

October 19, 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: Intimation for Postal Ballot Notice to Unitholders

Pursuant to the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "SEBI InvIT Regulations") and subject to other applicable laws and regulations, OIT Infrastructure Management Limited, acting as the Investment Manager on behalf of Oriental InfraTrust (the "Trust") seeks approval of the Unitholders of the Trust on the matters listed in the enclosed Postal Ballot Notice, through Postal Ballot Form.

A copy of Postal Ballot Notice dated October 19, 2024 is enclosed.

The same is also available on the website of the Trust i.e. <http://orientalinfratrust.com/>

You are requested to kindly take the same on record.

For Oriental InfraTrust
OIT Infrastructure Management Limited
(as the Investment Manager to Oriental InfraTrust)

Gaurav Puri
Compliance Officer

POSTAL BALLOT NOTICE

Dear Unitholders,

NOTICE IS HEREBY GIVEN that pursuant the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**SEBI InvIT Regulations**”) read with paragraph 14.3.1(e) and other provisions of the Master Circular on Infrastructure Investments Trusts issued by SEBI bearing number SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024, as amended, (“**Master Circular**”), and the InvIT Documents (as defined in the Trust Deed) (“**InvIT Documents**”), the resolutions appended below are for consideration and approval of the Unitholders of the Trust (“**Unitholders**”) by postal ballot (“**Postal Ballot**”).

The explanatory statement pertaining to the matters proposed for the Unitholders approval (“**Explanatory Statement**”) setting out the material facts concerning the same and the reasons thereof is annexed hereto along with a postal ballot form for the Unitholders’ consideration (“**Postal Ballot Form**”). The investment manager of the Trust (“**Investment Manager**”) has authorized appointment of Mr. Chetan Gaur, Practicing Company Secretary, New Delhi (“**Scrutinizer**”) as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Unitholders are requested to carefully read the instructions printed in the Postal Ballot Form and record their decision in the Postal Ballot Form and submit the same duly completed and signed. The same may be deposited personally at the following address:

Mr. Chetan Gaur,
Practicing Company Secretary,
1401, 14th Floor, Vikram Tower,
Rajendra Place, New Delhi– 110008,

or by email at csgaur1989@gmail.com.

not later than 17:30 hours IST on or before November 11, 2024.

Postage costs will be reimbursed by the Trust on the basis of actual claims, if any. Please note that if any Postal Ballot Form is received after the aforesaid date and time, it will be considered that no reply has been received from the Unitholder and the said Unitholder has chosen to abstain from the voting.

After completion of the scrutiny of the Postal Ballots in a fair and transparent manner, the Scrutinizer will submit its report to the Board or to any other person authorized by the Board.

The results of the Postal Ballot shall be declared on or before November 13, 2024 and communicated to the stock exchange and shall also be displayed on the Trust’s website: <http://orientalinfratrust.com/>.

Capitalized terms used herein and not defined shall have the meaning given to such term in the Trust Deed and/ or the Explanatory Statement.

ITEM NO. 1: TO APPROVE PROPOSED CONVERSION OF ORIENTAL INFRA TRUST FROM BEING A PRIVATE LISTED INFRASTRUCTURE INVESTMENT TRUST TO PUBLIC LISTED INFRASTRUCTURE INVESTMENT TRUST PURSUANT TO PUBLIC ISSUE OF UNITS

To consider and, if though fit, to pass the following resolution which requires approval of at least by 75% of the Unitholders by value:

“RESOLVED THAT pursuant to the provisions of the SEBI InvIT Regulations read with paragraph 14.3.1(e) and other applicable provisions of the Master Circular and in accordance with the provisions of the InvIT Documents (*as defined in the Trust Deed*), as applicable, including Trust Deed, and the listing agreements to be entered into between the Investment Manager (on behalf of Oriental InfraTrust (the “**Trust**”) and the respective stock exchanges where the Units are listed or proposed to be listed (the “**Stock Exchanges**”), and subject to Trust Deed, applicable laws and the approval, consent, permissions and sanctions of relevant government, statutory, supervisory and/or regulatory authorities, and such other approvals, consent, permissions and sanctions, as may be necessary and which may be agreed to by the Board of Directors of the Investment Manager (hereinafter referred to as the “**Board**”, which term shall include any duly constituted and authorised committee thereof), and subject to the applicable provisions of any laws, rules, press notes, notifications, circular, regulations, policies and guidelines in India or outside India, including, without limitation, the SEBI InvIT Regulations, the Master Circular, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable), Foreign Exchange Management Act, 1999, including the rules made thereunder and other applicable regulations and guidelines issued by SEBI (“**Applicable Laws**”), and subject to appropriate amendments to the provisions of the Trust Deed and InvIT Documents (*as applicable*) and prior approval of the Unitholders prior to filing of the updated draft offer document with the SEBI, the consent, authority and approval of the Unitholders be and is hereby granted to undertake the conversion of the Trust from being a private listed infrastructure investment trust to public listed infrastructure investment trust pursuant to public issue of its units (“**Units**”) comprising a fresh issue (“**Fresh Issue**”) of Units aggregating upto ₹15,000 million and an offer for sale of Units by existing unitholders aggregating upto ₹10,000 million (the “**Selling Unitholders**” and such offer for sale, the “**Offer for Sale**”, together with the Fresh Issue, the “**Offer**”) for cash such that the amount being raised pursuant to the Offer aggregates upto ₹25,000 million, provided that the Trust may retain money received to the extent of over subscription in the Offer as specified in the offer document to be filed with the SEBI and allowed under the Applicable Laws, to such category of persons as may be permitted or in accordance with the SEBI InvIT Regulations, Master Circular or other applicable laws, if any, as may be prevailing at that time, in such manner and during such period, on such terms and conditions, including, at such price as may be determined by the Investment Manager and the Selling Unitholders (on behalf of the Trust) in consultation with the book running lead managers appointed in relation to the Offer (“**BRLMs**”) through the book building process in accordance with the SEBI InvIT Regulations (“**Offer Price**”).

RESOLVED FURTHER THAT, the existing unitholders of the Trust may participate in the Offer by making an Offer for Sale in relation to Units held by them which are eligible for the Offer for Sale in accordance with the SEBI InvIT Regulations and the Master Circular, as may be determined by the selling Unitholders and the Board (on behalf of the Trust) in consultation with the BRLMs.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and subject to the terms thereof, including any issue, transfer and allotment of Units pursuant to the Offer, the Board (on behalf of the Trust) and Selling Unitholders in consultation with the BRLMs, may determine the terms of the Offer and utilization of proceeds from Fresh issue, in accordance with the investment strategy of the Trust or in any other manner as the Board may deem fit subject to the provisions of the SEBI InvIT Regulations including the number of Units to be allotted or transferred, offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board deems fit and do all such acts, deeds, matters and things and on behalf of the Trust

and/or the Investment Manager, to negotiate, finalize and execute such documents and agreements for the purposes of the Offer only, including offer agreement, escrow agreement(s), syndicate agreement, underwriting agreement, and any amendment thereto, as it may, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer which will be borne by the Investment Manager (on behalf of the Trust) and Selling Unitholders in proportion to the Units issued through the Fresh Issue and transferred and sold by each of the Selling Unitholder through the Offer for Sale or any other manner as agreed in writing among parties and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Units, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, deem fit and proper in the best interest of the Trust and the Offer, subject to obtaining prior written approval of the Unitholders, where approval is required in accordance with any InvIT Document and /or under Applicable Laws, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Trust, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board and or the Trust in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board and / or Trust, as the case may be.”

“**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary, be furnished to concerned authorities as may be required from time to time.”

ITEM NO. 2: TO AUTHORIZE BOARD TO MAKE REQUISITE AMENDMENTS OR MODIFICATIONS TO THE INVIT DOCUMENTS (AS DEFINED IN THE TRUST DEED)

To consider and, if though fit, to pass the following resolution which requires unanimous approval of the Unitholders:

RESOLVED THAT, for undertaking the conversion of the Trust from being a private listed infrastructure investment trust to public listed infrastructure pursuant to the Offer, the Board be and hereby authorized on behalf of the Trust to enter into negotiation, amend and coordinate with such persons as may be required (including in consultation with the Unitholders) to finalise the amendments to the InvIT Documents (*as defined in the Trust Deed*), including the Trust Deed and other policies adopted by the Investment Manager and other parties to the Trust and to further sign, execute, deliver and complete all documentation on behalf of the Trust.

RESOLVED FURTHER THAT, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Trust be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Trust.

ITEM NO. 3: TO REPAY OR PREPAY LOANS AVAILED BY THE TRUST

To consider and, if though fit, to pass the following resolution through Significant Majority:

RESOLVED THAT pursuant to the provisions of the Trust Deed, approval of the Unitholders be and hereby accorded for utilization of the net proceeds of the Fresh Issue (i.e., the gross proceeds of the Fresh Issue as reduced by the issue expenses (“**Net Proceeds**”) for providing loans to the Project SPVs for payment of deferred premium to NHAI and/or repayment/ pre-payment of the loans of the Trust (including any accrued interest and prepayment of penalty) availed from the existing lenders and for inclusion of the same in the draft offer document, offer document, and final offer document and other Offer related documents, as may be prepared or filed in relation to the Offer (“**Offer Documents**”).

RESOLVED FURTHER THAT the Board is hereby authorized to identify such loans proposed to be repaid / prepaid out of the Net Proceeds and make requisite disclosures in the Offer Documents.

RESOLVED FURTHER THAT, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Trust, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Trust.

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: October 19, 2024
Place: New Delhi

NOTES:

The Explanatory Statement stating all material facts and the reasons for the proposed resolutions are annexed herewith.

The Postal Ballot Notice along with the Postal Ballot Form is being sent to Unitholders at the email address registered with their Depository Participants by permitted mode.

Only those Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. October 11, 2024 will be entitled to cast their votes by Postal Ballot.

Resolutions passed by the Unitholders through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Unitholders.

In case a Unitholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to gaurav.puri@orientalinfratrust.com. The Investment Manager on behalf of the Trust shall forward the same to the Unitholder.

A Unitholder cannot exercise its vote by proxy on Postal Ballot.

Unitholders are requested to read the instructions printed in the Postal Ballot Form for exercising their vote, the Unitholders can exercise their vote either by submitting duly completed and signed physical Postal Ballot form with the Scrutinizer, so that it reaches the Scrutinizer (not later than close of working hours 17:30 hours IST) by November 11, 2024. The postage costs will be reimbursed by the Trust on the basis of actual claim, if any or the Unitholders can exercise their vote by emailing the completed and signed Postal Ballot form to the Scrutinizer at csgaur1989@gmail.com (not later than close of working hours 17:30 hours IST) by November 11, 2024. If any Postal Ballot is received after 17:30 hours IST on November 11, 2024 it will be considered that no reply from the Unitholder has been received.

The Scrutinizer will submit its report to the Board of Directors/person duly authorized by the Board of Investment Manager after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by any officer of the Investment Manager duly authorized within 48 working hours and will be displayed on the website of the Trust: <http://orientalinfratrust.com/>, besides being communicated to the Stock Exchange, registrar and unit transfer agent on the said date.

The last date for the receipt of duly completed Postal Ballot Forms shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

All the material documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Trust during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot i.e. November 11, 2024.

Institutional Unitholders (i.e. other than individuals, HUF, NRI, etc.), if not shared earlier or any amendment in the same, are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgaur1989@gmail.com or send physical copies together with the Postal Ballot form at the following address: Chetan Gaur, Practicing Company Secretary, New Delhi, 1401, 14th Floor, Vikram Tower, Rajendra Place, New Delhi-110008,

Unitholders if any, who have not registered their email address so far are requested to register their email address for receiving all communication, from the Investment Manager, on behalf of Trust, electronically.

EXPLANATORY STATEMENT

ITEM NO. 1:

Pursuant to Chapter 14 of the Master Circular, relating to “*Framework for conversion of Private Listed InvIT into Public InvIT*”, the Trust proposes to convert from being a private listed infrastructure investment trust to a public listed infrastructure investment trust, by way of a public offering of its Units, subject to favourable market conditions, receipt of requisite approvals and certain other considerations and in accordance with the SEBI InvIT Regulations, as amended read together with the circulars, guidelines, notifications issued or framed thereunder which may comprise Fresh Issue of its Units to the public and an Offer for Sale by existing Unitholders. In view of the above, the Board of Directors of the Investment Manager recommends the resolution as set out in Item No. 1 of this notice for approval of the Unitholders such that the resolution is approved at least by 75% of the Unitholders by value in the best interest of the Trust and the Unitholders.

The resolution shall be subject to prior approval of the Unitholders prior to filing of the updated draft offer document with the Securities and Exchange Board of India as well.

ITEM NO. 2:

In relation to the proposed Offer, it is proposed that the InvIT Documents, including Trust Deed, the Investment Management Agreement and other policies adopted by the Investment Manager and other parties to the Trust, governing the operations and management of the Trust are required to be amended to:

- (a) comply with the regulatory framework applicable to public infrastructure investment trusts in accordance with SEBI InvIT Regulations and Master Circular read together with the circulars, guidelines, notifications issued or framed thereunder and other applicable law, as amended; and
- (b) record the commercial understanding between the Unitholders, the Sponsors, the Investment Manager and the Trust (“**Parties**”) in relation to rights and obligations of the Parties as set out under such policies.

Accordingly, the Unitholders are required to authorize the members of the Board, on behalf of the Trust, to approve, the amendments to the InvIT Documents, including Trust Deed, the Investment Management Agreement and other policies, for facilitating and undertaking the proposed Offer, in the manner as has been agreed (by the Investment Manager based on consultation with the Unitholders) and subsequently for the Trust to operate as a public listed infrastructure investment trust, as required under the SEBI InvIT Regulations and applicable law. In view of the above, the Board of Directors of the Investment Manager recommends the resolution as set out in Item No. 2 of this notice for approval of all Unitholders unanimously in the best interest of the Trust and the Unitholders.

ITEM NO. 3:

The Investment Manager believes that the net proceeds from the Fresh Issue may be utilized for pre-payment or scheduled repayment of the loans availed by the Trust and/or on-lending of loan to certain Project SPVs for repayment of deferred premium payable to the NHAI which will (i) help reduce the outstanding indebtedness of the Trust, on a consolidated basis; and (ii) assist the Trust in maintaining a favourable debt-equity ratio, which will enable the Trust to raise further resources in the future to fund potential business development opportunities and plans to grow and expand its business in the future thereby enabling the Trust to meet its commitment towards distributions to Unitholders.

Accordingly, the Investment Manager proposes to utilize the net proceeds from the Fresh Issue towards providing loans to the Project SPVs for payment of deferred premium to NHAI and/or repayment/ pre-payment of any or all the borrowings availed by the Trust, in full or in parts, from its existing lenders which includes:

Name of lender	Outstanding amount as on on June 30, 2024 (in ₹ million)
<i>Trust</i>	
Axis Bank Limited	14,531.70
IndusInd Bank Limited	16,294.34
Aditya Birla Finance Limited	1,460.63
ICICI Bank Limited	2,897.70
India Infrastructure Finance Company Limited	7,496.78
National Bank of Financing Infrastructure and Development	1,448.85
Total	44,130.00
<i>ECKHPL</i>	
Deferred Premium Liability	Upto 3,000.00

In view of the above, the Board of Directors of the Investment Manager recommends the resolution as set out in Item No 3 of this notice for approval of all Unitholders by Significant Majority in the best interest of the Trust and the Unitholders.

POSTAL BALLOT FORM

Oriental InfraTrust

(An irrevocable trust set up under the Indian Trusts Act, 1882 and registered as an Infrastructure Investment Trust with the Securities and Exchange Board of India)

Name of the Trust : Oriental InfraTrust
Principal Place of business/ : 3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, Vasant Kunj, New Delhi – 110070
Registered/Corporate Office : Unit No. 307A, 3rd Floor, World Mark 2, Asset Area No.8, Aerocity, Hospitality District, IGI Airport, New Delhi-110037 Tel: 011-49531100
SEBI Registration No. : IN/ InvIT/ 18-19/ 0011

S No	Particulars	Details
1.	Name of the Unitholder(s)	
2.	Registered Address and Email ID	
3.	No. of Units held	
4.	Folio No./ Client ID	
5.	DP ID	

I/We hereby give my/our instructions to the Investment Manager through Postal Ballot for the business stated in the Notice of the Oriental InfraTrust by conveying my decision in the appropriate box below:

S. No	Item Name	No. of Units for which exercised	I assent to the resolution	I dissent to the resolution
1	TO APPROVE PROPOSED CONVERSION OF ORIENTAL INFRA TRUST FROM BEING A PRIVATE LISTED INFRASTRUCTURE INVESTMENT TRUST TO PUBLIC LISTED INFRASTRUCTURE INVESTMENT TRUST			

S. No	Item Name	No. of Units for which exercised	I assent to the resolution	I dissent to the resolution
	PURSUANT TO PUBLIC ISSUE OF UNITS			
2	TO AUTHORIZE BOARD TO MAKE REQUISITE AMENDMENTS OR MODIFICATIONS TO THE INVIT DOCUMENTS (AS DEFINED IN THE TRUST DEED)			
3	TO REPAY OR PREPAY LOANS AVAILED BY THE TRUST			

Place:

Date:

(Signature of the Unitholder)

Name: