

28.05.2023

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

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 matter listed in the Postal Ballot Notice through remote E-voting only..

S. No.	Particulars
1	To consider and approve the aggregate consolidated borrowings and deferred payments of Cube Highways Trust (“InvIT”) upto 49% of the value of InvIT Assets and matters related thereto

We would like to inform you that Cube Highways Fund Advisors Private Limited, the Investment Manager, acting on behalf of InvIT has on May 26, 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., May 19, 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 May 26, 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 will be closed with immediate effect 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.

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

CUBE HIGHWAYS TRUST

(An infrastructure investment trust registered with 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 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.

The remote e-voting period commences on Monday, May 29, 2023 from 9:00 A.M. (IST) and ends on June 16, 2023 at 01:00 P.M.

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.

After completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit its report to the Compliance Officer of Investment Manager of InvIT. The results of Postal Ballot shall be announced on or before Saturday, June 17, 2023. The said results along with the Scrutinizer's report would be submitted with the National Stock Exchange of India Limited and BSE Limited. Additionally, the results would also be placed on the website of InvIT - www.cubehighwaystrust.com and on the website of remote e-voting agency, M/s. KFin Technologies Limited - <https://evoting.kfintech.com>.

PROPOSED RESOLUTION

ITEM NO. 1: TO CONSIDER AND APPROVE THE AGGREGATE CONSOLIDATED BORROWINGS AND DEFERRED PAYMENTS OF CUBE HIGHWAYS TRUST ("INVIT") UPTO 49% OF THE VALUE OF INVIT ASSETS AND MATTERS RELATED THERETO

"RESOLVED THAT in accordance with Regulation 20, 22 and all applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time ("**InvIT Regulations**"), and the circulars and guidelines issued thereunder, and other applicable laws, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any

competent authority in India from time to time (to the extent applicable), the requisite approvals (if any) from Securities and Exchange Board of India, the stock exchanges and any relevant governmental, statutory or regulatory authorities and subject to such terms and conditions as may be prescribed by any such authority(ies) while granting such approvals as may be necessary, the consent of the Ordinary Unitholders, be and is hereby granted to Cube Highways Trust ("**InvIT**"), its Special Purpose Vehicle(s)/SPVs (as defined under SEBI InvIT Regulations) including any other entity(ies) set up or acquired by the InvIT, in future, to borrow from time to time, any sum or sums of money (in one or more tranches) not exceeding such amounts such that the aggregate consolidated borrowing and deferred payments of the InvIT and SPVs, net of cash and cash equivalents, do not exceed 49% of the aggregate value of the assets of the InvIT assets (as set out under Regulation 20(3)(a) of the InvIT Regulations) from time to time, in whatever form, including but not limited to issuance of debt securities, debentures, term loans, advances or such other instruments, facilities and arrangements as permitted under applicable law, whether secured or unsecured, on such terms and conditions as the Axis Trustee Services Limited (the "**Trustee**") and/or Cube Highways Fund Advisors Private Limited ("**Investment Manager**") may deem fit in the best interest of the InvIT and the Ordinary Unitholders, and on such security, including by way of hypothecation, pledge, charge, mortgage and/or other lien, in addition to the hypothecation, pledge, charge, mortgage and/or other lien already created, in such form, manner and ranking and on such terms as the Trustee and/or Investment Manager may deem fit, on all or any of the movable and/or immovable properties of the InvIT and/or the InvIT Assets, both present and future and/ or any other assets or properties, either tangible or intangible, of the InvIT and/or the InvIT Assets, for securing the borrowings availed or to be availed by the InvIT and/or the InvIT Assets, including the provision of any undertakings and/or guarantees by the InvIT and/or the InvIT Assets as may be required in connection therewith, and to do all such acts, deeds and things and to execute all such documents, instruments and writings, and register all charges as may be required in this regard.

RESOLVED FURTHER THAT in relation to the aforesaid transactions, the Trustee and/or Investment Manager be and are hereby severally authorised to do all such acts, deeds, matters and things and execute, modify or amend all such deeds, agreements or other documents, as may be necessary from time to time for giving effect to the above resolution on such terms and conditions as the Trustee and/or Investment Manager may deem fit in the best interest of the InvIT and the Ordinary Unitholders, and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolution, as it may deem necessary in its discretion.

RESOLVED FURTHER THAT the Board of Directors of the Investment Manager and/or Trustee, be and is hereby authorised to delegate all or any of the powers herein conferred upon the Investment Manager and/or Trustee, to any validly constituted committee of its directors or any other person authorized by Investment Manager and/or Trustee so as to give effect to the aforesaid resolution."

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

-Sd/-
Mridul Gupta
Company Secretary and Compliance Officer

Date: May 26, 2023

Place: New Delhi

NOTES:

- 1.** As per the Regulation 22(2)(b) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, for any matter requiring approval of the 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 for the purpose of providing remote e-voting facility to the Ordinary Unitholders. Kindly refer 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. May 19, 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 or 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 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 Monday, 29th May, 2023 at 09:00 a.m. (IST) and ends on Friday, 16th June, 2023 1:00 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 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. Friday, June 16, 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, May 19, 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. Friday, June 16, 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.

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.

Details on Step 1 are mentioned below:	
1) Login method for remote e-Voting for Individual Unitholders holding units in demat mode	
Individual Unitholders holding units in demat mode with NSDL	Individual Unitholders holding units in demat mode with CDSL
<p>1. Existing IDeAS Users:</p> <p>(i) Visit URL: https://eservices.nsdl.com</p> <p>(ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>(iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</p> <p>(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>1. Users who have opted for Easi/ Easiest</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/login Or URL: www.cdslindia.com</p> <p>(ii) Click on New System Myeasi</p> <p>(iii) Login with your registered User ID and Password.</p> <p>(iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>(v) Click on e-Voting service provider name to cast your vote.</p>
<p>2. Users not registered for IDeAS e-Services</p> <p>(i) To register, click on link: https://eservices.nsdl.com</p> <p>(ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow the steps given in point no. 1</p>	<p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point no. 1</p>

<p>3. Users may alternatively vote by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> (i) Open URL: https://www.evoting.nsdl.com/ (ii) Click on the icon "Login" which is available under 'Shareholder/ Member' section. (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. (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. (v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	<p>3. Users may alternatively vote by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> (i) Visit URL: www.cdslindia.com (ii) Provide your demat Account Number and PAN No. (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. (iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.
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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:

Login type	Helpdesk details
Individual Ordinary Unitholders holding securities in Demat mode with CDSL	Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Ordinary Unitholders holding securities in Demat mode with NSDL	Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

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

Website: 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, 19th 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

EXPLANATORY STATEMENT

ITEM NO. 1: TO CONSIDER AND APPROVE THE AGGREGATE CONSOLIDATED BORROWINGS AND DEFERRED PAYMENTS OF CUBE HIGHWAYS TRUST ("INVIT") UPTO 49% OF THE VALUE OF INVIT ASSETS AND MATTERS RELATED THERETO

In order to meet the fund requirements of Cube Highways Trust (the "InvIT") for various purposes, including for the refinancing of existing debt of its Special Purpose Vehicles (as defined under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented together with the notifications, circulars, guidelines clarifications issued thereunder, each as amended from time to time (the "SEBI InvIT Regulations") (such Special Purpose Vehicles, the "SPVs"), it is proposed to enable the InvIT (and/or its SPVs) to borrow from time to time, and in the manner and form as deemed fit by the Investment Manager and/or Axis Trustee Services Limited (the "Trustee") and in the best interest of the InvIT and the Ordinary Unitholders, any sum or sums of money (in one or more tranches) not exceeding such amounts that, the aggregate consolidated borrowing and deferred payments of the InvIT, and the SPVs, net of cash and cash equivalents, do not exceed 49% (forty nine percent) of the aggregate value of the assets of the InvIT from time to time. The Investment Manager also seeks authorization to create such charge or security as may be required on all or any of the movable or immovable properties, tangible or intangible assets and any other assets of the InvIT (including any assets held by SPVs), both present and future, as the case may be, for securing the borrowings availed or to be availed by the InvIT and/or SPVs including providing any undertakings and/or guarantees as may be required in connection therewith.

In order for the InvIT and SPVs to have limits for the aggregate consolidated borrowings and deferred payments, net of cash and cash equivalents upto 49% (forty nine percent) of the value of the InvIT assets, approval from the Ordinary Unitholders is required in terms of the Regulation 20(3) and Regulation 22 of the InvIT Regulations.

Accordingly, the Investment Manager seeks the approval of the Ordinary Unitholders on the resolution contained in Item No. 1 of the accompanying Notice and to enable Investment Manager to complete all procedural and other formalities in connection with any borrowing that may be availed by the InvIT and/or SPVs and the creation of security interest(s) on the assets of the InvIT and/or the SPVs, so as to secure any such borrowings.

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

The Board of Directors of Investment Manager recommends the resolution as set out in the 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).