deepti Kulkarni
Designated Partner**

ACS.: 34733

CP. No. 22502

PR. No. 2826/2022

UDIN: A034733F000493444

Date: May 30, 2024

Place: Mumbai