

July 21, 2024

To Listing Department BSE Limited 20th Floor, P. J. Towers Dalal Street, Mumbai - 400 001

Scrip Code: 974936 ISIN: INE0NR607017 ISIN: INE0NR607025

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block-G Bandra-Kurla Complex, Bandra (E) Scrip Code: 543899 (CUBEINVIT) Mumbai - 400 051 Symbol: CUBEINVIT

Sub: Outcome of the 1st Annual Meeting ("AM") of the Ordinary Unitholders ("Unitholders") of Cube **Highways Trust (the "InvIT or Trust")**

With reference to the captioned subject, we, the Investment Manager of Cube Highways Trust (the "InvIT"), hereby submit the voting results of the business transacted at the 1st Annual Meeting ("AM") of the Ordinary Unitholders ("Unitholders") of Cube Highways Trust (the "InvIT or Trust") held on Friday, July 19, 2024, at 04:00 p.m. (IST) at Hotel Trident, C 56, G Block, Bandra Kurla, Mumbai – 400098 and a facility of Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') was also provided in accordance with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") read with SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (the "SEBI Master Circular") and other relevant circulars issued by SEBI in this regard, from time to time, and read with notice sent to the Unitholders dated June 27, 2024.

Mr. Harish Chawla (Mem. No. F9002 and C.P. No.15492) Partner, M/s. CL & Associates, Practicing Company Secretaries, New Delhi, was appointed as the Scrutinizer for conducting the e-voting for the AM in a fair and transparent manner.

In connection with the same, please find enclosed the following:

- combined voting results of the remote e-voting together with the e-voting conducted at the AM (Annexure-A); and
- Scrutinizer's report dated July 20, 2024 (Annexure-B)

The voting results and the scrutinizer's report are also available on the website of the InvIT i.e. https://www.cubehighwaystrust.com/

Pursuant to the aforesaid, the following Resolutions were approved by the Ordinary Unitholders of InvIT with requisite majority:

S. No.	Particulars
1	To consider and adopt audited standalone financial statements and audited consolidated
	financial statements of Cube Highways Trust as at and for the financial year ended March 31,
	2024, together with the report of the auditors thereon for the financial year ended march 31,
	2024 and the report on performance of the InvIT
2	To consider and adopt the valuation report of the assets of Cube Highways Trust for the
	financial year ended March 31, 2024
3	To ratify, consider and approve the appointment and remuneration of the Valuer of the Cube
	Highways Trust for the financial year 2023-24
4	To consider and approve the appointment of the Valuer of the Cube Highways Trust for the
	financial year 2024-25 and fix their remuneration
5	To ratify, consider and approve the appointment and remuneration of the Statutory Auditor of
	the Cube Highways Trust
6	To consider and approve amendment and restatement of the Investment Management
	Agreement



You are requested to take the same on record.

Thanking You

For Cube Highways Fund Advisors Private Limited

(acting in its capacity as the Investment Manager to Cube Highways Trust)

Mridul Gupta Compliance Officer and Company Secretary

CC:

1. Trustee to the InvIT

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW,29,
Senapati Bapat Marg, Dadar West,
Mumbai, Maharashtra- 400 028

2. Debt Security Trustee

Catalyst Trusteeship Limited
Windsor, 6th Floor, Office No. 604.
C.S.T Road, Kalina, Santacruz (East)
Mumbai, Maharashtra- 400098



Annexure A

Voting Results of the Annual Meeting held on July 19, 2024

Date of Annual Meeting	July 19, 2024
Total number of ordinary unitholders on record date	51
Total no. of ordinary unitholders present in the meeting either in person or through proxy	14
Sponsor & Sponsor Group	14
Public	0
No. of ordinary unitholders attended the meeting through Video Conferencing	1
Sponsor & Sponsor Group	0
Public	1

<u>Item No. 1</u> – To consider and adopt audited standalone financial statements and audited consolidated financial statements of Cube Highways Trust as at and for the financial year ended March 31, 2024, together with the report of the auditors thereon for the financial year ended march 31, 2024 and the report on performance of the InvIT

Resolution by way of requisite majority ((i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(3) of the SEBI InvIT Regulations, as amended.

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstandi ng ordinar y units (3)=[(2)/ (1)]*		No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s)	Remote e- Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
and their associates/related parties	e-voting at the AM		0	0	0	0	0	0
Public Holding								
1. Institutional	Remote e- Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
	e-voting at the AM		0	0	0	0	0	0
2. Non-Institutional	Remote e- Voting	6,40,00,000	0	0		0	0	0
	e-voting at the AM		0	0	0	0	0	0
Total		1,29,03,46,112	1,14,29,26,258	88.57	1,14,29,26,258	0	100	0



<u>Item No. 2</u> – To consider and adopt the valuation report of the assets of Cube Highways Trust for the financial year ended March 31, 2024

Resolution by way of requisite majority (i.e. where the Votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(3) of the SEBI InvIT Regulations, as amended:

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstandi ng ordinar y units (3)=[(2)/ (1)]*	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s)	Remote e- Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
and their associates/related parties	e-voting at the AM		0	0	0	0	0	0
Public Holding								
3. Institutional	Remote e- Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
	e-voting at the AM		0	0	0	0	0	0
4. Non-Institutional	Remote e- Voting	6,40,00,000	0	0		0	0	0
	e-voting at the AM		0	0	0	0	0	0
Total		1,29,03,46,112	1,14,29,26,258	88.57	1,14,29,26,258	0	100	0

$\underline{\text{Item No. 3}}$ – To ratify, consider and approve the appointment and remuneration of the Valuer of the Cube Highways Trust for the financial year 2023-24

Resolution by way of majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(3) of the SEBI InvIT Regulations, as amended:

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstandi ng ordinar y units (3)=[(2)/ (1)]*	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s)	Remote e- Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
and their associates/related parties	e-voting at the AM		0	0	0	0	0	0
Public Holding								

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CIN: U74999DL2021FTC379941



5. Institutional	Remote e- Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
	e-voting at the AM		0	0	0	0	0	0
6. Non-Institutional	Remote e- Voting	6,40,00,000	0	0		0	0	0
	e-voting at the AM		0	0	0	0	0	0
Total		1,29,03,46,112	1,14,29,26,258	88.57	1,14,29,26,258	0	100	0

$\underline{\text{Item No. 4}}$ – To consider and approve the appointment of the Valuer of the Cube Highways Trust for the financial year 2024-25 and fix their remuneration

Resolution by way of majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(3) of the SEBI InvIT Regulations, as amended:

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstandi ng ordinar y units (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s)	Remote e- Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
and their associates/related parties	e-voting at the AM		0	0	0	0	0	0
Public Holding								
7. Institutional	Remote e- Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
	e-voting at the AM		0	0	0	0	0	0
8. Non-Institutional	Remote e- Voting	6,40,00,000	0	0		0	0	0
	e-voting at the AM		0	0	0	0	0	0
Total		1,29,03,46,112	1,14,29,26,258	88.57	1,14,29,26,258	0	100	0



<u>Item No. 5</u> – To ratify, consider and approve the appointment and remuneration of the Statutory Auditor of the Cube Highways Trust

Resolution by way of majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22(4) of the SEBI InvIT Regulations, as amended:

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstandi ng ordinar y units (3)=[(2)/ (1)]*	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s)	Remote e- Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
and their associates/related parties	e-voting at the AM		0	0	0	0	0	0
Public Holding								
9. Institutional	Remote e- Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
	e-voting at the AM		0	0	0	0	0	0
10. Non- Institutional	Remote e- Voting	6,40,00,000	0	0		0	0	0
	e-voting at the AM		0	0	0	0	0	0
Total		1,29,03,46,112	1,14,29,26,258	88.57	1,14,29,26,258	0	100	0

$\underline{\text{Item No. 6}} - \text{To consider and approve amendment and restatement of the Investment Management Agreement}$

Resolution by way of requisite majority (i.e. where the where votes cast in favour of the resolution shall not be less than one and a half times the votes cast against the resolution) in terms of provisions of Regulation 22(5)(d) of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended, read with applicable provisions of the Trust Deed and the list of specified matters as approved by the Ordinary Unitholders on October 06, 2023:

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstandi ng ordinar y units (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s)	Remote e- Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
and their associates/related parties	e-voting at the AM		0	0	0	0	0	0

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CIN: U74999DL2021FTC379941

Regd. Office: B-376, UGF, Nirman Vihar, New Delhi - 110092



Public Holding								
11. Institutional	Remote e- Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
	e-voting at the AM		0	0	0	0	0	0
12. Non- Institutional	Remote e- Voting	6,40,00,000	0	0		0	0	0
	e-voting at the AM		0	0	0	0	0	0
Total		1,29,03,46,112	1,14,29,26,258	88.57	1,14,29,26,258	0	100	0

For Cube Highways Fund Advisors Private Limited

(acting in its capacity as Investment Manager to Cube Highways Trust)

Mridul Gupta
Compliance Officer and Company Secretary

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, South Delhi, New Delhi-110074, India Tel: +91 11-2630 2076; E-mail: support@corp-nexus.com

Annexure B

Consolidated Scrutinizer's Report

To,

The Board of Directors
Cube Highways Fund Advisors Private Limited

(acting in its capacity as the Investment Manager to Cube Highways Trust) B-376, UGF, Nirman Vihar, New Delhi – 110092

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the 1st Annual Meeting (AM) of the ordinary unitholders ("Unitholders") of Cube Highways Trust (the "InvIT or Trust")held on Friday, July 19, 2024, at 04:00 P.M at Hotel Trident, C 56, G Block, Bandra Kurla, Mumbai – 400098

Dear Sir/Madam,

The Board of Directors of Cube Highways Fund Advisors Private Limited ("Investment Manager") on behalf of Cube Highways Trust issued 1st AM Notice dated June 27, 2024 ("Notice") and decided to provide to the Ordinary Unitholders of the Trust, facility to exercise their voting rights on the resolutions as set out in the AM notice by way of remote e-voting process and e-voting system available during the AM.

I, Harish Chawla, Partner of M/s. CL & Associates, Company Secretaries, having office at D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of Investment Manager on behalf of Trust in its meeting held on May 22, 2024 for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting system available during the AM held on Friday, July 19, 2024 at 04:00 P.M at Hotel Trident, C 56, G Block, Bandra Kurla, Mumbai – 400 098 in a fair and transparent manner.

Management Responsibility

The management of the Investment Manager is responsible to ensure compliance with the requirements of the relevant provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI INVIT Regulations") read with SEBI master circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 (the "SEBI Master Circular") and other relevant circulars issued by SEBI in this regard, from time to time and any other law relating to e-Voting for resolutions stated in the Notice.

Scrutinizer's Responsibility

My responsibility as scrutinizer for e-voting process is restricted to make the Scrutinizer's Report of the votes cast in "Favour" or "Against" or "Abstained" by the Ordinary Unitholders in respect of the resolutions contained in the Notice of AM. My report is based on verification of data and reports generated from the e-voting system



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provided by KFin Technologies Limited ("KFin"), the Trust's Registrar and Transfer Agent ("RTA"), the Agency engaged by the Trust to provide e-voting facility and papers/ documents furnished to me electronically.

I submit my report as under: -

- 1. The Trust had issued the AM Notice on Thursday, June 27, 2024 through electronic mode only to the Ordinary Unitholders of Cube Highways Trust as on the cut-off date i.e. Friday, June 21, 2024 ("Cut-off date").
- 2. Investment Manager had appointed KFin Techologies Limited ("**KFin**") as the service provider, for the purpose of extending the facility of remote e-voting and e-voting during the 1st AM to the Ordinary Unitholders to exercise their vote in respect of the resolutions as set out in the Notice of AGM.
- 3. The Ordinary Unitholders of the Trust holding ordinary units, as on the **cut-off date i.e.**, **Friday**, **July 12**, **2024** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e-voting. The facility to vote through e-voting system was also available to the Ordinary Unitholders who were present in the Annual Meeting either through VC/OAVM facility or physically and have have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so.
- 4. The Remote e-voting period commenced on Monday, July 15, 2024 at 09:00 A.M. (IST) and ended on Thursday, July 18, 2024, at 05:00 P.M (IST) via remote e-voting platform on the designated website of KFin, authorized agency to provide remote e-voting facility viz. https://evoting.kfintech.com/ to facilitate the Ordinary Unitholders to cast their vote electronically.
- 5. The management of the Company is responsible to ensure the compliance with the requirements of SEBI InvIT Regulations and SEBI Master Circular and other relevant circulars issued by SEBI in this regard, from time to time to ensure a secured framework and robustness of electronic voting system.
 - My responsibility as Scrutinizer for e-voting process was restricted to make the Scrutinizer's Report on the votes cast in "Favour" or "Against" or "Abstained" by the Ordinary Unitholders in respect of the resolutions contained in the Notice of AM, based on verification of data and reports generated from the e-voting system provided by KFin, the RTA engaged by the Trust to provide e-voting facility and papers/ documents furnished to me electronically.
- 6. On July 19, 2024, after tabulating the votes cast electronically by the system provided by KFin Technologies Limited, the votes cast through e-voting during the AM were duly unblocked in the presence of two witness Deepanshu and Arpita, who are not in the employment of the Company and or Trust
- 7. The Remote e-voting/e-voting at AM were reconciled with records maintained by the Investment Manager/Registrar and Transfer Agent of the Trust and the authorization provided by the respective Ordinary Unitholders.
- 8. There was no ordinary unitholder who opted for both the facilities i.e., remote e-voting and e-voting at the AM.

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- 9. No invalid votes were received through remote e-voting /e-voting at AGM.
- 10. Thereafter, the details of Ordinary Unitholders, who voted "in favour" or "against" or "abstained" on the resolutions proposed for e-voting were prepared based on report generated from the e-voting website of KFin.
- 11. The summary of results of remote e-voting/e-voting at AM are as under:

<u>Resolution No. 1</u>— To consider and adopt audited standalone financial statements and audited consolidated financial statements of Cube Highways Trust as at and for the financial year ended March 31, 2024, together with the report of the auditors thereon for the financial year ended March 31, 2024 and the Report on performance of the INVIT

	Votes in fa	vour of the resolution	on	Votes agains	st the resol	lution	
Manner of voting	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordina ry Units	%age	Abstained/ Invalid
Total votes through Remote e- voting	27	1,14,29,26,258	100	0	0	0	0
E-voting at the AM	0	0	0	0	0	0	0

Therefore, the Resolution No. 1 has been approved by the Ordinary Unitholders of the Trust with requisite majority.

<u>Resolution No. 2</u> To consider and adopt the Valuation Report of the assets of Cube Highways Trust for the financial year ended March 31, 2024

	Votes in fa	vour of the resolution	o n	Votes agains	st the resol	lution	
Manner of voting	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordina ry Units	%age	Abstained/ Invalid
Total votes through Remote e- voting	27	1,14,29,26,258	100	0	0	0	0
E-voting at the AM	0	0	SS	0	0	0	0

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Therefore, the Resolution No. 2 has been approved by the Ordinary Unitholders of the Trust with requisite majority.

<u>Resolution No. 3</u>– To ratify, consider and approve the appointment and remuneration of the Valuer of the Cube Highways Trust for the Financial Year 2023-24

	Votes in favour of the resolution			Votes against the resolution			
Manner of voting	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordina ry Units	%age	Abstained/ Invalid
Total votes through Remote e- voting	27	1, 14,29,26,258	100	0	0	0	0
E-voting at the AM	0	0	0	0	0	0	0

Therefore, the Resolution No. 3 has been approved by the Ordinary Unitholders of the Trust with requisite majority.

<u>Resolution No. 4</u>— To consider and approve the appointment of the valuer of the Cube Highways Trust for the Financial Year 2024-25 and fix their remuneration.

	Votes in favour of the resolution			Votes against the resolution			
Manner of voting	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordina ry Units	%age	Abstained/ Invalid
Total votes through Remote e- voting	27	1,14,29,26,258	100	0	0	0	0
E-voting at the AM	O	0	0	0	0	0	0

Therefore, the Resolution No. 4 has been approved by the Ordinary Unitholders of the Trust with requisite majority.

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<u>Resolution No. 5</u>– To ratify, consider and approve the appointment and remuneration of the Statutory Auditor of the Cube Highways Trust

	Votes in favour of the resolution			Votes against the resolution			
Manner of voting	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordina ry Units	%age	Abstained/ Invalid
Total votes through Remote e- voting	27	1, 14,29,26,258	100	0	0	0	Ö
E-voting at the AM	0	0	0	0	0	0	0

Therefore, the Resolution No. 5 has been approved by the Ordinary Unitholders of the Trust with requisite majority.

<u>Resolution No. 6</u>— To consider and approve amendment and restatement of the Investment Management Agreement

	Votes in favour of the resolution			Votes against the resolution			
Manner of voting	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordina ry Units	%age	Abstained/ Invalid
Total votes through Remote e- voting	27	1,14,29,26,258	100	0	0	0	0
E-voting at the AM	O	0	0	0	0	0	0

Therefore, the Resolution No. 6 has been approved by the Ordinary Unitholders of the Trust with requisite majority.

The aforesaid result in respect of the abovementioned resolutions may accordingly be declared by the Investment Manager of the Trust.

I hereby confirm that I am maintaining the Registers received from the Service Provider and the RTA both for votes cast through Remote E-voting and voting conducted at the AM by electronic means by the Ordinary Unit

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holders of Trust. All other relevant records in soft form relating to Remote E-voting and E-voting at AM is under my safe custody and will be handed over to the Compliance Officer for safe keeping, after the Chairman of AM signs the minutes.

Thank you

For CL & Associates Company Secretaries

Harish Chawla

(Partner)

Membership No. F9002

CP No. 15492 **PR No.** 4741/2023

UDIN: F009002F000790145

Date: July 20, 2024 Place: New Delhi