

March 06, 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

Sub: Result of Postal Ballot dated February 12, 2024

With reference to the captioned subject, we, the Investment Manager of Cube Highways Trust (the “InvIT”), hereby inform you that pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “InvIT Regulations”) and subject to other applicable laws and regulations, the consent of the Ordinary Unitholders of InvIT was sought through Postal Ballot for the matters as mentioned in the Postal Ballot Notice dated February 12, 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 Postal Ballot process in a fair and transparent manner.

Please find enclosed herewith the e-voting results and the Scrutinizer’s Report dated March 05, 2024. The voting results and Scrutinizer’s Report is also available on the website of the InvIT on <https://www.cubehighwaystrust.com/>. Pursuant to the aforesaid, the following Resolutions has been approved by the Ordinary Unitholders of InvIT with requisite majority as per remote e-voting conducted through Postal Ballot and hence deemed to be passed at a general meeting of the Ordinary Unitholders of the Trust:

S. No.	Particulars
1	To consider and approve amendment and restatement of the Trust Deed
2	To consider and approve amendment and restatement of the Investment Management Agreement
3	To approve the borrowings from Axis Bank Limited

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
Company Secretary & Compliance Officer

CC:

Axis Trustee Services Limited
The Ruby, 2nd Floor,
29 Senapati Bapat Marg
Dadar West, Mumbai-400028

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

Voting Results of the Postal Ballot held on March 05, 2024

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on March 05, 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	Not applicable (Resolution passed through Postal Ballot)
Sponsor & Sponsor Group	
Public	
No. of ordinary unitholders attended the meeting through Video Conferencing	Not applicable (Resolution passed through Postal Ballot)
Sponsor & Sponsor Group	
Public	

Item No. 1 – To consider and approve amendment and restatement of the Trust Deed

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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") as amended.

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstanding ordinary units (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (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) and their associates/related parties	Postal Ballot E-Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
Public Holding								
1. Institutional	Postal Ballot E-Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
2. Non-Institutional	Postal Ballot E-Voting	6,40,00,000	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

Item No. 2 – 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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") as amended.

Category	Mode of Voting	No of ordinary Units held (1)	No of Votes polled (2)	% of Votes Polled on outstanding	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
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				ordinary units (3)=[(2)/ (1)]* 100				(7)=[(5)/ (2)]*100
Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties	Postal Ballot E-Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
Public Holding								
3. Institutional	Postal Ballot E-Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
4. Non-Institutional	Postal Ballot E-Voting	6,40,00,000	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

Item No. 3 – To approve the borrowings from Axis Bank Limited

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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") as amended.

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Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties	Postal Ballot E-Voting	76,77,63,385	76,77,63,385	100	76,77,63,385	0	100	0
Public Holding								
5. Institutional	Postal Ballot E-Voting	45,85,82,727	37,51,62,873	81.80	37,51,62,873	0	100	0
6. Non-Institutional	Postal Ballot E-Voting	6,40,00,000	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
Company Secretary and Compliance Officer

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CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India
Tel: +91 11-2630 2076, 097166 16624; E-mail: support@corp-nexus.com

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: Scrutinizer's Report on Postal Ballot voting conducted by way of e-voting process ("Remote e-voting") in respect of passing of the resolutions contained in the Postal Ballot Notice dated February 12, 2024

Dear Sir / Ma'am,

The Board of Directors of **Cube Highways Fund Advisors Private Limited ("Investment Manager")** on behalf of **Cube Highways Trust ("Trust")** issued Postal Ballot Notice dated February 12, 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 Postal Ballot notice by way of e-voting process ("**Remote e-voting**").

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 **Cube Highways Trust** in its meeting held on February 09, 2024 for the purpose of scrutinizing the remote e-voting in a fair and transparent manner in respect of the resolutions contained in the Notice.

Management Responsibility

The management of the Investment Manager is responsible to ensure compliance with the requirements of the relevant provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InviT Regulations**") and any other law relating to Postal Ballot 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. My report is based on verification of data and reports generated from the voting system 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

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electronically till the time fixed for closing of the e-voting process i.e., till **Tuesday, March 05, 2024, 05:00 P.M.**

I submit my report as under: -

1. The Trust had sent the Postal Ballot Notice on Tuesday dated February 13, 2024 through electronic mode only to the Ordinary Unitholders of Cube Highways Trust as on the cut-off date i.e. Friday, February 09, 2024 ("**Cut-off date**").
2. Investment Manager had appointed KFin Technologies Limited ("**KFin**") as the service provider, for the purpose of extending the facility of remote e-voting to the Ordinary Unitholders to exercise their vote in respect of the resolutions as set out in the Notice from 09:00 A.M. (IST) on Wednesday, February 14, 2024 and ends on 05:00 P.M. (IST) on Tuesday, March 05, 2024.
3. KFin had set up electronic voting facility on their website <https://evoting.kfintech.com/> to facilitate the Ordinary Unitholders to cast their vote electronically.
4. The Ordinary Unitholders of the Trust holding ordinary units, as on the **cut-off date i.e., Friday, February 09, 2024** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e- voting only.
5. The **Remote e-voting period commenced on Wednesday, February 14, 2024 at 09:00 A.M. (IST) and ended on Tuesday, March 05, 2024, at 05:00 P.M (IST)**. The votes cast during the e-voting were unblocked on Tuesday, March 05, 2024 after the conclusion of e-voting period for Postal Ballot.
6. The Remote e-voting 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.
7. No invalid votes were received through remote e-voting.
8. Thereafter, the details of Ordinary Unitholders, who voted "**in favour**" or "**against**" on the resolutions proposed for Postal Ballot were prepared based on report generated from the e-voting website of KFin.
9. The summary of results of remote e-voting are as under:

Resolution No. 1– To consider and approve amendment and restatement of the Trust Deed

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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") as amended.

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

Therefore, the above Resolution stands approved by the Ordinary Unitholders of the Trust who have exercised their vote as per remote e-voting conducted through Postal Ballot and hence deemed to be passed at a general meeting of the Ordinary Unitholders of the Trust.

Resolution No. 2- 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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") as amended.

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

Therefore, the above Resolution stands approved by the Ordinary Unitholders of the Trust who have exercised their vote as per remote e-voting conducted through Postal Ballot and hence deemed to be passed at a general meeting of the Ordinary Unitholders of the Trust.

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Resolution No. 3- To approve the borrowings from Axis Bank Limited

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 the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") as amended.

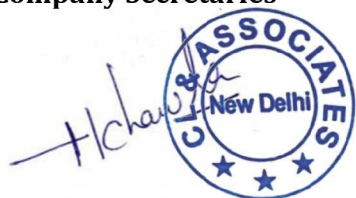
Manner of voting	Votes in favour of the resolution			Votes against the resolution			Abstained / Invalid
	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	Nos. of Ordinary Unitholders Voted	No. of Total Ordinary Units	%age	
Total votes through Remote e-voting	27	1,14,29,26,258	100	0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

Therefore, the above Resolution stands approved by the Ordinary Unitholders of the Trust who have exercised their vote as per remote e-voting conducted through Postal Ballot and hence deemed to be passed at a general meeting of the Ordinary Unitholders of the Trust.

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

Thank you

**For CL & Associates
Company Secretaries**



**Harish Chawla
(Partner)
Membership No. F9002
CP No. 15492
PR No. 4741/2023
UDIN: F009002E003543621**

Date: March 05, 2024
Place: New Delhi