

January 29, 2026

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

<b>Units:</b> <b>Scrip ID/Symbol:</b> OSEINTRUST <b>ISIN:</b> INE07Z523018	<b>Debt Securities:</b> <b>ISIN:</b> INE07Z507011 (Tranche A), INE07Z507029 (Tranche B), INE07Z507037 (Tranche C)
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**Subject: Intimation for Notice of Postal Ballot of Oriental InfraTrust**

Pursuant to the provisions of Regulation 22 (2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “SEBI InvIT Regulations”) read with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 issued by the Securities and Exchange Board of India (the “SEBI Master Circular”) and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, 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 matters listed in the enclosed Postal Ballot Notice, through Postal Ballot Form.

A copy of Postal Ballot Notice dated January 29, 2026 is enclosed.

The same is also being available on the website of the Trust i.e. <http://orientalinfratrust.com/>

You are requested to kindly take the same on record.

**For Oriental InfraTrust**  
**OIT Infrastructure Management Limited**  
(Acting as the Investment Manager to Oriental InfraTrust)

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

Cc:  
Axis Trustee Services Limited  
 (“InvIT Trustee”)  
The Ruby | 2<sup>nd</sup> Floor | SW | 29 Senapati Bapat Marg |  
Dadar West | Mumbai- 400 028  
Tel Direct # 022 – 62300440

Catalyst Trusteeship Limited  
 (“Debt Securities Trustee”)  
Unit No- 901, 9th Floor, Tower B  
Peninsula Business Park, Senapati Bapat Marg,  
Lower Parel (W), Mumbai – 400013

**POSTAL BALLOT NOTICE**

**NOTICE IS HEREBY GIVEN** that pursuant to Regulation 22(2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025 issued by the Securities and Exchange Board of India (the “**SEBI Master Circular**”) and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the amended and restated trust deed dated September 04, 2025 entered by and between Oriental Structural Engineers Private Limited, Oriental Tollways Private Limited (collectively, the “**Sponsors**”) and Axis Trustee Services Limited (“**Trust Deed**”), in respect of Oriental InfraTrust (“**Trust**”), and the InvIT Documents (as defined in the Trust Deed) (“**InvIT Documents**”), the resolution appended below is proposed to be passed by the unitholders of the Trust (“**Unitholders**”) by Postal Ballot.

The explanatory statement pertaining to the matters proposed for the approval by the Unitholders (“**Explanatory Statement**”) sets out the material facts concerning the same and the reasons thereof and is annexed hereto along with a postal ballot form for the Unitholders’ consideration (“**Postal Ballot Form**”). The board of directors of investment manager of the Trust i.e. OIT Infrastructure Management Limited (“**Investment Manager**”/“**IM**”) and such board of directors the “**Board**”) has authorized the appointment of Mr. Chetan Gaur, Practicing Company Secretary, New Delhi (“**Scrutinizer**”) as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Unitholders are requested to carefully read the instructions printed in the Postal Ballot Form and record their decision in the Postal Ballot Form and submit the same duly completed and signed. The same may be deposited personally at the following address:

*Mr. Chetan Gaur,  
Practicing Company Secretary,  
CG-331, Ground Floor, DDA SFS Flats,  
Opp Vivanta by Taj, Sector-22, Dwarka, New Delhi– 110077*

or by email at [csqaur1989@gmail.com](mailto:csqaur1989@gmail.com), not later than 17:00 hours IST on or before Tuesday, February 24, 2026.

Postage costs will be 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 and time, it will be considered that no reply has been received from the Unitholder and the said Unitholder has chosen to abstain from the voting.

Further, if voting is not exercised by any of the Unitholder in respect of the matter stated in this notice, it will be considered that the Unitholder has chosen to abstain from the voting.

After completion of the scrutiny of the Postal Ballots in a fair and transparent manner, the Scrutinizer will submit its report to the Board or to any other person authorized by the Board.

The results of the Postal Ballot voting shall be declared within 48 working hours by any officer of Investment Manager and communicated to the stock exchanges and shall also be displayed on the Trust's website: <http://orientalinfratrust.com/>.

Capitalized terms used herein and not defined shall have the meaning given to such term in the Trust Deed and/or the Explanatory Statement.

**ITEM NO. 1: TO CONSIDER AND APPROVE CAPITAL RESTRUCTURING OF ONE OF THE PROJECT ENTITY OF TRUST – REDUCTION OF CAPITAL**

*To consider and, if thought fit, to pass the following resolution through Significant Majority (being, the votes cast in favour of a resolution shall be at least sixty percent of total votes cast for the resolution) by the unitholders ("Unitholders") of Oriental InfraTrust ("Trust") in terms of Clause 13.5 of the Trust Deed and the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time:*

**"RESOLVED THAT** pursuant to the provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, ("**SEBI InvIT Regulations**") read with Amended and Restated Trust Deed dated September 04, 2025 and basis the approval of the Board of Directors of the

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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](mailto:info@orientalinfratrust.com), Website: [www.orientalinfratrust.com](http://www.orientalinfratrust.com)

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

Oriental Pathways (Indore) Private Limited (OPIPL), project entity of Trust and Board of Directors of Investment Manager in its meeting held on January 23, 2026, subject to the confirmation/approval of the Hon'ble National Company Law Tribunal, New Delhi Bench at New Delhi ("**NCLT**"), the consent of the Unitholders be and is hereby accorded to reduce/cancel the Issued, Subscribed and Paid-up Share Capital of OPIPL, in the following manner (hereinafter referred to as the "**Capital Reduction**"):

- (i) 8,36,90,250 (Eight Crores Thirty-Six Lakhs Ninety Thousand Two Hundred Fifty) Equity Shares having face value of INR 10 (Indian Rupee Ten only) each fully paid-up, aggregating to INR 83,69,02,500 (Indian Rupees Eighty Three Crores Sixty Nine Lakhs Two Thousand Five Hundred Only) constituting 77.30% (Seventy Seven point Thirty percent) of the total Issued, Subscribed and Paid-up Equity Share Capital of the Company, held by the shareholders, shall be compulsorily paid consideration amount of INR 10 (Indian Rupees Ten only) towards face value and INR 15.93 (Indian Rupees Fifteen and Ninety Three Paise only) towards premium, aggregating to INR 25.93 (Indian Rupees Twenty Five and Ninety Three Paise only), per Equity Share ("**Capital Reduction Consideration**"), determined on the basis of the report on valuation of equity shares of OPIPL as at November 30, 2025 issued pursuant to the provisions the Companies Act, 2013 read with Rules made thereunder by RBSA Valuation Advisors LLP, Registered Valuer having Registration No. IBBI/RV-E/05/2019/110 on January 15, 2026, and all of such equity shares shall be cancelled and extinguished without any further act or deed.
- (ii) Upon the Capital Reduction becoming effective and operative, the total Issued, Subscribed and Paid-up Equity Share Capital of OPIPL shall be reduced from INR 1,08,26,68,180 (Indian Rupees One Hundred Eight Crore Twenty Six Lakhs Sixty Eight Thousand One Hundred and Eighty Two only) divided into 10,82,66,818 (Ten Crore Eighty-Two Lakhs Sixty-Six Thousand Eight Hundred and Eighteen) Equity Shares having face value of INR 10 (Indian Rupee Ten only) each fully paid-up, to INR 24,57,65,680 (Indian Rupees Twenty Four Crores Fifty Seven Lakhs Sixty Five Thousand Six Hundred and Eighty only) divided into 2,45,76,568 (Two Crores Forty Five Lakhs Seventy Six Thousand Five Hundred Sixty Eight) Equity Shares having face value of INR 10 (Indian Rupee Ten only) each fully paid-up.
- (iii) Upon the Capital Reduction becoming effective and operative, the Securities Premium Account of OPIPL, to the extent available shall be reduced representing the premium amount forming part of the Capital Reduction Consideration payable to the Shareholders.

- (iv) Upon the Capital Reduction becoming effective and operative, the Retained Earnings Account of OPIPL, to the extent available shall be reduced representing the amount otherwise attributable to the Shareholders forming part of the Capital Reduction Consideration payable to the Shareholders of OPIPL.
- (v) Upon the Capital Reduction becoming effective and operative, the Capital Reserve Account shall be created to ensure the OPIPL's capital base is intact and the interests of external stakeholder is protected.

**RESOLVED FURTHER THAT** any of the Key Managerial Team of the Investment Manager or any other person(s) authorized by the board of directors of the Investment Manager, be and are hereby severally authorized for and on behalf of Trust to inform all concerned in such form and manner as may be required or necessary and also to execute such agreements, letter and other writings as required in this regard and to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of Trust, as it may deem fit."

**For Oriental InfraTrust**  
**By Order of the Board OIT Infrastructure Management Limited**  
*(Acting as the Investment Manager to Oriental InfraTrust)*

Sd/-  
**Gaurav Puri**  
**Compliance Officer**

Date: January 29, 2026

Place: New Delhi

**Principal Place of Business and Contact Details of the Trust:**

Oriental InfraTrust, Unit No. 307A, 3<sup>rd</sup> Floor, Asset Area No.8, Aerocity  
Hospitality District, Near IGI Airport, New Delhi-110037

SEBI Registration Number: IN/INVIT/18-19/0011

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Principal Place of Business: Unit No. 307A, 3rd Floor, Worldmark 2, Asset Area No. 8, Aerocity, Hospitality District,  
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Regn No.: IN/ InvIT/ 18-19/ 0011



# ORIENTAL INFRA TRUST

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Email: [compliance@orientalinfratrust.com](mailto:compliance@orientalinfratrust.com)

Website: [www.orientalinfratrust.com](http://www.orientalinfratrust.com)

**Compliance Officer:** Mr. Gaurav Puri

Tel: +91-11- 44454600

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

## NOTES:

1. The Explanatory Statement stating all material facts and the reasons for the proposed resolutions are annexed herewith and forms part of the Postal Ballot Notice.
2. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the unitholders, voting may also be done by postal ballot or electronic mode. Pursuant to this, the Trust is seeking the approval of the Unitholders on the proposed resolutions by way of Postal Ballot.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Unitholders at the email address registered with their Depository Participants and/or Investment Manager by permitted mode.
4. Only those Unitholders whose names are recorded in the Register of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on the close of business hours on January 23, 2026 (“**Cut-off Date**”) shall be eligible for voting and receipt of notice.
5. 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.
6. 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 [compliance@orientalinfratrust.com](mailto:compliance@orientalinfratrust.com). The Investment Manager on behalf of the Trust shall forward the same to the Unitholder.
7. A Unitholder cannot exercise his vote by proxy on Postal Ballot.
8. Unitholders are requested to read the instructions printed in the Postal Ballot Form for exercising their vote, the Unitholders can exercise their vote either by submitting duly completed and signed physical Postal Ballot form with the Scrutinizer, so that it reaches the Scrutinizer (not later than close of working hours 17:00 hours IST) by Tuesday,

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Near IGI Airport, New Delhi – 110037, India; Tel.: 91-11-44454600

E-mail: [info@orientalinfratrust.com](mailto:info@orientalinfratrust.com), Website: [www.orientalinfratrust.com](http://www.orientalinfratrust.com)

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

February 24, 2026. The postage costs will be reimbursed by the Trust on the basis of actual claim, if any or the Unitholders can exercise their vote by emailing the completed and signed Postal Ballot form to the Scrutinizer at **[csgaur1989@gmail.com](mailto:csgaur1989@gmail.com)** (not later than close of working hours 17:00 hours IST) by Tuesday, February 24, 2026. If any Postal Ballot is received after 17:00 hours IST on Tuesday, February 24, 2026 it will be considered that no reply from the Unitholder has been received.

9. 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 working hours and will be displayed on the website of the Trust: **<http://orientalinfratrust.com/>**, besides being communicated to the Stock Exchange on the said date.
10. 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.
11. 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 dispatch until the last date for receipt of votes by Postal Ballot i.e. Tuesday, February 24, 2026.
12. 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, to the Scrutinizer by e-mail to **[csgaur1989@gmail.com](mailto:csgaur1989@gmail.com)** or send physical copies together with the Postal Ballot form at the following address: CG-331, Ground Floor, DDA SFS Flats, Opp Vivanta by Taj, Sector-22, Dwarka, New Delhi-110077.

13. Unitholders are requested to send their queries, if any, to the Investment Manager to enable the Investment Manager to provide the required information on **[compliance@orientalinfratrust.com](mailto:compliance@orientalinfratrust.com)**.
14. If the Unitholders cast their vote by physical submission of postal ballot paper as well electronic submission of postal ballot paper, then the vote received earlier by the Scrutinizer shall be considered.
15. Unitholders, if any, who have not registered their email address so far are requested to register their email address for receiving all communication, from the Investment Manager, on behalf of Trust, electronically.
16. The Units for which voting is not exercised by the Unitholders shall be considered as abstained units.

**EXPLANATORY STATEMENT**

**Item No. 1 — Approval of Capital Reduction in Project Entity — Oriental Pathways (Indore) Private Limited**

The Unitholders are hereby informed that a proposal has been approved in-principle for reduction of equity share capital of one of the Project Entity of the Trust, namely **Oriental Pathways (Indore) Private Limited (“OPIPL”)**.

The proposed capital reduction is to be undertaken under the provisions of Section 66 and other applicable provisions of the Companies Act, 2013, subject to approval of the Hon’ble National Company Law Tribunal and other statutory and regulatory approvals, as may be required.

Under the proposed capital reduction, OPIPL proposes to cancel and extinguish **8,36,90,250 (Eight Crores Thirty-Six Lakhs Ninety Thousand Two Hundred and Fifty) Equity Shares** of face value ₹10 (Rupee Ten only) each, fully paid-up, aggregating to **₹83,69,02,500 (Rupees Eighty Three Crores Sixty Nine Lakhs Two Thousand Five Hundred only)**, representing **77.30% (Seventy Seven point Thirty percent)** of the total issued, subscribed and paid-up equity share capital of OPIPL.

Pursuant to such cancellation and extinguishment of shares, the affected shareholders of OPIPL shall be paid consideration per equity share as follows:

- ₹10 (Rupees Ten only) towards face value; and
- ₹15.93 (Rupees Fifteen and Ninety Three Paise only) towards premium;

Aggregating to **₹25.93 (Rupees Twenty Five and Ninety Three Paise only) per Equity Share** (“Capital Reduction Consideration”).

The Capital Reduction Consideration has been determined based on the valuation of equity shares of OPIPL as at **November 30, 2025**, carried out by **RBSA Valuation Advisors LLP**, Registered Valuer (Registration No. IBBI/RV-E/05/2019/110), vide valuation report dated **January 15, 2026**, in accordance with applicable valuation provisions.

The proposed capital reduction is being undertaken, inter alia, for the following purposes:

1. To distribute surplus cash available with OPIPL to its shareholders and

2. To optimize the capital structure and provide liquidity to shareholders at fair market value in respect of otherwise illiquid shares of OPIPL.

In terms of **Clause 13.5(u) of the Amended and Restated Trust Deed dated September 04, 2025**, any form of restructuring at the level of a Project Entity requires approval of the Unitholders by way of **Significant Majority** (i.e., votes cast in favour of the resolution being more than sixty percent of the total votes cast).

Since the proposed capital reduction constitutes restructuring of the paid-up share capital of OPIPL, approval of the Unitholders of the Trust is being sought by way of this Postal Ballot.

Unitholders may note that approval had earlier been granted for buy-back of equity shares of OPIPL through Postal Ballot concluded on July 25, 2025, for the purpose of distribution of surplus cash to shareholders in proportion to their shareholding, and the said buy-back process has since been completed. The presently proposed capital reduction represents a subsequent step toward further optimization of the capital structure of OPIPL and distribution of surplus cash to its shareholders. The Board of Directors of the Investment Manager, at its meeting held on **January 23, 2026**, approved and authorized placing the proposal before the Unitholders for their approval.

None of the directors or key managerial personnel of the Investment Manager, or their relatives, are in any manner financially or otherwise interested or concerned in the proposed resolution.

The Board of Directors of the Investment Manager considers the proposed resolution to be in the best interest of the Trust and its Unitholders and recommends the resolution set out in Item No. 1 of the Notice for approval by the Unitholders by way of **Significant Majority**.

**For Oriental InfraTrust**  
**By Order of the Board**  
**OIT Infrastructure Management Limited**  
*(Acting as the Investment Manager to Oriental InfraTrust)*

Sd/-  
**Gaurav Puri**  
**Compliance Officer**

Date: January 29, 2026

Place: New Delhi

**Principal Place of Business and Contact Details of the Trust:**

**Oriental InfraTrust:** Unit No. 307A, 3<sup>rd</sup> Floor, Asset Area No.8, Aerocity  
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Email: [compliance@orientalinfratrust.com](mailto:compliance@orientalinfratrust.com)

Website: [www.orientalinfratrust.com](http://www.orientalinfratrust.com)

**Compliance Officer:** Mr. Gaurav Puri

**Tel:** +91-11- 44454600

**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 of Trust and Registered Office of Investment Manager	Unit No. 307A, 3rd Floor, World Mark 2, Asset Area No.8, Aerocity, Hospitality District, IGI Airport, New Delhi- 110037, Tel: 011-44454600
SEBI Registration No	IN/ InvIT/ 18-19/ 0011

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

I/We hereby give my/our instructions to the Investment Manager through Postal Ballot for the business stated in the Notice of the Oriental InfraTrust by conveying my decision in the appropriate box below:

S. No.	Item Name	No. of units for which vote exercised	Assent	Dissent
1.	To consider and approve capital restructuring of one of the project entity of Trust – reduction of			

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E-mail: info@orientalinfratrust.com, Website:www.orientalinfratrust.com  
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	capital.			
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**(Signature of the Unitholder)**

**Name:**

Place: [●]

Date: [●]