

ORIENTAL RAIL INFRASTRUCTURE LIMITED

**EXTRA-ORDINARY GENERAL MEETING
("EOGM")**

HELD ON

JANUARY 19, 2024

AT

03.00 P.M.

**BY VIDEO CONFERENCING (VC)/ OTHER
AUDIO VISUAL MEANS (OAVM)**

Transcript of Extra-Ordinary Meeting held on January 19, 2024

- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**

- Rimpa, we can start now.

- **Ms. Rimpa Bag- Moderator:**

- Yes, Sir, we can start.

- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**

- Yes.

Dear shareholders, good afternoon and a warm welcome to you all to the Extra - Ordinary General Meeting (EOGM) of **ORIENTAL RAIL INFRASTRUCTURE LIMITED** which is being conducted through video conferencing /Audio-Visual Means. For the smooth and seamless conduct of the Meeting and to avoid background noise, all shareholders will be in mute mode. Now its 03.00 p.m. and it's time to start the Extra Ordinary General Meeting, Further, Mr. Vali N. Mithiborwala, Whole-Time Director and Mr. Karim N. Mithiborwala-Managing Director have submitted their leave of absence due to some unavoidable circumstances.

- Now, I request the directors present to introduce themselves by saying their name and the place from where they are attending the meeting. We can start with Saleh Sir.

- **Mr. Saleh Mithiborwala - Whole Time Director and Chief Financial Officer (CFO), Oriental Rail Infrastructure Limited:**

- Good afternoon, I am Mr. Saleh Mithiborwala, Whole Time Director and Chief Financial Officer of the Company, I am attending this EOGM from Mumbai. Thank You.

- **Mr. Mustufa Pardawala - Independent Director, Oriental Rail Infrastructure Limited:**

- Good afternoon . I am Mr. Mustufa Pardawala, an Independent Director of the company and I am attending this EOGM from Mumbai. Thank you.

- **Mr. Suresh Mane - Independent Director, Oriental Rail Infrastructure Limited:**

- Good afternoon. I am Mr. Suresh Mane, Independent Director of the company I am attending this EOGM from Mumbai. Thank you

- **Ms. Sheetal Nagda - Independent Director, Oriental Rail Infrastructure Limited:**
- Good afternoon, everybody. I am Ms. Sheetal Nagda, Independent Director of the company. I'm attending this EOGM from Mumbai. Thank You
- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail**
- Now, I request directors present in the meeting to elect the Chairman of the meeting.
- **Mr. Mustufa Pardawala - Independent Director, Oriental Rail Infrastructure Limited:**
- I propose name of Mr. Saleh Mithiborwala to act as a Chairman of the meeting.
- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**
- Sheetal Madam, can you second the same?
- **Ms. Sheetal Nagda - Independent Director, Oriental Rail Infrastructure Limited:**
- I second the same.
- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**
- Okay, thank you. Now, without delay I now hand over to the Chairman of the meeting, Mr. Saleh N. Mithiborwala. Thank you.
- **Mr. Saleh Mithiborwala - Whole Time Director and Chief Financial Officer (CFO), Oriental Rail Infrastructure Limited :**
- Thank you, Hardik.
- Good afternoon everybody. I welcome you all to the EOGM of your company. I would like to mention that this EOGM has been convened through video conferencing or other audio-visual means, in compliance with the Companies Act, 2013, read with the relevant specific circulars issued by the Ministry of Corporate Affairs, which exempt physical attendance of the Members at the EOGM venue.
- Hardik, is there a quorum for the meeting?

- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**
- Yes, Sir, quorum is present and meeting is duly constituted.
- **Mr. Saleh Mithiborwala - Whole Time Director and Chief Financial Officer (CFO), Oriental Rail Infrastructure Limited:**
- Thank you, Hardik. The Company Secretary informs me that we have a sufficient quorum of members participating through video conferencing. Accordingly, the meeting is properly constituted, and I call this meeting to order. I request Hardik Chandra, our Company Secretary to read the arrangements made for the members at the EOGM. Hardik, over to you.
- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**
- Thank you, Sir.
- Dear shareholders, The Company has enabled the members to participate at the EOGM through the video conferencing facility. The proceedings of this meeting are being recorded for compliance purposes.
- In compliance with the provisions of the Companies Act 2013, the Rules prescribed thereunder and SEBI Listing Regulations, the members have been provided with the facility to exercise their right to vote by electronic means both through remote e-voting facility and e-voting at the EOGM. The remote e-voting commenced on Monday, 15th January, 2024 (at 09.00 am) and concluded on Thursday, 18th January, 2024 (at 5.00 pm).
- Members who have not cast their vote may cast their vote while watching the proceedings of the meeting.
- Members who have already cast their votes by remote e-voting are not eligible to vote again at this meeting;
- Mr. Shiv Hari Jalan, Practicing Company Secretary has been appointed as the Scrutinizer for the remote e-voting and the e-voting at the EOGM;
- The Corporate Members are entitled to appoint their authorized representatives to attend the EOGM through VC/OAVM on their behalf and to vote through electronic means. Since there is no physical attendance of the shareholders, the requirement of appointing proxies is not applicable.

- Members were provided an opportunity to inspect all necessary documents referred to in this Notice of EOGM by writing an email to compliance@orientalrail.co.in
- **With this I will hand it back to the Chairman.**
- **Mr. Hardik Chandra - Company Secretary & Compliance Officer, Oriental Rail Infrastructure Limited:**
- Thank you Hardik,
- The Company has taken all feasible efforts to enable the shareholders to participate and cast their vote at this EOGM. The e-voting facility is active and will be active until 15 minutes after the end of the discussion on the resolutions.
- As the Notice of the Meeting is already circulated to the shareholders, with your permission I take the Notice convening the Meeting as read.
- Dear Shareholders,
- The proposed funds raise is planned to be used to repay the outstanding Debt/Borrowings of the Company and/or its subsidiary, to meet the working capital requirements and general corporate purposes of the Company and its subsidiary. The Board of Directors of the Company at the meeting held on December 21, 2023 has approved a raising of funds upto Rs. 215 crores which includes a preferential issuance of up to Rs. 126.75 crores to Promoter /Promoter Group category and upto Rs. 85.45 crores to Non Promoter Public Category by issuance of securities. On behalf of your Company's Board, I thank all the stakeholders for their cooperation and support.
- Let me express my deepest gratitude to each one of you, our shareholders. I look forward to your continued trust, confidence, and support.
- With this I thank you everyone present. I now declare the proceedings of the EOGM as completed. As mentioned earlier, Members attending the EOGM today who have not cast their vote by remote e-voting may cast their vote on the e-voting platform now. You are given 15 minutes time for e-voting. I once again thank you all for participating in the EOGM.

END OF TRANSCRIPT