

# **ORIENTAL INFRA TRUST**

05.12.2019

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**

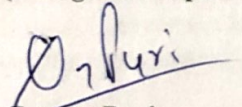
**Sub: Intimation for Postal Ballot Notice to Unitholders**

We are enclosing herewith the Postal Ballot Notice for the proposed resolutions to be approved by the Unitholders of Oriental InfraTrust by Postal Ballot.

The said postal ballot notice is attached herewith and is also to be uploaded on the website <http://orientalinfratrust.com/>

Please take the same on record.

**For Oriental InfraTrust  
Indian Technocrat Limited  
(acting in its capacity as the Investment Manager to Oriental InfraTrust)**

  
**Gaurav Puri  
Compliance Officer**

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Principal Place of Business: 3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, VasantKunj, New Delhi – 110070  
Correspondence Address: OSE commercial Block, Hotel Aloft, Asset-5B, Aerocity, Hospitality District, IGI Airport, New Delhi-110037  
Tel: 011-49531100, E-Mail: [orientalinfratrust@orientalindia.com](mailto:orientalinfratrust@orientalindia.com), Website: [www.orientalinfratrust.com](http://www.orientalinfratrust.com)  
Regn No.: IN/ InvIT/ 18-19/ 0011

# **ORIENTAL INFRATRUST**

## **POSTAL BALLOT NOTICE**

Dear Unitholders,

**NOTICE IS HEREBY GIVEN** pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“**SEBI InvIT Regulations**”), and other provisions, if any, that the resolutions appended below are proposed to be passed by the unitholders (“**Unitholders**”) of Oriental InfraTrust (“**Trust**”) by postal ballot. The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of Indian Technocrat Limited (“**Investment Manager**”) has appointed **Monika Kohli, Practising Company Secretary, New Delhi** 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 assent(for)or dissent(against) in the Postal Ballot Form and return the same in original duly completed and signed or the same may also be deposited personally at the following address: **Ms. Monika Kohli, Practising Company Secretary, 31/36 Basement, Old Rajinder Nagar, New Delhi - 110060** or by email at [monika.kohli@dmkassociates.in](mailto:monika.kohli@dmkassociates.in) not later than 14.00 hours IST on or before Saturday, 28<sup>th</sup> day of December 2019. Postage will be borne and 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& time, it will be considered that no reply has been received from the Unitholder.

The Scrutinizer will submit its report to the Board of Directors of the Investment Manager (“**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 on or before 30<sup>th</sup> day of December, 2019 and communicated to the stock exchange and shall also be displayed on the Trust’s website: <http://orientalinfratrust.com/>.

### **ITEM NO. 1:**

#### **To consider amendment to the Distribution Policy**

To consider and, to pass the following resolution by way of Special Majority in terms of Clause 13.7(i) of the Amended and Restated Trust Deed dated November 08, 2019 (“**Trust Deed**”), Paragraph 11 of the Distributions Policy, other InvIT Documents and the SEBI InvIT Regulations:

“**RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time and the InvIT Documents, prior approval of the Unitholders by way of Special Majority be and is hereby accorded for substituting its existing paragraph 4.3 with the revised paragraph 4.3 as set out below of the Distributions Policy:

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*“The Investment Manager shall declare the Distributable Income within 52 (fifty Two) days from the end of each quarter of a Financial Year, such that the Distributable Income shall be distributed by the Trustee no later than 7 (seven) days from the date of declaration of the Distributable Income by the Investment Manager in accordance with the SEBI InvIT Regulations and the InvIT Documents.*

*Notwithstanding anything contained herein, the Investment Manager shall have the right to declare Distributions during the first quarter, post the InvIT Closing Date.*

*Provided that, for the purposes of this Distributions Policy and the other InvIT Documents, the period from June 24, 2019 till September 30, 2019 shall be considered as the first quarter, post the InvIT Closing Date.”*

**“RESOLVED FURTHER THAT** Mr. Manish Kumar Satnaliwala (Chief Financial Officer) and Mr. Gaurav Puri (Compliance Officer) of Indian Technocrat Limited (acting as Investment Manager to Oriental InfraTrust), be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolution and to settle any question that may arise in this regard.”

## **ITEM NO. 2:**

### **To consider amendments to the Disclosure of Information Policy**

To consider and to pass, the following resolution by way of prior approval of all Unitholders in terms of the Trust Deed, Paragraph 11 of the Disclosure of Information Policy, other InvIT Documents and the SEBI InvIT Regulations:

**“RESOLVED THAT** pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time and the InvIT Documents, prior approval of all the Unitholders be and is hereby accorded for substituting its existing paragraph 6.4.6 (b) with the revised paragraph 6.4.6 (b) as set out below of the Disclosure of Information Policy:

*“for the next 2 (two) quarters post the quarter ending on March 31 of each year, reconciliation statements of the unaudited financial statements, summary investments report (of each quarterly report) and capital account information of the Trust in the format provided under Annexure I to be provided within 60 (sixty) days from the end of the relevant quarter along with information relating to the fair value of investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV. The summary investments report should include details, such as the investments made by the Trust during the relevant period and its amount and the investments proposed to be made in the future. The capital account should contain details of the capital account of the Unitholders, such as the opening balance and the closing balance”*



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**“RESOLVED FURTHER THAT** Mr. Manish Kumar Satnaliwala (Chief Financial Officer) and Mr. Gaurav Puri (Compliance Officer) of Indian Technocrat Limited (acting as Investment Manager to Oriental InfraTrust), be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolutions and to settle any question that may arise in this regard.”

## **ITEM NO. 3:**

**To avail rupee term loan facilities aggregating up to INR 2,400,00,00,000 (Indian Rupees Two Thousand Four Hundred Crores only) from an Indian bank or financial institution (“Domestic Lender”), as identified by the Investment Manager (“Rupee Facility”), to on-lend to certain project entities that are engaged in the construction, and development of certain road projects held by the Trust, (“Project SPVs”) pursuant to concession agreements entered into with the National Highways Authority of India (“Project SPV Loans”) and to amend the loan agreement dated June 22, 2018 executed between the Trust and International Finance Corporation (“IFC Loan Agreement”) and the other Financing Documents (as defined in the IFC Loan Agreement) (collectively, “IFC Financing Documents”):**

- (a) **“RESOLVED THAT** pursuant to the provisions of Clause 13 of the Trust Deed, Clause 13.5 of the Trust Deed, other InvIT Documents, Policies and the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (**“SEBI InvIT Regulations”**), 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 subject to the receipt of requisite approvals, if any, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals, if any, the consent of Significant Majority of Unitholders, be and is hereby granted for:
  - (i) the Rupee Facility to be availed by the Trust and execution of the facility agreement with the Domestic Lender, and other financing documents by the Investment Manager and the Trust (acting through the InvIT Trustee) and any other persons, in relation to the Rupee Facility (**“Domestic Financing Documents”**) and the security to be created over the assets, properties and contracts of the Trust (acting through the InvIT Trustee) and the Project Entities to secure the Rupee Facility and the amendments/modifications to the IFC Financing Documents; and
  - (ii) the Project SPV Loans to be granted by the Trust to the Project SPVs and execution of the facility agreement/s by the Trust (acting through the InvIT Trustee) and the Project SPVs along with any other financing documents related to the Project SPV Loans and the security to be created over the assets, properties

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and contracts of the Project SPVs to secure the Project SPV Loans, if any (“**On Lending Documents**”).”

- (b) “**RESOLVED FURTHER THAT** the Investment Manager (through its directors and authorized signatories) is hereby authorised to make appropriate recommendations to the InvIT Trustee (and the InvIT Trustee is authorized to act pursuant to the same) to execute the Domestic Financing Documents as the trustee of the Trust for borrowing and securing the Rupee Facility, carrying out amendments/modifications to the IFC Financing Documents as required, and executing the On-Lending Documents for extending/securing the Project SPV Loans.”
- (c) “**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the Investment Manager be and is hereby authorised 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) to negotiate, settle, finalise, execute, modify, amend and restate and deliver the Domestic Financing Documents, the IFC Financing Documents, the On Lending Documents and any 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 Domestic Lender or IFC, from time to time, in relation to the Rupee Facility or the credit facilities availed from IFC, and in relation to the Project SPV Loans.”
- (d) “**RESOLVED FURTHER THAT** the board of directors of the Investment Manager be and is hereby authorised to delegate all or any of its powers herein to any one or more of the key managerial personnel of the investment manager.”
- (e) “**RESOLVED FURTHER THAT** the copies of the foregoing resolution, requisite documents certified to be true copies by the Investment Manager be furnished to the Domestic Lender, IFC, their agents or any other person as may be required by the Domestic Lender, IFC or their agents.”

## **ITEM NO. 4:**

**To consider and approve providing undertaking by the Trust to meet all the obligations of OSE Hungund Hospet Highways Pvt Ltd (OHHHPL), one of the Project Entity for any shortfall in fund towards debt servicing by OHHHPL**

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**“RESOLVED THAT** pursuant to the provisions of Clause 13.5 of the Trust Deed, other InvIT Documents and the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (**“SEBI InvIT Regulations”**), the circulars and guidelines issued thereunder, and other applicable rules, if any, to the extent applicable, and subject to the receipt of requisite approvals, if any, the consent of Significant Majority of Unitholders, be and is hereby granted for providing an undertaking by the Oriental InfraTrust to meet all the obligations of OSE Hungund Hospet Highways Pvt Ltd (OHHHPL), one of the Project Entity in respect of any shortfall in fund towards debt servicing by OHHHPL to it’s existing lenders in accordance with the repayment schedule for the loan availed by OHHHPL from the respective lenders.

**RESOLVED FURTHER** Sh. Sanjit Bakshi, Director and Sh. Manish Satnaliwala, Chief Financial Officer of the Company be and are hereby severally authorized to issue, sign and execute the above said undertaking and to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolution and to settle any question that may arise in this regard.

## **ITEM NO. 5:**

**To consider and approve providing undertaking by the Trust to meet all the obligations of Etawah-Chakeri (Kanpur) Highway Private Limited (ECKHPL), one of the Project Entity for any shortfall in fund towards debt servicing by ECKHPL**

**“RESOLVED THAT** pursuant to the provisions of Clause 13.5 of the Trust Deed, other InvIT Documents and the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (**“SEBI InvIT Regulations”**), the circulars and guidelines issued thereunder, and other applicable rules, if any, to the extent applicable, and subject to the receipt of requisite approvals, if any, the consent of Significant Majority of Unitholders, be and is hereby granted for providing an undertaking by the Oriental InfraTrust to meet all the obligations of Etawah-Chakeri (Kanpur) Highway Private Limited (ECKHPL), one of the Project Entity in respect of any shortfall in fund towards debt servicing by ECKHPL to it’s existing lenders in accordance with the repayment schedule for the loan availed by ECKHPL from the respective lenders.

**RESOLVED FURTHER** Sh. Sanjit Bakshi, Director and Sh. Manish Satnaliwala, Chief Financial Officer of the Company be and are hereby severally authorized to issue, sign and execute the above said undertaking and to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolution and to settle any question that may arise in this regard.

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**ITEM NO. 6:**

**To seek waiver under Disclosure of Information Policy**

**“RESOLVED THAT** pursuant to the Disclosure of Information Policy and other InvIT Documents and applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, (**“SEBI InvIT Regulations”**), the circulars and guidelines issued thereunder, and other applicable rules, if any, to the extent applicable, and subject to the receipt of requisite approvals, if any, the consent of all the Unitholders, be and is hereby granted for granting waiver for extension in time for submitting the reconciliation statement of unaudited financial statements, summary of investment report (of each quarterly report) and capital account information of the trust as per IND AS and IFRS for the quarter ended September 30, 2019 in the format provided as Annexure 1 of the DOI Policy on or before 14<sup>th</sup> December, 2019 and for non-submission of the information relating to the fair value of Investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV for the quarter ended September 30, 2019.

**“RESOLVED FURTHER THAT** Mr. Manish Kumar Satnaliwala (Chief Financial Officer) and Mr. Gaurav Puri (Compliance Officer) of Indian Technocrat Limited (acting as Investment Manager to Oriental InfraTrust), be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving effect to the above resolutions and to settle any question that may arise in this regard.”

**For Oriental InfraTrust  
Indian Technocrat Limited  
(acting in its capacity as the Investment Manager to Oriental InfraTrust)**

**Sd/-  
Gaurav Puri  
Compliance Officer**

**Place: New Delhi  
Date: 05.12.2019**

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## **NOTES:**

The Explanatory Statement stating all material facts and the reasons for the proposed resolution is 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. 29<sup>th</sup> day of November, 2019 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 [gaaurav.puri@orientalindia.com](mailto:gaaurav.puri@orientalindia.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 desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed to the Scrutinizer, so that it reaches the Scrutinizer (not later than 14.00 hours IST) on 28<sup>th</sup> day of December, 2019. The postage will be borne and reimbursed by the Trust on the basis of actual claim, if any. If any postal ballot is received after 14.00 hours IST on Saturday, 28<sup>th</sup> day of December, 2019, 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 authorised 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 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 despatch until the last date for receipt of votes by postal ballot i.e. Saturday, 28<sup>th</sup> day of December, 2019.

Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) 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,



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to the Scrutinizer by e-mail to [monika.kohli@dmkassociates.in](mailto:monika.kohli@dmkassociates.in) or send physical copies together with the postal ballot form at the following address: Monika Kohli, Practising Company Secretary, 31/36 Basement, Old Rajinder Nagar, New Delhi - 110060

## **EXPLANATORY STATEMENTS:**

The following statements set out the material facts and reasons for the proposed resolutions stated in the accompanying notice above:

### **ITEM NO. 1:**

#### **To consider amendment to the Distribution Policy**

As per paragraph 4.3 of the Distribution Policy of the Trust, the IM is required to declare and distribute the Distribution within 30 days from the end of every quarter; Further, as per Disclosure of Information Policy, the IM needs to furnish various documents viz; Financial Statements, Quarterly Report, List of litigation etc. within 45 days from the end of each quarter;

To ensure that the Distribution is declared on the basis of the audited quarterly results and to streamline distribution and furnishing of various documents and for smooth functioning of the IM, it is suggested to amend the Distribution Policy to the effect that the Distribution is required to be declared and distributed within 52 days from the end of each quarter;

As per the Trust Deed and the Distribution policy, any amendment to the Distribution Policy can be carried out with prior approval of the unit holders by way of Special Majority;

The resolution contained in Item No. 1 of this Notice, seeks the approval of Special Majority of the Unitholders, so as to enable the Sponsor, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid;

In view of the above, the Investment Manager recommends the resolution as set out in Item No. 1 of this Notice for prior approval of Special Majority of Unitholders.

### **ITEM NO. 2:**

#### **To consider amendments under the Disclosure of Information Policy**

The Members to take note that as per para 6.4.6(b) of the Disclosure of Information Policy (DOI), the following information to be provided to the unitholders :

“Approve the reconciliation statement of unaudited financial statements, summary of investment report (of each quarterly report) and capital account information of the trust as per IND AS and IFRS in the format provided as Annexure 1 of the DOI Policy along with the information relating to the fair value of Investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV within 45 days from the end of quarter ended 30th September, 2019.”;

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Further as per para 6.4.5 (c) of the Disclosure of Information Policy(DOI) the requirement for providing similar information such as submission of unaudited reconciliation statement and capital information as per IFRS in the format provided under Annexure 1 along with the information relating to the fair value of Investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV is provided within 60 days from the end of quarter ended 30th September, 2019;

Due to inconsistency in terms of date for providing Information as captured in Annexure 1 under the Disclosure of Information Policy, the Unitholders are requested to approve the timeline as contained in Clause 6.4.5(c) and amend the clause 6.4.6(b) to substitute 45 days with 60 days;

As per the Trust Deed and the Disclosure of Information policy, any amendment to clause 6.4 of the Distribution Policy or any waiver thereunder can be carried out with approval of all the Unitholders;

The resolution contained in Item No. 2 of this Notice, seeks the approval of all the Unitholders, so as to enable the Sponsor, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid;

In view of the above, the Investment Manager recommends the resolution as set out in Item No. 2 of this Notice for approval of all the Unitholders.

## **ITEM NO. 3:**

**To avail rupee term loan facilities aggregating up to INR 2,400,00,00,000 (Indian Rupees Two Thousand Four Hundred Crores only) from an Indian bank or financial institution (“Domestic Lender”), as identified by the Investment Manager (“Rupee Facility”) to on-lend to certain project entities that are engaged in the construction, and development of certain road projects, (“Project SPVs”) pursuant to concession agreements entered into with the National Highways Authority of India (“Project SPV Loans”) and to amend the loan agreement dated June 22, 2018 executed between the Trust and International Finance Corporation (“IFC Loan Agreement”) and the other Financing Documents (*as defined in the IFC Loan Agreement*) (collectively, “IFC Financing Documents”):**

At present, as per Clause 13.5(g) read with Paragraph 3.2(a) of the Schedule I of the Trust Deed, any consolidated borrowing or pre-payment of debt by the Trust or the Project Entities exceeding Rs. 3000 Million in aggregate in a year requires prior approval of the Unitholders by way of Significant Majority.

It is now proposed that the Trust be permitted to avail a rupee term loan facility aggregating up to INR2,400,00,00,000 (Indian Rupees Two Thousand Four Hundred Crores only)(“Rupee Facility”) from Indian banks/financial institutions identified by the Investment Manager (“Domestic Lender”) to on-lend to certain Project SPVs that are engaged in the construction, and development of certain road projects, pursuant to concession agreements entered into with

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National Highways Authority of India. The proceeds of the Rupee Facility are proposed to be utilised for the purpose of meeting transaction expenses/ loans and advances in the Project SPVs and towards capital expenditure and major maintenance expenses of the Project SPVs. Further, pursuant to the resolution of the board of directors the Investment Manager dated 15 June 2018, the Trust was *inter alia* authorised to avail a rupee term loan facility aggregating up to INR 487,50,00,000 from IFC and execute the IFC Loan Agreement and the other IFC Financing Documents in relation to such facility. The parties now wish to carry out certain amendments/modifications to the terms of the IFC Financing Documents.

The resolution contained in Item No. 3 of this Notice, seeks the approval of Significant Majority of the Unitholders, so as to enable the Sponsor, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid.

In view of the above, the Investment Manager recommends the resolution as set out in Item No. 3 of this Notice for prior approval of Significant Majority of Unitholders.

## **ITEM NO. 4:**

**To consider and approve providing undertaking by the Trust to meet all the obligations of OSE Hungund Hospet Highways Pvt Ltd (OHHHPL), one of the Project Entity for any shortfall in fund towards debt servicing by OHHHPL**

OSE Hungund Hospet Highways Pvt Ltd has been transferred to Oriental InfraTrust on 23rd June 2019 and accordingly Oriental InfraTrust has become the Promoter of OSE Hungund Hospet Highways Pvt Ltd. (OHHHPL) which has resulted in change of ownership and management control which is a significant development from Credit Rating perspective;

Due to this change the Trust is required to undertake to meet all the obligations of the entity related to shortfall in fund towards its debt servicing for the debt availed by OHHHPL;

Accordingly, the Undertaking is being provided to help OHHHPL to improve its rating and provide comfort to lenders/rating agencies that in case of any fund shortfall, the Trust shall infuse the required funds;

As per the Trust Deed and the InvIT Documents, such undertaking can be provided with prior approval of the unit holders by way of Significant Majority;

The resolution contained in Item No. 4 of this Notice, seeks the approval of Significant Majority of the Unitholders, so as to enable the Sponsor, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid;

In view of the above, the Investment Manager recommends the resolution as set out in Item No. 4 of this Notice for prior approval of Significant Majority of Unitholders.

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## **ITEM NO. 5:**

**To consider and approve providing undertaking by the Trust to meet all the obligations of Etawah-Chakeri (Kanpur) Highway Private Limited (ECKHPL), one of the Project Entity for any shortfall in fund towards debt servicing by ECKHPL**

Etawah-Chakeri (Kanpur) Highway Private Limited has been transferred to Oriental InfraTrust on 23rd June 2019 and accordingly Oriental InfraTrust has become the Promoter of Etawah-Chakeri (Kanpur) Highway Private Limited (ECKHPL) which has resulted in change of ownership and management control which is a significant development from Credit Rating perspective;

Due to this change the Trust is required to undertake to meet all the obligations of the entity related to shortfall in fund towards its debt servicing for the debt availed by ECKHPL;

Accordingly, the Undertaking is being provided to help ECKHPL to improve its rating and provide comfort to lenders/rating agencies that in case of any fund shortfall, the Trust shall infuse the required funds;

As per the Trust Deed and the InvIT Documents, such undertaking can be provided with prior approval of the unit holders by way of Significant Majority;

The resolution contained in Item No. 5 of this Notice, seeks the approval of Significant Majority of the Unitholders, so as to enable the Sponsor, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid;

In view of the above, the Investment Manager recommends the resolution as set out in Item No. 5 of this Notice for prior approval of Significant Majority of Unitholders.

## **ITEM NO. 6:**

**To seek waiver under Disclosure of Information Policy**

Pursuant to the Disclosure of Information Policy (DOI), the reconciliation statement of unaudited financial statements, summary of investment report (of each quarterly report) and capital account information of the trust as per IND AS and IFRS in the format provided as Annexure 1 of the DOI Policy along with the information relating to the fair value of Investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV needs to be furnished to the Unitholders within 60 days from the end of quarter ended 30th September, 2019.

Due to unavoidable circumstances the same could not be prepared and submitted with the Unit holders within the prescribed timeline of 60 days and the same shall be submitted on or before 14<sup>th</sup> December, 2019;

In addition, considering the Initial Offer of the Trust completing as recent as on 24<sup>th</sup> June, 2019



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itself basis valuation provided in the Placement Memorandum and thereafter, no valuation has been carried out for the quarter ended September 30, 2019, we seek waiver of the reporting information of “Fair value of Investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV” as captured in Clause 6.4.5(c) and 6.4.6(b) of the DI Policy for the quarter ended 30th September 2019,;

Therefore, In this regard the Unitholders are requested to grant waiver for delay in submission and extension of time for submitting the reconciliation statement of unaudited financial statements, summary of investment report (of each quarterly report) and capital account information of the trust as per IND AS and IFRS for the quarter ended September 30, 2019 in the format provided as Annexure 1 of the DOI Policy and non-submission of the information relating to the fair value of Investments held by the Trust, the manner in which such fair value has been computed and the resultant NAV for the quarter ended September 30, 2019;

The resolution contained in Item No. 6 of this Notice, seeks the approval of Unitholders by unanimous approval, so as to enable the Sponsor, the Trustee and the Investment Manager to complete all procedural and other formalities in connection with the aforesaid;

In view of the above, the Investment Manager recommends the resolution as set out in Item No. 6 of this Notice for prior approval of all Unitholders.

**For Oriental InfraTrust  
Indian Technocrat Limited  
(Acting in its capacity as the Investment Manager to Oriental InfraTrust)**

**Sd/-  
Gaurav Puri  
Compliance Officer**

**Place: New Delhi  
Date: 05.12.2019**

# **ORIENTAL INFRATRUST**

## **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 Office : OSE commercial Block, Hotel Aloft, Asset-5B, Aerocity, Hospitality District, IGI Airport, New Delhi-110037Tel: 011-49531100  
SEBI Registration No. : IN/ InvIT/ 18-19/ 0011

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

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through postal ballot for the business stated in the Notice of the Oriental InfraTrust by conveying my / our assent or dissent to the said resolution by placing a tick (✓) in the appropriate box below:

S. No	Item Name	No. of Units	I assent to the resolution	I dissent from the resolution
1	To consider amendment to the Distribution Policy			
2	To consider amendments to the Disclosure of Information Policy			
3	To consider approving the rupee term loan facilities aggregating up to INR 2,400,00,00,000 to be availed by the Trust from an Indian bank or financial institution, as identified by the Investment Manager			

Principal Place of Business: 3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, VasantKunj, New Delhi – 110070  
Correspondence Address: OSE commercial Block, Hotel Aloft, Asset-5B, Aerocity, Hospitality District, IGI Airport, New Delhi-110037Tel: 011-49531100, E-Mail: [orientalinfratrust@orientalindia.com](mailto:orientalinfratrust@orientalindia.com), Website: [www.orientalinfratrust.com](http://www.orientalinfratrust.com)

Regn No.: IN/ InvIT/ 18-19/ 0011

# ORIENTAL INFRATRUST

4	To consider and approve providing undertaking by the Trust to meet all the obligations of OSE Hungund Hospet Highways Pvt Ltd (OHHHPL), one of the Project Entity for any shortfall in fund towards debt servicing by OHHHPL			
5	To consider and approve providing undertaking by the Trust to meet all the obligations of Etawah-Chakeri (Kanpur) Highway Private Limited (ECKHPL), one of the Project Entity for any shortfall in fund towards debt servicing by ECKHPL			
6	To seek waiver under Disclosure of Information Policy			

Place:

Date:

(Signature of the Unitholder)

Name:

Notes:

1. Please read the instructions printed below carefully before filling this Form, please refer to the instructions for voting provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Saturday, 28<sup>th</sup> day of December, 2019, not later than 14.00 hours IST.

# **ORIENTAL INFRATRUST**

## **Instructions:**

1. A Unitholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer.
2. Postage will be borne and paid by the Trust on the basis of actual claim, if any. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Unitholder, will also be accepted.
3. This form should be completed and signed by the Unitholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Trust) by the first named Unitholder and in his / her absence, by the next named Unitholder.
4. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
5. The votes of a Unitholder will be considered invalid on any of the following grounds:
  - a) If the Postal Ballot form has not been signed by or on behalf of the Unitholder;
  - b) If the Unitholder's signature does not tally;
  - c) if the Unitholder has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Units voted for 'Assent' and 'Dissent' exceeds total number of Units held;
  - d) If the Unitholder has made any amendment to the Resolution or imposed any condition while exercising his vote. i.e. if the Postal Ballot Form is incomplete or incorrectly filled;
  - e) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the unitholder or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - f) if the form received is other than the one issued by the Trust.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before December 28th, 2019, not later than 14.00 Hours IST. If any Postal Ballot Form is received after this date and time, it will be considered that no reply from such Unitholder has been received.
7. A Unitholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date and time specified in Item (6) above.
8. Institutional unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc.



# **ORIENTAL INFRATRUST**

with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to [monika.kohli@dmkassociates.in](mailto:monika.kohli@dmkassociates.in) or send physical copies together with the postal ballot form at the following address: **Monika Kohli, Practising Company Secretary, 31/36 Basement, Old Rajinder Nagar, New Delhi - 110060**

9. Unitholders are requested NOT to send any other paper along with the Postal Ballot Form and any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Investment Manager/Trust would not be able to act on the same.
10. Voting rights shall be reckoned on the paid up value of the units registered in the name of the unitholder on the cut-off date, i.e. 29<sup>th</sup> day of November, 2019.
11. The Scrutinizer's decision on the validity of the postal ballot shall be final.
12. Only a unitholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.