

ORIENTAL INFRA TRUST

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

02.07.2020

Ref: Symbol: OSEINTRUST

Subject: Voting Results of the Postal Ballot Activity

Dear Sir/ Madam,

This is further to our letter dated June 06, 2020 in relation to intimation of dispatch of postal ballot notice seeking unitholders approval for various matters in relation to Oriental InfraTrust.


In this regard, we wish to inform you that the Item No. 1 & Item No. 3 of the Notice has been passed by the unitholders with the requisite majority on June 29, 2020 being the last date for voting and Item No. 2 of the Notice is not passed by the Unitholders.

Please find enclosed the Scrutinizer's Report dated July 01, 2020.

The Voting Results along with scrutinizer's report are also available on the website of Oriental InfraTrust i.e. <https://orientalinfratrust.com/>.

You are requested to 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**

Copy to-

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

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

To,
The Board of Directors,
Indian Technocrat Limited
(Investment Manager on behalf of Oriental InfraTrust)
OSE Commercial Block, Hotel Aloft, Asset 5B,
Aerocity, Hospitality District, IGI Airport,
New Delhi 110037

Sub: Scrutinizer's Report on Postal Ballot Voting in respect of passing of Resolution(s) contained in Postal Ballot Notice dated June 6,2020

I Monika Kohli, Practicing Company Secretary (COP 4936) having office at 31/36, Basement, Old Rajinder Nagar, New Delhi 110060 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 Indian Technocrat 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 6th June, 2020 of Oriental InfraTrust ('The Trust')

As on June 4, 2020, the cut-off date there were 7 unit holders 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 unit holders through voting through ballot paper as contained in Notice dated June 6, 2020 of Oriental InfraTrust.

MONIKA KOHLI & ASSOCIATES
COMPANY SECRETARIES

31/36, Basement, Old Rajinder Nagar, New Delhi-110060 Tele : 91-011-42432721, 42430027
Mobile: 9810480983 E-mail : monikasef@yahoo.com, monika.kohli@dmkassociates.in

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 Notice

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, i.e; on 29thJune, 2020 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 ballotvoting, i.e; on 29thJune 2020 at 17:00 hours IST.
2. The Postal ballot forms were diligently scrutinized and 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 CARRY OUT CERTAIN AMENDMENTS TO THE MAJOR MAINTENANCE AGREEMENT(S) (AS DEFINED IN THE TRUST DEED) AND THE PROJECT MANAGEMENT AGREEMENT(S) (AS DEFINED IN THE TRUST DEED) AS REQUIRED BY THE DOMESTIC LENDERS INTER ALIA PURSUANT TO THE TERMS OF THE DOMESTIC LOAN AGREEMENT DATED MARCH 05, 2020 (“DOMESTIC LOAN AGREEMENT”) EXECUTED BETWEEN INTER ALIOS THE TRUST, INDUSIND BANK LIMITED, AXIS BANK LIMITED AND ICICI BANK LIMITED (“DOMESTIC LENDERS”):

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust | No. of Units for which Votes exercised in favour of the resolution | No. of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust in favour of the resolution | % of votes in favour of the resolution in accordance with the corporate governance policy of the Trust | No. of unit holders who voted in favour of the resolution |
|-------------------------------------|---|---|---|--|---|--|
| Electronic ally | 583078789 | 452156863 | 583078789 | 452156863 | 100% | 7 |

(II) VOTED AGAINST THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the corporate | No. of Units for which Votes exercised against the resolution | No. of votes to be counted out of votes exercised in accordance with the corporate | % of votes against the resolution in accordance with the corporate governanc | No. of unit holders who voted against the resolutio |
|-------------------------------------|---|--|--|---|---|--|
|-------------------------------------|---|--|--|---|---|--|

MONIKA KOHLI & ASSOCIATES
COMPANY SECRETARIES

MONIKA KOHLI
B.Com. (H), F.C.S., L.L.B, I.P.

| | | | | | | |
|-----------------|-----------|---------------------------------------|-----|--|------------------------------|----------|
| | | governance policy of the Trust | | governance policy of the Trust against the resolution | e policy of the Trust | n |
| Electronic ally | 583078789 | 452156863 | NIL | NIL | NIL | NIL |

(III) INVALID VOTES OF THE RESOLUTION:

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

RESULT

As all the votes exercised in favour of the resolution, we report that the Resolution with regard to the Item no. 1 as set out in the Notice of the Postal Ballot is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 2

ISSUANCE AND ALLOTMENT OF UNITS OF THE TRUST UPON EXERCISE BY DOMESTIC LENDERS OF THE RIGHT TO CONVERT THEIR OUTSTANDING DEBT UNDER THE DOMESTIC LOAN AGREEMENT

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust | No. of Units for which Votes exercised in favour of the resolution | No. of votes to be counted out of votes exercised in accordance with the corporate governanc | % of votes in favour of the resolution in accordance with the corporate governance policy of the Trust | No. of unit holders who voted in favour of the resolution |
|-------------------------------------|---|---|---|---|---|--|
| | | | | | | |

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| | | | | | | |
|----------------|-----------|-----------|-----|--|-----|-----|
| | | | | e policy of the Trust in favour of the resolution | | |
| Electronically | 583078789 | 452156863 | NIL | NIL | NIL | NIL |

(II) VOTED AGAINST THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust | No. of Units for which Votes exercised against the resolution | No. of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust against the resolution | % of votes against the resolution in accordance with the corporate governance policy of the Trust | No. of unit holders who voted against the resolution |
|-------------------------------------|---|---|--|---|--|---|
| Electronically | 583078789 | 452156863 | 230600000 | 230600000 | 51.00% | 5 |

(III) ABSTAINED VOTES OF THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the corporate governance | No. of Units for which unitholder (s) abstained from voting | No. of votes to be counted out of votes exercised in accordance with the | % of votes abstained from voting in accordance with the corporate governance policy of the Trust | No. of unit holders who abstained from voting |
|-------------------------------------|---|---|--|---|---|--|
| | | | | | | |

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| | | | | | | |
|----------------|-----------|----------------------------|-----------|---|--------|---|
| | | policy of the Trust | | corporate governance policy of the Trust abstained from voting | | |
| Electronically | 583078789 | 452156863 | 352478789 | 221556863 | 49.00% | 2 |

(IV) INVALID VOTES OF THE RESOLUTION:

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

RESULT

As all votes were either exercised against the resolution or abstained from voting, we report that the Resolution with regard to Item no. 2 as set out in the Notice of the Postal Ballot is not passed.

RESOLUTION NO. 3

TO SEEK WAIVER FOR LATE SUBMISSION OF CERTAIN INFORMATION (DUE TO COVID 19 VIRUS PANDEMIC) WITH THE UNITHOLDERS AS REQUIRED UNDER THE INVIT DOCUMENTS

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the | No. of Units for which Votes exercised in favour of the resolution | No. of votes to be counted out of votes exercised in accordance with the corporate governance policy of the | % of votes in favour of the resolution in accordance with the corporate governance policy of the | No. of unit holders who voted in favour of the resolution |
|-------------------------------------|---|--|---|--|---|--|
| | | | | | | |

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| | | | | | | |
|----------------|-----------|---|-----------|--|--------------|---|
| | | corporate governance policy of the Trust | | Trust in favour of the resolution | Trust | |
| Electronically | 583078789 | 452156863 | 583078789 | 452156863 | 100% | 7 |

(II) VOTED AGAINST THE RESOLUTION:

| Mode of Postal Ballot Voting | Total No of Units for which Votes exercised by all unitholders | No of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust | No. of Units for which Votes exercised against the resolution | No. of votes to be counted out of votes exercised in accordance with the corporate governance policy of the Trust against the resolution | % of votes against the resolution in accordance with the corporate governance policy of the Trust | No. of unit holders who voted against the resolution |
|-------------------------------------|---|---|--|---|--|---|
| Electronically | 583078789 | 452156863 | NIL | NIL | NIL | NIL |

(III) INVALID VOTES OF THE RESOLUTION:

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

RESULT

As all the votes exercised in favour of the resolution, we report that the Resolution with regard to Item no.3 as set out in the Notice of the meeting is passed in favour of the resolution with requisite majority.

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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 Company Secretary or Director authorized by the Board of Investment manager for safe keeping.

Thanking you

Yours Sincerely

**For Monika Kohli & Associates
Company Secretaries**

Monika



CS MONIKA KOHLI
Proprietor
FCS 5480
C.P. No. 4936
31/36, Basement, Old Rajinder Nagar
New Delhi -110060
9810480983, 011 – 42430027

Date : **01.07.2020**

Place: **New Delhi**

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