

November 27, 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 November 27, 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**  
**(Acting as an Investment Manager to Oriental InfraTrust)**

**Gaurav Puri**  
**Compliance Officer**

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

## 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**”), the amended and restated trust deed dated January 24, 2024 ( “**Trust Deed**”) entered into amongst Oriental Structural Engineers Private Limited, Oriental Tollways Private Limited (collectively, the “**Sponsors**”) and Axis Trustee Services Limited, in respect of Oriental InfraTrust (“**Trust**”/ “**InvIT**”), and the InvIT Documents (as defined in the Trust Deed) (“**InvIT Documents**”), the resolution appended below are consideration and approval of the Unitholders of the Trust (“**Unitholders**”) by 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, 14<sup>th</sup> Floor, Vikram Tower,  
Rajendra Place, New Delhi– 110008,

or by email at [csgaur1989@gmail.com](mailto:csgaur1989@gmail.com)

not later than 17:00 hours IST on or before December 19, 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 after the completion of the scrutiny of the Postal Ballots in a fair and transparent manner.

The results of the Postal Ballot shall be declared within 48 working hours 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 AVAIL BANK GUARANTEE FACILITIES TO AN EXTENT OF INR 21.50 CRORE (RUPEES TWENTY ONE CRORE AND FIFTY LAKH ONLY) (HEREINAFTER REFERRED TO AS “BANK GUARANTEE FACILITY”) FROM ICICI BANK LIMITED**

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

“**RESOLVED THAT** pursuant to the provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, (“**SEBI InvIT Regulations**”) read with Amended and Restated Trust Deed dated January 24, 2024, 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 and other applicable provisions of the Trust documents, and further subject to conditions provided in Regulation 20(3)(a) of the SEBI InvIT Regulations and such terms and conditions as may be prescribed by any such authority while granting such approvals, if any, the consent of the Unitholders by way of Simple Majority, be and is hereby granted for:

- (i) the Bank Guarantee Facility aggregating to INR 21.50 Crores to be availed by the Trust from ICICI Bank Limited (which shall include its assigns, novatees, successors and transferees, hereinafter referred to as the “**BG Lender**”), in terms of the sanction letter bearing reference no. CAL200252594597 dated June 01, 2024 (the “**Sanction Letter**”) including the addendums/modifications/supplements thereto) and loan agreements to be executed inter alios between the Trust (acting through Axis Trustee Services Limited, a Company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013, with corporate identification number U74999MH2008PLC182264 and having its registered office at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025, Maharashtra, India and a corporate office at The Ruby, 2<sup>nd</sup>Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai 400028 (the “**InvIT Trustee**”) and the BG Lender (the “**Loan Agreement(s)**”) and such other financing documents to be executed in relation thereto, including but not limited to accession/ supplemental/ addendum documents in relation thereto (collectively the “**Financing Documents**”);
- (ii) execution of the Loan Agreement and other Financing Documents with the BG Lender or their agents/trustee by OIT Infrastructure Management Limited (the “**Investment Manager**”) and the Trust (acting through the InvIT Trustee) and any other persons, in relation to the Bank Guarantee Facility, including such other documents, agreements, attorney, deeds (including accession deeds) as may be required by the BG Lender (collectively the “**Borrowing Documents**”);
- (iii) doing all such acts, deeds matters and things, as the Investment Manager or the Project SPVs may, in their absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of all or any Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** to secure the aforesaid Bank Guarantee Facility as acceptable to the BG Lender, having first security interest ranking pari-passu amongst the existing lenders of the Trust over the security provided to the existing lenders of the Trust for the Bank Guarantee Facility availed by the Borrower and corporate guarantee from all the Project Entities (except for Oriental Nagpur Betul Highway Limited), as required under the Sanction Letter, be and is hereby provided.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolutions the board of directors of the Investment Manager be and is hereby authorized on behalf of the Trust to:

- (i) do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of all or any Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution;
- (ii) negotiate, settle, finalize, execute, modify, amend and restate and deliver the Borrowing Documents and such other documents that are incidental or ancillary to or necessary to give effect to the above resolutions and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of the Trust and as may be required by the BG Lender, from time to time, in relation to the Bank Guarantee Facility.

**RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager be and is hereby authorized to delegate all or any of its powers herein to any one or more of the directors or other key managerial personnel of the Investment Manager, any delegation of power by the Board of Directors of the Investment Manager prior to this resolution is also approved.

**RESOLVED FURTHER THAT** the Investment Manager (through its directors and authorized signatories) is hereby authorized to make appropriate recommendations to the InvIT Trustee/Project SPVs (as may be applicable) and the Project SPVs are authorized to act pursuant to the same to execute the Guarantee(s), the Borrowing Documents and any other documents that are incidental or ancillary to or necessary to give effect to the above resolution and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of the Trust and as may be required by the BG Lender, from time to time, in relation to the Bank Guarantee Facility.

**RESOLVED FURTHER THAT** the copies of the foregoing resolution, requisite documents certified to be true copies by the Investment Manager be furnished to the BG Lender, their agents or any other person as may be required by the BG Lender or their agents.”

**For Oriental InfraTrust**

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

Sd/-  
**Gaurav Puri**  
**Compliance Officer**

Date: November 27, 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. November 22, 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](mailto:gaurav.puri@orientalinfratrust.com). The Investment Manager on behalf of the Trust shall forward the same to the Unitholder.

A Unitholder cannot exercise his 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 17:00 hours IST) by December 19, 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](mailto:csgaur1989@gmail.com) (not later than close of working hours 17:00 hours IST) by December 19, 2024. If any Postal Ballot is received after 17:00 hours IST on December 19, 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. December 19, 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 [esgaur1989@gmail.com](mailto:esgaur1989@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:

It is proposed that the Trust shall avail the Bank Guarantee Facility aggregating up to INR 21.50 Crore (Rupees Twenty One Crore and Fifty Lakh only) from ICICI Bank Limited (“**BG Lender**” which shall include its assigns, novatees, successors and transferees) for issuance of bank guarantee in favour of National Highways Authority of India (NHAI) against premium deferment in Etawah Chakeri Project.

As per the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, if the aggregate consolidated borrowings and deferred payments of the InvIT, holdco and the SPV(s), net of cash and cash equivalents exceed twenty five per cent of the value of the InvIT assets and upto forty nine per cent of the value of the InvIT assets, for any further borrowing, approval of the Unitholders by way of Simple majority and credit rating from a credit rating agency registered with the Board is required.

Further, it may be noted that the aggregate consolidated borrowings and deferred payments of the InvIT, Holdco and the SPV(s), net of cash and cash equivalents exceeds twenty five per cent and after considering the proposed Bank Guarantee Facility, the borrowing will not exceed forty nine per cent of the value of the InvIT assets, thus, the approval of the Unitholders by way of simple majority is sought and the trust is in and shall also compliance of Regulation 20(3) (a) of the SEBI (InvIT) Regulations, 2014.

Further, the trust has availed credit rating by CRISIL Ratings Limited, a registered credit rating agency as required under Regulation 20 (3) (a) of the SEBI (InvIT) Regulations, 2014 and the Trust is rated AAA/Stable on the long-term facilities and A1+ on the short- term bank facilities i.e. the proposed bank guarantee by CRISIL Ratings Limited.

Further, to create the security interest in accordance with the Sanction letter, having a pari-passu charge with the existing lenders of the Trust, as may be acceptable to the BG Lender, on the security provided by the Borrower for its existing bank facilities along with corporate guarantee for all the Project Entities of the Trust (except Oriental Nagpur Betul Highway Limited) needs to be provided.

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 Unitholders by Simple 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 vote exercised	I assent to the resolution	I dissent to the resolution
1.	TO AVAIL BANK GUARANTEE FACILITIES TO AN EXTENT OF INR 21.50 CRORE (RUPEES TWENTY ONE CRORE AND FIFTY LAKH ONLY) (HEREINAFTER REFERRED TO AS “BANK GUARANTEE FACILITY”) FROM ICICI BANK LIMITED			

Place:  
Date:

(Signature of the Unitholder)  
Name: