

December 21, 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: Voting Results of the Postal Ballot Activity**

Dear Sir/ Madam,

This is in furtherance to our letter dated October 19, 2024, in relation to intimation of dispatch of postal ballot notice along with corrigenda dated (i) November 9, 2024 (“**Corrigendum I**”); (ii) December 4, 2024 (“**Corrigendum II**”) and (iii) December 16, 2024 (“**Corrigendum III**”), for seeking approval of Unitholders for various matters.

In this regard, please find the following enclosures:

- Postal Ballot Voting results – Annexure A
- Scrutinizer’s Report – Annexure B

The scrutinizer’s report is also available on the website of the Oriental InfraTrust i.e. <https://orientalinfratrust.com/>.

You are requested to please take the same on record.

For **Oriental InfraTrust**  
**OIT Infrastructure Management Limited**  
*(acting in its capacity as the Investment Manager to Oriental InfraTrust)*

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

**Copy to-**  
Axis Trustee Services Limited  
The Ruby, 2nd Floor, SW,  
29, Senapati Bapat Marg,  
Dadar West, Mumbai - 400 028, Maharashtra, India

**Annexure -A**

**ORIENTAL INFRA TRUST (“The Trust”)**

**Postal Ballot Voting Results**

<b>Date of AGM/EGM</b>	<b>Not applicable (Resolution passed through Postal Ballot on December 20, 2024)</b>
Total Numbers of Unitholders as on record/cut-off date.	9
No of Unitholders present in the meeting either in person or through proxy.	Not applicable (Resolution passed through Postal Ballot)
No of Unitholders attended meeting either through video conferencing.	Not applicable (Resolution passed through Postal Ballot)
No. of Unitholders who participated in Item No. 1,2 and 3 of postal ballot.	8 Unitholders participated in Item No. 1 & 3, out of which 1 unitholder has casted vote (for some of the units) in favour of the resolution and has abstained (partially) for some of its units from voting.  Item No. 2 has been omitted vide third corrigendum issued on December 16, 2024.
No. of Unitholders who did not exercised their votes.	2 including one Unitholder, who has abstained from some of the units from his overall units.

**The details of the business transacted /results of the Postal Ballot activity:**

<b>S. No.</b>	<b>Agenda</b>	<b>Resolution Required</b>	<b>Remarks</b>
1.	To approve proposed Conversion of Oriental InfraTrust from being a Private Listed Infrastructure Investment Trust to Public Listed Infrastructure Investment Trust pursuant to public issue of Units.	Resolution by way of atleast 75% of the Unitholders by value.	Resolution was passed by way of atleast 75% of the Unitholders by value.

2.	To authorize Board to make requisite amendments or modifications to the Invit Documents (As defined in the Trust Deed)	Resolution by way of unanimous approval of Unitholders.	This matter has been omitted from the postal ballot notice issued on October 19, 2024, vide third corrigendum dated December 16, 2024.
3.	To Repay or Prepay Loans availed by the Trust.	Resolution by way of Significant Majority.	Resolution was passed by way of Significant Majority.

**Voting Results of the Trust for the Postal Ballot Activity are as follows:**

**RESOLUTION 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**

**(I) Total Votes Casted**

Category	Mode of Voting	Total number of votes exercised in accordance with InvIT Documents and applicable law	No. of Unitholders who casted vote for the resolution
<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties</b>	Postal Ballot	285708607	2
<b>Public Holding</b>			
1. Institutional	Postal Ballot	203732962	6
2. Non- Institutional	Postal Ballot	NIL	NIL

**(II) Total votes considered in favour of the resolution**

Category	Mode of Voting	Total number of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted in favour of the resolution
<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties</b>	Postal Ballot	285708607	2*
<b>Public Holding</b>			
1. Institutional	Postal Ballot	203732962	6
2. Non-Institutional	Postal Ballot	NIL	NIL

**(III) Total votes considered in against the resolution**

Category	Mode of Voting	Total number of votes casted against the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted against the resolution
<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties</b>	Postal Ballot	NIL	NIL
<b>Public Holding</b>			
1. Institutional	Postal Ballot	NIL	NIL
2. Non-Institutional	Postal Ballot	NIL	NIL



**(IV) Total votes abstained from voting**

Category	Mode of Voting	Total number of units abstained from voting in accordance with the InvIT Documents and applicable law	No. of Unitholders who abstained from voting for the resolution
Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties	Postal Ballot	59237220	1*
<b>Public Holding</b>			
1. Institutional	Postal Ballot	34400000	1
2.Non- Institutional	Postal Ballot	NIL	NIL

*\*One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) for some of the units from voting of the resolution.*

**RESOLUTION 2: TO AUTHORIZE BOARD TO MAKE REQUISITE AMENDMENTS OR MODIFICATIONS TO THE INVIT DOCUMENTS (AS DEFINED IN THE TRUST DEED)**

The same has been omitted from the postal ballot notice dated October 19, 2024 vide third corrigendum issued in this regard on December 16, 2024, therefore, no voting has been considered for this resolution.

**RESOLUTION 3: TO REPAY OR PREPAY LOANS AVAILED BY THE TRUST**

**(I) Total Votes Casted**

Category	Mode of Voting	Total number of votes exercised in accordance with InvIT Documents and applicable law	No. of Unitholders who casted vote for the resolution
Sponsor(s) / Investment Manager / Project Manager(s) and their	Postal Ballot	285708607	2

<b>associates/related parties</b>			
<b>Public Holding</b>			
1. Institutional	Postal Ballot	203732962	6
2. Non- Institutional	Postal Ballot	NIL	NIL

**(II) Total votes considered in favour of the resolution**

Category	Mode of Voting	Total number of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted in favour of the resolution
<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties</b>	Postal Ballot	285708607	2*
<b>Public Holding</b>			
1. Institutional	Postal Ballot	203732962	6
2. Non-Institutional	Postal Ballot	NIL	NIL

**(III) Total votes considered in against the resolution**

Category	Mode of Voting	Total number of votes casted against the resolution in accordance with the InvIT Documents and applicable law	No. of Unitholders who voted against the resolution
<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties</b>	Postal Ballot	NIL	NIL

<b>Public Holding</b>			
1. Institutional	Postal Ballot	NIL	NIL
2.Non-Institutional	Postal Ballot	NIL	NIL

**(IV) Total votes abstained from voting**

Category	Mode of Voting	Total number of units abstained from voting in accordance with the InvIT Documents and applicable law	No. of Unitholders who abstained from voting for the resolution
<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties</b>	Postal Ballot	59237220	1*
<b>Public Holding</b>			
1. Institutional	Postal Ballot	34400000	1
2.Non-Institutional	Postal Ballot	NIL	NIL

***\*One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) for some of the units from voting of the resolution.***



# C GAUR & ASSOCIATES

## COMPANY SECRETARIES

CG-331, Grd Floor, DDA SFS Flats, Opp. Vivanta by Taj Hotel, Sector-22, Dwarka,  
New Delhi 110077 | Mobile:+919953701510|Email:cschetangaur@gmail.com

**Annexure-B**

### **SCRUTINIZER REPORT FOR VOTING THROUGH BALLOT PAPER** **FOR ORIENTAL INFRA TRUST**

To,

The Board of Directors,

**OIT Infrastructure Management Limited**

**(Investment Manager on behalf of Oriental InfraTrust)**

Unit No. 307A, 3rd Floor, World Mark 2, Asset Area No.8,

Aerocity, Hospitality District, IGI Airport, New Delhi-110037

**Subject: Scrutinizer's Report on Postal Ballot Voting in respect of passing of Resolution(s) contained in Postal Ballot Notice dated October 19, 2024 read with the Corrigendum(s) issued thereon**

I Chetan Gaur, Practicing Company Secretary (COP 19223) having office at CG-331, Ground Floor, DDA SFS Flats, Opp. Vivanta by Taj, Sector 22, Dwarka, New Delhi 110077 have been appointed as the Scrutinizer, pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**SEBI InvIT Regulations**”), and other provisions, if any, by the Board of Directors of OIT Infrastructure Management Limited (**Investment Manager**) on behalf of the Oriental InfraTrust for the purpose of scrutinizing postal ballot process in a fair and transparent manner for voting taken on the resolution(s) as contained in the postal ballot Notice dated October 19, 2024 of Oriental InfraTrust (**‘The Trust’**) read with corrigendum(s) issued on November 09, 2024, December 04, 2024 and December 16, 2024 respectively.

As on October 11, 2024, the cut-off date, there were 9 unitholders holding in total 58,30,78,789 units of the Trust, who were entitled to vote on the resolutions placed for the approval of the unitholders for voting through ballot paper as contained in Notice dated October 19, 2024 of Oriental InfraTrust.

#### **Management Responsibility**

The management of the Investment manager is responsible to ensure compliance with the requirements of the relevant provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**SEBI InvIT Regulations**”) and any other law relating to Postal Ballot Voting for resolution stated in the said Notice read with corrigendum(s) issued thereof.

#### **Scrutinizer's Responsibility**

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the unit holders in respect of resolutions contained in the Notice. My report is based on list / data provided by the Registrar & Transfer Agent through the Investment Manager, and Postal Ballots received till the time fixed for closing of the voting process, in terms of the third corrigendum to the postal ballot notice dated October 19, 2024, i.e. on December 20, 2024 at 17:00 hours IST.

I submit my report as under:

1. The postal ballot forms received by me till the time fixed for closing of the postal ballot voting, i.e., on December 20, 2024 at 17:00 hours IST.
2. The Postal ballot forms were opened in my presence and postal ballot forms were diligently scrutinized. The postal ballot forms were reconciled with records maintained by the Registrar and Transfer Agents of the Trust and the authorization/proxies lodged with the Trust.
3. We did not find any postal ballot papers invalid.



4. The result of the postal ballot is as under:

**RESOLUTION NO.1: TO BE PASSED BY ATLEAST 75% OF THE UNITHOLDERS BY VALUE**

**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**

**(I) VOTED IN FAVOUR OF THE RESOLUTION**

<b>Mode of Postal Ballot Voting</b>	<b>Total number of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law</b>	<b>No. of Unitholders who voted in favour of the resolution</b>
Postal Ballot	489441569	8*

**(II) VOTED AGAINST THE RESOLUTION**

<b>Mode of Postal Ballot Voting</b>	<b>Total number of votes casted against the resolution in accordance with the InvIT Documents and applicable law</b>	<b>No. of Unitholders who voted against the resolution</b>
Postal Ballot	NIL	NIL

**(III) ABSTAINED FROM VOTING**

<b>Mode of Postal Ballot Voting</b>	<b>Total number of units abstained from voting in accordance with the InvIT Documents and applicable law</b>	<b>No. of Unitholders who abstained from voting for the resolution</b>
Postal Ballot	93637220	2*

*\*One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) for some of the units from voting of the resolution.*

**INVALID VOTES OF THE RESOLUTION:**

There is no invalid vote casted by any of the Unitholder.

**RESULT**

As the votes exercised in favour of the resolution is atleast 75% of the Unitholders by value , we report that the Resolution with regard to Item No. 1 as set out in the Notice of the Postal Ballot is passed by atleast 75% of the Unitholders by value.

**RESOLUTION NO.2: TO BE PASSED BY UNANIMOUS APPROVAL OF ALL UNITHOLDERS**

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

The same has been omitted from the postal ballot notice dated October 19, 2024 vide third corrigendum issued in this regard on December 16, 2024, therefore, no voting has been considered for this resolution.

**RESOLUTION NO.3: TO BE PASSED BY WAY OF SIGNIFICANT MAJORITY**

**TO REPAY OR PREPAY LOANS AVALIABLE BY THE TRUST**

**(I) VOTED IN FAVOUR OF THE RESOLUTION**

<b>Mode of Postal Ballot Voting</b>	<b>Total number of votes casted in favour of the resolution in accordance with the InvIT Documents and applicable law</b>	<b>No. of Unitholders who voted in favour of the resolution</b>
Postal Ballot	489441569	8*

**(II) VOTED AGAINST THE RESOLUTION**

<b>Mode of Postal Ballot Voting</b>	<b>Total number of votes casted against the resolution in accordance with the InvIT Documents and applicable law</b>	<b>No. of Unitholders who voted against the resolution</b>
Postal Ballot	NIL	NIL

**(III) ABSTAINED FROM VOTING**

<b>Mode of Postal Ballot Voting</b>	<b>Total number of units abstained from voting in accordance with the InvIT Documents and applicable law</b>	<b>No. of Unitholders who abstained from voting for the resolution</b>
Postal Ballot	93637220	2*

*\*One of the Unitholder of Oriental InfraTrust has casted vote (for some of the units) in favour of the resolution and has abstained (partially) for some of the units from voting of the resolution.*

**INVALID VOTES OF THE RESOLUTION**

There is no invalid vote casted by any of the Unitholder.

**RESULT**

As the votes casted in favour of the resolution are more than one and a half times of the votes casted against the resolution, we report that the Resolution with regard to Item No. 3 as set out in the Notice of the Postal Ballot is passed by way of Significant majority.

5. The relevant records relating to voting by Ballot papers shall remain in the safe custody of the scrutinizer until the chairman considers, approves and sign the Minutes of the Meeting and the same will be handed over to the Compliance Officer or Director authorized by the Board of Investment manager for safe keeping.

(SIGNATURE PAGE TO FOLLOW)

Thanking you  
Yours Sincerely

**For C Gaur & Associates  
Company Secretaries**



**CHETAN GAUR**  
**Practicing Company Secretary**  
ACS No: 37455  
CP No: 19223

**Date : 21/12/2024**  
**Place : New Delhi**