Notice of Annual General Meeting

35th Annual General Meeting of Oriental Rail Infrastructure Limited

ORIENTAL RAIL INFRASTRUCTURE LIMITED
(Formerly known as Oriental Veneer Products Limited)
CIN: L35100MH1991PLC060686
Regd. Office: Survey No. 49, Village Aghai, via Kalyan Railway Station,
Thane - 421 601, Maharashtra, India
Tel No.: 022-61389400 **Website:** www.orientalrail.com **E-mail:** compliance@orientalrail.co.in

NOTICE is hereby given that the 35th Annual General Meeting ("AGM") of the Members of **Oriental Rail Infrastructure Limited** (Formerly known as Oriental Veneer Products Limited) will be held on **Tuesday, September 08, 2026 at 01:00 p.m. Indian Standard Time ('IST')** through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare final dividend on Equity Shares for the financial year ended March 31, 2026.

3. To appoint a Director in place of Mr. Amitabh Sinha (DIN: 10605264), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Ratification of Remuneration of Cost Auditor**

   To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to M/s. Niketan Govindbhai Tadhani & Co., Cost Accountants, (Firm Registration No. 003635), appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting Rs. 32,000 (Rupees Thirty-Two Thousand only), exclusive of applicable taxes, as applicable and reimbursement of actual travel and out of- pocket expenses, be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Re-appointment of Mrs. Sheetal Nagda (DIN: 07179841) as an Independent Director of the Company for a second term of 5 (five) consecutive years**

   To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the approval of the Members of the Company, Mrs. Sheetal Nagda (DIN: 07179841), who is eligible for re-appointment and in respect of whom the Company has received a declaration confirming that she meets the criteria of independence prescribed under Sec. 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby recommended for re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five (5) years commencing from December 14, 2026 and ending on December 13, 2031 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director.

RESOLVED FURTHER THAT approval of the Members of the Company be sought by way of a Special Resolution through the ensuing General Meeting and that the draft notice together with the explanatory statement placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

6. Appointment of Mr. Tahaa S Mithiborwala (DIN: 11594638) as Whole-time Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the Members be and is hereby accorded for the appointment of Mr. Tahaa S Mithiborwala (DIN: 11594638) as Whole-time Director of the Company for a period of five (5) years with effect from August 12, 2026 to August 11, 2031, liable to retire by rotation, upon such terms and conditions as set out in the explanatory statement annexed to the Notice, which have been approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, with liberty and power to the Board of Directors (which term shall include its duly empowered Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment as it may deem fit;
RESOLVED FURTHER THAT the any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution."

7. Approval of Remuneration payable to Mr. Tahaa S Mithiborwala (DIN: 11594638), Whole-time Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Tahaa S Mithiborwala (DIN: 11594638), Whole-time Director of the Company, by way of a fixed remuneration of **₹30,00,000 (Rupees Thirty Lakh Only) per annum**, together with such perquisites, benefits, allowances and commission, if any, as may be determined by the Board of Directors from time to time during the tenure of his appointment, subject to the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to revise, amend, alter or vary the remuneration, perquisites, benefits, bonus, ex-gratia, performance-linked incentives, commission and allowances payable to Mr. Tahaa S Mithiborwala (DIN: 11594638), from time to time, within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws, as may be in force from time to time.

RESOLVED FURTHER THAT the Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and encashment of leave at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration payable to Mr. Tahaa S Mithiborwala (DIN: 11594638), in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT Mr. Tahaa S Mithiborwala (DIN: 11594638) may also be paid commission, in addition to the fixed remuneration and other benefits/perquisites, as may be determined by the Board of Directors from time to time, subject to the overall limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Tahaa S. Mithiborwala (DIN: 11594638), he shall be paid the aforesaid remuneration, including commission, if any, as minimum remuneration, in accordance with the provisions of Schedule V to the Companies Act, 2013 and subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, execute all such documents, writings and filings, and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

8. **Appointment of Mr. Saleh N Mithiborwala (DIN: 00171171) as Managing Director and who shall continue to serve as Chairperson and Chief Financial Officer of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Rules made thereunder, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Mr. Saleh N Mithiborwala (DIN: 00171171), as Managing Director of the Company for a period of five (5) years with effect from August 12, 2026, and who shall continue to serve as Chairperson and Chief Financial Officer of the Company during the aforesaid term.

RESOLVED FURTHER THAT Mr. Saleh N Mithiborwala (DIN: 00171171) shall not draw any remuneration unless approved in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT Mr. Saleh N Mithiborwala (DIN: 00171171) shall continue to hold the office of Chairperson of the Company in accordance with the Articles of Association of the Company.
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

9. To obtain approval to advance any loan/give guarantee/provide security under section 185 of the Companies act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving any loan in one or more tranches or advance including any loan represented by a book debt, or to give any guarantee or provide any security in connection with any loan taken or to be taken by the following entities in which any of the Directors of the Company is interested or deemed to be interested as specified in the Explanation to sub-section (2) of Section 185 of the Act, from time to time:

Name of Entity	Maximum Amount
Exim Trade Links (India) Private Limited	Up to ₹50 crore
Gen-Wood Products Private Limited	Up to ₹50 crore
Industrial Laminates (India) Private Limited	Up to ₹50 crore
V K Mithiborwala and Company Private Limited	Up to ₹50 crore
Any other entity/person in whom any Director of the Company is interested or deemed to be interested within the meaning of Section 185(2) of the Act, as may be identified from time to time	Up to ₹50 crore

on such terms and conditions as the Board may, in its absolute discretion, deem fit and in the best interests of the Company, provided that the loans so granted, guarantees provided, or securities given shall be utilised by the respective borrowing entities only for their principal business activities.

RESOLVED FURTHER THAT the approval accorded by the Members shall remain valid and effective unless otherwise modified, varied, or withdrawn by the Members of the Company, and the Board shall be entitled to exercise the powers conferred herein from time to time, subject to compliance with the applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, execute all such documents, instruments and writings and do all necessary acts, deeds and things in order to comply with all legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

	By Order of the Board of Directors
	Hemali Rachh
Place: Mumbai	**Company Secretary & Compliance Officer**
Date: August 11, 2026	**ACS: 64025**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 4, 5, 6, 7, 8 & 9 of the accompanying Notice, is annexed hereto. Further, additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment /reappointment at the AGM in relation to Item Nos. 5, 6, 7 & 8, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and "Secretarial Standard 2 on General Meetings" issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.

2. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available.

4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

5. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to shivharijalancs@gmail.com or office@csshjco.com with a copy marked to evoting@nsdl.com.

6. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to compliance@orientalrail.co.in.

7. In accordance with relevant SEBI Circulars, dividend payments are mandated to be made through the Electronic Clearing System (ECS). Members holding shares in physical mode are encouraged to opt for and utilize ECS to ensure timely receipt of dividends. Members holding shares in demat mode are requested to promptly notify any changes in their address or bank account details to their respective Depository Participants (DPs). Please refer to point no. 17 for the procedure to update bank account details.

8. Members may note that the Board, at its meeting held on May 27, 2026, has recommended a final dividend of ₹0.10 per equity share for the financial year ended March 31, 2026. The record date for the purpose of final dividend is Tuesday, September 01, 2026. Book Closure: Wednesday, September 02, 2026 to Tuesday, September 08, 2026 (both days inclusive). The final dividend, once approved by the members in the ensuing AGM, will be paid through various modes. Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the

Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to enable receipt of dividend directly into their bank account on the payout date.

9. Members may note that the Income-tax Act, 2025, ("the IT Act 2025"), mandates that dividend paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act 2025.

For resident shareholders, taxes shall be deducted at source under Section 393 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	**10%* or as notified by the Government of India (GOI)**
Members not having PAN / valid PAN	20% or as notified by the GOI%

* As per Section 262 of the IT Act 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to all consequences under the IT Act 2025 and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act 2025, i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed ₹10,000 and also in cases where members provide Form 121, subject to conditions specified in the IT Act 2025. Resident shareholders may also submit any other document as prescribed under the IT Act 2025 to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act 2025, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("tax treaty" or "DTAA"), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

• Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholders/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026
• Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory
• Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal
• Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act 2025
• Self-declaration of beneficial ownership of equity shares by the non-resident shareholder
• Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI
• Any other documents as prescribed under the IT Act 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders.

10. Members are requested to address all correspondence, including dividend-related matters, to RTA, Adroit Corporate Services Pvt. Ltd. at 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059 & email at info@adroitcorporate.com.

11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at compliance@orientalrail.co.in. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

12. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. Shiv Hari Jalan, Practising Company Secretaries (Membership No.: 5703; CP No.: 4226) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

13. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. Tuesday, September 01, 2026, may cast their votes electronically. The e-voting period commences on Saturday, September 05, 2026 (9:00 a.m. IST) and ends on Monday, September 07, 2026 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, September 01, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

14. The facility for voting will also be made available during the AGM. Members present in the AGM through VC and who 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 the e-voting system during the AGM.

15. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. Tuesday, September 01, 2026, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

16. In compliance with the Circulars, the Annual Report for 2025-26, the Notice of the 35th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.

17. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Adroit Corporate Services Pvt. Ltd. at 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, India, to receive copies of the Annual Report 2025-26 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	
Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures /bonds, etc., held in physical mode	Form ISR-4

18. Members may also note that the Notice of the 35th AGM and the Annual Report 2025-26 will also be available on the Company's website at, https://www.orientalrail.com/, websites of the stock exchange, i.e. BSE, at www.bseindia.com, respectively, and on the website of NSDL, https://www.evoting.nsdl.com.

19. All holders of physical shares are requested to furnish their KYC details for their respective folios. [viz (i) PAN, (ii) contact details (postal address with PIN and mobile number), (iii) bank account details, and (iv) specimen signature.] Accordingly, effective April 1, 2024, dividends will be paid exclusively through electronic mode and only to those physical shareholders who have duly complied with the mandatory KYC requirements. Shareholders are requested to complete their KYC by writing to the Company's RTA, Adroit Corporate Services Pvt. Ltd. at 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059. The forms for updating the same are available at https://www.orientalrail.com/downloads.php

20. As per Section 72 of the Act, members holding shares in physical mode may submit their nomination by submitting SH-13 which can be downloaded from the Company's website at https://www.infosys.com/investors/shareholder-services/documents/investorsservice/form-sh13.pdf. Members holding shares in demat mode may contact their respective DPs to update the nomination.

21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, https://www.orientalrail.com/

22. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, September 05, 2026 (09:00 a.m. IST) and ends on Monday, September 07, 2026 (05:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 01, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 01, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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

Type of shareholders	Login Method
	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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members 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 Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. 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 Shareholders (holding securities in demat mode) login	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.

Type of shareholders	Login Method
through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members 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 Shareholders holding securities in demat mode with CDSL	Members 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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 shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares 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 shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than individual shareholders given below:**

   a) If you are already registered for e-Voting, then you can user 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 shareholders 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.

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 General Meeting on NSDL e-Voting system.

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

- 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 General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- Once you confirm your vote on the resolution, you will not be allowed to modify vote.

General Guidelines for shareholders

- Institutional shareholders (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 office@csshjco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@orientalrail.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@orientalrail.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company 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 Company will be displayed. Please note that the members 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 in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may 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 kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@orientalrail.co.in. The same will be replied by the company suitably.

DECLARATION OF RESULTS ON THE RESOLUTIONS

Mr. Shiv Hari Jalan, Practising Company Secretaries (Membership No.: 5703; CP No.: 4226) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.

The Scrutinizer shall within 48 hours of the conclusion of the AGM, submit a consolidated Scrutinizer's report of the votes cast in favour or against, to the Chairman of the AGM ('Chairman') or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website http://www.orientalrail.com/ and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the securities of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

Hemali Rachh
Company Secretary & Compliance Officer
ACS: 64025

Place: Mumbai
Date: August 11, 2026

Registered Address:
Oriental Rail Infrastructure Limited
(Formerly Oriental Veneer Products Limited)
Survey No. 49, Aghai (Via) Kalyan Railway Station,
Thane, 421 301, Maharashtra, India

CIN: L35100MH1991PLC060686
Tel. No.: +91 22 61389400
Email Id: compliance@orientalrail.co.in

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4: RATIFICATION OF REMUNERATION OF COST AUDITOR

The Board of Directors, on the recommendations of the Audit Committee, has approved the appointment of M/s. Niketan Govindbhai Tadhani & Co., Cost Accountants, (Firm Registration No. 003635), as Cost Auditors for conducting cost audit of the relevant cost records of the Company for the financial year ending March 31, 2027, amounting Rs. 32,000 (Rupees Thirty-Two Thousand only), exclusive of applicable taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses.

In accordance with Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the members of the Company. Hence, ratification from the Members is sought for the same.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5: RE-APPOINTMENT OF MRS. SHEETAL NAGDA (DIN: 07179841) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

Mrs. Sheetal Nagda (DIN: 07179841) was appointed as an Independent Director of the Company for a term of five years commencing from December 14, 2021 and ending on December 13, 2026. The present term of office of Mrs. Sheetal Nagda as an Independent Director is due to expire on December 13, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and considering her skills, experience, expertise, integrity, performance evaluation and valuable contribution to the Board and its Committees, the Board of Directors at its meeting held on August 11, 2026 recommended the re-appointment of Mrs. Sheetal Nagda as an Independent Director of the Company for a second consecutive term of five (5) years commencing from December 14, 2026 and ending on December 13, 2031, subject to the approval of the Members by way of a Special Resolution. As per Section 149(10) read with Schedule IV of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of continued valuable guidance to the management and strong performance of Mrs. Sheetal Nagda, Independent Director, the Board of Directors state that the reappointment of Mrs. Sheetal Nagda would be in the interest of the Company.

The Company has received from Mrs. Sheetal Nagda (DIN: 07179841):

a) consent in writing to act as Director in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013;

b) intimation in Form DIR-8 confirming that she is not disqualified from being appointed/re-appointed as a Director under Section 164 of the Companies Act, 2013;

c) a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

In the opinion of the Board, Mrs. Sheetal Nagda fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI (LODR) Regulations, 2015 for re-appointment as an Independent Director and is independent of the management of the Company. The Board is satisfied that her continued association would be beneficial to the Company and that she possesses the requisite qualifications, experience, expertise and integrity for the role.

Pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto and Regulation 17 and Regulation 25 of the SEBI (LODR) Regulations, 2015, approval of the Members is sought by way of a Special Resolution for the re-appointment of Mrs. Sheetal Nagda as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years from December 14, 2026 to December 13, 2031.

Brief profile and other disclosures relating to Mrs. Sheetal Nagda as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and the SEBI (LODR) Regulations, 2015 are provided in the Annexure to the Notice.

Except Mrs. Sheetal Nagda and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 5 for approval of the Members.

ITEM NO. 6 & 7: APPOINTMENT OF MR. TAHAA S MITHIBORWALA (DIN: 11594638) AS WHOLE-TIME DIRECTOR (WTD) & APPROVAL OF REMUNERATION PAYABLE TO HIM

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on August 11, 2026, approved the appointment of Mr. Tahaa S Mithiborwala as Additional director designated as Whole-time Director of the Company for a period of five (5) years with effect from August 12, 2026 to August 11, 2031, on the terms and conditions, including remuneration, as approved by the Board, subject to the approval of the Members.

Mr. Tahaa S Mithiborwala has been associated with the Company and has gained valuable exposure to its business operations, management processes and industry environment. Over a period of time, he has actively participated in various operational, business development and strategic initiatives of the Company and has developed a sound understanding of the Company's business and long-term objectives.

The NRC and the Board have taken into consideration his qualifications, knowledge of the business, leadership capabilities, industry experience, commitment towards the growth of the Company and the responsibilities proposed to be entrusted to him. The Board believes that his appointment as Whole-time Director will strengthen the Company's management team and support its long-term leadership development and succession planning objectives.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the listed entity shall ensure that approval of Shareholders for appointment or re-appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of Section 161 of the Act and the Articles of Association of the Company, Mr. Tahaa S Mithiborwala holds office up to the date of the ensuing AGM of the Company. The Company has received notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

The proposed remuneration payable to Mr. Tahaa S Mithiborwala comprises a fixed remuneration of ₹30,00,000 (Rupees Thirty Lakh only) per annum together with such perquisites, benefits and allowances as may be approved by the Board from time to time. The remuneration structure has been determined after taking into account the size and nature of the Company's business, the responsibilities entrusted to Mr. Tahaa S Mithiborwala, industry standards, prevailing market practices and the need to retain experienced managerial personnel. The proposed remuneration is in line with the Company's remuneration policy and is considered reasonable and appropriate having regard to his experience, responsibilities, performance and contribution to the affairs of the Company.

The terms and conditions of appointment, including remuneration, roles, responsibilities and other conditions of service, have been approved by the NRC and the Board. The Board (including the NRC) shall have the authority to alter, vary, revise or amend the terms and conditions of appointment and remuneration, including salary, perquisites, benefits and allowances, from time to time, within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Tahaa S Mithiborwala, the remuneration approved by the Members shall be paid as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013 and subject to such approvals, permissions and compliances as may be required under applicable law.

The Company has received from Mr. Tahaa S Mithiborwala:

(a) his consent to act as a Director in Form DIR-2;

(b) disclosure of interest in Form MBP-1;

(c) intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;

(d) is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. and

(e) such other declarations and confirmations as may be required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Tahaa S Mithiborwala satisfies all the conditions prescribed under the Companies Act, 2013 and other applicable laws for his appointment as Whole-time Director of the Company. The Board is of the view that his appointment and the remuneration proposed to be paid to him are in the best interests of the Company and its stakeholders.

Pursuant to the provisions of Sections 196, 197, 198, 190 & 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the applicable rules made thereunder, approval of the Members is sought by way of Special Resolution for the appointment of Mr. Tahaa S Mithiborwala as Whole-time Director and payment of remuneration to him on the terms set out above.

Brief profile and other disclosures relating to Mr. Tahaa S Mithiborwala as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure forming part of this Notice.

Mr. Tahaa S Mithiborwala is related to Mr. Saleh N Mithiborwala, Chairman of the Company. Except Mr. Tahaa S Mithiborwala, Mr. Saleh N Mithiborwala and their respective relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution.

Other Key terms:

- The WTD will also be entitled to such other privileges, facilities and amenities in accordance with the Rules and Regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any Statutory modification thereof not exceeding the limit approved by the Members.

- In the event of absence or inadequacy of net profits in any Financial Year, during the currency of the tenure of service of the Managing Director, the remuneration payable shall be governed by Section II of Part II of Schedule V of the Act or any Statutory modification thereof and/or any other applicable Regulations and the same shall be treated as the Minimum Remuneration payable to the said WTD.
- During the tenure of his office as a WTD, he shall be liable to retire by rotation
- The WTD shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel
- The WTD shall Act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable Regulations about duties of Directors.
- The WTD will perform his duties to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and Regulations as may from time to time be given and made by the Board and the functions of the Director will be under the overall authority of Board of Directors.
- The above may be treated as the written memorandum setting out the terms of appointment of Mr. Tahaa S Mithiborwala under Section 190 of the Companies Act, 2013.

The Board recommends the **Special Resolution** set out at Item No. 6 & 7 for approval of the Members.

ITEM NO. 8: APPOINTMENT OF MR. SALEH N MITHIBORWALA (DIN: 00171171) AS MANAGING DIRECTOR AND WHO SHALL CONTINUE TO SERVE AS CHAIRPERSON AND CHIEF FINANCIAL OFFICER OF THE COMPANY

Mr. Saleh N Mithiborwala (DIN: 00171171) has been associated with the Company for several years and presently serves as the Executive Chairperson, Whole-time Director and Chief Financial Officer of the Company. During his tenure, he has played a pivotal role in formulating and implementing the Company's business strategies, overseeing financial management, strengthening operational efficiencies and driving the overall growth and development of the Company.

Considering his extensive experience, leadership capabilities, in-depth understanding of the Company's business and significant contribution to its performance and long-term growth, the Nomination and Remuneration Committee, at its meeting held on August 11, 2026, recommended his appointment as Managing Director of the Company. Based on such recommendation, the Board of Directors at its meeting held on even date approved, subject to the approval of the Members, the appointment of Mr. Saleh N Mithiborwala as Managing Director for a period of five (5) years with effect from August 12, 2026.

It is proposed that upon his appointment as Managing Director, Mr. Saleh N Mithiborwala shall continue to serve as Chairperson and Chief Financial Officer of the Company. The Board believes that the continuity of leadership under his stewardship will be beneficial to the Company and will facilitate effective decision-making, strategic execution and sustained business growth.

The proposed appointment is essentially a redesignation and elevation of responsibilities in recognition of Mr. Saleh N Mithiborwala leadership role in the Company. No remuneration is proposed to be paid to Mr. Saleh N Mithiborwala in his capacity as Managing Director and he shall not draw any remuneration as Managing Director unless approved in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

The Company has received from Mr. Saleh N Mithiborwala:

(a) consent to act as Director in Form DIR-2;

(b) intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;

(c) disclosure of interest in Form MBP-1; and

(d) such other declarations, disclosures and confirmations as may be required under the Companies Act, 2013 and applicable regulations.

In the opinion of the Board, Mr. Saleh N Mithiborwala fulfils all the conditions prescribed under the Companies Act, 2013 and Schedule V thereto for appointment as Managing Director of the Company and possesses the requisite qualifications, experience, expertise and integrity required for the position.

Brief profile and other disclosures relating to Mr. Saleh N Mithiborwala as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure to this Notice.

Mr. Saleh N Mithiborwala is related to Mr. Tahaa S Mithiborwala & Mr. Vali N Mithiborwala of the Company. Except Mr. Saleh N Mithiborwala, Mr. Tahaa S Mithiborwala and their respective relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the **Special Resolution** set out at Item No. 8 for approval of the Members.

ITEM NO. 9: TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The provisions of Section 185 of the Companies Act, 2013 ("Act") inter alia provide that a Company shall not, directly or indirectly, advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken or to be taken by any entity in which any of the Directors of the Company is interested or deemed to be interested, except with the prior approval of the Members by way of a Special Resolution and subject to such conditions as may be prescribed.

The Company, as part of its business strategy and for efficient utilisation of funds, may provide financial assistance by way of loan(s), guarantee(s) or security(ies) to certain entities in which some of the Directors of the Company are interested or deemed to be interested within the meaning of Section 185 of the Act.

Accordingly, approval of the Members is sought to authorise the Board of Directors of the Company to provide loan(s), advance(s), guarantee(s) or security(ies), from time to time, to the following entities, subject to the limits mentioned below:

Name of Entity	Maximum Amount
Exim Trade Links (India) Private Limited	Up to ₹50 crore
Gen-Wood Products Private Limited	Up to ₹50 crore
Industrial Laminates (India) Private Limited	Up to ₹50 crore
V K Mithiborwala and Company Private Limited	Up to ₹50 crore
Any other entity/person in whom any Director of the Company is interested or deemed to be interested within the meaning of Section 185(2) of the Act, as may be identified from time to time	Up to ₹50 crore

The Board shall ensure that such loans, guarantees or securities are provided on such terms and conditions as may be considered appropriate and in the best interests of the Company, and that the funds so provided shall be utilised by the respective entities only for their principal business activities.

The approval sought from the Members is intended to provide a continuing authority to the Board/Committee to undertake such transactions from time to time, without the requirement of obtaining fresh approval for each financial year, subject to compliance with the provisions of the Act and other applicable laws.

The Board of Directors recommends passing of the **Special Resolution** as set out at Item No. 9 of the accompanying Notice for approval of the Members.

Except Mr. Saleh N Mithiborwala & Mr. Vali N Mithiborwala, Directors and their respective relatives, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

	By Order of the Board of Directors
Place: Mumbai	**Hemali Rachh** **Company Secretary & Compliance Officer**
Date: August 11, 2026	**ACS: 64025**

Registered Address:
Oriental Rail Infrastructure Limited
Survey No. 49, Aghai (Via) Kalyan Railway Station,
Thane, 421301, Maharashtra, India
CIN: L35100MH1991PLC060686
Tel. No.: +91 22 61389400
Email Id: compliance@orientalrail.co.in

ANNEXURE

Details of Director seeking appointment and re-appointment at this AGM

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings)

Name of Director	Mr. Amitabh Sinha
Director Identification Number (DIN)	10605264
Designation	Executive Director-Technical
Date of Birth & Age	August 11, 1963 (62 years)
Date of First Appointment	August 14, 2024
Qualification/Experience (Including expertise in specific functional area) /Brief Resume	Mr. Amitabh Sinha belongs to the 1984 batch of Indian Railway Service of Mechanical Engineers (SCRA ’81). Mr. Sinha took voluntary retirement in 2014. Mr. Sinha has more than 38 years of rich experience as a leader, in the field of Railway Rolling Stock design, manufacture, maintenance and marketing. During his tenure with the Indian Railway and RITES, Mr. Sinha was involved in a leadership role in the production of diesel engines, design of coaches, design of maintenance routines for railway rolling stock, the transfer of technology contract with Linke-Hofmann-Busch for indigenous manufacture of coaches, and supply and leasing of locomotives and coaches to Tanzania and Mozambique. As Executive Director (Wagon), Mr. Sinha led the team to develop the high axle load high speed wagons and the bilevel auto carrier, both of which were transformation projects for Indian Railways. At ORIL Group since April 2015, Mr. Sinha has conceptualized set up and brought into Commercial production the plant for manufacture of Wagons, the Steel Foundry for manufacture of Bogies and Couplers and the plant for manufacture of Springs.
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Not Applicable
Terms and Condition for appointment	Appointed as Executive Director of the Company for a term of five (5) consecutive years commencing from August 14, 2024
Shareholding in the Company	6,05,000 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
No. of Board meetings attended during FY 2025-26	2 out of 9
List of Directorships in other Companies	i. Oriental Foundry Private Limited ii. Hum Oriental Systems Private Limited
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he is a Director Audit Committee Stakeholders Relationship Committee	Nil

Name of Director	Mr. Amitabh Sinha
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mrs. Sheetal Nagda
Director Identification Number (DIN)	07179841
Designation	Independent Director
Date of Birth & Age	February 23, 1982 (44 years 3 months)
Date of First Appointment	December 14, 2021
Qualification	M.Sc. (Biochemistry), B.Ed. (Science), Certified Global Career Counsellor (University of California)
Experience/brief profile	Mrs. Sheetal Nagda has an enriching experience of almost 20 years in the field of Education. She holds a degree of Masters of Science in Biochemistry and also holds a degree of B.Ed in Science from Mumbai University. She is certified Global Career Counsellor from University of California. Currently she occupies the position of Biology HOD & Facilitator in Fazlani L'Académie Globale. She started her career as a High School Biology Facilitator in Jamnabai Narsee School, Mumbai. However, Mrs. Sheetal's areas of service and experience extend far beyond her professional qualifications. She is dedicated to serve society by being an active member of the education committee for an NGO 'Su-Mati group'. Mrs. Sheetal Nagda honorary services also include conducting an awareness seminar for MULUND KVO on Interdisciplinary Education and imparting career guidance seminars for students. Mrs. Sheetal happens to be an active voice for the teaching community. She is responsible for conducting Science fair and SDG themed Exhibitions to inspire young learners to be future innovators and has guided more than 5,000 students to achieve excellence in their academic goals. Mrs. Sheetal is a dynamic & result-oriented professional highly confident, enthusiastic, hardworking, and erudite academician.
Terms and conditions of appointment along with details of remuneration sought to be paid	Non-Executive, Independent Director not liable to retire by rotation.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
No. of Board meetings attended during FY 2025-26	9 out of 9
List of Directorships in other companies	i. Azad India Mobility Limited ii. Mitshi India Limited
List of Committee Chairmanship / Membership in other companies	• Azad India Mobility Limited: Member – Audit, Nomination & Remuneration & Stakeholders Relationship Committees • Mitshi India Limited:

Name of Director	Mrs. Sheetal Nagda
	Member – Audit & Nomination & Remuneration Committees Chairman – Risk Management Committee
Name of listed entities from which the person has resigned in the past three years	Generic Engineering Construction and Projects Limited

Name of Director	Mr. Tahaa S Mithiborwala
Director Identification Number (DIN)	11594638
Designation	Whole-time Director
Date of Birth & Age	January 25, 2003 (23 years 4 months)
Date of First Appointment	August 12, 2026
Qualification/Experience (Including expertise in specific functional area) /Brief Resume	Mr. Tahaa Saleh Mithiborwala is a third-generation entrepreneur and member of the promoter family of Oriental Rail Infrastructure Limited. He holds a degree in Chemical Engineering from the University of California, Los Angeles (UCLA), USA — one of the world's foremost engineering institutions — equipping him with a rigorous foundation in chemicals, materials science, polymer technology and metallurgical processes. Since completing his education, Mr. Mithiborwala has worked in close collaboration with Mr. Saleh N. Mithiborwala, Chairman, Whole-Time Director and Chief Financial Officer of the Company, developing hands-on familiarity with ORIL's manufacturing operations, supply chain, product development and technical affairs. This direct, practical exposure has given him a well-rounded understanding of the Company's day-to-day workings across both its business segments — Rolling Stock Interior & Allied Products and Freight Wagons & Wagon Components — as well as its emerging verticals in smart wagon technology and wagon leasing. His academic background in chemical engineering is directly relevant to several of the Company's core manufacturing disciplines. ORIL's interior products segment encompasses the production of ORVIN® artificial leather (Rexine), polyurethane and silicon foams, phenolic resins and compreg boards — all of which are polymer chemistry and chemical process engineering intensive. In the freight wagon segment, his grounding in materials science and metallurgy is applicable to the Company's approach to quality control, material selection and performance evaluation of engineered steels, alloys and structural components used in bogies, couplers, draft gears and wagon bodies. Mr. Mithiborwala's appointment to the Board reinforces the promoter group's commitment to embedding technical domain expertise and operational continuity at the board level, as the Company enters its next phase of growth across smart wagon technology, modular platforms and the wagon leasing business.
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Not Applicable
Terms and Condition for appointment	Appointed as Whole-time Director of the Company for a term of five (5) consecutive years commencing from August 12, 2026
Shareholding in the Company	72,000 Equity Shares

Name of Director	Mr. Tahaa S Mithiborwala
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Tahaa S Mithiborwala is son of Mr. Saleh N Mithiborwala
No. of Board meetings attended during FY 2025-26	NA
List of Directorships in other Companies	Hum Oriental Systems Private Limited
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he is a Director Audit Committee Stakeholders Relationship Committee	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mr. Saleh N Mithiborwala
Director Identification Number (DIN)	00171171
Designation	Managing Director, continue to serve as Chairperson and Chief Financial Officer
Date of Birth & Age	March 03, 1968 (58 years 3 months)
Date of First Appointment	October 29, 1997
Qualification/Experience (Including expertise in specific functional area) /Brief Resume	Mr. Saleh N Mithiborwala holds a Bachelor's degree in Commerce from Mumbai University and has rich experience of more than thirty years. After completing his studies, he joined his family business. His dynamic thinking and Leadership Skills, added value to the Company, its employees and Shareholders.
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Not Applicable
Terms and Condition for appointment	For a term of five (5) consecutive years commencing from August 12, 2026
Shareholding in the Company	85,54,000 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Saleh N Mithiborwala is father of Mr. Tahaa S Mithiborwala & brother of Mr. Vali N Mithiborwala
No. of Board meetings attended during FY 2025-26	8 out of 9
List of Directorships in other Companies	i. Oriental Foundry Private Limited ii. Gen-wood Products Private Limited iii. Industrial Laminates (India) Private Limited iv. Exim Trade Links (India) Private Limited v. Oriental Technocraft Private Limited vi. Vision Housing and Infrastructure Company Private Limited vii. Icon Infrastructure Private Limited viii. Vision Infpro (India) Private Limited ix. Hum Oriental Systems Private Limited x. Falah Financing and Leasing Services Private Limited

Name of Director	Mr. Saleh N Mithiborwala
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he is a Director Audit Committee Stakeholders Relationship Committee	Nil
Name of listed entities from which the person has resigned in the past three years	Nil