

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting (“AGM”) of the Unitholders (the “Unitholders”) of the IRB InvIT Fund (the “Trust”) will be held on Friday, July 27, 2018, at 3.30 p.m. at Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Andheri (East), Mumbai - 400 072, Maharashtra, to transact the following businesses:

**I. ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 TOGETHER WITH THE REPORTS OF THE INVESTMENT MANAGER, MANAGEMENT DISCUSSION & ANALYSIS AND THE REPORT OF THE AUDITORS THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018.**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary 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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, 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 Audited Financial Statements of the Trust as at and for the financial year ended March 31, 2018 together with the Report of the Investment Manager, Management Discussion and Analysis and Report of the Auditors be and are hereby received, approved and adopted.

**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements as at March 31, 2018 together with the Report of the Auditors be and are hereby received, approved and adopted.”

**II. ITEM NO. 2: TO CONSIDER RATIFICATION OF APPOINTMENT OF AUDITOR AND FIX THEIR REMUNERATION**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of

ordinary 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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, 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 appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants (ICAI Registration No.:121750W/W-100010) as the Auditors of the Trust for the financial year 2018-19, who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Auditors.”

**III. ITEM NO. 3: TO APPROVE AND ADOPT THE VALUATION REPORT ISSUED BY M/S. WALKER CHANDIOK & CO. LLP, THE VALUER, FOR THE YEAR ENDED MARCH 31, 2018**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary 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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

**“RESOLVED THAT** in accordance with the Regulation 21 and other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, 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 Valuation Report of the Trust issued by M/s. Walker Chandiok & Co. LLP, Valuer, for the year ended March 31, 2018 be and are hereby approved and adopted.”

For **IRB INVIT FUND**

By Order of the Board  
**IRB Infrastructure Private Limited**  
(as the Investment Manager to IRB InvIT Fund)

**Urmil Shah**  
Company Secretary & Compliance Officer

Mumbai  
June 15, 2018

#### Registered Office and Contact Details of the Trust:

##### IRB InvIT Fund

IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai - 400 072

**SEBI Registration Number:** IN/InvIT/15-16/0001

**Tel:** +91 22 6640 4299

**Fax:** +91 22 6640 4274

**E-mail:** info@irbinvit.co.in

**Website:** www.irbinvit.co.in

**Compliance Officer:** Mr. Urmil Shah

#### Registered Office and Contact Details of the Investment Manager:

##### IRB Infrastructure Private Limited

CIN: U28920MH1997PTC112628

IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai - 400 072

**Tel:** +91 22 6640 4299

**Fax:** +91 22 6640 4274

**Email:** info@irbfl.co.in

**Contact Person:** Mr. Urmil Shah

## NOTES

**1. A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING, AND SUCH PROXY NEED NOT BE A UNITHOLDERS OF THE TRUST.**

2. The instrument appointing the proxy must be deposited at the Registered Office of the Trust or the Investment Manager not less than 48 hours before the commencement of the Meeting.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Registered Office of the Trust or the Investment Manager, a certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.

4. Attendance slip and route map of the venue of the AGM are annexed hereto.

5. Relevant documents referred to in the accompanying Notice are open for inspection by the Unitholders at the Registered Office of the Trust on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the AGM. The aforesaid documents will also be available for inspection by Unitholders at the AGM.

6. The Investment Manager, on behalf of the Trust, is providing a facility to the Unitholders as on the cut-off date, being July 20, 2018, (“**the Cut-Off Date**”) to exercise their right to vote by electronic voting systems from a place other than venue of the AGM (“**Remote e-Voting**”) on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of Remote e-Voting along with the User ID and Password is as per Annexure A. Any person who acquires Units of the Trust and becomes a Unitholder of the Trust after the dispatch of the Notice, and holding Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at evoting@karvy.com or contact M/s. Karvy Computershare Private Limited at toll free number **1800 345 4001**. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders’ participation in the decision-making process. It may be noted that the Remote e-Voting facility is optional. The Investment Manager, on behalf of the Trust, has signed an agreement with and engaged the services of Karvy Computershare Private Limited (“Karvy”) for the purpose of providing Remote e-Voting facility to the Unitholders.

7. Unitholders (such as companies or body corporates) intending to send their authorized representative(s) to attend the AGM are requested to send to the registered office of the Trust or the Investment Manager a certified true copy of the relevant Board Resolution, together with the specimen signature(s) of the representatives authorized under the said Board Resolution to attend and vote on their behalf at the AGM.

8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
9. The Register of Unitholders and Unit Transfer Books will remain closed from Wednesday, July 25, 2018 to Friday, July 27, 2018 (both days inclusive).
10. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent, Karvy Computershare Private Limited (Unit: IRB InvIT Fund), Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India.
11. Unitholders are requested to send their queries, if any, to the Investment Manager at least 10 days prior to the AGM to enable the Investment Manager to provide the required information.
12. The Securities and Exchange Board of India (the “SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
13. Unitholders who have cast their vote by Remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Unitholders can opt for only one mode of voting, i.e. physical ballot or Remote e-Voting. If a Unitholder opts for Remote e-Voting, then he/she shall not vote by physical ballot and vice versa. In case a Unitholder casts his/her vote, both by physical ballot and Remote e-Voting mode, then the voting done by Remote e-Voting shall prevail and the voting by physical ballot shall be invalid.
14. The Results declared along with Scrutinizer’s Report(s) will be available on the website of the Trust ([www.irbinvit.co.in](http://www.irbinvit.co.in)), the Investment Manager ([www.irbfl.co.in](http://www.irbfl.co.in)) and on Service Provider’s website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
15. Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of the Trust, electronically.

**Unitholders/Proxy holders are requested to bring their copy of the Annual Report to the Annual General Meeting.**

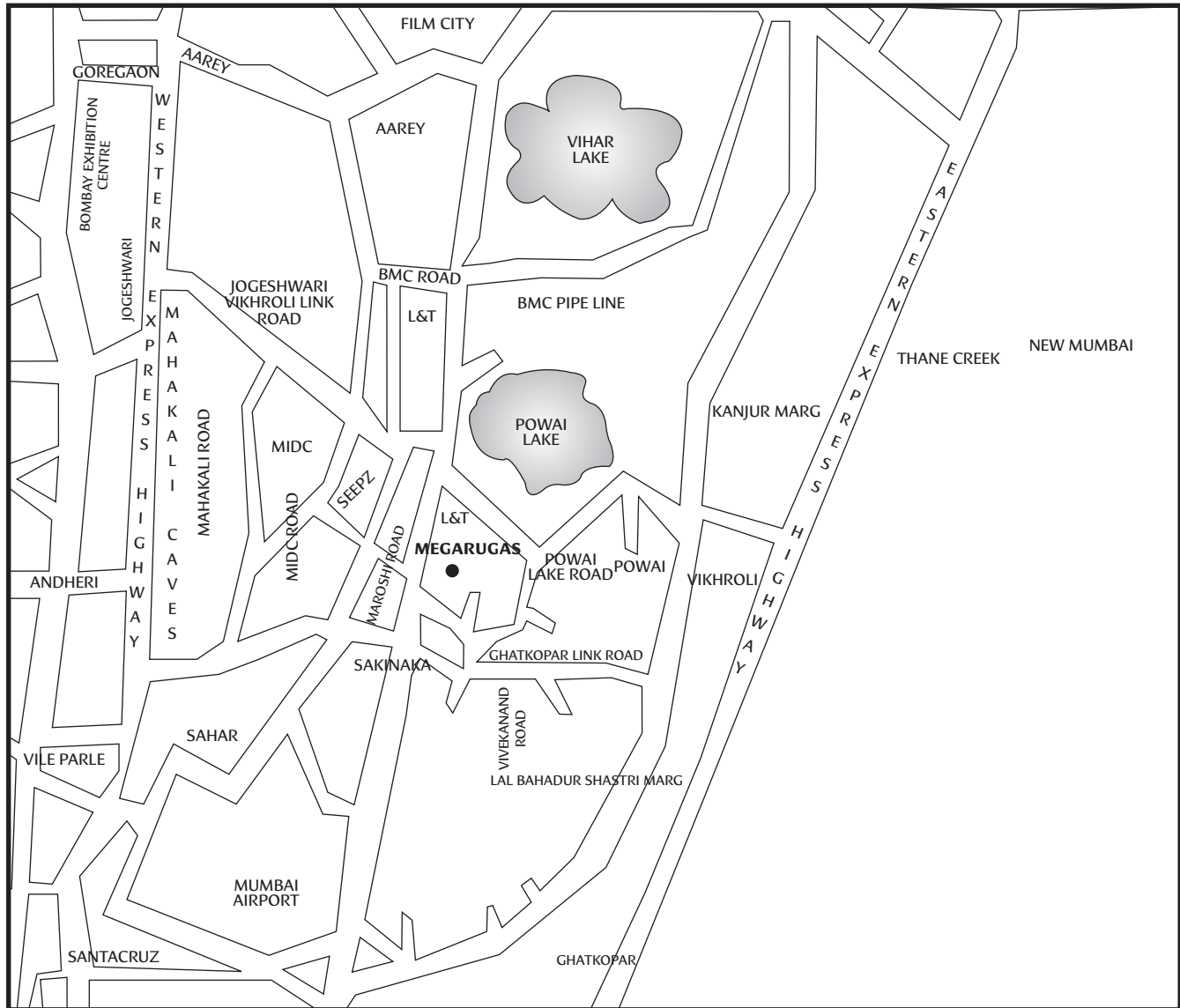
## Annexure A

The instruction for e-voting are as under:

- A. In case a Unitholder receives an email from Karvy [for Unitholders whose email IDs are registered with the Trust/ Depository Participants (s)]:
  - i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e., EVEN No., User ID and password mentioned on Attendance Slip). EVEN No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your 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 recommend 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., IRB INVIT FUND.
  - 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 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.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Unitholders can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/ Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "IRB InvIT Fund, Annual General Meeting".
  - xiii. In case a person has become the Unitholder of the Trust after dispatch of AGM Notice but on or before the cut-off date i.e. **July 20, 2018**, may write to Karvy on the email Id: [evoting@karvy.com](mailto:evoting@karvy.com) or toll free No. 1800 345 4001 or to Karvy Computershare Private Limited [Unit: IRB InvIT Fund], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case a Unitholder receives physical copy of the Notice of AGM [for Unitholders whose email IDs are not registered with the Trust/Depository Participants (s) or requesting physical copy].
    - i. User ID and initial Password as provided on attendance slip.
    - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
  - C. In case of any queries relating to e-voting please visit Help & FAQ section of <https://evoting.karvy.com> (Karvy Website).
  - D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - E. The e-voting period commences on 24.07.2018 (10.00 AM) and ends on 26.07.2018 (5.00 PM). During this period Unitholders of the Trust, holding Units in dematerialized form, as on the cut-off date being July 20, 2018, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently. Further the Unitholders who have casted their vote electronically shall not vote by way of poll, if held at the meeting.
  - F. The voting rights of Unitholders shall be in proportion to their Units of the paid up Unit capital of the Trust as on the cut-off date being July 20, 2018.
  - G. The Board of Directors of Investment Manager has appointed Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co. Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - H. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Trust and make a Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Investment Manager.
  - I. The Results shall be declared on or after the AGM of the Trust and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
  - J. The results declared along with the Scrutinizer's report shall be placed on the Trust's website [www.irbinvit.co.in](http://www.irbinvit.co.in), Investment Manager's website [www.irbfl.co.in](http://www.irbfl.co.in) and on the website of the service provider (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions at the AGM of the Trust and communicated to BSE Limited and National Stock Exchange of India Limited.

## ROUTE MAP



- **Megarugas**, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Andheri (East), Mumbai - 400 072

[illegible]



# IRB

## IRB InvIT Fund

### Proxy form IRB InvIT Fund

(An irrevocable trust set up under the Indian Trusts Act, 1882, and registered as an infrastructure investment trust with the Securities and Exchange Board of India)

**Registered Office:** IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai – 400 072, Maharashtra, India.  
**SEBI Registration Number:** IN/InvIT/15-16/0001

Name of the Unitholder (s) :

Registered address :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the Unitholder(s) of ..... Units of IRB InvIT Fund, hereby appoint

1. .... of ..... having e-mail Id : ....., or failing him

2. .... of ..... having e-mail Id : ....., or failing him

3. .... of ..... having e-mail Id : .....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Trust, to be held on Friday, July 27, 2018 at 3.30 p.m. at Megarugas, Plot No 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Andheri (East), Mumbai - 400 072, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. To consider and adopt the Audited Financial Statements as at and for the Financial Year ended March 31, 2018 together with the Reports of the Investment Manager, Management Discussion & Analysis and the Report of the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2018.		
2. To consider ratification of appointment of Auditor and fix their remuneration.		
3. To approve and adopt the valuation report issued by M/s. Walker Chandio & Co. LLP, the Valuer, for the year ended March 31, 2018.		

Signed this ..... day of ..... 2018

Signature of Unitholder

Affix  
Revenue  
Stamp

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Trust and/or Investment Manager not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a Unitholder of the Trust.**
- \*\* (3)** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4)** Appointing a proxy does not prevent a Unitholder from attending the meeting in person if he so wishes.
- (5)** In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



# **IRB**

## **IRB InvIT Fund**

**ADDENDUM TO THE NOTICE DATED 15TH JUNE, 2018 CONVENING 1ST ANNUAL GENERAL MEETING OF THE UNITHOLDERS OF IRB INVIT FUND (THE TRUST) SCHEDULED TO BE HELD ON FRIDAY, THE 27TH JULY, 2018 AT 3.30 P.M. AT MEGARUGAS, PLOT NO. 9/10, SAKI VIHAR ROAD, OPP. CHANDIVALI STUDIO, NEAR RAHEJA VIHAR COMPLEX, ANDHERI (EAST), MUMBAI - 400 072, MAHARASHTRA**

Attention of the Unitholders is invited to the Notice of Annual General Meeting of the Unitholders of the Trust dated 15th June, 2018.

NOTICE is further given that following item of business shall be included as Addendum to the Notice of Annual General Meeting of the Unitholders of the Trust dated 15th June, 2018 as set out below :

### **ITEM NO. 4: TO APPOINT THE VALUER**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary 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 Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, 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, M/s. Walker Chandiok & Co. LLP (Firm Registration No.: 001076N/N500013), be and are hereby appointed as the Valuer of IRB InvIT Fund and all its Project SPVs for the financial year 2018- 2019.

**RESOLVED FURTHER THAT** the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Valuer.”

For **IRB INVIT FUND**

By Order of the Board

**IRB Infrastructure Private Limited**  
(as the Investment Manager to IRB InvIT Fund)

**Urmil Shah**  
Company Secretary & Compliance Officer

Mumbai

June 28, 2018

### **Registered Office and Contact Details of the Trust:**

#### **IRB INVIT Fund**

IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai - 400 072

**SEBI Registration Number:** IN/InvIT/15-16/0001

**Tel:** +91 22 6640 4299

**Fax:** +91 22 6640 4274

**E-mail:** info@irbinvit.co.in

**Website:** www.irbinvit.co.in

**Compliance Officer:** Mr. Urmil Shah

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

#### **IRB Infrastructure Private Limited**

CIN: U28920MH1997PTC112628

IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai - 400 072

**Tel:** +91 22 6640 4299

**Fax:** +91 22 6640 4274

**Email:** info@irbfl.co.in

**Contact Person:** Mr. Urmil Shah

### **Notes:**

- 1. A UNITHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING, AND SUCH PROXY NEED NOT BE A UNITHOLDERS OF THE TRUST.**
2. The instrument appointing the proxy must be deposited at the Registered Office of the Trust or the Investment Manager not less than 48 hours before the commencement of the Meeting.
3. Please follow steps for e-voting procedure as given in the Notice of Annual General Meeting.

# IRB

## IRB InvIT Fund

### Proxy Form IRB InvIT Fund

(An irrevocable trust set up under the Indian Trusts Act, 1882, and registered as an infrastructure investment trust with the Securities and Exchange Board of India)

**Registered Office:** IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai – 400 072, Maharashtra, India.

**SEBI Registration Number:** IN/InvIT/15-16/0001

Name of the Unitholder (s) :

Registered address :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the Unitholder(s) of ..... Units of IRB InvIT Fund, hereby appoint

1. .... of ..... having e-mail Id : ....., or failing him

2. .... of ..... having e-mail Id : ....., or failing him

3. .... of ..... having e-mail Id : .....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Trust, to be held on Friday, July 27, 2018 at 3.30 p.m. at Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Andheri (East), Mumbai - 400 072, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution	For	Against
4. To appoint the Valuer		

Signed this ..... day of ..... 2018

Affix  
Revenue  
Stamp

Signature of Unitholder

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

#### Notes:

(1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Trust and/or Investment Manager not less than 48 hours before the commencement of the meeting.**

(2) **A Proxy need not be a Unitholder of the Trust.**

**\*\* (3)** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Appointing a proxy does not prevent a Unitholder from attending the meeting in person if he so wishes.

(5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.