

July 29, 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: Proceedings and Voting Results of 5th Annual General Meeting of Unitholders of Oriental InfraTrust held on July 29, 2024

Dear Sir/Madam,

With reference to the captioned subject, we, the Investment Manager of Oriental InfraTrust ("**Trust**"), hereby submit the proceedings and voting results along with the scrutinizer report of the business transacted at the 5th Annual General Meeting ("**AGM**") of the Unitholders of the Trust held on Monday, July 29, 2024 at 2:30 P.M through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**"), in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**") read with SEBI master circular bearing reference no. SEBI/HO/DDHSPoD-2/P/CIR/2024/44 dated May 15, 2024 (the "**SEBI Master Circular**") and other relevant circulars issued by SEBI in this regard, from time to time, and read with notice sent to the Unitholders dated June 28, 2024.

In connection with the same, please find enclosed herewith the following:

- a) Summarised proceedings of 5th Annual General Meeting, attached and marked as **Annexure I**
- b) Consolidated voting results of the remote e-voting and e-voting carried out at the AGM, attached and marked as **Annexure II**
- c) Scrutinizer's Report on the voting results dated July 29, 2024, is attached and marked as **Annexure III**

The meeting commenced at 02:30 PM and concluded at 02:55 PM (including the time allowed for e-voting at the Annual General Meeting).

The aforesaid annexures will also be hosted and available on the website of Trust i.e. www.orientalinfratrust.com.

You are requested to please take the same on record.

Yours Faithfully,

OIT Infrastructure Management Limited

(as the Investment Manager to 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, Maharashtra, India

ANNEXURE-I

SUMMARIZED PROCEEDINGS OF 5TH ANNUAL GENERAL MEETING

The 5th Annual General Meeting (“**AGM**”) of Oriental InfraTrust (“**Trust**”) was held on Monday, July 29, 2024, at 2.30 P.M. IST, through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) without the physical presence of the Unitholders at a common venue, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**SEBI InvIT Regulations**”) read with SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (the “**SEBI Master Circular**”) and other relevant circulars issued by SEBI in this regard, from time to time.

PRESENT

The following directors and KMPs were present at the meeting:

1.	Ms. Pravin Tripathi	Independent Director, Chairman of the meeting
2.	Mr. Deepak Dasgupta	Independent Director
3.	Mr. Ajit Mohan Sharan	Independent Director
4.	Mr. Surinder Singh Kohli	Independent Director
5.	Mr. Jitendra Kumar	Chief Executive Officer
6.	Mr. Ashish Jasoria	Chief Financial Officer
7.	Mr. Gaurav Puri	Compliance officer

The commencement time of the meeting was 2:30 PM, however, the access for joining the meeting was granted from 2:00 PM for all the Unitholders and other invitees.

At 2:30 PM, Mr. Gaurav Puri, Compliance Officer, welcomed all the Unitholders, Directors, Auditors and all invitees, who had joined the 5th Annual General Meeting of the Trust through Video Conferencing/Other Audio-Visual Means. He stated that in accordance with the SEBI InvIT Regulations read with SEBI Circulars, the 5th AGM of Trust is being held through Video Conferencing without the physical presence of Unitholders at a common venue.

Thereafter, he introduced the Board Members, Key Managerial Team present through Video Conferencing from their respective locations and informed that the Authorised Representatives of

the Trustee (Axis Trustee Services Limited), Statutory Auditors (Walker Chandiok & Co LLP), scrutinizer have also joined the meeting.

He informed at the meeting that the other directors of the IM who have expressed their inability to join the AGM due to their pre-occupation were Mr. Sanjit Bakshi and Mr. Ranveer Sharma.

The Chairman of last meeting of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were also present at the meeting.

Thereafter, he apprised the Unitholders about certain information in relation to AGM including engagement of services of KFin Technologies Limited, the Registrar and Transfer Agent (“RTA/Moderator”) of the Trust for e-voting facility before the AGM, for participation in the Annual General Meeting through VC facility and e-voting during the AGM.

Further, he stated that the trust had provided a facility to the Unitholders to exercise their votes on the resolutions proposed in the notice dated June 28, 2024, through the remote e-voting facility. The Cut-off date for determining voting rights of Unitholders entitled to participate in the voting process was Friday, July 19, 2024. Further, the e-voting period remained open from Friday, July 26, 2024 at 09:00 a.m. (IST) till Sunday, July 28, 2024 at 05:00 p.m. (IST).

Further, the Unitholders were apprised that Mr. Chetan Gaur, Practicing Company Secretary, has been appointed as the scrutinizer (**“Scrutinizer”**) for scrutinizing the process of remote e-voting held prior and e-voting during the AGM.

Mr. Gaurav Puri, Compliance officer stated that since all the resolutions mentioned in the notice of the Annual Meeting have already been put to vote through e-voting, there will be no proposing or seconding of the resolutions

Thereafter, Ms. Pravin Tripathi, was elected as the Chairman of the meeting.

Ms. Pravin Tripathi, Chairman of the meeting, welcomed all the Unitholders, Directors, Auditors, Key Managerial Team and other invitees present at the meeting. She expressed her sincere appreciation to the sponsors, trustees, auditors and all other advisors for their support and expertise. Finally, she extended her deepest gratitude to the esteemed Unitholders as their continued belief is the driving force behind Oriental InfraTrust success and growth over the years.

Further, Mr. Gaurav Puri, Compliance Officer requested Ms. Pravin Tripathi, Chairman of the meeting to confirm on whether there were any qualifications/observations in the auditor's report.

Ms. Pravin Tripathi, Chairman of the meeting, confirmed that there were no qualifications, observations or comments in the auditor's report.

Thereafter, Mr. Gaurav Puri, Compliance Officer requested the Scrutinizer, Mr. Chetan Gaur to confirm number of votes already exercised through e-voting.

Mr. Chetan Gaur, confirmed that voting for 37,63,69,811 units out of 58,30,78,789 units (outstanding units of the trust) has been exercised till the e-voting closure date.

Mr. Gaurav Puri, further stated that as confirmed by the Scrutinizer, voting for 37,63,69,811 units has already been exercised through e-voting and voting for remaining units has not been exercised till now, thus, such Unitholders, if present at the meeting may choose to exercise their vote at the meeting and further that the consolidated results along with the report of Scrutinizer shall be sent to stock exchanges and also be uploaded on the Company's website within the prescribed timelines.

Further, the Chairman stated that she is satisfied with all reasonable efforts made by the Investment Manager of Oriental InfraTrust to enable Unitholders to participate and vote on the items being considered in the meeting and she read out the items set out in the Notice of AGM for discussion and voting at the meeting.

With the permission of the chair, the Notice of the 5th Annual General Meeting together with the Financial statements as on March 31, 2024 and Auditor' Report was taken as read.

Thereafter, Ms. Pravin Tripathi, Chairman of the meeting read out the following items discussed and voted:

S.No	Resolutions
1.	Adoption of Audited Financial Statements (Consolidated and Standalone) of Oriental InfraTrust as at and for the period ended March 31, 2024 together with the Auditors' Reports thereon and Management Discussion and Analysis.
2.	To consider and approve the re-appointment of the Statutory Auditors and fix their remuneration.
3.	To adopt the valuation report of the assets of Oriental InfraTrust for the financial year ended March 31, 2024.
4.	To consider the ratification of the appointment of Valuer.

The Chairman requested Mr. Chetan Gaur, Scrutinizer to confirm, if there was any query from the Unitholders shared in advance, the scrutinizer confirmed that there were no queries received by the Unitholders.

Then, the Chairman stated that as there are no queries received from the Unitholders in advance in accordance with the Notice of the AGM, she presented a vote of thanks. Further, she stated that the e-voting facility would remain open for 15 minutes after the conclusion of the meeting so as to enable the Unitholders to cast their vote, who have not yet cast their vote on the resolutions and who are otherwise not barred from doing so.

Chairman also thanked the Unitholders, fellow Board members and invitees for participating in the Annual General Meeting of the Trust.

Chairman then announced the closure of Annual General Meeting of the Trust. The meeting concluded at 2:55 P.M. (IST) including the time allowed for e-voting at the Annual General Meeting.

Annexure II

Consolidated voting results of the remote e-voting and e-voting carried out at the AGM

Date of the Annual General Meeting of the Unitholders	Monday, July 29, 2024
Total number of Unitholders on record date	9
No. of Unitholders present in the meeting either in person or through Proxy	NA
No. of Unitholders present through video conferencing (including Sponsors)	3
Sponsor /Investment Manager/Project Manager and their associates/ related parties:	2

The details of the business transacted/results of the meeting of the Unitholders:

S.No	Agenda	Resolution Required	Remarks
1	To adopt Audited Financial Statements (Consolidated and Standalone) of Oriental InfraTrust as at and for the period ended March 31, 2024 together with the Auditors' Reports thereon and Management Discussion and Analysis.	Resolution to be passed by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.	Resolution was passed with Simple majority.
2	To consider and approve the re-appointment of the Statutory Auditors and fix their remuneration	Resolution to be passed by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.	Resolution was passed with Simple majority.

3	To adopt the Valuation Report of assets of Oriental InfraTrust for the financial year ended March 31, 2024	Resolution to be passed by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014	Resolution was passed with Simple majority.
4	To consider the ratification of appointment of Valuer	Resolution to be passed by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014	Resolution was passed with Simple majority.

Voting Results of the resolutions mentioned in the Notice of the 5th Annual General Meeting of the Unitholders of Oriental InfraTrust:

RESOLUTION 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

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting and e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public - Institutions	Remote e-voting and e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public - Non Institutions	Remote e-voting and e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESOLUTION 2: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF THE STATUTORY AUDITORS AND FIX THEIR REMUNERATION

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting and e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public - Institutions	Remote e-voting and e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public - Non Institutions	Remote e-voting and e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESOLUTION 3: TO ADOPT THE VALUATION REPORT OF ASSETS OF ORIENTAL INFRA TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting and e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public - Institutions	Remote e-voting and e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public - Non Institutions	Remote e-voting and e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESOLUTION 4: TO CONSIDER THE RATIFICATION OF APPOINTMENT OF VALUER

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/ Investment Manager/ Project Manager and their associates related Parties	Remote e-voting and e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public - Institutions	Remote e-voting and e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public - Non Institutions	Remote e-voting and e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0



C GAUR & ASSOCIATES

COMPANY SECRETARIES

LS-4, YC Co-working House, Plot No 94, Dwarka Sector 13, Opp Radisson Blu
Hotel, New Delhi 110078 Mobile:+919953701510|Email:cschetangaur@gmail.com

Annexure-III

Report of Scrutinizer

To,

The Board of Directors
OIT Infrastructure Management Limited
(Formerly known as Indian Technocrat Limited)
(acting in its capacity as the Investment Manager on behalf of Oriental InfraTrust)

Fifth (5th) Annual General Meeting of the Unitholders of Oriental InfraTrust held on Monday, July 29, 2024 at 2.30 P.M. through Video Conferencing/ Other Audio - Visual Means.

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Fifth (5th) Annual General Meeting ("AGM") of the Unitholders of Oriental InfraTrust (the "Trust/InvIT") held on Monday, July 29, 2024 through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")

Dear Sir/Madam,

I, Chetan Gaur, Proprietor of M/s. C Gaur & Associates, Practicing Company Secretaries, Delhi, have been appointed as the Scrutinizer by the **OIT Infrastructure Management Limited** *(acting in its capacity as the Investment Manager to Oriental InfraTrust)* to scrutinize the entire voting process i.e. remote e-voting and e-voting at the AGM of the Trust, in a fair and transparent manner.

Scrutinizer's Responsibility

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the Unitholders in respect of resolutions contained in the Notice of AGM. My report is based on verification of the votes received through remote e-voting by 17:00 hours IST on Sunday, July 28, 2024 and the e-voting conducted at the AGM.

I submit my report as under:

- (1) Remote e-voting facility was provided to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of AGM was started on Friday, July 26, 2024 from 09:00 hours till and ended on Sunday, July 28, 2024 at 17:00 hours IST.
- (2) The facility for e-voting through other electronic means was also made available to the Unitholders, present at the AGM who had not cast their vote earlier through remote e-voting.
- (3) Voting rights were reckoned on the paid-up value of the units registered in the name of the Unitholder on the cut-off date i.e. Friday, July 19, 2024.
- (4) After conclusion of the AGM, the votes received till 17:00 hours IST on Sunday, 28th July 2024 through remote e-voting and through e-voting at the meeting were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date obtained from the Registrar and Transfer Agents of the Trust.
- (5) No invalid votes were received through remote e-voting.
- (6) I now submit my consolidated report as under on the Voting Results of the resolutions mentioned in the notice of AGM of the Trust:

ITEM NO 1: TO ADOPT THE AUDITED FINANCIAL STATEMENTS (CONSOLIDATED AND STANDALONE) OF ORIENTAL INFRA TRUST AS AT AND FOR THE PERIOD ENDED MARCH 31, 2024 TOGETHER WITH THE AUDITOR'S REPORT THEREON AND MANAGEMENT AND DISCUSSION ANALYSIS

Resolution by way of Simple Majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders, so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)= (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/Investment Manager/Project Manager and their associates related parties	Remote e-voting & e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public -Institutions	Remote e-voting & e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public – Non Institutions	Remote e-voting & e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESULT

As the number of votes casted in favour of the resolution was more than the number of votes casted against the resolution, we report that Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with simple majority.

ITEM NO 2: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF STATUTORY AUDITOR AND FIX THEIR REMUNERATION

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders, so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/Investment Manager/Project Manager and their associates related parties	Remote e-voting & e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0

Public -Institutions	Remote e-voting & e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public – Non Institutions	Remote e-voting & e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESULT

As the number of votes casted in favour of the resolution was more than the number of votes casted against the resolution, we report that Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with simple majority.

ITEM NO 3: TO ADOPT THE VALUATION REPORT OF ASSETS OF ORIENTAL INFRA TRUST FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

Resolution by way of simple majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders, so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/Investment Manager/Project Manager and their associates related parties	Remote e-voting & e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public -Institutions	Remote e-voting & e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public – Non Institutions	Remote e-voting & e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESULT

As the number of votes casted in favour of the resolution was more than the number of votes casted against the resolution, we report that Item no.3 as set out in the Notice of the AGM is passed in favour of the resolution with simple majority.

ITEM NO 4: TO CONSIDER THE RATIFICATION OF THE APPOINTMENT OF VALUER

Resolution by way of Simple Majority (i.e. where the votes cast in favour of a resolution are required to be more than the votes cast against the resolution by Unitholders, so entitled and voting) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

Category	Mode of Voting	No. of units held (1)	No. of units polled (2)	% of votes polled on outstanding units (3)=(2)/(1) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes Against on votes polled (7)=(5)/(2)*100
Sponsors/Investment Manager/Project Manager and their associates related parties	Remote e-voting & e-voting during the AGM	344945827	196369811	56.93	196369811	0	100	0
Public -Institutions	Remote e-voting & e-voting during the AGM	238132962	180000000	75.59	180000000	0	100	0
Public – Non Institutions	Remote e-voting & e-voting during the AGM	0	0	0	0	0	0	0
TOTAL		583078789	376369811	64.55	376369811	0	100	0

RESULT

As the number of votes casted in favour of the resolution was more than the number of votes casted against the resolution, we report that Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with simple majority.

The aforesaid result of voting by Unitholders through remote e-voting and e-voting during the AGM in respect of the above-mentioned resolutions may accordingly be declared by the investment Manager of the InvIT.

Thanking You,

Yours faithfully,

For and on behalf of C Gaur & Associates



CS Chetan Gaur

Proprietor

Membership: A37455

CP No: 19223

Date: 29th July, 2024

Place: New Delhi