

October 08, 2026

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

Units: Scrip ID/Symbol: OSEINTRUST ISIN: INE07Z523018	Debt Securities: ISIN: INE07Z507011 (Tranche A), INE07Z507029 (Tranche B), INE07Z507037 (Tranche C)
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Subject: Intimation for Notice for convening the 2nd Extraordinary Meeting (EM) of the Unitholders (F.Y. 2026-2027) of Oriental InfraTrust

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 22 and 23 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**"), as amended, read with SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 ("**SEBI Master Circular**") and other applicable regulations, if any read with relevant circulars and guidelines issued thereunder, from time to time (including any statutory modifications or amendments or re-enactments thereof for the time being in force), we wish to inform you that the 2nd Extraordinary Meeting ("**EM**") of the Unitholders of Oriental InfraTrust ("**Trust**") is scheduled be held on Thursday, October 29, 2026 at 12:30 P.M. (IST) through Video Conferencing ("**VC**")/ Other-Audio Visual Means ("**OAVM**").

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 matter listed in the enclosed notice, at the aforementioned EM.

A copy of notice dated October 08, 2026, is enclosed.

The said notice is also available on the website of the Trust i.e. <https://orientalinfratrust.com/unitholders-meeting/>

You are requested to take the same on record.

Thanking you,

Yours Faithfully,

For **OIT Infrastructure Management Limited**

(Acting as Investment Manager to Oriental InfraTrust)

GAURA Digitally signed
by GAURAV PURI
Date: 2026.10.08
16:42:30 +05'30'

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

Catalyst Trusteeship Limited (“Debenture Trustee”)

Unit No- 901, 9th Floor, Tower B,
Peninsula Business Park, Senapati Bapat Marg,
Lower Parel (W), Mumbai – 400013

NOTICE OF THE EXTRAORDINARY MEETING

A **NOTICE** is hereby given that the 2nd Extraordinary Meeting (“**EM**”) for F.Y. 2026-27 of the unitholders of Oriental InfraTrust (“**Trust**” and the unitholders of the Trust, (“**Unitholders**”) will be held on Thursday, October 29, 2026 at 12:30 P.M. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) without the physical presence of the Unitholders and the deemed venue for the meeting shall be at the principal place of business of the Trust, in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 (“**SEBI InvIT Regulations**”) read with Chapter 17 of SEBI Master Circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, as amended from time to time (the “**SEBI Master Circular**”) and other relevant circulars issued by SEBI in this regard, from time to time, to transact the businesses set out below.

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 for the Unitholders’ consideration.

Capitalized terms used but not defined herein shall have the meanings given to them in the Trust Deed and/or the Explanatory Statement.

ITEM NO. 1: TO APPROVE THE CHANGE IN SPONSOR OF ORIENTAL INFRATRUST AND CONSEQUENTIAL AMENDMENTS TO THE INVIT DOCUMENTS

To consider and, if thought fit, to pass the following resolution, which requires unanimous approval of all Unitholders (excluding the Unitholders related to the transaction):

“**RESOLVED THAT**, pursuant to Regulation 22(7) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, read with the applicable provisions of the master circular issued by the Securities and Exchange Board of India (“**SEBI**”) for infrastructure investment trusts dated July 11, 2025 read with Circular No. SEBI/HO/DDHS/DDHS-PoD-2/P/CIR/2025/114 dated August 8, 2025 issued by SEBI (“**Master Circular**”), each as amended from time to time (together, the “**SEBI InvIT Regulations**”), and in accordance with the relevant provisions of the amended and restated trust deed in relation to Oriental InfraTrust (“**Trust**”) dated September 4, 2025 (“**Trust Deed**”), and subject to the approvals, consents, permissions and sanctions of the relevant government, statutory, lenders, supervisory and/or regulatory authorities, and such other approvals, consents, permissions and sanctions, as may be necessary and which may be agreed to by the board of directors of OIT Infrastructure Management Limited acting as the investment manager of the Trust (hereinafter referred to as the “**Board**”), and subject to applicable laws, rules, press notes, notifications, circulars, regulations, policies and guidelines in India, without limitation, the Indian Trusts Act, 1882 (as amended), SEBI InvIT Regulations, and other applicable regulations and guidelines issued by SEBI or otherwise (“**Applicable Laws**”), and subject to appropriate amendments to the Trust Deed (which are approved in accordance with this resolution), the consent of the Unitholders be and is hereby accorded for the ‘change in Sponsor(s)’ of the Trust by declassifying one of the existing Sponsors of the Trust, *i.e.*, ‘Oriental Structural Engineers Private Limited’ (“**OSEPL**”) as a Sponsor of the Trust, with ‘Oriental Tollways Private Limited’ (“**OTPL**”)

continuing as the sole Sponsor of the Trust as more particularly described in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforementioned ‘change in Sponsor(s)’ of the Trust, the Trustee and the Board be and are hereby authorised to carry out amendments to certain InvIT Documents, including the Trust Deed and other policies adopted by the Investment Manager and other parties to the Trust, which will, among other things, facilitate the conversion of the Trust from a private listed infrastructure investment trust to a public infrastructure investment trust (*as approved by the Unitholders through postal ballot on December 21, 2024*) and improve the Trust’s operational efficiency and shall be in the same form and substance as set out in the finalized drafts of the amended and restated InvIT Documents that shall be circulated to the Unitholders by the Trustee upon request of such Unitholders or their authorised representative/s in the manner set out in this Notice (collectively, the “**Proposed Amendments**”).

RESOLVED FURTHER THAT if the requisite approval of all the Unitholders of the Trust (*excluding the Unitholders related to the transaction*) is not received, OTPL may, in accordance with the Master Circular and Applicable Laws, at its sole discretion, either:

- (a) notify the Investment Manager in writing that it wishes to proceed with its intention to be the sole Sponsor of the Trust, by providing all the Unitholders who have abstained from voting, or have not voted in favour of this resolution prior to the voting deadline under this Notice (“**Dissenting Unitholders**”) with an exit by making an offer in the manner specified by SEBI, including under the SEBI InvIT Regulations read with Chapter 11 of the Master Circular (“**Exit Offer**”), with a detailed summary of activities, timelines and applicable pricing for such Exit Offer; or
- (b) along with OSEPL, promptly notify the Investment Manager, in accordance with Applicable Laws, that OTPL will not proceed to be the sole Sponsor of the Trust, and that the *status quo ante* shall be maintained, with both OSEPL and OTPL continuing as Sponsors of the Trust, and in which event, the Proposed Amendments shall not take effect.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorised by the Board, on behalf of the Trust, be and are hereby severally authorised to execute and deliver all documents, papers and instruments, issue and provide certificates, and do or cause to be done all acts and things as may be necessary, appropriate or advisable to give effect to the foregoing resolutions, subject to, in accordance with and only to the extent to which prior written consent is obtained from all the Unitholders at the scheduled meeting (excluding the Dissenting Unitholders who are duly provided an exit option in accordance with sub-paragraph (a) above); and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board and/or the Trust in doing so, and any documents so executed and delivered or acts and things done or caused to be done as aforesaid are hereby ratified, confirmed and approved as the acts and deeds of the Board and/or the Trust, as the case may be.”

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: October 08, 2026
Place: New Delhi

Principal Place of Business/Registered Office and Contact Details of Trust

Oriental InfraTrust

Unit No. 307A, 3rd Floor, Worldmark-2,
Asset Area No.8, Aerocity, IGI Airport, New Delhi-110037
Tel: +91-11-44454600
E-mail: info@orientalinfratrust.com
Website: <https://orientalinfratrust.com>
Compliance Officer: Mr. Gaurav Puri

Registered Office and Contact Details of the Investment Manager

OIT Infrastructure Management Limited

CIN: U74140DL1980PLC010753
Unit No. 307A, 3rd Floor, Worldmark-2,
Asset Area No.8, Aerocity, IGI Airport, New Delhi-110037
Tel: +91-11-44454600

NOTES:

1. Pursuant to the relevant provisions of SEBI InvIT Regulations read with SEBI Master Circular, SEBI has permitted to hold EM of InvITs through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), without physical presence of the Unitholders at a common venue. Hence, Unitholders can attend and participate in the ensuing EM through VC/OAVM. The deemed venue for the EM shall be the principal place of business of the Trust.
2. The copy of the Notice is also uploaded on the website of the Trust at [https:// orientalinfratrust.com](https://orientalinfratrust.com) and the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, respectively. Unitholders whose e-mail addresses are not registered (“Unregistered Unitholders”), will be intimated through SMS / Mobile Calls, by the Registrar and Transfer Agent (“RTA”).
3. The Investment Manager, acting on behalf of the Trust shall be providing the facility to Unitholders to enable them to exercise their right to vote on the matters listed in the Notice by electronic means through remote e-voting. The process of remote e-voting to be exercised with necessary user id and password is given in the subsequent paragraphs.
4. Since this EM is being held through VC/OAVM, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the EM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Unitholders (such as companies or body corporates) intending to participate in the EM through their authorized representatives are required to send duly certified copy of their board resolution / governing body resolution / authorization letter, etc. by mailing a copy to email ID – compliance@orientalinfratrust.com to attend and vote through remote e-voting on their behalf at the said meeting. In case there is no change in the authorization provided earlier and the same is still valid, then a confirmation to the same shall be sufficient.
6. The Explanatory Statement stating all material facts and the reasons for the proposed resolutions are annexed herewith.
7. Relevant documents referred to in the accompanying Notice, including the finalized drafts (which shall be the execution versions) of all the InvIT Documents reflecting the Proposed Amendments (as defined in the resolution), will be made available for inspection by the Unitholders upon request, no later than 3 working days before the last date for casting vote, i.e., October 28, 2026. The Unitholders may send a request for inspection to the Trustee at invit.reit@axistrustee.in, debenturetrustee@axistrustee.in and compliance@orientalinfratrust.com with the following details: name, folio no., client ID, depository participant ID and e-mail id. Upon receipt of such request, the electronic copies of such finalized drafts (which shall be the execution versions) of all the InvIT Documents reflecting the Proposed Amendments (as defined in the resolution) shall be shared with the requesting Unitholders or their duly authorized representatives by e-mail for inspection.

7. As the EM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. **Remote e-Voting:** The Investment Manager, acting on behalf of the Trust, is providing a facility of remote e-voting to the Unitholders as on the cut-off date, being 24th October, 2026. For this purpose, the Investment Manager, acting on behalf of the Trust, has engaged services of National Securities Depository Limited (“NSDL”), for providing e-Voting services.
 - Remote e-voting facility will be available on the website <https://www.evoting.nsdl.com> from 02:00 pm (IST) on 26th October, 2026 till 05:00 pm (IST) on 28th October, 2026, after which the facility will be disabled by NSDL and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website <https://www.evoting.nsdl.com>. During this period, Unitholders of the Trust, holding units in dematerialized form, as on the cut-off date of 24th October, 2026 shall cast their vote electronically.
 - The voting rights of Unitholders shall be in proportion to their units of the paid up unit capital of the Trust as on the cut-off date being 24th October, 2026.
10. **Voting during the EM:** Unitholders present at the EM through VC and have not cast their vote on resolutions through remote e-voting prior to the EM and otherwise not barred from doing so, may cast their vote during the EM through the e-voting system provided by NSDL through the Video Conferencing platform during the EM. Kindly refer notes to this Notice for detailed instructions for voting during the EM.
11. Registrar and Transfer Agent for its Unit Registry work is KFin Technologies Limited having office at 301, The Centrium, 3rd Floor, 57 Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai Maharashtra - 400 070
12. The recorded transcript of the EM shall be maintained in safe custody of the Investment Manager and shall be uploaded on the website of Trust shortly, after the conclusion of the EM.
13. The Unitholders, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Once a vote is cast by Unitholder, he/she/they shall not be allowed to alter it subsequently.
14. The Trust is sending through email the Notice to the Unitholders whose name is recorded as on 2nd October, 2026 in the Register of Unitholders or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Units of the Trust and becomes Unitholder of the Trust after 2nd October, 2026 being the date reckoned for the dispatch of the Notice and who holds Units as on the cut-off date i.e. 24th October, 2026, may obtain the User Id and password in the manner provided below in the instructions of the Notice.
15. The Investment Manager has appointed (Mr. Bhavya Nailwal), Partner, ASKBN and Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the entire voting process i.e. remote e-

voting and e-voting at the EM, in a fair and transparent manner.

16. The Scrutinizer's decision on the validity of the vote shall be final.
17. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the EM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the EM to the Chairman of the Investment Manager or a person authorized by him in writing, who shall countersign the same.
18. The results declared along with the consolidated Scrutinizer's report shall be hosted on the website of the Trust at <https://orientalinfratrust.com>, the results shall simultaneously be communicated to the designated stock exchanges.
19. The Resolutions shall be deemed to be passed at the principal place of business of the Trust on the date of the EM, subject to receipt of the requisite number of votes in favour of the resolutions.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of a Permanent Account Number ("PAN") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
21. Unitholders who have not registered their email address so far are requested to register their email address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically, by sending an email to the RTA at kfpl.orientalinvit@kfintech.com or to the Compliance Officer at compliance@orientalinfratrust.com
22. The Unitholders can join the EM in the VC/ OAVM mode 15 minutes before the scheduled time for commencement of meeting and after the commencement of meeting by following the procedure mentioned in the Notice. The facility for participation at the meeting through VC/OAVM will be made available for all Unitholders. The detailed instructions for joining the meeting through VC/OAVM forms part of the Notes to this Notice and are mentioned below.
23. Procedure to raise questions/seek clarifications with respect to the notice:

For the smooth conduct of proceedings of the EM, Unitholders are encouraged to express their views/ send their queries in advance, mentioning their name demat account number, e-mail ID and mobile number to compliance@orientalinfratrust.com. Only questions / queries received by the Investment Manager on or before 05:00 p.m. on 27th October, 2026, shall be considered and the Chairman or the concerned person shall respond to the queries during the meeting suitably.

24. Unitholders who would like to speak during the meeting must pre- register themselves by sending their request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number during the period starting from 09:00 am (IST) October 24th, 2026 till 05:00 pm (IST) on October 27, 2026 on compliance@orientalinfratrust.com. Trust reserves the right to restrict the number of speakers depending on the availability of time for the EM.

25. Those Unitholders who have not registered their e-mail addresses or have not received any communication regarding this EM for any reason whatsoever, may obtain the user ID and password by sending a request at evoting@nsdl.com; compliance@orientalinfratrust.com.

A. Instructions for the Unitholders for Joining the EM Through NSDL Platform

1. In Compliance with the SEBI Circular, the Investment Manager, acting on behalf of the Trust is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to the Unitholders holding units as on 24th October, 2026 (end of day), being the cut-off date fixed for determining voting rights of Unitholders, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL Person who is not a Unitholder as on the cut-off date should treat this Notice for information purposes only.
2. Unitholders will be provided with a facility to attend the EM through VC/OAVM through the NSDL e-Voting system. Unitholders may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against entity name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the **EVEN** of Trust will be displayed. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush.
3. Unitholders may join the EM through laptops, smartphones, tablets and iPads for better experience. Further, Unitholders will be required to use the Internet with a good speed to avoid any disturbance during the EM. Unitholders will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

We are providing below the key details regarding the EM:

Particulars	Details
Date and Time of EM	Thursday, October 29, 2026 at 12:30 PM (IST)
Link for live webcast of the EM and for participation through VC/OAVM	https://www.evoting.nsdl.com
Speaker registration	Please refer Note 24 for detailed description.
Link for remote e-Voting	https://www.evoting.nsdl.com

Username and Password for VC/OAVM	Unitholders may attend the EM through VC/OAVM by accessing the link https://www.evoting.nsdl.com by using the login credentials. Please refer to the instructions forming part of the Notice of EM
Helpline number for VC/OAVM participation and e-Voting	Contact toll-free number: 022 - 4886 7000 or send a request at evoting@nsdl.com .
Cut-off date for e-Voting	24 th October, 2026
Time period for remote e-Voting	26 th October, 2026, 2 p.m. IST and will end on 28 th October, 2026, 5 p.m. IST
Time period for speaker registration	24 th October, 2026, 9 a.m. IST and will end on 27 th October, 2026, 5 p.m. IST

B. D) INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE EM

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Unitholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Unitholders holding securities in demat mode is given below:

Type of Unitholders	Login Method
Individual Unitholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Unitholders can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Unitholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Unitholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Unitholders holding securities in demat mode with NSDL	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Unitholders holding securities in demat mode with CDSL	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for Unitholders other than Individual Unitholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding units i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold units in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold units in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for Unitholders other than Individual Unitholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Unitholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join EM on NSDL e-Voting system.

How to cast your vote electronically and join EM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and EM is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the EM. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for e-Voting during the EM are as under:

1. The procedure for remote e-Voting during the EM is same as the instructions mentioned above for remote e-Voting since the meeting is being held through VC/OAVM.

2. Only those Unitholders, who will be present in the EM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through remote e-Voting system in the EM.

General Guidelines for Unitholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries/grievances pertaining to remote e-Voting (before the EM and during the EM), you may refer to the Frequently Asked Questions (FAQs) for Unitholders and e-Voting user manual for Unitholders available in the download section of www.evoting.nsdl.com or call on the toll-free number: 022 - 4886 7000 or send a request at evoting@nsdl.com.

The Unitholders, whose names appear in the Register of Unitholders / list of Beneficial Owners as on Saturday, 24th October, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a unitholder as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the unitholder, the unitholder shall not be allowed to change it subsequently.

Principal Place of Business/Registered Office and Contact Details of Trust

Oriental InfraTrust

Unit No. 307A, 3rd Floor, Worldmark-2, Asset Area No.8,
Aerocity, Hospitality District, Near IGI Airport, New Delhi-110037
SEBI Registration Number: IN/InvIT/18-19/0011
Tel: +91 11- 49531100
E-mail: info@orientalinfratrust.com
Website: <https://orientalinfratrust.com>
Compliance Officer: Mr. Gaurav Puri

Registered Office and Contact Details of the Investment Manager

OIT Infrastructure Management Limited
CIN: U74140DL1980PLC010753
Unit No. 307A, 3rd Floor, Worldmark-2,
Asset Area No.8, Aerocity, IGI Airport, New Delhi-110037
Tel: +91-11-44454600

**Principal Place of Business: Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Aerocity, Hospitality District,
Near IGI Airport, New Delhi – 110037, India; Tel.: 91-11-44454600
E-mail: info@orientalinfratrust.com, Website: www.orientalinfratrust.com
Regn No.: IN/ InvIT/ 18-19/ 0011**

EXPLANATORY STATEMENT

ITEM NO. 1: TO APPROVE THE CHANGE IN SPONSOR OF ORIENTAL INFRA TRUST AND CONSEQUENTIAL AMENDMENTS TO THE INVIT DOCUMENTS

Background:

Oriental InfraTrust is a private listed infrastructure investment trust and is proposing to convert to a public infrastructure investment trust (“**Public InvIT**”) pursuant to public issue of units in accordance with the SEBI InvIT Regulations (“**Conversion of the Trust**”). The Unitholders have approved the proposed Conversion of the Trust through postal ballot on December 21, 2024.

The Units of the Trust are currently listed on National Stock Exchange of India Limited (“**NSE**”).

Presently, the Trust has two sponsors: (i) Oriental Structural Engineers Private Limited (“**OSEPL**”), which holds 15.42% of the total outstanding Units; and (ii) Oriental Tollways Private Limited (“**OTPL**”), which holds 43.74%]of the total outstanding Units The Trust has received request letters each dated October 08, 2026 from OSEPL and OTPL (“**Request Letter**”) for the ‘change in Sponsor(s)’ of the Trust by seeking declassification of OSEPL as a Sponsor of the Trust, with OTPL continuing as the sole Sponsor of the Trust. OSEPL will be identified as a member of the “Sponsor Group”.

Further, for the purposes of giving effect to the aforementioned ‘change in Sponsor(s)’ of the Trust and facilitate the proposed Conversion of the Trust along with improving the Trust’s operational efficiency, it is proposed that certain InvIT Documents, including the Trust Deed and other policies adopted by the Investment Manager and other parties to the Trust that govern the operations and management of the Trust are required to be amended by way of the Proposed Amendments (as defined in the resolution) to:

- (a) comply with the regulatory framework applicable to Public InvIT under the SEBI InvIT Regulations; and
- (b) record the commercial understanding among the Unitholders, the Sponsors, the Investment Manager and the Trust (“**Parties**”) in relation to the rights and obligations of the Parties as set out in such policies.

Rationale for “Change in Sponsor”:

OSEPL, in addition to its other business operations, currently serves as the project manager and major maintenance manager of the Trust in accordance with the Trust Deed. Further, upon Conversion of the Trust, OSEPL’s unitholding percentage will be further diluted. Accordingly, it is proposed that while OSEPL will continue to focus on its other operations, including its roles as project manager and major maintenance manager of the Trust, OTPL (by virtue of its higher unitholding percentage, *i.e.*, 43.74% as compared to OSEPL’s 15.42% of the total outstanding Units) will be the primary vehicle for the InvIT platform and continue as the sole Sponsor of the Trust.

It is proposed that, subject to receipt of approval of all Unitholders (excluding the Unitholders related to the transaction) in accordance with the SEBI InvIT Regulations, OTPL shall continue as the sole Sponsor, and OSEPL shall be declassified as a Sponsor.

Regulatory Requirement and Voting:

Pursuant to Regulation 22(7) of the SEBI InvIT Regulations read with the Master Circular, approval from 75% of the unitholders by value is required, excluding the value of units held by parties related to the transaction. However, Clause 20.10 of the Trust Deed and certain other policies being amended require the consent of all Unitholders of the Trust for amending such InvIT Documents. Accordingly, since the proposed 'change in sponsors' will also occasion change in such InvIT Documents, to ensure compliance with the SEBI InvIT Regulations, the Master Circular and the relevant InvIT Documents, including the Trust Deed and other policies, a higher threshold requiring approval of all Unitholders has been sought for Item No. 1.

Further, in accordance with Regulation 22(2)(d) of the SEBI InvIT Regulations, any person who is a related party to this transaction, as well as any associates of such person(s), shall not be permitted to vote on this matter. Pursuant to Chapter 11 of the Master Circular, voting on this Item is to be completed within 21 days from receipt of the Request Letter.

Please note that if approval of all the Unitholders of the Trust (*excluding the Unitholders related to the transaction*) is not received, OTPL shall, at its sole discretion either:

- (a) notify the Investment Manager in writing that it wishes to proceed with its intention to be the sole Sponsor of the Trust, by providing the Dissenting Unitholders (as defined in the resolution) with an exit by making an offer in the manner specified by SEBI, including under the SEBI InvIT Regulations read with Chapter 11 of the Master Circular ("**Exit Offer**"), with a detailed summary of activities, timelines and applicable pricing for such Exit Offer; **OR**
- (b) along with OSEPL, promptly notify the Investment Manager, in accordance with Applicable Laws, that OTPL will not proceed to be the sole Sponsor of the Trust, and that the *status quo ante* shall be maintained, with both OSEPL and OTPL continuing as Sponsors of the Trust, and in which event, the Proposed Amendments shall not take effect.

Exit Offer:

- (a) If approval of all Unitholders of the Trust (*excluding the Unitholders related to the transaction*) is not received, the Investment Manager shall intimate the outcome of the meeting to OTPL and NSE along with the number of Dissenting Unitholders and the total number of Units held by them as of the cut-off date. The date on which such intimation is made shall be regarded as the "**Date of Intimation**".
- (b) In order to facilitate the Exit Offer, OTPL shall appoint a lead manager and give public notice to NSE and the Investment Manager, through such lead manager within twenty four hours from the Date of Intimation, regarding its intention of providing Exit Offer to the Dissenting Unitholders ("**Public Notice**"). Upon receipt of the Public Notice, the Investment Manager shall provide the list of

Dissenting Unitholders to the lead manager.

- (c) OTPL, through the lead manager, shall send a letter of offer (“**LoF**”) to all Dissenting Unitholders and file a copy of same with NSE as well. NSE shall disseminate the LoF on its website as soon as it receives the same.
- (d) OTPL shall create an escrow account, at least two working days prior to the opening of the Tender Period (*defined below*), wherein the aggregate amount of consideration in accordance with the Master Circular and based on the list of Dissenting Unitholders would be deposited in the manner set out in Master Circular.
- (e) The tendering date shall commence on seventh working day from the Date of Intimation and shall be open for five working days (“**Tender Period**”).
- (f) In the event the Dissenting Unitholders tender their Units during the Tender Period, consideration will be paid for such tendered Units within three working days from the last date of the Tender Period (“**Payment Date**”).

It is clarified that, if OTPL chooses to proceed and successfully provides the Exit Offer in terms of the SEBI InvIT Regulations to all the Dissenting Unitholders (as defined in the resolution), then (i) OSEPL shall be declassified as a Sponsor, (ii) OTPL will continue as the sole Sponsor of the Trust, and (iii) the Proposed Amendments will be deemed to be automatically approved by the Board of the Investment Manager and Unitholders and implemented:

- a. with effect from the Payment Date, if Dissenting Unitholders tender their Units during the Tender Period; and
- b. with effect from the closing of the Tender Period, if none of the Dissenting Unitholders tender their Units in the Exit Offer during the Tender Period.

Recommendation

The Board, by its resolution dated October 08, 2026, approved the “change in Sponsor” under Regulation 22(7) of the SEBI InvIT Regulations, as amended from time to time, read with Chapter 11 of the Master Circular. Further, in accordance with Regulation 22(2)(d) of the SEBI InvIT Regulations, any person who is a related party to this transaction, as well as any associates of such person(s), shall not be permitted to vote on this matter.

In view of the above, the Board has recommended the resolution set out in Item No. 1 for approval by the Unitholders, such that the resolution is approved by all Unitholders of the Trust (excluding the Unitholders related to the transaction), in the best interests of the Trust and the Unitholders.

Except for OSEPL, OTPL and Mr. Sanjit Bakshi, director (appointed by OTPL as unitholder director) who is an interested director, none of the directors or key managerial personnel of the Investment Manager, or their relatives, is in any way, financially or otherwise, interested in or concerned with this resolution.