

INDIAN TECHNOCRAT LIMITED

CIN: U74140DL1980PLC010753

August 23, 2019

To,
Axis Trustee Services Limited
The Ruby, 2nd Floor,
29 Senapati Bapat Marg
Dadar West, Mumbai-400028

Re: Nomination and appointment of directors on the board of directors of Project Entities

We refer to the Amended and Restated Trust Deed of Oriental InfraTrust dated February 25, 2019 executed by and amongst Oriental Structural Engineers Private Limited (as the Settlor/Sponsor 1 of Oriental InfraTrust), Oriental Tollways Private Limited (as the Settlor/Sponsor 2 of Oriental InfraTrust) and Axis Trustee Services Limited (as the Trustee of Oriental InfraTrust) ("**Trust Deed**").

Clause 10.5(a) of the Trust Deed provides that:

"The Trustee shall ensure that the board of directors of each Project Entity is constituted in accordance with Applicable Law and as follows:

- (i) *majority of the directors of the Project Entity shall be appointed by the Investment Manager, in consultation with the Trustee, as per the SEBI InvIT Regulations, such that:*
 - a. *one of the directors appointed by the Investment Manager shall, at all times, be a Sponsor Director; and*
 - b. *(A) in the event, there is only 1 (one) Investor Director on the IM Board, the Investment Manager shall appoint such Investor Director on the board of directors of the Project Entity; provided that, such Investor Director consents to its appointment on the board of directors of the Project Entity; or (B) in the event, there is more than 1 (one) Investor Director on the IM Board, the Investment Manager shall appoint only 1 (one) such Investor Director on the board of directors of the Project Entity."*

In view of the aforesaid requirement under the Trust Deed and the SEBI InvIT Regulations, and currently, in the absence of any nomination by the Non Sponsor Unitholder for appointment of the Investor Director on the IM Board under Clause 8.4(a) of the Trust Deed, we, the Investment Manager of Oriental InfraTrust, propose Sh. Narinder Singh, Vice President of IM in place of Sh. Jitendra Kumar, resigning director, for appointment as director on the board of directors of the following Project Entities, in line with Clause 10.5(a) of the Trust Deed:

Etawah-Chakeri (Kanpur) Highway Pvt Ltd:

1. Sh. Sanjit Bakshi as Sponsor Director; and
2. Sh. Narinder Singh, Vice President, ITL (Investment Manager of Oriental Infra Trust)

Reg. Off.: OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity, Hospitality District, IGI
Airport, New Delhi-110037

Email ID: ose.secretarial@gmail.com & Tele. No.: 011-46044604

INDIAN TECHNOCRAT LIMITED

CIN: U74140DL1980PLC010753

GMR OSE Hungund Hospet Highways Pvt Ltd:

1. Sh. Sanjit Bakshi as Sponsor Director; and
2. Sh. Narinder Singh, Vice President, ITL (Investment Manager of Oriental Infra Trust)

Oriental Pathways (Indore) Pvt Ltd:

1. Sh. Sanjit Bakshi as Sponsor Director; and
2. Sh. Narinder Singh, Vice President, ITL (Investment Manager of Oriental Infra Trust)

Oriental Nagpur Bye Pass Construction Pvt Ltd:

1. Sh. Sanjit Bakshi as Sponsor Director; and
2. Sh. Narinder Singh, Vice President, ITL (Investment Manager of Oriental Infra Trust)

Oriental Nagpur Betul Highway Pvt Ltd:

1. Sh. Sanjit Bakshi as Sponsor Director; and
2. Sh. Narinder Singh, Vice President, ITL (Investment Manager of Oriental Infra Trust)

This is for your kind information, comments, if any & records, please.

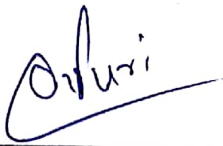
In this letter, all capitalized terms used but not defined shall have the meaning given to them under the Trust Deed.

Yours sincerely,

For and on behalf of:

Investment Manager of Oriental InfraTrust

Indian Technocrat Limited



Gaurav Puri
Compliance Officer

Reg. Off.: OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity, Hospitality District, IGI
Airport, New Delhi-110037