

December 31, 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**”) read with Master Circular on Infrastructure Investments Trusts issued by SEBI dated May 15, 2024 as amended (“**Master Circular**”) 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 December 31, 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

Cc:
Axis Trustee Services Limited
The Ruby | 2nd 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**”) 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,
CG-331, Ground Floor, DDA SFS Flats,
Opp Vivanta by Taj, Sector-22, Dwarka, New Delhi– 110077

or by email at csgaur1989@gmail.com, not later than 17:30 hours IST on or before January 21, 2025.

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 January 23, 2025, 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 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 all 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, after obtaining prior written approval of all Unitholders to sign, execute, deliver and complete all documentation on behalf of the Trust, through this Postal Ballot, subject to and ensuring that such documentation shall be executed in the exact forms of the final execution versions of the amended InvIT Documents, which shall be circulated by the Investment Manager to the Unitholders on or before January 17, 2025, only to the extent to which the aforementioned prior written consent has been afforded by all the Unitholders.

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, subject to and only to the extent to which prior written consent (as set out in the preceding resolution) has been afforded by all the Unitholders.”

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: December 31, 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. December 27, 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 January 21, 2025. 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 January 21, 2025. If any Postal Ballot is received after 17:30 hours IST on January 21, 2025, 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. January 21, 2025.

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, CG-331, Ground Floor, DDA SFS Flats, Opp Vivanta by Taj, Sector-22, Dwarka, New Delhi-110077 .

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: TO AUTHORIZE BOARD TO MAKE REQUISITE AMENDMENTS OR MODIFICATIONS TO THE INVIT DOCUMENTS (AS DEFINED IN THE TRUST DEED)

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 and prior written approval of all the Unitholders through this Postal Ballot, subject to and ensuring that such documentation shall be executed in the exact forms of the final execution versions of the amended InvIT Documents, which shall be circulated by the Investment Manager to the Unitholders on or before January 17, 2025) 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. 1 of this notice for approval of all Unitholders unanimously 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 our/my decision as per the voting form attached herewith

Place:

Date:

(Signature of the Unitholder)

Name:

VOTING FORM

Oriental InfraTrust

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/our 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 AUTHORIZE BOARD TO MAKE REQUISITE AMENDMENTS OR MODIFICATIONS TO THE INVIT DOCUMENTS (AS DEFINED IN THE TRUST DEED)			