



ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

CIN: L35100MH1991PLC060686

Survey No. 49, Village Aghai, Taluka Shahpur, District - Thane, Maharashtra - 421 601, India

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting ('AGM') of the Members of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) will be held on Thursday, September 26, 2024 at 03.00 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, 2024 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, 2024
3. To appoint a Director in place of Mr. Vali N. Mithiborwala (DIN 00171255), 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 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. Tadhani & Co., Cost Accountants, (Firm Registration No. 101837), 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, 2025, amounting to ₹ 28,200/- plus 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. Appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Independent Director of the Company.

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

"RESOLVED THAT Mr. Dattaprasad Ugrankar (DIN: 10729828) who was appointed as an Additional Director of the Company with effect from August 14, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Dattaprasad Ugrankar (DIN: 10729828), who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive), not liable to retire by rotation.



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

6. Appointment of Mr. Latif Pirani (DIN: 08608540) as an Independent Director of the Company.

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

“**RESOLVED THAT** Mr. Latif Pirani (DIN: 08608540) who was appointed as an Additional Director of the Company with effect from August 14, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Latif Pirani (DIN: 08608540), who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive), not liable to retire by rotation.

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

7. Appointment of Mr. Amitabh Sinha (DIN: 10605264) as Executive Director (Technical) of the Company

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

“**RESOLVED THAT** Mr. Amitabh Sinha (DIN: 10605264) who was appointed as an Additional Director (Executive Director-Technical) of the Company with effect from August 14, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Amitabh Sinha (DIN: 10605264), be and is hereby appointed as an Executive Director-Technical of the Company for a term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive), liable to retire by rotation.

8. Approval of ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024”) and issue of Shares to the employees through the same.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (including any modification or re-enactment thereof for the time being in force) read with all circulars, prevailing statutory guidelines and notifications issued





thereunder ("SEBI SBEB&SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively, "Applicable Laws"), the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company at its meetings held on August 14, 2024, the consent of the members of the Company be and is hereby accorded to the introduction, adoption and implementation of "ORIL Group- Employee Stock Purchase Scheme, 2024 (hereinafter referred to as "ESPS 2024" or "ORIL ESPS 2024" or "Scheme") authorizing the Board to create, grant, offer, issue and allot, in one or more tranches, to such employees, whether working in or outside India and Directors of the Company whether Whole-Time Directors or not, including a Non- Executive Director who is not a Promoter or member of the Promoter group but excluding the Independent Directors, except: (a) a Promoter or a person who belongs to Promoter group (b) Director who, either himself/ herself or through his/her Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, (hereinafter referred to as "Eligible Employees"), as may be decided by the Board, aggregating up to 6,00,000 (Six Lakh) new equity shares of face value of ₹ 1/- (Rupee One only) each under ORIL ESPS 2024, at such price or prices, and on such terms and conditions as may be decided by the Board in accordance with the provisions of the applicable laws and the scheme.

RESOLVED FURTHER THAT the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including payment of dividend, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the company shall conform to the accounting policies as specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any statutory modification (s), amendment (s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for the listing of the equity shares issued and allotted under the "ORIL ESPS 2024", on the stock exchanges where the shares of the company are listed, as per the applicable guidelines, rules, and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company may authorize Nomination & Remuneration

Committee ("Committee"), to implement, formulate, evolve, decide upon and bring into effect the "ORIL ESPS 2024" on such terms and conditions as may be decided by the Board/committee and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "ORIL ESPS 2024", from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the "ORIL ESPS 2024, subject to the provisions of the SEBI SBEB&SE Regulations and other Applicable Laws, in force.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger, buyback, scheme of arrangement or other re-organisation of capital, etc; of the Company, the number of above mentioned equity shares to be offered under the scheme shall be appropriately adjusted under the ESPS 2024.

RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including authorizing to appoint Merchant Banker(s), if required, and such other appropriate agencies, as may be required and to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose, including giving effect to this Resolution with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard, in conformity with the provisions of the Companies Act, 2013, the SEBI SBEB&SE Regulations, the Memorandum and Articles of Association of the Company and other Applicable Laws."

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares allotted under ESPS 2024, Mr. Karim N Mithiborwala, Managing Director, Mr. Vali N Mithiborwala, Whole-Time Director, Mr. Saleh N. Mithiborwala, Chief financial Officer and Mr. Hardik Chandra, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign, execute, issue, file, submit, perform all such acts, deeds, applications, documents etc. for and on behalf of the company, as may be required from time to time for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals as may be required, the Board may in its absolute discretion deem fit."

By Order of the Board of Directors

Hardik Chandra

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 14, 2024



NOTES:

1. In terms of General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 respectively (collectively referred to as 'MCA Circulars') the AGM is being held through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India ('SEBI') Circulars Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 7, 2023 respectively (collectively referred to as "SEBI Circulars"), Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://www.orientalrail.com/index.php>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com

In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 33rd AGM of the Company is being held through VC/OAVM on Thursday, September 26, 2024 at 03.00 p.m. Indian Standard Time ('IST') through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')

3. Since this AGM is being held through VC/OVAM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate therein and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act, on the e-mail id

shivharijalancs@gmail.com or office@csshjco.com with a copy marked to evoting@nsdl.co.in.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

5. The Board of Directors, at its meeting held on Tuesday, May 28, 2024, has recommended dividend of ₹ 0.10/- per equity share of the face value of ₹ 1/- each for Financial Year ended March 31, 2024 for the approval of members at the thirty-three AGM.

6. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') the Company has fixed Thursday, September 19, 2024 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for Financial Year ended March 31, 2024.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos 4 to 8 set out above is annexed hereto. The details for Directors seeking appointment / re-appointment at the AGM, pursuant to Regulation 36(3) of the Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are forming part of this Notice.

9. Book Closure and Dividend:

(a) The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive)

(b) If final dividend on Equity Shares, as recommended by the Board, if declared at the AGM, will be paid on or after Thursday, September 26, 2024 as under:

- To all Beneficial Owners in respect of shares held in electronic form, as per details furnished





by the Depositories for this purpose as at the end of the business hours on Thursday, September 19, 2024.

- To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company before the end of business hours on Thursday, September 19, 2024.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source ('TDS') at the time of making the payment of final dividend, if declared at the AGM. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted by the shareholders and accepted by the Company in accordance with the provisions of the Act.
11. Members are requested to register/update their e-mail addresses with the Depository Participant (DP) (in case of shares held in dematerialized form) or with Registrar and Share Transfer Agent (RTA) (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details, change of address and specimen signature), and nomination details. As per the said Circular, it is mandatory for the members holding shares in physical form to register PAN, KYC and nomination details. Members holding shares in physical form are requested to register their PAN, e-mail id, bank details and other KYC details by filling Form ISR-1, update signature by filling Form ISR-2 and update nomination details by filling Form SH-13 or declaration of opt out of nomination

by filling Form ISR-3 or cancel nomination by filling form SH-14 and send the respective forms to Adroit Corporate Services Pvt. Ltd. at 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, India. or email the scanned copy to info@adroitcorporate.com. The forms for updating the same are available at <https://www.orientalrail.com/downloads.php> and on the website of our RTA at <https://www.adroitcorporate.com/RandTServices.aspx>. On or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Members are requested to quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence and consolidate their holdings into one Folio in case they hold share under multiple Folios in the identical order of names.

Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

As per SEBI Circular No SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated 10th June, 2024

- (i) Non submission of 'choice of nomination' shall not result in freezing of Demat Accounts of existing security holders
- (ii) Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders.
- (iii) payments including dividend, interest or redemption payment withheld presently by the Listed Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

Notwithstanding the above, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts)

13. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend in accordance with the mandate of SEBI. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Members may, therefore, give instructions



regarding bank accounts in which they wish to receive dividend to their DP only.

14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

15. SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MIIs related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.
16. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, the shares in respect of dividends which remain unclaimed for 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

In view of this, Members/claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.mca.gov.in along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/ claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Also, The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. <https://www.orientalrail.com/index.php>. It is in the Members interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so

that dividends paid by the Company are credited to the Members' account on time.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website <https://www.orientalrail.com/downloads.php> and on the website of the Company's RTA <https://www.adroitcorporate.com/RandTServices.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with the physical shares and avail various benefits of dematerialization Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Adroit Corporate Services Private Limited for assistance in this regard.
19. 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.
20. The venue of the meeting shall be deemed to be the Registered Office of the Company.
21. The Company has appointed Mr. Shiv Hari Jalan, Practising Company Secretaries (Membership No.: 5703; CP No.: 4226) to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
22. **Voting through electronic means**
1. 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) and Regulation 44 of Listing Regulation and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.





The facility of casting votes by a member using remote e-voting system as well as evoting during the proceedings of the AGM through VC/ OVAM will be provided by NSDL.

2. The remote e-voting period commences on **Monday, September 23, 2024 (09.00 a.m. IST)** and ends on **Wednesday, September 25, 2024 (05.00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Thursday, September 19, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cutoff date. Any person who is not a Member as on the cut-off date being Thursday, September 19, 2024 should treat this Notice for information purpose only.
4. Any person holding shares in physical form

and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Thursday, September 19, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA at info@adroitcorporate.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 19, 2024 may follow steps mentioned in this part.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING 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 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. 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.



Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="507 259 1463 348">2. 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 <li data-bbox="507 379 1463 669">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="507 700 1463 756">4. 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



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="507 1083 1463 1228">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to 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. <li data-bbox="507 1259 1463 1466">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. <li data-bbox="507 1498 1463 1580">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. <li data-bbox="507 1612 1463 1783">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.
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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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**

a) For Members who hold shares in demat account with NSDL.

Your User ID is:

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for





which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 shivharijalancs@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 RTA at info@adroitcorporate.com
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 Adroit Corporate Services Pvt. Ltd., RTA at info@adroitcorporate.com.

3. If you are an Individual shareholders 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.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. 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:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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:

1. 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 link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.



3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 by September 21, 2024. 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

Place: Mumbai

Date: August 14, 2024

Hardik Chandra

Company Secretary &
Compliance Officer

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: Remuneration of Cost Auditors

The Board of Directors, on the recommendations of the Audit Committee, has approved the appointment of M/s. Tadhani & Co., Cost Accountants, (Firm Registration No. 101837), as Cost Auditors for conducting cost audit of the relevant cost records of the Company for the financial year ending March 31, 2025, at a remuneration of ₹ 28,200/- (Rupees Twenty-Eight Thousand Two Hundred only) plus 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: Appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Independent Director of the Company

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

As per Section 161(1) of the Act, Mr. Dattaprasad Ugrankar (DIN: 10729828) being an Additional Director, holds office upto this AGM of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice





in writing from a member of the Company in terms of Section 160(1) of the Act proposing his candidature for the office of a Director of the Company. Mr. Dattaprasad Ugrankar (DIN: 10729828) has consented to act as a Director of the Company.

Further, in terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Mr. Dattaprasad Ugrankar (DIN: 10729828) is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also given a declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Dattaprasad Ugrankar (DIN: 10729828) has further provided a confirmation that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Dattaprasad Ugrankar (DIN: 10729828) fulfills all the criteria prescribed in the Act, Rules framed therein and the Listing Regulations for appointment as an Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, members' approval is being sought for appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as the Director and Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

Except Mr. Dattaprasad Ugrankar (DIN: 10729828) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 5 of this Notice.

The details of Mr. Dattaprasad Ugrankar as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this notice.

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

Item No. 6: Appointment of Mr. Latif Pirani (DIN: 08608540) as an Independent Director of the Company

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Latif Pirani (DIN: 08608540) as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

As per Section 161(1) of the Act, Mr. Latif Pirani (DIN: 08608540) being an Additional Director, holds office upto this AGM of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a member of the Company in terms of Section 160(1) of the Act proposing his candidature for the office of a Director of the Company. Mr. Latif Pirani (DIN: 08608540) has consented to act as a Director of the Company.

Further, in terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Mr. Latif Pirani (DIN: 08608540) is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also given a declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Latif Pirani (DIN: 08608540) has further provided a confirmation that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Latif Pirani (DIN: 08608540) fulfills all the criteria prescribed in the Act, Rules framed therein and the Listing Regulations for appointment as an Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, members' approval is being sought for appointment of Mr. Latif Pirani (DIN: 08608540) as the Director and Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

Except Mr. Latif Pirani (DIN: 08608540) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 6 of this Notice.

The details of Mr. Latif Pirani as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members

Item No. 7: Appointment of Mr. Amitabh Sinha (DIN: 10605264) as Executive Director (Technical) of the Company

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee (NRC) appointed Mr. Amitabh Sinha (DIN: 10605264) as an Additional Director



(Executive Director-Technical) of the Company, liable to retire by rotation, for a first term of five consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

The Board is of the view that Mr. Sinha appointment as Executive Director-Technical will be in the best interest of the Company, considering his expertise and varied experience and the significant contributions and growth initiatives made by him in shaping and directing the functions under his responsibility. At ORIL Group since April 2015, he has conceptualised 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.

In the opinion of the Board, Mr. Amitabh Sinha (DIN: 10605264) fulfills all the criteria prescribed in the Act, Rules framed therein and the Listing Regulations for appointment as Executive Director-Technical.

Mr. Sinha satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (‘the Act’) as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. Mr. Sinha has granted consent for his appointment as a Executive Director-Technical. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Except Mr. Amitabh Sinha (DIN: 10605264) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 7 of this Notice.

The details of Mr. Amitabh Sinha as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members

Item No. 8: Approval of ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024”) and issue of Shares to the employees through the same.

With an intention to motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth, the Company intends to introduce and implement a new ESPS Scheme namely ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024” or “scheme” or “ORIL ESPS 2024”). Keeping the aforesaid objectives in mind, pursuant to the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on August 14, 2024, approved the ORIL ESPS 2024 subject to the approval of the shareholders as per the provisions of the Securities and Exchange Board

of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time.

In compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB&SE)”], the company is formulating a Scheme namely ORIL Group- Employee Stock Purchase Scheme, 2024 (“ORIL ESPS 2024”). The Scheme will be administered by the Nomination and Remuneration Committee of the Board and shall be subject to compliance with the applicable laws.

The Board of Directors at its meeting held on August 14, 2024 subject to Shareholders and Regulatory approvals, approved the issuance and allotment of upto 6,00,000 (Six Lakhs) Equity Shares of face value of ₹ 1/- each in one or more tranches to eligible employees at a issue price of ₹ 1/- each which is the face value of the Equity Shares of the Company. .

The new equity shares proposed to be issued under the Scheme shall rank *pari-passu* in all respects with the existing equity shares of the company including payment of dividend, if any, declared by the company.

In compliance with Regulation 41(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Regulation 6 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the company is proposing the Special Resolution for issuance and allotment of new equity shares to Eligible Employees.

Pursuant to Part C of Schedule-I of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the additional disclosures required to be given in the explanatory statement to the notice as enumerated therein are provided as under:

A. BRIEF DESCRIPTION OF THE SCHEME:

The Scheme shall be called as ORIL Group- Employee Stock Purchase Scheme, 2024 (“ORIL ESPS 2024”).

The objective of the ORIL ESPS, 2024 is to reward the Employees for their association with the Company and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Policy to attract and retain talent in the Company. The Company views employee stock purchase units as instruments that would enable the Employees to share the value they create for the Company in the years to come.

The Purpose of the Scheme includes the followings:

- To recognize and reward the contributions made by the employees of the company and to align the interests of the employees with the long-term interests of the company; and
- To enhance the sense of belongingness and ownership among the employees.





B. TOTAL NUMBER OF SHARES TO BE OFFERED:

The Company proposes to offer upto 6,00,000 (Six Lakhs) new equity shares of face value of Re.1/- each of the company to the Eligible Employees under ORIL ESPS 2024 subject to applicable Laws, Rules, Regulations and Guidelines.

C. IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE AND BE BENEFICIARIES IN THE ORIL ESPS 2024.

- a. an employee as designated by the company, who is exclusively working in India or outside India; or
- b. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; but does not include:
 - i. an employee who is a promoter or a person belonging to the promoter group; or
 - ii. a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

D. REQUIREMENTS OF VESTING AND PERIOD OF VESTING:

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

E. MAXIMUM PERIOD (SUBJECT TO REGULATION 18 (1) AND 24 (1) OF THE SEBI (SBEB&SE) REGULATIONS, AS THE CASE MAY BE) WITHIN WHICH THE OPTIONS/SARs/ BENEFIT SHALL BE VESTED:

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme

F. EXERCISE PRICE, SAR PRICE, PURCHASE PRICE OR PRICING FORMULA:

The exercise price for employee stock purchase units shall be at ₹ 1/- per share which is the face value of the Equity Shares of the Company

G. OFFER PERIOD AND PROCESS OF ACCEPTANCE OF OFFER:

The period during which the issue remains open as per the decision of the Board/ Nomination and Remuneration Committee of the Board shall be the Offer Period. The process of exercise would, inter-alia, include an offer made to the Eligible Employees, receipt of application

and subscription amount, and allotment of shares under the Scheme.

H. THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES FOR THE PROPOSED ESPS:

Eligible Employees as on the date of the offering will be entitled to participate subject to the applicable regulatory requirements and guidelines. Eligibility of the employees shall be determined by the NRC based on criteria fixed in the scheme. Employees against whom disciplinary action is eminent due to the establishment of charges, casually engaged employees, employees whose appointments are under investigation, employees who have been issued a notice of termination of service by the company etc. are not eligible to participate in the ESPS.

I. MAXIMUM NUMBER OF OPTIONS, SARs, SHARES, AS THE CASE MAY BE, TO BE ISSUED PER EMPLOYEE AND IN AGGREGATE:

The maximum number of new equity shares per employee proposed to be issued under the Scheme shall be decided by the Nomination and Remuneration Committee / Compensation Committee.

The company proposes to issue maximum of 6,00,000 (Six Lakh) new equity shares in aggregate.

J. MAXIMUM QUANTUM OF BENEFITS TO BE PROVIDED PER EMPLOYEE UNDER THE SCHEME:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of offer and the Purchase Price paid by the Employee.

K. WHETHER THE SCHEME (S) IS TO BE IMPLEMENTED AND ADMINISTERED DIRECTLY BY THE COMPANY OR THROUGH A TRUST:

This Scheme shall be administered by the Nomination and Remuneration Committee, as constituted by the Board, and in accordance with the SEBI (SBEB&SE) Regulations. The Scheme shall be directly implemented by the Company through the primary route by new issue of shares.

L. WHETHER THE SCHEME (S) INVOLVES NEW ISSUE OF SHARES BY THE COMPANY OR SECONDARY ACQUISITION BY THE TRUST OR BOTH:

This Scheme shall involve new issue of equity shares by the Company directly to the eligible employees. The Scheme does not involve any secondary acquisition by trust.



M. THE AMOUNT OF LOAN TO BE PROVIDED FOR IMPLEMENTATION OF THE SCHEME(S) BY THE COMPANY TO THE TRUST, ITS TENURE, UTILIZATION, REPAYMENT TERMS ETC.:

Not Applicable since Company intends to issue new equity shares of the Company directly to the eligible employees and no formation of Trust is envisaged.

N. MAXIMUM PERCENTAGE OF SECONDARY ACQUISITION (SUBJECT TO LIMITS SPECIFIED UNDER THE SEBI REGULATIONS) THAT CAN BE MADE BY THE TRUST FOR THE PURPOSES OF THE SCHEME (S):

Not Applicable.

O. ADHERENCE TO THE ACCOUNTING POLICIES SPECIFIED IN REGULATION 15 OF SEBI (SBEB) REGULATIONS:

The Company will conform to the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

P. THE METHOD WHICH THE COMPANY SHALL USE TO VALUE ITS OPTIONS OR SARs:

Not Applicable.

Q. STATEMENT OF CONFIRMATION

In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the directors' report and the impact of this difference on profits and on earnings per share ("eps") of the company shall also be disclosed in the directors' report:

R. LOCK-IN PERIOD:

The new equity shares proposed to be issued under the present ESPS shall be locked in for a minimum period of one year from the date of allotment as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or more as per the discretion of the Nomination and Remuneration Committee of the Board (NRC)

S. TERMS AND CONDITIONS OF BUYBACK:

Not Applicable

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in this resolution except to the extent of Equity Shares held by them in the Company or the Equity Shares that may be offered under the said Scheme.

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

By Order of the Board of Directors

Hardik Chandra

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 14, 2024

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





ANNEXURE

Disclosure relating to Directors 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. Vali N. Mithiborwala
DIN	00171255
Designation	Whole Time Director
Date of Birth	November 06, 1964
Age	59 years
Date of First Appointment	August 18, 2017
Qualification/Experience (Including expertise in specific functional area)/Brief Resume	Mr. Vali N. Mithiborwala has a graduate degree from Mumbai University and has more than thirty four years of rich experience in Veneer and Compreg Board industry. He has entrepreneur skills to conceptualise business and establish it as a successful enterprise. He has held various key positions in the family business and was instrumental in bringing recognition and new heights to the business by introducing innovative technology.
Skills and capabilities required for the role as an Independent Director and manner of meeting	Not applicable
Terms and Condition for appointment	Appointed as Executive Director for term of 5 years.
Shareholding in the Company	45,93,000 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Vali N. Mithiborwala is brother of Mr. Saleh N. Mithiborwala.
No. of Board meetings attended during FY 2023-24	9 out of 9
List of Directorships in other companies	V K Mithiborwala and Company Private Limited Icon Infrastructures Private Limited Vision Infpro (India) Private Limited Virtue Infrastructures Private Limited Rock Hard Engineering Private Limited Vision Housing and Infrastructure Company Pvt Ltd Oriental Technocraft Private Limited Oriental Automation Systems Private Limited Oriental Foundry Private Limited Trishala Woodcraft Private Limited Trishala Veener Private Limited Densified Laminated Wood Manufacturing Company Private Limited Exim Trade Links (India) Private Limited Bremskerl Friction Materials India Private Limited



Name of Director	Mr. Vali 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

Name of Director	Mr. Dattaprasad Ugrankar
DIN	10729828
Designation	Independent Director
Date of Birth	December 17, 1956
Age	67 years
Date of First Appointment	August 14, 2024
Qualification	Practicing Chartered Accountant
Experience/brief profile	Mr. Dattaprasad Ugrankar is a Chartered Accountant with a widespread experience of 39 years. He is a Proprietor of M/s. Ugrankar & Associates, Chartered Accountants having practical experience of 37 years. He specialises in the fields of statutory audits. Taxation, financial consultancy, Bank Audits etc.
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 2023-24	NA
List of Directorships in other companies	Nil
List of Committee Chairmanship / Membership in other companies	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mr. Latif Pirani
DIN	08608540
Designation	Independent Director
Date of Birth	December 18, 1956
Age	67 years
Date of First Appointment	August 14, 2024
Qualification	Bachelor's degree course in law from University of Mumbai and Solicitorship from Bombay Incorporated Law Society.





Name of Director	Mr. Latif Pirani
Experience/brief profile	<p>Mr. Latif Pirani is Solicitor having very high professional qualifications and expertise in his area of work.</p> <p>He has worked with senior management person in his capacity as Solicitor for compliances and to resolve legal issues, forecasting issues likely to arise in every case. Being part of the Board of Director, Mr. Pirani assists the Board in arriving at a decision considering the legal issues involved.</p> <p>His continuing education in the Director's Program with Director's World Council of Directors has helped him to balance divergent views of the Board with that of the Chairman. It also enables him to chair Committee Meetings. His rich experience and abilities makes him an asset in the Board.</p>
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 2023-24	NA
List of Directorships in other companies	Aga Khan Health Services India
List of Committee Chairmanship / Membership in other companies	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

Name of Director	Mr. Amitabh Sinha
DIN	10605264
Designation	Executive Director-Technical
Date of Birth	August 11, 1963
Age	61 years
Date of First Appointment	August 14, 2024
Qualification	Masters in Mechanical Engineering.
Experience/brief profile	<p>Mr. Amitabh Sinha belongs to the 1984 batch of Indian Railway Service of Mechanical Engineers(SCRA '81). He took voluntary retirement in 2014.</p> <p>He has more than 38 years of rich experience as a leader, in the field of Railway Rolling Stock design, manufacture, maintenance and marketing.</p> <p>During his tenure with the Indian Railway and RITES, he 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.</p> <p>As Executive Director (Wagon), he led the team to develop the high axle load high speed wagons and the bilevel autocarcarrier, both of which were transformation projects for Indian Railways.</p>



Name of Director	Mr. Amitabh Sinha
Terms and conditions of appointment along with details of remuneration sought to be paid:	Executive Director, 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 2023-24	NA
List of Directorships in other companies	Oriental Foundry Private Limited
List of Committee Chairmanship / Membership in other companies:	Nil
Name of listed entities from which the person has resigned in the past three years	Nil

