



**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

February 27, 2023

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

**Ref: Scrip Name: SHREMINVIT**

**Sub: Postal Ballot Notice of Unitholders of Shrem InvIT.**

Dear Sir/Madam,

We refer to our intimation vide letter dated February 27, 2023 regarding the outcome of board meeting of Shrem Financial Private Limited, the Investment Manager of Shrem InvIT held on February 27, 2023.

We submit Notice of Postal Ballot for seeking approval of unitholders of Shrem InvIT through e-voting, in terms of Regulation 22 of SEBI (Infrastructure Investment Trust) Regulations, 2014.

The unitholders have been given a facility of e-voting to provide their assent or dissent on the proposed resolutions, which are more particularly mentioned in the postal ballot notice along with the necessary explanatory statements and detailed instruction for e-voting.

You are requested to take the same on record and oblige.

Thanking you

Yours faithfully,

**For Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**S L Kothari**  
Compliance Officer





**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**NOTICE OF POSTAL BALLOT**

NOTICE of postal ballot is hereby given pursuant to the Regulation 22(2) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read together with the circulars and guidelines issued thereunder ("the InvIT Regulations") pursuant to such other provisions of applicable law, if any, as may be applicable in this regard and the relevant provisions of the Trust Deed of the Shrem InvIT ("InvIT/Trust"), that the resolutions appended below are proposed to be passed by the unitholders of the InvIT by postal ballot/electronic voting.

The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning the resolution and the reasons thereof is annexed hereto as Annexure-A with this Notice for your kind perusal and consideration.

The Board of Directors of Shrem Financial Pvt. Ltd., the Investment Manager of the InvIT ("Investment Manager"), has appointed M/s. KMPM & Co., (FRN: P2020DE081800) Practicing Company Secretaries firm, as the Scrutinizer for conducting the postal ballot process through e-voting process in a fair and transparent manner.

The unitholders may note that notice of the postal ballot shall be sent only to their respective email ids as may be registered/ updated/ available in the database of the Trust / Registrar and Transfer Agent (RTA). The unitholders desiring to exercise their vote through Postal Ballot are requested to carefully read the instructions specified in the email sent to them along with the e-voting instructions given in this notice below.

The Trust is pleased to provide its Unitholders with the facility to exercise their right to vote on the resolution proposed to be considered in this Postal Ballot by electronic means and the businesses shall be transacted only through e-Voting Services. The facility of casting the votes by the Unitholders using an electronic voting system will be provided by Link Intime India Pvt. Ltd. the RTA of the InvIT.

The remote e-voting period will commence at 9:00 a.m. (IST) on Wednesday, March 01, 2023 and ends at 5:00 p.m. (IST) on Tuesday, March 21, 2023. A Unitholder must vote only through electronic mode as per the instructions for e-voting provided in this Postal Ballot Notice.

The Notice of postal ballot is also available on the website of the InvIT i.e. [www.shreminvit.com](http://www.shreminvit.com) and on website of the stock exchange [www.nseindia.com](http://www.nseindia.com).

The Scrutinizer will submit his report to the Board of Directors or Key Management Personnel of the Investment Manager ("Board/ KMP") or to any other person authorized by the Board after the completion of the scrutiny of the ballots through e-voting in a fair and transparent manner. The results shall be declared on or before Thursday, March 23, 2023 and communicated to the stock exchanges and shall also be displayed on the Trust's website, [www.shreminvit.com](http://www.shreminvit.com).



**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**Following proposed resolutions be passed by way of this postal ballot through remote e-voting:**

**Item No. 1:**

**To approve the issuance of Units of Shrem InvIT to Dilip Buildcon Ltd. and DBL Infra Assets Private Limited through preferential issue:**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (i.e. approval from seventy five per cent. of the unit holders by value excluding the value of units held by parties related to the transaction):

**“RESOLVED THAT** pursuant to provisions of regulation 22(2), 22(5) and 22(5C) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (**“SEBI InvIT Regulations”**) and SEBI Guidelines for preferential issue of units by a listed InvIT and subject to applicable approvals, permissions, consents and sanctions of all other concerned regulatory authorities and departments to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed by the Board of directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any duly authorised committee thereof) and subject to any other applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, Foreign Exchange Management Act, 1999, including the rules made thereunder and the listing agreement entered into with the stock exchange where the units of Shrem InvIT under the issue are proposed to be listed. The consent, authority and approval of unitholders be and are hereby accorded for issue of units of total aggregate amount up to **Rs. 1,500 Crore** (the **“Issue”**) at a per unit price to be determined by an Independent Valuer appointed under SEBI InvIT regulation and in accordance with InvIT Regulations and SEBI guidelines in this regard, to the Dilip Buildcon Limited (**“DBL”**) and DBL Infra Assets Private Limited (**“DIAPL”**) through preferential issue, as full or part consideration as the case may be, for acquisition of equity shares of four road project SPVs under Tranche-2 as enumerated below on such terms and conditions as may be agreed to the Board of Directors.”

1. DBL Chandikhole Bhadrak Highways Limited
2. DBL Rewa Sidhi Highways Private Limited
3. DBL Bangalore Nidagatta Highways Private Limited
4. DBL Byrapura Challakere Highways Private Limited

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the Issue as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may deem expedient, subject to applicable law.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Units under the Issue in accordance with the investment strategy of the Trust, or in

any other manner as the Board may deem fit subject to the provisions of the InvIT Regulations, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, appoint lead managers (if required), banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its sole discretion in the best interests of the InvIT without being required to seek any further consent or approval, including for settling any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board *vide* this resolution may be exercised by the Board.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot any and all of the Units, as specified above, in accordance with the InvIT Regulations.”

**“RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of directors to be constituted or any other officer or officers of the Investment Manager to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company/InvIT, be and are hereby severally authorised to execute and deliver any and all other documents, papers, instruments, including any amendments, changes, variations, alterations, modifications thereto, and to do or cause to be done any and all acts or things that may be necessary, appropriate and advisable in order to carry out the purposes and intent of the foregoing resolution to the Issue; and any such other documents so executed and delivered or acts and things done or caused to be done shall be conclusive authority of the Company in doing so and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**Item No. 2:**

**To approve the issuance of units of Shrem InvIT to Shrem Enterprises Private Limited (wholly owned subsidiary company of the Shrem Infra Structure Private Limited the Sponsor) and its associates through preferential issue:**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of that votes cast in favour of the resolution shall not be less than One and Half times of the votes cast against the resolution, excluding the vote cast by related party to the transaction:

**“RESOLVED THAT** pursuant to provisions of regulation 19, 22(2) and 22(5) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (**“SEBI InvIT Regulations”**) and SEBI Guidelines for preferential issue of units by a listed InvIT and subject to applicable approvals, permissions, consents and sanctions of all other concerned regulatory authorities

and departments to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions, consents and sanctions which may be agreed by the Board of directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly authorised committee thereof) and subject to any other applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including, without limitation, Foreign Exchange Management Act, 1999, including the rules made thereunder and the listing agreement entered into with the stock exchange where the units of Shrem InvIT under the issue are proposed to be listed. The consent, authority and approval of unitholders be and is hereby accorded for issue of units of total aggregate amount up to **Rs. 450 Crore** (the “Issue”) at a per unit price to be determined by an Independent Valuer appointed under SEBI InvIT regulation and in accordance with InvIT Regulations and SEBI guidelines in this regard to the Shrem Enterprises Pvt. Ltd. [wholly owned subsidiary company of the Shrem Infra Structure Pvt. Ltd. (“Sponsor”)] and it’s associates against part or full consideration as the case may be for financial assistant provided by the Shrem Enterprises Pvt. Ltd. and it’s associates to SPVs being acquired by the Shrem InvIT under Tranche-II, through preferential issue on such terms and conditions as agreed by the Board of directors.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the Issue as specified above and shall also be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may deem expedient, subject to applicable law.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Units under the Issue in accordance with the investment strategy of the Trust, or in any other manner as the Board may deem fit subject to the provisions of the InvIT Regulations, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, appoint lead managers (if required), banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may *suo moto* decide in its sole discretion in the best interests of the InvIT without being required to seek any further consent or approval, including for settling any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board *vide* this resolution may be exercised by the Board.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot any and all of the Units, as specified above, in accordance with the InvIT Regulations.”

“**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of directors to be constituted or any other officer or officers of the Investment Manager to give effect to the aforesaid resolutions.”



**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

“**RESOLVED FURTHER THAT** the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers, instruments, including any amendments, changes, variations, alterations, modifications thereto, and to do or cause to be done any and all acts or things that may be necessary, appropriate and advisable in order to carry out the purposes and intent of the foregoing resolution to the Issue; and any such other documents so executed and delivered or acts and things done or caused to be done shall be conclusive authority of the Company in doing so and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**For Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**S L Kothari**  
Compliance Officer

**February 27, 2023**  
**Mumbai**





**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**Annexure-A**

**Explanatory Statement:**

**Item no. 1 & 2:**

The Shrem Financial Pvt. Ltd. as Investment Manager (“IM”) of the Shrem InvIT (“InvIT”) had entered into a Non-binding Term Sheet dated January 21, 2022 with Dilip Buildcon Limited (“DBL”) and its Affiliates for acquisition of 100% (one hundred percent) shareholding (on fully diluted basis) of the identified SPVs (as enumerated below) from Dilip Buildcon Limited (“DBL”) and DBL Infra Assets Private Limited (“DIAPL”).

1. DBL Byrapura Challakere Highways Private Limited,
2. DBL Gorhar Khairatunda Highways Private Limited,
3. DBL Anandapuram Anakapalli Highways Private Limited,
4. DBL Bellary Byrapura Highways Private Limited,
5. DBL Sangli Borgaon Highways Limited,
6. DBL Chandikhole Bhadrak Highways Limited,
7. DBL Bangalore Nidagatta Highways Private Limited,
8. DBL Nidagatta Mysore Highways Private Limited,
9. DBL Rewa Sidhi Highways Private Limited, and
10. Pathrapali-Kathaghora Highways Private Limited.

The IM had also obtained approval of unitholders on April 26, 2022 for acquisition of aforesaid 10 road project SPVs in staggered manner. Further, the Shrem InvIT has acquired 4 road projects SPVs under Tranche-1 on cut-off date October 31, 2022 out of 10 road projects, consequently the Shrem InvIT has also issued units on November 12, 2022 as part consideration and part by cash to DBL and DIAPL.

As the facts mentioned above and as per Definitive Agreements entered on March 3, 2022 amongst DBL, Its Affiliates, respective SPVs and the Shrem InvIT (herein after referred to as parties to the definitive agreements) for acquisition of aforesaid road projects. The parties to the agreements have agreed that consideration for acquisition of equity shares of aforesaid road projects SPVs shall be paid part/full in form of Units of the Shrem InvIT and/or part/full in cash as the cash may be agreeable to the parties to the agreement. Hence, units up to aggregate value of Rs. 1,500 Crore are being issued at a price per unit to be determined by an Independent Valuer appointed under SEBI InvIT regulation and in accordance with InvIT Regulations and SEBI guidelines in this regard, to the DBL and DIAPL on preferential basis as a consideration for acquisition of equity value of four road projects SPVs under Tranche-2 as enumerated below:

1. DBL Chandikhole Bhadrak Highways Limited
2. DBL Rewa Sidhi Highways Private Limited
3. DBL Bangalore Nidagatta Highways Private Limited
4. DBL Byrapura Challakere Highways Private Limited

Further, the Board of Director is seeking your approval for issue of units of total aggregate amount up to Rs. 450 Crore (the “Issue”) at a per unit price to be determined by an Independent Valuer appointed under SEBI InvIT regulation and in accordance with InvIT Regulations and SEBI guidelines in this regard to the Shrem Enterprises Pvt. Ltd. [wholly owned subsidiary company of the Shrem Infra Structure Pvt. Ltd.

(“Sponsor”)] and it’s associates against part or full consideration as the case may be for financial assistance provided by the Shrem Enterprises Pvt. Ltd. and it’s associates to SPVs being acquired by the Shrem InvIT under Tranche-II, through preferential issue on such terms and conditions as agreed by the Board of directors.

Following explanation with regards to issue of the Units for Item no. 1 & 2, in accordance with SEBI Guidelines for preferential issue of units by a listed InvIT:

Sr. No.	Particulars	Description
1.	Objects of the preferential issue	<p>The issue of units is in lieu of payment of part/full consideration as the case may be to the Dilip Buildcon Ltd. and DBL Infra Assets Private Limited as agreeable to the parties to the agreements towards acquisition of equity shares of 4 (four) road projects SPVs under Tranche-2.</p> <p>And the units are also being issued to the Shrem Enterprises Private Limited [wholly owned subsidiary company of the Shrem Infra Structure Pvt. Ltd. (“Sponsor”)] and it’s associates as a part/full consideration as the case may be against financial assistance provided to the of 4 (four) road projects SPVs under Tranche-2.</p>
2.	<ul style="list-style-type: none"> <li>- NAV of the InvIT</li> <li>- Maximum number of units to be issued</li> <li>- Pricing of Units</li> </ul>	<p>As the listed units of Shrem InvIT are not frequently traded on NSE hence, the NAV shall be determined by a registered independent valuer at the time of acquisition by taking into account the full valuation of all InvIT assets existing at the time of acquisition and conducted in terms of InvIT Regulations. The maximum number of units and price of the units will be determined based on NAV arrived at in aforesaid valuation report and valuation of each aforesaid SPVs as on cut-off date determined by the management.</p>
3	Intent of the parties to the InvIT, their directors or key managerial personnel to subscribe to the issue.	Part of units under the Issue are proposed to be issued to Shrem Enterprises Private Limited which is being wholly owned subsidiary of the Sponsor of the InvIT and to it’s associates.
4.	Time frame within which the preferential issue shall be completed.	Units under the issue shall be allotted to the allottees within 15 days from the date of passing resolution by the Unitholders.
5.	Identity of the natural persons who are the ultimate beneficial owners of the units proposed to be allotted and/or who ultimately control the proposed allottees.	<p>Resolution 1: The units are proposed to be issued to a listed entity and its associates.</p> <p>Resolution 2: The units are proposed to be allotted to the Shrem Enterprises Pvt. Ltd. Which</p>



		is being wholly owned subsidiary of the Sponsor of the Shrem InvIT and to it's associates, ultimate major beneficial owners are Mr. Nitán Chhatwal and Mrs. Smita Nitán Chhatwal.
6.	Lock-in Period	<p>Resolution 1: Units allotted under this issue shall be under lock-in period of one year from the date of trading approval for such units.</p> <p>Resolution 2: Units allotted to the Shrem Enterprises Pvt. Ltd. which is being wholly owned subsidiary of the Sponsor and to it's associates, at least twenty-five percent of the total unit capital of the InvIT shall be locked-in for three years from the date of trading approval. If units allotted in excess of twenty-five percent of the total unit capital of the InvIT shall be locked-in for one year from the date of trading approval.</p>

**7. Indicative Unitholding pattern of the InvIT before and after the preferential issue:**

Category	Category of Unit holder	Before the preferential issue		*Proposed unitholding pattern after the preferential issue	
		No. of Unit held	As a % of Total Outstanding Units	No. of Unit held	As a % of Total Outstanding Units
<b>(A)</b>	<b>Sponsor(s) / Investment Manager / Project Manager(s) and their associates/ related parties:</b>				
<b>(1)</b>	<b>Indian:</b>				
(a)	Individual/HUF	14,49,680	0.30%	14,49,680	0.22%
(b)	Central Govt./ State Govt.	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	Any Other (Specify):				
	- Body Corporate	33,54,88,911	70.37%	37,99,07,033	56.77%
	- Family Trust	2,73,00,960	5.73%	2,73,00,960	4.08%
	<b>Sub Total: (A) (1)</b>	<b>36,42,39,551</b>	<b>76.40%</b>	<b>40,86,57,673</b>	<b>61.06%</b>
<b>(2)</b>	<b>Foreign:</b>				
(a)	Individuals (Non Resident Indians / Foreign Individuals)	-	-	-	-
(b)	Foreign government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investors	-	-	-	-
(e)	Any Other (specify):				

	Body Corporate	-	-	-	-
	<b>Sub Total: (A) (2)</b>	-	-	-	-
	<b>Total unit holding of Sponsor &amp; Sponsor Group</b> <b>(A) = (A)(1)+(A)(2)</b>	<b>36,42,39,551</b>	<b>76.40%</b>	<b>40,86,57,673</b>	<b>61.06%</b>
<b>(B)</b>	<b>Public Holding:</b>				
<b>(1)</b>	<b>Institutions:</b>				
(a)	Mutual Funds	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Central/ State Govt.	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Provident/ pension funds	-	-	-	-
(g)	Foreign Portfolio Investors				
(h)	Foreign Venture Capital investors	-	-	-	-
(i)	Any Other (specify):				
	Other	-	-	-	-
	<b>Sub Total: (B) (1)</b>	-	-	-	-
<b>(2)</b>	<b>Non-Institutions:</b>				
(a)	Central Government/ State Governments(s) /President of India	-	-	-	-
(b)	Individuals/HUF	2,91,83,112	6.12%	2,91,83,112	4.36%
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Any Other (specify):				
	- Body Corporate	7,21,86,074	15.14%	22,02,46,482	32.91%
	-Trust	1,11,40,000	2.34%	1,11,40,000	1.66%
	<b>Sub Total: (B) (2)</b>	<b>11,25,09,186</b>	<b>23.60%</b>	<b>26,05,69,594</b>	<b>38.94%</b>
	<b>Total Public Unit holding</b> <b>(B) = (B)(1)+(B)(2)</b>	<b>11,25,09,186</b>	<b>23.60%</b>	<b>26,05,69,594</b>	<b>38.94%</b>
	<b>Total Units Outstanding</b> <b>(C) = (A) + (B)</b>	<b>47,67,48,737</b>	<b>100.00%</b>	<b>66,92,27,267</b>	<b>100.00%</b>

\*The number of units post preferential issue taken based on tentative NAV value per unit and tentative valuation of each SPVs, hence the number of units mentioned may change subject to final valuation report received from independent registered valuer.

The approval of the unitholders is being sought pursuant to regulation 22(2), 22(5) and 22(5C) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 and SEBI guidelines for preferential issue of units by a listed InvIT and as amended from time to time, for issuance of units through a private placement to Dilip Buildcon Ltd. and DBL Infra Assets Private Limited. The resolution as mentioned **Item no. 1** of the Notice be passed with special majority i.e. approval from seventy five per cent. of the unit holders by value excluding the value of units held by parties related to the transaction.



**Shrem Financial Private Limited**  
**(Investment Manager to Shrem InvIT)**

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the aforesaid resolutions, if any, in the InvIT.

The approval of the unitholders is being sought pursuant to regulation 19 and 22(2) and 22(5) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 and SEBI guidelines for preferential issue of units by a listed InvIT and as amended from time to time, for issuance of units through a private placement to the Shrem Enterprises Private Limited [wholly owned subsidiary company of the Shrem Infra Structure Pvt. Ltd. ("Sponsor")] and its associates. The resolution as mentioned **Item no. 2** of the Notice be passed with special majority (i.e. votes cast in favour of the resolution shall not be less than One and Half times of the votes cast against the resolution, excluding the vote cast by related party to the transaction).

The proposed allottee under Item no. 2 being wholly owned subsidiary of the Sponsor of the InvIT and Mr. Nitán Chhatwal and Mrs. Smita Nitán Chhatwal the Directors of the Shrem Financial Private Limited being common promoters and directors are concerned interested in resolution mentioned in Item no. 2.



**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**Annexure-B**

**NOTES & INSTRUCTIONS FOR REMOTE E-VOTING UNDER POSTAL BALLOT:**

1. The resolutions as set out in this Postal Ballot Notice are proposed to be passed by the unitholders (the "Unitholders") of Shrem InvIT by way of Postal Ballot by voting through electronic means ("remote e-voting").
2. The Interested parties shall not cast their votes in a particular business item in which they are interested, if any vote cast would not be counted for passing of that particular resolution and be considered as invalid vote.
3. Remote e-Voting: The Investment Manager on behalf of Shrem InvIT has engaged the services of M/s. Link Intime India Pvt. Ltd. ("Link Intime"), the Registrar and Transfer Agent ("RTA") of the InvIT for the purpose of providing remote e-voting facility to the Unitholders. Kindly refer Notes to this Notice for detailed instruction for remote E-voting.
4. The remote e-voting period will commence at 9:00 a.m. (IST) on Wednesday, March 01, 2023 and ends at 5:00 p.m. (IST) on Tuesday, March 21, 2023.
5. Postal Ballot Notice is being sent to those Unitholders whose names appear in the List of Beneficial Owners received from Link Intime India Pvt. Ltd. as on the close of business hours on Friday, February 24, 2023 ("cut-off date"). Eligible Unitholders as on the cut-off date would be entitled to vote and a person who is not a Unitholder as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
6. A Unitholder cannot exercise his/her vote by proxy on Postal Ballot.
7. Resolution(s) as approved by the requisite majority of the Eligible Unitholders through Postal Ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Unitholders.
8. The Resolution(s), if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday, March 21, 2023.
9. The Notice is being sent to unitholders on their registered/ updated/ available email ids with the InvIT/ RTA. The Unitholders shall vote through electronic mode only as per the instructions for e-voting provided in the Notice.
10. Only those Eligible Unitholders whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the close of business hours on the cut-off date i.e. Friday, February 24, 2023 will be entitled to cast their votes, in proportion to their units of the unit capital of Shrem InvIT.
11. Wherever required or possible, the Unitholders are requested to address all correspondence including distribution matters to the RTA by e-mail to [teamsbond@linkintime.com](mailto:teamsbond@linkintime.com).

**Remote e-Voting Instructions for unitholders:**

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As per the SEBI circular dated December 9, 2020, individual Unitholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual Unitholders holding securities in demat mode is given below:**

1. Individual Unitholders holding securities in demat mode with NSDL:
  - i. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  - iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Unitholders holding securities in demat mode with CDSL:
  - i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  - ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-

Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Unitholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional Unitholders:**

Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.





**Shrem Financial Private Limited**  
(Investment Manager to Shrem InvIT)

**Helpdesk for Individual Unitholders holding securities in demat mode:**

Individual Unitholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Unitholders holding securities in demat mode with NSDL	Members 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: 022 - 4886 7000 and 022 - 2499 7000
Individual Unitholders holding securities in demat mode with CDSL	Members 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 toll free no. 1800 22 55 33

**Individual Unitholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Unitholders/ members holding units in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Unitholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk**  
**Link Intime India Private Limited**