



ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

September 26, 2024

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 33rd 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 33rd Annual General Meeting ('AGM') of the Shareholders of the Company held on Thursday, September 26, 2024 at 03.00 p.m. through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM'):

- (a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as '**Annexure-A**';
- (b) Consolidated Report of the Scrutinizer dated September 26, 2024 on remote e-voting and e-voting at the AGM as '**Annexure-B**'.

This is for your information and record.

Thanking You,

Yours truly,

For **Oriental Rail Infrastructure Limited**

Hardik Chandra
Company Secretary

Encl: as above

CIN: L35100MH1991PLC060686

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

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

Annexure – A'

Oriental Rail Infrastructure Limited – 33rd Annual General Meeting – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	September 26, 2024
Total number of shareholders on record date	35597
Number of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter group	
Public	
Number of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	8
Public	42

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, 2024 together with the Reports of the Board of Directors and Auditors thereon.						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0.0000	0.0000
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	E-voting at AGM		0	0	0	0	0.0000	0.0000
	Total	0	0	0	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2,77,73,500	75,83,803	27.3059	75,83,655	148	99.9980	0.0020
	E-voting at AGM		0	0	0	0	0.0000	0.0000
	Total	2,77,73,500	75,83,803	27.3059	75,83,655	148	99.9980	0.0020
Total		6,14,59,000	3,96,26,803	64.4768	3,96,26,655	148	99.9996	0.0004

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Resolution 2:		To declare final dividend on Equity Shares for the financial year ended March 31, 2024						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,803	27.3059	75,83,654	149	99.9980	0.0020
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,803	27.3059	75,83,654	149	99.9980	0.0020
Total		6,14,59,000	3,96,26,803	64.4768	3,96,26,654	149	99.9996	0.0004

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Resolution 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						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,803	27.3059	75,83,413	390	99.9949	0.0051
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,803	27.3059	75,83,413	390	99.9949	0.0051
Total		6,14,59,000	3,96,26,803	64.4768	3,96,26,413	390	99.9990	0.0010

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Resolution 4:		Ratification of remuneration of Cost Auditors						
Resolution required (Ordinary/Special):		Ordinary Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,841	27.3060	75,83,432	409	99.9946	0.0054
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,841	27.3060	75,83,432	409	99.9946	0.0054
Total		6,14,59,000	3,96,26,841	64.4769	3,96,26,432	409	99.9990	0.0010

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Resolution 5:		Appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Independent Director of the Company.						
Resolution required (Ordinary/Special):		Special Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,802	27.3059	75,83,433	369	99.9951	0.0049
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,802	27.3059	75,83,433	369	99.9951	0.0049
Total		6,14,59,000	3,96,26,802	64.4768	3,96,26,433	369	99.9991	0.0009

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Resolution 6:		Appointment of Mr. Latif Pirani (DIN: 08608540) as an Independent Director of the Company.						
Resolution required (Ordinary/Special):		Special Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM			0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,802	27.3059	75,83,533	269	99.9965	0.0035
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,802	27.3059	75,83,533	269	99.9965	0.0035
Total		6,14,59,000	3,96,26,802	64.4768	3,96,26,533	269	99.9993	0.0007

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Resolution 7:		Appointment of Mr. Amitabh Sinha (DIN: 10605264) as Executive Director (Technical) of the Company						
Resolution required (Ordinary/Special):		Special Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0		0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,802	27.3059	75,83,533	269	99.9965	0.0035
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,802	27.3059	75,83,533	269	99.9965	0.0035
Total		6,14,59,000	3,96,26,802	64.4768	3,96,26,533	269	99.9993	0.0007

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Resolution 8:		Approval of ORIL Group- Employee Stock Purchase Scheme, 2024 (“ESPS 2024”) and issue of Shares to the employees through the same.						
Resolution required (Ordinary/Special):		Special Resolution						
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
	E-voting at AGM		0	0	0	0	0	0
	Total	3,36,85,500	3,20,43,000	95.1240	3,20,43,000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total	0	0	0	0		0	0
Public Non Institutions	E-Voting	2,77,73,500	75,83,803	27.3059	75,83,654	149	99.9980	0.0020
	E-voting at AGM		0	0	0	0	0	0
	Total	2,77,73,500	75,83,803	27.3059	75,83,654	149	99.9980	0.0020
Total		6,14,59,000	3,96,26,803	64.4768	3,96,26,654	149	99.9996	0.0004



REPORT OF SCRUTINIZER

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

To
The Chairman,
33rd (Thirty-Third) Annual General Meeting (AGM) of the Equity Shareholders of ORIENTAL RAIL INFRASTRUCTURE LIMITED held on Thursday, September 26, 2024 at 03:00 p.m. (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 33rd Annual General Meeting (AGM) of Oriental Rail Infrastructure Limited held on Thursday, September 26, 2024 at 03:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

I, **Shiv Hari Jalan**, Proprietor of Shivhari Jalan & Co., Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **ORIENTAL RAIL INFRASTRUCTURE LIMITED**, ("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 33rd Annual General Meeting (AGM) of the members of the Company, held on Thursday, September 26, 2024 which was scheduled at 03:00 p.m. (IST) through video conferencing ('VC') or other Audio Visual Means ('OAVM') however due to technical glitches the AGM commenced at 03.06 p.m. (IST), 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 33rd 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 14, 2024, 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 August 31, 2024, the remote e-voting opened at 9:00 AM (IST) on September 23, 2024 and remained open up to 5:00 PM (IST) on September 25, 2024.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.

5. The Equity Shareholders holding shares as on September 19, 2024, “cut-off date”, were entitled to vote on the resolutions stated in the Notice of the 33rd 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 Standalone Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
135	39626655	99.9996

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

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	148	0.0004

- 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, 2024.

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
134	39626654	99.9996

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	149	0.0004

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. 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.

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
131	39626413	99.9990

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	390	0.0010

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

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
131	39626432	99.9990

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	409	0.0010

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 5: Special Resolution

Appointment of Mr. Dattaprasad Ugrankar (DIN: 10729828) as an Independent Director of the Company.

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
132	39626433	99.9991

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	369	0.0009

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

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
133	39626533	99.9993

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	269	0.0007

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

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
133	39626533	99.9993

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	269	0.0007

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 8: Special Resolution

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

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
134	39626654	99.9996

ii. Voted **against** the resolution:

*Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	149	0.0004

iii. **Invalid** votes:

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

Note:

1. Resolution passed with requisite majority.

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

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Place: Mumbai
Date: 26.09.2024
UDIN: F005703F001331775

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

SHIVHARI Digitally signed by
JALAN SHIVHARI JALAN
Date: 2024.09.26
18:19:34 +05'30'

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

Digitally signed by
Saleh Najmuddin
Mithiborwala
Date: 2024.09.26
18:29:20 +05'30'

Mr. Saleh N. Mithiborwala
Chairman of AGM