



Oriental Rail Infrastructure Limited

(Formerly known as Oriental Veneer Products Limited)

CIN of the Company: L35100MH1991PLC060686

Corporate Office: 16, Mascarenhas Road, Mazgaon, Mumbai – 400 010.

Tel: +91 22 6138 9400 . Fax: 6138 9401 . Email: compliance@orientalrail.co.in . Website: www.orientalrail.com/

September 15, 2021

BSE Limited

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

Dear Sir/Madam,

Scrip Code: 531859

Sub: **Outcome of the 30th Annual General Meeting of the Shareholders of the Company as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules and Regulations made thereunder and other applicable provisions of the Companies Act, 2013, we hereby submit the following documents regarding the 30th Annual General Meeting ('AGM') of the Shareholders of the Company held on Tuesday, September 14, 2021 at 01.00 p.m. through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM'):

- (a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure-A**';
- (b) Consolidated Report of the Scrutinizer, dated September 14, 2021, on remote e-voting and e-voting at the AGM as '**Annexure-B**'.

This is for your information and record.

Thanking You,

Yours truly,

For **Oriental Rail Infrastructure Limited**


Sonam Gupta
Company Secretary

Encl: as above



'Annexure – A'

Oriental Rail Infrastructure Limited – 30 th Annual General Meeting – Voting Results	
Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	September 14, 2021
Total number of shareholders on record date	2,054
Number of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter group	
Public	
Number of shareholders attended the meeting through Video Conferencing:	24
Promoter and Promoter group	8
Public	16

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Oriental Rail Infrastructure Limited

Resolution 1: To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2021 and the Reports of the Directors and Auditors thereon.

Resolution required (Ordinary/Special): Ordinary Resolution

Whether Promoter/Promoter group are interested in the Agenda/Resolution? No

Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	22717500	6315589	27.8005	6315589	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	22717500	6315589	27.8005	6315589	0	100.0000	0.0000
Total		53903000	37501089	69.5714	37501089	0	100.0000	0.0000

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Oriental Rail Infrastructure Limited

Resolution 2: To declare final dividend on Equity Shares for the financial year ended March 31, 2021.

Resolution required (Ordinary/Special): Ordinary Resolution

Whether Promoter/Promoter group are interested in the Agenda/Resolution?

No

Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and Promoter Group	E-Voting	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	22717500	6315589	27.8005	6315589	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	22717500	6315589	27.8005	6315589	0	100.0000	0.0000
Total		53903000	37501089	69.5714	37501089	0	100.0000	0.0000

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Oriental Rail Infrastructure Limited

Resolution 3: To appoint a Director in place of Mr. Karim N. Mithiborwala (DIN 00171326), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Resolution required (Ordinary/Special): Ordinary Resolution

Whether Promoter/Promoter group are interested in the Agenda/Resolution? No

Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
Promoter and Promoter Group	E-Voting	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	22717500	6315589	27.8005	6315369	220	99.9965	0.0035
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	22717500	6315589	27.8005	6315369	220	99.9965	0.0035
Total		53903000	37501089	69.5714	37500869	220	99.9994	0.0006

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Oriental Rail Infrastructure Limited								
Resolution 4:			Approval for Related Party Transactions					
Resolution required (Ordinary/Special):			Ordinary Resolution					
Whether Promoter/Promoter group are interested in the Agenda/Resolution?			Yes					
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31185500	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	31185500	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	22717500	5428589	23.8961	5428589	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	22717500	5428589	23.8961	5428589	0	100.0000	0.0000
Total		53903000	5428589	10.0710	5428589	0	100.0000	0.0000

Note: Pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, any vote cast by entities falling under the definition of "Related Party" as defined by Regulation 2(1)(zb) to approve above mentioned Regulations have not been considered and treated invalid for counting in respect of Resolution No. 4 stated above.

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Oriental Rail Infrastructure Limited								
Resolution 5:			Ratification of remuneration of Cost Auditors.					
Resolution required (Ordinary/Special):			Ordinary Resolution					
Whether Promoter/Promoter group are interested in the Agenda/Resolution?			No					
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	31185500	31185500	100.0000	31185500	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	22717500	6315589	27.8005	6315369	220	99.9965	0.0035
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	22717500	6315589	27.8005	6315369	220	99.9965	0.0035
Total		53903000	37501089	69.5714	37500869	220	99.9994	0.0006

Manoj P.



REPORT OF SCRUTINIZER

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

To
Mr. Vali Najmuddin Mithiborwala
The Chairman of
30th (Thirtieth) Annual General Meeting (AGM) of the Equity Shareholders of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) held on Tuesday, September 14, 2021 at 01.00 p. m. Indian Standard Time ('IST') through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting during the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 30th Annual General Meeting (AGM) of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) held on Tuesday, September 14, 2021 at 01.00 p. m. Indian Standard Time ('IST') through video conferencing ('VC') or other Audio Visual Means ('OAVM').

I, **Shiv Hari Jalan**, Practising Company Secretary and Proprietor of Shivhari Jalan & Co., Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited)**, ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM under the provision of section 108 of the Companies Act, 2013 (Act) read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015, on the resolution(s) set out in the Notice to the 30th Annual General Meeting (AGM) of the members of the Company, held on Tuesday, September 14, 2021 at 01.00 p. m. Indian Standard Time ('IST') through video conferencing ('VC') or other Audio Visual Means ('OAVM'), submit my Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 30th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ('NSDL').
3. The notice dated August 05, 2021, as confirmed by the Company was sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on Saturday, August 21, 2021, the remote e-

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Branch Office:. 104, Mahavir Building, 44/46, Kalbadevi Road, Mumbai - 400002

 **:. shivharijalancs@gmail.com,**  **:. (022) 22075834, 22075835, 26836215, 9869035834**

voting opened at 10:00 AM IST on Saturday, September 11, 2021 and remained open up to 5:00 PM IST on Monday, September 13, 2021.

4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.
5. The Equity Shareholders holding shares as on September 07, 2021, “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 30th Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2021 and the Reports of the Directors and Auditors thereon.

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	37501089	100

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

- iii. **Invalid** votes:

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

Note:

1. Resolution passed with requisite majority.

Resolution 2: Ordinary Resolution

To declare final dividend on Equity Shares for the financial year ended March 31, 2021.

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	37501089	100

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

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

Note:

1. Resolution passed with requisite majority.

Resolution 3: Ordinary Resolution

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

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
44	37500869	99.9994

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	220	0.0006

iii. **Invalid** votes:

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

Note:

1. Resolution passed with requisite majority.

Resolution 4: Ordinary Resolution

Approval for Related Party Transactions.

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	5428589	100

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

*Number of members whose votes were declared invalid	Number of invalid votes cast by them
14	32072500

Note:

1. Resolution passed with requisite majority.
2. Pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, We have ensured that the votes, if any, cast by entities falling under the definition of "Related Party" as defined by Regulation 2(1)(zb) to approve above mentioned Regulations have not been considered and treated invalid for counting in respect of Resolution No. 4 stated above.

Resolution 5: Ordinary Resolution

Ratification of remuneration of Cost Auditor.

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
44	37500869	99.9994

i. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	220	0.0006

ii. **Invalid** votes:

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

Note:

1. Resolution passed with requisite majority

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

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 30th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: 14.09.2021
UDIN: F005703C000945136

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

Shivhari
Jalan



Digitally signed by
Shivhari Jalan
Date: 2021.09.14
17:02:57 +05'30'

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226