

SUNIT KHANDELWAL

Registered Valuer under Companies (Registered Valuers and Valuation) Rules, 2017

IBBI Registration No. IBBI/RV/05/2018/10426

Asset class: Securities or Financial Assets

Valuation report

Valuation date: 31 December 2021

Report date: 31 January 2022

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1. Definitions, abbreviations & glossary of terms

| Abbreviations | Definitions/Meanings |
|--------------------------|---|
| AETL | AE Tollway Limited |
| BOT | Build, Operate and Transfer |
| BV | Break Up Value |
| CA | Concession Agreement |
| CAGR | Compounded Annual Growth Rate |
| CCM | Comparable Companies Multiple |
| CGTL | CG Tollway Limited |
| COD | Commercial Operation Date |
| D/E ratio | Debt-Equity ratio |
| DBFOT | Design, Build, Finance, Operate, Transfer |
| DCF | Discounted Cash Flow |
| EBIT | Earnings before interest and tax |
| EBITDA | Earnings before interest, taxes and depreciation and amortization |
| EPC | Engineering, Procurement and Construction |
| ETC | Electronic Toll Collection |
| EV | Enterprise Value |
| FCFF | Free Cash Flows to Firm |
| FY | Financial Year ending 31st March |
| GDP | Gross Domestic Product |
| GVA | Gross Value Added |
| HAM | Hybrid-Annuity Model |
| IHMTL | IRB Hapur Moradabad Tollway Limited |
| HUDCO | Housing and Urban Development Corporation |
| IBEF | India Brand Equity Foundation |
| INR | Indian Rupees |
| Investment Manager or IM | MMK Toll Road Pvt. Ltd |
| InvIT | Infrastructure Investment Trust |
| IRBIDL | IRB Infrastructure Developers Limited |
| IWTL | IRB Westcoast Tollway Limited |
| IRR | Internal rate of return |
| KGTL | Kishangarh Gulabpura Tollway Limited |
| Km | Kilometer |
| KTL | Kaithal Tollway Limited |
| MAT | Minimum Alternative Tax |
| MDR | Major District roads |
| MoRTH | Ministry of Road Transport & Highways |
| NAV | Net Asset Value |
| NH | National Highway |
| NHAI | National Highways Authority of India |
| NHDP | National Highways Development Project |
| ODR | Other district roads |
| OMT | Operate-Maintain-Transfer |
| PAT | Profit After Tax |
| PBT | Profit before Tax |
| PCU | Passenger Car Equivalent |
| PMGSY | Pradhan Mantri Gram Sadak Yojana |
| PPP | Public Private Partnership |
| SEBI InvIT Regulations | Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 |
| SH | State Highway |
| SPV | Special Purpose Vehicle |
| SYTL | Solapur Yedeshi Tollway Limited |
| the Management | The management and representatives of the Sponsor |
| The Trust | IRB Infrastructure Trust |
| TOT | Toll Operate and Transfer |
| Trustee | IDBI Trusteeship Services Limited |
| UTL | Udaipur Tollway Limited |
| Valuer or I or my or me | Sunit Khandelwal |
| WACC | Weighted Average Cost of Capital |
| WPI | Wholesale Price Index |
| YATL | Yedeshi Aurangabad Tollway Limited |
| You or Client | IRB Infrastructure Trust (acting through the Investment Manager) |



2. Background

2.1 Brief Background and Purpose

1. IRB Infrastructure Developers Limited (referred as "IRBIDL" or "Sponsor") is one of the largest infrastructure development and construction companies in India in the roads and highways sector. It was incorporated on July 27, 1998 and is based in Mumbai, India.
2. IRBIDL's Build Operate and Transfer ("BOT") infrastructure development business involves the construction, development, operation and maintenance of road projects.
3. IRB Group's portfolio (including Private and Public InvIT) comprises 25 projects in all, including 24 highway projects that further include 19 BOT projects, 1 TOT projects and 4 HAM projects and 1 Airport project in Sindhudurg District of Maharashtra. IRBIDL is referred as "the Sponsor".
4. The management of the Sponsor ("the Management") has informed that it has a registered Indian Infrastructure Investment Trust ("InvIT") under Securities Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("SEBI InvIT Regulations") named as IRB Infrastructure Trust ("the Trust"). The Trust had undertaken a private placement of units (the "Offering").
5. The Management further informed that the below Special Purpose Vehicles (hereinafter together referred to as "InvIT Assets", "9 SPVS" or "the SPVs") were acquired by the Trust and the Trust holds 100% equity interest:
 - I. IRB Westcoast Tollway Limited ("IWTL" or "Goa Kundapur")
 - II. Solapur Yedeshi Tollway Limited ("SYTL" or "Solapur Yedeshi")
 - III. Yedeshi Aurangabad Tollway Limited ("YATL" or "Yedeshi Aurangabad")
 - IV. Kaithal Tollway Limited ("KTL" or "Kaithal Rajasthan")
 - V. AE Tollway Limited ("AETL" or "Agra Etawah")
 - VI. Udaipur Tollway Limited ("UTL" or "Udaipur Rajasthan/ Gujarat border")
 - VII. CG Tollway Limited ("CGTL" or "Gulabpura Chittorgarh")
 - VIII. KG Tollway Limited ("KGTL" or "Kishangarh Gulabpura")
 - IX. IRB Hapur Moradabad Tollway Limited ("IHMTL" or "Hapur Moradabad")
6. As per the SEBI InvIT Regulations, valuation of the InvIT assets is required to evaluate right issue by a Registered Valuer (as defined under section 247 of the Companies Act, 2013) and such valuation report is required to be in compliance with the SEBI InvIT Regulations ("Purpose").
7. In this regard, the Valuer has been appointed to determine Enterprise Value ("EV") of the 9 SPVs on a stand-alone basis under the SEBI InvIT Regulations along with equity valuation of the Trust as on 31 December 2021 ("Valuation Date").



3. Sources of Information

We have relied on the following sources of information:

- As provided by the Management:
 - Information on business and profile of the SPVs as provided by the Management.
 - Concession Agreement of each SPV between NHAI and individual SPV.
 - Unaudited financial statements on a standalone basis from the date of operation of individual SPV till 31 December 2021.
 - Unaudited financial statements of the Trust on consolidated basis as on 31 December 2021.
 - Financial projections of the SPVs from FY 2022 till the end of the concession period of the respective SPV as provided by the Management.
 - Income tax returns for AY 2021-22 for 9 SPVs
 - Traffic consultant reports prepared by consultants as noted in the table below for each SPV as provided by the Management. Management has represented that the traffic studies shared are the most recent studies available. Management has further represented that technical due diligence for the SPVs has not been conducted as operations and maintenance (O&M) would be done by IRBIDL (Sponsor and Project Manager) based on a fixed price contract. O&M payments are fixed for 10 years – after that the terms can be renegotiated upon renewal of the project implementation agreements

Traffic consultants for the various SPVs

| SI. No | Name of Project | Short name of SPV | Name of traffic consultant |
|--------|---------------------------|-------------------|----------------------------|
| 1 | Goa Kundapur | IWTL | Steer |
| 2 | Solapur Yedeshi | SYTL | Steer |
| 3 | Yedeshi Aurangabad | YATL | Steer |
| 4 | Kaithal - Rajasthan | KTL | Steer |
| 5 | Agra Etawah | AETL | Steer |
| 6 | Udaipur Rajasthan Gujarat | UTL | Steer |
| 7 | Gulabpura Chittorgarh | CGTL | Steer |
| 8 | Kishangarh Gulabpura | KGTL | Steer |
| 9 | Hapur Moradabad | IHMTL | Steer |

- Completion certificates or provisional completion certificates as applicable for the various SPVs
- Management has represented that out of 9 SPVs which are managed under the Trust, 6 SPVs are fully operational & rest 3 SPVs are under construction. Management has assumed an extension in the end date of concession period with respect to all SPVs to compensate for loss of revenue due to lockdown situation, based on formula as per the provisions of CA ("Concession Agreement") via Policy No. 8.3.33/2020 dated 26 May 2020, as well as on account of Target Traffic - Article 29 of CA. The same have not been approved by NHAI

| Concession period assumed by Management(not yet approved by NHAI) | | | | | | | Management expected concession period ends - 31 December 2021 |
|---|---------------------------|----------------------|------------------------------|----------|--|--|--|
| Sl. No | Name of Project | Short name of SPV | Construction Phase | Lane Kms | Scheduled Concession period ends | | |
| 1 | Goa Kundapur | IWTL | Tolling & Under Construction | 758 | Mar-42 | | Jan-48 |
| 2 | Solapur Yedeshi | SYTL | Fully operational | 395 | Jan-44 | | Apr-44 |
| 3 | Yedeshi Aurangabad | YATL | Fully operational | 756 | Jun-41 | | Jan-43 |
| 4 | Kaithal - Rajasthan | KTL | Fully operational | 665 | Jul-42 | | Feb-49 |
| 5 | Agra Etawah | AETL | Fully operational | 747 | Jul-40 | | Aug-45 |
| 6 | Udaipur Rajasthan Gujarat | UTL | Fully operational | 683 | Sep-38 | | Feb-43 |
| 7 | Gulabpura Chittorgarh | CGTL | Fully operational | 749 | Nov-37 | | Feb-42 |
| 8 | Kishangarh Gulabpura | KGTL | Tolling & Under Construction | 540 | Feb-38 | | May-42 |
| 9 | Hapur Moradabad | IHMTL | Tolling & Under Construction | 599 | May-41 | | Aug-41 |

- NHAI in its circular dated 26th May 2020 has decided to provide for assistance in the form of COVID-19 Loan. IRBIDL has applied for COVID-19 Loan for all the 9 SPVs and is awaiting NHAI approval for the same. In any case, the SPVs have already availed the moratorium on interest (Funded Interest Term Loan FITL) and principal on loan from respective lenders, thus the COVID-19 Loan would only replace the FITL as and when received from NHAI. Accordingly, any procedural delay at NHAI for giving the COVID-19 loan approval is not expected to have any adverse impact on the liquidity position of the Sponsor based on understanding of the Trust and the Sponsor.
- Toll rate notification/validation letters for the SPVs
- The list of all the permits and licenses of the individual SPVs as provided by the Management.
- The estimates and timing of the proposed major repairs to be carried out by the SPVs as provided by the Management.
- Money payable to related parties (INR 3475.8 crores) forming part of non-current liabilities (INR 2,524.6 crores) and current liabilities (INR 951.2 crores) on the Trust combined balance sheet as on Valuation Date and will be settled against amount receivable from NHAI against claim.
- Management has represented that other operating income mentioned in the consolidated management business plan is operating in nature and is on DSRA created for each SPV.
- Proprietary databases
- Site Visits and Physical inspection for all the SPVs
- Other industry related information from various publicly available sources
- Other discussions with the Management
- In addition to the above, we have also obtained such other information and explanations which were considered relevant for the purpose of our analysis. While we have relied on the information, we have not independently verified or audited these information

Please note that with respect to the audited, provisional and projected financial statements, rounding-off of amounts in the underlying financial information could result in immaterial arithmetic differences

3.1 Details of Site Visit

The site visit of the 9 SPVs were conducted during the fortnight ending 15 January 2022. Please refer respective sections of each SPV in the later part of this report for the site photographs of the relevant SPV.



Exclusions and Limitations

3.2 Context and Purpose

The Management has appointed the Valuer to determine the Enterprise Value of the 9 SPVs pursuant to the SEBI InvIT Regulations and also compute the equity value of the Trust which owns these specified 9 SPVs.

This valuation analysis exercise and valuation report are solely for the Purpose mentioned herein in the Report.

3.3 Restricted Audience

This report and the information contained herein are absolutely confidential and are intended for use only in connection with the Purpose set out in the report.

It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without the written consent of the Valuer. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the SEBI InvIT Regulations. This report and summary of valuation included herein can be reproduced and included in the statutory filings and may be made available for inspection in the manner specified therein. In the event, if the Client or its management extend the use of the report beyond the Purpose mentioned earlier in the report, with or without the consent of the Valuer, the Valuer will not accept any responsibility to any other party to whom this report may be shown or who may acquire a copy of the report.

It is clarified that this report is not a fairness opinion under any of the stock exchange / listing regulations. In case of any third-party having access to this report, please note that this report is not a substitute for the third party own due diligence / appraisal / enquiries / independent advice that the third party should undertake for its purpose.

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3.4 Limitation Clause

The report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

The scope of the assignment did not include performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used during the course of the work. Further, conducting a financial or technical feasibility study was also not covered. During the course of this work, the Valuer has relied upon assumptions and projections related to the Trust and the SPVs made by the management of the Sponsor. These assumptions require exercise of judgment and are subject to uncertainties. Also, the Valuer has relied on the traffic study reports.

Further, this valuation Report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to the Valuer or used by the Valuer up to the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of the SPVs. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this report and the Valuer shall not be obliged to update, review or reaffirm this report if the information provided to the Valuer changes. The information presented in this valuation Report does not reflect the outcome of any due diligence procedures, which may change the information contained herein and, therefore, the valuation Report materially.

Valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While the Valuer has provided an assessment of the value based on an analysis of information available and within the scope of engagement, others may place a different value on the businesses.

Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point in time, but such information, estimates or opinions are not offered as prediction or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

The realization of these projections is dependent on the continuing validity of the assumptions on which they are based. Since the projections relate to the future, actual results are likely to be different from the projected results in case of events and circumstances not occurring as projected and the differences may be material. The Valuer's work did not constitute a validation of the financial projections of the Trust and the SPVs under consideration and accordingly, the Valuer does not express any opinion on the same. The Valuer has not commented on the appropriateness of or independently verified the assumptions or Information provided to us for arriving at the financial projections. Further, while the Valuer has discussed the assumptions and projections with the management of the Sponsor, Valuer's reliance on them for the purpose of valuation should not be construed as an assurance about the accuracy of the assumptions or the achievability of the financial projections.

This Report is based on information received from sources mentioned herein and discussions with the management of the Sponsor. This information has not been independently verified by the Valuer. The Valuer has assumed that the Sponsor has furnished all information, which it is aware of concerning the financial statements and respective liabilities, which may have an impact on my report.

The Valuer has not done any independent technical valuation or appraisal or due diligence of the



assets or liabilities of the Trust or a SPV or any of other entity mentioned in this Report and has considered them at the value as disclosed by the Trust in their regulatory filings or in submissions, oral or written, made to me. Nothing has come to the Valuer's knowledge to indicate that the material provided to the Valuer was misstated or incorrect or would not afford reasonable grounds upon which to base my Report.

The Valuer has not made any independent verification with respect to the Sponsor's claim to title of assets or property for the purpose of this valuation. With respect to claim to title of assets or property, the Valuer has solely relied on representations, whether verbal or otherwise, made by the Management to us for the purpose of this Report.

For the present valuation analysis exercise, the Valuer has also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified. Further, the Valuer has not verified the publicly available information cited in this Report.

In the particular circumstances of this case, the Valuer shall be liable only to the Sponsor, the Trust and the Investment Manager. The Valuer shall have no liability (in contract or under statute or otherwise) to any other party for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage is caused other than in cases of fraud, gross negligence or wilful misconduct, or on account of any natural calamities, shall be limited to the amount of fees actually received by the Valuer as laid out in the engagement letter, for such valuation work.

Whilst, all reasonable care has been taken to ensure that facts stated in the Report are accurate and opinions given are fair and reasonable, neither the Valuer, nor any of the Valuer's team member shall in any way be responsible for the management content, third party content or other any content sourced from publicly available information, stated herein. Accordingly, the Valuer makes no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such content. The Valuer expressly disclaim any and all liabilities, which may arise based upon such content used in this Report.

This Report does not look into the business / commercial reasons behind the transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives, or whether or not such alternatives could be achieved or are available. The assessment of commercial and investment merits of the Trust are sole responsibility of the investors of the Trust and the Valuer does not express opinion on the suitability or otherwise of entering into any financial or other transactions with the Investment Manager, the Trust or the Sponsor.

The Valuer is not advisor with respect to legal tax and regulatory matters for the transaction. No investigation of the SPVs' claim to title or assets has been made for the purpose of this Report and the SPVs' claim to such right have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

Except to the extent required under the SEBI InvIT Regulations and other applicable law, the Valuer is not responsible for matters of legal nature including issues of legal title and compliance with local laws in respect of the SPVs and also no consideration has been given to litigation and other contingent liabilities that are not recorded in the financials of the SPVs.

The valuation analysis in this Report should not be construed as investment advice; specifically, and the Valuer do not express any opinion on the suitability or otherwise of entering into any financial or other transactions with the Investment Manager, the Trust or any of the SPVs.

The estimate of value contained herein are not intended to represent value of the SPVs at any time other than the dates specifically mentioned for each valuation result, as per the agreed scope of engagement and as required under the SEBI InvIT Regulations.

Our work in preparing the report was undertaken, and our report has been produced in accordance with the terms of engagement between us and the Client. Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, diligence services, or consulting/ tax-related services.

This Valuation Report, its contents, and results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement along with subsequent discussions with the management; (ii) the date of this Valuation Report, and (iii) are based on the data detailed in the section – Sources of information. An analysis of this nature is necessarily based on the prevailing stock market, financial, economic, and other conditions in general and industry trends in particular, and the information made available to us as of the Valuation Date. Events occurring after the Valuation Date may affect this Valuation Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Valuation Report

The outbreak of the COVID-19 pandemic has created significant uncertainty in valuation and accordingly, the Valuer has recommended a degree of caution to the values arrived under current circumstances, as the same may change rapidly depending on the changing market scenario. Due to the outbreak of the COVID-19 pandemic, the valuation exercise undertaken by the Valuer is based on significant assumptions within the valuation approach and methodology, which are based on factors whose outcomes are uncertain and hence, results in lower certainty of the value determined in the Valuation Report, than would otherwise be in this case

Management has represented that the business activities of the Company have been carried out in the normal and ordinary course and that no material adverse change has occurred in operations between the Valuation Date and the date of issue of the Valuation Report

The Valuer is not responsible for updating this Valuation Report because of events or transactions occurring subsequent to the date of issue of this Report

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4. Overview of the 9 SPVs

4.1 IRB Westcoast Tollway Limited (“IWTL” or “Goa Kundapur”)

IRB Westcoast Tollway Limited (“IWTL”) was awarded a grant of INR 536.22 crores from the NHAI during the construction period. For this project, IWTL was engaged to expand the existing two-lane road to a four-lane road in the Goa/ Karnataka Border to Kundapur Section of NH17 (from 93.70 Km to 283.30 Km) in Karnataka under National Highway Development Program Phase IV on a Design-Build-Finance-Operate-Transfer basis. A concession agreement dated March 25, 2013 was entered into between the NHAI and IWTL. The project received a provisional completion certificate and commenced tolling in February 2020.

Concession Period: The concession period for this project is 28 years commencing from March 3, 2014. As per the concession agreement, IWTL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on April 1st subject to and in accordance with such fee rules.

Operation and Maintenance: IWTL is required to carry out the operation and maintenance of this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.



The key details of IRB Westcoast Tollway Limited are as follows:

| Particulars | Details |
|--|--|
| Project name | Goa/Karnataka Border to Kundapur |
| Name of Concessionaire | IRB Westcoast Tollway Limited |
| State | Karnataka |
| NH/ SH | NH 17 |
| PPP mode | Design, Build, Finance, Operate and Transfer ("DBFOT") |
| Execution of CA | March 25, 2013 |
| Appointed date | March 3, 2014 |
| Scheduled Concession End Date | March 2, 2042 |
| Original Concession period | 28 Years |
| Expected Concession End Date due to actual (estimated) traffic being lower than Target Traffic and covid 19 lockdown as per CA | January 7, 2048 |
| Tollable Length (Kms) | 189.6 |
| Toll Plaza | 3 |

The shareholding pattern of IRB Westcoast Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 174,194,297 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 174,194,303 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

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4.2 Solapur Yedeshi Tollway Limited (“SYTL” or “Solapur Yedeshi”)

Solapur Yedeshi Tollway Limited (“SYTL”) was awarded a grant of INR 189 crores from the NHAI during the construction period. For this project, SYTL was engaged to expand the existing two-lane road to a four-lane road in the Solapur to Yedeshi Section of NH-211 from 0.00 Km to 100.00 Km (design length of 98.717 Km) in the State of Maharashtra under National Highway Development Program Phase IV on a Design-Build-Finance-Operate-Transfer basis. A concession agreement dated March 3, 2014 was entered into between the NHAI and SYTL. The project received a final completion certificate in October 2019.

Concession Period: The concession period for this project is 29 years commencing from January 21, 2015. As per the concession agreement, SYTL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on April 1st subject to and in accordance with such fee rules.

Operation and Maintenance: SYTL is required to carry out the operation and maintenance of this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.



| IRB सोलापुर येदशी टोलवे प्राइवेट लिमिटेड NH-52 | | | | |
|--|------------|------------|--------------------------|-----------|
| सामलवाडी टोल प्लाजा (KM 19.360) शुल्क दर (₹) | | | | |
| दि. 01.07.2022 | | | | |
| यान का प्रकार | स्तरवा बहन | वापसी वाहन | ONLY SUBTRACT COMMERCIAL | भासिक पास |
| कार, जीप, वैन | 65 | 95 | 30 | 2090 |
| हल्के वाणिज्यिक यान | 100 | 150 | 50 | 3375 |
| बस और ट्रक | 210 | 320 | 105 | 7070 |
| 3 एक्सल | 230 | 345 | 115 | 7715 |
| भारी निर्माण मशीनें अर्थमूविंग उपकरण और बहुपरीय यान (चार से छह घुरी) | 335 | 500 | 165 | 11090 |
| अधिक बडे यान (सात अथवा अधिक घुरी) | 405 | 605 | 200 | 13500 |

टीप : भासिक पास रु. १८५ - स्थानिक वाहने (कार)वाणिज्यिक वापर सोडून



The key details of Solapur Yedeshi Tollway Limited are as follows:

| Particulars | Details |
|---|--|
| Project name | Solapur Yedeshi |
| Name of Concessionaire | Solapur Yedeshi Tollway Limited |
| State | Maharashtra |
| NH/ SH | NH 211 |
| PPP mode | Design, Build, Finance, Operate and Transfer (“DBFOT”) |
| Execution of CA | March 3, 2014 |
| Appointed date | January 21, 2015 |
| Provisional Completion certificate date | March 5, 2018 |
| Scheduled Concession End Date | January 20, 2044 |
| Original Concession period | 29 Years |
| Expected Concession End Date due to covid 19 lockdown as per CA | April 20, 2044 |
| Tollable Length (Kms) | 98.7 |
| Toll Plaza | 2 |

The shareholding pattern of Solapur Yedeshi Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 98,249,994 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 98,250,000 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

4.3 Yedeshi Aurangabad Tollway Limited (“YATL” or “Yedeshi Aurangabad”)

Yedeshi Aurangabad Tollway Limited (“YATL”) was awarded a grant of INR 558 crores from NHAI during the construction period. For this project, YATL was engaged to expand the existing two-lane road to a four-lane road in the Yedeshi to Aurangabad Section of NH-211 from 100.00 Km to 290.20 Km (design length of 189.09 Km) in the State of Maharashtra under National Highway Development Program Phase IV on a Design-Build-Finance-Operate-Transfer basis. A concession agreement dated May 30, 2014 was entered into between the NHAI and YATL. The project received a final completion certificate in September 2020.

Concession Period: The concession period for this project is 26 years commencing from July 1, 2015. As per the concession agreement, YATL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on April 1st subject to and in accordance with such fee rules.

Operation and Maintenance: YATL is required to carry out the operation and maintenance of this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.



The key details of Yedeshi Aurangabad Tollway Limited are as follows:

| Particulars | Details |
|---|--|
| Project name | Yedeshi Aurangabad |
| Name of Concessionaire | Yedeshi Aurangabad Tollway Limited |
| State | Maharashtra |
| NH/ SH | NH 211 |
| PPP mode | Design, Build, Finance, Operate and Transfer ("DBFOT") |
| Execution of CA | May 30, 2014 |
| Appointed date | July 1, 2015 |
| Provisional Completion certificate date | March 17, 2018 |
| Scheduled Concession End Date | June 30, 2041 |
| Original Concession period | 26 Years |
| Expected Concession End Date due to covid 19 lockdown as per CA | January 4, 2043 |
| Tollable Length (Kms) | 189.1 |
| Toll Plaza | 3 |

The shareholding pattern of Yedeshi Aurangabad Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 215,756,995 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 215,757,001 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX.

4.4 Kaithal Tollway Limited (“KTL” or “Kaithal Rajasthan”)

Kaithal Tollway Limited (“KTL”), was awarded a grant of INR 234 crores from NHA during the construction period. For this project, KTL was engaged to expand the existing two-lane road to a four-lane road in the Kaithal to Rajasthan Border Section of NH-152/65 from 33.25 Km (design - 0.500 Km) to 241.58 Km (design 165.759 Km i.e. total design length of 166.259 Km) in the State of Haryana under National Highway Development Program Phase IV on a Design-Build-Finance-Operate-Transfer basis. A concession agreement dated June 23, 2014 was entered into between the NHA and KTL. The project received provisional completion certificates in September 2017 and July 2018 and commenced tolling in September 2017. The project received a final completion certificate in March 2019.

Concession Period: The concession period for this project is 27 years commencing from July 15, 2015. As per the concession agreement, KTL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on 01 April subject to and in accordance with such fee rules.

Operation and Maintenance: KTL carries out the operation and maintenance of this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.



The key details of Kaithal Tollway Limited are as follows:

| Particulars | Details |
|---|--|
| Project name | Kaithal - Rajasthan Border |
| Name of concessionaire | Kaithal Tollway Limited |
| State | Haryana |
| NH | NH- 152/65 |
| PPP mode | Design, Build, Finance, Operate and Transfer (“DBFOT”) |
| Execution of concession agreement date | June 23, 2014 |
| Appointed date | July 15, 2015 |
| Provisional Completion certificate date – I | September 6, 2017 |
| Provisional Completion certificate date – II | July 9, 2018 |
| Completion certificate date | March 29, 2019 |
| Scheduled concession end date | July 14, 2042 |
| Original concession period (yrs) | 27 years |
| Expected Concession End Date due to covid 19 lockdown as per CA | February 6, 2049 |
| Tollable length (Kms) | 166.3 |
| Toll plaza (No.) | 3 |

The shareholding pattern of Kaithal Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 327,999,994 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 328,000,000 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

4.5 AE Tollway Limited (“AETL” or “Agra Etawah”)

AE Tollway Limited (“AETL”) was awarded on the basis of a premium of INR 81 crores payable to the NHAI in the first year of concession period increased annually at by an additional 5% as compared to the immediately preceding year. For this project, AETL was engaged to expand the Agra to Etawah Bypass Section of NH-2 from 199.660 Km to 323.525 Km (design length of 124.52 Km) in the State of Uttar Pradesh from four to six lanes under National Highway Development Program Phase V on a design-build-finance-operate-transfer basis. A concession agreement dated September 1, 2015 was entered into between the NHAI and AETL. Being a four to six laning project, tolling commenced in August 2016. The project received a final completion certificate in October 2020.

Concession Period: The concession period for this project is 24 years commencing from August 1, 2016. As per the concession agreement, AETL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on April 1st subject to and in accordance with such fee rules.

Operation and Maintenance: During the concession period, AETL is required to operate and maintain the facilities relating to this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.





| NATIONAL HIGHWAYS AUTHORITY OF INDIA GURAU TOLL PLAZA KM. 199+660 TO KM. 323+525 | | | |
|---|----------------------|----------------------|--------------------|
| USER FEE | | | |
| TYPE OF VEHICLE | SINGLE JOURNEY (Rs.) | RETURN JOURNEY (Rs.) | MONTHLY PASS (Rs.) |
| CAR/VAN/JEEP/LMV | 100 | 145 | 2250 |
| LCV/LGV/MINI BUS | 160 | 235 | 3255 |
| BUS / TRUCK(2 AXLE) | 330 | 495 | 11000 |
| COMMERCIAL VEHICLE (3 AXLE) | 360 | 540 | 13000 |
| MAV/HCM/EME (4 to 6 AXLE) | 520 | 775 | 17200 |
| OVERSIZED VEHICLES (7 AND ABOVE AXLE) | 630 | 945 | 21015 |



The key details of AE Tollway Limited are as follows:

| Particulars | Details |
|---|-------------------------------------|
| Project name | Agra - Ethawah |
| Name of concessionaire | AE Tollway Limited |
| State | Uttar Pradesh |
| NH | NH-2 |
| PPP mode | Build, Operate and Transfer ("BOT") |
| Execution of concession agreement date | September 1, 2015 |
| Appointed date | August 1, 2016 |
| Provisional Completion certificate date | August 1, 2016 |
| Scheduled concession end date | July 31, 2040 |
| Original concession period (yrs) | 24 years |
| Expected Concession End Date due to covid 19 lockdown as per CA | August 19, 2045 |
| Tollable length (Kms) | 124.52 |
| Toll plaza (No.) | 2 |

The shareholding pattern of AE Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 436,499,994 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 436,500,000 | 100 |

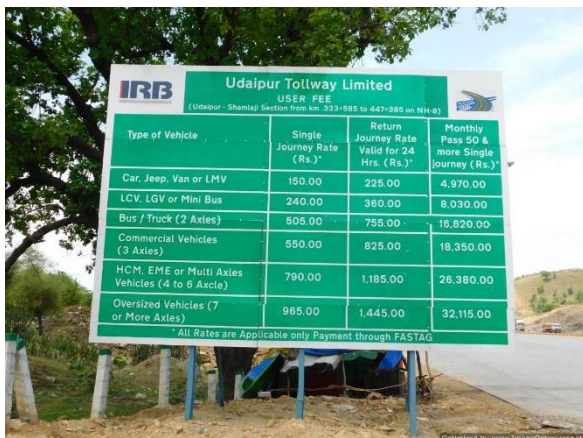
For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

4.6 Udaipur Tollway Limited (“UTL” or “Udaipur Rajasthan/ Gujarat border”)

Udaipur Tollway Limited (“**UTL**”) was awarded on the basis of a premium of INR 163.80 crores payable to the NHAI immediately after the third anniversary year of COD and for each subsequent year till the 9th anniversary of COD the premium shall increase by an additional 3% as compared to the previous year. From the 9th anniversary of COD until the end of the concession period the premium shall increase by an additional 8% each year as compared to the previous year. For this project, UTL was engaged to expand the Udaipur Bypass (287.40 Km) to Rajasthan/Gujarat Border (401.20 Km) section of NH-8 in the states of Rajasthan & Gujarat (approx. length 113.80 Km) from four to six lanes under National Highway Development Program Phase V on a design-build-finance-operate-transfer basis. A concession agreement dated 09 December 2016 was entered into between the NHAI and UTL. Being a four to six laning project, tolling commenced in September 2017.

Concession Period: The concession period for this project is 21 years from September 3, 2017. As per the concession agreement, UTL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on 01 April subject to and in accordance with such fee rules. Being a four to six laning project, tolling commenced from appointed date i.e. 03 September 2017.

Operation and Maintenance: During the concession period, UTL is required to operate and maintain the facilities relating to this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.



The key details of Udaipur Tollway Limited are as follows:

| Particulars | Details |
|---|--|
| Project name | Udaipur Gujarat Border |
| Name of concessionaire | Udaipur Tollway Limited |
| State | Rajasthan/ Gujarat |
| NH | NH-8 |
| PPP mode | Design, Build, Finance, Operate and Transfer ("DBFOT") |
| Execution of concession agreement date | December 9, 2016 |
| Appointed date | September 3, 2017 |
| Provisional Completion certificate date | September 3, 2017 |
| Scheduled concession end date | September 2, 2038 |
| Original concession period (yrs) | 21 years |
| Expected Concession End Date due to covid 19 lockdown as per CA | February 13, 2043 |
| Tollable length (Kms) | 113.8 |
| Toll plaza (No.) | 1 |

The shareholding pattern of Udaipur Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 116,799,994 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 116,800,000 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

4.7 CG Tollway Limited (“CGTL” or “Gulabpura Chittorgarh”)

CG Tollway Limited (“CGTL”) was awarded on the basis of a premium of INR 228.60 crores payable to the NHAI immediately after the third anniversary year of COD and for each subsequent year till the 9th anniversary of COD the premium shall increase by an additional 3% as compared to the previous year. From the 9th anniversary of COD until the end of the concession period the premium shall increase by an additional 8% each year as compared to the previous year. For this project, CGTL was engaged to expand the Gulabpura (90.00 Km) to end of Chittorgarh Bypass (214.87 Km) Section of NH-79 in the state of Rajasthan from four to six lanes under National Highway Development Program Phase V on a design-build-finance-operate-transfer basis. A concession agreement dated 09 December 2016 was entered into between the NHAI and CGTL. Being a four to six laning project, tolling commenced in November 2017.

Concession Period: The concession period for this project is 20 years commencing from 04 November 2017. As per the concession agreement, CGTL is entitled to collect fees from project highway users, subject to the National Highways fee Rules. The toll rates are revised annually on 01 April subject to and in accordance with such fee rules.

Operation and Maintenance: During the concession period, CGTL is required to operate and maintain the facilities relating to this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 203,499,994 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 203,500,000 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX.

4.8 Kishangarh Gulabpura Tollway Limited (“KGTL” or “Kishangarh Gulabpura”)

Kishangarh Gulabpura Tollway Limited (“KGTL”) was awarded on the basis of a premium of INR 186.30 crores payable to the NHAI immediately after the third anniversary year of COD and for each subsequent year till the 9th anniversary of COD the premium shall increase by an additional 3% as compared to the previous year. From the 9th anniversary of COD until the end of the concession period the premium shall increase by an additional 8% each year as compared to the previous year. For this project, KGTL was engaged to expand the Kishangarh (0.83 Km to 36.10 Km of NH 79A and 15.00 KM to 69.73 Km of NH-79) to Gulabpura section of NH 79A and NH 79 in the state of Rajasthan (length 90.00 Km) from four to six lanes under National Highway Development Program Phase V on a design-build-finance-operate-transfer basis. A concession agreement dated 22 February 2017 was entered into between the NHAI and KGTL. Being a four to six laning project, tolling commenced in February 2018.

Concession Period: The concession period for this project is 20 years commencing from 21 February 2018. As per the concession agreement, KGTL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on 01 April subject to and in accordance with such fee rules.

Operation and Maintenance: During the concession period, KGTL is required to operate and maintain the facilities relating to this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.





The key details of Kishangarh Gulabpura Tollway Limited are as follows:

| Particulars | Details |
|---|--|
| Project name | Kishangarh Gulabpura |
| Name of concessionaire | Krishangarh Gulabpura Tollway Limited |
| State | Rajasthan |
| NH | NH-79A & NH-79 |
| PPP mode | Design, Build, Finance, Operate and Transfer ("DBFOT") |
| Execution of concession agreement date | February 22, 2017 |
| Appointed date | February 21, 2018 |
| Provisional Completion certificate date | February 21, 2018 |
| Scheduled concession end date | February 20, 2038 |
| Original concession period (yrs) | 20 years |
| Expected Concession End Date due to covid 19 lockdown as per CA | May 20, 2042 |
| Tollable length (Kms) | 90 |
| Toll plaza (No.) | 1 |

The shareholding pattern of Kishangarh Gulabpura Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 155,499,994 | 99.99 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 155,500,000 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

4.9 IRB Hapur Moradabad Tollway Limited (“IHMTL” or “Hapur Moradabad”)

IRB Hapur Moradabad Tollway Limited (“IHMTL”) was awarded on the basis of a premium of INR 31.5 crores payable to the NHAI immediately after the third anniversary year of COD and for each subsequent year until the ninth anniversary of COD the premium will increase by an additional 3% as compared to the previous year. From the ninth anniversary of COD until the end of the concession period the premium will increase by an additional 8% each year as compared to the previous year. For this project, IHMTL was engaged to expand the Hapur Bypass (50.000 Km) to Moradabad (149.867 Km) Section of NH-9 (design length of 99.867 Km) in the state of Uttar Pradesh from four to six lanes under National Highway Development Program Phase V on a design-build-finance-operate-transfer basis. A concession agreement dated May 29, 2018 was entered into between the NHAI and IHMTL. Being a four to six laning project, tolling commenced in May 2019.

Concession Period: The concession period for this project is 22 years commencing from 28 May 2019. As per the concession agreement, IHMTL is entitled to collect fees from project highway users, subject to the National Highways fee rules. The toll rates are revised annually on 01 April subject to and in accordance with such fee rules.

Operation and Maintenance: During the concession period, IHMTL is required to operate and maintain the facilities relating to this project, and if required, modify, repair or otherwise make improvements to the project highway in accordance with the concession agreement.

| LUSER FEE RECOVERY | | CONTRIBUTION | | TOLL | |
|-------------------------|--------|------------------------------|--------|-------------------------------------|--------|
| TYPE OF VEHICLE | AMOUNT | VEHICLES REGISTERED IN STATE | AMOUNT | VEHICLES REGISTERED IN OTHER STATES | AMOUNT |
| Two Wheeler | 50 | 100 | 25 | 100 | 30 |
| Light Motor Vehicle | 80 | 100 | 40 | 100 | 45 |
| Medium Motor Vehicle | 150 | 100 | 75 | 100 | 90 |
| Heavy Motor Vehicle | 250 | 100 | 125 | 100 | 165 |
| Tractor | 100 | 100 | 50 | 100 | 210 |
| Auto Rickshaw | 20 | 100 | 10 | 100 | 30 |
| Goods Transport Vehicle | 300 | 100 | 150 | 100 | 370 |
| Tractor Trailer | 200 | 100 | 100 | 100 | 185 |



SUNIT KHANDELWAL

Registered Valuer under Companies (Registered Valuers and Valuation) Rules, 2017

IBBI Registration No. IBBI/RV/05/2018/10426

Asset class: Securities or Financial Assets

The key details of IRB Hapur Moradabad Tollway Limited are as follows:

| Particulars | Details |
|---|--|
| Project name | Hapur Moradabad |
| Name of concessionaire | IRB Hapur Moradabad Tollway Limited |
| State | Uttar Pradesh |
| NH | NH-24 |
| PPP mode | Design, Build, Finance, Operate and Transfer ("DBFOT") |
| Execution of concession agreement date | May 29, 2018 |
| Appointed date | May 28, 2019 |
| Provisional Completion certificate date | May 28, 2019 |
| Scheduled concession end date | May 27, 2041 |
| Original concession period (yrs) | 22 years |
| Expected Concession End Date due to covid 19 lockdown as per CA | August 31, 2041 |
| Tollable length (Kms) | 99.87 |
| Toll plaza (No.) | 2 |

The shareholding pattern of IRB Hapur Moradabad Tollway Limited as on 31 December 2021 is as follows:

| Name of shareholder | No. of Shares held | Stake% |
|-------------------------------------|--------------------|----------------|
| IRB Infrastructure Trust | 371,499,994 | 100 |
| Nominee of IRB Infrastructure Trust | 6 | Less than 0.01 |
| Total | 371,500,000 | 100 |

For the list of approvals and disclosure on litigation please refer relevant annexure related to the above SPV which have been spread between annexure I to IX

5. Industry Overview

5.1 Indian Economy

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Market Size and Growth:

India's GDP (at constant 2011-2012 prices) was estimated at INR 35.73 trillion (US\$ 475 billion) for the second quarter of FY21-22, against INR 32.97 trillion (US\$ 439 billion) in the second quarter of FY20-21 showing a growth of 8.4 per cent as compared to the 7.4 per cent contraction in the same quarter a year ago.

5.2 Infrastructure Sector in India

The infrastructure sector is a key driver for the Indian economy. The infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

Market Size:

Communication address:
507 A, 5th floor,
Platinum Tower, Sohna Road,
Sector -47, Gurgaon – 122001
Haryana, India

Registered office:
F 1502, GPL Eden Heights,
Sector 70,
Gurgaon 122101
Haryana, India

Telephone: +91 124-4696689
Fax: +91 124-4696689
Mobile: +91 9560680444
Email: sunitkhandelwal@gmail.com

According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built-up infrastructure, and construction development projects) and construction (infrastructure) activities stood at US\$ 26.14 billion and US\$ 25.38 billion, respectively, between April 2000 and June 2021.

5.3 Road and Highway Sector in India (Sector background)

India with a total road network of 6.37 million Km comprises national & state highways and urban & rural roads. Out of this approx. 1.71 lakh Kms are State Highways (SHs) and approx. 1.41 lakh Kms are National Highways (NHs) which account for 3 per cent & 2 per cent of the total roads in India, respectively.

National Highways of 5,835 km length have been constructed in the first nine months of FY 2021-22.

| | |
|--------------------|---------------------|
| Total Roads | 63,71,847 km |
| National Highways | 1,40,995 km |
| State Highways | 1,71,039 km |
| Other Roads | 60,59,813 km |

5.4 Sector Trends

The Government of India has launched major initiatives to upgrade and strengthen National Highways through various phases of the National Highways Development Project (NHDP). The status of various programmes up to 31.12.2021 are as under:

| Components / Scheme | Total Length in km | Length completed up to 31.03.2021 in km | Length completed during 01.04.2021 to 31.12.2021 in km | Length Completed up to 31.12.2021 in km |
|--|--------------------|---|--|---|
| A. BharatmalaPariyojana Phase-I | | | | |
| Economic Corridors | 9,000 | 1,167 | 390 | 1,557 |
| Inter Corridors & Feeder Roads | 6,000 | 348 | 214 | 562 |
| National Corridor Efficiency Improvement | 5,000 | 774 | 238 | 1,012 |
| Border & International Road Connectivity | 2,000 | 901 | 219 | 1,120 |
| Roads | 2,000 | 29 | 23 | 52 |
| Expressways | 800 | 267 | 182 | 449 |
| Subtotal | 24,800 | 3,486 | 1,266 | 4,752 |
| Balance road works under NHDP | 10,000 | 1,782 | 462 | 2,244 |
| Grand Total | 34,800 | 5,268 | 1,728 | 6,996 |
| B. Other Schemes | | | | |
| SARDP-NE (Phase A+Arunachal Pradesh) | 6,418 | 3,828 | 293 | 4,121 |
| LWE (including Vijayawada Ranchi Route) | 6,085 | 5,704 | 37 | 5,741 |
| EAP(WB+JICA+ADB) | 2,855 | 1,280 | 126 | 1,406 |

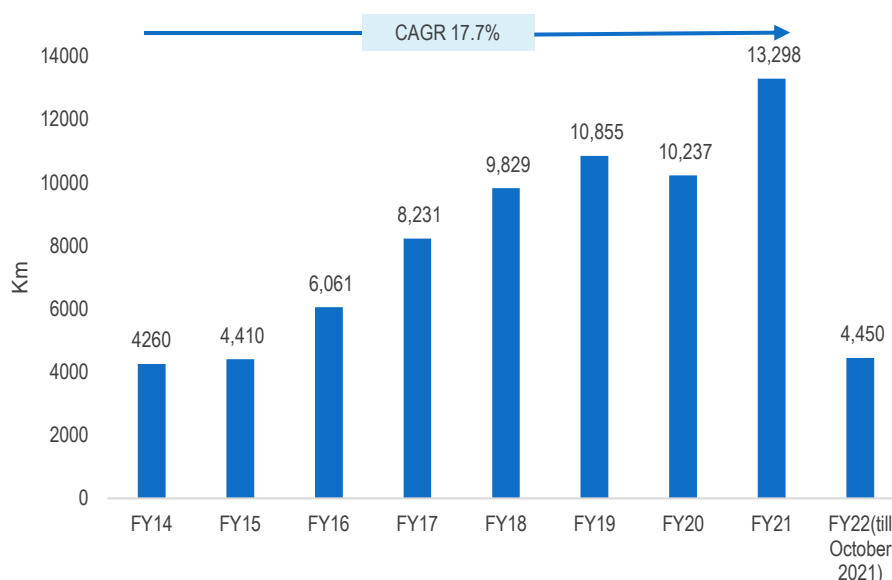
Source: <https://www.ibef.org/economy/indian-economy-overview>; <https://www.ibef.org/industry/infrastructure-sector-india.aspx>; MoRTH annual report FY 21-22

http://www.news.cn/english/asiapacific/2021-11/30/c_1310343673.htm; <https://tradingeconomics.com/india/gdp-constant-prices>



5.5 Momentum in Expansion of Roadways

- Highway construction in India increased at 17.7 per cent CAGR between FY14-21. In FY22 (until October), the Ministry of Road Transport and Highways constructed national highways extending 4,450 kms compared with 4,956 kms, as of October 2020.



Source: Road Network in India, ibef.org dated November 2021, <https://www.ibef.org/download/Roads-November-2021.pdf>

- In May 2021, the Government has set a target of constructing roads worth INR 15 lakh crore (US\$ 206 billion) over the next two years.
- The government will use plastic waste for the construction of roads. One of the roads has recently been constructed with plastic waste near Dhaula Kuan (New Delhi) with plans to construct Delhi-Meerut Expressway and Gurgaon-Sohna Road.

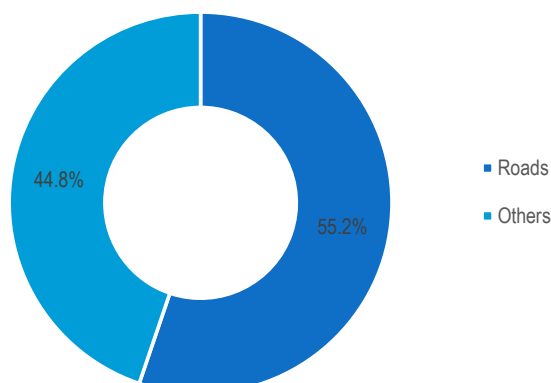
5.6 Private Financing under Public Private Partnership (PPP)

The PPP framework was introduced to increase the efficiency of infrastructure projects through long-term collaboration between the public sector and private businesses.

- In FY21, there were 125 PPP projects worth US\$ 23.25 billion in India.
- Projects awarded under build-operate-transfer (BOT) were 37.62 per cent of the total awarded projects as of December 2019.
- In August 2020, the Government of India revised the Model Concession Agreement for BOT projects to plug delays by imposing a deadline on the NHAI and incentivizing timely work by concessionaires. According to revised norms, the NHAI will have to hand over 90 per cent of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.
- In November 2020, L&T Construction bagged a contract to build India's longest river bridge, across the Brahmaputra River connecting Dhubri in Assam to Phulbari in Meghalaya, valued at Rs. 2,500–5,000 crore (US\$ 339.76–679.53 million).
- KKR, a global investment firm, announced to acquire the entire stake of Global Infrastructure Partners in Highway Concessions One (HC1) and seven other highway assets totaling 487 kms.

Total PPP Projects in India (as on November 2021)





Source: Road Network in India, ibef.org dated November 2021 <https://www.ibef.org/download/Roads-November-2021.pdf>

5.7 Evolution of PPP in road sector in India

PPP in the road sector in India has passed through several distinct phases:

- **Build- Operate-Transfer:**
It is a form of project financing, wherein a private entity receives a concession from the private or public sector to finance, design, construct, own, and operate a facility stated in the concession contract. This enables the project proponent to recover its investment, operating, and maintenance expenses in the project. But significant improvements in private participation were observed. Private sector participation in BOT projects peaked till Financial Year (FY)12. But a steep decline in PPP participation was observed in FY13 and FY14 with many viable projects unable to attract even a single bid.
- **Hybrid Annuity Mode (HAM):**
HAM was introduced to reinvigorate PPP participation in the road sector after interest in BOT projects waned. It has mainly provided advantages to the developers in form of reduction in Initial funding requirements in PPP projects as 60 per cent of the bid project cost is to be arranged by the concessionaire. This reduces the initial equity requirement and encourages participation by mid-sized developers to invest in PPP projects. Further, debt requirements go down from 70 per cent to around 42 per cent of the project cost. The introduction and strong implementation of HAM has seen HAM become the preferred PPP mode in India.
- **Toll- Operate- Transfer (TOT)**
TOT is a model for monetising operational national highway projects where investors make a lump sum payment in return for long-term toll collection rights backed by a sound tolling system. Three TOT bundles have been floated by NHA so far out of which financial closure of one bundle was achieved in August 2018 with the highest bidder bid at least 1.5 times the IECV and for one bundle bid process is ongoing.

The National Highways Authority of India is looking to tweak the BOT framework as the Government plans to revive the BOT model to make it more attractive to private investors and lenders.

5.8 Policy Initiatives

- The Prime Minister's Gram Sadak Yojana (PMGSY) is a scheme for the development of rural roads in India. The Government of India has succeeded in providing road connectivity to 85 per cent of 178,184 rural habitations. As per Union Budget 2020-21, the Government of India has allocated INR 19,500 crores (US\$ 2.79 billion) for PMGSY. As per Union Budget 19-20, 30,000 km of PMGSY roads were built using green technology, waste plastic, and cold-mix technology, thereby reducing carbon footprint.
- The government of India has set up the India Infrastructure Finance Company (IIFCL) to provide long-term funding for infrastructure projects. As per the Union Budget 2019-20, the government proposed to permit investments made by FIIs/FPIs in debt securities issued by Infrastructure Debt Fund – Non-Bank Finance Companies (IDF-NBFCs) to be transferred/sold to any domestic investor within the specified lock-in period.
- The Bhoomi Rashi portal of the Ministry of Road Transport & Highways allows for totally digital and paperless processing of land acquisition cases and has resulted in transparent, quick, corruption-free, and error-free handling of land acquisition cases. With the operation of this Portal, the land acquisition process has been expedited significantly, become error-free and more transparent and the notifications at every stage are being processed on a real-time basis. From 01 April 2018 till 31 December 2020, a total of 6,291 Land Acquisition notifications have been issued and nearly 59,825 hectares of land have been acquired for all National Highway projects.
- In October 2020, a memorandum of understanding (MoU) has been signed with the NHAI by Guru Nanak Dev University (GNDU) to conduct advanced research on various aspects, including highway architecture, protection, and revitalisation, The GNDU will undertake studies on ~137 km length of the National Highways passing through Pathankot, Gurdaspur and Amritsar districts.
- Some of the green initiatives are exemption of electric, ethanol, and methanol vehicles from permit, emission standards for construction equipment vehicles and tractors, linking of PUC data (emission-related data) with the VAHAN database, etc.
- FASTag is an electronic toll collection system, operated by NHAI. A mobile application has been launched for the purchase of tags and top-up of FASTags. As on 31 December 2020, collectively banks have issued over 2.29 crore FASTags with an average daily ETC transactions of 44.65 lakhs; the average daily collection through ETC has increased to INR 74.32 crore with a penetration of 76 per cent in total fee collection. There are 668 National Highways (NH) fee plazas live with ETC infrastructure in all lanes.
- In October 2021, the Union Cabinet of India approved the PM Gati Shakti National Master Plan including implementation, monitoring, and support mechanism for providing multi-modal connectivity. As a part of the Gati Shakti National Master Plan, the government is planning to launch a geospatial digital platform to facilitate planning and monitoring of projects ranging from telecom networks, gas pipelines to road and railways.





Source: Road Network in India, ibef.org dated November 2021 <https://www.ibef.org/download/Roads-November-2021.pdf>; MoRTH annual report FY21-22. <https://www.ibef.org/industry/infrastructure-sector-india.aspx>.

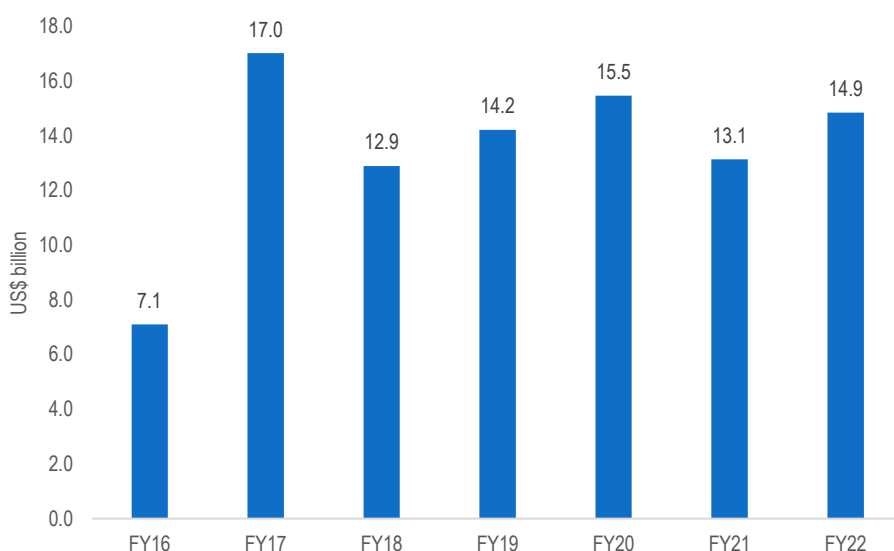
5.9 Budgetary Outlay for Roads

Roadways have been the key focus area for budget allocations over the years. Under the Union Budget 2021-22, the Government of India has allocated Rs. 108,230 crore (US\$ 14.85 billion) to the Ministry of Road Transport and Highways.

On October 12, 2020, the government announced that it has constructed 2,921 kms of highways under the Bharatmala Pariyojna. The government envisages building 34,800 kms of highways at a cost of about Rs. 5.35 trillion (US\$ 74.15 billion) under the ambitious Bharatmala Pariyojna.

In July 2021, the union minister for Road Transport and Highways laid the foundation stone for 16 National Highway projects in Manipur that will cost US\$ 556.67 million to build and will cover a total distance of 298 kms and The Ministry of Road Transport & Highways allocated Rs. 165 crore (US\$ 22 million) under the Economic Importance and Inter-State Connectivity Scheme (EIC&ISC) for FY22. In September 2021, the Ministry of Road Transport and Highways allocated Rs. 7,270 crore (US\$ 980.9 million) for road safety programmes in 14 states constitute 85 per cent of the total road fatalities in India

The outlay for roads under respective Union Budgets (USD billion)



Road Network in India, ibef.org dated November 2021 <https://www.ibef.org/download/Roads-November-2021.pdf>.

5.10 COVID-19 lockdown

- The global construction market size declined from USD 11,217.4 billion in 2019 to USD 10,741.2 billion in 2020. However, the industry is showing signs of recovery since the beginning of 2021 and reaches a market size of USD 13,572.4 billion in 2024, projecting a CAGR of 6.0 per cent between 2020 and 2024.
- The recent spike in COVID-19 cases increases the risk of restrictions on construction activities at the localised level and curtails labour availability at project sites, which could cause short-term disruptions in construction activities. However, an increase in automation in public spaces, government initiatives along with the rising awareness about antibacterial construction materials, is expected to boost the construction industry post-COVID-19 pandemic.
- Given that the sector had faced a more intense effect during the first wave, most companies have improved their preparedness in terms of labour and raw material availability.

Source: <https://www.marketwatch.com/press-release/impact-of-covid-19-on-construction-industry-market-revenue-growth-key-players-qualitative-analysis-quantitative-analysis-forecast-up-to-2030-2022-01-20?tesla=y>

5.11 Way Forward (Outlook)

- The market for roads and highways has projected a CAGR of 36.16 per cent during 2016-2025, on account of growing government initiatives to improve transportation infrastructure in the country.
- The National Highways Authority of India (NHAI) is expected to award projects worth ~Rs. 2.25 lakh crore (US\$ 30.3 billion) with a total length of ~5,000 kms in FY22.
- In the coming years, NHAI's increased delegation autonomy along with the Bharatmala Pariyojana initiative is expected to enable growth in awarding momentum. Overall, more than 61,300 Km of road projects, costing over 6.48 lakh crore, are in progress under the Bharatmala Pariyojana, which will be awarded to the private players in the coming years under different formats.
- A paradigm shift is expected from highway construction/ development to the provision of quality service to highway users, both for freight and passenger transport. Enhanced use of technology applications will be a key requirement here.
- Promoting sustainability will be another significant focus area with increased reliance on e-mobility, use of biofuels, and eco-friendly development/construction. Further, augmenting existing sources of finance to complete the required highway construction in the next five to six years shall also be an important consideration.
- Investment, merger, and acquisition (M&A) activity in the roads sector has picked up pace this year as foreign investors pump in millions of dollars to acquire operating roads and developers look to sell assets to pare debt. About INR 1.4 trillion is estimated to be invested by the private sector between 2018-22 to build new road assets.

6. Valuation Approach

The standard of value used in our analysis is fair value, which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being



under any compulsion to act.

There are several commonly used and internationally accepted methods for determining the fair value of companies, which have been considered in the present case, to the extent relevant and applicable. Accordingly, we have carried out valuation of the SPVs as on 31 December 2021.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the SPVs. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the SPVs, and other factors which generally influence the valuation analysis.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner is based on our previous experience of assignments of a similar nature.

We have estimated the fair value of equity of the InvIT using Sum of the Parts ("Sum of the Parts") method by adding the individual EV of each SPV and adjusting with below the line items of the consolidated unaudited financials of the Trust as on 31 December 2021. EV of each SPV has been estimated using DCF method under the income approach.

In respect of going concerns, certain valuation techniques have evolved over time and are commonly in vogue. These can be broadly categorised as follows:

Market Price (MP) Method

The market price of an equity share as quoted on a Stock Exchange is generally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

Equity shares of the SPVs are not listed on any stock exchange. Hence, this method has not been considered for the purpose of valuation.

Comparable Companies Market Multiple ("CCM") Method

Under this method, the value of the equity shares of a company/ business undertaking is arrived at by using multiples derived from valuations of comparable companies, as apparent through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant for the assessment of the value of the company.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. We have not considered this method in our valuation analysis in the absence of closely comparable listed companies having similar geographical locations, stage of growth, size, terms and profitability.

Comparable Companies Transaction Multiple ("CTM") Method

Under the CTM method, the value of the equity shares of a company/ business undertaking is arrived at by using the prices implied by reported transactions/ deals of comparable companies.



Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

We have not been able to identify any comparable company to the SPVs for which a transaction has taken place in the last one year. We believe that the older transactions are not relevant for our valuation considering share price movements and changes in the macro-economic situation in India. Also, transactions multiples as times tend to be biased due to premium which may be embedded in the price for strategic benefits and synergies which an acquirer may perceive in the target. Accordingly, we have not applied the Comparable Transactions Multiple Method for the valuation of the SPVs.

Net Asset Value (NAV) Method

The asset-based valuation technique is based on the value of the underlying net assets of the business either on a book value basis or realisable value basis or replacement cost basis. The cost approach assumes that a prudent investor would pay no more for an entity than the amount for which he could replace or re-create it or an asset with similar utility. Under a going-concern premise, the cost approach usually is best suited for use in valuing asset-intensive companies, such as investment or real estate holding companies, or companies with unstable or unpredictable earnings.

In the present case of valuing the SPVs, we have not considered this method as the underlying earnings are fairly stable, and a going concern business plan has been provided by the Management.

Discounted Cash Flows (DCF) Method

Under the DCF method, the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that is available to all providers of the company's capital — both debt and equity.

Appropriate discount rate to be applied to cash flows, i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

The value so computed by discounting the cash flows to the firm is adjusted for net borrowings, surplus asset including investments, minority interests, equity instruments granted as part of the share-based payment, and other matters to arrive at an aggregate equity value of the company.

In the present case, we have been provided with the financial projections of all the 9 SPVs. As such, we have considered this method for valuing the SPVs.

7. Valuation Analysis

Discounted Cash Flow Method (Free Cash Flows to Firm)

Using the DCF analysis involves determining the following:

Estimating future free cash flows:



Free cash flows are the cash flows expected to be generated by each individual SPV and available to the capital providers in each SPV has been estimated based on projected financial information provided by the Management. Projections provided by the Management are only the best estimates of each individual SPV's growth and sustainability of profitability margins. Although we have reviewed the financial forecast provided by the Management for consistency and reasonableness, we have not specifically validated these financial projections and have relied on the estimates provided by the Management.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital for each individual SPV. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Arriving at equity value from enterprise value:

The fair value basis of combined equity of the 9 SPVs for this purpose has been determined after taking into consideration all the factors and methodologies mentioned hereinabove. As explained above, we have given 100% weightage to the DCF methodology to arrive at the EV of a specific SPV.

As a next step, we have adopted a sum of parts methodology and arrive at the EV for the entire portfolio of 9 SPVs. Later, we have then made adjustments for debt, debt-like-items, surplus assets, cash and cash equivalents and other adjustments at the Trust level and arrived at the value of 100% interest in equity (on a control, marketable basis) for the Trust.

The key assumptions under the DCF Method

For the DCF analysis, we have relied on the projected financials of the SPVs provided by the Management based on their best estimates on the growth and sustainability of profitability margins of the individual SPVs. Please note that though we have reviewed the financial forecast provided by the Management for consistency and reasonableness based on data available in public domain and traffic consultant reports provided by the Management for each SPV, we have not independently investigated or otherwise verified the data and key inputs estimated by the Management for all the 9 SPVs. Nothing has come to our attention to indicate that the information provided by the Management had material mis-statements or would not afford reasonable grounds upon which to base our Report. The Free Cash Flows to Firm ("FCFF") have been calculated for each individual SPV as on the Valuation Date based on the Financial Projections.

The key assumptions and the basis for the valuation are explained in detail below:

Discounting Factor

The discount rate considered for arriving at the present value of the free cash flows to the firm is the Weighted Average Cost of Capital ("WACC"). The WACC for the SPVs as on the Valuation Date are derived as follows:

$$WACC = (k_e \times w_e) + (k_d \times (1 - t) \times w_d)$$

where,

w_e = weight of equity in the capital structure

w_d = weight of debt in the capital structure

k_e = cost of equity

k_d = cost of debt, and



t = effective tax rate

Cost of Equity (“ke”)

The cost of equity is computed using the Capital Asset Pricing Model (CAPM) as shown below:

$ke = rf + \beta (rm - rf)$ where

ke = Cost of Equity,

rf = Risk Free Return,

β = Beta, a measure of Market Risk

rm = Market Return

Cost of Equity is estimated using the following factors:

- Risk Free Return (rf) – The risk free rate (rf) is the return on an investment with zero risk where actual returns are equal to the expected return. Rf at 6.80% has been considered for each SPV based on the 10 Year normalized Wholesale Debt Market Zero Coupon Bond Yield as of the Valuation Date
- Beta (β) – Beta has been computed by re-levering the average asset beta of companies in the construction and engineering segment and having more than 50% revenues from the road infrastructure. Beta has been considered based on 2 year weekly trailing Beta of comparable companies, re-levered for each of the SPV specific debt to equity ratio and effective taxes. Refer Appendix X for a list of comparable companies
- Debt to Equity Ratio (DER) – The DER of peers displays significant variation owing to difference in the stage of operations and maturity. Accordingly, DER was concluded based on management input for debt-to-equity ratio of each individual SPV over the projected period.
- Income Tax – Effective tax rate has been applied after considering 80IA and 35AD benefits and applicable MAT credit (if any) in the projected period as represented to us by the Management for each SPV.
- Equity Risk Premium (ERP) – ERP is considered at 7.5% for each SPV.
- Alpha - Alpha premium for each individual SPV is based on the valuer's assessment and reflects idiosyncratic risks. Idiosyncratic risks considered are combination of operational parameters like construction phase and credit parameters like credit rating.

Cost of Debt (“kd”)

Marginal cost of raising debt for each SPV is considered based on Management input. Management has represented that the debt can be refinanced in the range of 7.25%-7.5% p.a.

Other notes

- Mid-year convention in arriving at the present value of free cash flows is considered appropriate

- Management has represented that the probability of devolvement of contingent liabilities is insignificant and accordingly no adjustment was required to be carried out in the valuation of the 9 SPVs.

Debt: There are external borrowing of INR 9,731.4 crores on the combined balance sheet of the Trust. This has been reduced from the combined EV for the computation of equity value the Trust

Surplus assets: There are security deposits, advance income tax and investments which are a part of the current assets of the Trust. Such items have been considered as surplus assets and have accordingly been removed from current assets. The combined value of such surplus assets is INR 53 crores. This has been added to the combined EV for the computation of equity value of the Trust.

Cash and cash equivalents: There are approximately INR 60.6 crores of cash and cash equivalent on the Trust combined balance sheet. This has been added to the combined EV for the computation of equity value of the Trust.

Other adjustments: Present Value of standalone expenses pertaining to InvIT as on 31 December 2021 amounts to INR 151.8 crores. This has been reduced from the combined EV for the computation of equity value of the Trust.

8. Valuation of the SPVs

8.1 IRB Westcoast Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic as follows:

a) Revenue

Revenue is expected to grow at an average rate of 8%-9% in the steady state forecasted period based on financial plan provided by management which is based on traffic study.

b) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

c) Toll rates

Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus



- WPI has been projected to grow by 4% for the projected period.

d) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 07 January 2048.
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:

| WACC calculation | | |
|---|--------------|--|
| | | Basis |
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% | Incwert Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 1.5% | Valuer judgement |
| Cost of Equity | 14.9% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 150.0% | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.7% | |
| <i>Marginal tax rate</i> | <i>17.5%</i> | <i>MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of IWTL as on 31 December 2021 is arrived at INR 2,417.2 crores



| Discounted cash flow | | | | | | | | | | | | | |
|---|-------------|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| INR crores | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| Net Revenue | 23.4 | 148.0 | 168.9 | 185.8 | 204.3 | 223.8 | 246.6 | 270.0 | 295.7 | 323.7 | 354.9 | 386.0 | 421.1 |
| yoy growth | n/a | 81.6% | 15.4% | 10.0% | 9.9% | 9.6% | 10.1% | 9.5% | 9.5% | 9.5% | 9.6% | 8.8% | 9.1% |
| EBITDA | 17.5 | 82.5 | 102.2 | 116.6 | 176.5 | 193.7 | 216.6 | 128.5 | 223.2 | 290.8 | 320.8 | 349.4 | 373.2 |
| EBITDA margin | 75% | 56% | 61% | 63% | 86% | 87% | 88% | 48% | 75% | 90% | 90% | 91% | 89% |
| Depreciation | 9.5 | 31.1 | 35.9 | 39.5 | 43.4 | 47.6 | 52.4 | 57.4 | 62.8 | 68.8 | 75.4 | 82.0 | 89.5 |
| EBIT | 8.0 | 51.4 | 66.3 | 77.1 | 133.1 | 146.1 | 164.2 | 71.1 | 160.3 | 222.0 | 245.4 | 267.4 | 283.8 |
| EBIT margin | 34% | 35% | 39% | 41% | 65% | 65% | 67% | 26% | 54% | 69% | 69% | 69% | 67% |
| Less: tax on EBIT | (1.2) | (9.0) | (11.6) | (13.5) | (23.3) | (25.5) | (28.7) | (12.4) | (28.0) | (38.8) | (42.9) | (46.7) | (49.6) |
| Change in working capital | 19.3 | 22.8 | - | - | - | - | - | - | - | - | - | - | - |
| Capex | (28.3) | (42.6) | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 7.3 | 53.7 | 90.6 | 103.1 | 153.3 | 168.2 | 187.9 | 116.0 | 195.2 | 252.0 | 277.9 | 302.6 | 323.7 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.93 | 0.85 | 0.78 | 0.71 | 0.65 | 0.59 | 0.54 | 0.49 | 0.45 | 0.41 | 0.37 | 0.34 |
| Present value of cash flows as at 31 December 2021 | 7.2 | 50.1 | 77.1 | 80.0 | 108.4 | 108.5 | 110.6 | 62.2 | 95.4 | 112.4 | 113.0 | 112.2 | 109.4 |

| Discounted cash flow | | | | | | | | | | | | | | |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|----------------|----------------|--------------|
| | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY2040 | FY2041 | FY2042 | FY2043 | FY2044 | FY2045 | FY2046 | FY2047 | FY2048 |
| INR crores | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 9.3months |
| Net Revenue | 458.4 | 501.0 | 544.2 | 589.8 | 640.6 | 696.3 | 752.8 | 816.9 | 883.6 | 959.3 | 1034.2 | 1118.9 | 1208.3 | 1009.4 |
| yoy growth | 8.9% | 9.3% | 8.6% | 8.4% | 8.6% | 8.7% | 8.1% | 8.5% | 8.2% | 8.6% | 7.8% | 8.2% | 8.0% | n/m |
| EBITDA | 254.9 | 461.0 | 505.1 | 549.8 | 451.0 | 600.9 | 708.6 | 770.5 | 834.9 | 908.0 | 980.5 | 1,062.5 | 1,149.1 | 961.3 |
| EBITDA margin | 56% | 92% | 93% | 93% | 70% | 86% | 94% | 94% | 94% | 95% | 95% | 95% | 95% | 95% |
| Depreciation | 97.4 | 106.5 | 115.6 | 125.3 | 136.1 | 148.0 | 160.0 | 173.6 | 187.7 | 203.8 | 219.7 | 237.7 | 256.7 | 214.5 |
| EBIT | 157.5 | 354.5 | 389.4 | 424.5 | 314.9 | 453.0 | 548.7 | 597.0 | 647.1 | 704.2 | 760.8 | 824.8 | 892.4 | 746.9 |
| EBIT margin | 34% | 71% | 72% | 72% | 49% | 65% | 73% | 73% | 73% | 73% | 74% | 74% | 74% | 74% |
| Less: tax on EBIT | (27.5) | (61.9) | (68.0) | (74.2) | (55.0) | (110.3) | (191.7) | (208.6) | (226.1) | (246.1) | (265.8) | (288.2) | (311.8) | (261.0) |
| Change in working capital | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Capex | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 227.4 | 399.0 | 437.0 | 475.6 | 396.0 | 490.6 | 516.9 | 561.9 | 608.8 | 661.9 | 714.7 | 774.3 | 837.3 | 700.4 |
| Continuing value | | | | | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.75 | 21.75 | 22.75 | 23.75 | 24.75 | 25.63 |
| Discount factor | 0.31 | 0.28 | 0.26 | 0.23 | 0.21 | 0.19 | 0.18 | 0.16 | 0.15 | 0.13 | 0.12 | 0.11 | 0.10 | 0.09 |
| Present value of cash flows as at 31 December 2021 | 70.1 | 112.1 | 112.0 | 111.1 | 84.4 | 95.3 | 91.6 | 90.7 | 89.6 | 88.9 | 87.5 | 86.4 | 85.2 | 65.7 |

Valuation Conclusion

| | |
|---|----------------|
| Present value of cash flows | 2,417.3 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | (0.1) |
| Enterprise value | 2,417.2 |

8.2 Solapur Yedeshi Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic as follows:

a) Revenue

Revenue is expected to grow at CAGR of 8% - 9% over a period of 23 years driven by traffic study report and financial plan provided by management.

e) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

f) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year



number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus

- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 20 April 2044
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:

| WACC calculation | | |
|---|--------------|--|
| | | Basis |
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% | Incwert Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 0.5% | Valuer judgement |
| Cost of Equity | 13.9% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 1.50 | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.3% | |
| <i>Marginal tax rate</i> | <i>17.5%</i> | <i>MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of SYTL as on 31 December 2021 is arrived at INR 1,832.5 crores.



| Discounted cash flow | | | | | | | | | | | | | |
|---|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| INR crores | | | | | | | | | | | | | |
| Net Revenue | 32.4 | 113.1 | 126.8 | 142.6 | 157.3 | 170.2 | 191.0 | 209.7 | 231.7 | 253.8 | 279.2 | 305.2 | 333.7 |
| yoy growth | n/a | 26.6% | 13.0% | 12.5% | 10.3% | 8.2% | 12.2% | 9.8% | 10.5% | 9.5% | 10.0% | 9.3% | 9.3% |
| EBITDA | 28.4 | 96.1 | 108.9 | 111.4 | 118.3 | 129.3 | 169.4 | 187.0 | 207.9 | 228.7 | 252.8 | 216.5 | 240.4 |
| EBITDA margin | 88% | 85% | 86% | 78% | 75% | 76% | 89% | 89% | 90% | 90% | 91% | 71% | 72% |
| Depreciation | 7.2 | 18.6 | 21.0 | 23.6 | 26.0 | 28.2 | 31.6 | 34.7 | 38.3 | 42.0 | 46.2 | 50.5 | 55.2 |
| EBIT | 21.2 | 77.5 | 88.0 | 87.8 | 92.3 | 101.1 | 137.8 | 152.3 | 169.6 | 186.7 | 206.6 | 166.0 | 185.2 |
| EBIT margin | 65% | 69% | 69% | 62% | 59% | 59% | 72% | 73% | 73% | 74% | 74% | 54% | 56% |
| Less: tax on EBIT | - | (5.8) | (15.4) | (15.3) | (16.1) | (17.7) | (24.1) | (26.6) | (29.6) | (32.6) | (36.1) | (29.0) | (32.4) |
| Change in working capital | 0.7 | 16.8 | - | (5.8) | - | - | - | - | - | - | - | - | - |
| Capex | 0.0 | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 29.0 | 107.1 | 93.6 | 90.2 | 102.2 | 111.6 | 145.3 | 160.4 | 178.3 | 196.1 | 216.7 | 187.5 | 208.1 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.94 | 0.86 | 0.78 | 0.72 | 0.66 | 0.60 | 0.55 | 0.50 | 0.46 | 0.42 | 0.39 | 0.35 |
| Present value of cash flows as at 31 December 2021 | 26.7 | 100.2 | 80.2 | 70.7 | 73.3 | 73.3 | 87.3 | 88.2 | 89.7 | 90.3 | 91.3 | 72.3 | 73.4 |

| Discounted cash flow | | | | | | | | | | | | |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|-------------|--|
| | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY2040 | FY2041 | FY2042 | FY2043 | FY2044 | FY2045 | |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 0.7months | |
| INR crores | | | | | | | | | | | | |
| Net Revenue | 364.3 | 397.3 | 431.1 | 470.0 | 512.5 | 558.2 | 603.5 | 655.9 | 709.9 | 774.0 | 45.8 | |
| yoy growth | 9.2% | 9.1% | 8.5% | 9.0% | 9.0% | 8.9% | 8.1% | 8.7% | 8.2% | 9.0% | n/m | |
| EBITDA | 266.6 | 365.3 | 397.7 | 434.9 | 475.6 | 519.4 | 562.9 | 571.0 | 620.9 | 680.3 | 43.1 | |
| EBITDA margin | 73% | 92% | 92% | 93% | 93% | 93% | 93% | 87% | 87% | 88% | 94% | |
| Depreciation | 60.3 | 65.7 | 71.3 | 77.8 | 84.8 | 92.3 | 99.8 | 108.5 | 117.5 | 128.1 | 7.6 | |
| EBIT | 206.3 | 299.6 | 326.4 | 357.1 | 390.8 | 427.0 | 463.0 | 462.5 | 503.5 | 552.3 | 35.5 | |
| EBIT margin | 57% | 75% | 76% | 76% | 76% | 77% | 77% | 71% | 71% | 71% | 78% | |
| Less: tax on EBIT | (36.0) | (52.3) | (57.0) | (62.4) | (68.3) | (144.6) | (161.8) | (161.6) | (175.9) | (193.0) | (12.4) | |
| Change in working capital | - | - | - | - | - | - | - | - | - | - | - | |
| Capex | - | - | - | - | - | - | - | - | - | - | - | |
| Free cash flows to the Firm | 230.5 | 313.0 | 340.7 | 372.5 | 407.3 | 374.8 | 401.1 | 409.4 | 445.0 | 487.3 | 30.7 | |
| Continuing value | | | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.75 | 21.75 | 22.27 | |
| Discount factor | 0.32 | 0.30 | 0.27 | 0.25 | 0.23 | 0.21 | 0.19 | 0.17 | 0.16 | 0.15 | 0.14 | |
| Present value of cash flows as at 31 December 2021 | 74.4 | 92.5 | 92.1 | 92.2 | 92.2 | 77.7 | 76.1 | 71.1 | 70.7 | 70.8 | 4.3 | |

Valuation Conclusion

| | |
|---|----------------|
| Present value of cash flows | 1,832.9 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | (0.4) |
| Enterprise value | 1,832.5 |

8.3 Yedeshi Aurangabad Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic reports as follows:

a) Revenue

Revenue is expected to grow at an average rate of 8%- 9% in the steady state forecasted period based on financial plan provided by management which is based on traffic study..

g) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

h) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 04 January 2043.
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:

| WACC calculation | | Basis |
|---|--------------|--|
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% | Incwert Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 0.5% | Valuer judgement |
| Cost of Equity | 13.9% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 1.50 | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.3% | |
| <i>Marginal tax rate</i> | <i>17.5%</i> | <i>MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of YATL as on 31 December 2021 is arrived at INR 3,601 crores

| Discounted cash flow | | | | | | | | | | | | | |
|---|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| INR crores | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| Net Revenue | 68.5 | 228.4 | 254.3 | 285.2 | 314.2 | 342.3 | 377.4 | 414.9 | 454.8 | 498.5 | 547.6 | 596.4 | 651.8 |
| yoj growth | n/a | 27.4% | 12.4% | 12.1% | 10.2% | 8.9% | 10.3% | 9.9% | 9.6% | 9.6% | 9.8% | 8.9% | 9.3% |
| EBITDA | 62.9 | 204.9 | 229.6 | 234.9 | 256.5 | 281.7 | 347.4 | 383.5 | 421.8 | 463.8 | 511.1 | 448.4 | 496.3 |
| EBITDA margin | 92% | 90% | 90% | 82% | 82% | 82% | 92% | 92% | 93% | 93% | 93% | 75% | 76% |
| Depreciation | 14.8 | 48.1 | 54.0 | 60.6 | 66.7 | 72.7 | 80.2 | 88.1 | 96.6 | 105.9 | 116.3 | 126.7 | 138.4 |
| EBIT | 48.1 | 156.8 | 175.6 | 174.4 | 189.8 | 209.0 | 267.3 | 295.4 | 325.2 | 357.9 | 394.8 | 321.7 | 357.8 |
| EBIT margin | 70% | 69% | 69% | 61% | 60% | 61% | 71% | 71% | 72% | 72% | 72% | 54% | 55% |
| Less: tax on EBIT | (0.3) | (27.4) | (30.7) | (30.5) | (33.2) | (36.5) | (46.7) | (51.6) | (56.8) | (62.5) | (69.0) | (56.2) | (62.5) |
| Change in working capital | (13.4) | 41.7 | - | (4.6) | - | - | - | - | - | - | - | - | - |
| Capex | (0.0) | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 49.3 | 219.2 | 198.9 | 199.9 | 223.3 | 245.2 | 300.7 | 331.9 | 365.0 | 401.3 | 442.1 | 392.2 | 433.7 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.94 | 0.86 | 0.78 | 0.72 | 0.66 | 0.60 | 0.55 | 0.50 | 0.46 | 0.42 | 0.39 | 0.35 |
| Present value of cash flows as at 31 December 2021 | 48.7 | 205.1 | 170.4 | 156.7 | 160.2 | 161.0 | 180.7 | 182.4 | 183.6 | 184.7 | 186.3 | 151.2 | 153.0 |

| Discounted cash flow | | | | | | | | | | |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|---------|
| INR crores | FY2035 | FY2036 | FY2037 | FY2038 | FY2039 | FY2040 | FY2041 | FY2042 | FY2043 | FY2043 |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 9months |
| Net Revenue | 710.9 | 776.9 | 844.3 | 918.2 | 997.0 | 1086.6 | 1176.4 | 1276.8 | 1384.7 | |
| yoj growth | 9.1% | 9.3% | 8.7% | 8.7% | 8.6% | 9.0% | 8.3% | 8.5% | n/m | |
| EBITDA | 548.0 | 732.6 | 798.0 | 869.6 | 945.9 | 972.5 | 1,056.9 | 1,151.2 | ##### | |
| EBITDA margin | 77% | 94% | 95% | 95% | 95% | 89% | 90% | 90% | 96% | |
| Depreciation | 151.0 | 165.0 | 179.3 | 195.0 | 211.7 | 230.8 | 249.8 | 271.2 | 294.1 | |
| EBIT | 397.0 | 567.7 | 618.7 | 674.6 | 734.2 | 741.7 | 807.0 | 880.0 | ##### | |
| EBIT margin | 56% | 73% | 73% | 73% | 74% | 68% | 69% | 69% | 74% | |
| Less: tax on EBIT | (69.4) | (99.2) | (108.1) | (117.9) | (211.4) | (259.2) | (282.0) | (307.5) | (359.4) | |
| Change in working capital | - | - | - | - | - | - | - | - | - | |
| Capex | - | - | - | - | - | - | - | - | - | |
| Free cash flows to the Firm | 478.6 | 633.5 | 689.9 | 751.7 | 734.5 | 713.3 | 774.9 | 843.7 | 963.2 | |
| Continuing value | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.63 | |
| Discount factor | 0.32 | 0.30 | 0.27 | 0.25 | 0.23 | 0.21 | 0.19 | 0.17 | 0.16 | |
| Present value of cash flows as at 31 December 2021 | 154.5 | 187.2 | 186.6 | 186.0 | 166.4 | 147.8 | 147.0 | 146.4 | 154.6 | |

| Valuation Conclusion | |
|---|----------------|
| Present value of cash flows | 3,600.7 |
| Present value of terminal value | |
| Release of WC at the end of concession period | 0.3 |
| Enterprise value | 3,601.0 |



8.4 Kaithal Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic study report as follows:

a) Revenue

Revenue is expected to grow at CAGR of 8%-9% over a period of 27 years driven by traffic study report and financial plan provided by management.

i) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

j) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2021 to 06 February 2049
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:



| WACC calculation | | Basis |
|---|--------------|--|
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 March 2021 |
| India risk premium | 7.5% | Incwert Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 0.5% | Valuer judgement |
| Cost of Equity | 13.9% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 1.50 | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.3% | |
| <i>Marginal tax rate</i> | <i>17.5%</i> | <i>MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of KTL as on 31 December 2021 is arrived at INR 2,522.6 crores

| Discounted cash flow | | | | | | | | | | | | | |
|---|-------------|--------------|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| INR crores | | | | | | | | | | | | | |
| Net Revenue | 31.2 | 144.2 | 158.3 | 173.5 | 189.5 | 207.7 | 228.8 | 249.6 | 273.3 | 299.0 | 327.4 | 355.6 | 386.6 |
| yoy growth | n/a | 278.0% | 9.9% | 9.6% | 9.8% | 9.6% | 10.1% | 9.1% | 9.5% | 9.4% | 9.5% | 8.6% | 8.7% |
| EBITDA | 26.6 | 124.8 | 116.0 | 106.9 | 119.5 | 184.2 | 204.1 | 223.7 | 246.1 | 270.4 | 169.3 | 190.4 | 213.1 |
| EBITDA margin | 85% | 87% | 73% | 62% | 63% | 89% | 89% | 90% | 90% | 90% | 52% | 54% | 55% |
| Depreciation | 4.6 | 19.5 | 21.4 | 23.5 | 25.8 | 28.3 | 31.2 | 34.0 | 37.2 | 40.7 | 44.6 | 48.4 | 52.7 |
| EBIT | 22.0 | 105.3 | 94.6 | 83.4 | 93.7 | 155.9 | 172.9 | 189.7 | 208.9 | 229.6 | 124.7 | 142.0 | 160.4 |
| EBIT margin | 71% | 73% | 60% | 48% | 49% | 75% | 76% | 76% | 76% | 77% | 38% | 40% | 41% |
| Less: tax on EBIT | - | - | (2.9) | (14.6) | (16.4) | (27.2) | (30.2) | (33.1) | (36.5) | (40.1) | (21.8) | (24.8) | (28.0) |
| Change in working capital | 60.2 | - | (21.4) | 17.7 | - | - | - | - | - | - | - | - | - |
| Capex | (0.0) | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 86.8 | 124.8 | 91.8 | 110.0 | 103.2 | 157.0 | 173.9 | 190.5 | 209.6 | 230.2 | 147.5 | 165.6 | 185.1 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.94 | 0.86 | 0.78 | 0.72 | 0.66 | 0.60 | 0.55 | 0.50 | 0.46 | 0.42 | 0.39 | 0.35 |
| Present value of cash flows as at 31 December 2021 | 85.9 | 116.8 | 78.6 | 86.2 | 74.0 | 103.0 | 104.4 | 104.7 | 105.5 | 106.0 | 62.1 | 63.9 | 65.3 |

| Discounted cash flow | | | | | | | | | | | | | | | |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY2035 | FY2036 | FY2037 | FY2038 | FY2039 | FY2040 | FY2041 | FY2042 | FY2043 | FY2044 | FY2045 | FY2046 | FY2047 | FY2048 | FY2049 |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 10.3months |
| INR crores | | | | | | | | | | | | | | | |
| Net Revenue | 421.3 | 460.2 | 497.7 | 540.5 | 586.9 | 636.3 | 688.4 | 745.1 | 804.5 | 873.6 | 941.1 | 1016.5 | 1097.7 | 1186.1 | 1089.6 |
| yoy growth | 9.0% | 9.3% | 8.1% | 8.6% | 8.6% | 8.4% | 8.2% | 8.0% | 8.6% | 7.7% | 8.0% | 8.0% | 8.1% | 8.1% | n/m |
| EBITDA | 386.6 | 423.8 | 459.6 | 500.5 | 544.8 | 497.9 | 543.5 | 592.8 | 753.4 | 819.8 | 884.7 | 957.3 | 1,035.6 | 1,120.7 | 1,031.0 |
| EBITDA margin | 92% | 92% | 92% | 93% | 93% | 78% | 79% | 80% | 94% | 94% | 94% | 94% | 94% | 94% | 95% |
| Depreciation | 57.4 | 62.7 | 67.8 | 73.6 | 79.9 | 86.7 | 93.8 | 101.5 | 109.6 | 119.0 | 128.2 | 138.5 | 149.5 | 161.6 | 148.4 |
| EBIT | 329.3 | 361.1 | 391.8 | 426.9 | 464.9 | 411.2 | 449.7 | 491.3 | 643.8 | 700.8 | 756.5 | 818.9 | 886.1 | 959.1 | 882.6 |
| EBIT margin | 78% | 78% | 79% | 79% | 79% | 65% | 65% | 66% | 80% | 80% | 80% | 81% | 81% | 81% | 81% |
| Less: tax on EBIT | (57.5) | (63.1) | (68.5) | (74.6) | (81.2) | (71.9) | (78.6) | (85.8) | (152.3) | (244.9) | (264.4) | (286.1) | (309.6) | (335.2) | (308.4) |
| Change in working capital | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Capex | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 329.1 | 360.7 | 391.1 | 425.9 | 463.6 | 426.1 | 464.9 | 507.0 | 601.1 | 574.9 | 620.3 | 671.2 | 726.0 | 785.5 | 722.6 |
| Continuing value | | | | | | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.75 | 21.75 | 22.75 | 23.75 | 24.75 | 25.75 | 26.67 |
| Discount factor | 0.32 | 0.30 | 0.27 | 0.25 | 0.23 | 0.21 | 0.19 | 0.17 | 0.16 | 0.15 | 0.13 | 0.12 | 0.11 | 0.10 | 0.09 |
| Present value of cash flows as at 31 December 2021 | 106.3 | 106.6 | 105.8 | 105.4 | 105.0 | 88.3 | 88.2 | 88.0 | 95.5 | 83.6 | 82.5 | 81.7 | 80.9 | 80.1 | 67.9 |

Valuation Conclusion

| | |
|---|----------------|
| Present value of cash flows | 2,522.2 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | 0.4 |
| Enterprise value | 2,522.6 |



8.5 AE Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic study report as follows:

a) Revenue

Revenue is expected to grow at an average rate of 8%-9%% in the steady state forecasted period based on traffic study report and financial plan provided by management.

k) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

l) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

c) Premium Payable to NHAI

The Premium payable to NHAI is considered as given by the management and validated the same from concession agreement

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic study, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 19 August 2045.
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:



| WACC calculation | | Basis |
|---|--------------|--|
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% | Incwert Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 0.5% | Valuer judgement |
| Cost of Equity | 13.9% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 1.50 | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.3% | |
| <i>Marginal tax rate</i> | <i>17.5%</i> | <i>MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of AETL as on 31 December 2021 is arrived at INR 2,488.4 crores.

| Discounted cash flow | | | | | | | | | | | | | |
|---|---------------|--------------|-------------|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| INR crores | | | | | | | | | | | | | |
| Net Revenue | 23.2 | 121.1 | 141.8 | 162.9 | 186.3 | 206.2 | 235.9 | 266.0 | 300.3 | 337.0 | 379.8 | 421.7 | 470.4 |
| yoy growth | n/a | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% |
| EBITDA | 14.7 | 85.3 | 71.9 | 84.5 | 103.8 | 162.8 | 190.1 | 218.1 | 250.2 | 161.1 | 194.6 | 228.1 | 409.4 |
| EBITDA margin | 63% | 70% | 51% | 52% | 56% | 79% | 81% | 82% | 83% | 48% | 51% | 54% | 87% |
| Depreciation | 13.8 | 37.8 | 42.5 | 46.9 | 51.8 | 56.2 | 62.2 | 68.3 | 75.3 | 82.6 | 91.1 | 99.4 | 109.0 |
| EBIT | 0.9 | 47.5 | 29.4 | 37.6 | 52.0 | 106.6 | 127.9 | 149.8 | 174.9 | 78.5 | 103.4 | 128.7 | 300.4 |
| EBIT margin | 4% | 39% | 21% | 23% | 28% | 52% | 54% | 56% | 58% | 23% | 27% | 31% | 64% |
| Less: tax on EBIT | - | - | - | - | (1.0) | (18.6) | (22.3) | (26.2) | (30.6) | (13.7) | (18.1) | (22.5) | (52.5) |
| Change in working capital | (40.3) | 42.4 | (5.4) | - | - | - | - | - | - | - | - | - | - |
| Capex | (0.0) | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | (25.6) | 127.7 | 66.6 | 84.5 | 102.8 | 144.1 | 167.8 | 192.0 | 219.6 | 147.4 | 176.5 | 205.7 | 356.9 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.94 | 0.86 | 0.78 | 0.72 | 0.66 | 0.60 | 0.55 | 0.50 | 0.46 | 0.42 | 0.39 | 0.35 |
| Present value of cash flows as at 31 December 2021 | (25.3) | 119.5 | 57.0 | 66.2 | 73.7 | 94.6 | 100.8 | 105.5 | 110.5 | 67.8 | 74.4 | 79.3 | 125.9 |

| Discounted cash flow | | | | | | | | | | | | |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY2040 | FY2041 | FY2042 | FY2043 | FY2044 | FY2045 | FY2046 |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 4.6months |
| INR crores | | | | | | | | | | | | |
| Net Revenue | 522.0 | 580.6 | 640.2 | 706.4 | 778.8 | 859.8 | 942.5 | 1,032.4 | 1,129.2 | 1,241.2 | 1,350.4 | 559.7 |
| yoy growth | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | n/m |
| EBITDA | 458.0 | 513.2 | 569.8 | 558.9 | 623.7 | 696.7 | 856.9 | 942.5 | 1,034.8 | 1,141.7 | 1,246.2 | 517.4 |
| EBITDA margin | 88% | 88% | 89% | 79% | 80% | 81% | 91% | 91% | 92% | 92% | 92% | 92% |
| Depreciation | 119.1 | 130.5 | 142.0 | 154.8 | 168.7 | 184.2 | 199.9 | 217.0 | 235.4 | 256.5 | 277.0 | 116.0 |
| EBIT | 338.9 | 382.7 | 427.8 | 404.1 | 455.0 | 512.4 | 656.9 | 725.4 | 799.4 | 885.2 | 969.2 | 401.4 |
| EBIT margin | 65% | 66% | 67% | 57% | 58% | 60% | 70% | 70% | 71% | 71% | 72% | 72% |
| Less: tax on EBIT | (59.2) | (66.9) | (74.7) | (70.6) | (79.5) | (89.5) | (114.8) | (201.2) | (279.3) | (309.3) | (338.7) | (140.3) |
| Change in working capital | - | - | - | - | - | - | - | - | - | - | - | - |
| Capex | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 398.8 | 446.4 | 495.1 | 488.3 | 544.2 | 607.1 | 742.1 | 741.3 | 755.4 | 832.4 | 907.6 | 377.2 |
| Continuing value | | | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.75 | 21.75 | 22.75 | 23.44 |
| Discount factor | 0.32 | 0.30 | 0.27 | 0.25 | 0.23 | 0.21 | 0.19 | 0.17 | 0.16 | 0.15 | 0.13 | 0.13 |
| Present value of cash flows as at 31 December 2021 | 128.8 | 131.9 | 133.9 | 120.8 | 123.3 | 125.8 | 140.8 | 128.7 | 120.0 | 121.0 | 120.7 | 47.2 |

Valuation Conclusion

| | |
|---|----------------|
| Present value of cash flows | 2,492.9 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | (4.6) |
| Enterprise value | 2,488.4 |

8.6 Udaipur Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic and study report as follows:

a) Revenue

Revenue is expected to grow at an average rate of 8%-9% in the steady state forecasted period based on traffic study report and financial plan provided by management.

m) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

n) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

c) Premium Payable to NHAI

The Premium payable to NHAI is considered as given by the management and validated the same from concession agreement.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 13 February 2043
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:



| WACC calculation | |
|---|--|
| Basis | |
| Risk free rate of return | 6.8% 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% Incwert Analysis |
| Beta | 0.9 Peer median of 2 yr weekly beta |
| Alpha | 0.5% Valuer judgement |
| Cost of Equity | 13.9% |
| Cost of Debt | 7.5% Management input |
| Tax Rate | 17.5% Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% |
| Debt/Equity | 1.50 Management input |
| Debt to Capital % | 60.0% |
| Equity to Capital % | 40.0% |
| Weighted Average Cost of Capital | 9.3% |
| <i>Marginal tax rate</i> | <i>17.5% MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of UTL as on 31 December 2021 is arrived at INR 2,372.4 crores.

| Discounted cash flow | | | | | | | | | | | | | |
|--|---------------|-------------|-------------|--------------|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| INR crores | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| Net Revenue | 11.2 | 117.7 | 148.4 | 173.4 | 194.2 | 218.8 | 257.1 | 289.4 | 325.1 | 363.3 | 406.6 | 452.3 | 502.8 |
| yoy growth | n/a | 46.6% | 12.7% | 9.3% | 8.0% | 7.9% | 10.9% | 10.5% | 10.5% | 10.2% | 10.5% | 9.8% | 9.9% |
| EBITDA | 6.4 | 97.5 | 70.3 | 82.4 | 95.0 | 191.1 | 232.7 | 144.5 | 173.6 | 208.9 | 374.0 | 423.7 | 387.4 |
| EBITDA margin | 57% | 83% | 47% | 48% | 49% | 87% | 90% | 50% | 53% | 57% | 92% | 94% | 77% |
| Depreciation | 4.8 | 42.7 | 48.1 | 52.5 | 56.8 | 61.3 | 68.0 | 75.1 | 83.0 | 91.4 | 101.0 | 110.9 | 121.9 |
| EBIT | 1.6 | 54.9 | 22.2 | 29.9 | 38.3 | 129.9 | 164.7 | 69.4 | 90.6 | 117.5 | 273.0 | 312.8 | 265.5 |
| EBIT margin | 14% | 47% | 15% | 17% | 20% | 59% | 64% | 24% | 28% | 32% | 67% | 69% | 53% |
| Less: tax on EBIT | (4.0) | (9.6) | (3.9) | (5.2) | (6.7) | (22.7) | (28.8) | (12.1) | (15.8) | (20.5) | (47.7) | (54.7) | (46.4) |
| Change in working capital | (62.3) | - | - | 38.9 | - | - | - | - | - | - | - | - | - |
| Capex | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | (59.9) | 87.9 | 66.4 | 116.1 | 88.3 | 168.4 | 203.9 | 132.3 | 157.7 | 188.4 | 326.3 | 369.1 | 341.1 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.94 | 0.86 | 0.78 | 0.72 | 0.66 | 0.60 | 0.55 | 0.50 | 0.46 | 0.42 | 0.39 | 0.35 |
| Present value of cash flows as at 31 Decemeber 2021 | (59.3) | 82.3 | 56.9 | 91.0 | 63.4 | 110.6 | 122.5 | 72.8 | 79.4 | 86.7 | 137.5 | 142.3 | 120.3 |

| Discounted cash flow | | | | | | | | | | |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--|
| INR crores | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY 2040 | FY 2041 | FY 2042 | FY 2043 | |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 10.5months | |
| Net Revenue | 555.0 | 617.0 | 679.7 | 747.4 | 823.0 | 906.5 | 991.3 | 1,088.7 | 1,040.8 | |
| yoy growth | 9.5% | 10.1% | 9.2% | 9.2% | 9.4% | 9.5% | 8.8% | 9.2% | n/m | |
| EBITDA | 433.5 | 466.5 | 647.7 | 714.6 | 789.6 | 871.4 | 954.6 | 1,050.1 | 1,005.4 | |
| EBITDA margin | 78% | 76% | 95% | 96% | 96% | 96% | 96% | 96% | 97% | |
| Depreciation | 133.5 | 146.9 | 160.5 | 175.4 | 191.8 | 210.0 | 228.4 | 249.4 | 237.4 | |
| EBIT | 300.1 | 319.6 | 487.2 | 539.2 | 597.9 | 661.4 | 726.2 | 800.8 | 768.1 | |
| EBIT margin | 54% | 52% | 72% | 72% | 73% | 73% | 73% | 74% | 74% | |
| Less: tax on EBIT | (52.4) | (55.8) | (85.1) | (94.2) | (104.5) | (115.6) | (168.5) | (279.8) | (268.4) | |
| Change in working capital | - | - | - | - | - | - | - | - | - | |
| Capex | - | - | - | - | - | - | - | - | - | |
| Free cash flows to the Firm | 381.1 | 410.7 | 562.6 | 620.4 | 685.2 | 755.8 | 786.1 | 770.3 | 737.0 | |
| Continuing value | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.68 | |
| Discount factor | 0.32 | 0.30 | 0.27 | 0.25 | 0.23 | 0.21 | 0.19 | 0.17 | 0.16 | |
| Present value of cash flows as at 31 Decemeber 2021 | 123.1 | 121.4 | 152.1 | 153.5 | 155.2 | 156.7 | 149.1 | 133.7 | 117.7 | |

| Valuation Conclusion | |
|---|----------------|
| Present value of cash flows | 2,368.7 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | 3.6 |
| Enterprise value | 2,372.4 |

8.7 CG Tollway Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic study report as follows:

a) Revenue

Revenue is expected to grow at an average rate of 11%-12% in the steady state forecasted period based on traffic study report and financial plan provided by management.

o) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

p) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

c) Premium Payable to NHAI

The Premium payable to NHAI is considered as given by the management and validated the same from concession agreement.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic study, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 03 February 2042.
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:



| WACC calculation | | Basis |
|---|--------------|--|
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 March 2021 |
| India risk premium | 7.5% | Incwrt Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 0.5% | Valuer judgement |
| Cost of Equity | 13.9% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 1.50 | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.3% | |
| <i>Marginal tax rate</i> | <i>17.5%</i> | <i>MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of CGTL as on 31 December 2021 is arrived at INR 2,371.7 crores.

| Discounted cash flow | | | | | | | | | | | | | |
|---|--------------|-------------|-------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| INR crores | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| Net Revenue | 175.1 | 99.3 | 140.5 | 168.0 | 189.9 | 212.9 | 255.0 | 287.6 | 324.2 | 361.5 | 406.4 | 453.4 | 504.3 |
| yoy growth | n/a | 55.9% | 14.7% | 9.0% | 7.7% | 6.9% | 10.6% | 10.2% | 10.3% | 9.8% | 10.4% | 9.7% | 9.7% |
| EBITDA | 144.1 | 66.7 | 106.2 | 105.2 | 123.8 | 143.4 | 213.4 | 244.0 | 278.5 | 227.3 | 265.0 | 305.8 | 448.8 |
| EBITDA margin | 82% | 67% | 76% | 63% | 65% | 67% | 84% | 85% | 86% | 63% | 65% | 67% | 89% |
| Depreciation | 25.0 | 39.2 | 45.0 | 49.0 | 52.7 | 56.3 | 62.3 | 68.7 | 75.8 | 83.2 | 91.8 | 100.7 | 110.5 |
| EBIT | 119.1 | 27.6 | 61.2 | 56.2 | 71.0 | 87.1 | 151.1 | 175.4 | 202.8 | 144.1 | 173.2 | 205.0 | 338.2 |
| EBIT margin | 68% | 28% | 44% | 33% | 37% | 41% | 59% | 61% | 63% | 40% | 43% | 45% | 67% |
| Less: tax on EBIT | (5.2) | (4.8) | (10.7) | (9.8) | (12.4) | (15.2) | (26.4) | (30.6) | (35.4) | (25.2) | (30.3) | (35.8) | (59.1) |
| Change in working capital | (9.5) | - | - | 50.0 | - | - | - | - | - | - | - | - | - |
| Capex | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 129.4 | 61.9 | 95.5 | 145.4 | 111.4 | 128.2 | 187.0 | 213.4 | 243.1 | 202.1 | 234.8 | 269.9 | 389.7 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.94 | 0.86 | 0.78 | 0.72 | 0.66 | 0.60 | 0.55 | 0.50 | 0.46 | 0.42 | 0.39 | 0.35 |
| Present value of cash flows as at 31 December 2021 | 128.0 | 58.0 | 81.8 | 114.0 | 79.9 | 84.2 | 112.4 | 117.3 | 122.3 | 93.1 | 98.9 | 104.1 | 137.5 |

| Discounted cash flow | | | | | | | | | |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--|
| INR crores | FY2035 | FY2036 | FY2037 | FY2038 | FY2039 | FY2040 | FY2041 | FY2042 | |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 10.2months | |
| Net Revenue | 560.2 | 621.0 | 685.2 | 755.1 | 832.6 | 917.1 | 1,001.9 | 930.0 | |
| yoy growth | 9.7% | 9.7% | 9.2% | 9.2% | 9.3% | 9.3% | 8.6% | n/m | |
| EBITDA | 493.0 | 513.3 | 572.7 | 636.9 | 761.9 | 842.6 | 924.0 | 860.7 | |
| EBITDA margin | 88% | 83% | 84% | 84% | 92% | 92% | 92% | 93% | |
| Depreciation | 121.2 | 132.9 | 145.1 | 158.4 | 173.1 | 189.2 | 205.4 | 189.4 | |
| EBIT | 371.9 | 380.4 | 427.6 | 478.5 | 588.8 | 653.4 | 718.5 | 671.3 | |
| EBIT margin | 66% | 61% | 62% | 63% | 71% | 71% | 72% | 72% | |
| Less: tax on EBIT | (65.0) | (66.5) | (74.7) | (83.6) | (178.9) | (228.3) | (251.1) | (234.6) | |
| Change in working capital | - | - | - | - | - | - | - | - | |
| Capex | - | - | - | - | - | - | - | - | |
| Free cash flows to the Firm | 428.1 | 446.8 | 498.0 | 553.3 | 583.0 | 614.3 | 672.9 | 626.1 | |
| Continuing value | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.67 | |
| Discount factor | 0.32 | 0.30 | 0.27 | 0.25 | 0.23 | 0.21 | 0.19 | 0.17 | |
| Present value of cash flows as at 31 December 2021 | 138.2 | 132.0 | 134.7 | 136.9 | 132.0 | 127.3 | 127.6 | 109.4 | |



| Valuation Conclusion | |
|---|----------------|
| Present value of cash flows | 2,369.5 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | 2.1 |
| Enterprise value | 2,371.7 |

8.8 Kishangarg Gulabpura Tollway Private Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic study report as follows:

a) Revenue

Revenue is expected to grow at CAGR of 8%-9% over a period of 20 years driven by traffic study report and financial plan provided by management.

q) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

r) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

c) Premium Payable to NHAI

The Premium payable to NHAI is considered as given by the management and validated the same from concession agreement.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic study, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.



- The explicit period has been considered from 01 January 2022 to 20 May, 2042.
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:

| WACC calculation | | |
|---|--------------|--|
| | | Basis |
| Risk free rate of return | 6.8% | 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% | Incwert Analysis |
| Beta | 0.9 | Peer median of 2 yr weekly beta |
| Alpha | 1.0% | Valuer judgement |
| Cost of Equity | 14.4% | |
| Cost of Debt | 7.5% | Management input |
| Tax Rate | 17.5% | Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% | |
| Debt/Equity | 1.50 | Management input |
| Debt to Capital % | 60.0% | |
| Equity to Capital % | 40.0% | |
| Weighted Average Cost of Capital | 9.5% | |
| Marginal tax rate | 17.5% | MAT rates as per IT applicable here |

- The Business/ Enterprise Value of KGTL as on 31 December 2021s arrived at INR 1,478.4 crores.

| Discounted cash flow | | | | | | | | | | | | | |
|---|---------------|--------------|-------------|--------------|-------------|---------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| INR crores | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 3.0months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| Net Revenue | 24.8 | 184.7 | 72.6 | 96.2 | 109.4 | 123.1 | 153.0 | 183.3 | 206.9 | 232.1 | 262.7 | 292.9 | 327.3 |
| yo y growth | n/m | 130.9% | 14.7% | 11.0% | 7.2% | 6.3% | 11.1% | 9.8% | 10.2% | 9.9% | 10.6% | 9.5% | 9.8% |
| EBITDA | 19.4 | 162.0 | 48.7 | 71.3 | 83.2 | (4.8) | 124.1 | 153.0 | 175.1 | 198.6 | 227.5 | 151.7 | 186.6 |
| EBITDA margin | 78% | 88% | 67% | 74% | 76% | (4)% | 81% | 83% | 85% | 86% | 87% | 52% | 57% |
| Depreciation | 6.6 | 29.7 | 34.1 | 37.9 | 40.6 | 43.1 | 47.9 | 52.6 | 57.9 | 63.7 | 70.5 | 77.2 | 84.8 |
| EBIT | 12.8 | 132.2 | 14.6 | 33.5 | 42.6 | (48.0) | 76.2 | 100.4 | 117.1 | 134.9 | 157.0 | 74.5 | 101.8 |
| EBIT margin | 52% | 72% | 20% | 35% | 39% | -39% | 50% | 55% | 57% | 58% | 60% | 25% | 31% |
| Less: tax on EBIT | (2.8) | (23.1) | (2.5) | (5.8) | (7.4) | - | (5.8) | (17.5) | (20.5) | (23.6) | (27.4) | (13.0) | (17.8) |
| Change in working capital | (12.7) | (7.1) | - | 36.0 | - | - | - | - | - | - | - | - | - |
| Capex | (18.9) | - | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | (15.1) | 131.8 | 46.1 | 101.5 | 75.7 | (4.8) | 118.3 | 135.4 | 154.6 | 175.0 | 200.0 | 138.6 | 168.8 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.93 | 0.85 | 0.78 | 0.71 | 0.65 | 0.59 | 0.54 | 0.50 | 0.45 | 0.41 | 0.38 | 0.35 |
| Present value of cash flows as at 31 December 2021 | (14.9) | 123.2 | 39.4 | 79.1 | 54.0 | (3.1) | 70.3 | 73.5 | 76.7 | 79.3 | 82.8 | 52.4 | 58.3 |



| Discounted cash flow | | | | | | | | | |
|---|---------------|---------------|---------------|---------------|----------------|---------------|---------------|---------------|---------------|
| INR crores | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY2040 | FY2041 | FY2042 | FY2043 |
| | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 1.6months |
| Net Revenue | 363.5 | 404.4 | 446.1 | 491.6 | 544.2 | 598.5 | 657.0 | 720.9 | 107.9 |
| <i>yoy growth</i> | 9.5% | 9.8% | 9.0% | 9.1% | 9.4% | 9.2% | 8.8% | 8.9% | -85.1% |
| EBITDA | 212.4 | 361.7 | 401.5 | 444.8 | 495.0 | 546.7 | 602.7 | 663.9 | 99.7 |
| EBITDA margin | 58% | 89% | 90% | 90% | 91% | 91% | 92% | 92% | 92% |
| Depreciation | 92.9 | 102.0 | 111.2 | 121.3 | 132.8 | 145.0 | 157.7 | 171.8 | 25.6 |
| EBIT | 119.6 | 259.7 | 290.3 | 323.4 | 362.2 | 401.8 | 445.0 | 492.1 | 74.1 |
| EBIT margin | 33% | 64% | 65% | 66% | 67% | 67% | 68% | 68% | 69% |
| Less: tax on EBIT | (20.9) | (45.4) | (50.7) | (56.5) | (63.3) | (78.9) | (155.5) | (172.0) | (25.9) |
| Change in working capital | - | - | - | - | - | - | - | - | - |
| Capex | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 191.5 | 316.3 | 350.7 | 388.3 | 431.7 | 467.8 | 447.2 | 492.0 | 73.8 |
| Continuing value | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.75 | 20.32 |
| Discount factor | 0.32 | 0.29 | 0.26 | 0.24 | 0.22 | 0.20 | 0.18 | 0.17 | 0.16 |
| Present value of cash flows as at 31 December 2021 | 60.4 | 91.2 | 92.3 | 93.4 | 94.8 | 93.9 | 82.0 | 82.4 | 11.7 |

Valuation Conclusion

| | |
|---|----------------|
| Present value of cash flows | 1,473.0 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | 5.31 |
| Enterprise value | 1,478.4 |

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8.9 IRB Hapur Moradabad Tollway Private Limited

Key Inputs in Projections:

The key inputs of the projections provided by the Management supported by independent traffic study report as follows:

a) Revenue

Revenue is expected to grow at an average rate of 13% in the steady state forecasted period based on traffic study report and financial plan provided by management.

s) Traffic Volume

Traffic volume as received from the Management supported by traffic study report carried out by Steer dated September 2021 are considered.

t) Toll rates

- Toll rates has been estimated as per the recent MoRTH notification and Schedule R of contract agreement. Factor of inflation / growth has been incorporated as per Schedule R. Increase in WPI was calculated based on the WPI numbers are based on the latest year number provided by RBI and forecast are based on the numbers estimated in annual report published by Consensus
- WPI has been projected to grow by 4% for the projected period.

b) Periodic Maintenance & Routine Maintenance Costs

Estimates for projected Periodic Maintenance & Routine Maintenance cost from the Management are considered.

c) Premium Payable to NHAI

The Premium payable to NHAI is considered as given by the management and validated the same from concession agreement.

DCF Method:

- The key assumptions and other key inputs, mentioned on the previous paragraphs, as provided by the Management are considered in the projections.
- The projections provided by the Management, based on Independent traffic and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- The explicit period has been considered from 01 January 2022 to 31 August 2041.
- The tax has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- The assumptions for Weighted average cost of capital is as follows:



| WACC calculation | |
|---|--|
| Basis | |
| Risk free rate of return | 6.8% 10yrs ZCYC as at 31 December 2021 |
| India risk premium | 7.5% Incwert Analysis |
| Beta | 0.9 Peer median of 2 yr weekly beta |
| Alpha | 1.0% Valuer judgement |
| Cost of Equity | 14.4% |
| Cost of Debt | 7.5% Management input |
| Tax Rate | 17.5% Rates as per IT Act as applicable here |
| After Tax Cost of Debt | 6.2% |
| Debt/Equity | 1.50 Management input |
| Debt to Capital % | 60.0% |
| Equity to Capital % | 40.0% |
| Weighted Average Cost of Capital | 9.5% |
| <i>Marginal tax rate</i> | <i>17.5% MAT rates as per IT applicable here</i> |

- The Business/ Enterprise Value of IHMTL as on 31 December 2021 is arrived at INR 3,792.7 crores.

| Discounted cash flow | | | | | | | | | | | | | |
|--|---------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| INR crores | 3months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months |
| Net Revenue | 41.7 | 268.9 | 288.6 | 322.7 | 356.6 | 389.5 | 430.1 | 471.6 | 521.1 | 577.1 | 635.6 | 702.7 | 773.3 |
| yoy growth | n/a | 100.0% | 11.8% | 11.0% | 10.7% | 8.7% | 9.8% | 9.1% | 10.3% | 10.5% | 10.0% | 10.4% | 9.9% |
| EBITDA | 39.7 | 260.5 | 275.4 | 313.6 | 258.0 | 289.9 | 334.7 | 461.1 | 504.9 | 491.6 | 547.3 | 633.9 | 758.7 |
| EBITDA margin | 95% | 97% | 95% | 97% | 72% | 74% | 78% | 98% | 97% | 85% | 86% | 90% | 98% |
| Depreciation | 13.1 | 56.9 | 63.5 | 70.5 | 78.1 | 84.9 | 93.2 | 101.7 | 112.2 | 124.0 | 136.4 | 150.6 | 165.5 |
| EBIT | 26.5 | 203.6 | 211.9 | 243.1 | 179.9 | 205.0 | 241.5 | 359.4 | 392.7 | 367.5 | 410.8 | 483.3 | 593.2 |
| EBIT margin | 64% | 76% | 73% | 75% | 50% | 53% | 56% | 76% | 75% | 64% | 65% | 69% | 77% |
| Less: tax on EBIT | (4.6) | (35.6) | (37.0) | (42.5) | (31.4) | (35.8) | (42.2) | (62.8) | (68.6) | (64.2) | (71.8) | (84.4) | (103.6) |
| Change in working capital | 226.3 | (43.8) | - | 60.0 | - | - | - | - | - | - | - | - | - |
| Capex | (66.4) | (162.0) | - | - | - | - | - | - | - | - | - | - | - |
| Free cash flows to the Firm | 195.0 | 19.2 | 238.4 | 331.1 | 226.5 | 254.0 | 292.5 | 398.3 | 436.3 | 427.3 | 475.5 | 549.4 | 655.0 |
| Continuing value | | | | | | | | | | | | | |
| Discounting period (mid-period) | 0.12 | 0.75 | 1.75 | 2.75 | 3.75 | 4.75 | 5.75 | 6.75 | 7.75 | 8.75 | 9.75 | 10.75 | 11.75 |
| Discount factor | 0.99 | 0.93 | 0.85 | 0.78 | 0.71 | 0.65 | 0.59 | 0.54 | 0.50 | 0.45 | 0.41 | 0.38 | 0.35 |
| Present value of cash flows as at 31 December 2021 | 192.8 | 17.9 | 203.6 | 258.3 | 161.4 | 165.3 | 173.9 | 216.3 | 216.4 | 193.6 | 196.8 | 207.7 | 226.2 |

| Discounted cash flow | | | | | | | | | | |
|--|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|--|
| | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY2040 | FY2041 | FY2042 | | |
| INR crores | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 12 months | 5.0months | |
| Net Revenue | 846.6 | 932.0 | 1,020.0 | 1,119.8 | 1,223.3 | 1,338.5 | 1,455.6 | 665.1 | | |
| yoy growth | 9.4% | 10.0% | 9.3% | 9.7% | 9.2% | 9.4% | 8.7% | n/m | | |
| EBITDA | 834.0 | 707.3 | 777.2 | 868.1 | 1,202.3 | 1,324.1 | 1,440.6 | 658.4 | | |
| EBITDA margin | 99% | 76% | 76% | 78% | 98% | 99% | 99% | 99% | | |
| Depreciation | 181.0 | 199.1 | 217.6 | 238.7 | 260.5 | 284.9 | 309.7 | 141.4 | | |
| EBIT | 653.0 | 508.2 | 559.6 | 629.4 | 941.7 | 1,039.2 | 1,130.9 | 517.0 | | |
| EBIT margin | 77% | 55% | 55% | 56% | 77% | 78% | 78% | 78% | | |
| Less: tax on EBIT | (114.1) | (129.1) | (195.5) | (220.0) | (329.1) | (363.1) | (395.2) | (180.7) | | |
| Change in working capital | - | - | - | - | - | - | - | - | | |
| Capex | - | - | - | - | - | - | - | - | | |
| Free cash flows to the Firm | 719.9 | 578.1 | 581.7 | 648.2 | 873.2 | 961.0 | 1,045.4 | 477.8 | | |
| Continuing value | | | | | | | | | | |
| Discounting period (mid-period) | 12.75 | 13.75 | 14.75 | 15.75 | 16.75 | 17.75 | 18.75 | 19.46 | | |
| Discount factor | 0.32 | 0.29 | 0.26 | 0.24 | 0.22 | 0.20 | 0.18 | 0.17 | | |
| Present value of cash flows as at 31 December 2021 | 227.1 | 166.6 | 153.1 | 155.9 | 191.8 | 192.8 | 191.6 | 82.1 | | |

| Valuation Conclusion | |
|---|----------------|
| Present value of cash flows | 3,791.3 |
| Present value of terminal value | - |
| Release of WC at the end of concession period | 1.4 |
| Enterprise value | 3,792.7 |

8.10 Valuation Summary

The derived enterprise value and equity value, based on the valuation approach and methodology as discussed above, as on 31 December 2021 is as under:

| FCFF method- Equity value of the Trust | | | |
|---|---------------------------|-------------------|-------------------------------|
| SI. No | Name of SPV | Short name of SPV | Enterprise value (INR crores) |
| 1 | Goa Kundapur | IWTL | 2,417.2 |
| 2 | Solapur Yedeshi | SYTL | 1,832.5 |
| 3 | Yedeshi Aurangabad | YATL | 3,601.0 |
| 4 | Kaithal - Rajasthan | KTL | 2,522.6 |
| 5 | Agra Etawah | AETL | 2,488.4 |
| 6 | Udaipur Rajasthan Gujarat | UTL | 2,372.4 |
| 7 | Gulabpura Chittorgarh | CGTL | 2,371.7 |
| 8 | Kishangarh Gulabpura | KGTL | 1,478.4 |
| 9 | Hapur Moradabad | IHMTL | 3,792.7 |
| Total Enterprise Value | | Total | 22,876.7 |

| Computation of fair value of the equity of the Trust | | | |
|--|-----------------------------|-----------------|------------|
| Valuation approach | Method | INR crores | Weight (%) |
| Income approach | DCF | 22,876.7 | 100% |
| Market approach | Comparable companies method | n/a | 0% |
| Cost approach | NAV | n/a | 0% |
| Enterprise value for the combined portfolio of 9 SPVs | | 22,876.7 | 100% |
| Less: Debt | | (9,731.4) | |
| Less: Debt-like-items | | 0.0 | |
| Less: Present value of stand alone expenses pertaining to InvIT as on 31 December 2021 | | (151.8) | |
| Add: Cash and cash equivalents | | 60.6 | |
| Add: Surplus assets | | 53.0 | |
| Value of 100% interest in equity (on a control, marketable basis) | | 13,107.1 | |

Notes:

- Adjustments for debt, cash & cash equivalents and surplus assets have been made considering provisional and unaudited accounts of InvIT as on 31 December 2021
- Debt of INR 9,731.4 crores includes loan from banks, loan from financial institutions and non-convertible debentures.
- Surplus assets of INR 73.3 crores primarily comprises investments in IDBI liquid fund, ABSL liquid fund and SBI overnight fund, security deposits and current tax assets (net)
- Stand alone expenses pertaining to InvIT has been considered based on Management business plan.
- Management has represented that the probability of devolvement of contingent liabilities is insignificant and accordingly no adjustment was required to be carried out in the valuation of the 9 SPVs.
- Money payable to related parties (INR 3475.8 crores) forming part of non-current liabilities (INR 2,524.6 crores) and current liabilities (INR 951.2 crores) on the Trust combined balance sheet as on Valuation Date and will be settled against amount receivable from NHAI against claim. Hence, the same has not been considered as a Debt-like item based on management representation.
- Management has represented that the liabilities (INR 1,680 crores) forming part of the other working capital shown on the balance sheets of the 9 SPVs as of the Valuation Date of 31 December 2021 will be settled to zero by



infusion of sponsor debt or being funded separately before the transaction date. As such impact of change in one-time other working capital has not been considered in computation of the free cash flow and the enterprise valuation presented in the table above. Other working capital primarily comprises current tax assets, other financial liabilities, trade payables, provisions, and other current liabilities.

| Working capital seperately funded | |
|--|---------------|
| IWTL | 218.0 |
| YATPL | 66.0 |
| SYTPL | 25.9 |
| UTPL | 269.8 |
| CGTPL | 230.4 |
| KGTPPL | 360.5 |
| HMTPL | 509.6 |
| Total (INR crores) | 1680.1 |

Fair value of 100% equity interest in the Trust has been computed at INR 13,107.1 crores. Value per fully paid up unit is INR 153.29/- (Indian Rupees One Hundred Fifty-Three Point Two Nine Only) (face value per unit: INR 100/-).

Respectfully submitted,

Sunit Khandelwal

Registered Valuer under Companies (Registered Valuers and Valuation) Rules, 2017

IBBI Registration No. IBBI/RV/05/2018/10426

Asset class: Securities or Financial Assets

Date: 31 January 2022

Place: Gurgaon

9. Annexures

Additional procedures to be complied with in accordance with SEBI InvIT Regulations List of Disclosures

Additional procedures to be complied with in accordance with SEBI InvIT regulations as per Schedule V of the SEBI InvIT Regulations:

- a) List of one-time sanctions/approvals which are obtained or pending along with up to date/overdue periodic clearances

As given by the Management, the list of one-time sanctions/approvals which are obtained or pending along with up to date/overdue periodic clearances of all the 9 SPVs are included in earlier sections in the Report and details are mentioned in Annexures.

- b) Statement of assets

Management has represented that all assets and liabilities of the 9 SPVs till the date of transfer of assets to InvIT has been taken over by the Trust.

- c) Estimates of already carried as well as proposed major repairs & improvements

Past major repairs and improvements as on the Valuation Date

Management has represented that major repairs have not been carried out in the past as the 9 SPVs being transferred have been recently operationalized or are being constructed.

Future estimate of major repairs and improvements as on the Valuation Date

| Future estimates of major repairs and improvements as on the Valuation Date (Amt in INR crores) | | | | | | | | | | | | | |
|---|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| Name of SPV | FY2022 | FY2023 | FY2024 | FY2025 | FY2026 | FY2027 | FY2028 | FY2029 | FY2030 | FY2031 | FY2032 | FY2033 | FY2034 |
| | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths |
| IWTL | - | 40.8 | 40.9 | 42.5 | - | 1.3 | - | 110.6 | 40.6 | - | - | 1.6 | 11.9 |
| SYTL | - | - | - | 12.6 | 19.4 | 20.3 | - | - | - | - | - | 61.2 | 64.3 |
| YATL | - | - | - | 24.4 | 30.5 | 32.1 | - | - | - | - | - | 109.8 | 115.4 |
| KTL | - | - | 21.9 | 45.2 | 47.6 | - | - | - | - | - | 128.0 | 133.7 | 140.5 |
| AETL | - | - | 32.1 | 39.1 | 41.1 | - | - | - | - | 123.1 | 129.6 | 135.4 | - |
| UTL | - | - | 57.1 | 69.1 | 76.5 | 4.1 | - | 119.7 | 125.5 | 127.5 | 4.8 | - | 85.9 |
| CGTL | - | - | - | 27.0 | 28.4 | 29.9 | - | - | - | 86.1 | 90.7 | 94.7 | - |
| KGTL | - | - | - | - | - | 100.4 | - | - | - | - | - | 104.4 | 102.0 |
| IHMTL | - | - | 4.4 | - | 89.2 | 89.9 | 85.2 | - | 5.4 | 74.3 | 76.7 | 56.9 | 2.4 |

| Future estimates of major repairs and improvements as on the Valuation Date (Amt in INR crores) | | | | | | | | | | |
|---|--------|--------|--------|--------|---------|---------|--------|--------|---------|--------|
| Name of SPV | FY2035 | FY2036 | FY2037 | FY2038 | FY 2039 | FY 2040 | FY2041 | FY2042 | FY 2043 | FY2044 |
| | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths | 12mths |
| IWTL | 166.5 | 1.9 | - | - | 148.5 | 53.2 | - | - | - | - |
| SYTL | 67.4 | - | - | - | - | - | - | 42.1 | 44.2 | 46.5 |
| YATL | 120.9 | - | - | - | - | 60.4 | 63.3 | 66.5 | - | - |
| KTL | - | - | - | - | - | 94.1 | 98.6 | 103.6 | - | - |
| AETL | - | - | - | 73.5 | 77.3 | 81.3 | - | - | - | - |
| UTL | 91.2 | 119.3 | - | - | - | - | - | - | - | - |
| CGTL | 8.9 | 46.3 | 48.4 | 50.8 | - | - | - | - | - | - |
| KGTL | 110.5 | - | - | - | - | - | - | - | - | - |
| IHMTL | - | 211.8 | 229.5 | 238.0 | 7.0 | - | - | - | - | - |



- d) Revenue pendencies including local authority taxes associated with InvIT asset & compounding charges

Management has represented that there are no revenue pendencies including local authority taxes pending to be payable to the Government authorities with respect to all the 9 SPVs.

- e) On-going material litigations including tax disputes in relation to the assets

As represented by the Management, the list of the ongoing material litigations of all the 9 SPVs, have been included In Annexures 1 to 9

- f) Vulnerability to natural to induced hazards that may not have been covered in town planning/building control

Management has represented that there are no such natural or induced hazards which have been not considered in town planning/building control with respect to all the 9 SPVs.

- g) Site Visit Photographs

Site visit of all the 9 SPVs was conducted. Photographs taken during the site visit have been included in earlier sections in the Report.

Caveat to Disclosures in Annexures:

The Valuer has not independently verified the documents related to the disclosures mentioned in the Annexures and have relied on the representation by the Management for the same.



9.1 Annexure I IWTL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|--|----------------------------------|
| A | Permission of State government for extraction of boulders from quarry. | Received |
| B | Permission of Village Panchayat & Pollution control board for installation of crushers | Received, Applied for renewal |
| C-1 | License for use of explosives. | Received |
| C-2 | Permission of state government for drawing water from Rivers & reservoir. | Not Applicable |
| D-1 | License from Inspector of factories or competent authorities for setting up Batching Plant | Received |
| D-2 | Clearance from Pollution control board for Setting up Batching Plant | Received |
| E-1 | Permission of Village Panchayat & Pollution control board for Asphalt Plant | Received |
| E-2 | Permission of Village Panchayat & State government for Borrow earth | Received |
| F-1 | Permission of State Government for Cutting of trees | Received |
| F-2 | Any other permits or clearance required under applicable Laws | Labour License taken. |

9.2 Annexure I IWTL – Table 2 List of ongoing material litigations or litigations where financial implication cannot be ascertained

| Sl. No. | Complainant/Applica Respondents | Name & Address of the Court | Brief Description of Case | Status as on date | Financial implications |
|---------|---|--|--|---|--|
| 1 | Mr. Sachidananda Shetty, The Chief General Manager, Modern Road Makers Pvt. Ltd. | Judicial Magistrate First Class Court, Kundapura. | The plaintiff has filed this suit praying that stay should be given for the stoppage work of NH-66 to set right certain anomalies in the tree cutting tender awarded to him by the NHAI in Kundapur forest division in respect of cutting of reserved categories of trees like teak, Bethonne, Matti, Sandalwood & season. | There are no Adverse orders against the company. The matter is pending | Land acquisition and related cost, cutting the necessary trees for road widening work, and related cost, etc are the sole responsibilities of NHAI. Further the concessionaire is not a party in the tender awarded to the plaintiff for cutting of the trees. Hence, there are no financial implications in this matter. |
| 2 | Laxman Neelakanth Desai, Goangeri, Majali, Karwar | IRB West Coast Tollway Pvt Ltd, Civil Judge & JMFC II Court, Karwar | The plaintiff has filed the suit to restrain the defendants from undertaking the blasting of the rocks/hill in unscientific manner as it has caused loss to the plaintiff. | There are no Adverse orders against the company. The matter is pending | The company and plaintiff had mediated the dispute partly and the company has paid a sum of Rs. 175000/- to the plaintiff in the interest of the project. The matter is pending for final determination. As the company has complied with all the necessary provisions and undertaken the work with all safety precautions, the company feels that there are no financial implications in this matter. |
| 3 | Venkatramana S Chief General Manager (IRB), Kunta | JMFC at Bhatkal (O.S. No. 103/2018) | The plaintiff has filed this suit challenging the land acquisition and has prayed that the respondents should be restrained from doing the work against the provisions of the land acquisition act. | There are no Adverse orders against the company. The matter is pending | The responsibility of the entire process of land acquisition and payment of compensation is of NHAI. Hence, that there are no financial implications in this matter. |
| 4 | Mr. Vithobha Ganesh Naik | IRB West Coast Tollway Pvt Ltd, Principal Judge, Karwar | The complainant is alleging that IRB WTL is encroaching upon the Petitioner's land to construct the highway | IRB WTL has received summons from the court. The matter is currently pending. | |



9.3 Annexure II SYTL – Table 1: List of one-time sanctions/Approvals

Note. Management has represented that one-time sanctions/approvals are not applicable for SYTL as the project has achieved commercial operational date (COD). These sanctions / approvals are applicable during the construction phase only.

9.4 Annexure II SYTL – Table 2: List of ongoing material litigations

Nil

9.5 Annexure III YATL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|---|----------|
| A | Permission of the State Government for extraction of boulder from quarry. | Received |
| B | Permission of Village Panchayat and Pollution Control Board for installation of crusher; | Received |
| C | License for use of explosives | Received |
| D | Permission of state government for drawing water from river/reservoir | Received |
| E | License from the inspector of factories or other competent authority for setting up Batching plant. | Received |
| F | Clearance of Pollution Control Board for setting up Batching Plant; | Received |
| G | Clearance of Village Panchayats and Pollution Control Board for Asphalt Plant | Received |
| H | Permission of Village Panchayat and State Government for borrow areas | Received |
| I | Permission of State Government for cutting of trees | Received |
| J | Any other permits or clearances required under Applicable Laws | - |

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9.6 Annexure III YATL – Table 2: List of ongoing material litigations

| Sl. No | Complainant/Applicant/Plaintiff | Respondents | Name & Address of the Court and case number | Brief Description of Case | Status as on date | Financial implications |
|-------------------|---------------------------------|--|---|---|------------------------|---|
| Applicant/ | | | | | | |
| Plaintiff | | | | | | |
| 1 | Shaikh Rafiq and others | IRB Infrastructure Developers Limited and others | Bombay High Court Aurangabad Bench Writ Petition 5410/2015 | This matter is pertaining to Yedeshi Aurangabad Project. The petitioner is aggrieved by the award wherein his land is acquired by NHAI, for construction of highway. Hence, the petitioners have prayed not to change the existing alignment of the proposed road widening of NH 211 passing through petitioners village and to restrain respondents from proceeding further with any change in the existing alignment | The matter is pending. | The responsibility of the entire process of land acquisition and payment of compensation is of NHAI. Hence, there are no financial implications on the company. |
| 2 | Panditrao Chausalkar and others | IRB Infrastructure Developers Limited And Others | Bombay High Court Aurangabad Bench Writ Petition 92/2017 | This matter is pertaining to Yedeshi Aurangabad Project. The petitioner is aggrieved by the award wherein his land is acquired by NHAI, for construction of highway. Hence, the petitioners have prayed that the land acquisition should be set aside, the respondents should be restrained from acquiring the land belonging to the petitioners, etc.. | The matter is pending. | The responsibility of the entire process of land acquisition and payment of compensation is of NHAI. Hence, there are no financial implications on the company. |
| 3 | Pruthviraj shahane | IRB Infrastructure Developers Limited and others | Civil Judge senior division, Beed. Civil suit number 10/2016 | This matter is pertaining to Yedeshi Aurangabad Project. The Plaintiff claims that the electricity poles & DP coming within road alignment / area have been replaced but erected & installed within his private land which has not been acquired. | The matter is pending. | The responsibility of the entire process of land acquisition and payment of compensation is of NHAI. Utility shifting is being done on the land provided by NHAI Hence, there are no financial implications on the company. |

9.7 Annexure IV KTL – Table 1: List of one-time sanctions/approvals

Note. Management has represented that one-time sanctions/approvals are not applicable for KTL as the project has achieved commercial operational date (COD). These sanctions / approvals are applicable during the construction phase only.

9.8 Annexure IV KTL – Table 2: List of ongoing material litigations



| Sl. No. | Complainant/Applicant/Plaintiff | Respondents | Name & Address of the Court and case number | Brief Description of Case | Status as on date | Financial implications |
|---------|---------------------------------|--|--|---|------------------------|--|
| 1 | SirsaEagle CHS Ltd. and another | National Highways Authority of India and Others (Kaithal Tollway Pvt. Ltd. is Respondent Number 5) | Punjab and Haryana High Court, Writ Petition Number 27756/2017 | The Petitioner has challenged the levy and collection of toll on the project, and has prayed that the notification by which the toll is collected should be quashed and issue the directions for frame policy for the local transporters which may not act against the financial interest of the poor local villagers who travel in busses. | The matter is pending. | Financial implications cannot be ascertained as not mentioned in the petition. |
| | | | | | | Similar writ petition challenging the toll collection on the project was filed in Punjab and Haryana High Court by Azad Singh (reported under closed litigations writ petition number 22648/2017), has been dismissed by the High Court. The concessionaire has been collecting the toll on the project as per the concession agreement and the toll notification. The provisional completion certificate has been issued to the concessionaire as per the terms of the concession agreement. Considering the merits of the case, there are no financial implications in this matter. |

9.9 Annexure V AETL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|---|-------------------------------|
| 1 | Permission from SEIAA for mining of metal stone quarry | Not Applicable |
| 2 | Permission of Village Panchayat and Pollution Control Board for installation of crushers | Not Applicable |
| 3 | License for use of explosives | Not Applicable |
| 4 | Permission of the State Government for drawing water from river/ reservoir | Received |
| 5 | License from inspector of factories for setting up batching plant | Renewed |
| 6 | Clearance of PCB for setting up batching plant | Received for three base camps |
| 7 | Clearance of Village Panchayat and PCB for Asphalt Plant | Received for three base camps |
| 8 | Permission of Village Panchayat and State Government to Borrow Earth | Received |
| 9 | Permission of State Government for felling of trees | Received |
| 10a | Environment Clearance (EC) from MoEF | Received |
| 10b | Forest Clearance from MoEF&CC | Received |
| 10c | Taj Trapezium Zone Pollution Clearance from Taj Trapezium Zone Pollution (Prevention and Control) Authority | Received |
| 10d | Permission for use of power | Received |
| 10e | Rehabilitation and resettlement | Received |

9.10 Annexure V AETL – Table 2: List of ongoing material litigations



| Sl. No. | Complainant/Applicant/Plaintiff | Respondents | Name & Address of the Court and case number | Brief Description of Case | Status as on date | Financial implications |
|---------|---------------------------------|----------------------------|---|--|---|--------------------------|
| 1 | NHAI | AE Tollway Private Limited | Arbitration is on hold | <p>1. NHAI levied damages on Concessionaire citing delay in fulfillment of Conditions Precedent and achievement of Financial Close as per Concession Agreement.</p> <p>2. However, the Concessionaire asserted that the damages levied by NHAI are not applicable since the delay in achieving Financial Close was on account of delay by NHAI in appraising the Total Project Cost assessed by the Lenders and eventually NHAI refused to appraise the same. This delay was not attributable to the Concessionaire and it had also affected the fulfillment of Concessionaire's Conditions Precedent as per Clause 4.1.3 (b), (c), (e) & (f) of the Concession Agreement which were all linked to Financial Close.</p> <p>3. The Concessionaire also put on record that as on Appointed Date (i.e. 01/08/2016), the percentage of vacant land handed over by NHAI to Concessionaire was less than 80% as required under Clauses 10.3.2 & 10.3.5 of the Concession Agreement.</p> <p>4. Hence, the penalties claimed by NHAI on account of delay in Financial Close may be waived off since this delay cannot be attributed to the Concessionaire. Thus, the dispute was crystallised. As per the Clause number 44.3 of the Concession Agreement, the arbitration was invoked.</p> <p>5. The matter was referred to (Conciliation Committee of Independent Expert) CCIE-1 for Conciliation. The issue was whether 80% of vacant land was available to the Concessionaire at the time of Financial Close/ Appointed Date. Concessionaire submitted land acquisition officer's CALA (Competent Authority of Land Acquisition) record confirming less than 80% of land availability at the time of Financial Close/ Appointed Date.</p> <p>6. In the final meeting it was directed by the CCIE-1 to jointly inspect the CALA record and verify the land status as on Financial Close/Appointed Date. Even after Concessionaire followed up several times, NHAI did not deploy their representative for the joint inspection. The petitioner filed a writ petition before the High Court of Allahabad against the Sponsor and others (the "Respondents") in relation to the drainage system for the road asset operated by AETL.</p> <p>AETL had crystallised dispute and requested NHAI to take up the matter of payment of premium with proportionate reduction of revenue losses (the figures under dispute are excess payment of Premium of Rs. 12.84 Cr and outstanding payment of Premium including interest of Rs.55.34 Cr as on June 07, 2021) on account of Covid and delay in completion of construction as a dispute and for amicable settlement through Conciliation. Since no written settlement reached between the Parties, the AETL on 14.03.2022 invoked arbitration as per Clause 44.3 of the Concession Agreement. The matter is pending.</p> | <p>Since there was no response, the Concessionaire had intimated to NHAI stating that the CALA record submitted by the Concessionaire is genuine and dispute is therefore settled amicably. NHAI has not responded to this. In the meantime, the arbitration has been kept on hold.</p> | Rs 37.4 Crore + Interest |
| 2 | Hakim Singh Yadav and others | AE Tollway Private Limited | High Court of Allahabad | | | |



9.11 Annexure VI UTL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|--|-----------------------|
| A | Permission of State government for extraction of boulders from quarry. | Received |
| B | Permission of Village Panchayat & Pollution control board for installation of crushers | Received |
| C | License for use of explosives | Received |
| D | Permission of the state government for drawing water from river/reservoir | Applied for approval |
| E | License from inspector of factories or other competent authority for setting up Batching Plant | Received |
| F | Clearance of pollution control board for setting up Batching plant | Received |
| G | Clearance of village Panchayats & pollution control board for asphalt plant | Received |
| H | Permission of village panchayat & state government for borrow earth | Received |
| I | Permission of state government for cutting of trees | Received |
| J | Any other permits or clearances under applicable laws | Labour License taken. |

9.12 Annexure VI UTL – Table 2: List of ongoing material litigations

| Sl. No. | Complainant/Applicant/Plaintiff | Respondents | Name & Address of the Court and case number | Brief Description of Case | Status as on date | Financial implications |
|---------|--|------------------------------|--|---|---|--|
| 1 | Hiteshkumar Ramanlal Gandhi (Shift Incharge Khandiobri Toll) | Bhairulal Salvi (Bus Driver) | FIR number 0299 dated 18/11/2017, Kherwada Police Station Tah – Kherwara, Dist – Udaipur State – Rajasthan | Bus driver Mr. Bhairulal Salvi has damaged the toll booths by pelting the stone & created violence in smooth tolling operations at Khandiobri Toll. | The matter is being investigated by the police. | The FIR is filed against the Bus driver, by the employee of the company. The FIR is filed by the employee of the company against the bus driver. There are no proceedings against the company. |



9.13 Annexure VII CGTL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|--|----------------|
| A | Permission of State government for extraction of boulders from quarry. | Received |
| B | Permission of Village panchayat & Pollution control board for installation of crushers | Received |
| C | License for use of explosives. | Received |
| D | Permission of state government for drawing water from Rivers & reservoir. | Not applicable |
| E | License from Inspector of factories or competent authorities for setting up Batching Plant | Received |
| F | Clearance from Pollution control board for Setting up Batching Plant | Received |
| G | Permission of Village panchayat & Pollution control board for Asphalt Plant | Received |
| H | Permission of Village panchayat & State government for Borrow earth | Received |
| I | Permission of State Government for Cutting of trees | Received |
| J | Any other permits or clearance required under applicable Laws | |

9.14 Annexure VII CGTL – Table 2: List of ongoing material litigations

| Sl. No. | Complainant/Applicant/Plaintiff | Respondents | Name & Address of the Court and case number | Brief Description of Case | Status as on date | Financial implications |
|---------|---------------------------------|---|---|--|-----------------------|---|
| 1 | Shri Azad Sharma & Other | NHAI and others (The Manager, IRB is respondent number 7) | Lok Adalat, Bhiwara | The plaintiff has filed case challenging the collection of toll without completion of six lane. Plaintiff/Petitioners have prayed that collection of toll shall be stopped until works of six lanes are completed and toll collected in the name of six laning shall be returned with interest. | The matter is pending | The company is collecting the toll as per the toll notification and concession agreement with NHAI. Since, the project consists from 4 laning to 6 laning, hence, during the construction period, the company collects only 75% of the prescribed toll amount as per the toll fee notification. These toll rates are fixed for construction period. The company has good case on merits. The company has not violated any of the concession agreement provisions and hence, there are no financial implications in the matter. |



9.15 Annexure VIII KGTL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|---|----------------|
| A | Permission of the State Government for extraction of boulder from quarry. | Received |
| B | Permission of Village Panchayat and Pollution Control Board for installation of crusher. | Received |
| C | License for use of explosives | Received |
| D | Permission of state government for drawing water from river/reservoir | Not Applicable |
| E | License from the inspector of factories or other competent authority for setting up Batching plant. | Received |
| F | Clearance of Pollution Control Board for setting up Batching Plant. | Received |
| G | Clearance of Village Panchayats and Pollution Control Board for Asphalt Plant | Received |
| H | Permission of Village Panchayat and State Government for borrow areas. | Received |
| I | Permission of State Government for cutting of trees | Received |
| J | Any other permits or clearances required under Applicable Laws | - |

9.16 Annexure VIII KGTL – Table 2: List of ongoing material litigations

Nil

9.17 Annexure IX IHMTL – Table 1: List of one-time sanctions/approvals

| Sl.No | Description | Remarks |
|-------|--|----------------|
| A | Permission of the state for extraction of boulder from the quarry | Not applicable |
| B | Permission of Village Panchayat & pollution control board for installation of crushers | Not applicable |
| C | License for use of explosives | Not applicable |
| D | Permission of the state government for drawing water from river/reservoir | Received |
| E | License from inspector of factories or other competent authority for setting up Batching Plant | Received |
| F | Clearance of pollution control board for setting up Batching plant | Received |
| G | Clearance of village Panchayats & pollution control board for asphalt plant | Received |
| H | Permission of village panchayat & state government for borrow earth | Received |
| I | Permission of state government for cutting of trees | Received |
| J | Any other permits or clearances under applicable laws | Not applicable |



9.18 Annexure IX IHMTL – Table 2: List of ongoing material litigations

Nil

9.19 Annexure X – Comparable companies' description

List of comparable companies

Sadbhav Engineering Limited
MEP Infrastructure Developers Limited
IRB Infrastructure Developers Limited
Ashoka Buildcon Limited

9.20 Annexure XI – Parties to the InvIT

- IRB Infrastructure Trust (“the Trust”)
- IRB Infrastructure Developers Limited (in its capacity as “Sponsor” of the Trust)
- MMK Toll Road Private Limited (in its capacity as “Investment Manager” of the Trust) &
- IDBI Trusteeship Services Limited (as the “Trustee” of the Trust)

*****END OF REPORT*****

