

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

Corp. Office: 16, Mascarenhas Road, Mazgaon, Mumbai - 400 010,
Maharashtra, India.

Tel No.: 022-61389400 **Fax No.:** 022-61389401

Website: www.orientalrail.com **E-mail:** compliance@orientalrail.co.in



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 Companies (Management and Administration) Rules, 2014]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Wednesday, April 01, 2026 at 9:00 AM (IST)	Thursday, April 30, 2026 at 5:00 PM (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as '**the Rules**') (including any statutory modification(s) or amendment thereto read with General Circular Nos 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as the "**MCA Circulars**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations/SEBI LODR Regulations**") and the Secretarial Standard on General Meetings ("**SS-2**"), issued by The Institute of Company Secretaries of India ("**ICSI**") as amended and pursuant to any other applicable laws, rules or regulations for the time being in force.

Sr. No.	Particulars
1.	Special Resolution Variation in the objects relating to utilization of funds from Preferential Issue

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out all material facts and reasons thereof is annexed hereto for your consideration and forms part of this Postal Ballot Notice ('**Notice**').

In compliance with the MCA Circulars, this Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('**RTA**') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depositories Limited ('**NSDL**'), for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice.

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, April 30, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall

not be allowed beyond the said time and date.

The Board of Directors of the Company, in its meeting held on Friday, March 27, 2026, has appointed Mr. Shiv Hari Jalan, Practicing Company Secretary (FCS: 5705, CP.: 4226), as a Scrutinizer for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced within two (2) working days from the last day of e-Voting.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.orientalrail.com/> and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange where the Company's Equity Shares are listed viz. BSE Limited ('BSE').

The resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting, i.e., Thursday, April 30, 2026.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice.

The e-voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, March 27, 2026
Commencement of e-voting	Wednesday, April 01, 2026
Conclusion of e-voting	Thursday, April 30, 2026
Result of remote e-voting	Not later than two working days of the conclusion of the Postal Ballot through remote e-voting process

The remote e-voting facility will be disabled immediately after 5.00 p.m. (IST) on Thursday, April 30, 2026 and will be disallowed thereafter. Based on the Scrutinizer's Report, the result of remote e-voting will be announced on or before Thursday, May 02, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. Thursday, April 30, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1: VARIATION IN THE OBJECTS RELATING TO UTILIZATION OF FUNDS FROM PREFERENTIAL ISSUE

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modifications or re-enactments thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, based on the recommendation of the Board of Directors, the approval of the members of the Company be and is hereby accorded for variation in the objects relating to utilization of funds from Preferential Issue as stated in the Notice of Extra Ordinary General Meeting dated December 21, 2023, ("**Resolution 3 & Resolution 4**") and the Private Placement Offer Letter January 22, 2024 of the Company in the manner as provided below:

(Rs. in Crores)

Sr no.	Objects for Preferential Issue as per 'Resolution 3 & 4'	Original Plan	Amount Utilized	Unutilized Balance
1	Repayment of Debt / Borrowings of the Company and / or its subsidiary	50.00	3.78	46.22
2	Working Capital requirement of the Company and / or its subsidiary	147.20	159.35	-12.15
3	General corporate purpose of the Company and or its subsidiary including issue expenses	15.00	7.03	7.97
	Total	212.20	170.16	42.04

Unutilised Amount to be utilised as follows:

(Rs. in Crores)

Proposed Objects		
Sr No.	Particular	Amount
1	Funding working capital requirements of the Company	42.04

FURTHER RESOLVED that approval of the members be and is hereby accorded for variation in the unutilized portion of the proceeds of the Preferential Issue for funding working capital requirements of the Company, provided that such variation shall not exceed the overall limit of the unutilized proceeds of the Preferential Issue.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to this resolution.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and are hereby severally authorised to take such steps and do all acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

Registered Office:

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

Website: <https://www.orientalrail.com/>

Place: Mumbai

Date: March 27, 2026

By Order of the Board of Directors

For Oriental Rail Infrastructure Limited

Sd/-

Hemali Rachh

Company Secretary & Compliance Officer

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), setting out the material facts relating to the aforesaid Resolution is annexed hereto and forms part of this Postal Ballot Notice. ("Notice")
2. The Notice is being sent only in electronic form to those Members whose names appear in the Company's Register of Members / List of Beneficial Owners as received from the Depositories as on **Friday, March 27, 2026 ("Cut-Off Date")** and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the **Cut-Off Date, i.e. Friday, March 27, 2026.**
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The Company is providing the facility of remote e-voting to its members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. The members are requested to go through the detailed "**INSTRUCTIONS FOR REMOTE E-VOTING**" and Notes appended to the Postal Ballot Notice.
5. The Postal Ballot Notice has been uploaded on the website of the Company at <https://www.orientalrail.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also disseminated on the website of the NSDL at www.evoting.nsdl.com.
6. The remote e-voting shall commence on **Wednesday, April 01, 2026 at 9:00 a.m. (IST)** and shall end on **Thursday, April 30, 2026 at 5:00 p.m. (IST)**. During this period, the members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by the NSDL for voting thereafter.
7. The Board of Directors have appointed Mr. Shiv Hari Jalan (FCS No.: 5703; CP No.: 4226) Practising Company Secretary, as a scrutinizer (the 'Scrutinizer') to scrutinize the Postal Ballot process in a fair and transparent manner
8. The Scrutinizer will submit his report to the Chairperson or any other person authorised by him, after scrutiny of the votes cast, the result of the Postal Ballot within 48 hours of the end of remote e-voting process. The Scrutinizer's decision on the validity of votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.orientalrail.com/> and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairperson or any other person authorized by him/her and the same shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

10. The resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Thursday, April 30, 2026**.
11. The vote in this Postal Ballot cannot be exercised through proxy.

PROCEDURE FOR REMOTE E-VOTING

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

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 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.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdEASDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 use 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. 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. 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 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 are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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@csshico.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.
2. 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.
3. 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. Rimpa Bag 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 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.

Registered Office:

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

Website: <https://www.orientalrail.com/>

Place: Mumbai

Date: March 27, 2026

**By Order of the Board of Directors
For Oriental Rail Infrastructure Limited
Sd/-
Hemali Rachh
Company Secretary & Compliance Officer**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION SECTION 102(1) OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE

ITEM NO. 1:

VARIATION IN THE OBJECTS RELATING TO UTILIZATION OF FUNDS FROM PREFERENTIAL ISSUE

Pursuant to the approval of the members by passing Special Resolution through Extra Ordinary General Meeting(EGM) on January 19, 2024, in accordance with the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modifications or re-enactments thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, the Company had issued Convertible Warrants each carrying a right to subscribe to 1 (One) Equity Share of the Company through Preferential Issue of 75,00,000 at an issue price of Rs. 169/- per Warrant ("Warrant Exercise Price"), and 50,56,000 Equity Shares at an issue price of Rs. 169/- per share payable in cash on a preferential allotment basis ("Preferential Issue") to the following for total amount not exceeding Rs. 212.20 Crores.

Sr. no.	Name and category of the proposed Investors	Category	Nature of Securities	Number of Securities (Refer Note 1 below)
1	Wazeera S Mithiborwala	Promoter	Warrants	75,00,000
2	Mukul Mahavir Agrawal	Non-Promoter	Equity	34,00,000
3	Parag Chandulal Mehta	Non-Promoter	Equity	1,25,000
4	Gaurishankar Jhalani	Non-Promoter	Equity	1,50,000
5	Hardik Agrawal	Non-Promoter	Equity	1,00,000
6	Param Mayank Agrawal	Non-Promoter	Equity	90,000
7	Paragraph Securities Pvt Ltd	Non-Promoter	Equity	1,00,000
8	ANG Corporate Services Pvt. Ltd	Non-Promoter	Equity	50,000
9	Susham Jayant Sirsat	Non-Promoter	Equity	1,00,000
10	Akriti Agarwal	Non-Promoter	Equity	75,000
11	Vijay Ramvallabh Khetan	Non-Promoter	Equity	50,000
12	Prajakta Sushil Patil	Non-Promoter	Equity	40,000
13	Rishi Kedia	Non-Promoter	Equity	40,000
14	Snehlata Ashok Kumar Todi	Non-Promoter	Equity	40,000
15	Sushil Anant Patil	Non-Promoter	Equity	40,000
16	Bhavin Haresh Thakkar	Non-Promoter	Equity	30,000
17	Sagar Arya	Non-Promoter	Equity	25,000
18	Gandhi Tejas Pradip	Non-Promoter	Equity	25,000
19	Mahesh Chain Khubchandani	Non-Promoter	Equity	15,000
20	Sandeep Kamalnayan Ajmera	Non-Promoter	Equity	10,000
21	Ajay Jayram Prabhudesai	Non-Promoter	Equity	10,000
22	Chaitali K. Shah	Non-Promoter	Equity	10,000
23	Akshay Lalit Jogani	Non-Promoter	Equity	6,000

24	Rahul Gupta	Non-Promoter	Equity	10,000
25	Chintan Hemantkumar Desai	Non-Promoter	Equity	10,000
26	Nexta Enterprises LLP	Non-Promoter	Equity	2,40,000
27	Hemant Kumar Mansinghka	Non-Promoter	Equity	1,00,000
28	Harshit Arvind Poddar	Non-Promoter	Equity	1,60,000
29	Rajen Hemchand Gada	Non-Promoter	Equity	5,000

Note 1: The Company on February 22, 2024 had allotted 75,00,000 Warrants convertible into equivalent number of equity shares of face value Rs. 1/- at a price of Rs. 169/- (including premium of Rs. 168.00/-) on Preferential Basis to Promoter/Promoter Group category and allotted of 50,56,000 Equity shares at a price of Rs. 169/- each (including face value of Rs. 1/- each at a premium of Rs. 168/- each) on Preferential Basis to Non-Promoter Group Category.

The Company in terms of the 'Resolutions 3 & 4' had proposed to utilize the Preferential Issue proceeds towards the following objects:

- (a) Repayment of Debt / Borrowings of the Company and / or its subsidiary - upto Rs. 50 cr.
- (b) Working Capital requirement of the Company and / or its subsidiary - Rs. 147.20 cr. and
- (c) General corporate purpose of the Company and or its subsidiary including issue expenses - upto Rs. 15.00 cr.

The Company received the subscription money for the first tranche, representing 25% of the warrant exercise price and aggregating to Rs. 31.69 Crores, at the time of allotment of the convertible warrants on February 22, 2024. The balance 75% of the warrant exercise price was payable at the time of allotment of equity shares, at any time within a period of 18 (eighteen) months from the date of allotment of the warrants.

Upon receipt of the balance 75% of the consideration amounting to Rs. 95.06 crores, the Company has converted the warrants into equity shares in favour of Wazeera S. Mithiborwala, categorized as a promoter, and accordingly allotted the shares as detailed below:

Tranches	No of warrants converted into equity	Date of Allotment	Issue Price	Amount (in Crore)
Tranches 1	25,00,000	30/03/2024	Rs. 169/-	Rs. 31.69/-
Tranches 2	25,00,000	17/12/2024	Rs. 169/-	Rs. 31.69/-
Tranches 3	5,00,000	27/06/2025	Rs. 169/-	Rs. 6.34/-
	10,00,000	12/07/2025	Rs. 169/-	Rs.12.67/-
Tranches 4	10,00,000	29/07/2025	Rs. 169/-	Rs.12.67/-

At present, in view of the change in the geo-political environment and other prevailing macro-economic conditions, the Company has been required to realign its business operations in consonance with the evolving global environment. Consequently, out of the aforesaid proceeds of the preferential issue, an amount of Rs. 42.04 Crores could not be utilized for the stated purpose which was Repayment of Debt or Borrowings of the Company and /or its subsidiary and General corporate purpose. Hence, considering the current economics and market conditions, our Company is exploring various business activities, for which additional working capital requirements are envisaged. Accordingly, the Company proposes to deploy the unutilized balance amount of Rs. 42.04 towards future working capital requirements.

The proposed variation is expected to result in savings in interest costs on working capital borrowings and contribute to improvement in the Company's profitability in the future. The Board of Directors has duly considered all relevant criteria and factors, including the changed business environment and

strategic realignment necessitated thereby, and, after due deliberation, recommends the proposed variation in the objects of the issue as set out in the accompanying Resolution.

(Rs. in Crores)

Original Objects of the Issue as per 'Resolution 3 &4'				
Sr no.	Objects for Preferential Issue as per 'Resolution 3 &4'	Original Plan	Amount Utilized	Unutilized Balance
1	Repayment of Debt / Borrowings of the Company and / or its subsidiary	50.00	3.78	46.22
2	Working Capital requirement of the Company and / or its subsidiary	147.20	159.35	-12.15
3	General corporate purpose of the Company and or its subsidiary including issue expenses	15.00	7.03	7.97
	Total	212.20	170.16	42.04

Note 1: The Company on February 22, 2024 had allotted 75,00,000 Warrants convertible into equivalent number of equity shares of face value Rs. 1/- at a price of Rs. 169/- (including premium of Rs. 168/-) on Preferential Basis to Promoter/Promoter Group category and allotted of 50,56,000 Equity shares at a price of Rs. 169/- each (including face value of Rs. 1/- each at a premium of Rs. 168/- each) on Preferential Basis to Non- Promoter Group Category.

(Rs. in Crores)

Proposed for change in Objects of the Issue -	
Existing	Amount
Funding working capital requirements of the Company	42.04

Further details are as follows:

A. The original purpose or objects of the issue and total money raised:

The Company had, in terms of 'Resolution 3', issued 75,00,000 convertible warrants of Rs. 169 per warrant and in terms of 'Resolution 4' issued 50,56,000 equity shares of Rs. 169 per shares for raising funds of ₹ 212.20 Crores towards the Objects in the following manner:

1. Repayment of Debt / Borrowings of the Company and / or its subsidiary;
2. Working Capital requirement of the Company and / or its subsidiary; and
3. Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes but are not restricted to drive our business growth, including, amongst other things, payment towards purchase of raw materials, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payments of statutory taxes and duties, issue expenses, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes"). (Collectively referred to as the "Objects")

B. Money utilized for the objects of the Company as stated in the 'Resolution 3 & 4' and the extent of achievement of such objects in percentage terms and the unutilized amount out of the money so raised through preferential issue:

a. Money utilized for the objects of the Company as stated in the 'Resolution 1' and the extent of achievement of such objects in percentage terms and the unutilized amount out of the money so raised through the preferential issue as on February 12, 2026 are as under:

(Rs.in Crore)

Sr no.	Objects for Preferential Issue as per 'Resolution 1'	Original Plan	Amount Utilized upto February 12, 2026	Extent of achievement of objects in terms of percentage (%)	Unutilized Balance
1	Repayment of Debt / Borrowings of the Company and / or its subsidiary	50.00	3.78	7.56	46.22
2	Working Capital requirement of the Company and / or its subsidiary	147.20	159.35	108.25	-12.15
3	General corporate purpose of the Company and or its subsidiary including issue expenses	15.00	7.03	46.87	7.97
	Total	212.20	170.16		42.04

b. Money utilized pursuant to alteration/variation in the objects of the Issue as stated above and the extent of achievement of such objects in percentage terms and the unutilized amount out of such money as on February 12, 2026 are as under: *Not Applicable*

c. Particulars of the proposed variation in the objects for which 'Resolution 1' was approved:

Proposed for change in Objects of the Issue -			
Sr. No.	Existing	Proposed	Amount (Rs. in Crores)
1	a. Repayment of Debt / Borrowings of the Company and / or its subsidiary b. General corporate purpose of the Company and or its subsidiary including issue expenses	Funding working capital requirements of the Company.	42.04

d. The reasons and justifications for seeking variation:

The Company intends to vary the terms of objects of the issue as referred to in the 'Resolution 1' to explore various business opportunities for which working capital will be required.

Moreover, the proposed variation may lead to savings in interest on working capital loans and improved profitability in future. These are also explained in explanatory statement as part of this notice.

- e. **The proposed time limit within which the proposed varied objects would be achieved:** Nine months from the date of Shareholders approval.
- f. **The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:**

Sr. no.	Requirements	Disclosure in the 'Resolution 3 &4'
1	The objects of the offer	Please refer point no. A above
2	The purpose for which there is a requirement of funds	Please refer point no. A above
3	The funding plan (means of finance)	Entire funding was proposed to be met from the Proceeds of the issue
4	The summary of the project appraisal report (if any);	Not Applicable
5	The schedule of implementation of the project	Not Applicable
6	The interim use of funds, if any	<p>Pending utilization of the proceeds from the Preferential Issue, the Company had invested such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.</p> <p>The unutilized proceeds continue to be reported with NIL deviation by the Monitoring Agency in the Statement of Deviation(s) or Variation(s) on a quarterly basis in compliance with the Regulation 32 of the Listing Regulations.</p>

- g. The Amount proposed to be utilized for the new objects:

(Rs. in Crores)

Proposed for change in Objects of the Issue	
Existing	Amount
Funding working capital requirements of the Company	42.04

h. The risk factors pertaining to the new objects:

Members are requested to carefully consider the following risk factors pertaining to the proposed variation in objects, i.e., the deployment of Rs. 42.04 Crores towards funding working capital requirements of the Company, before casting their votes on the Resolution. These risk factors are not exhaustive and are intended to enable Members to take an informed decision. The Company does not represent that the risks enumerated below are the only risks associated with the proposed variation.

1. **Interest savings benefit is contingent and not guaranteed:** The explanatory statement states that the proposed variation is expected to result in “savings in interest costs on working capital borrowings and contribute to improvement in the Company’s profitability.” However, these benefits are projections based on management estimates and are subject to uncertainty. The actual quantum of interest savings will depend on the extent and tenure of existing working capital borrowings that are repaid or avoided, the prevailing interest rate environment, the Company’s working capital cycle, and the volume and nature of business activities undertaken. If the Company’s working capital requirements are higher than the amount being deployed from the Preferential Issue proceeds, the Company may still need to avail fresh working capital borrowings, thereby reducing or eliminating the projected savings.
2. Geopolitical and macroeconomic risks affecting the business activities for which working capital is sought the explanatory statement attributes the inability to execute the original capex project to “change in the geo-political environment and other prevailing macro-economic conditions.” The same or further geopolitical and macroeconomic developments may adversely affect the business activities and emerging global market opportunities for which the working capital is now proposed to be deployed. The Company’s business of is closely linked to government budgetary allocations for the railways sector and infrastructure procurement. Any adverse change in any of these external factors—including reduction in Government of India budgetary allocations for railways infrastructure, supply chain disruptions, or adverse currency movements—may result in the working capital deployed from the Preferential Issue proceeds being under-utilized or locked in unproductive assets such as excess inventory or unrealised debtors.
3. No tangible or permanent asset created from the deployment; no fixed return or milestone The original object of capital expenditure for expansion of manufacturing capacity, if executed, would have resulted in the creation of fixed assets and a verifiable increase in productive capacity, against which the progress of deployment could have been tracked and audited. Working capital deployment, by its nature, does not create a permanent, identifiable asset on the balance sheet. The funds may be recycled across the ordinary course of business, and their traceability in the financial statements of the Company will be limited to general operational improvements. There is no milestone, commissioning certificate, or project completion event linked to the new object that would provide shareholders with a definitive indicator of successful deployment. Members should assess this risk in the context of their reasonable expectation of how equity capital raised through a preferential issue ought to be applied.
4. **Regulatory compliance risk under SEBI LODR and SEBI ICDR Regulations:** The Company is subject to ongoing obligations under Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires it to submit quarterly

statements of deviation or variation in the use of proceeds from the Preferential Issue. The Company is also required to ensure that the use of proceeds remains aligned with the objects as approved by shareholders from time to time. Any failure to comply with the conditions of this variation, including the utilization of funds within the proposed nine-month period, or any further deviation from the varied object without fresh shareholder approval, may expose the Company to regulatory action by SEBI or the Stock Exchanges.

5. **Business concentration and dependency on government orders and railway sector policies:** The Company's working capital requirements are directly linked to the level, timing, and payment cycles associated with orders from customers in the railways and related infrastructure sectors, a significant portion of which may be from government entities or public sector undertakings. The efficacy of deploying the Preferential Issue proceeds as working capital is therefore contingent on the continuity of the order book, timely release of payments by government customers, and the absence of adverse policy changes affecting public sector capital expenditure on rolling stock. Any budgetary compression, reallocation of railway capital expenditure, order deferrals, payment delays by the Indian Railways or other government customers, or a change in procurement policy (including shift towards overseas procurement) could adversely affect the working capital cycle of the Company and the utility of the funds deployed under the new object.

i. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:

The following information relating to the Monitoring Agency appointed in connection with the Preferential Issue, and its continuing mandate in relation to the proposed variation in objects, is provided for the information of Members:

- i) Details of the Monitoring Agency Pursuant to Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, having its registered/principal office at 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai - 400 022, as the Monitoring Agency ("Monitoring Agency") in connection with the Preferential Issue. The Monitoring Agency was appointed vide resolution passed in the meeting of the Board of Directors of the Company dated December 21, 2023. The appointment of the Monitoring Agency continues to subsist and the mandate of the Monitoring Agency has been extended to cover the utilization of Preferential Issue proceeds under the varied objects, as proposed in this Notice.
- ii) Prior utilization monitored and reported The Monitoring Agency has submitted monitoring reports covering the period February 22, 2024 (being the date of allotment of Convertible Warrants) to February 12, 2026.

The most recent monitoring report of the Monitoring Agency dated February 12, 2026 confirmed that, as at such date, the utilization of the Preferential Issue proceeds stood as follows:

- a. Rs. 3.78 Crores deployed towards Repayment of Debt/Borrowings of the Company and/or its subsidiary, representing 7.56% of the allocated amount of Rs. 50.00 Crores;
- b. Rs. 159.35 Crores deployed towards Working capital requirement of the Company and/or its subsidiary representing 108.26% of the allocated amount of Rs.147.20 Crores; and
- c. Rs.7.03 Crores deployed towards General Corporate Purpose of the Company and/or its subsidiary, representing 46.87% of the amount allocated amount of 15.00 Crores to that object.

The Monitoring Agency has confirmed that the proceeds pending utilization of Rs. 42.04 Crores continue to be held in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws, pending deployment in accordance with the objects of the Preferential Issue as approved by Members from time to time. Copies of the monitoring reports with NIL deviation submitted by the Monitoring Agency to date have been disclosed to the Stock Exchange and are available on the website of BSE Limited (www.bseindia.com)

- iii) Extended mandate of the Monitoring Agency upon variation of objects Notwithstanding the variation in objects proposed herein, the mandate and obligations of the Monitoring Agency shall continue in full force and effect in respect of the entire balance of the Preferential Issue proceeds of Rs.42.04 Crores proposed to be deployed under the revised object of "Funding working capital requirements of the Company."

None of the Promoters, Directors, Key Managerial personnel of the Company financially or otherwise, in the proposed Resolution except to their directorship or shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 1 by way of a Special Resolution.

Registered Office:
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
Website: <https://www.orientalrail.com/>
Place: Mumbai
Date: March 27, 2026

By Order of the Board of Directors
For Oriental Rail Infrastructure Limited
Sd/-
Hemali Rachh
Company Secretary & Compliance Officer