

**July 24, 2023**

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: Postal Ballot Notice of Cube Highways Trust**

Dear Sir/Madam,

Pursuant to the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended (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 Investment Manager on behalf of Cube Highways Trust (the “InvIT”) seeks approval of the Ordinary Unitholders of InvIT on the following matters listed in the Postal Ballot Notice through remote E-voting only.

| <b>S. No.</b> | <b>Particulars</b>   |
|---------------|--|
| 1             | To consider and approve the appointment of Statutory Auditor of Cube Highways Trust for a term of 5 years and their remuneration |
| 2             | To consider and approve the appointment of the Valuer of Cube Highways Trust for FY 2023-24                                      |

We would like to inform you that Cube Highways Fund Advisors Private Limited, the Investment Manager, acting on behalf of InvIT has on July 24, 2023, completed electronic transmission of Postal Ballot Notice to the Ordinary Unitholders of InvIT whose names appear in the records of Depository as on the cut-off date i.e., July 21, 2023.

Pursuant to applicable provisions of the InvIT Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of Postal Ballot Notice dated July 24, 2023. The Postal Ballot Notice is also available on the website of InvIT <https://www.cubehighwaystrust.com/>.

You are requested to take the same on record.

The trading window for dealing in the securities of the Trust shall continue to remain closed and will open 48 hours after the announcement of the outcome of the Postal Ballot Result, in accordance with the applicable Securities and Exchange Board of India Regulations.

**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 TRUST**

(An infrastructure investment trust registered with the Securities and Exchange Board of India)  
Registration Number IN/InvIT/22-23/0022

**Principal Place of Business:** B-376, UGF, Nirman Vihar, New Delhi-110092

**Compliance Officer:** Mridul Gupta

**Tel:** + 91 120 4868300; **email:** compliance.officer@cubehighways.com

**Website:** www.cubehighwaystrust.com

### **POSTAL BALLOT NOTICE**

**NOTICE** is hereby given that pursuant to **Regulation 22(2)** 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"**), the amended and restated trust deed dated July 8, 2022 (referred to as "Trust Deed") and pursuant to other applicable laws and regulations, if any, as may be applicable in this regard, the Resolution as set out in this Postal Ballot Notice is proposed to be passed by the Ordinary Unitholders of Cube Highways Trust ("**InvIT**") by way of Postal Ballot by voting through electronic means ("remote e-voting").

An explanatory statement pertaining to the proposed resolution setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration.

The Board of Directors of Cube Highways Fund Advisors Private Limited ("**Board**"), the Investment Manager of the InvIT ("**Investment Manager**"), has engaged the services of M/s. KFin Technologies Limited ("KFinTech"), the Registrar and Transfer Agent ("RTA") of the InvIT, to provide remote e-voting facility to Ordinary Unitholders.

The Investment Manager on behalf of InvIT has appointed Mr. Harish Chawla (Mem. No. F9002 and C.P. No.15492) Partner, M/s. CL & Associates, Practicing Company Secretaries, New Delhi, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

Only those Ordinary Unitholders identified as on the closure of business hours of Friday, July 21, 2023, shall be eligible to vote. The remote e-voting period commences on July 25, 2023 from 9:00 A.M. (IST) and ends on August 14, 2023 at 05:00 P.M. (IST).

Ordinary Unitholders are requested to carefully read the e-voting instructions mentioned in the Notes under the section '**Voting through electronic means**' in this Notice.

The Notice of the postal ballot is also available on the InvIT's website: [www.cubehighwaystrust.com](http://www.cubehighwaystrust.com) and on the website of the the BSE Limited website at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

After scrutinizing the votes cast through remote e-voting, the Scrutinizer will submit its report to the Compliance Officer of Investment Manager of InvIT. The last date of voting, i.e. Monday, August 14, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The results of Postal Ballot shall be announced on or before August 16, 2023. The results and the Scrutinizer's report will be submitted to the BSE Limited and the National Stock Exchange of India Limited. Additionally, the results would also be placed on the website of InvIT - [www.cubehighwaystrust.com](http://www.cubehighwaystrust.com) and on the website of remote e-voting agency, M/s. KFin Technologies Limited - <https://evoting.kfintech.com>.

## **PROPOSED RESOLUTION(S)**

### **ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR OF CUBE HIGHWAYS TRUST FOR A TERM OF 5 YEARS AND THEIR REMUNERATION**

To consider and, if thought fit, to pass the following resolution, without modifications, 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 InvIT Regulations, as amended:

**“RESOLVED THAT** pursuant to Regulation 10, 13, 22 and other applicable provisions, if any, of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time, read with circulars and guidelines issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the policy on the appointment of the auditor and valuer of the Cube Highways Trust (“Trust” or “InvIT”) and in consultation with Axis Trustee Services Limited (“Trustee to the InvIT”), the consent of the Ordinary Unitholders be and is hereby accorded for the appointment of M/s. S. B. Billimoria & Co. LLP, Chartered Accountants, (Firm registration no. 101496W/W100774), as the statutory auditors of InvIT for a term of 5 years to conduct the statutory audit of the Trust for a term of 5 consecutive financial years commencing from FY 2023-24 upto FY 2027-28 on such terms and conditions including remuneration as may be decided by the Board of Directors of Cube Highways Fund Advisors Private Limited, the Investment Manager to the InvIT (the “Investment Manager”), from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager, be and is, hereby authorised on behalf of the InvIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers, to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution to be in the best interest of the InvIT, as it may deem fit.”

### **ITEM NO. 2: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER OF CUBE HIGHWAYS TRUST FOR FY 2023-24.**

To consider and if thought fit, to pass the following resolution, without modifications, 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 InvIT Regulations, as amended:

**“RESOLVED THAT** pursuant to Regulations 10, 13, 21, 22 and other applicable provisions, if any of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circular issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the policy on appointment of the auditor and valuer of the Cube Highways Trust (“Trust” or “InvIT”) and in consultation with Axis Trustee Services Limited (“Trustee to the InvIT”), the consent of the Unitholders be and is hereby accorded for the appointment of M/s Ernst & Young Merchant Banking Services LLP, bearing IBBI registration number IBB I/RV-E/05/2021/155, as the valuer of Cube Highways Trust and all its Project SPVs for the financial year 2023-2024 on such terms and conditions, including fees, as may be decided by the Board of directors of Cube Highways Fund Advisors Private Limited, the Investment Manager to the InvIT (the “Investment Manager”);

**RESOLVED FURTHER THAT** the Board of Directors of the Investment Manager, be and is, hereby authorised on behalf of the InvIT to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings in this regard, including delegation of all, or any of these powers, to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution to be in the best interest of InvIT, as it may deem fit.”

**For Cube Highways Trust  
By Order of the Board  
Cube Highways Fund Advisors Private Limited  
(as the Investment Manager of Cube Highways Trust)**

-Sd/-  
**Mridul Gupta  
Company Secretary and Compliance Officer**

**Date:** July 24, 2023  
**Place:** New Delhi

## **Principal Place of Business and Contact Details of the Trust**

### **Cube Highways Trust**

B-376, UGF, Nirman Vihar, New Delhi-110092

**Email:** [compliance.officer@cubehighways.com](mailto:compliance.officer@cubehighways.com)

**Website:** [www.cubehighwaystrust.com](http://www.cubehighwaystrust.com)

**Compliance Officer:** Mr. Mridul Gupta

## **Registered and Corporate Office and Contact Details of the Investment Manager**

### **Cube Highways Fund Advisors Pvt. Ltd.**

**CIN:** U74999DL2021FTC379941

**Registered office:** B-376, UGF, Nirman Vihar, New Delhi-110092

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

**Tel:** +91 120 4868300

**email:** [compliance.officer@cubehighways.com](mailto:compliance.officer@cubehighways.com)

## NOTES:

1. As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the Ordinary Unitholders, voting may also be done by postal ballot or electronic mode. Pursuant to this, InvIT is seeking the approval of the Ordinary Unitholders on the proposed resolution by way of Postal Ballot through remote e-voting.
2. An explanatory statement stating all material facts and the reason for the proposed resolution is annexed herewith.
3. The Investment Manager on behalf of Cube Highways Trust ("InvIT") has engaged the services of M/s. KFin Technologies Limited ("KFintech"), the Registrar and Transfer Agent ("RTA") of the InvIT to provide remote e-voting facility to the Ordinary Unitholders. Kindly refer to Notes to this Notice for detailed instructions for remote E-voting.
4. Postal Ballot Notice is being sent to those Ordinary Unitholders whose names appear in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. July 21, 2023 ("cut-off date"). Eligible Ordinary Unitholders as on the cut-off date would be entitled to vote and a person who is not a Ordinary Unitholder as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
5. The Postal Ballot Notice is being sent to the Ordinary Unitholders on their registered / updated/ available email Ids with the InvIT / RTA. The Ordinary Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Postal Ballot Notice. Ordinary Unitholders who have not registered their email addresses or have not received any communication regarding this Postal Ballot Notice for any reason whatsoever, may obtain the User ID and Password by sending a request to KFintech (Unit: CUBEINVIT) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFintech at 1800-309-4001 (between 9:00 A.M. to 5:30 P.M.) or contact InvIT at +91 0120-4868300 (on weekdays between 9:00 A.M. to 5:30 P.M. Copy of this Notice is also available on the website of the InvIT at [www.cubehighwaystrust.com](http://www.cubehighwaystrust.com) and may also be accessed from the relevant section of websites of Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. The Notice is also available on the website of RTA i.e. <https://evoting.kfintech.com>.
6. The e-voting period commences on July 25, 2023 at 09:00 a.m. (IST) and ends on August 14, 2023 at 5:00 p.m. (IST). The e-voting module shall be disabled for voting thereafter. Once the vote on the resolution(s) is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently.
7. Resolutions passed by the Ordinary Unitholders through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Ordinary Unitholders.
8. The Board of Directors of Cube Highways Fund Advisors Private Limited ("Board"), the Investment Manager of the InvIT ("Investment Manager"), has appointed Mr. Harish Chawla (Mem. No. F9002 and C.P. No.15492) Partner, M/s. CL & Associates, Practicing Company Secretaries, New Delhi, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
9. An Ordinary Unitholder cannot exercise his/her vote by proxy on Postal Ballot.
10. Resolution(s) passed by the requisite majority by the Ordinary Unitholders through Postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Ordinary Unitholders.
11. The resolution(s), if approved, shall be deemed to have been passed on the last date of the e-voting i.e. August 14, 2023.
12. The voting rights of Unitholders shall be in proportion to their Ordinary Units of the Ordinary Unit capital of InvIT as on the cut-off date i.e. Friday, July 21, 2023.
13. The Scrutinizer will submit its report to the Compliance Officer of the Investment Manager after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by the Compliance Officer within 48 working hours and will be displayed on the website of the InvIT:

<https://www.cubehighwaystrust.com/> besides being communicated to the Stock Exchange(s), RTA on the said date.

- 14.** All the material documents referred to in the Explanatory Statement will be available for inspection at the principal place of business of the InvIT during office hours on all working days from the date of dispatch until the last date of e-voting by Postal Ballot i.e. August 14, 2023 or all the documents referred to in the accompanying notice shall be available for inspection through electronic mode, on the basis of the request being sent to [compliance.officer@cubehighways.com](mailto:compliance.officer@cubehighways.com).

**15. Voting through electronic means**

Details of the process and manner of e-voting are provided below:

**Step 1:** Access to Depositories' e-Voting system in case of Individual Unitholders holding units in demat mode.

**Step 2:** Access to KFintech e-Voting system in case of Non-Individual Unitholders holding units in demat mode.

| <b>Details on Step 1 are mentioned below:</b>   |   |
|---|---|
| <b>1) Login method for remote e-Voting for Individual Unitholders holding units in demat mode</b>   |   |
| <b>Individual Unitholders holding units in demat mode with NSDL</b>   | <b>Individual Unitholders holding units in demat mode with CDSL</b>   |
| <p><b>1. Existing IDeAS Users:</b></p> <p>(i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a><br/>           (ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.<br/>           (iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".<br/>           (iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> | <p><b>1. Users who have opted for Easi/ Easiest</b></p> <p>(i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> Or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a><br/>           (ii) Click on New System Myeasi<br/>           (iii) Login with your registered User ID and Password.<br/>           (iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.<br/>           (v) Click on e-Voting service provider name to cast your vote.</p> |
| <p><b>2. Users not registered for IDeAS e-Services</b></p> <p>(i) To register, click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a><br/>           (ii) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a><br/>           (iii) Proceed with completing the required fields.<br/>           (iv) Follow the steps given in point no. 1</p>  | <p><b>2. User not registered for Easi/Easiest</b></p> <p>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a><br/>           (ii) Proceed with completing the required fields.<br/>           (iii) Follow the steps given in point no. 1</p>   |
| <p><b>3. Users may alternatively vote by directly accessing the e-Voting website of NSDL</b></p> <p>(i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a><br/>           (ii) Click on the icon "Login" which is available under 'Shareholder/ Member' section.<br/>           (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.</p>   | <p><b>3. Users may alternatively vote by directly accessing the e-Voting website of CDSL</b></p> <p>(i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a><br/>           (ii) Provide your demat Account Number and PAN No.<br/>           (iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.<br/>           (iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.</p>                              |

|   |  |
|---|--|
| <p>(iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech.</p> <p>(v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> |  |
|---|--|

**Important note:**

Ordinary Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available at above mentioned websites.

Helpdesk for Individual unitholders holding units in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL is as under:

| <b>Login type</b>   | <b>Helpdesk details</b>   |
|---|---|
| Individual Ordinary Unitholders holding securities in Demat mode with <b>CDSL</b> | Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43. |
| Individual Ordinary Unitholders holding securities in Demat mode with <b>NSDL</b> | Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.             |

**Details on Step 2 are mentioned below:**

**2) Login method for Non-individual Unitholders in demat mode**

**A) Unitholders whose email IDs are registered with Depositories/Depository Participant(s)**, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and Password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN" i.e., "**CUBE HIGHWAYS TRUST**" and click on "Submit".
- (vii) On the voting page, enter the number of units (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total unitholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Unitholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the units held will not be counted under either head.
- (viii) Unitholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.



## **EXPLANATORY STATEMENT**

### **ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR OF CUBE HIGHWAYS TRUST FOR A TERM OF 5 YEARS AND THEIR REMUNERATION**

As per Regulation 10 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, the Company being the Investment Manager for Cube Highways Trust ("InvIT") needs to appoint the Auditor in consultation with the Trustee for conducting the statutory audit of the InvIT subject to approval of the Ordinary Unitholders.

Since, the InvIT got its Ordinary units listed on BSE Limited and National Stock Exchange of India Limited on April 19, 2023 and considering that the InvIT is not conducting the Annual Meeting of the Unitholders, hence, being of the utmost urgency, the approval of the Ordinary Unitholders for appointment of statutory auditors is being sought by way of postal ballot.

M/s. S.B. Billimoria & Co. LLP, Chartered Accountants, (FRN 101496W/W100774) was appointed as Statutory Auditor of the InvIT by the Board of Directors of Cube Highways Fund Advisors Private Limited, Investment Manager, in consultation with Axis Trustee Services Limited (trustee of InvIT), in its meeting held on May 20, 2022 for the financial year ended March 31, 2022, and March 31, 2023

However, regarding the recent amendment in the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, InvITs are mandatorily required to appoint, in the case of a firm, a Statutory Auditor for a consecutive term of 5 years.

The Board of Directors of Investment Manager in consultation with Axis Trustee Services Limited (trustee of InvIT) recommends for the approval of the Ordinary Unitholders, the appointment of M/s. S.B. Billimoria & Co. LLP, Chartered Accountants, bearing firm registration no. 101496W/W100774) as the Statutory Auditor of the Trust for a term of five consecutive years commencing from FY 2023-24 till FY 2027-28.

None of the directors or key managerial personnel of the Investment Manager is interested in the proposed resolution.

The Board of Directors of Investment Manager recommends the resolution as set out in Item No. 1 of the Notice for your approval 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).

### **ITEM NO. 2: TO CONSIDER AND APPROVE THE APPOINTMENT OF THE VALUER OF CUBE HIGHWAYS TRUST FOR FY 2023-24.**

As per Regulation 10(5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, the Investment Manager in consultation with Trustee shall appoint a Valuer of the InvIT, who is required to carry out the valuation of the assets of the InvIT. Further, Valuer means any person who is a "registered valuer" under section 247 of the Companies Act, 2013 or as specified by the Board from time to time.

Accordingly, in accordance with the policy on the appointment of the auditor and valuer of the Trust, it is proposed to appoint M/s Ernst & Young Merchant Banking Services LLP (EYMBS), bearing IBBI registration number IBB I/RV-E/05/2021/155, for the financial year 2023-2024 to undertake valuation of the InvIT and all its assets in accordance with the SEBI InvIT Regulations.

Brief profile:

*EYMBS LLP is a Registered Valuer and SEBI registered Category 1 Merchant Banker. It has dedicated teams providing business valuation, valuation of capital equipment, complex securities and real estate, business modeling services, analytics, economic advisory and capital market services like managing offers, fundraising advisory and listing services. It was incorporated in 2000 and is based in Mumbai, India.*

None of the directors or key managerial personnel of the Investment Manager is interested in the proposed resolution.

The Board of Directors of Investment Manager recommends the resolution as set out in Item No. 2 of the Notice for your approval 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).