



ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

September 26, 2023

BSE Limited

1st Floor, New Trading Wing,
Rotunda Bldg, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Scrip Code: 531859

Sub: **Outcome of the 32nd Annual General Meeting of the Shareholders of the Company as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules and Regulations made thereunder and other applicable provisions of the Companies Act, 2013, we hereby submit the following documents regarding the 32nd Annual General Meeting ('AGM') of the Shareholders of the Company held on Tuesday, September 26, 2023 at 12.00 p.m. through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM'):

- (a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure-A**';
- (b) Consolidated Report of the Scrutinizer, dated September 26, 2023, on remote e-voting and e-voting at the AGM as '**Annexure-B**'.

This is for your information and record.

Thanking You,

Yours truly,

For **Oriental Rail Infrastructure Limited**

Hardik Chandra
Company Secretary

Encl: as above

CIN: L35100MH1991PLC060686

Registered Office: Survey No. 49, Village Aghai, Taluka Shahpur, Dist. Thane – 421 601, Maharashtra, India
Corporate Office: 16, Mascarenhas Road, Mazgaon, Mumbai – 400 010, Maharashtra, India

Tel: +91 22 6138 9400 Email: compliance@orientalrail.co.in Website: www.orientalrail.com

Annexure – A'

Oriental Rail Infrastructure Limited – 32nd Annual General Meeting – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	September 26, 2023
Total number of shareholders on record date	11,104
Number of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter group	
Public	
Number of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	7
Public	43

Oriental Rail Infrastructure Limited

Resolution 1:		To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.000	0.000
	E-voting at AGM		0	0.000	0	0	0.000	0.000
	Total	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.000	0.000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM							
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,27,17,500	77,23,864	33.9996	77,22,864	1000	99.9871	0.0129
	E-voting at AGM		0	0	0	0	0	0
	Total	2,27,17,500	77,23,864	33.9996	77,22,864	1000	99.9871	0.0129
Total		5,39,03,000	3,72,66,864	69.1369	3,72,65,864	1000	99.9973	0.0027

Oriental Rail Infrastructure Limited

Resolution 2:		To appoint a Director in place of Mr. Karim N. Mithiborwala (DIN 00171326), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.000	0.000
	E-voting at AGM		0	0.000	0	0	0.000	0.000
	Total	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.000	0.000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,27,17,500	77,23,764	33.9992	77,22,763	1001	99.9870	0.0130
	E-voting at AGM		0	0	0	0	0	0
	Total	2,27,17,500	77,23,764	33.9992	77,22,763	1001	99.9870	0.0130
Total		5,39,03,000	3,72,66,764	69.1367	3,72,65,763	1001	99.9973	0.0027

Oriental Rail Infrastructure Limited

Resolution 3:		Ratification of remuneration of Cost Auditors						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.000	0.000
	E-voting at AGM		0	0.000	0	0	0.000	0.000
	Total	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.000	0.000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,27,17,500	77,23,764	33.9992	77,22,764	1000	99.9871	0.0129
	E-voting at AGM		0	0	0	0	0	0
	Total	2,27,17,500	77,23,764	33.9992	77,22,764	1000	99.9871	0.0129
Total		5,39,03,000	3,72,66,764	69.1367	3,72,65,764	1000	99.9973	0.0027



Shiv Hari Jalan & Co.

Company Secretaries

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman,

32nd (Thirty Second) Annual General Meeting (AGM) of the Equity Shareholders of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) held on Tuesday, September 26, 2023 at 12.00 p. m. Indian Standard Time ('IST') through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting during the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 32nd Annual General Meeting (AGM) of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) held on Tuesday, September 26, 2023 at 12.00 p. m. Indian Standard Time ('IST') through video conferencing ('VC') or other Audio Visual Means ('OAVM').

I, **Shiv Hari Jalan**, Proprietor of Shivhari Jalan & Co., Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited)**, ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM under the provision of section 108 of the Companies Act, 2013 (Act) read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015, on the resolution(s) set out in the Notice to the 32nd Annual General Meeting (AGM) of the members of the Company, held on Tuesday, September 26, 2023 at 12.00 p. m. Indian Standard Time ('IST') through video conferencing ('VC') or other Audio Visual Means ('OAVM'), submit my Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 32nd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by the Company through National Securities Depository Limited ('NSDL').
3. The notice dated August 08, 2023, as confirmed by the Company was sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 02, 2023, the remote e-voting opened at 9:00 AM IST on September 22, 2023 and remained open up to 5:00 PM IST on September 25, 2023.

4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.
5. The Equity Shareholders holding shares as on September 19, 2023, “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 32nd Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2023 together with the reports of the board of directors and the auditors thereon.

- i. Voted **in favour** of the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
110	37265864	99.9973

- ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1000	0.0027

- iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Note:

1. Resolution passed with requisite majority.

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Karim N. Mithiborwala (DIN: 00171326), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

i. Voted **in favour** of the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
108	37265763	99.9973

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	1001	0.0027

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Note:

1. Resolution passed with requisite majority.

Resolution 3: Ordinary Resolution

Ratification of remuneration of Cost Auditor.

i. Voted **in favour** of the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	37265764	99.9973

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1000	0.0027

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Note:

1. Resolution passed with requisite majority.

* Number of members voted are counted based upon their User ID.

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 32nd Annual General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: 26.09.2023
UDIN: F005703E001089489

For Shiv Hari Jalan & Co.
Company Secretaries
FRN: S2016MH382700

SHIVHARI JALAN Digitally signed by
SHIVHARI JALAN
Date: 2023.09.26
17:01:58 +05'30'

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226
PR No. 1576/2021

VALI Digitally signed by
NAJMUDDIN VALI NAJMUDDIN
MITHIBORWALA MITHIBORWALA
Date: 2023.09.26
17:11:31 +05'30'

Mr. Vali N. Mithiborwala
Chairman of AGM