



ORIENTAL RAIL INFRASTRUCTURE LIMITED

(Formerly known as Oriental Veneer Products Limited)

January 19, 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 Extra-Ordinary General Meeting of the Shareholders of the Company as per Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with the provisions of Regulation 30 and 44, 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 Extra Ordinary General Meeting ('EOGM') of the Shareholders of the Company held on Friday, January 19, 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 January 19, 2024, on remote e-voting and e-voting at the EOGM as '**Annexure-B**'.
- (c) Disclosure/details as required pursuant to the SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are set out in "**Annexure C**" to this letter.

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 – Extra-Ordinary General Meeting (EOGM) – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of EOGM	January 19, 2024
Total number of shareholders on record date	24453
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	41

Oriental Rail Infrastructure Limited

Resolution 1:		To consider and approve Alteration of Articles of Association 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	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.00	0
	E-voting at EOGM		0	0	0	0	0	0
	Total	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100.00	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at EOGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,27,17,500	76,43,387	33.6453	76,42,977	410	99.9946	0.0053
	E-voting at EOGM		0	0	0	0	0	0
	Total	2,27,17,500	76,43,387	33.6453	76,42,977	410	99.9946	0.0053
Total		5,39,03,000	3,71,86,387	68.9876	3,71,85,977	410	99.9989	0.0011

Oriental Rail Infrastructure Limited								
Resolution 2:			To consider Approval of Material Related Party Transaction					
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	3,11,85,500	0	0	0	0	0	0
	E-voting at EOGM							
	Total	3,11,85,500	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at EOGM							
	Total	0	0	0	0	0		0
Public Non Institutions	E-Voting	2,27,17,500	40,34,872	17.7610	40,28,887	6,000	99.8516	0.1487
	E-voting at EOGM							
	Total	2,27,17,500	40,34,872	17.7610	40,28,887	6,000	99.8516	0.1487
Total		5,39,03,000	40,34,872	7.4854	40,28,887	6,000	99.8513	0.1487

Oriental Rail Infrastructure Limited

Resolution 3:			To Approve Issue Of Warrants Convertible Into Equity Shares Of The Company On Preferential Basis to Promoters/Promoter Group.					
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	3,11,85,500	2,90,96,000	93.2997	2,90,96,000	0	100	0
	E-voting at EOGM		0	0	0	0	0	0
	Total	3,11,85,500	2,90,96,000	93.2997	2,90,96,000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at EOGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,27,17,500	76,43,387	33.6453	76,39,727	3660	99.9521	0.0478
	E-voting at EOGM		0	0	0	0	0	0
	Total	2,27,17,500	76,43,387	33.6453	76,39,727	3660	99.9521	0.0478
Total		5,39,03,000	3,67,39,387	68.1583	3,67,35,727	3660	99.9900	0.0100

Oriental Rail Infrastructure Limited

Resolution 4:		To Approve Issue of Equity Shares on Preferential Basis to Non-Promoters.						
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	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100	0
	E-voting at EOGM							
	Total	3,11,85,500	2,95,43,000	94.7331	2,95,43,000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	E-voting at EOGM		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2,27,17,500	76,43,387	33.6453	76,42,971	416	99.9945	0.0054
	E-voting at EOGM		0	0	0	0	0	0
	Total	2,27,17,500	76,43,387	33.6453	76,42,971	416	99.9945	0.0054
Total		5,39,03,000	3,71,86,387	68.9876	3,71,85,971	416	99.9989	0.0011



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,

Extra-Ordinary General Meeting (EOGM) of the Equity Shareholders of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) held on Friday, January 19, 2024 at 03.00 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 EOGM 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 Extra-Ordinary General Meeting (EOGM) of Oriental Rail Infrastructure Limited (Formerly known as Oriental Veneer Products Limited) held on Friday, January 19, 2024 at 03.00 p.m. Indian Standard Time ('IST') through video conferencing ('VC') or 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 (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 EOGM 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 Extra-Ordinary General Meeting (EOGM) of the members of the Company, held on Friday, January 19, 2024 at 03.00 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 EOGM by the shareholders on the resolutions proposed in the Notice of the Extra-Ordinary 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 EOGM 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 EOGM (remote e-voting) and voting at the EOGM by electronics means (e-voting) was provided by the Company through National Securities Depository Limited ('NSDL').
3. The notice dated December 21, 2023, 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 December 28, 2023, the remote e-voting opened at 9:00 AM IST on January 15, 2024 and remained open up to 5:00 PM IST on January 18, 2024.

4. After declaration of voting by the Chairman, the shareholders present at the EOGM through VC voted through e-voting facility provided by NSDL at the EOGM.
5. The Equity Shareholders holding shares as on January 12, 2024, “cut-off date”, were entitled to vote on the resolutions stated in the Notice of Extra-Ordinary 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 EOGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EOGM.
7. After closure of e-voting at the EOGM, the votes cast through e-voting at the EOGM and through remote e-voting prior to the date of EOGM 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 EOGM are as under.

Resolution 1: Special Resolution

Alteration of Articles of Association 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
95	37185977	99.9989

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	410	0.0011

- 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

Approval of Material Related Party Transaction.

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
65	4028887	99.8513

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	6000	0.1487

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: Special Resolution

To approve issue of Warrants Convertible into Equity Shares of the Company on Preferential Basis to Promoters/Promoter Group.

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
92	36735727	99.9900

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	3660	0.0100

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: Special Resolution

Issue of Equity Shares on Preferential Basis to Non- Promoters.

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
94	37185971	99.9989

ii. Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	416	0.0011

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 Extra-Ordinary General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai

Date: 19.01.2024

UDIN: F005703E003265454

For Shiv Hari Jalan & Co.

Company Secretaries

FRN: S2016MH382700

**SHIVHARI
JALAN**

Digitally signed by
SHIVHARI JALAN
Date: 2024.01.19
18:07:07 +05'30'

(Shiv Hari Jalan)

Proprietor

FCS No: 5703

C.P.NO: 4226

PR No. 1576/2021

Digitally signed by
Saleh Najmuddin
Mithiborwala
Date: 2024.01.19
18:18:42 +05'30'

Mr. Saleh Mithiborwala
Chairman of EOGM



ORIENTAL RAIL INFRASTRUCTURE LIMITED

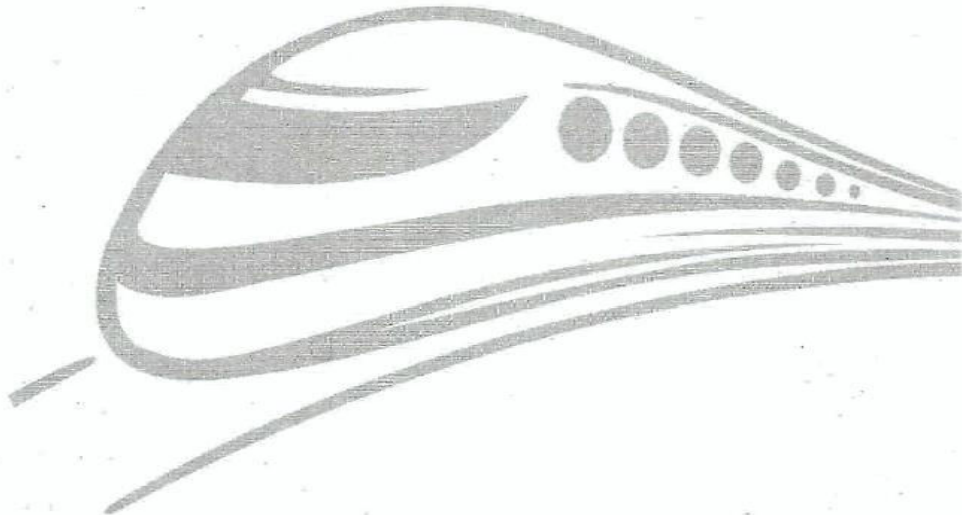
(Formerly known as Oriental Veneer Products Limited)

ANNEXURE C

Disclosure of Event and Information as required pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with SEBI Master Circular issued vide circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

I. Alteration of existing Articles of Association of the Company

Sr. No.	Particulars	Details of Changes in Brief
a)	Alteration of existing Articles of Association of the Company	<p>The following paragraph has been added after Clause No. 14 (2) as follows:-</p> <p><i>Clause 14 (3) :- Issue/further issue of Share Warrants or any other securities</i></p> <p><i>a) The Company may issue (including further issue or any other issue) share warrants or any other securities in any manner whatsoever on such terms and conditions as may be determined by the Board and applicable rules, regulations and subject to, and in accordance with provisions of the Act.”.</i></p>



CIN: L35100MH1991PLC060686

Registered Office: Survey No. 49, Village Aghai, Taluka Shahpur, Dist. Thane – 421 601, Maharashtra, India
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