

NOTICE

NOTICE is hereby given that the 5th Annual General Meeting (“**AGM**”) of the Unitholders (“**Unitholders**”) of Oriental InfraTrust (“**Trust**”) will be held on Monday, **29th July 2024** at **02:30 PM** IST through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”) without the physical presence of the Unitholders and the deemed venue for the meeting shall be at the principal place of business of the Trust, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (“**SEBI InvIT Regulations**”) read with SEBI circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (the “**SEBI Circular**”) and other relevant circulars issued by SEBI in this regard, from time to time, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1

TO ADOPT AUDITED FINANCIAL STATEMENTS (CONSOLIDATED AND STANDALONE) OF ORIENTAL INFRA TRUST AS AT AND FOR THE PERIOD ENDED MARCH 31, 2024 TOGETHER WITH THE AUDITORS’ REPORTS THEREON AND MANAGEMENT DISCUSSION AND ANALYSIS

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, 2024, together with the respective reports of the Auditors thereon (forming part of Annual Report) and Management Discussion & Analysis be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Team of OIT Infrastructure Management Limited (the “**Investment Manager**”) be and are hereby severally authorized on behalf of the Trust to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers and to do all acts, deeds, things, and matters as may be required or are

necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of the Trust, as it may deem fit.”

ITEM NO. 2

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF THE STATUTORY AUDITORS 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 provisions of Regulations 10(5), 21, 22 and other 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, in consultation with Axis Trustee Services Limited (“**Trustee**”) and Policy on appointment of Auditor (the “**Policy**”) and on the recommendation of Audit Committee and Board of Directors (“**Board**”) of OIT Infrastructure Management Limited (“**Investment Manager**” or “**IM**”), M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. – 001076N/N500013), be and are hereby re-appointed as the Statutory Auditors of Oriental InfraTrust (“**Trust**”) for a period of second term of five consecutive years, who shall hold office from the date of conclusion of 5th Annual General Meeting of the Trust till the date of conclusion of the 10th Annual General Meeting of the Unitholders, at the remuneration of upto Rs. 7,40,50,000/- (excluding applicable taxes and out of pocket expenses), details of the remuneration be mentioned in the explanatory statement which forms part of the notice, and on such terms and conditions as may be mutually agreed by and between the Investment Manager and the Statutory Auditor of the Trust.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Team of Investment Manager on behalf of Trust, be and are hereby jointly or severally 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 OF THE ASSETS OF ORIENTAL INFRA TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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 Oriental InfraTrust (“Trust”) as at March 31, 2024, issued by the Valuer of the Trust, M/s RBSA Valuation Advisors LLP (Registration No.: IBBI/RV-E/05/2019/110), 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 Board of Directors and Key Managerial Team of Investment Manager on behalf of Trust, be and are hereby jointly or severally 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 CONSIDER THE RATIFICATION OF THE APPOINTMENT OF 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, as amended:

“**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, 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 M/s RBSA Valuation Advisors LLP (Registration No.:

IBBI/RV-E/05/2019/110) as the Valuer of Oriental InfraTrust (“**Trust**”) and its Project Special Purpose Vehicles (SPVs) for a period of 4 years vide Unitholders approval through postal ballot dated July 27, 2023, be and is hereby ratified in the ensuing AGM for FY 2024-2025, on such terms and conditions including remuneration, as may be mutually agreed by and between the Investment Manager and the Valuer.

RESOLVED FURTHER THAT Board of Directors and Key Managerial Team of Investment Manager on behalf of Trust, be and are hereby jointly or severally 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.”

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 28, 2024
Place: New Delhi

Principal Place of Business/Registered Office and Contact Details of Trust

Oriental InfraTrust
3rd Floor, Plot No.8, Sector B-7
Local Shopping Complex, Vasant Kunj, New Delhi-110070
SEBI Registration Number: IN/InvIT/18-19/0011
Tel: +91 11- 49531100
E-mail: info@orientalinfratrust.com
Website: <https://orientalinfratrust.com>
Compliance Officer: Mr. Gaurav Puri

Registered Office and Contact Details of the Investment Manager:

OIT Infrastructure Management Limited
CIN: U74140DL1980PLC010753
Unit No. 307A, 3rd Floor, Worldmark-2,
Asset Area No.8, Aerocity, IGI Airport, New Delhi-110037
Tel: +91-11-44454600

NOTES

1. Securities and Exchange Board of India (“SEBI”) has vide its Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (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. Hence, Unitholders can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the principal place of business of the trust.
2. The explanatory statement stating all material facts and the reasons for the proposed resolution is annexed herewith.
3. Annual Report for the financial year 2023-2024 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.
4. The Copy of the Notice along with the Annual report is also uploaded on the website of the Company at www.orientalinfratrust.com, the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, respectively and on website of KFIN at <https://evoting.kfintech.com/>. Unitholders whose e-mail addresses are not registered (“Unregistered Unitholders”), will be intimated through SMS / Mobile Calls, by the RTA.
5. The Investment Manager, acting on behalf of the Trust shall be providing the facility to Unitholders 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 / Authorization letter, etc. by mailing a copy to email ID – info@orientalinfratrust.com/ csgaur1989@gmail.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. 29th July, 2024. Unitholders seeking to inspect such documents can send an email to info@orientalinfratrust.com.
9. As the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

10. **Remote e-Voting:** 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 19th July, 2024. For this purpose, the Investment Manager, acting on behalf of the Trust, has engaged services of KFin Technologies Limited (KFinTech/Kfin), Registrar and Transfer Agent (“RTA”) of Oriental InfraTrust for providing e-Voting services.
 - Remote e-voting facility will be available on the website <https://evoting.kfintech.com> from 09:00 am (IST) on 26th July, 2024 till 05:00 pm (IST) on 28th July, 2024, 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.kfintech.com>. During this period, Unitholders of the Trust, holding units in dematerialised form, as on the cut-off date of 19th July, 2024 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 19th July, 2024.
11. **Voting during the AGM:** Unitholders present at the AGM through VC and have not cast their vote on resolutions through remote e-voting prior to the AGM and otherwise not barred from doing so, may cast their vote during the AGM through the e-voting system provided by M/s KFin Technologies Limited (“KFinTech”), the Registrar and Transfer Agent (“RTA”) of Oriental InfraTrust during AGM. Kindly refer Notes to this Notice for detailed instructions for voting during the AGM.
12. 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.
13. Only those Unitholders, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on resolutions through a remote e-Voting and are otherwise not barred from doing so, may cast their vote during the AGM through the e-Voting system in the AGM.
14. 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.
15. The Trust is sending through email, the AGM Notice and Annual Report to the Unitholders whose name is recorded as on Friday, 21st June, 2024 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, 21st June, 2024 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 19, 2024, may obtain the User Id and password in the manner provided in the instructions of the Notice.
16. 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.

17. The Scrutinizer's decision on the validity of the vote shall be final.
18. 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.
19. 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 .
20. The Resolutions shall be deemed to be passed at the principal place of business of the trust on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
21. The Securities and Exchange Board of India (the "SEBI") has mandated the submission of a Permanent Account Number ("PAN") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
22. Unitholders who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically.
23. Unitholders are requested to send their queries, if any, to the Investment Manager at least 10 days prior to the AGM to enable the Investment Manager to provide the required information.
24. The Unitholders can join the Annual Meeting in the VC/OAVM mode 15 minutes before the scheduled time for commencement of Meeting and after the commencement of Meeting by following the procedure mentioned in the Notice. The facility for participation at the Meeting through VC/OAVM will be made available for all Unitholders. The detailed instructions for joining the Meeting through VC/OAVM forms part of the Notes to this Notice.
25. Instructions for attending the AGM through VC/OAVM and remote e-voting (before and during the AGM) are given below:

A. Instructions for the Unitholders voting electronically are as under:

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 19th July, 2024 (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 Unitholder 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 before AGM (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. Unitholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. 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.
- xi. Corporate/institutional Unitholders (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.'

- xii. Unitholders can cast their vote online from Friday, 26th July, 2024 (09.00 a.m.) till Sunday, 28th July, 2024 (05.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xiii. 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).

B. Instructions for all the Unitholders for attending the AGM through VC and e-Voting during the meeting

- i. Unitholders will be provided with a facility to attend the AGM through VC platform provided by KFintech. Unitholders may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
- ii. Facility for joining AGM through VC shall open atleast 15 minutes before the commencement of the Meeting. The facility for joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM.
- iii. Unitholders are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Unitholders will be required to grant access to the webcam to enable VC. Further, Unitholders 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.
- v. Since the trust is required to provide the Unitholders the facility to cast their vote by electronic means, Unitholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date and not casting their vote electronically, may cast their vote during the e-AGM.
- vi. The Unitholders who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The Unitholders may click on the voting icon displayed on the screen to cast their votes.

- vii. The e-voting window shall be activated upon instruction from the chairman during the AGM.
- viii. Unitholders who have cast their votes through remote e-voting may also attend the e-AGM. However, those Unitholders are not entitled to cast their vote again in the e-AGM.
- ix. A Unitholder can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Unitholder cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- x. Institutional Unitholders are encouraged to attend and vote at the AGM through VC.
- xi. During the AGM, the Chairman shall, after responding to the questions raised by the Unitholders in advance at the AGM, formally propose to the Unitholders participating through VC Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Unitholders participating through VC Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- xii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the and declare the result of the voting forthwith.
- xiii. The results of voting declared along with the Scrutinizer's Report shall be placed on the trust website <https://orientalinfratrust.com> and on the website of KFintech immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- xiv. Unitholders can submit their questions in advance with regards to the financial statements or any other matter to be placed at the AGM may send their questions from their registered email address mentioning their name, DP ID and Client ID/folio number, mobile number at info@orientalinfratrust.com at least 10 days prior to the date of AGM. The Chairman or the concerned person shall respond to the queries. Such questions by the shall be taken up during the meeting and replied by the company suitably.
- xv. Due to limitations of transmission and co-ordination during the Q&A session, the trust may dispense with the speaker registration during the e-AGM Conference.

The Unitholders, whose names appear in the Register of Unitholders / list of Beneficial Owners as on Friday, July 19, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

A person who is not a Unitholder as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently.

In case a person has become a Unitholder of the trust after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the Unitholder is registered against Folio No./ DP ID Client ID, the unitholder may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the Unitholder is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the unitholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Unitholders who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com .

In case of any query and/or grievance, in respect of voting by electronic means, Unitholders may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) at evoting@kfintech.com or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.

General Instructions for best VC experience:

- a. Unitholders can participate in the AGM through their desktops/smartphones/laptops etc. However, for a better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with Google Chrome/Safari/ Firefox and high-speed internet connectivity.
- b. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches. In order to enable ease of participation of the Unitholders, we are providing below the key details regarding the AGM:

Particulars	Details
Date and Time of AGM	Monday, July 29, 2024 at 2:30 PM (IST)
Link for live webcast of the AM and for participation through VC/OAVM	https://emeetings.kfintech.com/
Link for remote e-Voting	https://evoting.kfintech.com/
Username and Password for VC/OAVM	Unitholders may attend the AGM through VC/OAVM by accessing the link https://emeetings.kfintech.com by using the login credentials. Please refer to the instructions forming part of the Notice of AGM
Helpline number for VC/OAVM participation and e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at evoting@kfintech.com
Cut-off date for e-Voting	July 19, 2024
Time period for remote e-Voting	July 26, 2024, 9 a.m. IST and will end on July 28, 2024, 5 p.m. IST

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 Unitholders 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 Unitholders holding securities in Demat mode with NSDL	<p>1. Unitholders 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 Unitholders 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 Unitholders holding securities in demat mode with CDSL</p>	<p>1. Unitholders 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 Unitholders 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 Unitholders (holding securities in demat mode) login through their Depository Participants</p>	<p>Individual Unitholder login through their demat accounts / Website of Depository Participant.</p> <p>Individual Unitholder 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>

Important note: Unitholders 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 Unitholders 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

EXPLANATORY STATEMENT

The following statement sets out the material facts and reasons for the proposed resolutions stated in the accompanying notice above:

ITEM NO. 2

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF THE STATUTORY AUDITORS AND FIX THEIR REMUNERATION

M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. – 001076N/N500013) were appointed as Statutory Auditor (“SA”) of Oriental InfraTrust (“Trust”) for their first term of five consecutive years at the time of initial offering by the Trust. Further, as per SEBI (InvIT) Regulations, 2014, an audit firm can act as SA of an InvIT for two terms of five consecutive years.

Accordingly, in consultation with the Axis Trustee Services Limited (“Trustee”) and in terms of the Policy for appointment of the Auditor (“Policy”), it is proposed to re-appoint Walker Chandiook & Co. LLP as SA for a second term of five consecutive years from the date of conclusion of the 5th Annual General Meeting till the date of conclusion of the 10th Annual General Meeting of the Unitholders of the Trust at a remuneration of upto Rs. 7,40,50,000/- (excluding applicable taxes and out of pocket expenses), the break-up of the remuneration FY wise is mentioned hereinbelow:

FY 25	FY26	FY27	FY28	FY29	Total (in Rs.)
1,37,00,000	1,42,00,000	1,48,00,000	1,53,50,000	1,60,00,000	7,40,50,000

Walker Chandiook & Co. LLP have given their consent to act as the SA of Trust and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under InvIT Regulations and other applicable laws and they have not been disqualified in any manner from continuing as SA. They do not have any financial interest in or association with the Trust or its Sponsors, Directors and management which may lead to conflict of interest.

The Board of Directors of the Investment Manager, based on the recommendation of the Audit Committee had at its meeting held on May 07, 2024, approved the re-appointment of Walker Chandiook & Co. LLP as SA for the aforesaid period, subject to approval of the Unitholders.

For information about Walker Chandiook & Co. LLP, please visit <https://www.grantthornton.in/en/about/>

Further, in terms of the InvIT Regulations, approval of the Unitholders for appointment of SA is required.

The Board of Directors of the Investment Manager recommends the resolution No. 2 to the Unitholders for their approval.

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. 2 of this Notice.

ITEM NO. 4

TO CONSIDER THE RATIFICATION OF THE APPOINTMENT OF VALUER

As per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars issued thereon (“**SEBI InvIT Regulations**”), a valuer is required to be appointed to carry out the valuation of the assets of Oriental InfraTrust (“**Trust**”) and no valuer shall undertake valuation of the same project for more than 4 years consecutively.

Since the term of BDO Valuation Advisory LLP (“**Former Valuer**”) came to an end, the Investment Manager, in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Trust) in accordance with the applicable provisions of the InvIT Regulations and vide approval of the Unitholders dated July 27, 2023 via postal ballot appointed M/s RBSA Valuation Advisors LLP (Registration No.: IBBI/RV-E/05/2019/110), as Valuer of the Trust and all its Project SPVs for a period of 4 years starting from FY 2023-2024.

Accordingly, under Item No 4 of the accompanying Notice, the Unitholders are requested to ratify the appointment of M/s RBSA Valuation Advisors LLP (Registration No.: IBBI/RV-E/05/2019/110), as Valuer of the Trust and all its Project SPVs in the ensuing AGM for FY 2024-2025.

For information about RBSA, please visit <https://rbsa.in/>.

M/s RBSA Valuation Advisors LLP has given his consent to act as the Valuer to carry out valuation of all special purpose vehicles of Trust and have confirmed that the said appointment is in accordance with the conditions prescribed under InvIT Regulations. Further, they do not have any financial interest in or association with the Trust or its Sponsors, Directors and management which may lead to conflict of interest.

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.

For Oriental InfraTrust

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

Sd/-
Gaurav Puri
Compliance Officer



ORIENTAL INFRA TRUST



Principal Place of Business/Registered Office and Contact Details of Trust

Oriental InfraTrust

3rd Floor, Plot No.8, Sector B-7
Local Shopping Complex, Vasant Kunj, New Delhi-110070
SEBI Registration Number: IN/InvIT/18-19/0011
Tel: +91 11- 49531100
E-mail: info@orientalinfratrust.com
Website: <https://orientalinfratrust.com>
Compliance Officer: Mr. Gaurav Puri

Registered Office and Contact Details of the Investment Manager:

OIT Infrastructure Management Limited
CIN: U74140DL1980PLC010753
Unit No. 307A, 3rd Floor, Worldmark-2,
Asset Area No.8, Aerocity, IGI Airport, New Delhi-110037
Tel: +91-11-44454600