

July 21, 2024

To
Listing Department
BSE Limited
20th Floor, P. J. Towers
Dalal Street, Mumbai – 400 001
Scrip Code: 543899 (CUBEINVIT)

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

Subject - Submission of Compliance Report on Corporate Governance for the quarter ended June 30, 2024

Dear Sir/ Madam,

Pursuant to the provisions of regulation 26K of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with SEBI Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 and other applicable laws, circulars and regulations, if any, the compliance report on Corporate Governance of Cube Highways Trust (InvIT) for the quarter ended June 30, 2024, is enclosed herewith as Annex I.

You are requested to take the same on record.

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

CUBE HIGHWAYS FUND ADVISORS PRIVATE LIMITED

CIN: U74999DL2021FTC379941

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

Corporate Office: Unit No. 1901, 19th Floor, Tower-B, World Trade Tower, Plot No. C-1, Sector-16, Noida, U.P-201301

E-mail: - compliance.officer@cubehighways.com, **Phone:** +91-120-4868300

ANNEX I

Format of report on Governance to be submitted by the investment manager on quarterly basis

1. Name of InvIT – Cube Highways Trust
2. Name of the Investment manager – Cube Highways Fund Advisors Private Limited
3. Quarter ending – June 30, 2024

I. Composition of Board of Directors of the Investment Manager

Title (Mr./ Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Non-Independent /Independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations) @	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)@
Mr.	Upendra Kumar Sinha	00010336	Independent Director	25/01/2022	N.A	N.A	29 months 7 days	6	6	9	4
Mr.	Jayesh Ramniklal Desai	00038123	Independent Director	25/01/2022	25/01/2024	N.A	29 months 7 days	1	1	1	0
Mr.	Surinder Chawla	09605209	Independent Director	20/05/2022	N.A	N.A	25 months 12 days	1	1	2	0
Ms.	Fereshte Dhunjishaw Sethna	00284941	Independent Director	16/03/2023	N.A	N.A	15 months 16 days	1	1	1	1
Mr.	Sandeep Lakhanpal	07171147	Non - independent Director	30/06/2022	N.A	N.A	N.A	1	0	0	0
Mr.	Chirdeep Singh Bagga	08082195	Non - independent Director	08/06/2023	N.A	31/05/2024	N.A	N.A	N.A	N.A	N.A
Ms.	Helly Bharat Ajmera	10240609	Non - independent Director	07/11/2023	N.A	N.A	N.A	2	0	1	0

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – N.A

\$Since the PAN of the Directors would not be visible on the website and hence the details with respect to the PAN of the Director have not been included in this report.

&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

**to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.*

@ While calculating the Committee positions of the Directors, both listed and unlisted public companies have been considered including this Investment Manager.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/Independent /Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Upendra Kumar Sinha	Chairman/ Independent Director	July 11, 2022	N.A
		Jayesh Ramniklal Desai	Member/ Independent Director	July 11, 2022	N.A
		Surinder Chawla	Member/ Independent Director	July 11, 2022	N.A
		Helly Bharat Ajmera	Member/ Non - Independent Director	November 07, 2023	N.A
2. Nomination & Remuneration Committee	Yes	Upendra Kumar Sinha	Chairman/ Independent Director	July 11, 2022	N.A
		Jayesh Ramniklal Desai	Member/ Independent Director	July 11, 2022	N.A
		Surinder Chawla	Member/ Independent Director	July 11, 2022	N.A
3. Risk Management Committee	Yes	Jayesh Ramniklal Desai	Chairman/ Independent Director	July 11, 2022	N.A
		Surinder Chawla	Member/ Independent Director	July 11, 2022	N.A
		Fereshte Dhunjishaw Sethna	Member/ Independent Director	June 08, 2023	N.A
		Sandeep Lakhanpal	Member/ Independent Director	July 11, 2022	N.A
		Chirdeep Singh Bagga	Member/ Non - Independent Director	June 08, 2023	May 31, 2024
		Helly Bharat Ajmera	Member/ Non - Independent Director	November 07, 2023	N.A
4. Stakeholders Relationship Committee	Yes	Fereshte Dhunjishaw Sethna	Chairman/ Independent Director	June 08, 2023	N.A
		Surinder Chawla	Member/ Independent Director	July 11, 2022	N.A
		Upendra Kumar Sinha	Member/ Independent Director	July 11, 2022	N.A
5. Operations Committee	Yes	Jayesh Ramniklal Desai	Chairman/ Independent Director	June 08, 2023	N.A

		Sandeep Lakhanpal	Member/ Non - Independent Director	June 08, 2023	N.A
		Chirdeep Singh Bagga	Member/ Non - Independent Director	June 08, 2023	May 31, 2024
		Helly Bharat Ajmera	Member/ Non - Independent Director	November 07, 2023	N.A
6. Investment Committee	Yes	Surinder Chawla	Chairman/ Independent Director	June 08, 2023	N.A
		Sandeep Lakhanpal	Member/ Non - Independent Director	June 08, 2023	N.A
		Chirdeep Singh Bagga	Member/ Non - Independent Director	June 08, 2023	May 31, 2024
		Helly Bharat Ajmera	Member/ Non - Independent Director	November 07, 2023	N.A

&Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meetings of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
09/02/2024					-
	25/04/2024	Yes	5	4	76 days
	22/05/2024	Yes	6	4	27 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days) **</i>
Audit Committee					
				09/02/2024	-
25/04/2024	Yes	4	3	-	76 days
22/05/2024	Yes	4	3	-	27 days
06/06/2024	Yes	4	3	-	15 days
19/06/2024#	Yes	4	3	-	13 days
Nomination & Remuneration Committee					
				08/02/2024	-
21/05/2024	Yes	3	3		103 days
Risk Management Committee					
-	-	-	-	-	-
-	Yes	6	3	20/03/2024	N.A
Stakeholders Relationship Committee					
-	-	-	-	-	-
-	yes	3	3	09/02/2024	N.A

Operations Committee						
-	yes	4	1	08/02/2024		N.A
22/05/2024	Yes	3	1	-		104 days
Investment Committee						
22/05/2024	yes	3	1	-		N.A
06/06/2024	yes	3	1	-		15 days
10/06/2024#	yes	3	1	-		4 days

* to be filled in only for the current quarter meetings. -

**This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

The Audit Committee Meeting and Investment Committee meeting held on 06/06/2024 were adjourned and reconvened on 19/06/2024 and 10/06/2024 respectively.

V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors of the Investment Manager. There has been no comments/observations/advice from the Board of Directors.

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