



KMPM & COMPANY

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SCRUTINIZER'S REPORT

To,
The Board of Directors
Shrem Financial Private Limited
(acting in its capacity as the Investment Manager of Shrem InvIT)
1101 Viraj Towers, JN of Andheri Kurla Road, W. E. High Way, Mumbai 400069

Sub: Scrutinizer's Report on Postal Ballot voting including by electronic voting in respect of passing of the resolutions contained in the Postal Ballot Notice dated February 27, 2023.

Dear Sir,

The Board of Directors Shrem Financial Private Limited ("**Investment Manager**") issued postal ballot notice dated February 27, 2023 (hereinafter referred as "**Notice**") and decided to provide to the unit holders of the Company, facility to exercise their voting rights on the resolutions as set out in the notice by way of Voting by electronic means ("remote e-voting") postal ballot.

I, Pawan Kumar Mahur, Managing Partner of M/s KMPM & Co., Practicing Company Secretaries (FRN: P2020DE081800) have been appointed as a Scrutinizer by the Board of Directors of Investment Manager on the behalf of Shrem InvIT to scrutinize the entire voting process i.e., remote e-voting and voting by physical postal ballots of the InvIT, in a fair and transparent manner.

Management Responsibility

The management of the Investment Manager is responsible to ensure compliance with the requirements of the relevant provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("**SEBI InvIT Regulations**") and any other law relating to Postal Ballot Voting for resolution stated in the Notice.

Scrutinizer's Responsibility

My responsibility as scrutinizer is restricted to making a scrutinizer report of the votes cast by the Unit holders in respect of resolutions contained in the Notice of the trust dated February 27, 2023. My report is based on data and document provided by the Link Intime India Private Limited, Registrar & Transfer Agent through the Investment Manager, and Postal Ballot received till the time fixed for closing of the voting process i.e., Tuesday, March 21, 2023 at 17:00 hours IST.

Further to above, I submit my report as under:

1. Investment Manager had appointed Link Intime India Private Limited ("LI IPL") as the service provider, for the purpose of extending the facility of remote e-voting to the Unitholders to exercise their vote in respect of the resolutions as set out in the Notice from 9:00 a.m. (IST) on Wednesday, March 01, 2023 and ends at 17:00 p.m. (IST) on Tuesday, March 21, 2023.
2. LI IPL had set up electronic voting facility on their website <https://instavote.linkintime.co.in> to facilitate the Unitholders to cast their vote electronically.



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ICSI FRN: P2020DE081800

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3. Unitholders holding units in dematerialised form as on Friday, February 24, 2023 i.e., cut-off date, were entitled to cast their vote.
4. At the end of the remote e-voting period on Tuesday, March 21, 2023, at 17:00 p.m. the voting portal of LIPL was blocked forthwith.
5. After conclusion of the Voting Period, the votes received through remote e-voting facility were duly unblocked by me and were reconciled with the details of Unitholders as per the Beneficiary Position as on the cut-off date obtained from the Registrar and Transfer Agents of the InvIT.
6. No invalid votes were received through remote e-voting.

I now submit my report of voting by postal ballot as under, on the resolution mentioned in the notice of the Trust

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:

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained voted
	Nos.	/age	Nos.	/age	
Total votes through remote e-voting and voting by electronic means at the meeting	400413347	100	NIL	NIL	NIL

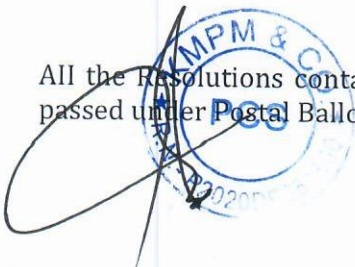
**Pursuant to regulation 22(2)(d) of SEBI (Infrastructure Investments Trusts) Regulations, 2014 and any other provision therein voting by person (Dilip Buildcon Limited and DBL Infra Assets Private Limited) who is a related party in such transaction as well as associates of such person(s) shall not be considered with respect to Resolution No. 1.*

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:

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained voted
	Nos.	/age	Nos.	/age	
Total votes through remote e-voting and voting by electronic means at the meeting	61722682	100	NIL	NIL	NIL

**Pursuant to regulation 22(2)(d) of SEBI (Infrastructure Investments Trusts) Regulations, 2014 and any other provision therein voting by person (Promoter and Promoter Group and their relatives and Group Companies) who is a related party in such transaction as well as associates of such person(s) shall not be considered with respect to Resolution No. 2.*

All the Resolutions contained in the Notice dated February 27, 2023 as per the details above stand passed under Postal Ballot process including remote E-voting with the requisite majority.



The aforesaid result in respect of the abovementioned resolution may accordingly be declared by the investment Manager of the Shrem InvIT.

Restriction to use:

This report has been issued at the request of the Investment Manager for (i) Submission to Stock Exchanges, and (ii) Placing on website of the Shrem InvIT. This report is not to be used for any other purpose or to be distributed by the Investment Manager and/or Shrem InvIT to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

We thank for the opportunity given, to act as a Scrutinizer for the above Postal Ballot and E-voting process of your InvIT.

**For KMPM & Co.
(Company Secretaries)**


**Pawan Kumar Mahur
Managing Partner**

M.No. F8462

COP No. 16961

FRN: P2020DE081800





Place: New Delhi

Date: 22-03-2023

UDIN- F008462D003304744