

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



14th November 2024

To

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400001

Scrip Code: 544137

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra-Kurla Complex, Bandra(E)

Mumbai -400051

Symbol: BHINVIT

Subject: Half Yearly Report of Bharat Highways InvIT for the Half Year ended 30th September 2024.

Dear Ma'am / Sir,

Pursuant to the provisions of Regulation 23(4) of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, read with circulars and guidelines issued thereunder from time to time (“**SEBI InvIT Regulations**”), please find enclosed Half Yearly Report of Bharat Highways InvIT for the Half Year ended 30th September 2024.

The Half Yearly Report is also being uploaded on the website of the InvIT at: www.bharatinvit.com.

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

**For GR Highways Investment Manager Private Limited
(Investment Manager to Bharat Highways InvIT)**

Mohnish Dutta

Company Secretary & Compliance Officer

M. No. FCS 10411

CC:

IDBI Trusteeship Services limited

Ground Floor, Universal Insurance Building

Sir P.M. Road, Fort,

Mumbai, Maharashtra – 400001

Encl: as above

INVESTMENT MANAGER'S BRIEF REPORT

for the Half Year ended 30th September 2024

We, GR Highways Investment Manager Private Limited, Investment Manager of Bharat Highways InvIT (“Trust”/ “InvIT”) hereby submit half yearly report of the Trust for the half year ended 30th September 2024.

ABOUT BHARAT HIGHWAYS INVIT

Bharat Highways InvIT (“InvIT” / “Trust”) is settled by G R Infraprojects Limited, the Settlor, as an irrevocable trust and its Trust Deed dated 16th June 2022 was registered under the provisions of the Indian Trusts Act, 1882 in Gurugram. The Securities and Exchange Board of India (“SEBI”) had also granted Certificate of Registration dated 3rd August 2022, bearing registration number IN/InvIT/22-23/0023 to the InvIT, permitting it to carry out the activities of Infrastructure Investment Trust, under the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“SEBI InvIT Regulations”).

The Trust’s principal investment objective is to carry on the activities of an Infrastructure Investment Trust as permissible under the SEBI InvIT Regulations. The InvIT is permitted to raise funds, make investments, make distributions to the Unitholders, and do all other things necessary and conducive to the attainment of InvIT objectives.

ABOUT THE INVESTMENT MANAGER

The GR Highways Investment Manager Private Limited, acts as the Investment Manager to the InvIT (“Investment Manager”) and is responsible to manage the assets and investments of the InvIT as outlined in the Investment Management Agreement and SEBI InvIT Regulations. Additionally, the Investment Manager makes investment decisions with respect to the InvIT and the funds of the InvIT including any investments or divestments. The Investment Manager also handles the dissemination of statutory and material information and addresses Unitholders' grievances.

The Investment Manager is committed to good corporate governance practices and has adopted various policies to ensure sustainable business growth, promoted a pro-active approach in reporting and set the philosophy and principles for compliance. Further, to carry on the business of the InvIT in an ethical manner, the Investment Manager has formulated a Code of Conduct for its Board of Directors and the Senior Management which aims to enhance an ethical transparent process in managing the affairs of the InvIT and the Investment Manager.

SUMMARY OF THE UNAUDITED FINANCIAL INFORMATION

The Summary of the Unaudited Standalone and Consolidated Financial Information of the InvIT for the Half Year ended 30th September 2024, is provided below:

(Rs. in Million)

Particulars	Standalone		Consolidated	
	30.09.2024	31.03.2024	30.09.2024	31.03.2024
Total Income	8633.27	296.44	3625.38	1286.22
Earnings before Interest, Tax & Depreciation and Amortization (EBITDA)	3350.84	260.59	2788.61	449.40
Less: Depreciation and Amortization expense	0.00	0.00	0.00	0.00
Earnings before Interest & Tax (EBIT)	3350.84	260.59	2788.61	449.40
Less: Finance Cost	428.72	20.28	565.51	248.63
Profit before exceptional items and Tax (PBT)	2922.22	240.31	2223.40	200.77

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Exceptional items	0.00	0.00	0.00	0.00
Profit before tax	2922.22	240.31	2223.40	200.77
Less: Tax Expense	31.62	0.56	69.44	49.12
Profit after Tax (PAT)	2890.60	239.75	2153.96	151.65

DETAILS OF ISSUE AND BUYBACK OF UNITS

There was no issue or buy-back of Units of the Bharat Highways InvIT, during the Half Year ended 30th September 2024.

VALUATION

Mr. S. Sundararaman, (IBBI Registration Number IBBI/RV/06/2018/10238), the Registered Valuer, has undertaken the independent valuation of the Project SPVs, namely, GR Akkalkot Solapur Highway Private Limited, GR Dwarka Devariya Highway Private Limited, GR Gundugolanu Devarapalli Highway Private Limited, GR Phagwara Expressway Limited, GR Sangli Solapur Highway Private Limited, Porbandar Dwarka Expressway Private Limited Varanasi Sangam Expressway Private Limited and GR Aligarh Kanpur Highway Private Limited for the Half Year ended 30th September 2024. Brief Summary of Valuation along with Full Valuation Report is forming part of the Half Yearly Report.

DISTRIBUTION

The InvIT has made following distribution during the half year ended 30th September 2024:

Period	Date of approval by Board of Directors	Record Date	Distribution Amount per Unit (in INR)	Cumulative Distribution (in INR)
Q1 FY 25	13 th August 2024	16 th August 2024	3.00	3.00
Q1 FY 25	16 th September 2024	17 th September 2024	1.00	4.00
Q2 FY 25	6 th November 2024	8 th November 2024	2.20	6.20

*this excludes DPU of Rs. 3.00/- paid by the InvIT during June 2024, for period ended 31st March 2024

Units of the InvIT were listed on 12th March 2024 on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Hence, the information in relation to past performance of the InvIT with respect to unit price and yield for the last 5 years is not applicable for the InvIT during the period under review.

ASSETS PORTFOLIO

The Board of Directors of the Investment Manager in their meeting held on 27th June 2024, had, subject to the approval of the unitholders of InvIT, approval of the relevant governmental and regulatory authorities and certain other third parties, if any, inter alia approve the acquisition of GR Aligarh Kanpur Highway Private Limited ("GAKHPL") from G R Infraprojects Limited ("GR Infra"), a related party of the InvIT. The Unitholders of the Bharat Highways InvIT ("InvIT") in their Annual General Meeting held on 25th July 2024, had approved the acquisition of GAKHPL from G R Infra.

In furtherance thereof, the Bharat Highways InvIT has executed the Share Purchase Agreement ("SPA"), with G R Infraprojects Limited on 13th September 2024 for acquisition of 100% (one hundred percent) shareholding in GAKHPL and accordingly, the Bharat Highways InvIT had completed the acquisition of 100% of paid-up capital and management control in GR Aligarh Kanpur Highway Private Limited on 17th September 2024.

The InvIT currently has a portfolio of Eight Road Assets, namely, GR Akkalkot Solapur Highway Private Limited, GR Dwarka Devariya Highway Private Limited, GR Gundugolanu Devarapalli

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Highway Private Limited, GR Phagwara Expressway Limited, GR Sangli Solapur Highway Private Limited, Porbandar Dwarka Expressway Private Limited, Varanasi Sangam Expressway Private Limited and GR Aligarh Kanpur Highway Private Limited (collectively “Project SPVs”), all operating on Hybrid Annuity Mode (“HAM”) basis. Further, these assets are operated and maintained pursuant to concession rights granted by the NHAI and are owned and operated by the Project SPVs. For more details on the projects, please refer “Our Projects Portfolio” section of the Half Yearly Report.

RESIDUAL PERIOD OF PROJECT SPVs

The residual period of eight Project SPVs are provided hereinbelow:

SPV Name	Residual Period (30-09-2024)
GR Phagwara Expressway Limited	10.41
Varanasi Sangam Expressway Private Limited	11.09
Porbandar Dwarka Expressway Private Limited	10.55
GR Gundugolanu Devarapalli Highway Private Limited	11.78
GR Sangli Solapur Highway Private Limited	11.75
GR Akkalkot Solapur Highway Private Limited	11.50
GR Dwarka Devariya Highway Private Limited	12.84
GR Aligarh Kanpur Highway Private Limited	13.41

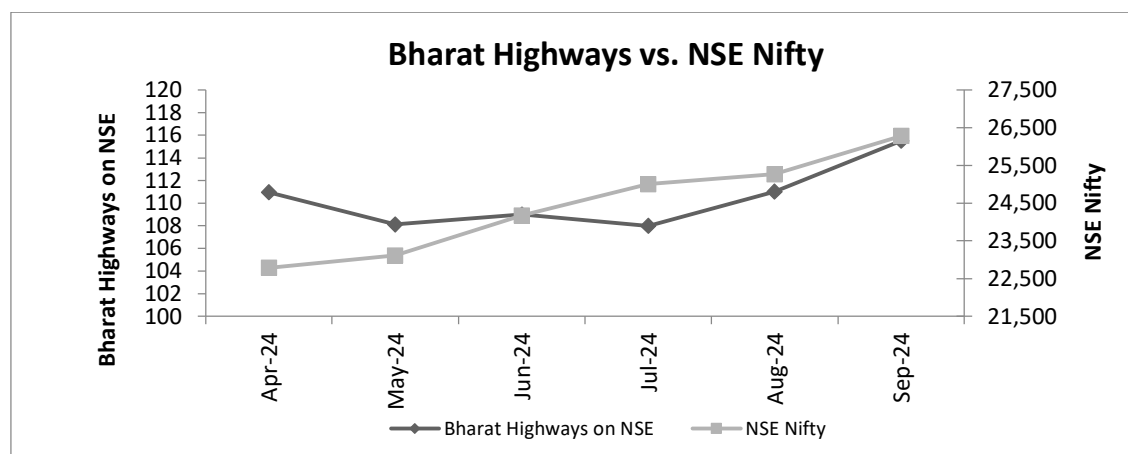
BRIEF DETAILS OF MATERIAL AND PRICE SENSITIVE INFORMATION

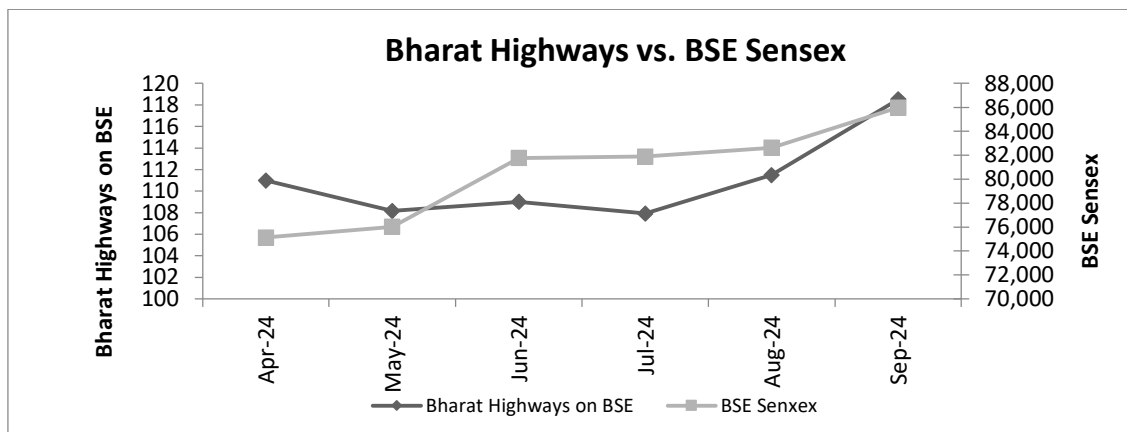
Except otherwise specified or disclosed in the Half Yearly Report or disclosed to the Exchange from time to time, during the period under review, there were no material changes, events or material and price sensitive information to be disclosed by Bharat Highways InvIT.

ANY OTHER MATERIAL EVENTS DURING THE HALF-YEAR

There were no other material events during the half year ended 30th September 2024.

UNIT PRICE QUOTED ON THE EXCHANGE AT THE BEGINNING AND END OF THE HALF YEAR, THE HIGHEST AND LOWEST UNIT PRICE AND THE AVERAGE DAILY VOLUME TRADED DURING THE HALF YEAR





CORPORATE GOVERNANCE AT INVESTMENT MANAGER

Our values dictate that we do the right thing in the right way. We are committed to the highest standards of personal and corporate conduct and integrate the principles of good governance. Additionally, we are dedicated to fostering an open and transparent culture at our core.

BOARD OF DIRECTORS

The Board of Directors of the Investment Manager comprises of six Directors, and 50% of the Directors are Independent, including one Woman Independent Director, and such Directors are not Directors or Members of the Governing Board of any other Investment Manager of an Infrastructure Investment Trust. The Board composition complies with the SEBI InvIT Regulations and the Companies Act, 2013. The Investment Manager has received an affirmation from the Independent Directors stating that they meet the criteria of independence as required under the Companies Act, 2013 and SEBI InvIT Regulations.

The Board of Directors of the Investment Manager evaluates InvIT’s strategic direction, management policies and their effectiveness. Information is provided to the Board members on continuous basis for their review, inputs and approvals from time to time. Additionally, important managerial decisions, material positive/ negative developments and statutory matters are presented to the Committees and recommendations of the committees are made to the Board.

BOARD COMMITTEES

The Brief constitution as on 30th September 2024, and Terms of Reference of the Committees constituted by the Board of Directors of the Investment Manager is provide below:

Name of Committee	Audit Committee	NR Committee	Stakeholder Relationship Committee	Risk Management Committee	Finance Committee
Ajendra Kumar Agarwal Non-executive Director	-	Member	Member	-	Chairman
Deepak Maheshwari Independent Director	Chairman	Member	Member	Member	-
Raghav Chandra Independent Director	Member	Chairman	Chairman	Member	-

Ramesh Chandra Jain Non-executive Director	-	-	-	Member	-
Siba Narayan Nayak Non-executive Director	Member	-	-	-	Member
Swati Anil Kulkarni Independent Director	Member	-	-	Chairperson	-

INVESTOR COMPLAINTS

All investor grievances are handled by the Investment Manager in a timely manner through established internal procedures. Upon receiving a complaint, it is promptly acknowledged, the unique reference number is generated, and relevant actions are taken. The grievance is then assessed, categorized, and assigned to the appropriate team for resolution. After verification, the complaint is resolved, and resolution is communicated to the investor. This ensures the investor's concerns are addressed efficiently and satisfactorily.

Following options are available to the Unitholders for timely redressal of their grievances:

i. SEBI Complaints Redress System (SCORES)

The investor complaints are processed online in a centralised web-based complaints redress system wherein the complaints are tracked, and an action taken report on the investor complaint, is provided

ii. Online Dispute Resolution (ODR)

A common Online Dispute Resolution Portal (“ODR Portal”) designed to enhance investor grievance redressal which harnesses online conciliation and online arbitration for the resolution of disputes arising in the Indian Securities Market has been established. In terms of SEBI Circular dated 31st July 2024, the InvIT is registered on the ODR Portal as well.

The details of the complaints received and disposed of during the year are as under:

Particulars	All complaints including SCORES complaints	SCORES complaints
Number of investor complaints pending at the beginning of the year	0	0
Number of investor complaints received during the year	178	1
Number of investor complaints disposed of during the year	178	1
Number of investor complaints pending at the end of the year	0	0
Average time taken for redressal of complaints	2 Working days	11 Working days

VIGIL MECHANISM

We believe in the conduct of the affairs of the InvIT and its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour. In pursuit of the same, the Investment Manager encourages employees to raise

Registered Office: 2nd Floor, Novus Tower Plot No. 18, Sector-18, Gurgaon, Haryana-122015
 CIN: U65999HR2022PTC102221 Email: cs@bharatinvit.com Phone No.: 0124-6435000

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genuine concern about any malpractices in the workplace without fear of retaliation and provides protection from their victimisation or dismissal.

In accordance with Regulation 26I of SEBI InvIT Regulations, the InvIT has adopted the Vigil Mechanism and Whistle Blower Policy, which is available on the website of the InvIT at <https://www.bharatinvit.com/corporate-governance.html>.

During the period under review, the Investment Manager has received no complaints under Vigil Mechanism framework.

Information of the Contact Person of the InvIT

Mohnish Dutta

Compliance Officer

Bharat Highways InvIT

Tel: +91 85888 55586

E-mail: cs@bharatinvit.com

Address: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India

**For GR Highways Investment Manager Private Limited
(Investment Manager to Bharat Highways InvIT)**

**Mohnish Dutta
Compliance Officer**

**Date: 14th November 2024
Place: Gurugram**

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



OUR PROJECTS PORTFOLIO



49 annuities received



8 Operational HAM Projects



~568 Km Total Length



~10.41 - 13.41 Years
Residual Concession period

Project	Design Length (km)	Location	Awarding Authority	State	Appointed Date	End of Concession Period	PCOD	Residual Concession Period (in years)	Bid Project Cost (in ₹ Mn.)	Total Annuities Receivable (in ₹ Mn.)	Annuities Receivable (as on Sep 30, 2024, in ₹ Mn.)	No. of Annuities Received
GR Phagwara Expressway	80.82	NH-344A	NHAI	Punjab	Oct 6, 2017	Feb 25, 2035	Feb 25, 2020	10.41	13,670.00	9,141.13	7,180.36	9/30
Porbandar Dwarka Expressway	117.75	NH-8E	NHAI	Gujarat	Feb 12, 2018	Apr 18, 2035	Apr 18, 2020	10.55	16,000.00	10,390.40	8,440.12	8/30
GR Gundugolanu Devarapalli	69.88	NH-16	NHAI	Andhra Pradesh	Oct 22, 2018	Jul 10, 2036	Jul 10, 2021	11.78	18,270.00	11,959.50	10,327.02	6/30

Registered Office: 2nd Floor, Novus Tower Plot No. 18, Sector-18, Gurgaon, Haryana-122015

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GR Akkalkot Solapur	38.95	NH-150E	NHAI	Maharashtra	Dec 14, 2018	Mar 31, 2036	Mar 31, 2021	11.50	8,070.00	5,630.43	4,861.88	6/30
Varanasi Sangam Expressway	72.40	NH-2	NHAI	Uttar Pradesh	Dec 5, 2017	Nov 2, 2035	Nov 2, 2020	11.09	24,369.44	16,482.17	13,817.00	7/30
GR Sangli Solapur	45.60	NH-166	NHAI	Maharashtra	Dec 31, 2018	Jun 28, 2036	Jun 28, 2021	11.75	9,570.00	6,581.29	5,804.73	6/30
GR Dwarka Devariya	71.89	NH-151A	NHAI	Gujarat	Feb 8, 2020	Aug 2, 2037	Aug 2, 2022	12.84	11,010.00	7,062.66	6,364.83	4/30
GR Aligarh Kanpur	70.977	NH-91	NHAI	Uttar Pradesh	Feb 18, 2021	Feb 24, 2038	Feb 24, 2023	13.41	18,021.88	12,361.97	11,557.87	3/30
Total	568.267	-	-	-	-	-	-	-	118,981.32	79,609.55	68,353.81	49/240

All the assets held by the Bharat Highways InvIT are operational projects with revenue generation track record of more than one year. The InvIT's portfolio does not include any projects that are currently under construction.

DETAILS OF CHANGES DURING THE HALF YEAR

1. Addition and divestment of assets including the identity of the buyers or sellers, purchase or sale prices and brief details of valuation for such transactions.

During the Half year, Bharat Highways InvIT (“InvIT”) has acquired GR Aligarh Kanpur Highway Private Limited (“GAKHPL”) from G R Infraprojects Limited on 17th September 2024, pursuant to Share Purchase Agreement date 13th September 2024 for a cash consideration of Rs. 986.09 Million and Rs. 2,408.56 Million towards assignment of loan receivables from the GAKHPL. Brief details of GAKHPL along with its valuation are provided below:

Name of SPV	GR Aligarh Kanpur Highway Private Limited
Asset type	Hybrid Annuity Mode (“HAM”)
Concessioneing Authority	National Highways Authority of India (“NHAI”)
Project Length / Laning	70.977
States Covered	Uttar Pradesh
PCOD	PCOD achieved on 24 th February 2023
Residual Life (years)	13.41 years (As on 30 th September 2024)
Bid Project Cost	Rs. 18,021.88 Million
No. of annuities receivable	27 bi-annual instalments

Mr. S. Sundararaman, Registered Valuer IBBI (Registration No.: IBBI/RV/06/2018/10238) (“Valuer”) has undertaken a full valuation of GAKHPL as of 31st May 2024 and has submitted the valuation report dated 27th June 2024. The detailed valuation report, enterprise valuation and assumptions thereof, of GAKHPL was provided to all the Unitholders with the Annual Report of the Bharat Highways InvIT for the Financial Year ended 31st March 2024. The Valuation Report is available on the website of InvIT and has also been made available to the BSE Limited and the National Stock Exchange of India Limited. The summary of Valuation report is reproduced below:

(Rs. In Million)

WACC (%)	Fair Enterprise Value	Adjusted Enterprise Value	Unsecured Loan availed by GAKHPL from Seller	External Borrowings	Equity Value
7.65%	11,806	11,865	2,345	7,660	1,860

Further, there was no divestment of assets during the year.

2. VALUATION OF ASSETS AND NET ASSET VALUE (“NAV”) (AS PER FULL VALUATION REPORT)

Please find below the details of changes in Valuation of Assets and Net Assets Value:

(Rs. in Million)

Particulars^	As on 30 th September 2024	As on 31 st March 2024
Enterprise Value	61,538	53,316
Adjusted Enterprise Value *	66,281	61,266
Equity Value^^	15,541	20,303

^ As determined by valuer of the InvIT

^^ excluding unsecured loan extended by seller

* Adjusted Enterprise Value of the SPVs is derived as the Enterprise Value plus cash or cash equivalents of the SPVs as at the Valuation Date.

The detailed valuation report for the Half Year ended 30th September 2024, is also available on the website of the Invit <https://www.bharatinvit.com/> and the same has been disclosed as part of the Half Yearly Unaudited Financial Information of the InvIT filed with National Stock Exchange of India Limited and BSE Limited on 6th November 2024.

The NAV as computed by the Management is provided below:

(Rs. In Million)

Standalone Statement of Net Assets at Fair Value		
Particulars	As at 30 th September 2024	
	Book Value	Fair Value
A. Assets	67,507.78	68,258.27
B. Liabilities (at book value)	18,063.80	18,063.80
C. Net assets (A-B)	49,443.98	50,194.47
D. No of units	442938605	442938605
E. NAV per Unit (C/D)^in Rs.	111.63	113.32

3. BORROWINGS AND REPAYMENTS (STANDALONE AND CONSOLIDATED)

Details of external borrowings availed & repaid, on standalone and consolidated basis, during Half Year ended 30th September 2024, are as follows:

Standalone:

(Rs. In Million)

Particulars	Opening Balance 1 st April 2024	Loan availed during the period	Loan repaid during the period	Closing Balance 30 th September 2024
Borrowings from Domestic – Banks/ Financial Institutions (including term loans)	4,812.76	13,443.05	248.46	18,007.35*
Non-Convertible Debentures (NCDs)	0.00	0.00	0.00	0.00
Non-Convertible Preference Shares (NCRPs)	0.00	0.00	0.00	0.00
External commercial borrowing (ECBs)	0.00	0.00	0.00	0.00
Commercial Papers (CP)	0.00	0.00	0.00	0.00

* In Standalone financials, as per IndAS accounting, debt outstanding as on September 30, 2024 is Rs. 17,995.89 mn (post considering amortization of upfront fee)

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



Consolidated:

(Rs. In Million)

Particulars	Opening Balance 1 st April 2024	Loan availed during the period	Loan repaid during the period	Closing Balance 30 th September 2024
Borrowings from Domestic – Banks/ Financial Institutions (including term loans)	4,812.76	13,443.05	248.46	18,007.35*
Non-Convertible Debentures (NCDs)	6,529.46	-	6,623.05#	-

* In Consolidated financials, as per IndAS accounting, debt outstanding as on September 30, 2024 is Rs. 17,995.89 mn (post considering amortization of upfront fee)

including accrued interest

4. SPONSOR, INVESTMENT MANAGER, TRUSTEE, VALUER, DIRECTORS OF THE TRUSTEE OR INVESTMENT MANAGER OR SPONSOR, ETC.

There were no changes in the Sponsor, Investment Manager, Trustee or the Valuer.

Further, except as provided below, there were no changes in the Directorship of the Trustee, Investment Manager or Sponsor during the Half Year ended 30th September 2024:

IDBI Trusteeship Private Limited – Trustee		
Name of Director	Details of change	Date of change
Mr. Balkrishna Variar	Appointed as Director	24.06.2024
Mr. Hare Krushna Panda	Appointed as Director	19.07.2024
Mr. Arun Kumar Agarwal	Appointed as Director	19.07.2024
GR Highways Investment Manager Private Limited – Investment Manager		
Name of Director	Details of change	Date of change
No Change		
Aadharshila Infratech Private Limited – Sponsor		
Name of Director	Details of change	Date of change
No Change		

5. CLAUSES IN TRUST DEED, INVESTMENT MANAGEMENT AGREEMENT OR ANY OTHER AGREEMENT ENTERED INTO PERTAINING TO THE ACTIVITIES OF THE INVIT

a. Changes in the Trust Deed

There were no changes in the Trust Deed during the Half year ended 30th September 2024.

b. Changes in the Investment Management Agreement

There were no changes in the Investment Management Agreement during the Half year ended 30th September 2024.

c. Changes in any other Agreement entered into pertaining to the activities of the InvIT

Following changes have been approved by the Board of Directors of the Investment Manager in the Project Management Agreement dated 7th December 2023:

Existing Provision	Amended Provision
<p>8.2 The Project Manager shall raise invoices on <u>monthly basis</u> for the Services provided to each Initial SPV during <u>each month</u> in Indian Rupees. All the invoices raised by the Project Manager will be at an arm's length price, based on a benchmarking study. Each such <u>monthly invoice</u> shall be raised within thirty (30) days from the close of <u>every month</u> and payable within thirty (30) days upon receipt thereof.</p>	<p>8.2 The Project Manager shall raise invoices on <u>half yearly basis</u> for the Services provided to each Initial SPV during the <u>half year</u> in Indian Rupees. All the invoices raised by the Project Manager will be at an arm's length price, based on a benchmarking study. Each such <u>half yearly invoice</u> shall be raised within thirty (30) days from the close of <u>half year</u> and payable within thirty (30) days upon receipt thereof.</p>
<p>Schedule 5 The Project Manager's fee will be 0.5% of the expenses incurred by the Initial SPVs towards the O&M Works.</p>	<p>Schedule 5 The Project Manager's fee will be as under:</p> <ol style="list-style-type: none"> 1. 0.5% of the expenses incurred by the Initial SPVs towards the O&M Works. 2. 1.0 % of the expense incurred by New SPV towards the O&M Works will be payable post acquisition of GAKHPL by Bharat Highways InvIT

Except above, there have been no changes in the Trust Deed, Investment Management or any other agreement, pertaining to activities of the InvIT.

6. ANY REGULATORY CHANGES THAT HAS IMPACTED OR MAY IMPACT CASH FLOWS OF THE UNDERLYING PROJECTS

During the Half Year ended 30th September 2024, there have been no regulatory changes that in the opinion of the Investment Manager, could impact the cash flows of the underlying project.

7. CHANGE IN MATERIAL CONTRACTS OR ANY NEW RISK IN PERFORMANCE OF ANY CONTRACT PERTAINING TO THE INVIT

Except the changes carried in the Project Management Agreement, as disclosed above, there were no changes in material contracts or any new risk in performance of any contract pertaining to the InvIT.

8. LEGAL PROCEEDINGS

During the reporting period, there have been no legal proceedings which may have significant bearing on the activities or revenues or cash flows of the Trust. A summary of material litigation is set out under Material Litigation Section of the Half Yearly Report.

9. CREDIT RATING

During the Half Year ended 30th September 2024, the InvIT has obtained the final credit rating from the agencies as under: -

1. On 2nd April 2024, Care Ratings Limited has converted its provisional rating on the long-term bank facilities of the InvIT aggregating to ₹30,000 million to a final rating of "CARE AAA; Stable".

2. On 10th May 2024, CRISIL Ratings has converted its provisional rating on the long-term bank facilities of the InvIT aggregating to ₹30,000 million to a final rating of “CRISIL AAA/Stable”.
3. On 10th May 2024, India Ratings and Research has converted its provisional rating on the long-term bank facilities of the InvIT aggregating to ₹6,000 million to a final rating of “IND AAA/Stable”.

The Ratings have been communicated to the Stock Exchanges and the same are placed on the InvIT's website www.bharatinvit.com.

FINANCIAL INFORMATION, AND VALUATION

1. SUMMARY OF VALUATION REPORT

As per Securities and Exchange Board of India (Infrastructure Investment Trusts), Regulation, 2014 (“SEBI InvIT Regulations”) and as amended from time to time, Bharat Highways InvIT (“InvIT”) shall carry out independent valuation for the assets owned by it at the end of each half year. Accordingly, Mr. S. Sundararaman, Registered Valuer, IBBI Registration Number IBBI/RV/06/2018/10238, has carried out the half yearly financial valuation of GR Akkalkot Solapur Highway Private Limited (“GASHPL”), GR Dwarka Devariya Highway Private Limited (“GDDHPL”), GR Gundugolanu Devarapalli Highway Private Limited (“GGDHPL”), GR Phagwara Expressway Limited (“GPEL”), GR Sangli Solapur Highway Private Limited (“GSSHPL”), Porbandar Dwarka Expressway Private Limited (“PDEPL”), Varanasi Sangam Expressway Private Limited (“VSEPL”) and GR Aligarh Kanpur Highway Private Limited (“GAKHPL”) (collectively “Project SPVs”). Enterprise Value (“EV”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

VALUATION APPROACH

All eight assets owned by Bharat Highways InvIT are Hybrid Annuity Model (HAM) projects. The Independent Valuer has assessed the EV of each of the Project SPVs on a stand-alone basis by using the Discounted Cash Flow (“DCF”) Method. The DCF method seeks to arrive at a valuation based on the future cash flows.

Valuation Summary

The EVs of all the SPVs as on 30th September 2024 are summarized below:

SPVs	Enterprise Value (Rs. In Million)	Adjusted Enterprise Value* (Rs. In Million)	WACC (%)
As on 30th September 2024			
GPEL	4,789	5,560	7.45%
PDEPL	7,965	8,203	7.45%
GGDHPL	9,455	10,338	7.45%
GASHPL	4,653	4,745	7.45%
VSEPL	12,839	13,618	7.45%
GSSHPL	5,327	5,794	7.45%
GDDHPL	5,839	6,419	7.45%
GAKHPL	10,671	11,604	7.45%
Total	61,538	66,281	

* Adjusted Enterprise value is sum of Enterprise Value and cash and cash equivalents on the Valuation date

In compliance SEBI InvIT Regulations, the Investment Manager has submitted the full valuation report comprising valuation of the Project SPVs as on 30th September 2024, as received from the Valuer with the Stock Exchanges within stipulated time period and the same is available on the website of the InvIT at <https://www.bharatinvit.com>

Valuation Report of InvIT assets as on 30th September 2024 issued by Valuer is annexed to this Half Yearly Report.

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



2. DETAILS OF REVENUE DURING THE YEAR, PROJECT-WISE FROM THE UNDERLYING PROJECTS

(Rs. in Million)

Name of SPV	As on 30 th September 2024
Varanasi Sangam Expressway Private Limited	258.94
Porbandar Dwarka Expressway Private Limited	566.29
GR Phagwara Expressway Limited	343.80
GR Gundugolanu Devarapalli Highway Private Limited	556.63
GR Akkalkot Solapur Highway Private Limited	263.09
GR Sangli Solapur Highway Private Limited	290.05
GR Dwarka Devariya Highway Private Limited	506.09
GR Aligarh Kanpur Highway Private Limited	46.63
Total	2,831.53

3. REVENUE OF THE INVIT FOR THE LAST FIVE YEARS, PROJECT-WISE

Revenue of the InvIT (Standalone) for the last five years is provided below:

(Rs. in Million)

Period	Revenue
2019-20	Not available no Units of the InvIT were listed
2020-21	
2021-22	
2022-23	
2023-24	296.44
Upto 30 th September 2024	8,633.27

4. TOTAL OPERATING EXPENSES OF THE INVIT ALONG WITH DETAILED BREAK-UP, INCLUDING ALL FEES AND CHARGES PAID TO THE INVESTMENT MANAGER AND ANY OTHER PARTIES, IF ANY DURING THE HALF YEAR

Operating Expenses of the InvIT along with detailed break-up, including all fees and charges paid to the investment manager and any other parties, for Standalone and Consolidated Financial Statements of the InvIT for the Half year ended 30th September 2024 are provided below:

Standalone:

(Rs. in Million)

Expenses	September 30, 2024
Valuation expenses	0.91
Audit fees	2.07
Investment management fees *	151.49
Trustee fee	0.30
Finance costs	428.72
Diminution in value of investment in subsidiaries **	5,110.51
Other expenses ***	17.05
Total Expenses	5,711.05

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



Consolidated:

(Rs. in Million)

Expenses	September 30, 2024
Sub-contractor charges	499.56
Valuation expenses	0.91
Audit fees	2.07
Insurance expenses	22.29
Employee benefits expense	1.85
Project management fees ^	1.62
Investment management fees *	151.49
Trustee fees	0.30
Finance costs	565.21
Other expenses ^^	156.68
Total Expenses	1,401.98

* Pursuant to the Investment manager agreement dated July 21, 2022, Investment Manager is entitled to fees @ 1.50% of aggregate cash flow received from each of the subsidiaries per annum and upto 0.50% incentive of the assets acquired by InvIT plus Goods and Service tax rate as applicable. There are no changes in the methodology for computation of fees paid to Investment Manager during the quarter and half year ended September 30, 2024.

** The Investment Manager assesses impairment of investment in subsidiaries on periodic basis. Basis the assessment, the management has concluded that the recoverable value of Investment in subsidiaries are less than the carrying value. The recoverable amount of the investments in subsidiaries has been computed by external independent valuation experts based on value in use calculation for the underlying projects (based on discounted cash flow model). The valuation exercise so carried out considers various factors including cash flow projections which includes annuity, interest on annuity, future operating income and cost as well as interest rates, discount rates, risk premium for market conditions etc. Basis the above assessment, the Investment Manager has recorded an amount of ₹ 5,110.51 million being difference between carrying value and recoverable value as impairment of investment in these standalone financial information for the quarter and half year ended September 30, 2024

*** Other expenses mainly include legal and professional fees, annual listing fees, listing expenses and other miscellaneous expenses.

^ Pursuant to the Project management agreement dated December 7, 2023, Project Manager is entitled to fees @ 0.50% of operational and maintenance expenses incurred by each of subsidiaries per annum including applicable Goods and Service tax. There are no changes in the methodology for computation of fees paid to Project Manager during the quarter and half year ended September 30, 2024.

^^ Other expenses mainly includes legal and professional expenses, rent expense, labour cess charges, electricity expense, corporate social responsibility expenses, shared service charges, annual listing fees, listing expenses and other miscellaneous expenses.

5. DETAILS OF OUTSTANDING BORROWINGS AND DEFERRED PAYMENT OF THE INVIT INCLUDING ANY CREDIT RATING(S), DEBT MATURITY PROFILE, GEARING RATIOS ON A CONSOLIDATED AND STANDALONE BASIS AS AT THE END OF THE YEAR

Registered Office: 2nd Floor, Novus Tower Plot No. 18, Sector-18, Gurgaon, Haryana-122015
CIN: U65999HR2022PTC102221 Email: cs@bharatinvit.com Phone No.: 0124-6435000

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



(Rs. in Million)

Sr. No.	Particulars	Standalone As on 30-09-2024	Consolidated As on 30-09-2024
a.	Outstanding Long-Term Debt	17,995.89	17,995.89
b.	Less: Cash and cash equivalents	107.14	612.89
c.	Net Debt (a-b)	17,888.75	17,383.00
d.	Corpus contribution	0.01	0.01
e.	Unit Capital	43,761.52	43,761.52
f.	Other equity	5,682.45	4,857.71
g.	Total Capital (d+e+f)	49,443.98	48,619.24
h.	Capital & net debt (g+c)	67,332.73	66,002.24
i.	Gearing Ratio (c/h)	26.57%	26.34%
j.	Credit Rating for Long Term Loan Facility	AAA; Stable	AAA; Stable
k.	Terms of repayment	<p>Axis Bank Limited Loan - Repayable in 51 quarterly installments starting from March 31, 2024 to September 30, 2036. Interest rate for the facility is Repo rate (quarterly reset) plus spread of 160 bps payable monthly, present applicable interest rate is 8.10% p.a.</p> <p>Punjab National Bank Loan- Repayable in 26 Half yearly installments starting from September 30, 2024 to March 31, 2037. Interest rate for the facility is Repo rate (quarterly reset) plus spread of 160 bps payable monthly, present applicable interest rate is 8.10% p.a.</p>	

6. DETAILS REGARDING THE MONIES LENT BY THE INVIT TO THE HOLDING COMPANY OR THE SPVS IN WHICH IT HAS INVESTMENT IN

The InvIT has on-lent following sum of monies to the Project SPVs as Rupee Term Loan:

(Rs. in Million)

S. No.	Name of Project SPV	Amount given during Half year ended 30 th September 2024	Amount Outstanding as on 30 th September 2024
1.	Varanasi Sangam Expressway Private Limited	5,798.79	9,887.63
2.	GR Akkalkot Solapur Highway Private Limited	-	3,432.85
3.	GR Phagwara Expressway Limited	824.26	4,476.35
4.	GR Sangli Solapur Highway Private Limited	-	4,057.07
5.	Porbandar Dwarka Expressway	-	6,075.13

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



	Private Limited		
6.	GR Gundugolanu Devarapalli Highway Private Limited	-	7,871.79
7.	GR Dwarka Devariya Highway Private Limited	-	5,071.06
8.	GR Aligarh Kanpur Highway Private Limited	9,867.38	9,867.38
	Total	16,490.43	50,739.26

7. DETAILS OF ALL RPTs DURING THE YEAR, VALUE OF WHICH EXCEEDS FIVE PERCENT OF VALUE OF THE INVIT ASSETS

All Related Party Transactions are disclosed under note no. 12 (G) of the unaudited Standalone and note no. 10 (G) of unaudited Consolidated Financial Information of the InvIT for the Half Year ended 30th September 2024 which forms part of the Half Yearly Report.

MATERIAL LITIGATION AND REGULATORY ACTION

Except as stated in this section, there are no material litigations and regulatory actions, which are pending against the InvIT, Sponsor, Investment Manager, Project Manager, or any of their associates and the Trustee.

I. Litigation and Regulatory Actions against the InvIT

There are no outstanding criminal litigation, regulatory actions or material civil litigation against the InvIT.

II. Litigation and Regulatory Actions against the Associates of the InvIT

There are no outstanding criminal litigation, regulatory actions or material civil litigation against the Associates of the InvIT.

III. Litigation and Regulatory Actions involving the Project SPVs

Except as provided in below, there are no outstanding criminal litigation, regulatory actions or material civil litigation involving the Project SPVs.

1. GR Sangli Solapur Highway Private Limited (“GRSSHPL”), is in receipt of a notice dated August 24, 2020 from the Tehsil Office, Mangalwedha, Solapur, wherein it has been alleged that G R Sangali Solapur Highway Private Limited has undertaken illegal excavation of murum in the village Kachrewadi, Mangalwedha taluka. Further, an order dated September 25, 2020 has been passed by the Tehsildar, Sangola stating that GRSSHPL is liable to pay a sum of ₹3.64 million as penalty for the alleged illegal excavation of murum. GRSSHPL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha. The matter is currently pending.
2. GR Sangli Solapur Highway Private Limited (“GRSSHPL”), is in receipt of a notice dated July 30, 2020 from the Tehsil Office, Mangalwedha, Solapur, wherein it has been alleged that GRSSHPL has undertaken illegal excavation of murum in the village Andhalgaon, Mangalwedha taluka. Further, an order dated October 19, 2020 has been passed by the Tehsildar, Sangola stating that GRSSHPL is liable to pay a sum of ₹4.61 million as penalty for the alleged illegal excavation of murum. GRSSHPL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha. The matter is currently pending.
3. GR Sangli Solapur Highway Private Limited (“GRSSHPL”), is in receipt of a notice dated August 24, 2020 from the Tehsil Office, Mangalwedha, Solapur, wherein it has been alleged that GRSSHPL has undertaken illegal excavation of murum in the village Andhalgaon, Mangalwedha taluka. Further, an order dated October 19, 2020 has been passed by the Tehsildar, Sangola stating that GRSSHPL is liable to pay a sum of ₹34.42 million as penalty for the alleged illegal excavation of murum. GRSSHPL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha. The matter is currently pending.

4. GR Sangli Solapur Highway Private Limited (“GRSSHPL”), is in receipt of a notice dated August 24, 2020 from the Tehsil Office, Mangalwedha, Solapur, wherein it has been alleged that GRSSHPL has undertaken illegal excavation of murum in the village Andhalgaon, Mangalwedha taluka. Further, an order dated November 11, 2020 has been passed by the Tehsildar, Sangola stating that GRSSHPL is liable to pay a sum of ₹9.36 million as penalty for the alleged illegal excavation of murum. GRSSHPL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha. The matter is currently pending.

IV. Litigation and Regulatory Actions against the Sponsor, Sponsor Group and Project Manager

There are no outstanding criminal litigation, regulatory actions or material civil litigation against the Sponsor and Project Manager.

V. Litigation and Regulatory Actions against the Associates of the Sponsor and Project Manager

There are no outstanding criminal litigation, regulatory actions or material civil litigation against the Associates of the Sponsor and Project Manager.

VI. Litigation and Regulatory Actions against the Investment Manager

There are no outstanding criminal litigation, regulatory actions or material civil litigation against the Investment Manager.

VII. Litigation and Regulatory Actions against the Associates of the Investment Manager

A. Litigation and Regulatory Actions against G R Infraprojects Limited (“GRIL”)

Criminal Matters

1. The Mining Department, Madhya Pradesh, through the Mineral Inspector, Morena filed a first information report (“**FIR**”) dated December 3, 2020 with the Police Station Nurabad, District Morena, Madhya Pradesh, under Sections 379 and Section 414 of the IPC and Sections 4 and Section 21 of the Mines and Minerals (Development and Regulation) Act, 1957, read with Rule 18(1) of the Madhya Pradesh Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2006 against GRIL and one of the employees of GRIL. It was alleged, by way of the FIR, that GRIL had illegally stored the mineral ‘*pathar-gitti*’. GRIL filed a miscellaneous criminal petition with the High Court of Madhya Pradesh, seeking the quashing of the FIR. The High Court of Madhya Pradesh, by way of its order dated August 7, 2023 dismissed the miscellaneous criminal petition and such order was made available on the website of the High Court of Madhya Pradesh on October 3, 2023. Further, the FIR was recorded on the basis of an order dated July 6, 2020 (“**Impugned Order**”) passed by the Collector, Mining Division, Morena, Madhya Pradesh (“**Collector**”) seeking a sum of ₹2.01 million for allegedly

undertaking illegal storage of the mineral '*pathar – gitti*'. GRIL had filed an appeal against the Order before the Commissioner, Chambal Division, Morena, Madhya Pradesh ("**Commissioner**"), pursuant to which the Commissioner passed an order dated June 13, 2023, dismissing the Impugned Order.

2. The Mining Department, Madhya Pradesh, through the Mineral Inspector, filed an FIR dated December 3, 2020 with the Police Station Nurabad, District Morena, Madhya Pradesh, under Sections 379 and Section 414 of the IPC and Sections 4 and Section 21 of the Mines and Minerals (Development and Regulation) Act, 1957, read along with Rule 18(1) of the Madhya Pradesh Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2006 against GRIL and one of the employees of GRIL. It was alleged, by way of the FIR, that GRIL had illegally stored sand. GRIL filed a miscellaneous criminal petition with the High Court of Madhya Pradesh, seeking the quashing of the FIR. The High Court of Madhya Pradesh, by way of its order dated August 7, 2023 dismissed the miscellaneous criminal petition and such order was made available on the website of the High Court of Madhya Pradesh on October 3, 2023. Further, the FIR was recorded on the basis of an order dated July 6, 2020 ("**Impugned Order**") passed by the Collector, Mining Division, Morena, Madhya Pradesh ("**Collector**") seeking a sum of ₹0.52 million for allegedly undertaking illegal storage of the sand. GRIL had filed an appeal against the Order before the Commissioner, Chambal Division, Morena, Madhya Pradesh ("**Commissioner**"), pursuant to which the Commissioner passed an order dated June 13, 2023, dismissing the Impugned Order.
3. An FIR dated June 12, 2022 has been filed by the Central Bureau of Investigation ("**CBI**"), Anti-Corruption Unit – I under Section 120-B of the IPC and Sections 7, 8, 9, 10 and 12 of the Prevention of Corruption Act, 1988 against certain employees of GRIL (the "**Representatives**"), GRIL, certain officials of the NHAI and others. It has been alleged that the Representatives along with certain unknown public servants have been involved in offences such as criminal conspiracy, bribing of public servants and bribing of public servants by commercial organization. Pursuant to a summon received, GRIL appeared before the Court of Special Judge, CBI, Assam ("**CBI Court**"), through its authorised representative on December 30, 2022 and received a copy of the report filed under Section 173 of the Code of Criminal Procedure, 1973 ("**CrPC**") and certain documents which were filed by the CBI. Subsequently, on February 1, 2023, GRIL received certain additional documents filed by the CBI. Further, the CBI has filed certain additional documents with the CBI Court during the hearings which took place on August 17, 2023 and August 25, 2023. The matter is pending before the Special Judge, CBI, Assam, Addl. Court No. 2 however, the Company filed a Criminal Misc. Main Petition U/s 528 of the Bhartiya Nagrik Suraksha Sanhita, 2023 (Corresponding to Sec. 482 Cr.P.C., 1973) seeking quashing of FIR/RC No. RC 216 2022 A0007/ CBI/AC-1/ New Delhi and the consequential

Chargesheet, qua the Company before Gauhati High Court, Assam. The matter is currently pending.

It is clarified that (i) the employees of GRIL, who are named in the FIR, are not employees of the Project SPVs and are not proposed to be employees of the Project SPVs, which are going to be part of the InvIT; and (ii) the Project SPVs are not connected to these proceedings against GRIL.

4. On April 16, 2018, GRIL received an order, issued by the Maharashtra Pollution Control Board (“**MPCB**”), requiring the closure of a ready-mix concrete plant and crusher plant (“**RMC Plant**”) set up by GRIL, as part of one of its highway construction projects. Subsequently, the MPCB filed a criminal complaint with the Judicial Magistrate First Class, Ambejogai (“**JMFC, Ambejogai**”) on April 10, 2019, alleging that GRIL had continued operations at the RMC Plant despite receiving directions for closure. Pursuant to the criminal complaint, the JMFC, Ambejogai passed an order dated April 10, 2019 issuing process against GRIL, Vinod Kumar Agarwal, and one of GRIL’s employees (“**JMFC Order**”). GRIL, Vinod Kumar Agarwal, and the employee filed a criminal writ petition with the High Court of Bombay against the JMFC Order, seeking, among others, that (i) it be quashed and set aside and (ii) it be stayed pending hearing and disposal of the writ petition. The High Court of Bombay passed an order dated July 4, 2019, deferring the hearing of the case at the trial court. The matter is currently pending.
5. GRIL has received a summon dated April 15, 2021 from the Sub-Divisional Judicial Magistrate, Criminal Court, Balachur in respect of a complaint filed by the State of Punjab through the Forest Range Office, Kathgarh in Balachaur tehsil of the Shaheed Bhagat Singh Nagar district, under Sections 4 and 5 of the Punjab Land Preservation Act, 1900 read with Sections 1 and 2 of the Forest Conservation Act, 1980 wherein it has been alleged that GRIL had damaged land and undertaken soil mining illegally in the forest range in Kathgarh. The matter is currently pending.
6. GRIL has received a notice dated June 29, 2021 from the Police Station, Shamgarh District, Mandsaur, Madhya Pradesh (the “**Police Station**”) stating that the investigation of GRIL is to be initiated pursuant to an FIR filed at the Police Station. The FIR was filed by the District Minerals Officer, Mandsaur under Sections 379 and Section 414 of the IPC and Sections 4 and Section 21 of the Mines and Minerals (Development and Regulation) Act, 1957, read with Rule 18 of the Madhya Pradesh Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2006, pursuant to the directions issued by the High Court of Madhya Pradesh. Under the FIR, it has been alleged that GRIL and a certain sub-contractor of GRIL had undertaken mining of murrum in violation of the M.P. Minor Mineral Rules, 1996. The matter is currently pending.
7. Arvind Kumar Baishya (“**Complainant**”) has filed an FIR at the Police Station, Madhata, Pratapgarh, Uttar Pradesh dated June 22, 2018 under Section 154

of the CrPC against GRIL. It has been alleged that GRIL has undertaken illegal demolition of the Complainant's house situated on the Faizabad-Allahabad Road which caused the death of a member of his family and grievous hurt to two other members of his family. The matter is currently pending.

8. The Tehsildar, Budhadeet, Kota, Rajasthan, filed an FIR dated May 11, 2022 under Section 179 of the IPC and Sections 4 and Section 21 of the Mines and Minerals (Development and Regulation) Act, 1957, against GRIL. It has been alleged that GRIL has undertaken illegal mining of ordinary soil in the village, Budhadeet. The matter is currently pending.
9. GRIL has received an order dated July 29, 2022 ("**Order**") from the Court of Additional Chief Judicial Magistrate, Varanasi ("**Court**") in respect of a complaint filed by Dharmendra Kumar at the Police Station, Badagaon, Varanasi under the Sections 379 and 451 of the IPC ("**Complaint**"), seeking the appearance of GRIL and certain of its employees. GRIL has filed a criminal miscellaneous application with the High Court of Allahabad seeking the quashing of the Complaint and the Order. The High Court of Allahabad has passed an order dated January 10, 2023 stating that no coercive steps shall be taken against GRIL in pursuance of the proceedings in relation to the Complaint before the Court. The matter is currently pending.
10. Tikender Singh Panwar ("**Complainant**") has filed a criminal complaint dated July 27, 2023 at the Parwanoo Police Station, Solan District, Himachal Pradesh against NHAI and GRIL (in its capacity as a company executing contracts awarded by the NHAI) alleging criminal neglect in the construction of a four-laned highway from Parwanoo to Solan. The Complainant has contended that NHAI and GRIL have caused damage to the hills through which this highway passes and failed to account for geological considerations while executing the project. The matter is currently pending.

Regulatory Actions

1. Mahendra Kumar Agarwal (in his capacity as a former director of GRIL), received a notice dated November 11, 2013 from the Jharkhand State Electricity Board, Electricity Supply Circle, for initiation of certificate proceedings due to the alleged non-payment of electricity dues of ₹2.40 million by GRIL. In response to the notice, Mahendra Kumar Agarwal filed a petition before the Certificate Officer, Electricity Supply Division, Hazaribagh seeking the dropping of the certificate proceedings and the refund of the security money deposited by GRIL for the electricity connection, along with interest. The matter is currently pending.
2. Pursuant to a letter by the District Mining Officer, Ramgarh, the Certificate Officer (Mining), North Chotanagpur, Anchal, Hazaribagh ("**Certificate Officer**"), initiated recovery proceedings, contending that GRIL was liable to pay a penalty for a sum of ₹10.18 million since it had illegally mined soil as part of one of its projects. The matter is currently pending before the

Certificate Officer.

3. GRIL received orders dated January 14, 2020 and February 5, 2020 (“**Orders**”) passed by the Assistant Mining Engineer, Mines and Geology Department, Bhilwara (“**AME**”), by way of which, a demand of ₹11.24 million was raised on GRIL. On the basis of an audit objection received, the AME contended in the Orders that GRIL had failed to disclose the use of a certain mineral in one of its projects and, accordingly, was liable to pay the amount demanded. GRIL filed an appeal with the Additional Director, Mines and Geology Department, Udaipur (“**Additional Director**”), seeking the quashing of the Orders and separately filed an application seeking a stay on the operation of the Orders. The Additional Director granted a stay order dated December 1, 2020 on the execution of the order dated February 5, 2020. The matter is currently pending.
4. GRIL is in receipt of an order dated February 11, 2021 (“**Order**”) from District Magistrate, Muzaffarnagar, stating that GRIL is liable to pay a sum of ₹7.69 million for the illegal mining of ordinary soil. GRIL filed an appeal with the Commissioner, Saharanpur Circle, Saharanpur (“**Commissioner**”) seeking, among others, the quashing of the Order and an injunction on its operation which has been upheld by the Commissioner. GRIL has filed a writ petition before the High Court of Allahabad seeking the quashing of the Order. By way of an order dated July 19, 2023, the High Court of Allahabad directed the respondents to not to take any coercive action against GRIL. The matter is currently pending.
5. A recovery notice dated June 14, 2018 (“**Recovery Notice**”) has been issued by the Sub Registrar II, Udaipur (“**Sub Registrar**”) against GRIL for the payment of ₹163.00 million towards alleged deficit stamp duty required to be paid by GRIL in relation to certain loan documentation entered into by GRIL and executed in New Delhi, and allegedly received in Rajasthan. GRIL has filed an appeal before the High Court of Rajasthan against the State of Rajasthan, Deputy Inspector General, Stamps and Registration Department, Circle Udaipur and the sub Registrar (collectively, the “**Respondents**”) wherein GRIL has prayed that, inter alia, the Recovery Notice be declared illegal and set aside and that the Sub Registrar be restrained from proceeding against GRIL pursuant to the Recovery Notice. The High Court of Rajasthan has subsequently issued a stay order in favour of GRIL against the Recovery Notice. The matter is currently pending.
6. GRIL is in receipt of an order dated September 21, 2021 (“**Order**”) from the office of District Magistrate, Ambedkarnagar, stating that GRIL is liable to pay a sum of ₹2.86 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Order. The matter is currently pending.
7. GRIL is in receipt of an order dated August 5, 2021 (“**Order**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of

₹0.14 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Order. The matter is currently pending.

8. GRIL is in receipt of an order dated October 9, 2020 (“**Order**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of ₹0.08 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Order. The matter is currently pending.
9. GRIL is in receipt of an order dated October 9, 2020 (“**Order**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of ₹0.57 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Order. The matter is currently pending.
10. GRIL is in receipt of an order dated November 23, 2021 (“**Order**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of ₹0.55 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Order. The matter is currently pending.
11. GRIL is in receipt of an order dated October 12, 2021 (“**Order**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of ₹0.64 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Order. The matter is currently pending.
12. GRIL is in receipt of a notice of demand dated December 29, 2021 (“**Notice**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of ₹1.05 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Notice. The matter is currently pending.
13. GRIL is in receipt of a notice of demand dated May 30, 2022 (“**Notice**”) from the office of District Magistrate, Sultanpur, stating that GRIL is liable to pay a sum of ₹0.34 million for illegal mining of ordinary soil. GRIL has filed an appeal with the Commissioner, Ayodhya, seeking, among others, the quashing of the Notice. The matter is currently pending.
14. GRIL is in receipt of a notice of demand dated March 30, 2022 (“**Notice**”) from Assistant Director of Mines and Geology, Eluru, stating that GRIL is liable to pay a sum of ₹822.65 million towards, among others, seigniorage fee and penalty for non-payment of seigniorage fee. GRIL has challenged the Notice before the appropriate forum, seeking, among others, the quashing of the Notice. The matter is currently pending.

15. GRIL is in receipt of a show cause notice dated May 25, 2022 (“**Notice**”) from the Mines Department, Kota wherein it has been alleged that GRIL has undertaken illegal mining of ordinary soil in the village Budhadeet, Kota, Rajasthan. GRIL has responded to the Notice by way of a letter dated July 4, 2022 disputing the allegations therein. The matter is currently pending.

Further, an FIR dated May 11, 2022 has been filed against GRIL in this regard.
16. GRIL is in receipt of a notice dated July 14, 2022 (“**Notice**”) from the Assistant Engineer, Mines Department, Balesar wherein it has been alleged that GRIL has failed to pay royalty and District Mineral Foundation Trust (“**DMFT**”) charges liable to be paid under the Rajasthan Minor Mineral Concession Rules, 2017. Further, the Notice states that GRIL is liable to pay a sum of ₹0.99 million towards royalty and DMFT charges along with interest. GRIL has responded to the Notice by way of a letter dated July 27, 2022 disputing the allegations therein. The matter is currently pending.
17. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹117.51 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
18. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹101.04 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
19. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹23.55 million as penalty for the alleged

illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.

20. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹120.46 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch), wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
21. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹29.25 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
22. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹82.66 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
23. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office,

Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹114.31 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.

24. GRIL is in receipt of a notice dated June 22, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹53.26 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 21, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
25. GRIL is in receipt of a notice dated May 23, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹22.90 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub-Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 4, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
26. GRIL is in receipt of a notice dated May 23, 2022 from the Tehsil Office, Sangola wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Wadhegaon, Sangola taluka. Further, an order dated July 26, 2022 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹14.20 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub-Divisional Officer, Mangalwedha, which was rejected by way of an order dated April 4, 2023. GRIL has filed an appeal against such order before the Additional District Magistrate, Solapur (Minor Minerals Branch) wherein the Additional District Magistrate, Solapur (Minor Minerals Branch),

- pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending.
27. GRIL has received a summon dated November 25, 2022 from the Collector of Badohi in respect of an application for claim of relief under the Public Liability Insurance Act, 1991 filed by Yunus Hashmi claiming a compensation of ₹10.00 million for the death of his son. GRIL has filed its response denying the allegations set forth in the application filed by Yunus Hashmi. The matter is currently pending.
 28. GRIL is in receipt of a challan dated January 8, 2020 from the District Transport Officer, Bikaner levying a one-time tax and surcharge amounting to ₹0.17 million with respect to one of the vehicles of GRIL. GRIL has filed an appeal before the Regional Transport Office, Bikaner in this regard. The matter is currently pending.
 29. GRIL received a notice March 23, 2022 to appear before the office of Sub-Divisional Officer, Mangalwedha, in relation to an appeal filed by Mr. Ankush Kashinath Janker challenging the order passed by Tehsildar, Sangola, wherein a penalty of ₹49.14 million has been imposed on GRIL for illegal excavation of brass murrum (“**Order**”, and such appeal, “**Appeal**”). By way of the Appeal, the quantity of the brass murrum excavated from his lands was disputed by Mr. Ankush Kashinath Janker. The Sub-Divisional Officer, Mangalwedha, by way of an order dated April 21, 2023 dismissed the Appeal. However, GRIL has filed an appeal thereon before the Additional District Magistrate, Solapur (Minor Minerals Branch) challenging the Order wherein the Additional District Magistrate, Solapur (Minor Minerals Branch), pleased to dispose the said Notice and remanded back the matter to Tehsildar, Sangola for re-examination. The matter is currently pending. GRIL is in receipt of a show cause notice dated July 4, 2023 from the Additional District Magistrate, Ujjain (“**ADM Ujjain**”) wherein it has been alleged that GRIL has undertaken illegal excavation of ordinary soil in the village Baledi, Badnagar tehsil, in violation of the Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2022. The matter is currently pending.
 30. GRIL is in receipt of a show cause notice dated July 12, 2023 from the Additional District Magistrate, Ujjain (“**ADM Ujjain**”) wherein it has been alleged that GRIL has undertaken illegal excavation of ordinary soil in the village Bargadi, Badnagar tehsil, in violation of the Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2022. The matter is currently pending.
 31. GRIL is in receipt of a notice dated January 23, 2024 and November 9, 2023 from the Collector (Mines), Jhabua, stating that GRIL is liable to pay a sum of ₹55.05 million towards deficit payment of royalty charges for usage of gitti (aggregate) obtained from lands owned by the government in village Jhabua, Meghnagar, Madhya Pradesh. The matter is currently pending.

32. GRIL is in receipt of a notice dated August 08, 2023 from the Collector (Mines), Morena, stating that GRIL is liable to pay a sum of ₹6.12 million towards royalty including penalty charges for usage of ordinary earth, illegally obtained from lands situated in the jurisdiction of the Morena district. The matter is currently pending.
33. GRIL is in receipt of a notice dated February 02, 2020 from the Tehsil Office, Mangalwedha, Solapur, wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Lendave Chinchale, Mangalwedha taluka. Further, an order dated March 16, 2020 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹5.61 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha. The matter is currently pending.
34. GRIL is in receipt of a notice dated January 18, 2020 from the Tehsil Office, Mangalwedha, Solapur, wherein it has been alleged that GRIL has undertaken illegal excavation of murum in the village Laxmi Dahewadi, Mangalwedha taluka. Further, an order dated February 24, 2020 has been passed by the Tehsildar, Sangola stating that GRIL is liable to pay a sum of ₹88.58 million as penalty for the alleged illegal excavation of murum. GRIL had filed an appeal against this order before the Sub Divisional Officer, Mangalwedha. The matter is currently pending.
35. GRIL received a notice dated August 10, 2023 to appear before the office of the Sub-Divisional Officer, Mangalwedha in relation an appeal filed by Mr. Annausu Vitthal Mohite in a matter wherein a penalty of ₹249.60 million has been imposed on GRIL for illegal excavation of murrum. GRIL has been named as a party to the appeal and GRIL has filed its reply in this matter. Further, GRIL has also preferred an appeal against such order, as GRIL was also under an obligation to an extent, as it name was there in the recovery order, and hence, GRIL had to fiel an appeal, which is currently pendingGRIL is in receipt of a Show Cause Notice dated June 03, 2024 from the office of District Collector, Ratlam (“**DM Ratlam**”) wherein it has been alleged that GRIL has undertaken illegal excavation of ordinary soil in the village Luhari, Javra tehsil, in violation of the Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2022. The matter is currently pending.
36. GRIL is in receipt of a Show Cause Notice dated June 03, 2024 from the office of District Collector, Ratlam (“**DM Ratlam**”) wherein it has been alleged that GRIL has undertaken illegal excavation of ordinary soil in the village Luhari, Javra tehsil, in violation of the Minerals (Prevention of Illegal Mining, Transportation and Storage) Rules, 2022. The matter is currently pending.

Other Material Matters

1. The owners of certain tracts of land (“**Disputed Land**”) in revenue village Manda Basni, Rajasthan (“**Petitioners**”) filed a writ petition with the High Court of Rajasthan against The State of Rajasthan, through the Secretary, Department of Public Works and GRIL, among others, on July 20, 2020. GRIL is involved in the construction of roads over, among others, the Disputed Land. The Petitioners alleged in the writ petition that they had been inadequately compensated for the acquisition of the land by the Department of Public Works, Rajasthan pursuant to an order of the Secretary, Public Works Department, Government of Rajasthan (“**Order**”) dated July 28, 2017. Accordingly, the Petitioners have sought that the Order be quashed and set aside and that they be granted additional compensation for the loss of land and trees. The matter is currently pending.
2. The owners of certain tracts of land in Kather Bye Pass, Himachal Pradesh (“**Petitioners**”) filed a writ petition with the High Court of Himachal Pradesh against the State of Himachal Pradesh through its Chief Secretary and GRIL, among others on March 2, 2020. The Petitioners have sought, among others, the relocation of a culvert constructed by GRIL as part of an ongoing project for the construction of a national highway. The matter is currently pending.
3. The owners of certain tracts of land (“**Disputed Land**”) in village and post – Kareban, District – Sultanpur (“**Petitioners**”) filed a writ petition with the High Court of Allahabad against the State of Uttar Pradesh, through the Principal Secretary, Mines Department, the Chairman, Uttar Pradesh Express Industrial Development Authority (“**UPEIDA**”), and GRIL, among others, on February 26, 2020. It was alleged that GRIL (which was involved in the construction of a highway near the Disputed Land), along with the UPEIDA, had excavated soil and clay from the Disputed Land without permission and rendered such land infertile. Accordingly, the Petitioners have sought that a writ be issued for the payment of compensation for the losses caused to them, that action be taken against GRIL for violation of applicable law, and that the Disputed Land be restored. The matter is currently pending.
4. The owners of certain tracts of land (“**Disputed Land**”) in Sultanpur (“**Petitioners**”) filed a writ petition with the High Court of Allahabad against the State of Uttar Pradesh, through the Chief Secretary, UPEIDA, Lucknow and GRIL, among others, on November 5, 2019. It was alleged that GRIL (which was involved in the construction of a highway near the Disputed Land), along with the UPEIDA, had excavated soil from the Disputed Land without permission and had damaged such land. Accordingly, the Petitioners have sought that a writ be issued for (i) the payment of compensation to them or for land to be provided in exchange and (ii) action to be taken against GRIL for such digging and consequent damage. The matter is currently pending.
5. The owners of certain tracts of land (“**Disputed Land**”) in Mohal Bara, Tehsil and District Solan, Himachal Pradesh (“**Petitioner**”) filed writ petitions with the High Court of Himachal Pradesh against the Union of India, through its Secretary (MoRTH) and GRIL, among others, on April 17, 2021. It was alleged

that GRIL (which was involved in the construction of a highway near the Disputed Land) had excavated soil resulting in damage to the Disputed Land, the buildings situated on it, and the adjoining parcel of land, which was also owned by the Petitioner. Accordingly, the Petitioner has sought that a writ be issued (i) to direct the respondents to acquire the Disputed Land and the buildings in accordance with the provisions of the National Highways Act, 1956 and the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 and to pay compensation to the Petitioner in accordance with law and (ii) to direct the respondents to acquire the land adjoining the Disputed Land and to pay compensation to the Petitioner in accordance with the law. The matter is currently pending.

- a. A writ petition has been filed by Vaibhav Jalan with the High Court of Delhi against JKM Infra Projects Limited, its directors, GRIL and others (“**Respondents**”) on May 27, 2022. Vaibhav Jalan has alleged that the Respondents have colluded to facilitate various unlawful activities and sought for a writ to be issued directing the Enforcement Directorate to initiate investigation on such activities. The High Court of Delhi by way of its order dated May 31, 2022 issued a notice to the Enforcement Directorate and directed the Enforcement Directorate to submit a status report before the court. Subsequently, the High Court of Delhi passed an order dated September 5, 2022 recording that the Enforcement Directorate has submitted its status report before the court and referring the matter to Delhi High Court Mediation and Conciliation Centre for mediation. The matter is currently pending.

VIII. Litigation and Regulatory Actions against the Trustee

1. SBICAP Trustee Company Limited (the “**Plaintiff**”) had filed a suit before the City Civil Court, Bangalore against the Trustee and others (the “**Defendants**”) requiring sale of pledged shares for a particular price by SREI Fund/ Investors, for whom the Trustee was acting as the share pledge trustee. The Plaintiff was acting for a consortium of lenders and has residual interest. The aggregate claim amount is ₹1,550.30 million. The Trustee has filed an application seeking its removal from the suit and deletion of its name from the array of parties. Further, the Plaintiff had filed an interlocutory application before the City Civil Court, Bangalore (“**Interlocutory Application**”) seeking recovery of complete residual dues received by the Defendants while selling the pledged shares, and which was dismissed. The Plaintiff has filed a writ petition before High Court of Karnataka challenging the dismissal of the Interlocutory Application, and the Trustee has not been impleaded as a party to such writ petition.
 - a) The matter has been stayed by the order of the Hon’ble High Court of Karnataka and the stay is extended. The matter is currently pending.
2. Pursuant to receipt of information against Trustees Association of India and three of its members, *i.e.*, the Trustee, Axis Trustee Services Limited, and SBI CAP Trustee Company Limited (collectively, the “**Respondents**”) for alleged contravention of Sections 3(3) and 4 of the Competition Act, 2002, *i.e.*, for entering into anti-competitive agreements and formation of cartel, the Competition Commission of

India (the “CCI”) passed an order dated December 23, 2021 under Section 26(1) of the Competition Act, 2002 directing the Director General to investigate the conduct of the Respondents and its office bearers for *prima facie* violating Section 3(1) read with Section 3(3) of the Competition Act, 2002.

In response to the above order, the Respondents filed writ petitions before the High Court of Bombay challenging the jurisdiction of the CCI to decide the matter as SEBI is the sectoral regulator regulating the Respondents. The High Court of Bombay has directed CCI to decide on the jurisdictional issue. The Trustee had filed an application before the CCI for the same, and has subsequently filed additional written submissions before the CCI. The matter is currently pending.

3. R. K. Mohata Family Trust has filed a commercial suit before the High Court of Bombay against the Trustee praying for a meeting of the debenture holders of Reliance Home Finance Limited (“RHFL”) to be held and also for damages worth ₹10.55 million from the Trustee. Pursuant to an order dated March 31, 2022 read with the orders dated April 6, 2022 and May 10, 2022 from the High Court of Bombay, the Trustee has convened a meeting of the debenture holders of RHFL and the results of the voting on matters taken up at such meeting have been placed before the High Court of Bombay. The matter is currently pending.

Further, pursuant to a special leave petition filed by Authum Investments & Infrastructure Limited (“AAIL”) before the Supreme Court of India, the Supreme Court of India had allowed the resolution plan submitted by AAIL and had directed AAIL to make the necessary payments within the prescribed period. AAIL has complied with such direction of the Supreme Court of India.

Subsequent to the above, a petition of contempt has been filed by Praduman Tandon and others against the order of the Supreme Court of India alleging that that the resolution plan and the distribution mechanism was not known. The matter is currently pending.

4. A suit was instituted before the Supreme Court of Mauritius (the “Court”) in 2014 against Dynamic India Fund III (“DIF III”), International Financial Services Limited (“IFS”), ICICI Venture Funds Management Company Limited (“ICICI Venture”), ICICI Bank Limited (“ICICI Bank”) and the Trustee (collectively, the “Defendants”), by certain investors of DIF III claiming damages to the tune of \$103.69 million for the loss of their investments in DIF III.

The Defendants have raised various preliminary objections to the suit, including on the jurisdiction of the Court to decide on disputes involving non-residents of Mauritius. By way of an order dated June 9, 2020, the Court stayed the proceedings against ICICI Venture and ICICI Bank on the grounds that the allegations made against these entities did not take place in Mauritius and therefore, the Court lacked jurisdiction to adjudicate on such matters. Subsequently, the plaintiffs informed that the Court of their decision not to appeal against such order. Thereafter, by way of an order dated June 3, 2022, the Court deleted ICICI Venture and ICICI Bank from the array of parties involved in the suit, thereby allowing the suit to continue against DIF

III, IFS and the Trustee. The plaintiffs have filed an appeal against the order dated June 3, 2022.

ICICI Venture, the investment manager of DIF III, is handling and taking care of the matter on behalf of the Trustee, who was acting as a trustee to DIF III. The matter is currently pending.

5. In the matter involving Karvy Data Management Services Limited (“KDMSL”), Pawan Kapoor and Amri Resorts Private Limited (in their capacities as debenture holders) filed a writ petition before the High Court of Delhi against the Trustee and others alleging certain non-compliances including inaction against KDMSL for defaults in payment of interest and principal. The High Court of Delhi has directed the Ministry of Corporate Affairs, Government of India to investigate the complaint and such investigation is ongoing. The matter is currently pending.
6. Kamalakar B. P (“**Plaintiff**”) has filed declaratory civil suit before the Court of Civil Judge (Senior Division), Thane, pursuant to which the Trustee has received a notice dated July 28, 2023. The Plaintiff has sought for (i) declaration of deed of mortgage by a defendant to another in favour of the Trustee as void, illegal, invalid, non-est, not binding on the Plaintiff; (ii) permanent injunction from entering into the suit property, sale in auction and/ or agreeing to sell the suit property in auction; and (iii) temporary injunction from the sale of the suit property. Written statements and affidavit in reply have been filed before the court. The matter is currently pending.
7. DSP Asset Managers Private Limited (the “Plaintiff”) has filed a company application dated January 16, 2024 before the Mumbai Bench of the National Company Law Tribunal praying for condonation of delay in filing claims against Infrastructure Leasing & Financial Services Limited. The Trustee is acting as the debenture trustee in relation to certain debentures issued by IL&FS Transportations Networks Limited, a subsidiary of Infrastructure Leasing & Financial Services, and the Plaintiff has alleged that the Trustee has delayed in filing their claim with Grant Thornton (Bharat) LLP for admission. DSP Asset Manager has filed an appeal before, NCLAT, New Delhi against the NCLT order dated the 13th May 2024. The matter is currently pending.
8. In the case of Spenta Suncity Private Ltd. Monivedda Consultant LLP, one of the stakeholders has filed Civil Appeal and Contempt Petition against ITSL & MD P.K. Malhotra for violations of order dated 16.12.2022 passed by the Supreme Court of India. The matter was driven by IIFL the Debenture Holder. The order was not to make further allotment of debentures and create further liabilities on the assets. Suitable replies have been filed before Hon’ble Supreme Court of India. The matter is listed for hearing on 21.11.2024.
9. In the matter of an arbitration under the arbitration rules of the Singapore International Arbitration Centre (“SIAC”) between, Credit Opportunities III Pte. Limited (“Claimant”) and IIFL Management Services Limited, IIFL Finance Limited, IDBI Trusteeship Services Limited and 360 One Investment Advisors and Trustee Services Limited (“Respondents”). ITSL is in receipt of a Notice of arbitration from Khaitan & Co. on 22nd May 2024, for various allegations such as, Failure to provide

timely information & updates, Attempts to blatantly and unilaterally disregard the contractually agreed Distribution Waterfall, Unauthorized Return of Capital Contribution to Second Respondent, Disbursement of additional funds to certain Portfolio Companies, Unauthorised Change of Trustee w.e.f. November 7, 2023, Transfer of Class B units held by Second Respondent and Purported In-specie Distribution. ITSL has filed its reply to the Notice of Arbitration dated July 22, 2024, under SIAC Rules Mr. Timothy Cooke has been appointed as an Arbitrator. Case Management conference was held on November 08, 2024 and Arbitrator has given procedural steps commencing from December 09, 2024 onwards.

10. Summary Suit before City Civil Court at Dindoshi (Borivali Division), Goregaon, Mumbai. Francis Cassian Mendis Vs. Heida Aloysious Gomes & 9 others including ITSL as Defendant No.6. Challenging the Conveyance Deed dated 18.05.1981 including all other Conveyances executed thereafter and Mortgage dated 09.09.2021 created in favour of ITSL by Spenta Suncity Private Ltd. and permanent order and injunction restraining the defendants from carrying out any constructions/development activity on the Suit property i.e. Land bearing CTS No.336, Survey No.23, Hissa No.13/7 admeasuring 1622.8 sq. mtrs., village Mogra, Taluka Andheri, Mumbai. The matter has now been listed on 25th July, 2024 for filing Reply to Notice of Motion and WS. The matter has been adjourned to 20/12/2024.
11. Balaji Enterprises Vs. Essel Lucknow Raibareli Toll Road Ltd & Ors , before the Court of District & Sessions Judge, Rohini Commercial Court, North West Delhi. ITSL has received Summons from the Court of District & Sessions Judge, Rohini Commercial Court, North West Delhi on July 11, 2024 for the alleged unpaid amount of Rs. 80,35,732/- towards construction contracts executed by them. The first hearing in the case has been scheduled on November 25, 2024.

IX. Taxation Proceedings

The details of all outstanding tax disputes involving the InvIT, Sponsor, Project Manager, Investment Manager and their associates set forth below:

Name of the Entity	Number of Proceedings*	Amounts Involved# (in ₹ million)
<i>Direct tax</i>		
i. InvIT	Nil	Nil
ii. Sponsor	Nil	Nil
iii. Investment Manager	Nil	Nil
iv. Associates of the Sponsor/ Project Manager/ Investment Manager/ InvIT (excluding the Project SPVs)	Nil	Nil
v. Project SPVs	Nil	Nil
<i>Indirect Tax</i>		
i. InvIT	Nil	Nil
ii. Sponsor	Nil	Nil
iii. Investment Manager	Nil	Nil

GR HIGHWAYS INVESTMENT MANAGER PRIVATE LIMITED



Name of the Entity	Number of Proceedings*	Amounts Involved# (in ₹ million)
iv. Associates of the Sponsor/ Project Manager/ Investment Manager/ InvIT (excluding the Project SPVs)	13	1038.30
v. Project SPVs	2	1475.27

* Does not include assessment orders passed by tax authorities wherein appeal has not been filed by the respective entity or legal proceedings have not been initiated.

RISK FACTORS

Risks Related to Our Business and Industry

1. The InvIT is a newly settled trust and does not have an established operating history, which will make it difficult to accurately assess our future growth prospects.
2. Statistical and other information in this annual report relating to India, the Indian economy or the road infrastructure sector have been derived from various government publications, research reports from reputable institutions and communications with various Indian government agencies that are believed to be reliable. However, there can be no guarantee as to the quality or reliability of such information.
3. Our failure and inability to identify and acquire new infrastructure assets that generate comparable revenue, profits or cash flows may have an adverse effect on our business, financial condition, cash flows and results of operations and our ability to make distributions.
4. All of our revenue from our InvIT Assets is dependent on receiving consistent annuity income from NHAI.
5. If any of our InvIT Assets are terminated prematurely, we may not receive payments due to us which may result in a material adverse effect on our financial condition.
6. If we fail to maintain the roads constructed by us pursuant to and as per the relevant contractual requirements, we may be subject to penalties or even termination of our contracts, which may have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows.
7. We may be subject to increase in costs, including O&M costs, which we cannot recover by increasing annuity income under the relevant Concession Agreement.
8. We may face limitations and risks associated with debt financing, refinancing and restrictions on investment, which may adversely affect our operations and our ability to make distributions to Unitholders.
9. There are risks associated with the potential acquisition of the ROFO Assets by the InvIT pursuant to the ROFO Agreement. As certain of these projects are currently under different phases of construction, such projects are subject to various construction related risks, including time and cost overruns and delays in obtaining regulatory approvals, which may delay or prevent G R Infraprojects Limited (“GRIL”) from selling its shareholding in the ROFO Assets to the InvIT pursuant to the ROFO Agreement
10. Our insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions and limits on coverage. To the extent we suffer damage or loss which is not covered by insurance, or exceed our insurance coverage, such damage or loss would have to be borne by us.

11. Certain of the Project SPVs, certain of the Associates of the Investment Manager and the Trustee are involved in certain legal and other proceedings, which may not be decided in their favour.
12. We depend on various third parties to undertake certain activities in relation to the operation and maintenance of the InvIT Assets and any delay, default or unsatisfactory performance by these third parties could materially and adversely affect our ability to effectively operate or maintain the InvIT Assets.
13. We may be unable to renew or maintain the statutory and regulatory permits and approvals required to operate the InvIT Assets which may have an adverse effect on our business, results of operation and financial condition.
14. Compliance with, and changes in, safety, health and environmental laws and regulations in India may adversely affect our business.
15. As a shareholder of the Project SPVs, the InvIT's rights are subordinated to the rights of creditors, debt holders and other parties specified under Indian law in the event of insolvency or liquidation of the Project SPVs.
16. The Project SPVs' financing agreements entail interest at floating rates, and any increases in interest rates may adversely affect our results of operations, financial condition and cash flows.
17. The Valuation Report, and any underlying reports, are not opinions on the commercial merits of the Trust or the Project SPV, nor are they opinions, expressed or implied, as to the future trading price of the Units or the financial condition of the Trust upon listing, and the valuation contained therein may not be indicative of the true value of the Project SPV's assets.
18. Changes in the policies adopted by governmental entities or in the relationships of the InvIT and the Project SPVs with the Government of India or state governments could adversely affect our business, financial performance, cash flows and results of operations.
19. The ability of the InvIT to make or maintain consistency in distributions to Unitholders depends on the financial performance of the Project SPVs and their profitability.
- 20.

Risks related to our organization and the structure of the InvIT

21. We must maintain certain investment ratios, pursuant to SEBI InvIT Regulations.

Failure to comply with these conditions may present additional risks to us, including divestment of certain assets, delisting and other penalties, which could have a material, adverse effect on our business, financial condition and results of operations.

22. We depend on the Investment Manager, the Project Manager and the Trustee to manage our business and InvIT Assets, and our financial condition, results of operations and cash flows and our ability to make distributions may be harmed if the Investment Manager, Project Manager or the Trustee fail to perform satisfactorily. The rights of the InvIT and the rights of the Unitholders to recover claims against the Project Manager, the Investment Manager or the Trustee may be limited.
23. The interpretation and enforcement of the regulatory framework governing infrastructure investment trusts in India is untested and is still evolving, which may have an adverse effect on our business, financial condition and results of operations and our ability to make distributions to Unitholders.
24. Any payment by the Project SPVs, including in an event of termination of the relevant Concession Agreement, is subject to a mandatory escrow arrangement which restricts their flexibility to utilize the available funds.
25. We may not be able to make distributions to Unitholders or the level of distributions may fall as the Trust's distributions will be based on the cash flows generated from the operations to be undertaken by the underlying Project SPV held by the Trust and not on whether the Trust makes an accounting profit or loss.

The Trust will substantially rely on the receipt of interest, dividends, and principal repayments (net of applicable taxes and expenses) from the Project SPV in order to make distributions to Unitholders

26. We will depend on certain directors and key employees of the Investment Manager, the Project Manager and the Project SPVs, and such entities may be unable to retain such personnel or to replace them with similarly qualified personnel, which could have a material, adverse effect on the business, financial condition, cash flows, results of operations and prospects of the InvIT and the Project SPVs.

Risks Related to the InvIT's Relationships with the Sponsor and the Investment Manager

27. The Investment Manager has limited experience and may not be able to implement its capital and risk management strategies.
28. Parties to the InvIT are required to maintain the eligibility conditions specified under Regulation 4 of the SEBI InvIT Regulations on an ongoing basis. The InvIT may not be able to ensure such ongoing compliance by the Sponsor/ Project Manager, the Investment Manager and the Trustee, which could result in the cancellation of the registration of the InvIT.
29. The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Trust. There can be no assurance that the Investment Manager will be able to comply with such requirements.

Risk related to ownership of Units

30. Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer or redeem Units, which may adversely impact the trading price of the Units.
31. The sale or possible sale of a substantial number of Units by the Sponsor in the public market following the lapse of its lock-in requirement as prescribed under the SEBI InvIT Regulations could adversely affect the price of the Units.
32. There is no assurance that our Units will remain listed on the Stock Exchanges.
33. Market and economic conditions may affect the market price and demand for the Units.
34. We may not be able to make distributions to Unitholders or the level of distributions may fall.
35. Our rights and the rights of the Unitholders to recover claims against the Investment Manager or the Trustee are limited.
36. It may not be possible for Unitholders to enforce foreign judgements.
37. The reporting requirements and other obligations of infrastructure investment trusts post-listing are still evolving. Accordingly, the level of ongoing disclosures made and the protection granted to Unitholders may be more limited than those made to or available to the shareholders of a company that has listed its equity shares upon a recognized stock exchange in India.

Risks Related to India

38. Our business is dependent on economic growth in India and financial stability in Indian markets, and any slowdown in the Indian economy or in Indian financial markets could have an adverse effect on our business.
39. Any downgrading of India's sovereign debt rating by a domestic or international rating agency could adversely affect our ability to obtain financing and, in turn, our business and financial performance.
40. Fluctuations in the exchange rate of the Indian Rupee with respect to other currencies will affect the foreign currency equivalent of the value of the Units and any distributions.
41. If inflation rises in India, increased costs may result in a decline in profits.
42. Significant differences could exist between Ind AS and other accounting principles, such as Indian GAAP and IFRS, which may affect investors' assessments of the InvIT's financial condition.

Risks Related to Tax

43. Changes in legislation or the rules relating to tax regimes could adversely affect our business, prospects, cash flows and results of operations.
44. Investors may be subject to Indian taxes arising out of capital gains on the sale of Units and on any dividend or interest component of any returns from the Units.

Independent Auditor's Review Report on the Quarterly and Half-Yearly Unaudited Consolidated Financial Information of the Bharat Highways InvIT pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended.

To

The Board of Directors of

GR Highways Investment Managers Private Limited

(As an Investment Manager of Bharat Highways InvIT)

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Information of Bharat Highways InvIT (the "InvIT") and its subsidiaries (together referred to as "the Group"), consisting of Consolidated Statement of profit and loss including other comprehensive income, explanatory notes thereto and additional disclosures, as required in Chapter 4 of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 as amended including any guidelines and circulars issued thereunder (hereinafter collectively referred to as "SEBI Circulars") for the quarter and half-year ended September 30, 2024 (the "Statement") attached herewith, being submitted by GR Highways Investment Managers Private Limited (the "Investment Manager) pursuant to the requirements of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, from time to time including circulars, notifications, clarifications and guidelines issued thereunder (the "InvIT Regulations") read with SEBI Circulars and voluntary inclusion of quarterly information as mentioned in note 2 of the Statement.
2. The Statement, which is the responsibility of the Management of the Investment Manager, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard - 34, "Interim Financial Reporting" (Ind AS 34) as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the requirement of the InvIT Regulations read with SEBI Circulars. The Statement has been approved by the Board of Directors of Investment Manager. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Investment Manager personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Regulation 13(2) sub-clause (e) of the InvIT Regulations, to the extent applicable.

The Statement includes the financial information of entities mentioned in the Annexure 1 of this report.

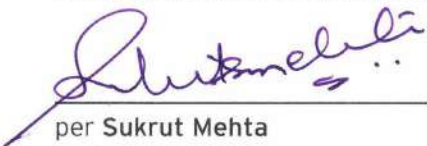


5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditor referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid the Indian Accounting Standards ("Ind AS") as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the InvIT Regulations read with the SEBI Circulars, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We draw attention to note 4 which describes the presentation / classification of "Unit Capital" as "Equity" instead of the applicable requirements of Ind AS 32 - Financial Instruments: Presentation, in order to comply with the relevant InvIT regulations. Our conclusion is not modified in respect of this matter.
7. The accompanying Statement includes the unaudited financial information and other information in respect of 8 subsidiaries, whose unaudited interim financial information and other information include total revenues of ₹ 1,668.09 million and ₹ 3,072.21 million, total net profit / (loss) after tax of ₹ 29.15 million and ₹ (340.05) million and total comprehensive income / (loss) of ₹ 29.15 million and ₹ (340.05) million for the quarter and half-year ended September 30, 2024 respectively, as considered in the Statement which have been reviewed by their respective independent auditors. The independent auditor's reports on interim financial information and other information of these entities have been furnished to us by the Investment Manager and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors. Our conclusion on the Statement is not modified in respect of the above matter with respect to our reliance on the reports of the other auditors.
8. The Statement includes consolidated financial information for the quarter and half year ended September 30, 2023, included as comparative financial information in accompanying consolidated financial information which have been prepared solely based on the information as compiled by Management of the Investment Manager and approved by the Board of Directors of Investment Manager and has not been subjected to our review or audit.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003


per Sukrut Mehta

Partner

Membership Number: 101974

UDIN: 24101974BKESAE7075

Place of Signature: Ahmedabad

Date: November 6, 2024



Annexure 1 to the review report on consolidated financial information for the quarter and half-year ended September 30, 2024.

Sr. No.	Name of entity	Relationship
1	Bharat Highways InvIT	Holding entity
2	GR Phagwara Expressway Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
3	Varanasi Sangam Expressway Private Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
4	Porbandar Dwarka Expressway Private Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
5	GR Gundugolanu Devarapalli Highway Private Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
6	GR Sangli Solapur Highways Private Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
7	GR Akkalkot Solapur Highways Private Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
8	GR Dwarka Devariya Highway Private Limited	Wholly Owned Subsidiary (w.e.f. March 1, 2024)
9	GR Aligarh Kanpur Highway Private Limited	Wholly Owned Subsidiary (w.e.f. September 17, 2024)



Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Curugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com; Tel: +91 85888 55586
SEBI Registration Number: IN/InvIT/22-23/0023



STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL INFORMATION FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2024

(*₹ in million except per unit data*)

Sl. No.	Particulars	Quarter ended			Half year ended		Year ended	
		30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
		(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
I	Incomes and gains:							
	(a) Revenue from operations	1,560.06	1,271.47	-	2,831.53	1,206.93	1,206.93	
	(b) Interest income on deposit with banks	92.68	131.84	-	224.52	38.64	38.64	
	(c) Interest income from income tax refund	-	-	-	-	35.43	35.43	
	(d) Fair value gain on financial assets measured at FVTPL	16.34	9.88	-	26.22	5.07	5.07	
	(e) Income from investment in mutual fund	42.60	5.62	-	48.22	-	-	
	(f) Other Income (refer note 5)	0.83	494.06	-	494.89	0.15	0.15	
	Total income and gain	1,712.51	1,912.87	-	3,625.38	1,286.22	1,286.22	
II	Expenses and losses:							
	(a) Sub-contractor charges	166.09	333.47	-	499.56	760.11	760.11	
	(b) Valuation expenses	0.91	-	-	0.91	1.30	1.30	
	(c) Audit fees	1.04	1.03	1.07	2.07	2.06	4.13	
	(d) Insurance expenses	11.31	10.98	-	22.29	3.74	3.74	
	(e) Employee benefits expense	0.92	0.93	-	1.85	0.51	0.51	
	(f) Project management fees (refer note 10 B(ii))	0.83	0.79	-	1.62	0.18	0.18	
	(g) Investment management fees (refer note 10 B(i))	103.02	48.47	-	151.49	4.89	4.89	
	(h) Trustee fees	0.15	0.15	0.15	0.30	0.29	0.59	
	(i) Finance costs	283.35	281.86	0.64	565.21	248.63	249.85	
	(j) Other expenses (refer note 9)	80.96	75.72	-	156.68	63.74	63.74	
	Total expenses	648.58	753.40	1.86	1,401.98	1,085.45	1,089.04	
III	Profit / (loss) before tax (I-II)	1,063.93	1,159.47	(1.86)	2,223.40	200.77	197.18	
IV	Tax expense:							
	(a) Current tax	11.92	48.78	-	60.70	49.12	49.12	
	(b) Deferred tax charge / (credits)	8.83	(0.09)	-	8.74	-	-	
	Total tax expenses	20.75	48.69	-	69.44	49.12	49.12	
V	Net profit / (loss) for the period / year (III-IV)	1,043.18	1,110.78	(1.86)	2,153.96	151.65	148.06	
VI	Other comprehensive income ("OCI")							
	(a) Items that will not be reclassified to profit or loss in subsequent period / year (net of tax)	-	-	-	-	-	-	
	(b) Items that will be reclassified to profit or loss in subsequent period / year (net of tax)	-	-	-	-	-	-	
	Other comprehensive income (net of tax)	-	-	-	-	-	-	
VII	Total comprehensive income / (loss) for the period / year net of tax (V+VI)	1,043.18	1,110.78	(1.86)	2,153.96	151.65	148.06	
	Net profit / (loss) for the period / year attributable to:							
	- Unit holders	1,043.18	1,110.78	(1.86)	2,153.96	151.65	148.06	
	- Non controlling interests	-	-	-	-	-	-	
		1,043.18	1,110.78	(1.86)	2,153.96	151.65	148.06	
	Other comprehensive income for the period / year attributable to:							
	- Unit holders	-	-	-	-	-	-	
	- Non controlling interests	-	-	-	-	-	-	
		-	-	-	-	-	-	
	Total comprehensive income / (loss) for the period / year attributable to:							
	- Unit holders	1,043.18	1,110.78	(1.86)	2,153.96	151.65	148.06	
	- Non controlling interests	-	-	-	-	-	-	
		1,043.18	1,110.78	(1.86)	2,153.96	151.65	148.06	
VIII	Unit capital (net of issue expenses) (issue value ₹ 100 per unit)	43,761.52	43,761.52	-	43,761.52	43,761.52	43,761.52	
IX	Other equity (excluding revaluation reserve) as at the balance sheet date						5,804.32	
X	Earnings per unit (₹ per unit) (not annualised for quarters and half years) (refer note 10D)							
	- Basic	2.36	2.51	-	4.86	4.76	4.65	
	- Diluted	2.36	2.51	-	4.86	4.76	4.65	

(See accompanying notes to the unaudited consolidated financial information.)

Notes:

- Bharat Highways InvIT ("the InvIT") was set up as an irrevocable trust under the Indian Trust Act, 1882 pursuant to trust deed dated 16 June 2022 which was subsequently amended on December 8, 2022 and October 31, 2023. The InvIT has been registered as an Infrastructure Investment Trust with Securities Exchange Board of India ("SEBI") under the SEBI (Infrastructure Investment Trust) Regulations, 2014 vide Certificate of Registration (IN/InvIT/22-23/0023) dated 3 August 2022. The Trustee to the InvIT is IDBI Trusteeship Services Limited (the "Trustee"). Sponsor and project manager of the InvIT is Aadharshila Infratech Private Limited (the "Sponsor" or "Project Manager") and Investment manager for the InvIT is GR Highways Investment Manager Private Limited (the "Investment Manager").

**SIGNED FOR IDENTIFICATION
PURPOSES ONLY**

SRBC & CO LLP



Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com; Tel: +91 85888 55586
SEBI Registration Number: IN/InvIT/22-23/0023



Notes (continued):

2. The unaudited consolidated financial information consists of Statement of profit and loss, explanatory notes thereto and additional disclosures, as required in Chapter 4 of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 as amended including any guidelines and circulars issued thereunder (hereinafter collectively referred to as "SEBI Circulars") of the InvIT for half year ended September 30, 2024 along with quarterly and yearly information / disclosures on voluntary basis as additional information to the unitholders (hereinafter refer as "Consolidated Financial Information"). The unaudited consolidated financial information has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard - 34, "Interim Financial Reporting" (Ind AS 34) as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with requirement of the SEBI (Infrastructure Investment Trusts) Regulation, 2014, as amended from time to time including circulars, notifications, clarifications and guidelines issued thereunder (the "InvIT Regulations"). The above unaudited consolidated financial information has been reviewed by the Audit Committee and thereafter approved by the Board of Directors of Investment Manager in their respective meetings held on November 6, 2024.
3. The principal activity of Group is to own and invest in infrastructure assets through the SPVs in the road infrastructure sector in India in accordance with the provisions of the InvIT Regulations and Trust deed. The Board of Directors of the Investment Manager allocates the resources and assess the performance of the Group and thus are the Chief Operating Decision Maker (CODM). In accordance with the requirements of Ind AS 108 - "Segment Reporting", the CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed. As the Group operates only in India, no separate geographical segment is disclosed.
4. Under the provisions of the InvIT Regulations, the InvIT is required to distribute to unitholders not less than 90% of the net distributable cash flows of the InvIT for each financial year. Accordingly, the unit capital contains a contractual obligation to pay cash to the unitholders. Thus, in accordance with requirement of Ind AS 32 - Financial Instruments: Presentation, the unit capital contains liability component which should be classified and treated accordingly. However, SEBI Circulars requires the unit capital to be presented/classified as "Equity", which is at variance from the requirements of Ind-AS 32. In order to comply with the aforesaid SEBI requirements, the InvIT has presented unit capital as equity in these consolidated financial information. Consistent with unit capital being classified as equity, the distributions to unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.
5. During the year ended March 31, 2024, the InvIT had entered into share purchase agreement dated February 20, 2024 with GR Infraprojects Limited (GRIL) for acquisition of 100% equity stake in its seven subsidiaries namely Varanasi Sangam Expressway Private Limited ("VSEPL"), Porbandar Dwarka Expressway Private Limited ("PDEPL"), GR Phagwara Expressway Private Limited ("GRPEL"), GR Gundugolanu Devarapalli Highway Private Limited ("GRGDHPL"), GR Akkalkot Solapur Highway Private Limited ("GRASHPL"), GR Sangli Solapur Highway Private Limited ("GRSSHPL") and GR Dwarka Devariya Highway Private Limited ("GRDDHPL") against the same, the InvIT has issued its 13,75,30,405 units with issue price of ₹ 100 per unit as consideration against above sale of shares and 5,54,08,300 units with issue price of ₹ 100 per unit towards assignment of loan receivable from above subsidiaries. The equity shares of above seven subsidiaries were transferred to the InvIT on 1 March 2024 thereby the InvIT obtained control over these subsidiaries. The Group has consolidated revenue and expenditure of these subsidiaries from the said date. The Investment manager had assessed and concluded that as part of the acquisition, the InvIT had acquired net assets/ inputs pertaining to these entities and no substantive process had been acquired. Accordingly, the Investment manager had concluded that the acquisition should be treated as an asset acquisition as against the business combination under Ind AS 103 Business Combination. The InvIT had carried out fair valuation of assets acquired, and liability assumed by Independent valuer using inputs generally used by market participants in similar transactions resulting in fair valuations, on the date of acquisition, which was ₹ 19,409.30 million. Accordingly, the InvIT had recognized net assets of these SPVs at fair value and recognized capital reserve amounting to ₹ 5,656.26 million.

During the quarter ended June 30, 2024, in case of its subsidiary i.e. Varanasi Sangam Expressway Private Limited (SPV), there was change in completion cost by Authority retrospectively, which affected all past and future payments of annuity, interest on annuity and O&M resulting in loss of ₹ 494.06 million. The said loss was covered under indemnity provided by GRIL to the InvIT under aforesaid share purchase agreement. Accordingly, the InvIT had claimed the said amount from GRIL and recorded as other income in these consolidated financial information.

During the quarter and half year ended September 30, 2024, the InvIT had entered into share purchase agreement dated September 13, 2024 with GRIL for acquisition of 100% equity stake in GR Aligarh Kanpur Highway Private Limited ("GRAKHPL") for the sale consideration of ₹ 986.09 million and ₹ 2,408.56 million towards assignment of loan receivables from the said subsidiary. The equity shares of GRAKHPL has transferred to the InvIT on 17 September 2024 pursuant to which the InvIT obtained control over the subsidiary. The group has consolidated revenue and expenditure of the subsidiary from the said date. The investment manager has assessed and concluded that as part of the acquisition, the InvIT has acquired net asset/inputs pertaining to the subsidiary and no substantive process has been acquired. Accordingly, the investment manager concluded that acquisition should be treated as an asset acquisition as against business combination under Ind AS 103 "Business Combinations". The InvIT has carried out fair valuation of assets acquired, and liability assumed by Independent valuer using inputs generally used by market participants in similar transactions resulting in fair valuations, on the date of acquisition, and accordingly, the InvIT has recognized the assets and liabilities of GRAKHPL at fair value in these consolidated financial information.

6. During the year ended March 31, 2024, the InvIT completed its initial public offer ("IPO") of 249,999,900 units with issue price of ₹ 100 each unit. The InvIT had received an amount of ₹ 24,999.99 million from the sponsor and eligible unitholders (as defined in Final Offer Documents (FOD)). Expenses incurred on the IPO amounted to ₹ 532.34 million (including taxes) (provisional IPO expenses of ₹ 620.80 million (including taxes) as per FOD). The funds from savings in IPO expenses as compared to provisional IPO expenses has been transferred to General Corporate purpose based on approval of Board of Directors of Investment Manager. The units of the InvIT were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on March 12, 2024. The expenses incurred for IPO have been reduced from the Unitholders' capital in accordance with Ind AS 32 Financial Instruments: Presentation.

The details of amount utilised from IPO proceeds are as follows:

(₹ in million)

Particulars	Amount to be Utilised as per FOD	Revised Amount to be utilised *	Utilised upto 30 September 2024	Unutilised upto 30 September 2024
Providing loans to the Project SPVs for repayment/ pre-payment, in part or in full, of their respective outstanding loans (including any accrued interest and prepayment penalty)	24,000.00	24,000.00	24,000.00	-
Issue expenses	620.80	532.34	529.76	2.58
General purposes	379.19	467.65	27.82	439.83
Total	24,999.99	24,999.99	24,557.58	442.41

* The Investment manager has revised the allocation of IPO proceeds based on approval of the Board of Directors of Investment Manager in their meeting held on August 13, 2024. Net proceeds which were un-utilised as at September 30, 2024 are temporarily invested in Deposits with banks as well as kept in escrow account with banks.

7. The figures for the quarter and half year ended September 30, 2023 included in the consolidated financial information have been prepared solely based on the information as compiled by the management of Investment Manager and approved by Board of Directors of Investment Manager and have not been subjected to audit or review.
8. The InvIT had acquired SPVs by issuing units on March 1, 2024 and concluded its initial public offer process on March 12, 2024. Hence, the figure for the quarter and half ended September 30, 2024 are not comparable with corresponding half year ended March 31, 2024 and comparative quarter and half year ended September 30, 2023. Further the consolidated financial information for the half year ended March 31, 2024 are the balancing figures between audited figures in respect of the full financial year ended March 31, 2024 and unaudited year to date figure up to September 30, 2023 being the date of the end of the half year of previous financial year, which were prepared solely based on the information as compiled by the Management of Investment Manager and approved by Board of Directors of Investment Manager and were not subjected to review or audit.
9. Other expenses mainly includes legal and professional expenses, rent expense, labour cess charges, electricity expense, corporate social responsibility expenses, share service charges, annual listing fees, listing expenses and other miscellaneous expenses.

SIGNED FOR IDENTIFICATION PURPOSES ONLY

SRBC & CO LLP



Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
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SEBI Registration Number: IN/InvIT/22-23/0023



Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS :

(A) Computation of Net Distributable Cash Flows (NDCFs)

(i) Bharat Highways InvIT

Particulars	Quarter ended			Half year ended		(₹ in million)	
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Cash flow from operating activities as per cash flow statement	(140.78)	(54.01)	-	(194.79)	(18.71)	-	(18.71)
Add: Cash flows received from SPV's which represent distributions of NDCF computed as per relevant framework (refer notes (a) to (c) below)	1,911.16	5,719.71	-	7,630.87	1,656.06	-	1,656.06
Add: Treasury income / income from investing activities of the InvIT (interest income received from FD, any investment entities as defined in Regulation 18(5) of the SEBI InvIT Regulations, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments which will be considered on a cash receipt basis)	40.92	3.32	-	44.24	0.12	-	0.12
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following: • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-
Total cash inflow at InvIT level (A)	1,811.30	5,669.02	-	7,480.32	1,637.47	-	1,637.47
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account of the InvIT	(239.51)	(188.03)	(0.64)	(427.54)	(20.28)	(1.22)	(21.50)
Less: Debt repayment at InvIT level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	(157.07)	(104.03)	-	(261.10)	(60.92)	-	(60.92)
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations	(392.50)	(142.70)	-	(535.20)	(196.50)	-	(196.50)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-	-	-
Total cash outflow /retention at InvIT level (B)	(789.09)	(434.76)	(0.64)	(1,223.84)	(277.70)	(1.22)	(278.92)
Net Distributable Cash Flows (C) = (A+B)	1,022.21	5,234.26	(0.64)	6,256.48	1,359.77	(1.22)	1,358.55

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SRBC & CO LLP



Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel: +91 85888 55586
SEBI Registration Number: IN/InvIT/22-23/0023



Notes (continued):

Additional Note:

- (a) Figures for half year ended September 30, 2024 excludes ₹ 1,380.00 million cash flows already considered in half year and year ended March 31, 2024 and includes dividend declared by SPVs subsequent to half year ended September 30, 2024 amounting to ₹ 267.52 million, which is as per note 1 of clause 3.18 of the SEBI Circulars.
- (b) Figures for quarter ended June 30, 2024 excludes ₹ 1,380.00 million cash flows already considered in half year and year ended March 31, 2024 and includes dividend declared by SPVs subsequent to quarter ended June 30, 2024 amounting to ₹ 4,342.23 million, which is as per note 1 of clause 3.18 of the SEBI Circulars.
- (c) Figures for the quarter ended September 30, 2024 excludes ₹ 4,342.23 million cash flow already considered in quarter ended June 30, 2024 and include dividend declared by SPVs subsequent to quarter ended September 30, 2024 amounting to ₹ 267.52 million which is as per note 1 of clause 3.18 of the SEBI Circulars.
- (d) Net distributable cash available with InvIT after considering the surplus cash:

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Net Distributable Cash Flows as per above (A)	1,022.21	5,234.26	(0.64)	6,256.48	1,359.77	(1.22)	1,358.55
Cash Surplus at the beginning of the quarter/half year/year end * (B)	30.18	29.73	-	29.73	(1.22)	-	-
Indemnification claim received (refer note 5) (C)	494.06	-	-	494.06	-	-	-
Amount held / utilised for SPV acquisition (refer note 5) (D)	(128.47)	(3,905.00)	-	(4,033.47)	-	-	-
Cash Flows available for Distribution E = (A+B+C+D)	1,417.98	1,359.00	(0.64)	2,746.80	1,358.55	(1.22)	1,358.55
Less: Distribution to unit holders (refer note 12) (F)	(1,417.40)	(1,328.82)	-	(2,746.22)	(1,328.82)	-	(1,328.82)
Net cash flow available with InvIT after distribution G = (E+F)	0.58	30.18	(0.64)	0.58	29.73	(1.22)	29.73

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E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(a). Varanasi Sangam Expressway Private Limited

(₹ in million)

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Cash flow from operating activities as per cash flow statement	12.28	(35.78)	(23.50)	648.03	648.03
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	78.43	623.05	701.48	1.67	1.67
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following <ul style="list-style-type: none"> • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations 	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	90.71	587.27	677.98	649.70	649.70
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note (b) below)	-	-	-	(56.68)	(56.68)
Less: Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: <ul style="list-style-type: none"> (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations 	-	-	-	(1,636.69)	(1,636.69)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow /retention at SPV level (B)	-	-	-	(1,693.37)	(1,693.37)
Net Distributable Cash Flows (A+B)	90.71	587.27	677.98	(1,043.67)	(1,043.67)

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 as the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).

(b) Interest cost on non-convertible debentures in VSEPL of ₹ 45.72 million have been excluded from the above computation since the same has been refinanced through loan from InvIT during the quarter which is as per note 7 of clause 3.18 of the SEBI Circulars.

(c) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	90.71	587.27	677.98	(1,043.67)	(1,043.67)
Cash Surplus at the beginning of the quarter/half year/year end (B)	1,037.47	738.94	738.94	1,812.78	1,812.78
Release of encumbered cash (C)	-	1,636.69	1,636.69	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(779.22)	(844.48)	(779.22)	(821.35)	(821.35)
Cash Flows available for Distribution E = (A+B+C+D)	348.96	2,118.42	2,274.39	(52.24)	(52.24)
Less: Distribution to InvIT (F)	(348.91)	(1,925.43)	(2,274.34)	(30.17)	(30.17)
Net cash flow available with SPV after distribution G = (E+F)	0.05	192.99	0.05	(82.41)	(82.41)
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	779.27	1,037.47	779.27	738.94	738.94

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E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(b). Porbandar Dwarka Expressway Private Limited

(₹ in million)

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Cash flow from operating activities as per cash flow statement	(7.95)	307.49	299.54	89.16	89.16
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	20.48	439.09	459.57	3.86	3.86
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	12.52	746.59	759.11	93.02	93.02
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note below)	-	-	-	(13.19)	(13.19)
Less: Debt repayment (to include principal repayments as per scheduled EMIs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations	-	-	-	(651.42)	(651.42)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow /retention at SPV level (B)	-	-	-	(664.61)	(664.61)
Net Distributable Cash Flows (A+B)	12.52	746.59	759.11	(571.59)	(571.59)

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 because the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).

(b) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	12.52	746.59	759.11	(571.59)	(571.59)
Cash Surplus at the beginning of the quarter/half year/year end (B)	438.92	117.70	117.70	924.97	924.97
Release of encumbered cash (C)	-	651.42	651.42	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(236.80)	(331.26)	(236.80)	(103.72)	(103.72)
Cash Flows available for Distribution E = (A+B+C+D)	214.64	1,184.44	1,291.42	249.66	249.66
Less: Distribution to InvIT (F)	(214.38)	(1,076.78)	(1,291.16)	(235.69)	(235.69)
Net cash flow available with SPV after distribution G = (E+F)	0.26	107.66	0.26	13.98	13.98
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	237.07	438.92	237.07	117.70	117.70

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E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com; Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
(₹ in million)					
(c). GR Phagwara Expressway Limited					
Cash flow from operating activities as per cash flow statement	251.33	(42.76)	208.56	61.94	61.94
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	355.29	29.68	384.97	4.40	4.40
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	606.62	(13.09)	593.53	66.34	66.34
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note (b) below)	-	-	-	(13.64)	(13.64)
Less: Debt repayment (to include principal repayments as per scheduled EMFs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	(36.14)	(36.14)
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations	-	-	-	(788.90)	(788.90)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow /retention at SPV level (B)	-	-	-	(838.68)	(838.68)
Net Distributable Cash Flows (A+B)	606.62	(13.09)	593.53	(772.34)	(772.34)

Additional Note:

- (a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 because the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).
- (b) Interest cost on non-convertible debentures in GRPEL of ₹ 6.32 million have been excluded from the above computation since the same has been refinanced through loan from InvIT during the quarter which is as per note 7 of clause 3.18 of the SEBI Circulars.
- (c) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	606.62	(13.09)	593.53	(772.34)	(772.34)
Cash Surplus at the beginning of the quarter/half year/year end (B)	322.62	146.09	146.09	1,381.24	1,381.24
Release of encumbered cash (C)	-	788.90	788.90	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(770.78)	(262.60)	(770.78)	(137.97)	(137.97)
Cash Flows available for Distribution E = (A+B+C+D)	158.45	659.31	757.74	470.93	470.93
Less: Distribution to InvIT (F)	(158.35)	(599.29)	(757.64)	(462.81)	(462.81)
Net cash flow available with SPV after distribution G = (E+F)	0.10	60.02	0.10	8.13	8.13
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	770.89	322.62	770.89	146.09	146.09

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Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com; Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(d). GR Gundugolanu Devarapalli Highway Private Limited

(₹ in million)

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Cash flow from operating activities as per cash flow statement	414.33	(33.34)	380.99	50.55	50.55
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	522.88	16.04	538.92	6.21	6.21
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following <ul style="list-style-type: none"> • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations 	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	937.21	(17.30)	919.91	56.76	56.76
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note below)	-	-	-	(18.16)	(18.16)
Less: Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: <ul style="list-style-type: none"> (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations 	-	-	-	(895.48)	(895.48)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow /retention at SPV level (B)	-	-	-	(913.64)	(913.64)
Net Distributable Cash Flows (A+B)	937.21	(17.30)	919.91	(856.88)	(856.88)

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 because the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).

(b) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	937.21	(17.30)	919.91	(856.88)	(856.88)
Cash Surplus at the beginning of the quarter/half year/year end (B)	224.07	137.48	137.48	1,176.23	1,176.23
Release of encumbered cash (C)	-	895.48	895.48	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(861.54)	(144.70)	(861.54)	(126.71)	(126.71)
Cash Flows available for Distribution E = (A+B+C+D)	299.75	870.96	1,091.34	192.64	192.64
Less: Distribution to InvIT (F)	(277.78)	(791.59)	(1,069.37)	(181.87)	(181.87)
Net cash flow available with SPV after distribution G = (E-F)	21.97	79.37	21.97	10.77	10.77
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	883.50	224.07	883.50	137.48	137.48

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Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com; Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(e). GR Akkalkot Solapur Highway Private Limited

(₹ in million)

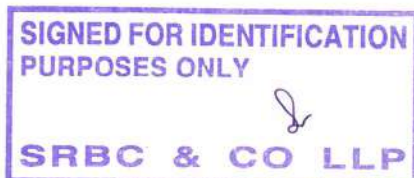
Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Audited)
Cash flow from operating activities as per cash flow statement	(243.00)	(116.51)	(359.51)	323.78	323.78
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	244.53	5.87	250.40	248.55	248.55
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following <ul style="list-style-type: none"> • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations 	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	1.53	(110.64)	(109.11)	572.33	572.33
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note below)	-	-	-	(8.88)	(8.88)
Less: Debt repayment (to include principal repayments as per scheduled EMTs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: <ul style="list-style-type: none"> (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations 	-	-	-	(343.74)	(343.74)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow / retention at SPV level (B)	-	-	-	(352.62)	(352.62)
Net Distributable Cash Flows (A+B)	1.53	(110.64)	(109.11)	219.71	219.71

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 because the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).

(b) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	1.53	(110.64)	(109.11)	219.71	219.71
Cash Surplus at the beginning of the quarter/half year/year end (B)	211.28	179.74	179.74	384.83	384.83
Release of encumbered cash (C)	-	343.74	343.74	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(81.25)	(191.09)	(81.25)	(141.80)	(141.80)
Cash Flows available for Distribution E = (A+B+C+D)	131.56	221.75	333.11	462.75	462.75
Less: Distribution to InvIT (F)	(121.13)	(201.56)	(322.69)	(424.80)	(424.80)
Net cash flow available with SPV after distribution G = (E+F)	10.42	20.19	10.42	37.94	37.94
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	91.68	211.28	91.68	179.74	179.74



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E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(g). GR Sangli Solapur Highway Private Limited

(₹ in million)

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Cash flow from operating activities as per cash flow statement	481.30	(305.28)	176.02	44.64	44.64
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	12.22	293.09	305.31	0.66	0.66
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following <ul style="list-style-type: none"> • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations 	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	493.52	(12.19)	481.33	45.30	45.30
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note below)	-	-	-	(8.51)	(8.51)
Less: Debt repayment (to include principal repayments as per scheduled EMTs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: <ul style="list-style-type: none"> (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations 	-	-	-	(594.26)	(594.26)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow/retention at SPV level (B)	-	-	-	(602.77)	(602.77)
Net Distributable Cash Flows (A+B)	493.52	(12.19)	481.33	(557.47)	(557.47)

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 because the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).

(b) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	493.52	(12.19)	481.33	(557.47)	(557.47)
Cash Surplus at the beginning of the quarter/half year/year end (B)	117.26	61.02	61.02	704.94	704.94
Release of encumbered cash (C)	-	594.26	594.26	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(277.31)	(64.61)	(277.31)	(57.82)	(57.82)
Cash Flows available for Distribution E = (A+B+C+D)	333.47	578.48	859.30	89.66	89.66
Less: Distribution to InvIT (F)	(308.46)	(525.83)	(834.29)	(86.45)	(86.45)
Net cash flow available with SPV after distribution G = (E+F)	25.01	52.65	25.01	3.20	3.20
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	302.32	117.26	302.32	61.02	61.02

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Bharat Highways InvIT

Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(h). GR Dwarka Devariya Highway Private Limited

(₹ in million)

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Cash flow from operating activities as per cash flow statement	56.40	117.91	174.31	87.73	87.73
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	385.87	36.34	422.21	4.56	4.56
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following <ul style="list-style-type: none"> • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations 	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-
Total cash inflow at SPV level (A)	442.27	154.25	596.52	92.29	92.29
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note below)	-	-	-	(10.06)	(10.06)
Less: Debt repayment (to include principal repayments as per scheduled EMIs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: <ul style="list-style-type: none"> (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations 	-	-	-	(720.24)	(720.24)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-
Total cash outflow / retention at SPV level (B)	-	-	-	(730.30)	(730.30)
Net Distributable Cash Flows (A+B)	442.27	154.25	596.52	(638.01)	(638.01)

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the quarter and half year ended September 30, 2023 because the InvIT has acquired the SPVs on March 01, 2024 (refer note 5).

(b) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended		Half year ended		Year ended
	30 September 2024	30 June 2024	30 September 2024	31 March 2024	31 March 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited) (Refer note 8)	(Audited)
Net Distributable Cash Flows as per above (A)	442.27	154.25	596.52	(638.01)	(638.01)
Cash Surplus at the beginning of the quarter/half year/year end (B)	487.65	212.38	212.38	1,084.66	1,084.66
Release of encumbered cash (C)	-	720.24	720.24	-	-
Retained towards Interest and O&M expenses obligations of SPV (D)	(451.15)	(427.62)	(451.15)	(194.68)	(194.68)
Cash Flows available for Distribution E = (A+B+C+D)	478.77	659.26	1,078.00	251.97	251.97
Less: Distribution to InvIT (F)	(451.99)	(599.23)	(1,051.22)	(234.27)	(234.27)
Net cash flow available with SPV after distribution G = (E+F)	26.78	60.03	26.78	17.71	17.71
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	477.93	487.65	477.93	212.38	212.38

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Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel: +91 85888 55586
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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(A) Computation of Net Distributable Cash Flows (NDCFs) (Continued)

(ii) SPV level NDCF

(i). GR Aligarh Kanpur Highway Private Limited

(₹ in million)

Particulars	Quarter ended	Half year ended
	30 September 2024	30 September 2024
	(Unaudited)	(Unaudited)
Cash flow from operating activities as per cash flow statement	(55.01)	(55.01)
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further, it is clarified that these amounts will be considered on a cash receipt basis)	1.71	1.71
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following		
• Applicable capital gains and other taxes	-	-
• Related debts settled or due to be settled from sale proceeds	-	-
• Directly attributable transaction costs	-	-
• Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-
Total cash inflow at SPV level (A)	(53.30)	(53.30)
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account and any shareholder debt / loan from InvIT (refer note below)	(13.26)	(13.26)
Less: Debt repayment (to include principal repayments as per scheduled EMTs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity as well as repayment of any shareholder debt / loan from trust)	(27.83)	(27.83)
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any:		
(i) loan agreement entered with financial institution; or	(592.20)	(592.20)
(ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; or	-	-
(iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or	-	-
(iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or	-	-
(v) statutory, judicial, regulatory, or governmental stipulations	-	-
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-
Total cash outflow /retention at SPV level (B)	(633.29)	(633.29)
Net Distributable Cash Flows (A+B)	(686.59)	(686.59)

Additional Note:

(a) Computation of Net Distributable Cash Flows (NDCFs) of SPV level has not been presented for the comparative quarter ended June 30, 2024, corresponding quarter and half year ended September 30, 2023 and comparative half year and year ended March 31, 2024, because the InvIT has acquired the GRAKHPL on September 17, 2024 (refer note 5).

(b) Net distributable cash available with SPV after considering the surplus cash:

Particulars	Quarter ended	Half year ended
	30 September 2024	30 September 2024
	(Unaudited)	(Unaudited)
Net Distributable Cash Flows as per above (A)	(686.59)	(686.59)
Cash Surplus at the date of acquisition (B)	465.21	465.21
Encumbered cash (C)	592.20	592.20
Retained towards Interest and O&M expenses obligations of SPV (D)	(340.65)	(340.65)
Cash Flows available for Distribution E = (A+B+C+D)	30.16	30.16
Less: Distribution to InvIT (F)	(30.16)	(30.16)
Net cash flow available with SPV after distribution G = (E+F)	0.00	0.00
Cash Surplus at the closing of the quarter/half year/year end H = (G-D)	340.66	340.66

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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

B) Investment Manager and Project Manager Fees:

i. Investment Management Fees:

Pursuant to the Investment manager agreement dated July 21, 2022, Investment Manager is entitled to fees @ 1.50% of aggregate cash flow received from each of the subsidiaries per annum and upto 0.50% incentive of the assets acquired by InvIT plus Goods and Service tax rate as applicable. There are no changes in the methodology for computation of fees paid to Investment Manager during the quarter and half year ended September 30, 2024.

ii. Project Management Fees:

Pursuant to the Project management agreement dated December 7, 2023, Project Manager is entitled to fees @ 0.50% of operational and maintenance expenses incurred by each of subsidiaries per annum including applicable Goods and Service tax. There are no changes in the methodology for computation of fees paid to Project Manager during the quarter and half year ended September 30, 2024.

C) Changes in Accounting policies

There is no change in the Accounting policy of the Group for the quarter and half year ended 30 September 2024.

D) Statement of Earnings per unit:

Basic earnings per unit (EPU) amounts are calculated by dividing the net profit for the quarter / half year / year attributable to unitholders by the weighted average number of units outstanding during the quarter/ half year / year. For the purpose of calculating diluted earnings per unit, the weighted average number of units outstanding during the quarter / half year / year are adjusted for weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

The following reflects the profit and unit data used in the basic and diluted EPU computation:

(₹ in million)

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Profit / (Loss) attributable to unitholders (₹ in million) (A)	1,043.18	1,110.78	(1.86)	2,153.96	151.65	(3.59)	148.06
Number of units outstanding at the end of the quarter / half year / year (in absolute number)*	442,938,605	442,938,605	-	442,938,605	442,938,605	-	442,938,605
Weighted average number of units for the quarter / half year / year (in absolute number)* (B)	442,938,605	442,938,605	-	442,938,605	31,836,834	-	31,836,834
Basic and diluted earning per unit (in ₹)**	2.36	2.51	-	4.86	4.76	-	4.65
(not annualised for quarters and half years) (A/B)							
Issue price per unit (in ₹)	100.00	100.00	-	100.00	100.00	-	100.00

* The InvIT had issued its Unit to unitholders upon completion of IPO in March 2024 and accordingly, EPU disclosure in comparative period i.e. quarter and half year ended September 30, 2023 is not applicable and hence not given.

** The InvIT does not have any outstanding dilutive potential instruments.

E) Statement of Contingent Liabilities

(₹ in million)

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Claims against the Company not acknowledged as debts							
(i) Indirect tax matters (excluding interest and penalty)	1,057.43	2,339.90	-	1,057.43	2,339.90	-	2,339.90

Indirect tax matter consist of below:

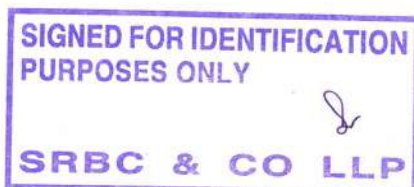
a) In GR Gundugolalu Devarapalli Highway Private Limited (SPV), the tax authority has denied input tax credit on a proportionate basis due to exempted turnover and demanded difference of input tax credit for the period May-2018 to January 2021 vide demand order. The SPV had filed writ petition before the Hon'ble High Court, Andhra Pradesh against said order. Currently, the matter is pending in Hon'ble High Court, Andhra Pradesh. The total amount involved is ₹ 1,057.43 millions (excluding interest and penalty) against the same, SPV has paid ₹ 73.72 millions under protest.

b) In case of Porbandar Dwarka Expressway Private Limited (SPV), the tax authorities had demanded additional tax on turnover which is different than disclosed by the SPV and demanded differential tax at 18% instead of 12%. The matter for the period May-18 to Feb-22. The total amount involved is ₹ 1,282.60 millions (excluding interest and penalty). The Company had filed Writ Petition before Hon'ble Gujarat High Court, at Ahmedabad, on 20.07.2023. The Hon'ble Gujarat High Court, issued order dated 26-09-2024, directing GST department for withdraw the Show-cause notice in light of the Circular No. 221/15/2024-GST and drop the proceeding initiated against company. As per the directions of the Hon'ble Gujarat High Court, the GST department has issued order on 04.10.2024, disposing off the show cause notice. Accordingly, the matter is settled during the year.

The Group is contesting the demands and the management including its tax advisors, believe that its position shall likely be upheld in the appellate process. No tax expenses has been accrued in these consolidated financial information for the tax demand raised. The Investment manager believes that the ultimate outcome of those proceeding will not have a material adverse effect on the Group's financial position and results of operations.

F) Statement of Commitments

The Group has no outstanding commitment as at September 30, 2024 (June 30, 2024: Nil, March 31, 2024 : Nil, September 30, 2023: Nil)



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Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

G) Statement of Related Party Transactions:

- 1 List of related parties as per the requirements of Ind AS 24 - Related Party Disclosures and Regulation 2(1) (zv) of the InvIT Regulations**
Following are the related parties, relationship and transactions entered with related parties given below:

I Entity with significant influence over the Group

- a) G R Infraprojects Limited (w.e.f. March 1, 2024)

II Parties of Trust

- a) Aadharshila Infratech Private Limited - Sponsor and Project Manager (w.e.f. October 31, 2023)
b) GR Highways Investment Manager Private Limited - Investment Manager
c) IDBI Trusteeship Services Limited - Trustee

III Promoters, Directors and Partners of the persons mentioned in II above

Particulars	Sponsor and Project Manager	Investment Manager	Trustee
a) Promoters	Riya Agarwal Rahul Agarwal Mehul Agarwal	Lokesh Builders Private Limited	IDBI Bank Limited Life Insurance Corporation of India General Insurance Corporation of India
b) Directors	Rahul Agarwal Ramesh Chandra Mehta Kishan Kantibai Vachhani	Ajendra Kumar Agarwal Siba Narayan Nayak Deepak Maheshwari Raghav Chandra Swati Kulkarni (w.e.f. June 13, 2023) Ramesh Chandra Jain (w.e.f. June 13, 2023)	Pradeep Kumar Jain Samuel Joseph Jebaraj (resigned w.e.f. April 18, 2023) Baljinder Kaur Mandal Pradeep Kumar Malhotra Jayakumar S. Pillai (resigned w.e.f. July 18, 2023) Balkrishna Variar (w.e.f. June 24, 2024) Hare Krishna Panda (w.e.f. July 19, 2024) Arun Kumar Agarwal (w.e.f. July 19, 2024)
c) Partners	Not applicable	Not applicable	Not applicable

IV Key Managerial Personnel

- a) Amit Kumar Singh - Chief Executive Officer of Investment manager
b) Harshael Sawant - Chief Financial Officer of Investment manager
c) Mohanish Dutta - Company Secretary of Investment manager

2 Transactions with the related parties:

(₹ in million)

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
(a) Issue of unit capital							
Aadharshila Infratech Private Limited	-	-	-	-	6,645.00	-	6,645.00
G R Infraprojects Limited	-	-	-	-	19,293.87	-	19,293.87
(b) Borrowings taken							
GR Highways Investment Manager Private Limited	-	38.29	1.42	38.29	59.10	6.58	65.68
(c) Borrowings paid (including interest)							
GR Highways Investment Manager Private Limited	-	72.36	-	72.36	60.21	-	60.21
(d) Interest expense on borrowings							
GR Highways Investment Manager Private Limited	-	0.26	0.64	0.26	1.99	1.22	3.21
(e) Investment management fees							
GR Highways Investment Manager Private Limited	103.02	48.47	-	151.49	4.89	-	4.89
(f) Trustee fees							
IDBI Trusteeship Services Limited	0.15	0.15	0.15	0.30	0.29	0.30	0.59
(g) Guarantees given on behalf of InvIT							
GR Highways Investment Manager Private Limited	-	-	-	-	25.00	-	25.00
(h) Reimbursement of expenses (including issue related expenses)							
GR Highways Investment Manager Private Limited	5.88	-	-	5.88	240.31	-	240.31
G R Infraprojects Limited	-	-	-	-	3.62	-	3.62
(i) Project management fees							
Aadharshila Infratech Private Limited	0.83	0.79	-	1.62	0.18	-	0.18
(j) Sub Contract charges							
G R Infraprojects Limited	48.50	237.84	-	286.34	760.11	-	760.11
Aadharshila Infratech Private Limited	117.60	95.63	-	213.23	-	-	-
(k) Shared service charges							
G R Infraprojects Limited	5.66	5.63	-	11.29	5.91	-	5.91
(l) Purchase of subsidiaries (including assignment of loans) (refer note 5)							
G R Infraprojects Limited	3,394.65	-	-	3,394.65	19,293.87	-	19,293.87
(m) Indemnity claim (refer note 5)							
G R Infraprojects Limited	-	494.06	-	494.06	-	-	-
(n) Distribution to unitholders							
Aadharshila Infratech Private Limited	-	199.35	-	465.15	-	-	-
G R Infraprojects Limited	-	721.73	-	1,350.57	-	-	-

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Bharat Highways InvIT

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SEBI Registration Number: IN/InvIT/22-23/0023



Notes (continued):

10 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

G) Statement of Related Party Transactions (Continued):

3 Net outstanding amount - payable / receivable :

(₹ in million)

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
(a) Other payable							
GR Highways Investment Manager Private Limited	-	71.15	45.65	-	177.33	45.65	177.33
G R Infraprojects Limited	-	3.31	-	-	3.31	-	3.31
(b) Trade payable							
GR Highways Investment Manager Private Limited	23.08	8.36	-	23.08	4.47	-	4.47
G R Infraprojects Limited	16.79	419.83	-	16.79	1,091.93	-	1,091.93
Aadharshila Infratech Private Limited	213.23	96.42	-	213.23	-	-	-
(c) Other receivable (refer note 5)							
G R Infraprojects Limited	-	494.06	-	-	-	-	-
(d) Outstanding borrowing (including interest accrued)							
GR Highways Investment Manager Private Limited	-	-	33.25	-	33.81	33.25	33.81
(e) Outstanding guarantees given on behalf of InvIT							
GR Highways Investment Manager Private Limited	25.00	25.00	-	25.00	25.00	-	25.00

4 Details in respect of related party transactions involving acquisition or disposal of an InvIT asset as required by Paragraph 4.6.6 of Chapter 4 to the SEBI Circulars are as follows:-

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
Acquisition of InvIT assets (refer note 5)	Refer below note (a to d)	No Acquisition	No Acquisition	Refer below note (a to d)	Refer below note (a to d)	No Acquisition	Refer below note (a to d)
Disposal of an InvIT asset	No Disposal	No Disposal	No Disposal	No Disposal	No Disposal	No Disposal	No Disposal

a) Summary of the valuation reports (issued by the independent valuer) :

(i) For the acquisition on InvIT assets for the quarter and half year ended September 30, 2024 :

(₹ in million)

Particulars	Method of valuation	Discount rate (WACC)	Enterprise value as at 17 September 2024
GR Aligarh Kanpur Highway Private Limited	Discounted Cash Flow	8.09%	10,665.87

(ii) For the acquisition on InvIT assets for the quarter and year ended March 31, 2024:

(₹ in million)

Particulars	Method of valuation	Discount rate (WACC)	Enterprise value as at 29 February 2024
Varanasi Sangam Expressway Private Limited	Discounted Cash Flow	7.59%	13,638.95
Porbandar Dwarka Expressway Private Limited	Discounted Cash Flow	7.59%	8,233.23
GR Phagwara Expressway Limited	Discounted Cash Flow	7.59%	5,096.82
GR Gundugolani Devarapalli Highway Private Limited	Discounted Cash Flow	7.59%	9,744.75
GR Akkalkot Solapur Highway Private Limited	Discounted Cash Flow	7.59%	4,728.93
GR Sangli Solapur Highway Private Limited	Discounted Cash Flow	7.59%	5,519.25
GR Dwarka Devariva Highway Private Limited	Discounted Cash Flow	7.59%	5,817.86

b) Material conditions or obligations in relation to the transactions:

There are no open material conditions / obligations related to above transaction, other than regulatory approvals obtained by the InvIT.

c) Rate of interest, if external financing has been obtained for the transaction/acquisition:

No external financing has been obtained for the acquisition by the InvIT.

d) Any fees or commissions received or to be received by any associate of the related party in relation to the transaction

There is no fees or commission recovered from any associate of the related party in relation to above transaction

11 Investor can view the unaudited consolidated financial information of the Group for the quarter and half year ended September 30, 2024 on the InvIT's website www.bharatinvit.com or on the website of the stock exchange www.bseindia.com and www.nseindia.com.

12 The Board of directors of Investment manager in their meeting on November 6, 2024 have approved distribution of ₹ 2.20 per unit to the unitholders, which comprises of ₹ 1.66 per unit in the form of interest, ₹ 0.30 per unit in the form of dividend, ₹ 0.19 per unit in the form of return of capital and ₹ 0.05 per unit in the form of other income for the quarter which is payable within 15 days from the date of declaration.

For and on behalf of Board of Directors of
GR Highways Investment Manager Private Limited
(As an Investment Manager to Bharat Highways InvIT)


Siba Narayan Nayak
Director
DIN: 01832348
Place : Gurugram
Date : November 6, 2024



Independent Auditor's Review Report on the Quarterly and Half-Yearly Unaudited Standalone Financial Information of the Bharat Highways InvIT pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended.

To
The Board of Directors of
GR Highways Investment Managers Private Limited
(As an Investment Manager of Bharat Highways InvIT)

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Information of Bharat Highways InvIT (the "InvIT"), consisting of Standalone Statement of profit and loss including other comprehensive income, explanatory notes thereto and additional disclosures, as required in Chapter 4 of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 as amended including any guidelines and circulars issued thereunder (hereinafter collectively referred to as "SEBI Circulars") for the quarter and half-year ended September 30, 2024 (the "Statement") attached herewith, being submitted by GR Highways Investment Managers Private Limited (the "Investment Manager") pursuant to the requirements of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended, from time to time including circulars, notifications, clarifications and guidelines issued thereunder (the "InvIT Regulations") read with SEBI Circulars and voluntary inclusion of quarterly information as mentioned in note 2 of the Statement.
2. The Statement, which is the responsibility of the Management of the Investment Manager, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard - 34, "Interim Financial Reporting" (Ind AS 34) as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the requirement of the InvIT Regulations read with SEBI Circulars. The Statement has been approved by the Board of Directors of Investment Manager. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Investment Manager personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid the Indian Accounting Standards ("Ind AS") as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed



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Chartered Accountants

the information required to be disclosed in terms of the InvIT Regulations read with the SEBI Circulars, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. We draw attention to note 4 which describes the presentation / classification of "Unit Capital" as "Equity" instead of the applicable requirements of Ind AS 32 - Financial Instruments: Presentation, in order to comply with the relevant InvIT regulations. Our conclusion is not modified in respect of this matter.
6. The Statement includes standalone financial information for the quarter and half year ended September 30, 2023 included as comparative financial information in accompanying standalone financial information which have been prepared solely based on the information as compiled by the Management of the Investment Manager and approved by the Board of Directors of Investment Manager and has not been subjected to review or audit.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Sukrut Mehta

Partner

Membership Number: 101974

UDIN: 24101974BKESAD7084

Place of Signature: Ahmedabad

Date: November 6, 2024



Bharat Highways InvIT

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STATEMENT OF UNAUDITED STANDALONE FINANCIAL INFORMATION FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2024

(₹ in million except per unit data)

Sl. No.	Particulars	Quarter ended			Half year ended			Year ended 31 March 2024 (Audited)
		30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	
		(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	
I	Incomes and gains:							
	(a) Interest income on loan given to subsidiaries	1,478.65	1,358.40	-	2,837.05	295.13	-	295.13
	(b) Interest income on deposit with banks	23.91	18.30	-	42.21	1.31	-	1.31
	(c) Dividend income from subsidiaries	4,342.23	1,380.00	-	5,722.23	-	-	-
	(d) Income from investment in mutual fund	25.50	-	-	25.50	-	-	-
	(e) Fair value gain on financial assets measured at FVTPL	6.28	-	-	6.28	-	-	-
	Total income and gain	5,876.57	2,756.70	-	8,633.27	296.44	-	296.44
II	Expenses and losses:							
	(a) Valuation expenses	0.91	-	-	0.91	1.30	-	1.30
	(b) Audit fees	1.04	1.03	1.07	2.07	2.06	2.07	4.13
	(c) Investment management fees (refer note 12B)	103.02	48.47	-	151.49	4.89	-	4.89
	(d) Trustee fee	0.15	0.15	0.15	0.30	0.29	0.30	0.59
	(e) Finance costs	240.45	188.27	0.64	428.72	20.28	1.22	21.50
	(f) Diminution in value of investment in subsidiaries (refer note 9)	5,110.51	-	-	5,110.51	-	-	-
	(g) Other expenses (refer note 10)	13.03	4.02	-	17.05	27.31	-	27.31
	Total expenses	5,469.11	241.94	1.86	5,711.05	56.13	3.59	59.72
III	Profit / (loss) before tax (I-II)	407.46	2,514.76	(1.86)	2,922.22	240.31	(3.59)	236.72
IV	Tax expense:							
	(a) Current tax (refer note 11)	21.12	7.82	-	28.94	0.56	-	0.56
	(b) Deferred tax charge	2.68	-	-	2.68	-	-	-
	Total tax expenses	23.80	7.82	-	31.62	0.56	-	0.56
V	Net profit / (loss) for the period / year (III-IV)	383.66	2,506.94	(1.86)	2,890.60	239.75	(3.59)	236.16
VI	Other comprehensive income ("OCI")							
	(a) Items that will not be reclassified to profit or loss in subsequent period / years (net of tax)	-	-	-	-	-	-	-
	(b) Items that will be reclassified to profit or loss in subsequent period / years (net of tax)	-	-	-	-	-	-	-
	Other comprehensive income (net of tax)	-	-	-	-	-	-	-
VII	Total Comprehensive Income / (Loss) net of tax for the period / year (V+VI)	383.66	2,506.94	(1.86)	2,890.60	239.75	(3.59)	236.16
VIII	Unit Capital (net of issue expenses) (issue value ₹ 100 per unit)							43,761.52
IX	Other equity (excluding revaluation reserve) as at the balance sheet date							5,892.42
X	Earnings per unit (₹ per unit) (not annualised for quarters and half year) (refer note 12D)							
	- Basic	0.87	5.66	-	6.53	7.42	-	7.42
	- Diluted	0.87	5.66	-	6.53	7.42	-	7.42

(See accompanying notes to the unaudited standalone financial information.)

Notes:

- Bharat Highways InvIT ("the InvIT") was set up as an irrevocable trust under the Indian Trust Act, 1882 pursuant to trust deed dated 16 June 2022 which was subsequently amended on December 8, 2022 and October 31, 2023. The InvIT has been registered as an Infrastructure Investment Trust with Securities Exchange Board of India ("SEBI") under the SEBI (Infrastructure Investment Trust) Regulations, 2014 vide Certificate of Registration (IN/InvIT/22-23/0023) dated 3 August 2022. The Trustee to the InvIT is IDBI Trusteeship Services Limited (the "Trustee"), Sponsor and project manager of the InvIT is Aadharshila Infratech Private Limited (the "Sponsor" or "Project Manager") and Investment manager for the InvIT is GR Highways Investment Manager Private Limited (the "Investment Manager").
- The unaudited standalone financial information consists of Statement of profit and loss, explanatory notes thereto and additional disclosures, as required in Chapter 4 of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024 as amended including any guidelines and circulars issued thereunder (hereinafter collectively referred to as "SEBI Circulars") of the InvIT for half year ended September 30, 2024 along with quarterly and yearly information / disclosures on voluntary basis as additional information to the unitholders (hereinafter refer as "Standalone Financial Information"). The unaudited standalone financial information has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard - 34, "Interim Financial Reporting" (Ind AS 34) as prescribed in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with requirement of the SEBI (Infrastructure Investment Trusts) Regulation, 2014, as amended from time to time including circulars, notifications, clarifications and guidelines issued thereunder (the "InvIT Regulations"). The above unaudited Standalone financial information has been reviewed by the Audit Committee and thereafter approved by the Board of Directors of Investment Manager in their respective meetings held on November 6, 2024.
- The principal activity of InvIT is to own and invest in infrastructure assets primarily in the SPVs operating in the road infrastructure development sector in India in accordance with the provisions of the InvIT Regulations and Trust deed. The Board of Directors of the Investment Manager allocates the resources and assess the performance of the InvIT and thus are the Chief Operating Decision Maker (CODM). In accordance with the requirements of Ind AS 108 - "Segment Reporting", the CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed. As the InvIT and its assets operates only in India, no separate geographical segment is disclosed.

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BHARAT HIGHWAYS INVIT

Notes (continued):

- 4 Under the provisions of the InvIT Regulations, the InvIT is required to distribute to unitholders not less than 90% of the net distributable cash flows of the InvIT for each financial year. Accordingly, the unit capital contains a contractual obligation to pay cash to the unitholders. Thus, in accordance with requirement of Ind AS 32 - Financial Instruments: Presentation, the unit capital contains liability component which should be classified and treated accordingly. However, SEBI Circulars requires the unit capital to be presented/classified as "Equity", which is at variance from the requirements of Ind-AS 32. In order to comply with the aforesaid SEBI requirements, the InvIT has presented unit capital as equity in these standalone financial information. Consistent with unit capital being classified as equity, the distributions to unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.
- 5 During the year ended March 31, 2024, the InvIT had entered into share purchase agreement dated February 20, 2024 with G R Infraprojects Limited (GRIL) for acquisition of 100% equity stake in its seven subsidiaries namely Varanasi Sangam Expressway Private Limited ("VSEPL"), Porbandar Dwarka Expressway Private Limited ("PDEPL"), GR Phagwara Expressway Limited ("GRPEL"), GR Gundugolanu Devarapalli Highway Private Limited ("GRGDHPL"), GR Akkalkot Solapur Highway Private Limited ("GRASHPL"), GR Sangli Solapur Highway Private Limited ("GRSSHPL") and GR Dwarka Devariya Highway Private Limited ("GRDDHPL") against the same, the InvIT had issued its 13,75,30,405 units with issue price of ₹ 100 per unit as consideration against above sale of shares and 5,54,08,300 units with issue price of ₹ 100 per unit towards assignment of loan receivable from above subsidiaries. The equity shares of above seven subsidiaries were transferred to the InvIT on 1 March 2024 thereby the InvIT obtained control over these subsidiaries. The InvIT had carried out fair valuation of assets acquired, and liability assumed by Independent valuer using inputs generally used by market participants in similar transactions resulting in fair valuations, on the date of acquisition, which was ₹ 19,409.30 million. Accordingly, the InvIT had recognized the investments in these SPVs at fair value and recognized capital reserve amounting to ₹ 5,656.26 Million.

During the quarter ended June 30, 2024, in case of its subsidiary i.e. Varanasi Sangam Expressway Private Limited (SPV), there was change in completion cost by Authority retrospectively, which affected all past and future payments of annuity, interest on annuity and O&M resulting in loss of ₹ 494.06 million. The said loss has been covered under indemnity provided by GRIL to the InvIT under aforesaid share purchase agreement. Accordingly, the InvIT had claimed said amount from GRIL and adjusted the same with investment amount in these standalone financial information.

During the quarter and half year ended September 30, 2024, the InvIT has entered into share purchase agreement dated September 13, 2024 with GRIL for acquisition of 100% equity stake in GR Aligarh Kanpur Highway Private Limited ("GRAKHPL") for the sale consideration of ₹ 986.09 million as sale consideration and ₹ 2,408.56 million towards assignment of loan receivables from said subsidiary. The equity shares of GRAKHPL has transferred to the InvIT on 17 September 2024 pursuant to which the InvIT obtained control over the entity thereby it became wholly owned subsidiary. Accordingly, the InvIT recorded investments in these standalone financial statements.

- 6 During the year ended March 31, 2024, the InvIT completed its initial public offer ("IPO") of 249,999,900 units with issue price of ₹ 100 each unit. The InvIT had received an amount of ₹ 24,999.99 million from the sponsor and eligible unitholders (as defined in Final Offer Documents (FOD)). Expenses incurred on the IPO amounted to ₹ 532.34 million (including taxes) (provisional IPO expenses of ₹ 620.80 million (including taxes) as per FOD). The funds from savings in IPO expenses as compared to provisional IPO expenses has been transferred to General Corporate purpose based on approval of Board of Directors of Investment Manager. The units of the InvIT were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on March 12, 2024. The expenses incurred for IPO have been reduced from the Unitholders' capital in accordance with Ind AS 32 Financial Instruments: Presentation.

The details of amount utilised from IPO proceeds are as follows:

(₹ in million)

Particulars	Amount to be Utilised as per FOD	Revised Amount to be utilised *	Utilised upto 30 September 2024	Unutilised upto 30 September 2024
Providing loans to the Project SPVs for repayment/ pre-payment, in part or in full, of their respective outstanding loans (including any accrued interest and prepayment penalty)	24,000.00	24,000.00	24,000.00	-
Issue expenses	620.80	532.34	529.76	2.58
General purposes	379.19	467.65	27.82	439.83
Total	24,999.99	24,999.99	24,557.58	442.41

* The Investment manager has revised the allocation of IPO proceeds based on approval of the Board of Directors of Investment Manager in their meeting held on August 13, 2024. Net proceeds which were unutilised as at September 30, 2024 are temporarily invested in Deposits with banks as well as kept in escrow account with banks.

- 7 The figures for the quarter and half year ended September 30, 2023 included in the standalone financial information have been prepared solely based on the information as compiled by the management of Investment Manager and approved by Board of Directors of Investment Manager and have not been subjected to audit or review.
- 8 The InvIT had acquired SPVs by issuing units on March 1, 2024 and concluded its initial public offer process on March 12, 2024. Hence, the figure for the quarter and half year ended September 30, 2024 are not comparable with corresponding half year ended March 31, 2024 and comparative quarter and half year ended September 30, 2023. Further, the standalone financial information for the half year ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the unaudited year to date figures up to September 30, 2023, being the date of the end of the half year of the previous financial year, which were prepared solely based on the information as compiled by the management and approved by Board of Investment Manager and were not subjected to audit or review.
- 9 The Investment Manager assesses impairment of investment in subsidiaries on periodic basis. Basis the assessment, the management has concluded that the recoverable value of Investment in subsidiaries are less than the carrying value. The recoverable amount of the investments in subsidiaries has been computed by external independent valuation experts based on value in use calculation for the underlying projects (based on discounted cash flow model). The valuation exercise so carried out considers various factors including cash flow projections which includes annuity, interest on annuity, future operating income and cost as well as interest rates, discount rates, risk premium for market conditions etc. Basis the above assessment, the Investment Manager has recorded an amount of ₹ 5,110.51 million being difference between carrying value and recoverable value as impairment of investment in these standalone financial information for the quarter and half year ended September 30, 2024.
- 10 Other expenses mainly include legal and professional fees, annual listing fees, listing expenses and other miscellaneous expenses.
- 11 The income of InvIT in the form of interest or dividend earned / received from subsidiaries is exempt from tax in accordance with section 10 (23FC) of the Income Tax Act, 1961. However, all other incomes are taxable to the InvIT based on maximum marginal rate.

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[Signature]

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Registered office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana 122 015, India
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Notes (continued):

12 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS :

(A) Computation of Net Distributable Cash Flows (NDCFs) of InvIT

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Cash flow from operating activities as per cash flow statement	(140.78)	(54.01)	-	(194.79)	(18.71)	-	(18.71)
Add: Cash flows received from SPVs which represent distributions of NDCF computed as per relevant framework (refer notes (a) to (c) below)	1,911.16	5,719.71	-	7,630.87	1,656.06	-	1,656.06
Add: Treasury income / income from investing activities of the InvIT (interest income received from FD, any investment entities as defined in Regulation 18(5) of the SEBI InvIT Regulations, tax refund, any other income in the nature of interest, profit on sale of mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments which will be considered on a cash receipt basis)	40.92	3.32	-	44.24	0.12	-	0.12
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or investment entity adjusted for the following: <ul style="list-style-type: none"> • Applicable capital gains and other taxes • Related debts settled or due to be settled from sale proceeds • Directly attributable transaction costs • Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the InvIT Regulations 	-	-	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs or investment entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of the SEBI InvIT Regulations or any other relevant provisions of the SEBI InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-	-
Total cash inflow at InvIT level (A)	1,811.30	5,669.02	-	7,480.32	1,637.47	-	1,637.47
Less: Finance cost on borrowings, excluding amortisation of any transaction costs as per profit and loss account of the InvIT	(239.51)	(188.03)	(0.64)	(427.54)	(20.28)	(1.22)	(21.50)
Less: Debt repayment at InvIT level (to include principal repayments as per scheduled EMTs except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	(157.07)	(104.03)	-	(261.10)	(60.92)	-	(60.92)
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any: <ul style="list-style-type: none"> (i) loan agreement entered with financial institution; or (ii) terms and conditions, covenants or any other stipulations applicable to debt securities issued by the InvIT or any of its SPVs; (iii) terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the InvIT or any of its SPVs; or (iv) agreement pursuant to which the InvIT operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (v) statutory, judicial, regulatory, or governmental stipulations 	(392.50)	(142.70)	-	(335.20)	(196.50)	-	(196.50)
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	-	-	-	-	-	-	-
Total cash outflow/retention at InvIT level (B)	(789.09)	(434.76)	(0.64)	(1,223.84)	(277.70)	(1.22)	(278.92)
Net Distributable Cash Flows (C) = (A+B)	1,022.21	5,234.26	(0.64)	6,256.48	1,359.77	(1.22)	1,358.55

Additional Note :

- (a) Figures for half year ended September 30, 2024 excludes ₹ 1,380.00 million cash flows already considered in half year and year ended March 31, 2024 and includes dividend declared by SPVs subsequent to half year ended September 30, 2024 amounting to ₹ 267.52 million, which is as per note 1 of clause 3.18 of the SEBI Circulars.
- (b) Figures for quarter ended June 30, 2024 excludes ₹ 1,380.00 million cash flows already considered in half year and year ended March 31, 2024 and includes dividend declared by SPVs subsequent to quarter ended June 30, 2024 amounting to ₹ 4,342.23 million, which is as per note 1 of clause 3.18 of the SEBI Circulars.
- (c) Figures for the quarter ended September 30, 2024 excludes ₹ 4,342.23 million cash flow already considered in quarter ended June 30, 2024 and include dividend declared by SPVs subsequent to quarter ended September 30, 2024 amounting to ₹ 267.52 million which is as per note 1 of clause 3.18 of the SEBI Circulars.
- (d) Net distributable cash available with InvIT after considering the surplus cash:

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SRBC & CO LLP



Bharat Highways InvIT

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E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com, Tel. +91 85888 55586
SEBI Registration Number: IN/InvIT/22-23/0023



Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Net Distributable Cash Flows as per above (A)	1,022.21	5,234.26	(0.64)	6,256.48	1,359.77	(1.22)	1,358.55
Cash Surplus at the beginning of the quarter/ half year/ year end * (B)	30.18	29.73	-	29.73	(1.22)	-	-
Indemnification claim received (refer note 5) (C)	494.06	-	-	494.06	-	-	-
Amount held / utilised for SPV acquisition (refer note 5) (D)	(128.47)	(3,905.00)	-	(4,033.47)	-	-	-
Cash Flows available for Distribution E = (A+B+C+D)	1,417.98	1,359.00	(0.64)	2,746.80	1,358.55	(1.22)	1,358.55
Less: Distribution to unit holders (refer note 14) (F)	(1,417.40)	(1,328.82)	-	(2,746.22)	(1,328.82)	-	(1,328.82)
Net cash flow available with InvIT after distribution G = (E+F)	0.58	30.18	(0.64)	0.58	29.73	(1.22)	29.73

12 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(B) Investment Management Fees:

Pursuant to the investment manager agreement dated July 21, 2022, Investment Manager is entitled to fees @ 1.50% of aggregate cash flow received from each of the subsidiaries per annum and upto 0.50% incentive of the assets acquired by InvIT plus Goods and Service tax rate as applicable. There are no changes in the methodology for computation of fees paid to Investment Manager during the quarter and half year ended September 30, 2024.

(C) Changes in Accounting policies

There is no change in the Accounting policy of the InvIT for the quarter and half year ended 30 September 2024.

(D) Statement of Earnings per unit:

Basic earnings per unit (EPU) amounts are calculated by dividing the net profit for the quarter / half year / year attributable to unitholders by the weighted average number of units outstanding during the quarter/ half year / year. For the purpose of calculating diluted earnings per unit, the weighted average number of units outstanding during the quarter / half year / year are adjusted for weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

The following reflects the profit and unit data used in the basic and diluted EPU computation:

₹ in million

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
Profit / (Loss) attributable to unitholders (₹ in million) (A)	383.66	2,506.94	(1.86)	2,890.60	239.75	(3.59)	236.16
Number of units outstanding at the end of the quarter / half year / year (in absolute number)*	442,938,605	442,938,605	-	442,938,605	442,938,605	-	442,938,605
Weighted average number of units for the quarter / half year / year (in absolute number)* (B)	442,938,605	442,938,605	-	442,938,605	31,836,834	-	31,836,834
Basic and diluted earning per unit (in ₹)**	0.87	5.66	-	6.53	7.53	-	7.42
Issue price per unit (in ₹)	100.00	100.00	-	100.00	100.00	-	100.00

* The InvIT had issued its Unit to unitholders upon completion of IPO in March 2024 and accordingly, EPU disclosure in comparative period i.e. quarter and half year ended September 30, 2023 is not applicable and hence not given.

** The InvIT does not have any outstanding dilutive potential instruments.

(E) Statement of Contingent Liabilities

The InvIT has no contingent liabilities as at September 30, 2024 (June 30, 2024: Nil, March 31, 2024: Nil, September 30, 2023: Nil)

(F) Statement of Commitments

The InvIT has no outstanding commitment as at September 30, 2024 (June 30, 2024: Nil, March 31, 2024: Nil, September 30, 2023: Nil)

(G) Statement of Related Party Transactions:

1 List of related parties as per the requirements of Ind AS 24 - Related Party Disclosures and Regulation 2(1) (xv) of the InvIT Regulations

Following are the related parties, relationship and transactions entered with related parties given below:

I Subsidiary Companies

- Varanasi Sangam Expressway Private Limited (w.e.f. March 1, 2024)
- GR Phagwara Expressway Limited (w.e.f. March 1, 2024)
- GR Gundugolani Devarapalli Highway Private Limited (w.e.f. March 1, 2024)
- GR Akkalkot Solapur Highway Private Limited (w.e.f. March 1, 2024)
- GR Sangli Solapur Highway Private Limited (w.e.f. March 1, 2024)
- Portbandar Dwarka Expressway Private Limited (w.e.f. March 1, 2024)
- GR Dwarka Devariya Highway Private Limited (w.e.f. March 1, 2024)
- GR Aligarh Kanpur Highway Private Limited (w.e.f. September 17, 2024)

II Entity with significant influence over the InvIT

- G R Infraprojects Limited (w.e.f. March 1, 2024)

III Parties of Trust

- Aadharshila Infratech Private Limited - Sponsor and Project Manager (w.e.f. October 31, 2023)
- GR Highways Investment Manager Private Limited - Investment Manager
- IDBI Trusteeship Services Limited - Trustee

IV Promoters, Directors and Partners of the persons mentioned in III above

Particulars	Sponsor and Project Manager	Investment Manager	Trustee
a) Promoters	Riya Agarwal Rahul Agarwal Mehul Agarwal	Lokesh Builders Private Limited	IDBI Bank Limited Life Insurance Corporation of India General Insurance Corporation of India
b) Directors	Rahul Agarwal Ramesh Chandra Mehta Kishan Kantilal Vachhani	Ajendra Kumar Agarwal Siba Narayan Nayak Deepak Maheshwari Raghav Chandra Swati Kulkarni (w.e.f. June 13, 2023) Ramesh Chandra Jain (w.e.f. June 13, 2023)	Pradeep Kumar Jain Samuel Joseph Jebaraj (resigned w.e.f. April 18, 2023) Baljinder Kaur Mandal Pradeep Kumar Malhotra Jayakumar S. Pillai (resigned w.e.f. July 18, 2023) Balkrishna Variar (w.e.f. June 24, 2024) Hare Krushna Panda (w.e.f. July 19, 2024) Arun Kumar Agarwal (w.e.f. July 19, 2024)
c) Partners	Not applicable	Not applicable	Not applicable

V Key Managerial Personnel

- Amit Kumar Singh - Chief Executive Officer of Investment manager
- Harshad Sawant - Chief Financial Officer of Investment manager
- Mohnish Dutta - Company Secretary of Investment manager

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Bharat Highways InvIT

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12 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(G) Statement of Related Party Transactions (continued):

2 Transactions with the related parties :

(₹ in million)

Particulars	Quarter ended			Half year ended			Year ended
	30 Sept 2024	30 June 2024	30 Sept 2023	30 Sept 2024	31 March 2024	30 Sept 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
a) Issue of unit capital							
Aadharshila Infratech Private Limited	-	-	-	-	6,645.00	-	6,645.00
G R Infraprojects Limited	-	-	-	-	19,293.87	-	19,293.87
b) Loan given							
Varanasi Sangam Expressway Private Limited	-	5,798.79	-	5,798.79	4,044.94	-	4,044.94
GR Phagwara Expressway Limited	85.00	824.26	-	909.26	3,063.10	-	3,063.10
GR Gundugolanu Devarapalli Highway Private Limited	-	-	-	-	6,745.93	-	6,745.93
GR Akkalkot Solapur Highway Private Limited	-	-	-	-	2,877.65	-	2,877.65
GR Sangli Solapur Highway Private Limited	-	-	-	-	3,364.03	-	3,364.03
Porbandar Dwarka Expressway Private Limited	-	-	-	-	4,790.93	-	4,790.93
GR Dwarka Devariya Highway Private Limited	-	-	-	-	3,986.42	-	3,986.42
GR Aligarh Kanpur Highway Private Limited	7,458.82	-	-	7,458.82	-	-	-
c) Investment acquired							
G R Infraprojects Limited (refer note 5)	986.09	-	-	986.09	13,753.04	-	13,753.04
d) Loan to subsidiaries assigned							
G R Infraprojects Limited (refer note 5)	2,408.56	-	-	2,408.56	5,540.83	-	5,540.83
c) Loan received back							
GR Phagwara Expressway Limited	85.00	-	-	85.00	-	-	-
GR Dwarka Devariya Highway Private Limited	165.00	-	-	165.00	-	-	-
e) Borrowings taken							
GR Highways Investment Manager Private Limited	-	38.29	1.42	38.29	59.10	6.58	65.68
f) Borrowings paid (including interest)							
GR Highways Investment Manager Private Limited	-	72.36	-	72.36	60.21	-	60.21
g) Interest income on loans							
Varanasi Sangam Expressway Private Limited	348.91	280.62	-	629.53	30.32	-	30.32
GR Phagwara Expressway Limited	158.35	146.20	-	304.55	32.45	-	32.45
GR Gundugolanu Devarapalli Highway Private Limited	277.78	274.89	-	552.67	67.94	-	67.94
GR Akkalkot Solapur Highway Private Limited	121.13	119.89	-	241.02	25.53	-	25.53
GR Sangli Solapur Highway Private Limited	143.17	141.69	-	284.86	36.34	-	36.34
Porbandar Dwarka Expressway Private Limited	214.38	212.20	-	426.58	54.47	-	54.47
GR Dwarka Devariya Highway Private Limited	184.77	182.91	-	367.68	48.09	-	48.09
GR Aligarh Kanpur Highway Private Limited	30.16	-	-	30.16	-	-	-
h) Interest expense on borrowings							
GR Highways Investment Manager Private Limited	-	0.26	0.64	0.26	1.99	1.22	3.21
i) Investment management fees							
GR Highways Investment Manager Private Limited	103.02	48.47	-	151.49	4.89	-	4.89
j) Trustee fees							
IDBI Trusteeship Services Limited	0.15	0.15	0.15	0.30	0.29	0.30	0.59
k) Guarantees given on behalf of InvIT							
GR Highways Investment Manager Private Limited	-	-	-	-	25.00	-	25.00
l) Reimbursement of expenses (including issue related expenses)							
GR Highways Investment Manager Private Limited	5.88	-	-	5.88	240.31	-	240.31
G R Infraprojects Limited	-	-	-	-	3.62	-	3.62
m) Indemnity claim (refer note 5)							
G R Infraprojects Limited	-	494.06	-	494.06	-	-	-
n) Dividend income from subsidiaries							
Varanasi Sangam Expressway Private Limited	1,644.66	-	-	1,644.66	-	-	-
GR Phagwara Expressway Limited	451.07	432.39	-	883.46	-	-	-
GR Gundugolanu Devarapalli Highway Private Limited	512.82	117.81	-	630.63	-	-	-
GR Akkalkot Solapur Highway Private Limited	79.76	401.18	-	480.94	-	-	-
GR Sangli Solapur Highway Private Limited	381.75	52.50	-	434.25	-	-	-
Porbandar Dwarka Expressway Private Limited	860.16	185.64	-	1,045.80	-	-	-
GR Dwarka Devariya Highway Private Limited	412.02	190.48	-	602.50	-	-	-
o) Distribution to unitholders							
Aadharshila Infratech Private Limited	265.80	199.35	-	465.15	-	-	-
G R Infraprojects Limited	771.75	578.82	-	1,350.57	-	-	-

**SIGNED FOR IDENTIFICATION
PURPOSES ONLY**

[Signature]

SRBC & CO LLP



Bharat Highways InvIT

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 E-mail: cs@bharatinvit.com; Website: www.bharatinvit.com; Tel: +91 85888 55586
 SEBI Registration Number: IN/InvIT/22-23/0023



12 ADDITIONAL DISCLOSURES AS REQUIRED IN THE SEBI CIRCULARS (Continued):

(G) Statement of Related Party Transactions (continued):

3 Outstanding amount - payable / receivable:

(₹ in million)

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
	(Unaudited) (Refer note 8)	(Unaudited)	(Unaudited) (Refer note 7)	(Unaudited) (Refer note 8)	(Audited) (Refer note 8)	(Unaudited) (Refer note 7)	(Audited)
a) Other payable							
GR Highways Investment Manager Private Limited	-	71.15	45.65	-	177.33	45.65	177.33
G R Infraprojects Limited	-	3.31	-	-	3.31	-	3.31
b) Trade payable							
GR Highways Investment Manager Private Limited	23.08	8.36	-	23.08	4.47	-	4.47
c) Other receivable							
G R Infraprojects Limited	-	494.06	-	-	-	-	-
d) Outstanding loans (including interest accrued)							
Varanasi Sangam Expressway Private Limited	9,887.63	9,887.63	-	9,887.63	4,088.99	-	4,088.99
GR Phagwara Expressway Limited	4,476.35	4,476.35	-	4,476.35	3,654.12	-	3,654.12
GR Gundugolanu Devarapalli Highway Private Limited	7,871.79	7,871.79	-	7,871.79	7,875.67	-	7,875.67
GR Akkalkot Solapur Highway Private Limited	3,432.85	3,432.85	-	3,432.85	3,434.76	-	3,434.76
GR Sangli Solapur Highway Private Limited	4,057.07	4,057.07	-	4,057.07	4,059.45	-	4,059.45
Porbandar Dwarka Expressway Private Limited	6,075.13	6,075.13	-	6,075.13	6,079.55	-	6,079.55
GR Dwarka Devariya Highway Private Limited	5,071.06	5,236.06	-	5,071.06	5,240.37	-	5,240.37
GR Aligarh Kanpur Highway Private Limited	9,867.38	-	-	9,867.38	-	-	-
e) Outstanding borrowing (including interest accrued)							
GR Highways Investment Manager Private Limited	-	-	33.25	-	33.81	33.25	33.81
f) Outstanding guarantees given on behalf of InvIT							
GR Highways Investment Manager Private Limited	25.00	25.00	-	25.00	25.00	-	25.00

4 Details in respect of related party transactions involving acquisition or disposal of an InvIT asset as required by Paragraph 4.6.6 of Chapter 4 to the SEBI Circulars are as follows:-

Particulars	Quarter ended			Half year ended			Year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	31 March 2024	30 September 2023	31 March 2024
Acquisition of InvIT assets (refer note 5)	Refer below note (a to d)	No Acquisition	No Acquisition	Refer below note (a to d)	Refer below note (a to d)	No Acquisition	Refer below note (a to d)
Disposal of an InvIT asset	No Disposal	No Disposal	No Disposal	No Disposal	No Disposal	No Disposal	No Disposal

Note:

a) Summary of the valuation reports (issued by the independent valuer)

(i) For the acquisition on InvIT assets for the quarter and half year ended September 30, 2024:

(₹ in million)

Particulars	Method of valuation	Discount rate (WACC)	Enterprise value as at 17 September 2024
GR Aligarh Kanpur Highway Private Limited	Discounted Cash Flow	8.09%	10,663.87

(ii) For the acquisition on InvIT assets for the quarter and year ended March 31, 2024:

(₹ in million)

Particulars	Method of valuation	Discount rate (WACC)	Enterprise value as at 29 February 2024
Varanasi Sangam Expressway Private Limited	Discounted Cash Flow	7.59%	13,638.95
Porbandar Dwarka Expressway Private Limited	Discounted Cash Flow	7.59%	8,233.23
GR Phagwara Expressway Limited	Discounted Cash Flow	7.59%	5,096.82
GR Gundugolanu Devarapalli Highway Private Limited	Discounted Cash Flow	7.59%	9,744.75
GR Akkalkot Solapur Highway Private Limited	Discounted Cash Flow	7.59%	4,728.93
GR Sangli Solapur Highway Private Limited	Discounted Cash Flow	7.59%	5,519.25
GR Dwarka Devariya Highway Private Limited	Discounted Cash Flow	7.59%	5,817.86

b) Material conditions or obligations in relation to the transactions:

There are no open material conditions / obligations related to above transaction, other than regulatory approvals obtained by the InvIT.

c) Rate of interest, if external financing has been obtained for the transaction/acquisition:

No external financing obtained for the acquisition by the InvIT.

d) Any fees or commissions received or to be received by any associate of the related party in relation to the transaction

There is no fees or commission recovered from any associate of the related party in relation to above transaction

13 Investor can view the unaudited standalone financial information of the InvIT for the quarter and half year ended September 30, 2024 on the InvIT's website www.bharatinvit.com or on the website of the stock exchange www.bseindia.com and www.nseindia.com.

14 The Board of directors of Investment manager in their meeting on November 6, 2024 have approved distribution of ₹ 2.20 per unit to the unitholders, which comprises of ₹ 1.66 per unit in the form of interest, ₹ 0.30 per unit in the form of dividend, ₹ 0.19 per unit in the form of return of capital and ₹ 0.05 per unit in the form of other income for the quarter which is payable within 15 days from the date of declaration.

For and on behalf of Board of Directors of
 GR Highways Investment Manager Private Limited
 (As an Investment Manager to Bharat Highways InvIT)

Siba Narayan Nayak
 Siba Narayan Nayak
 Director
 DIN: 01832348
 Place : Gurugram
 Date : November 6, 2024



Prepared for:

Bharat Highways InvIT (“the Trust”)

GR Highways Investment Manager Private Limited (“the Investment Manager”)

Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended

Fair Enterprise Valuation

Valuation Date: 30th September 2024

Report Date: 30th October, 2024

Mr. S Sundararaman,

Registered Valuer,

IBBI Registration No - IBBI/RV/06/2018/10238

Bharat Highways InvIT

(acting through IDBI Trusteeship Services Limited [in its capacity as “the Trustee” of the Trust])

2nd Floor, Novus Tower, Plot No. 18,
Sub. Major Laxmi Chand Road, Sector-18,
Gurugram, Haryana – 122 015.

GR Highways Investment Manager Private Limited

(acting as the Investment Manager to Bharat Highways InvIT)

2nd Floor, Novus Tower, Plot No. 18,
Sub. Major Laxmi Chand Road, Sector-18,
Gurugram, Haryana – 122 015.

Sub: Financial Valuation as per SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“the SEBI InvIT Regulations”)

Dear Sir(s)/ Madam(s),

I, Mr. S. Sundararaman (“**Registered Valuer**” or “**RV**” or “**I**” or “**My**” or “**Me**”) bearing IBBI registration number IBBI/RV/06/2018/10238, have been appointed vide letter dated 07th October, 2024 as an independent valuer, as defined as per Regulation 2(zf) of the SEBI InvIT Regulations, by **GR Highways Investment Manager Private Limited** (“**GHIMPL**” or “**the Investment Manager**”) acting as the investment manager for **Bharat Highways InvIT** (“**the Trust**” or “**Bharat InvIT**”), for the financial valuation of the special purpose vehicles (defined below and hereinafter together referred as “**the SPVs**”) of the Trust as per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**SEBI InvIT Regulations**”).

The SPVs are acquired by the Trust and are to be valued as per Regulation 21(4) read with Chapter V of the SEBI InvIT Regulations.

Following Special Purpose Vehicles are held under the Trust:

Sr. No.	Name of the SPV	Term
1	GR Phagwara Expressway Limited	GPEL
2	Porbandar Dwarka Expressway Private Limited	PDEPL
3	GR Gundugolanu Devarapalli Highway Private Limited	GDHPL
4	GR Akkalkot Solapur Highway Private Limited	GASHPL
5	Varanasi Sangam Expressway Private Limited	VSEPL
6	GR Sangli Solapur Highway Private Limited	GSSHPL
7	GR Dwarka Devariya Highway Private Limited	GDDHPL
8	GR Aligarh Kanpur Highway Private Limited	GAKHPL

(Hereinafter all the eight companies mentioned above are together referred to as “**the SPVs**”)

I am enclosing the Report providing opinion on the fair enterprise value of the SPVs as defined hereinafter on a going concern basis as at 30th September 2024 (“**Valuation Date**”).

Enterprise Value (“**EV**”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities. The attached Report details the valuation methodologies used, calculations performed and the conclusion reached with respect to this valuation.

I was further requested by the Investment Manager to provide the adjusted enterprise value of the SPVs as at 30th September 2024, where the adjusted enterprise value (“**Adjusted EV**”) is derived as EV as defined above plus cash or cash equivalents of the SPVs as at 30th September 2024.

I have relied on explanations and information provided by the Investment Manager. Although, I have reviewed such data for consistency, those are not independently investigated or otherwise verified. My team and I have no present or planned future interest in the Trust, the SPVs or the Investment Manager except to the extent of this appointment as an independent valuer and the fee for this Valuation Report (“**Report**”) which is not contingent upon the values reported herein. The valuation analysis should not be construed as investment advice, specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Trust.

S. SUNDARARAMAN

Registered Valuer

Registration No – IBBI/RV/06/2018/10238

The analysis must be considered as a whole. Selecting portions of any analysis or the factors that are considered in this Report, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of a valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

The information provided to me by the Investment Manager in relation to the SPVs included but not limited to historical financial statements, forecasts/projections, other statements and assumptions about future matters like forward-looking financial information prepared by the Investment Manager. The forecasts and projections as supplied to me are based upon assumptions about events and circumstances which are yet to occur.

I have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to the forward-looking financial information, however, I have made sufficient enquiry to satisfy myself that such information has been prepared on a reasonable basis.

Notwithstanding anything above, I cannot provide any assurance that the forward looking financial information will be representative of the results which will actually be achieved during the cash flow forecast period.

The valuation provided by RV and the valuation conclusion are included herein and the Report complies with the SEBI InvIT Regulations and guidelines, circular or notification issued by the Securities and Exchange Board of India (“SEBI”) thereunder.

Please note that all comments in the Report must be read in conjunction with the caveats to the Report, which are contained in Section 11 of this Report. This letter, the Report and the summary of valuation included herein can be provided to Trust’s advisors and may be made available for the inspection to the public and with the SEBI, the stock exchanges and any other regulatory and supervisory authority, as may be required.

I draw your attention to the limitation of liability clauses in Section 11 of this Report.

This letter should be read in conjunction with the attached Report.

Yours faithfully,

SWAMINATHA N
SUNDARARAM
AN

Digitally signed by
SWAMINATHAN
SUNDARARAMAN
Date: 2024.10.30
18:31:52 +05'30'

S. Sundararaman

Registered Valuer

IBBI Registration No.: IBBI/RV/06/2018/10238

Asset Class: Securities or Financial Assets

Place: Chennai

UDIN: 24028423BKGABN2178

Definition, Abbreviation & Glossary of terms

Abbreviations	Meaning
BOT	Build, Operate and Transfer
Capex	Capital Expenditure
CCM	Comparable Companies Multiples
COD	Commercial Operation Date
CTM	Comparable Transactions Multiples
DCF	Discounted Cash Flow
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FDI	Foreign Direct Investment
FY	Financial Year Ended 31 st March
GAKHPL	GR Aligarh Kanpur Highway Private Limited
GASHPL	GR Akkalkot Solapur Highway Private Limited
GDDHPL	GR Dwarka Devariya Highway Private Limited
GDHPL	GR Gundugolanu Devarapalli Highway Private Limited
GPEL	GR Phagwara Expressway Limited
GR Infra/Settlor	G R Infraprojects Limited
GSSHPL	GR Sangli Solapur Highway Private Limited
HAM	Hybrid Annuity Model
Ind AS	Indian Accounting Standards
INR	Indian Rupee
Investment Manager/ GHIMPL	GR Highways Investment Manager Private Limited
IVS	ICAI Valuation Standards 2018
Kms	Kilometers
MMR	Major Maintenance and Repairs
Mn	Million
MoRTH	Ministry of Road Transport and Highways
NAV	Net Asset Value Method
NH	National Highway
NHAI	National Highways Authority of India
NHDP	National Highways Development Project
NS-EW	North- South and East-West Corridors
O&M	Operation & Maintenance
PDEPL	Porbandar Dwarka Expressway Private Limited
PPP	Public Private Partnership
RFID	Radio Frequency Identification
RV	Registered Valuer
SEBI	Securities and Exchange Board of India
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
SH	State Highway
Sponsor/ AIPL	Aadharshila Infratech Private Limited
SPV	Special Purpose Vehicle
Trustee	IDBI Trusteeship Services Limited
VSEPL	Varanasi Sangam Expressway Private Limited

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1. Executive Summary

1.1. Background

The Trust

- 1.1.1. Bharat Highways InvIT (“**Bharat InvIT**” or “**the Trust**”) was established on 16th June 2022 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882. The Trust is registered as an Indian infrastructure investment trust with the Securities and Exchange Board of India (“**SEBI**”) with effect from 3rd August 2022, bearing registration number IN/InvIT/22-23/0023, pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time (“**the SEBI InvIT Regulations**”).
- 1.1.2. Bharat Highways InvIT is an infrastructure investment trust established to acquire, manage and invest in a portfolio of infrastructure assets across sectors and/or securities of companies engaged in the infrastructure sector.
- 1.1.3. IDBI Trusteeship Services Limited (“**the Trustee**”) has been appointed as the Trustee of Bharat InvIT.
- 1.1.4. The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 12th March 2024.
- 1.1.5. Unit holding pattern of the Trust as on 30th September 2024 is as follows:

Particulars	No. of Units	%
Sponsor & sponsor group	6,64,50,000	15.00%
Mutual Funds	9,09,98,046	20.54%
Financial Institutions/Banks	62,10,496	1.40%
Insurance Companies	1,48,46,512	3.35%
Foreign Portfolio Investors	72,56,924	1.64%
Alternative Investment Fund	24,68,361	0.56%
Body Corporates	22,44,05,226	50.66%
Non-institutional investors	3,03,03,040	6.84%
Total Outstanding Units	44,29,38,605	100.00%

The Sponsor

- 1.1.6. G R Infraprojects Limited (“**the Settlor**” or “**GR Infra**”) has settled the infrastructure investment trust under the SEBI InvIT Regulations called “**Bharat Highways InvIT**” (“**Bharat InvIT**” or “**the Trust**”) as an irrevocable trust under the provisions of the Indian Trusts Act, 1882, pursuant to the trust deed dated 16th June 2022.
- 1.1.7. Aadharshila Infratech Private Limited (“**the Sponsor**” or “**AIPL**”) is the sponsor of Bharat InvIT as per the amended & restated trust deed of Bharat InvIT dated 31st October 2023.
- 1.1.8. The Sponsor is a private company, limited by shares and was incorporated on 30th June 2010 under the Companies Act, 1956.
- 1.1.9. Equity shareholding of the Sponsor as on 30th September 2024 is as under:

Sr. No.	Particulars	No. of shares	%
1	Riya Agarwal	4,300	43.00%
2	Rahul Agarwal	3,185	31.85%
3	Mehul Agarwal	2,515	25.15%
	Total	10,000	100.00%

Source: Investment Manager

The Settlor

- 1.1.10. G R Infraprojects Limited (“the Settlor” or “GR Infra”) was incorporated on 22nd December 1995 under the Companies Act, 1956. The equity shares of GR Infra are listed on the National Stock Exchange of India Limited and BSE Limited since 19th July 2021.
- 1.1.11. GR Infra is engaged in integrated road engineering, procurement and construction with an experience of over 25 years in design and construction of various road / highway projects across 16 states in India.

The Investment Manager

- 1.1.12. GR Highways Investment Manager Private Limited (“GHIMPL” or “the Investment Manager”) has been appointed as the Investment Manager to the Trust by the Trustee and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.
- 1.1.13. Shareholding of the Investment Manager as on 30th September 2024 is as under:

Sr. No.	Particulars	No. of shares	%
1	Lokesh Builders Private Limited	1,99,99,990	99.99%
2	Purshottam Agarwal	10	Negligible
	Total	2,00,00,000	100%

Source: Investment Manager

Financial Assets to be Valued

- 1.1.14. The financial assets under consideration are valued at Enterprise Value and Adjusted Enterprise Value of the following:

Sr. No.	Name of the SPV
1	GR Phagwara Expressway Limited (“GPEL”)
2	Porbandar Dwarka Expressway Private Limited (“PDEPL”)
3	GR Gundugolanu Devarapalli Highway Private Limited (“GDHPL”)
4	GR Akkalkot Solapur Highway Private Limited (“GASHPL”)
5	Varanasi Sangam Expressway Private Limited (“VSEPL”)
6	GR Sangli Solapur Highway Private Limited (“GSSHPL”)
7	GR Dwarka Devariya Highway Private Limited (“GDDHPL”)
8	GR Aligarh Kanpur Highway Private Limited (“GAKHPL”)

(Together referred to as “the SPVs”)

Purpose of Valuation

- 1.1.15. As per the SEBI Guidelines , “a half yearly valuation of assets of the InvIT shall be conducted by the valuer for the half year ending on September 30th for a publicly offered InvIT for incorporating any key changes in the previous 6 months and such half yearly valuation report shall be prepared within 1 month from the date of end of such half year”.
- 1.1.16. In this regard, the Investment Manager has appointed me, S. Sundararaman (“Registered Valuer” or “RV” or “I” or “My” or “Me”) bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake fair valuation of the SPVs at the enterprise level as per the extant provisions of the SEBI InvIT Regulations issued by SEBI. Enterprise Value (“EV”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.
- 1.1.17. Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the Valuation Date.

1.1.18. I declare that:

- i. I am competent to undertake the financial valuation in terms of the SEBI InvIT Regulations;
- ii. I am not an associate of the Sponsor(s) or Investment Manager or Trustee and I have not less than five years of experience in valuation of infrastructure assets;
- iii. I am independent and have prepared the Report on a fair and unbiased basis;
- iv. I have valued the SPVs based on the valuation standards as specified / applicable as per SEBI InvIT Regulations.

1.1.19. This Report covers all the disclosures required as per the SEBI InvIT Regulations and the Valuation of the SPVs is impartial, true and fair and in compliance with the SEBI InvIT Regulations.

1.2. **Scope of Valuation**

1.2.1. **Nature of the Asset to be Valued**

The RV has been mandated by the Investment Manager to arrive at the Enterprise Value ("EV") of the SPVs. Enterprise Value is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

1.2.2. **Valuation Base**

Valuation Base means the indication of the type of value being used in an engagement. In the present case, I have determined the fair value of the SPVs at the enterprise level. Fair Value Bases defined as under:

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. It is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Fair value or Market value is usually synonymous to each other except in certain circumstances where characteristics of an asset translate into a special asset value for the party(ies) involved.

1.2.3. **Valuation Date**

Valuation Date is the specific date at which the value of the assets to be valued gets estimated or measured. Valuation is time specific and can change with the passage of time due to changes in the condition of the asset to be valued. Accordingly, valuation of an asset as at a particular date can be different from other date(s).

The Valuation Date considered for the fair enterprise valuation of the SPVs is 30th September 2024 ("**Valuation Date**"). The attached Report is drawn up by reference to accounting and financial information as on 30th September 2024. The RV is not aware of any other events having occurred since 30th September 2024 till date of this Report ("**Report Date**") which he deems to be significant for his valuation analysis, except for any events disclosed by the Investment Manager during the valuation exercise.

1.2.4. **Premise of Value**

Premise of Value refers to the conditions and circumstances how an asset is deployed. In the present case, RV has determined the fair enterprise value of the SPVs on a Going Concern Value defined as under:

Going Concern Value

Going Concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, necessary licenses, systems, and procedures in place etc.

1.3. Summary of Valuation

I have assessed the fair enterprise value of each of the SPVs on a stand-alone basis by using the Discounted Cash Flow (“**DCF**”) method under the income approach. Following table summarizes my explanation on the usage or non usage of different valuation methods:

Valuation Approach	Valuation Methodology	Used	Explanation
Cost Approach	Net Asset Value	No	NAV does not capture the future earning potential of the business. Hence NAV method is considered only for background reference.
Income Approach	Discounted Cash Flow	Yes	The revenue of all the SPVs is mainly derived from the annuity fees that are typically pre-determined with the relevant government authority and cannot be modified to reflect prevailing circumstances, other than annual adjustments to account for inflation and interest rate changes as applicable, as specified in the concession agreements. Accordingly, since all the SPVs are generating income based on pre-determined agreements / mechanism and since the Investment Manager has provided me the financial projections for the balance tenor of the concession agreements, DCF Method under the income approach has been considered as the appropriate method for the present valuation exercise.
Market Approach	Market Price	No	The equity shares of the SPVs are not listed on any recognized stock exchange in India. Hence, I was unable to apply the market price method.
	Comparable Companies	No	In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I am unable to consider this method for the current valuation.
	Comparable Transactions	No	In the absence of adequate details about the Comparable Transactions, I was unable to apply the CTM method.

Under the DCF Method, the Free Cash Flow to Firm (“**FCFF**”) has been used for the purpose of valuation of each of the SPVs. In order to arrive at the fair EV of the individual SPVs under the DCF Method, I have relied on provisional financial statements as at 30th September 2024 prepared in accordance with the Indian Accounting Standards (Ind AS) and the financial projections of the respective SPVs prepared by the Investment Manager as at the Valuation Date based on their best judgement.

The discount rate considered for the respective SPVs for the purpose of this valuation exercise is based on the Weighted Average Cost of Capital (“**WACC**”) for each of the SPVs. As all the SPVs under considerations have executed projects under the HAM model, the operating rights of the underlying assets shall be transferred back to the appointing authority after the expiry of the concession period. At the end of the agreed concession period, the operating rights in relation to the roads and the obligation to maintain the road revert to the government entity that granted the concession by the SPVs. Accordingly, terminal period value i.e. value on account of cash flows to be generated after the expiry of concession period has not been considered.

Based on the methodology and assumptions discussed further, RV has arrived at the fair enterprise value of the SPVs as on the Valuation Date:

Sr. No.	SPVs	Approximate Projection Period (Balance Concession Period)	WACC	INR Mn	
				Fair EV (INR Mn)	Fair Adj EV (INR Mn)
1	GPEL	~10 Years -5 Months	7.45%	4,789	5,560
2	PDEPL	~10 Years -6 Months	7.45%	7,965	8,203
3	GDHPL	~11 Years -9 Months	7.45%	9,455	10,338
4	GASHPL	~11 Years -6 Months	7.45%	4,653	4,745
5	VSEPL	~11 Years -1 Months	7.45%	12,839	13,618
6	GSSHPL	~11 Years -9 Months	7.45%	5,327	5,794
7	GDDHPL	~12 Years -10 Months	7.45%	5,839	6,419
8	GAKHPL	~13 Years -5 Months	7.45%	10,671	11,604
Total				61,538	66,281

* Enterprise Value ("EV") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

** Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the Valuation Date.

(Refer Appendix 1 & 2 for the detailed workings)

Further to above, considering that present valuation exercise is based on the future financial performance and based on opinions on the future credit risk, cost of debt assumptions, etc., which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or 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 variations may be material. Accordingly, a quantitative sensitivity analysis is considered on the following unobservable inputs:

- WACC by increasing / decreasing it by 1.0%
- WACC by increasing / decreasing it by 0.5%
- Total Expenses by increasing / decreasing it by 10%
- Total Expenses by increasing / decreasing it by 20%

1. Fair Enterprise Valuation Range based on

a. WACC parameter (1.0%)

Sr. No.	SPVs	INR Mn					
		WACC +1.0%	EV	Base WACC	EV	WACC -1%	EV
1	GPEL	8.45%	4,599	7.45%	4,789	6.45%	4,991
2	PDEPL	8.45%	7,643	7.45%	7,965	6.45%	8,312
3	GDHPL	8.45%	9,055	7.45%	9,455	6.45%	9,886
4	GASHPL	8.45%	4,460	7.45%	4,653	6.45%	4,862
5	VSEPL	8.45%	12,301	7.45%	12,839	6.45%	13,418
6	GSSHPL	8.45%	5,088	7.45%	5,327	6.45%	5,584
7	GDDHPL	8.45%	5,551	7.45%	5,839	6.45%	6,152
8	GAKHPL	8.45%	10,162	7.45%	10,671	6.45%	11,224
Total of all SPVs			58,858		61,538		64,429

b. WACC parameter (0.5%)

Sr. No.	SPVs	INR Mn					
		WACC +0.5%	EV	Base WACC	EV	WACC -0.5%	EV
1	GPEL	7.95%	4,692	7.45%	4,789	6.95%	4,888
2	PDEPL	7.95%	7,801	7.45%	7,965	6.95%	8,136
3	GDHPL	7.95%	9,251	7.45%	9,455	6.95%	9,666
4	GASHPL	7.95%	4,555	7.45%	4,653	6.95%	4,755
5	VSEPL	7.95%	12,565	7.45%	12,839	6.95%	13,123
6	GSSHPL	7.95%	5,205	7.45%	5,327	6.95%	5,453
7	GDDHPL	7.95%	5,692	7.45%	5,839	6.95%	5,992
8	GAKHPL	7.95%	10,411	7.45%	10,671	6.95%	10,942
Total of all SPVs			60,173		61,538		62,955

c. Expenses parameter (10%)

Sr. No.	SPVs	INR Mn		
		EV at Expenses +10.0%	EV at Base Expenses	EV at Expenses -10.0%
1	GPEL	4,514	4,789	5,063
2	PDEPL	7,846	7,965	8,085
3	GDHPL	9,154	9,455	9,756
4	GASHPL	4,584	4,653	4,722
5	VSEPL	12,487	12,839	13,191
6	GSSHPL	5,252	5,327	5,402
7	GDDHPL	5,750	5,839	5,928
8	GAKHPL	10,477	10,671	10,865
Total of all SPVs		62,633	61,538	65,008

d. Expenses parameter (20%)

Sr. No.	SPVs	INR Mn		
		EV at Expenses +20.0%	EV at Base Expenses	EV at Expenses -20.0%
1	GPEL	4,240	4,789	5,337
2	PDEPL	7,727	7,965	8,204
3	GDHPL	8,853	9,455	10,057
4	GASHPL	4,515	4,653	4,792
5	VSEPL	12,135	12,839	13,542
6	GSSHPL	5,177	5,327	5,477
7	GDDHPL	5,661	5,839	6,017
8	GAKHPL	10,283	10,671	11,059
Total of all SPVs		58,590	61,538	64,485

2. Adjusted Enterprise Valuation Range based on

a. WACC parameter (1.0%)

							INR Mn
Sr. No.	SPVs	WACC +1.0%	Adjusted EV	Base WACC	Adjusted EV	WACC -1.0%	Adjusted EV
1	GPEL	8.45%	5,369	7.45%	5,560	6.45%	5,762
2	PDEPL	8.45%	7,880	7.45%	8,203	6.45%	8,549
3	GDHPL	8.45%	9,938	7.45%	10,338	6.45%	10,770
4	GASHPL	8.45%	4,552	7.45%	4,745	6.45%	4,953
5	VSEPL	8.45%	13,080	7.45%	13,618	6.45%	14,197
6	GSSHPL	8.45%	5,556	7.45%	5,794	6.45%	6,052
7	GDDHPL	8.45%	6,131	7.45%	6,419	6.45%	6,732
8	GAKHPL	8.45%	11,095	7.45%	11,604	6.45%	12,157
Total of all SPVs			63,601		66,281		69,172

b. WACC parameter (0.5%)

							INR Mn
Sr. No.	SPVs	WACC +0.5%	Adjusted EV	Base WACC	Adjusted EV	WACC -0.5%	Adjusted EV
1	GPEL	7.95%	5,463	7.45%	5,560	6.95%	5,659
2	PDEPL	7.95%	8,038	7.45%	8,203	6.95%	8,373
3	GDHPL	7.95%	10,135	7.45%	10,338	6.95%	10,550
4	GASHPL	7.95%	4,646	7.45%	4,745	6.95%	4,847
5	VSEPL	7.95%	13,344	7.45%	13,618	6.95%	13,902
6	GSSHPL	7.95%	5,673	7.45%	5,794	6.95%	5,921
7	GDDHPL	7.95%	6,272	7.45%	6,419	6.95%	6,572
8	GAKHPL	7.95%	11,344	7.45%	11,604	6.95%	11,875
Total of all SPVs			64,916		66,281		67,698

3. 100% Equity Valuation Range based on

a. WACC parameter (1.0%)

Sr. No.	SPVs	INR Mn					
		WACC +1.0%	Equity Value	Base WACC	Equity Value	WACC -1.0%	Equity Value
1	GPEL	8.45%	893	7.45%	1,083	6.45%	1,286
2	PDEPL	8.45%	1,805	7.45%	2,127	6.45%	2,474
3	GDHPL	8.45%	2,066	7.45%	2,467	6.45%	2,898
4	GASHPL	8.45%	1,119	7.45%	1,312	6.45%	1,520
5	VSEPL	8.45%	3,192	7.45%	3,730	6.45%	4,309
6	GSSHPL	8.45%	1,499	7.45%	1,737	6.45%	1,995
7	GDDHPL	8.45%	1,060	7.45%	1,348	6.45%	1,661
8	GAKHPL	8.45%	1,228	7.45%	1,737	6.45%	2,289
Total of all SPVs			12,862		15,541		18,433

b. WACC parameter (0.5%)

Sr. No.	SPVs	INR Mn					
		WACC +0.5%	Equity Value	Base WACC	Equity Value	WACC -0.5%	Equity Value
1	GPEL	7.95%	987	7.45%	1,083	6.95%	1,183
2	PDEPL	7.95%	1,963	7.45%	2,127	6.95%	2,298
3	GDHPL	7.95%	2,263	7.45%	2,467	6.95%	2,678
4	GASHPL	7.95%	1,214	7.45%	1,312	6.95%	1,414
5	VSEPL	7.95%	3,456	7.45%	3,730	6.95%	4,014
6	GSSHPL	7.95%	1,616	7.45%	1,737	6.95%	1,864
7	GDDHPL	7.95%	1,201	7.45%	1,348	6.95%	1,501
8	GAKHPL	7.95%	1,477	7.45%	1,737	6.95%	2,007
Total of all SPVs			14,176		15,541		16,959

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2. Procedures adopted for current valuation exercise

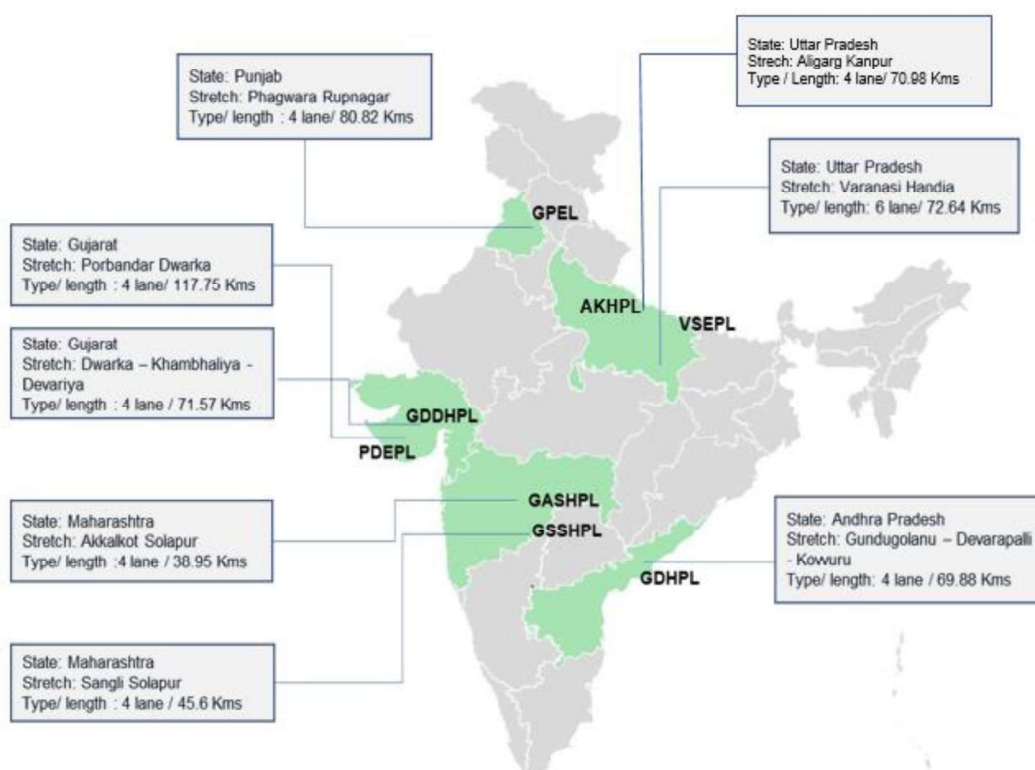
- 2.1. I have performed the valuation analysis, to the extent applicable, in accordance with ICAI Valuation Standards 2018 ("IVS") issued by the Institute of Chartered Accountants of India.
- 2.2. In connection with this analysis, I have adopted the following procedures to carry out the valuation analysis:
- 2.2.1. Requested and received financial and qualitative information relating to the SPVs;
 - 2.2.2. Obtained and analyzed data available in public domain, as considered relevant by me;
 - 2.2.3. Discussions with the Investment Manager on:
 - Understanding of the business of the SPVs – business and fundamental factors that affect its earning-generating capacity including strengths, weaknesses, opportunities and threats analysis and historical and expected financial performance;
 - 2.2.4. Undertook industry analysis:
 - Research publicly available market data including economic factors and industry trends that may impact the valuation;
 - Analysis of key trends and valuation multiples of comparable companies/comparable transactions, if any, using proprietary databases subscribed by me;
 - 2.2.5. Analysis of other publicly available information;
 - 2.2.6. Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by me;
 - 2.2.7. Conducted physical site visit of the road stretch of the SPVs;
 - 2.2.8. Determination of fair value of the EV of the SPVs on a going concern basis till the end of the concession period as at the Valuation Date and determination of fair value of the Adjusted EV of the SPVs on a going concern basis till the end of the concession period as at the Valuation Date on request of the Investment Manager.

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3. Overview of InvIT and SPVs

3.1. InvIT / Bharat Highways InvIT (“Trust”)

- 3.1.1. Bharat Highways InvIT was established on 16th June 2022 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882. The Trust is registered as an Indian infrastructure investment trust with the SEBI with effect from 3rd August 2022, bearing registration number IN/InvIT/22-23/0023, pursuant to the SEBI InvIT Regulations.
- 3.1.2. IDBI Trusteeship Services Limited has been appointed as the Trustee of Bharat InvIT. GR Highways Investment Manager Private Limited has been appointed as the Investment Manager to the Trust by the Trustee and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.
- 3.1.3. The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 12th March 2024.
- 3.1.4. Following is a map of India showing the area covered by the SPVs of the Trust:

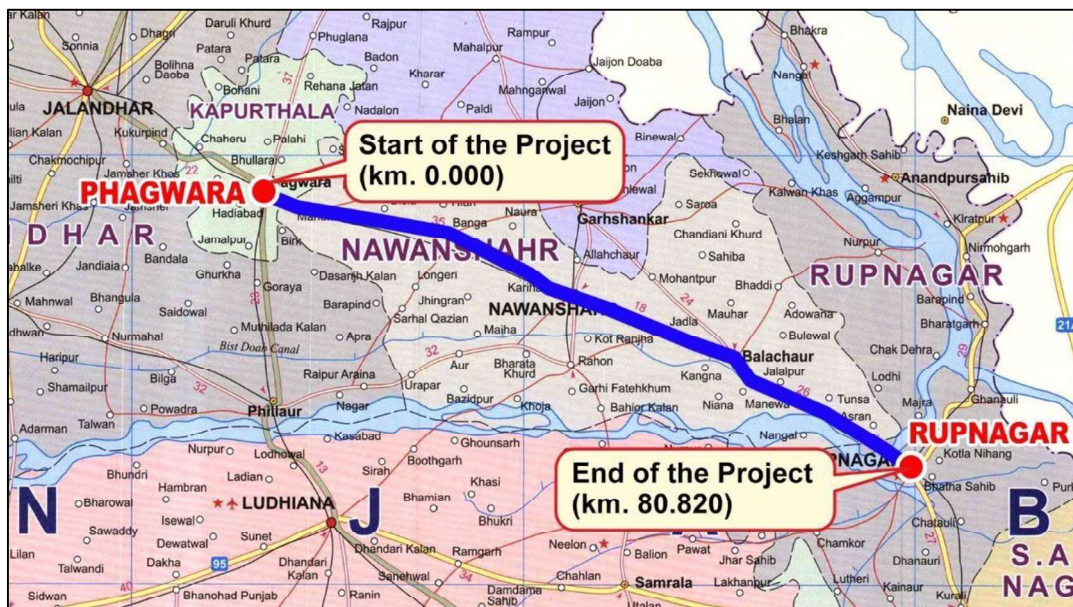


Source: Investment Manager

3.2. Background of the SPVs

3.2.1. GR Phagwara Expressway Limited (“GPEL”)

- GPEL was incorporated on 21st September 2016 as a public limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GPEL is located at GR House, Hiran Magri, Sector – 11, Udaipur, Rajasthan 313 002, India.
- GPEL was incorporated to identify, formulate, aid, promote, finance, establish, build, construct, erect, equip, operate, maintain, control, upgrade, regulate, modify, takeover, and / or to undertake development of four laning of Phagwara to Rupnagar section of NH-344A from km. 0.00 (design chainage) to km. 80.820 (design chainage).
- The project highway Phagwara to Rupnagar (NH-344A), starts from km. 0.000 at Phagwara Town and terminates at km. 80.820 at Rupnagar Town. The design length of the project highway is 80.820 kms. The project stretch is the important link connecting important cities in Punjab State such as Amritsar, Jalandhar and Chandigarh. The project involved development of existing 2 lane carriageway to 4 lane divided carriageway with 1.5 m wide paved shoulder and 2.0 m earthen shoulder on either side.
- GPEL has received final completion certificate on 26th May 2021 by completing all the works as mentioned in the technical schedules of concession agreement.
- The project highway passes through the Districts of Nawanshahr and Kapurthala. The project highway passes through the built-up areas of towns and villages enroute. Important towns along the alignment are Mehli, Bahar Majara, Jasso Majara, Behram, Malha Sodhian, Dhahan, Banga, Kahma, Nawanshahr, Langroya, Garhi Kanuguan, and Bachhwan.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of GPEL are as follows:

Parameters	Details
Total Length	323.3 Lane Kms
Nos. of Lanes	4
NH / SH	NH 344A
State Covered	Punjab
Area (Start and End)	Phagwara - Rupnagar
Bid Project Cost	INR 13,670 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	25 th February 2020
COD Date	26 th May 2021
Nos. of Annuities	30
Construction Period	910 days from Appointed date
Operational Period	15 years from PCOD date

Source: Investment Manager

- The corridor starts from 0.00 Km to 80.820 Km connecting Phagwara – Rupnagar on NH 344A.

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	80.82 Km
2	Total length of Service Roads	70.037 Km
3	Widening	71.573 Km
4	New Alignment including bypass	11.247 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	2 Nos.
7	Flexible Pavement for Main carriageway	69.56 Km
8	Rigid Pavement for Main carriageway	11.26 Km
9	Total length of Slip Roads	0 Km
10	Toll Plaza	2 Nos.
11	Bus Bays / Bus Shelters	43 Nos.
12	Truck Lay Bays	2 Nos.
13	No of Rest Areas	2 Nos.
14	Major Junction	7 Nos.
15	Minor Junctions	102 Nos.
16	No of Vehicular underpasses	3 Nos.
17	Vehicle overpass	0 Nos.
18	No of Subways	0 Nos.
19	Elevated Structure	1 Nos.
20	No of Flyovers	4 Nos.
21	Pedestrian/Cattle Underpass	1 Nos.
22	ROB	1 Nos.
23	Major Bridges	1 Nos.
24	Minor Bridges for Main Carriageway	22 Nos.
25	Box/Slab Culverts	51 Nos.
26	Pipe Culverts	41 Nos.

Source: Investment Manager

- The shareholding of GPEL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	2,02,99,940	100%
2	G Sainath	10	Negligible
3	Ramesh Chandra Jain*	10	Negligible
4	Amit Kumar Singh*	10	Negligible
5	Harshael Sawant*	10	Negligible
6	Sunil Chhikara*	10	Negligible
7	Bajrang Lal Bhura*	10	Negligible
Total		2,03,00,000	100%

*Nominee of the InvIT

Source: Investment Manager

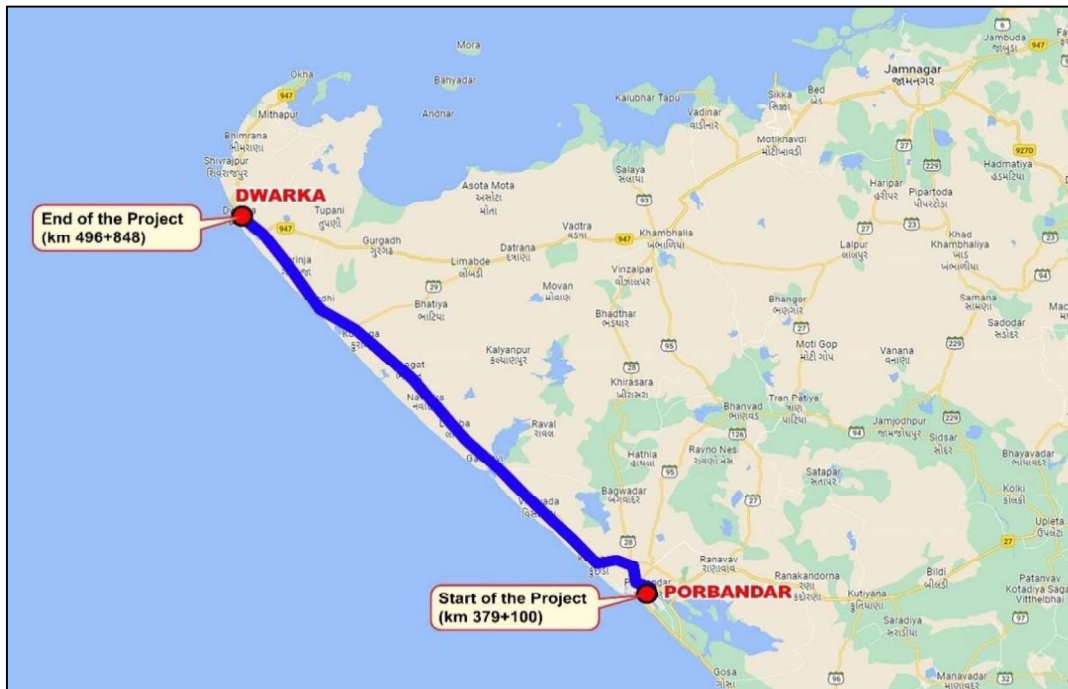
I have been represented by the Investment Manager that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

- My team had conducted physical site visit of the road stretch of GPEL on 16th April, 2024. Refer below for the pictures of the road stretch:



3.2.2. **Porbandar Dwarka Expressway Private Limited (“PDEPL”)**

- PDEPL was incorporated on 9th June 2017 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of PDEPL is located at GR House, Hiran Magri, Sector No. 11, Udaipur, Rajasthan 313 002, India.
- PDEPL was incorporated for the purpose of four laning with paved shoulder of Porbandar - Dwarka section of NH-8E (Ext.) from km 356.766 (design chainage km. 379.100) to km 473.000 (Design Chainage km 496.848) through public-private partnership.
- The project highway is a section of National Highway Number 08E, NH-08E in the State of Gujarat which starts from km. 379+100 near Porbandar Bypass and ends at km. 496+848 in Dev Bhumi Dwarka. Existing length of the project highway was 116.234 kms whereas design length measures to be 117.748 kms.
- PDEPL has received final completion certificate on 13th October 2021.
- The project highway passes through the built-up areas of towns and villages enroute. Important towns along the alignment are Visawada, Miyami, Bhavpuru, Jodhpur etc.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of PDEPL are as follows:

Parameters	Details
Total Length	471.0 Lane Kms
Nos. of Lanes	4
NH / SH	NH 08E
State Covered	Gujarat
Area (Start and End)	Porbandar – Dwarka
Bid Project Cost	INR 16,000 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	18 th April 2020
COD Date	13 th October 2021
Nos. of Annuities	30
Construction Period	1,095 days from Appointed date
Operational Period	15 years from PCOD date

Source: Investment Manager

- The corridor forms a part of existing road from KM 379+100 to Km 496+848 of NH-08E connecting Porbandar and Dwarka.

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	117.748 Km
2	Total length of Service Roads	11.676 Km
3	Widening	0 Km
4	New Alignment including bypass	23.3 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	2 Nos.
7	Flexible Pavement for Main carriageway	2.998 Km
8	Rigid Pavement for Main carriageway	114.750 Km
9	Total length of Slip Roads	4.95 Km
10	Toll Plaza	2 Nos.
11	Bus Bays / Bus Shelters	4 Nos.
12	Truck Lay Bays	0 Nos.
13	No of Rest Areas	0 Nos.
14	Major Junction	5 Nos.
15	Minor Junctions	42 Nos.
16	Vehicular underpasses	8 Nos.
17	Light Vehicular underpasses	1 Nos.
18	Vehicle overpass	0 Nos.
19	No of Subways	0 Nos.
20	No of Flyovers	2 Nos.
21	Pedestrian/Cattle Underpass	6 Nos.
22	ROB	1 Nos.
23	Major Bridges	11 Nos.
24	Minor Bridges	34 Nos.
25	Box/Slab Culverts	31 Nos.
26	Pipe Culverts	196 Nos.

Source: Investment Manager

- The shareholding of PDEPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	4,19,99,990	100%
2	Amit Kumar Singh*	10	Negligible
	Total	4,20,00,000	100%

*Nominee of the InvIT

Source: Investment Manager

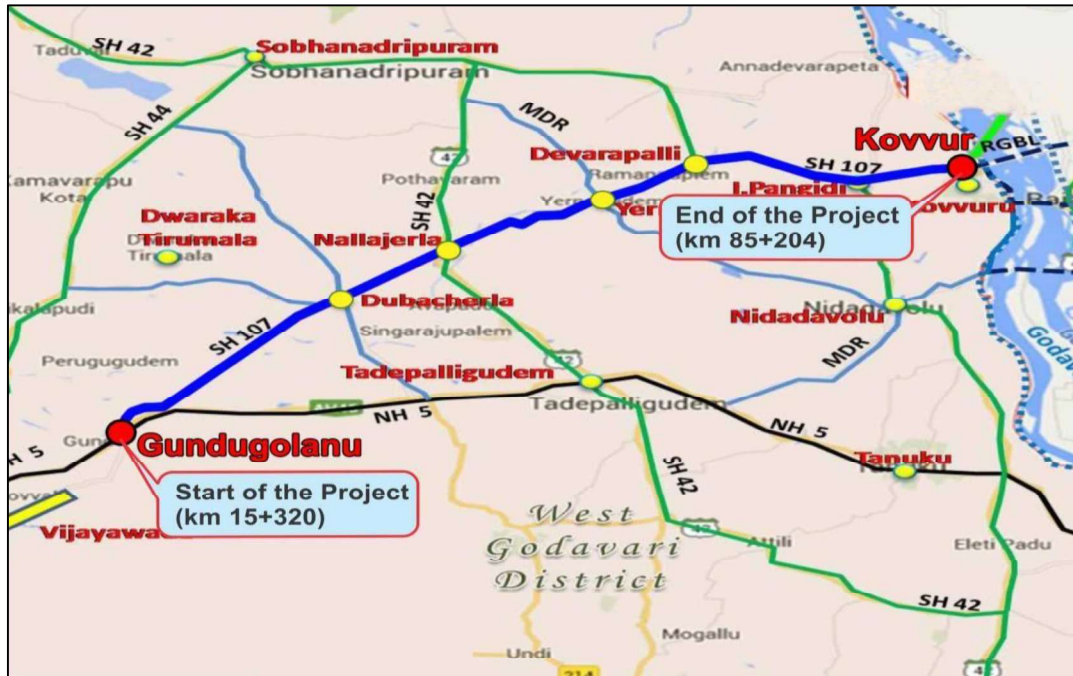
- My team had conducted physical site visit of the road stretch of PDEPL on 5th April 2024. Refer below for the pictures of the road stretch:



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3.3. **GR Gundugolanu Devarapalli Highway Private Limited (“GDHPL”)**

- GDHPL was incorporated on 28th March 2018 as a private limited company under the Companies Act, 2012 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GDHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India.
- GDHPL was incorporated for the purpose of four laning of the Gundugolanu – Devarapalli – Kovvuru section of NH-16 from Km. 15.320 (existing Km. 15.700) to Km. 85.204 (existing Km. 81.400) in the state of Andhra Pradesh under Bharatmala Pariyojana.
- GDHPL has received completion certificate (COD certificate) on 30th September 2022.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of GDHPL are as follows:

Parameters	Details
Total Length	279.5 Lane Kms
Nos. of Lanes	4
NH / SH	NH 16
State Covered	Andhra Pradesh
Area (Start and End)	Gundugolanu – Kovvuru
Bid Project Cost	INR 18,270 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	10 th July 2021
COD	30 th September 2022
Nos. of Annuities	30
Construction Period	910 days from Appointed date
Operational Period	15 years from PCOD date

Source: Investment Manager

- The corridor forms a part of existing road from KM 15.70 to KM 81.40 (Approx. 69.88 Kms) from Gundugolanu to Kovvur in NH-16

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	69.884 Km
2	Total length of Service Roads	54.308 Km
3	Widening	0 Km
4	New Alignment including bypass	46.644 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	6 Nos.
7	Flexible Pavement for Main carriageway	69.884 Km
8	Total length of Slip Roads	47.87 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	56 Nos.
11	Truck Lay Bays	2 Nos.
12	No of Rest Areas	4 Nos.
13	Interchange	1 Nos.
14	Major Junction	11 Nos.
15	Minor Junctions	10 Nos.
16	Vehicular underpasses	2 Nos.
17	Light Vehicular underpasses	11 Nos.
18	Vehicle overpass	1 Nos.
19	No of Subways	0 Nos.
20	No of Flyovers	16 Nos.
21	Pedestrian/Cattle Underpass	5 Nos.
22	ROB	1 Nos.
23	Major Bridges	9 Nos.
24	Minor Bridges	22 Nos.
25	Box/Slab Culverts	122 Nos.
26	Pipe Culverts	28 Nos.

Source: Investment Manager

- The shareholding of GDHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	4,94,99,990	100%
2	Amit Kumar Singh*	10	Negligible
	Total	4,95,00,000	100%

*Nominee of the InvIT

Source: Investment Manager

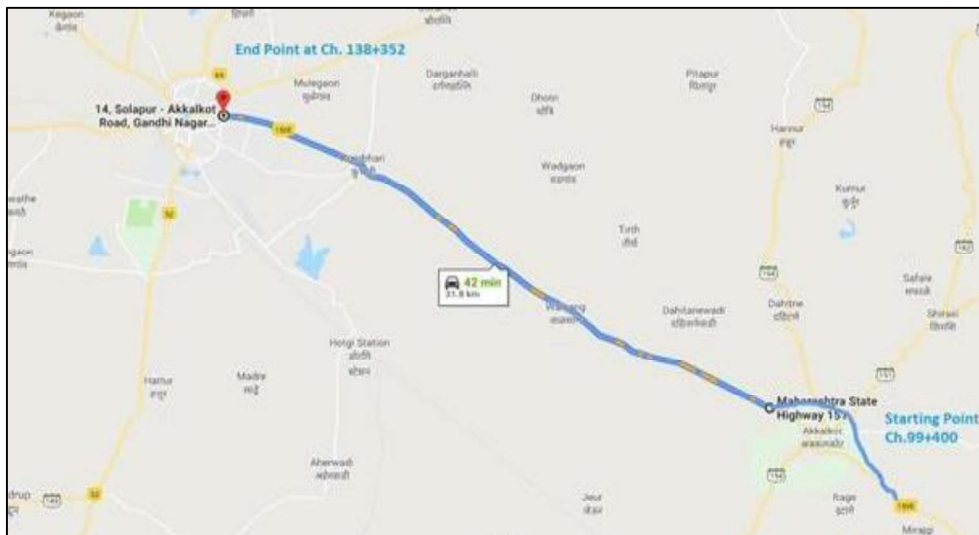
- My team had conducted physical site visit of the road stretch of GDHPL on 5th April 2024. Refer below for the pictures of the road stretch:



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3.4. GR Akkalkot Solapur Highway Private Limited (“GASHPL”)

- GASHPL was incorporated on 26th April 2018 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GASHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India.
- GASHPL was incorporated for the purpose of four laning of Akkalkot – Solapur section of NH - 150E with paved shoulders from design chainage km. 99.400 to km. 138.352 / existing chainage from km. 102.819 to km. 141.800 (design length 38.952 km.) including Akkalkot bypass (design length 7.350 km.).
- The project highway is part of National Highway No. 150E of Barshi - Gulbarga section in the state of Maharashtra and Karnataka. The total project length is 38.952 kms which starts from km. 99.400 near Akkalkot Bypass and ends at km. 138.352 in Solapur City.
- GASHPL has received Provisional Completion Certificate (PCOD certificate) on 31st March 2021.
- GASHPL has received Completion Certificate (COD certificate) on 9th March 2023.
- The project highway passes through the built-up areas of towns and villages Karjal, Walsung, Chincholi, Rajanpur, Togarhalli, Akkalkot and Kumbhari.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of GASHPL are as follow

Parameters	Details
Total Length	155.8 Lane Kms
Nos. of Lanes	4
NH / SH	NH 150E
State Covered	Maharashtra
Area (Start and End)	Akkalkot – Solapur
Bid Project Cost	INR 8,070 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	31 st March 2021
COD Date	9 th March 2023
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from PCOD date

Source: Investment Manager

- The corridor forms a part of existing road from KM 99.40 to 138.35 (Approx. 38.95 Kms) near Akkalkot to Solapur City in NH-150E

Sr. No.	Salient Features	For SPV
1	Total Length of the Project Highway	38.952 Km
2	Total length of Service Roads	16.16 Km
3	Widening	0 Km
4	New Alignment including bypass	7.126 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	1 Nos.
7	Rigid Pavement for Main carriageway	38.952 Km
8	Total length of Slip Roads	8.82 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	6 Nos.
11	Truck Lay Bays	0 Nos.
12	No of Rest Areas	1 Nos.
13	Major Junction	3 Nos.
14	Minor Junctions	22 Nos.
15	No of Vehicular underpasses	6 Nos.
16	Vehicle overpass	0 Nos.
17	No of Subways	0 Nos.
18	No of Flyovers	7 Nos.
19	Pedestrian/Cattle Underpass	1 Nos.
20	ROB	0 Nos.
21	Major Bridges	2 Nos.
22	Minor Bridges	20 Nos.
23	Box/Slab Culverts	26 Nos.
24	Pipe Culverts	21 Nos.

Source: Investment Manager

- The shareholding of GASHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	1,25,99,990	100%
2	Amit Kumar Singh*	10	Negligible
Total		1,26,00,000	100%

*Nominee of the InvIT

Source: Investment Manager

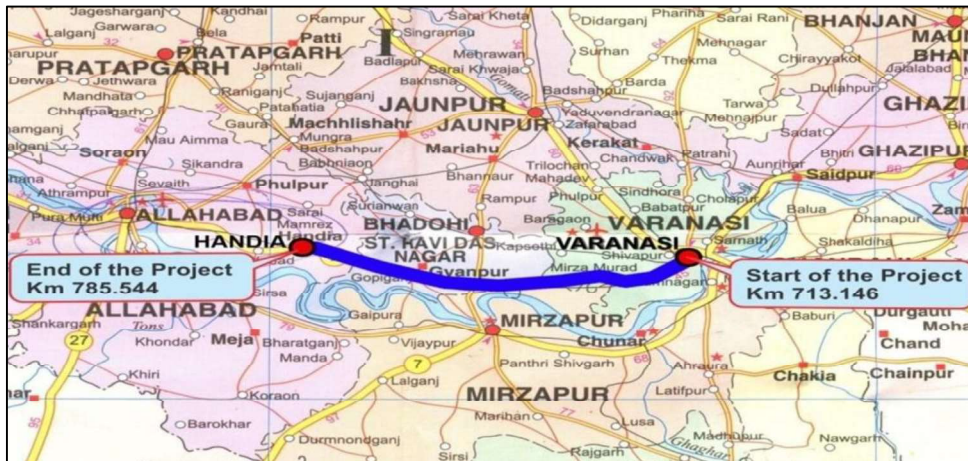
- My team had conducted physical site visit of the road stretch of GASHPL on 4th May 2024. Refer below for the pictures of the road stretch:



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3.5. Varanasi Sangam Expressway Private Limited (“VSEPL”)

- VSEPL was incorporated on 17th April 2017 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of VSEPL is located at GR House, Hiran Magri, Sector No. 11, Udaipur, Rajasthan 313 002, India.
- VSEPL which of six laning of Handia to Varanasi section of NH-2 from km 713.146 to km 785.544 in the state of Uttar Pradesh under NHDP phase-V.
- The project stretch is linking Delhi and Kolkata, traverses through 6 States namely Delhi, Haryana, Uttar Pradesh, Bihar, Jharkhand and West Bengal and connects a number of major urban cities on its way like Delhi, Agra, Kanpur, Allahabad, Varanasi, Dhanbad, Durgapur & Howrah. The project road from Khokhraj approximately 42 kms from Allahabad towards Kanpur to Varanasi i.e., Allahabad bypass to Varanasi.
- VSEPL has received Provisional Completion Certificate (PCOD certificate) on 2nd November 2020.
- VSEPL has received Completion Certificate (COD certificate) on 19th January 2022.
- The project highway passes through the built-up areas of towns and villages enroute. Important towns along the alignment are Rajatalab, Aurai, Gopigunj and Handia.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of VSEPL are as follows:

Parameters	Details
Total Length	434.39 Lane Kms
Nos. of Lanes	6
NH / SH	NH 2
State Covered	Uttar Pradesh
Area (Start and End)	Handia - Varanasi
Bid Project Cost	INR 24,470 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	2 nd November 2020
COD Date	19 th January 2022
Nos. of Annuities	30
Construction Period	910 days from Appointed date
Operational Period	15 years from PCOD date

- The corridor forms a part of existing road from KM 713.21 to 785.70 from Haldia to Varanasi in NH-2.

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	72.644 Km
2	Total length of Service Roads	78.535 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	0 Nos.
7	Flexible Pavement for Main carriageway	19.383 Km
8	Rigid Pavement for Main carriageway	53.015 Km
9	Total length of Slip Roads	65.44 Km
10	Toll Plaza	2 Nos.
11	Bus Bays / Bus Shelters	36 Nos.
12	Truck Lay Bays	4 Nos.
13	No of Rest Areas	4 Nos.
14	Major Junction	4 Nos.
15	Minor Junctions	167 Nos.
16	No of Vehicular underpasses	11 Nos.
17	Vehicle overpass	0 Nos.
18	No of Subways	0 Nos.
19	Elevated Structure	5 Nos.
20	No of Flyovers	3 Nos.
21	Pedestrian/Cattle Underpass	12 Nos.
22	Foot Over Bridge	2 Nos.
23	ROB	0 Nos.
24	Major Bridges	0 Nos.
25	Minor Bridges	3 Nos.
26	Box/Slab Culverts	34 Nos.
27	Pipe Culverts	15 Nos.

Source: Investment Manager

- The shareholding of VSEPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	3,88,89,990	100%
2	Amit Kumar Singh*	10	Negligible
	Total	3,88,90,000	100%

*Nominee of the InvIT

Source: Investment Manager

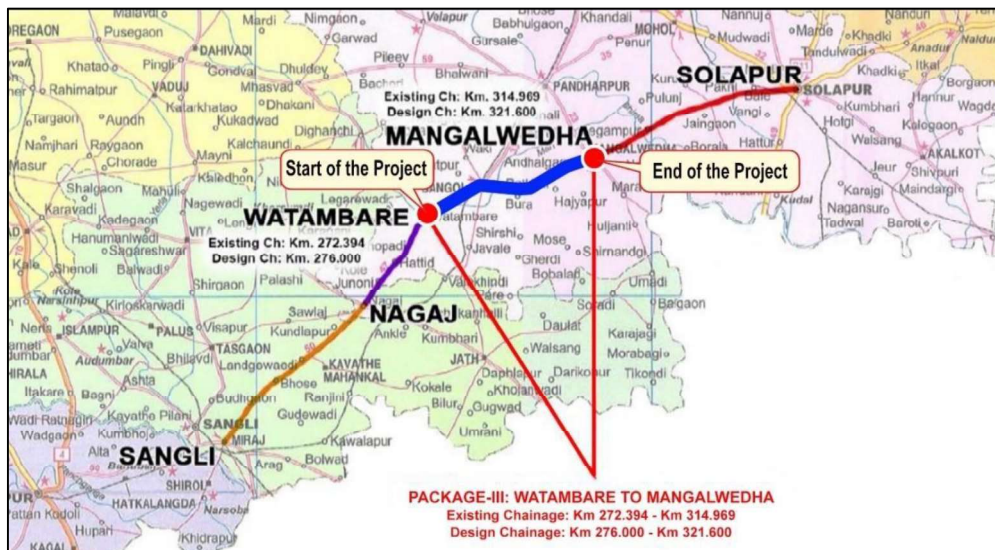
- My team had conducted physical site visit of the road stretch of VSEPL on 4th May, 2024. Refer below for the pictures of the road stretch:



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3.6. GR Sangli Solapur Highways Private Limited (“GSSHPL”)

- GSSHPL was incorporated on 26th April 2018 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GSSHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India.
- GSSHPL was incorporated for the purpose of four-laning of Sangli – Solapur (Package- III: Watambare to Mangalwedha) Section of NH-166 from existing Ch. Km 272.394 to Ch. km 314.969 (Design Ch. km. 276.000 to Ch. km. 321.600).
- GSSHPL has received Provisional Completion Certificate (PCOD certificate) on 28th June 2021.
- The project highway (Package-III) starts at Watambare at km. 276.00 and ends at Mangalwedha at km. 321.600. This entire package lies in Solapur District. The project highway passes through the built-up sections of Watambare, Yalgarmangewadi, Kamlapur, Godsewadi, Vasud, Sangola, Wadegaon, Rajapur, Landevenchinchole, Lakshmidahiwadi, Andhalgaon, Ganeshwadi and Mangalwedha.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of GSSHPL are as follows:

Parameters	Details
Total Length	182.4 Lane Kms
Nos. of Lanes	4
NH / SH	NH 166
State Covered	Maharashtra
Area (Start and End)	Watambare – Mangalwedha
Bid Project Cost	INR 9,570 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	28 th June 2021
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from PCOD date

Source: Investment Manager

- The corridor forms a part of existing road from Km 276.00 and ends at Km 321.60 in NH-116 connecting Watambare and Mangalwedha.

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	45.60 Km
2	Total length of Service Roads	28.51 Km
3	Widening	29.04 Km
4	New Alignment including bypass	16.56 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	1 Nos.
7	Rigid Pavement for Main carriageway	45.60 Km
8	Total length of Slip Roads	8.022 Km
9	Toll Plaza	0 Nos.
10	Bus Bays / Bus Shelters	34 Nos.
11	Truck Lay Bays	0 Nos.
12	No of Rest Areas	1 Nos.
13	Major Junction	1 Nos.
14	Minor Junctions	39 Nos.
15	Vehicular underpasses	6 Nos.
16	Light Vehicular underpasses	13 Nos.
17	Vehicle overpass	0 Nos.
18	No of Subways	0 Nos.
19	No of Flyovers	0 Nos.
20	Pedestrian/Cattle Underpass	0 Nos.
21	ROB	1 Nos.
22	Major Bridges	2 Nos.
23	Minor Bridges for Main Carriageway	11 Nos.
24	Box/Slab Culverts	6 Nos.
25	Pipe Culverts	64 Nos.

Source: Investment Manager

- The shareholding of GSSHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	1,49,99,990	100%
2	Amit Kumar Singh*	10	Negligible
	Total	1,50,00,000	100%

*Nominee of the InvIT

Source: Investment Manager

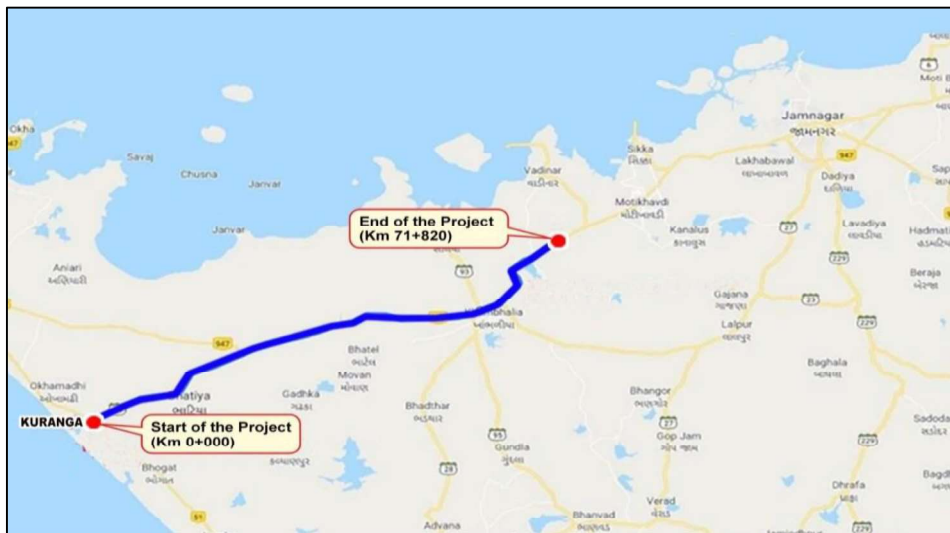
- My team had conducted physical site visit of the road stretch of GSSHPL on 4th May 2024. Refer below for the pictures of the road stretch:



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3.7. **GR Dwarka Devariya Highway Private Limited (“GDDHPL”)**

- GDDHPL was incorporated on 26th March 2019 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GDDHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India.
- GDDHPL was incorporated for the purpose of four laning of Dwarka (Kuranga) – Khambhaliya – Devariya section of NH 151A in the state of Gujarat under Bharatmala Project.
- The project corridor road is a section of National Highway Number 151A (Old NH-08E), NH-151A in section of NH 151A from km 203.500 to km 176.500 and from km 171.800 to km 125.000 (designed length 71.890 km) in the state of Gujarat.
- GDDHPL has received Provisional Completion Certificate (PCOD certificate) on 2nd August 2022.
- The project highway passes through the built-up areas of towns and villages enroute. Important towns along the alignment are Bhatia, Kuvadua, Bamnsa, Dhandusar, Vadinar and Devariya etc.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of GDDHPL are as follows:

Parameters	Details
Total Length	287.56 Lane Kms
Nos. of Lanes	4
NH / SH	NH 151A
State Covered	Gujarat
Area (Start and End)	Dwarka – Khambhaliya - Devariya
Bid Project Cost	INR 11,010 Mn
Model	PPP
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	2 nd August 2022
Nos. of Annuities	30
Construction Period	912 days from Appointed date
Operational Period	15 years from PCOD date

Source: Investment Manager

- The corridor forms a part of existing road from Km 0+00 near Kuranga village and ends at Km 76+270 in Jakhar Patia in NH-151A in the state of Gujarat.

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	71.890 Km
2	Total length of Service Roads	18.18 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	0 Nos.
7	Rigid Pavement for Main carriageway	71.890 Km
8	Total length of Slip Roads	0 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	50 Nos.
11	Truck Lay Bays	1 Nos.
12	No of Rest Areas	1 Nos.
13	Major Junction	0 Nos.
14	Minor Junctions	55 Nos.
15	No of Vehicular underpasses	5 Nos.
16	Vehicle overpass	0 Nos.
17	No of Subways	0 Nos.
18	No of Flyovers	0 Nos.
19	Pedestrian/Cattle Underpass	0 Nos.
20	ROB	1 Nos.
21	Major Bridges	4 Nos.
22	Minor Bridges	20 Nos.
23	Box/Slab Culverts	32 Nos.
24	Pipe Culverts	92 Nos.

Source: Investment Manager

- The shareholding of GDDHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	94,99,990	100%
2	Amit Kumar Singh*	10	Negligible
	Total	95,00,000	100%

*Nominee of the InvIT

Source: Investment Manager

- My team had conducted physical site visit of the road stretch of GDDHPL on 5th April 2024. Refer below for the pictures of the road stretch



3.8. **GR Aligarh Kanpur Highway Private Limited ('GAKHPL')**

- AKHPL was incorporated on 24th April 2020 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of AKHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India.
- AKHPL was incorporated for the purpose of four laning of Aligarh Kanpur Section from km 289.00 to km 356.000 (Package IV from Naviganj - Mitrasen) of NH-91 in the state of Uttar Pradesh on Hybrid annuity mode under Bharatmala Pariyojana. The Project Road passes through the built-up sections of Prempur, Chhibramau, Khurhawa, Hasanpur, Karmallapur, Sarai Daulat, Sarai Prayag, Fatehpur, Jasoda, Kannauj, Bahadurpur, Manimau, Dedaura Baju, Tikhawa and Mitrasen.
- AKHPL has received Provisional Completion Certificate (PCOD certificate) on February 24, 2023.
- The map below illustrates the location of the Project and the corridor it covers:



- Summary of project details of GAKHPL are as follows:

Parameters	Details
Lane Length	347.296 Km
Nos. of Lanes	4 lanes
NH	NH-91
State Covered	Uttar Pradesh
Area (Start and End)	Naviganj-Mitrasen
Bid Project Cost	22,000 Mn
Proposed Bid Project Cost (post Descoping)	18,021 Mn
PPP Model	Hybrid Annuity Mode
Project Type	Hybrid Annuity Mode
Concession Granted by	NHAI
PCOD Date	24 th February 2023
Appointed Date	18 th February 2021
Nos. of Annuities	30
Construction Period	910 days
Operational Period	15 years

Source: Investment Manager

- The Project Road is a section of NH-91. The Project Road starts at Naviganj at km. 302+108 and ends at Mitrasen at km. 373+085. The Project Road passes through the built-up sections of Prempur, Chhibramau, Khurhawa, Hasanpur, Karmallapur, Sarai Daulat, Sarai Prayag, Fatehpur Jasoda, Kannauj, Bahadurpur, Manimau, Dedaura Bajju, Tikhawa and Mitrasen. The design length of the Project Road is 70.977 kms.

Sr. No.	Salient Features	Units
1	Total Length of the Project Highway	70.977 Km
2	Total length of Service Roads	60.103 Km
3	Length of RCC drain	49.418 Km
4	No. of Flyover	-
5	Toll Plaza	01 no.
6	Bus Bays / Bus Shelters	06 nos.
7	Truck Lay Bays	02 nos.
8	No of Rest Areas	02 nos.
9	Major Junction	03 nos.
10	Minor Junctions	35 nos.
11	No of Vehicular underpasses	32 nos
12	No of Pedestrian underpasses	1 no.
13	Minor Bridges	18 nos.
14	Box/Slab Culverts	147 nos.
15	Pipe Culverts	53 nos.

Source: Investment Manager

- The shareholding of GAKHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	The InvIT	6,29,99,990	100%
2	Amit Kumar Singh*	10	Negligible
	Total	6,30,00,000	100%

*Nominee of the InvIT

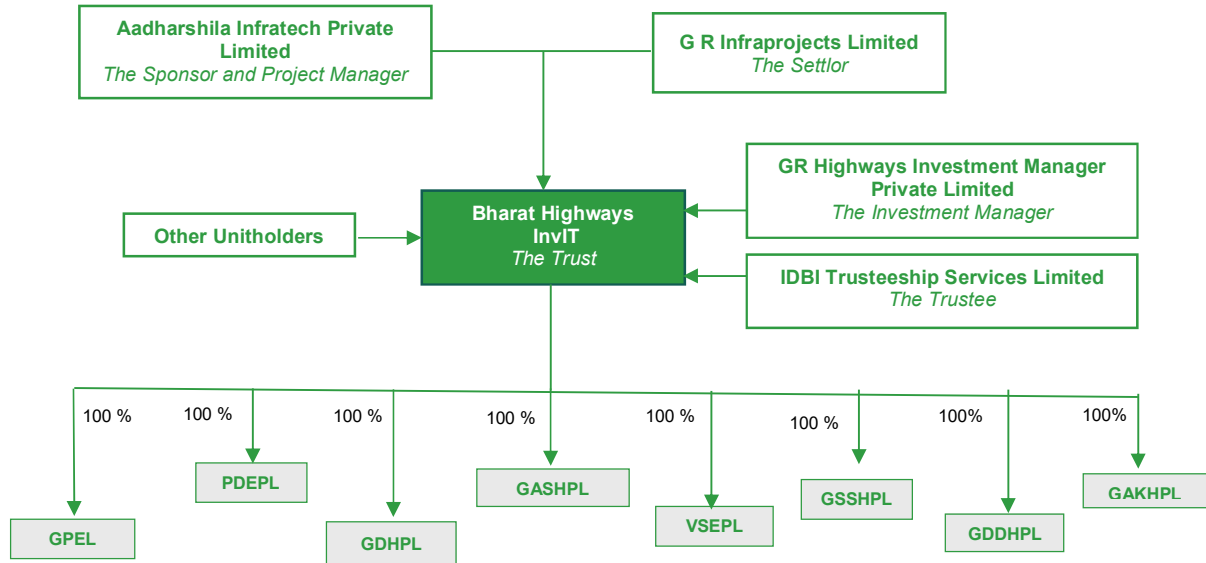
Source: Investment Manager

- My team had conducted physical site visit for GAKHPL on 21st June,2024 .Following are the pictures of the plant site:



4. Structure of the Trust

4.1. Following is the structure of Bharat InvIT:



Source: Investment Manager

4.2. Stake in the SPVs by the Trust:

Sr. No.	SPV	As on Report Date Trust Holding
1	GPEL	100.0%
2	PDEPL	100.0%
3	GDHPL	100.0%
4	GASHPL	100.0%
5	VSEPL	100.0%
6	GSSHPL	100.0%
7	GDDHPL	100.0%
8	GAKHPL	100.0%

Source: Investment Manager

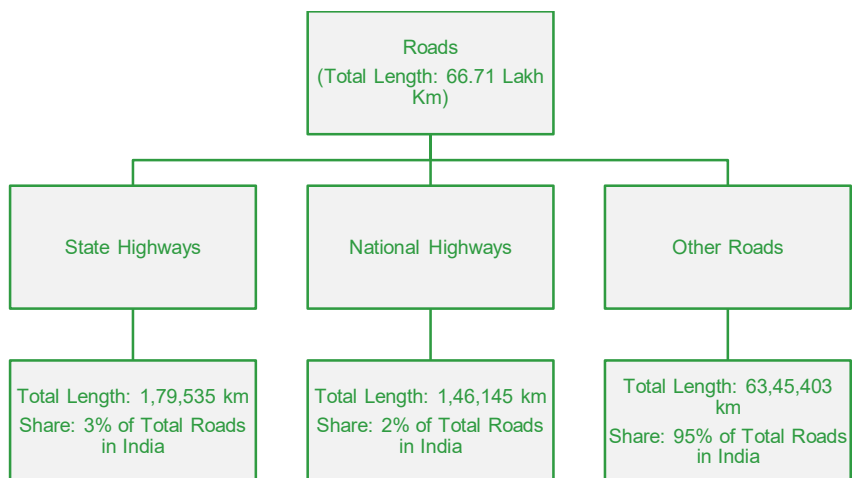
5. Overview of the Industry

5.1. Introduction

- 5.1.1 In the context of India's ambitious journey towards a 50,00,000 million dollar economy, the transport sector emerges as a pivotal player.
- 5.1.2 Creation and operation of quality road infrastructure continue to be major requirements for enabling overall growth and development of India in a sustained manner.
- 5.1.3 Bridging of existing infrastructure gaps and creating additional facilities to cater to the increasing population are equally important. Apart from providing connectivity in terms of enabling movement of passengers and freight, roads act as force multipliers in the economy.
- 5.1.4 Further, roads play a significant role in times of natural calamities, wars and other such events in terms of timely evacuation of the impacted population, carriage of relief material and other associated movements. Government takes cognisance of this requirement and road infrastructure remains to be a focus area.

5.2. Road Network in India

- 5.2.1. India has the second largest road network in the world, spanning over 6.67 million kms. Over 64.5% of all goods in the country are transported through roads, while 90% of the total passenger traffic uses road network to commute

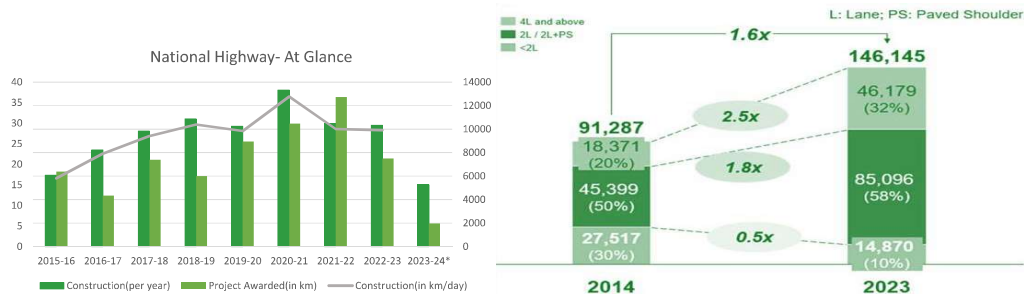


Source: MoRTH, Government of India (January 2024)

5.2.2. NHs constitute around 2 per cent of the total road network in the country but carry about 40% of the road traffic. The density of India's highway network at 1.89 km of roads per square kilometer of land – is similar to that of the France (1.98) and much greater than China's (0.49) or USA's (0.68).

	Construction (per year)	Project Awarded (in km)	Construction (in km/day)
2015-16	6061	6397	16.6
2016-17	8231	4335	22.6
2017-18	9829	7400	26.9
2018-19	10855	6000	29.7
2019-20	10237	8948	28.1
2020-21	13327	10467	36.5
2021-22	10457	12731	28.6
2022-23	10331	7497	28.3
2023-24*	5248	1975	-

5.2.3. National Highway (NH) network increased by ~60% from 91,287 km in 2014 to 1,46,145 km in year 2023.



Source: MoRTH, Government of India (January 2024)

5.3. Government Agencies for Road Development

5.3.1. The Ministry of Road Transport & Highway (“MoRTH”) is responsible for development of Road Transport and Highways in general and construction & maintenance of National Highways.

5.3.2. The National Highways Authority of India (“NHAI”) is an autonomous agency of the Government of India, set up in 1988 and is responsible for implementation of National Highways Development Project (“NHDP”).

5.3.3. The NHDP in the context of NHs is nearing completion- in seven phases. Later, the other highway development programmes like Special Accelerated Road Development Programme for Development of Road Network in North Eastern States (SARDP- NE) and National Highways Interconnectivity Improvement Project (NHIIP) were also taken up by MoRTH. Further, Bharatmala Pariyojana is ongoing. For majority of the projects under NHDP and Bharatmala Pariyojana, NHAI is the implementation agency. Other NH related programmes/works are being implemented through agencies like National Highways Infrastructure Development Corporation Limited (NHIDCL), State Public Works Departments (PWDs), State Road Development Corporations and the Border Road Organization.

5.3.4. In August 2023, the National Highways Authority of India (NHAI) made a big step towards improving the highway user experience, with the introduction of 'Rajmargyatra,' a citizen-centric unified mobile application. This user-friendly app provides travellers with in-depth knowledge of Indian National Highways as well as an effective procedure for filing complaints.

- 5.3.5. In June 2023, National Highways Authority of India (NHAI) introduced a 'Knowledge Sharing' platform for sharing of knowledge and innovative best practices. This effort, which is hosted on the NHAI website, will assist the authority in working with specialists and citizens who want to exchange knowledge and views about subjects including road design, construction, road safety, environmental sustainability, and related sectors. The platform will promote the exchange of best practices from all around the world and work to strengthen the nation's national highway system.
- 5.3.6. NHAI will come out with the third and fourth rounds of Infrastructure Investment Trusts (InvITs) to raise over Rs. 20,000 crore (US\$ 2.41 billion) in FY24. NHAI is planning to raise Rs. 40,000 crore (US\$ 5.72 billion) to monetise its highway assets through Infrastructure Investment Trust (InvIT).
- 5.3.7. In December 2022, NHAI raised Rs. 10,200 crore (US\$ 1.23 billion) from foreign and Indian institutional investors to meet ever-growing budgetary support. Indian Government and Asian Development Bank signed US\$ 500 million loan agreement to build the longest bridge across river Ganga, in Bihar. The bridge is expected to be ready by December 2021.
- 5.3.8. NHAI is planning to award 1,000-1,500 km of projects under the BOT model in 2023-24. As of November 2023, there were 352 PPP projects worth US\$ 76.95 billion in India
- 5.3.9. A total of 261 road projects under different Schemes of MoRTH with a total sanctioned cost of Rs. 1,02,594 crore (US\$ 12.33 billion) are under implementation through the National Highways Authority of India (NHAI), National Highways & Infrastructure Development Corporation Ltd. (NHIDCL), and State Public Works Departments (PWDs) in the North-Eastern States. The Ministry of Development of the North-Eastern Region, under the erstwhile North-East Road Sector Development Scheme (NERSDS) and the present North-East Special Infrastructure Development Scheme (NESIDS), has sanctioned a total of 77 road projects amounting to Rs. 3,372.58 crore (US\$ 405.5 million).
- 5.3.10. As of November 2023, there were 352 PPP projects worth US\$ 76.95 billion in India.
- 5.3.11. 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 incentivising timely work by concessionaires. According to revised norms, the NHAI will have to hand over 90% of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.
- 5.3.12. Roads in the jurisdiction of state governments are under different categories like State Highways ("SHs") and Major District Roads. They are being developed/ upgraded through State PWDs and State Road Development Corporations. Pradhan Mantri Gram Sadak Yojana is being implemented for rural roads through the Ministry of Rural Affairs with active participation by state governments. Further, roads within urban areas are maintained/ developed mostly with PWDs and Urban Local Bodies.
- 5.3.13. State Governments have a significant role to play in developing the SHs, Major District Roads, Other District Roads to ensure the last mile connectivity. States have varying levels of maturity in terms of road infrastructure development due to issues such as inadequate identification and prioritization of projects, funding shortfall, limited institutional capacity to implement projects, etc

5.4. **Trend of Road and Highways Construction**

- 5.4.1. The length of National Highways awarded has almost doubled in the years FY15 to FY18 compared to FY11 to FY14. NHAI plans to construct 25,000 kilometres of national highways in 2022-23 at a pace of 50 km per day.
- 5.4.2. The current rate of road construction is almost three times that in 2007-08.
- 5.4.3. The launch of the Bharatmala Pariyojana in 2017 provided a big fillip to construction activity, with the pace of construction doubling from 12 km per day in 2014-15 to 30 km per day in 2022-23, and peaking at 37 km per day in 2020-21.
- 5.4.4. The government aims to take this up to 100 km per day in the next few years.
- 5.4.5. National Highway (NH) network increased by 60% from 91,287 km in 2014 to 1,46,145 km in year 2023
- 5.4.6. Length of 4 lanes and above NH increased by 2.5 times – 18,387 km (2014) to 46,179 km (Nov'23)
- 5.4.7. Length of less than 2 lane NH decreased from 30% (2014) to 10% (Nov'23)
- 5.4.8. Average pace of NH construction increased by 143% to 28.3 km/day from 2014
- 5.4.9. Expenditure is expected to increase by 9.4 times to Rs 3.17 lakh Crore from 2014

- 5.4.10. Out of 108 (3700 km) port connectivity road projects, 8 (294 km) are completed, 28 (1808 km) are awarded and DPR under-progress for 72 (1595 km) projects
- 5.4.11. Under the Union Budget 2023-24, the Government of India has allocated Rs. 2.7 lakh crore (US\$ 33 billion) to the Ministry of Road Transport and Highways.
- 5.4.12. With the Government permitting 100% Foreign Direct Investment (FDI) in the road sector, several foreign companies have formed partnerships with Indian players to capitalise on the sector's growth. Cumulative FDI inflows in construction development stood at US\$ 26.42 billion between April 2000-September 2023.
- 5.4.13. The GST on construction equipment has been reduced to 18% from 28%, which is expected to give a boost to infrastructure development in the country.
- 5.4.14. The Indian construction equipment industry, which aspires to become the world's second-largest by 2030, is believed to have grown by 25% year-on-year in FY23, surpassing 100,000-unit sales for the second year in a row.
- 5.4.15. In FY23, a total of 107,779 units of construction equipment were sold, registering an increase of 26%.
- 5.4.16. The NHDP is a program to upgrade, rehabilitate and widen major highways in India to a higher standard. The project was started in 1998 to be implemented in 7 phases.
- 5.4.17. With the launch of Bharatmala project, 10,000 km of highway construction left under NHDP was merged with Phase I of the Bharatmala project.
- 5.4.18. The Indian government launched Gati Shakti-National Master Plan, which has consolidated a list of 81 high impact projects, out of which road infrastructure projects were the top priority. The major highway projects include the Delhi-Mumbai expressway (1,350 kilometres), Amritsar-Jamnagar expressway (1,257 kilometres) and Saharanpur-Dehradun expressway (210 kilometres).
- 5.4.19. The main aim of this program is a faster approval process by digitizing the process through a dedicated Gati shakti portal.
- 5.4.20. In December 2021, the government set a highway monetization target of Rs. 2 trillion (US\$ 26.20 billion) for the next 3 years.
- 5.4.21. The Government of India has allocated Rs. 111 lakh crore (US\$ 13.14 billion) under the National Infrastructure Pipeline for FY 2019-25. The Roads sector is expected to account for 18% capital expenditure over FY 2019-25.
- 5.4.22. NHAI is planning to raise Rs. 40,000 crore (US\$ 5.72 billion) to monetise its highway assets through Infrastructure Investment Trust (InvIT). The InvIT of NHAI, National Highways Infra Trust, has raised more than Rs 8,000 crore from foreign and Indian institutional investors till October 2022.
- 5.4.23. The development of market for roads and highways is projected to exhibit a CAGR of 36.16% during 2016-2025, on account of growing government initiatives to improve transportation infrastructure in the country.
- 5.4.24. In August 2023, the National Highways Authority of India (NHAI) made a big step towards improving the highway user experience, with the introduction of 'Rajmargyatra,' a citizen-centric unified mobile application. This user-friendly app provides travellers with in-depth knowledge of Indian National Highways as well as an effective procedure for filing complaints.
- 5.4.25. In June 2023, National Highways Authority of India (NHAI) introduced a 'Knowledge Sharing' platform for sharing of knowledge and innovative best practices. This effort, which is hosted on the NHAI website, will assist the authority in working with specialists and citizens who want to exchange knowledge and views about subjects including road design, construction, road safety, environmental sustainability, and related sectors. The platform will promote the exchange of best practices from all around the world and work to strengthen the nation's national highway system.

5.5. **Implementation of important projects and expressways:**

5.5.1. **Bharatmala Pariyojna**

Bharatmala Pariyojna is a new umbrella program for the highways sector that focuses on optimizing efficiency of freight and passenger movement across the country by bridging critical infrastructure gaps through effective interventions like development of Economic Corridors, Inter Corridors and Feeder Routes, National Corridor Efficiency Improvement, Border and International connectivity roads, Coastal and Port connectivity roads and Green-field expressway.

The Bharatmala Pariyojna envisages development of about 26,000 km length of Economic Corridors, which along with Golden Quadrilateral (GQ) and North-South and East-West (NS-EW) Corridors are expected to carry majority of the Freight Traffic on roads.

A total length of 34,800 km in road projects have been proposed to be constructed with an estimated outlay of Rs 53,50,000 million (US\$ 74,150 million) under Bharatmala Pariyojna Phase-I over a five year period (2017-18 to 2021-22). In Bharatmala Pariyojna, 60% projects on Hybrid Annuity Mode, 10% projects on BOT (Toll) Mode and 30% projects on EPC mode have been envisaged respectively.

Components under Bharatmala Pariyojna Phase-I are as given below:

Component	Length (Km)	Cost (INR Mn)
Economic corridors development	9,000	1,2,00,000
Inter-corridor & feeder roads	6,000	8,00,000
National Corridors Efficiency	5,000	10,00,000
Border & International connectivity	2,000	2,50,000
Coastal & port connectivity roads	2,000	2,00,000
Expressways	800	4,00,000
Sub Total	24,800	38,50,000
Other works - under NHDP	10,000	15,00,000
Total	34,800	53,50,000

Source: Ministry of Road Transport and Highways, Government of India

The completion cost of Phase-I is now estimated 1,06,30,000 million (US\$ 130,000 million) after factoring in cost escalations up to December 2021 and is 99% higher than the initial estimates owing to substantial rise in land acquisition cost, and steep increase in input costs. It is expected to be completed in FY2028, a delay of six years from the initial envisaged completion date of FY2022. During the last seven years, around 60% (20,632 km vs 34,800 km) of highway length has been awarded as of December 2021, and ~23% of the total length completed till March 2022

5.5.2. **Char Dham Vikas Mahamarg Pariyojna:**

This project envisages development of easy access to the four dhams in India – Gangotri, Yamunotri, Kedarnath and Badrinath. Development of this route of 889 km route is expected at an estimated cost of INR 12,000 Crores.

5.5.3. **Eastern peripheral and western peripheral expressway**

These two projects will connect NH-1 and NH-2 from western and eastern side of Delhi.

5.5.4. **NH-544G Bengaluru–Vijayawada Economic Corridor**

In February 2023, Mr. Nitin Gadkari has approved the development of 32 km long 6-lane Access Controlled Greenfield Highway on NH-544G Bengaluru–Vijayawada Economic Corridor in Hybrid Annuity Mode in Andhra Pradesh worth US\$ 157 million (Rs. 1,292.65 crores).

5.5.5. **Setu Bharatam:**

This project aims to replace crossings on NHs with Road Over Bridges and Road Under Bridges. It is projected to construct 174 such structures.

- 5.5.6. To further augment road infrastructure, more economic corridors are also being planned by Government of India .
- a. In July 2023, Prime Minister Mr. Narendra Modi dedicated a six-lane greenfield motorway part of the Amritsar-Jamnagar Economic Corridor and the first phase of the Inter-State Transmission Line for Green Energy Corridor.
 - b. 1,100 km of National Highway works in the State of Kerala at an investment of INR 65,000 Crores including 600 km section of Mumbai Kanyakumari corridor in Kerala.
 - c. 675 km of highway works in the state of West Bengal at a cost of INR 25,000 Crores including upgradation of existing road-Kolkata –Siliguri.
 - d. National Highway works of around INR 19,000 Crores are currently in progress in the State of Assam. Further works of more than INR 34,000 Crores covering more than 1300 kms of National Highways will be undertaken in the State in the coming three years.
 - e. In the Union Budget of 2022-23, the increase in Budget was a whopping 68% compared to the last year and the government plans to complete 25,000 kilometres of National highways.
 - f. Up to October 2023 of FY24, the Ministry of Road Transport and National Highways awarded a total length of 2,595 kms.

5.6. **Opportunities in road development & maintenance in India**

- a. India has joined the league of 15 of global alliance which will work towards the ethical use of smart city technologies
- b. The Government aims to construct 65,000 kms of national highways at a cost of Rs. 53.5 lakh Mn (US\$ 741.51 billion).
- c. The government also aims to construct 23 new national highways by 2025.
- d. Road building in India is second least expensive in Asia.
- e. Andhra Pradesh will spend US\$ 296.05 million to build 8,970 kms of roads.
- f. In February 2022, NHAI rolled out a plan to construct 5,795 kilometres of highways that will connect 117 districts. The plan was worth Rs. 10,00,000 million (US\$ 13,090 million).

5.7. **Asset Monetisation**

- 5.7.1. **TOT Model** – Under this model, the right of collection of user fee (toll) in respect of selected operational highways constructed through public funding are assigned through a concession agreement as a result of bidding. For a specified period of 15-30 years to the Concessionaire against upfront payment of a lump-sum amount quoted to the Government/NHAI. During the concession period, the responsibility for operations and maintenance of the road assets rests with the Concessionaire. Since its launch in 2018, NHAI has successfully completed 6 rounds of the Road Asset (bundle of roads) of monetization through TOT mode and raised Rs. 2,63,660 Mn. LoAs are issued under ToT bundles 11, 12, 13 & 14 and realization of Rs 1,59,680 Mn concession fee is expected in FY 2023-24. It is also pertinent to mention here that LoAs for these 4 TOT Bundles were issued by NHAI within one day of opening of the respective Financial bids. Total asset monetization under this model is expected to be Rs 42,33,400 Mn by the end of FY 2023-24.
- 5.7.2. **InVIT Model** – NHAI has set up an InvIT under the SEBI InvIT Regulations, 2014 which is a pooled investment vehicle that issues units to investors, while having three entities for management of the Trust – Trustee, Investment Manager and Project Manager. The three entities have defined roles and responsibilities under the SEBI Regulations.

5.7.3. **Securitization through SPV Model** – A SPV/DME (100% owned by NHAI), has been created by bundling road assets under consideration and securitizing the future user fee from the road assets. NHAI will collect tolls, maintain the road assets and periodically transfer payments to the SPV sufficient for servicing debt obligations at the SPV level. About Rs.3,70,000 Mn has already been raised through this method (DME- Delhi Mumbai Expressway) by NHAI so far. Another, Rs.6,00,000 Mn is expected to be raised under this model in FY 2023-24.

5.8. **Utility Corridors**

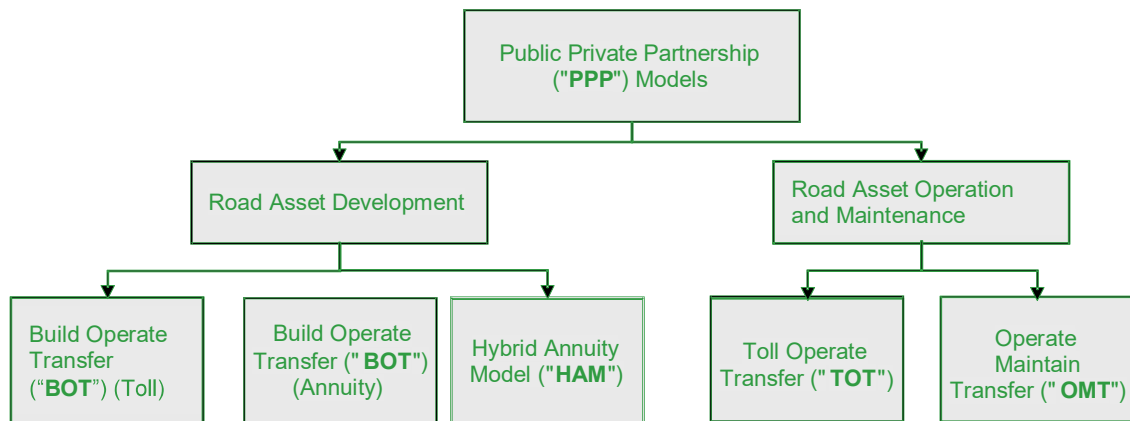
Working towards development of around 10,000 km of Optic Fibre Cables (OFC) infrastructure across the country by FY2024-25, National Highways Logistics Management Limited (NHLML), a fully owned Company of NHAI, is implementing the network of Digital Highways by developing integrated utility corridors along the National Highways to develop OFC infrastructure. Around 1,367 km on Delhi – Mumbai Expressway and 512 km on Hyderabad - Bangalore Corridor have been identified for the Digital Highway Development.

5.9. **Public Private Partnership (“PPP”) Models of road development and maintenance in India**

5.9.1. India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector. PPP has been a major contributor to the success story of the roads and highway sector in India. With the emergence of private players over the last decade, the road construction market has become fragmented and competitive. Players bidding for projects also vary in terms of size. PPP modes have been used in India for both development and operation & maintenance of road assets.

NHAI is planning to award 500 km of the 6,500 km target for FY23 through BOT mode. It may give minimum toll revenue guarantee to make it easier for contractors to bid for BOT projects.

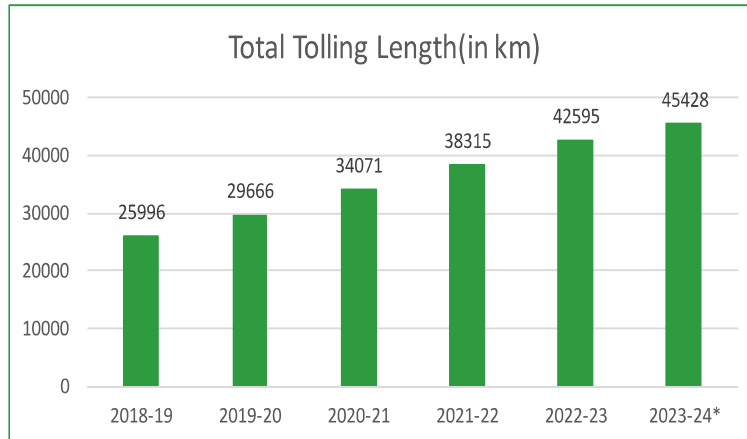
5.9.2. In August 2020, the Government of India revised the Model Concession Agreement for BOT projects to plug delays by imposing a deadline on the NHAI and incentivising timely work by concessionaires. According to revised norms, the NHAI will have to hand over 90% of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.



5.10. **Road Asset Development Models**

- **BOT Toll**

In a BOT toll project, the concessionaire is responsible for designing, building, financing, operating, maintaining, tolling and transferring the project to the relevant authority at the end of the concession period. The concession period is project specific but is usually for 20-25 years. In BOT Toll model, the concessionaire earns revenue primarily in the form of toll revenue which in turns depends on the traffic on the road stretch. Toll rates are regulated by the government through rules.



- **BOT Annuity**

Similar to a BOT Toll projects, in BOT Annuity project, the concessionaire is responsible for designing, building, financing, operating, maintaining, tolling and transferring the project to the relevant authority at the end of the concession period. However, in these projects, the right to collect toll on road stretch lies with the government. The concessionaire earns revenue in the form of pre-determined semi-annual annuity payments.

- **HAM**

Similar to a BOT projects, in HAM project, the concessionaire is responsible for designing, building, financing, operating, maintaining, tolling and transferring the project to the relevant authority at the end of the concession period. However, in these projects, the right to collect toll on road stretch lies with the government. The construction period for HAM projects is project specific and a fixed operation period of 15 years.

5.11. Major Events of 2023

- 5.11.1. Delhi-Vadodara Expressway: The Hon'ble Prime Minister dedicated to the nation 244.50 km long stretch of Delhi-Vadodara Expressway developed at a cost of about Rs. 1,18,950 Mn on 2nd October 2023.
- 5.11.2. The Hon'ble Prime Minister dedicated to the nation a road project 'four laning of 59 km long Suryapet to Khammam section of NH-365BB' built at a cost of about Rs.24,600 Mn.
- 5.11.3. The Hon'ble Prime Minister laid the foundation stone of key road projects that are part of Nagpur -Vijayawada Economic Corridor.
- 5.11.4. Foundation Stone laying for Karnataka Section of Six Lane Surat – Chennai Expressway (1270 Km)
- 5.11.5. Hon'ble Prime Minister dedicated 118 km long Bengaluru-Mysuru Expressway to the nation and laid the foundation stone for the 92 km Mysuru-Kushalnagar 4-lane highway in Mandya, Karnataka
- 5.11.6. Hon'ble Prime Minister inaugurated and laid the foundation stone of road projects worth about Rs.37,000 Mn at Chennai, Tamil Nadu.
- 5.11.7. Hon'ble Prime Minister inaugurated and laid the foundation stones for upgradation of two lanes roads in Rajsamand and Udaipur.

Foundation stones of five National Highway projects worth Rs. 64,000 Mn were laid in Raipur on 07th July 2023

5.12. **Government Investment in the Sector**

- 5.12.1. A sum of ₹7,83,490 Mn has been set aside for road works, which includes six landing of crowded sections of the Golden Quadrilateral, road development in Naxal-hit areas and provisioning of last-mile connectivity through State government's Public Works Department.

5.13. **Growth Drivers**

5.13.1. Robust Demand :

Growing domestic trade flows have led to rise in commercial vehicles and freight movement; supported by rise in production of commercial vehicles to 752,022 in FY20 which commands stronger road network in India. Higher individual discretionary spending has led to increased spending on two and four wheelers. Domestic sales of passenger vehicles, three-wheelers and two-wheelers, reached 3,069,499, 260,995, and 13,466,412 units, respectively, in FY22. Road's traffic share of the total traffic in India has grown from 13.8% to 65% in freight traffic and from 32% to 90% in passenger traffic over 1951–2019.

5.13.2. Increasing Investment :

Huge investment have been made in the sector with total investment increasing more than three times from 2014-15 to 2018- 19. Between FY16 and FY21, budget outlay for road transport and highways increased at a robust CAGR of 13.10%. NHAI has earmarked 46 projects, spanning more than 2,612 km for monetization in FY24. Plans are in place to raise up to INR 45,00,000 Mn in FY24 through monetization, of which INR3,00,000 Mn will be raised through ToT mode and INR1,50,000 Mn through InvITs. NHAI will bid out nearly 75% of new highway projects on PPP, FY24 onwards. Projects worth over INR 5000 Mn will preferably be executed through PPP mode.

5.13.3. Policy Support :

100% FDI is allowed under automatic route subject to applicable laws and regulations, standardized process for bidding and tolling. Government of India has set up India Infrastructure Finance Company (IIFCL) to provide long-term funding for infrastructure projects.

5.14. **Challenges & Issues in the Sector**

5.14.1. Land Acquisition Delays & Cost :

- Land acquisition cost has increased more than 30% since 2017, primarily due to enhanced compensation payment requirements as per 'The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013'.
- Delay in pre-construction activities (such as land acquisition, relocation) affects project timelines. Land acquisition for road projects involves various stages. Each stage involves a number of stakeholders and regulatory bodies. Thus processes consume considerable time.

5.14.2. Regulatory Approvals & Disputes :

- Road development process requires a number of approvals such as environmental clearance, forest clearance, railways clearance, etc. Each of these activities takes considerable time and non-adherence to timelines result in cost overruns due to delays.
- Claims arising out of disputes between the concessionaire/ contractor and the government authorities are also a significant cost which can lead to large liabilities.

5.14.3. Operational Issues :

- Uncertainty of toll revenue collection and variation of collected toll revenue compared to projected levels as Actual traffic is much less than the anticipated traffic.
- Often unforeseen weather conditions require unplanned O&M, over and above the routine and periodic maintenance activities. This results in enhanced O&M expenses. The increase in O&M costs is also affecting the project returns

5.14.4. Financing road construction projects :

- In the case of toll motorways, the challenge of financing construction projects is different but still remains. Traditionally, the construction of toll motorways is a profitable investment but in the times of recession, funding may be rare or nonexistent.
- Powerful national economies may be able to efficiently tackle the problem but weaker economies can hardly find the financing sources for road construction projects.

5.14.5. Climate Change :

- The road sector is vulnerable to climate change impacts. Climate change and extreme weather events pose a significant challenge to the safety, reliability, effectiveness and sustainability of road transportation systems. Tsunami waves, wildfires, floods and hurricanes constitute a big risk for passengers, vehicles and goods, as well as for the integrity of the transport infrastructure.
- Since reliable road transport is an essential driver of economic growth and social wellbeing worldwide, national road authorities and motorway operators must adapt the infrastructure to climate change and increase the resilience of road transport to extreme weather

5.14.6. Economy and cost effectiveness :

- Among all transport modes, road transport occupies a significant place in short- and medium distance travel operations. However, the unit cost of transportation (per ton × km), compared with other modes of transport, remains high and is getting higher and cost-ineffective as the travel distance increases.
- Road transport cost comprises direct costs (fuel, capital depreciation, maintenance, motorway tolls, ferry fares and wages) and external costs (noise, congestion, infrastructure damages, health and environmental issues).

5.15. **Recent Initiatives by Government**

5.15.1. Bhoomi Rashi – Land Acquisition Portal

The ministry has corroborated with the National Informatics Centre, to create Bhoomirashi, a web portal which digitises the cumbersome land acquisition process, and also helps in processing notifications relating to land acquisition online. Processing time, which was earlier two to three months has come down to one to two weeks now.

5.15.2. Central Road and Infrastructure Fund (CRIF)

A majority of the Ministry's expenditure is managed through transfers from the CRIF. A portion of the cess collected on motor spirit and high-speed diesel is earmarked for the development of NHs and SHs, and the amount is transferred to the non-lapsable CRIF. This amount is eventually released to the NHAI, and to the state/UT governments for the development of road infrastructure, and other projects (such as ports, railway track, airports) in the country. For 2024-25, the transfer from CRIF towards the Ministry is estimated at Rs 3,46,400 Mn.

5.15.3. National Investment Fund (NIF)

The NIF was created in 2005, and is credited with proceeds from disinvestments of public sector enterprises. The Ministry finances the Special Accelerated Road Development Programme in North East (SARDP-NE) with funds from the NIF.

5.15.4. FASTag – Electronic Toll Collection

National Electronic Toll Collection (NETC) system, has been implemented on pan India basis in order to remove bottlenecks and ensure seamless movement of traffic and collection of user fee as per the notified rates, using passive Radio Frequency Identification (RFID) technology.

5.15.5. Revival of languishing projects

Projects which were languishing for a number of years have been attempted to be revived, with the help of a number of policy measures taken by the government. Some of the policy measures like Premium deferment in stressed projects, extension of concession period for languishing projects to the extent of delay not attributable to concessionaires, One Time Capital Support for physical completion of languishing projects that

have achieved at least 50 per cent physical progress, through one time fund infusion by NHAI, subject to adequate due diligence on a case to case basis.

5.15.6. Rural development

The Central government launched the Pradhan Mantri Gram Sadak Yojana on December 25, 2000, to provide all-weather road connectivity to the eligible unconnected habitations in rural areas. Over 7 lakh kilometres of roads have been constructed under the first and second phases of the scheme, which is currently in its third phase. Under the Union Budget 2024-25, the Government of India allocated Rs. 1,90,000 Mn (US\$ 2,370 million) for Pradhan Mantri Gram Sadak Yojana (PMGSY).

5.15.7. Improve safety standards

In October 2021, the government announced rules to improve road safety, such as fixed driving hours for commercial truck drivers and a mandate to install sleep detection sensors in commercial vehicles. In October 2020, a memorandum of understanding (MoU) has been signed with the National Highways Authority of India (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.

5.15.8. Portfolios in roads & highways sector

In October 2020, the National Investment and Infrastructure Fund (NIIF) is making progress towards integrating its road and highway portfolio. The NIIF has acquired Essel Devanahalli Tollway and Essel Dichpally Tollway through the NIIF master fund. These road infra-projects will be supported by Athaang Infrastructure, NIIF's proprietary road network, assisted by a team of established professionals with diverse domain expertise in the transport field.

5.15.9. International Tie-ups

In December 2020, the Ministry of Road Transport and Highways signed a MoU with the Federal Ministry of Climate Action, Environment, Energy, Mobility, Innovation and Technology of the Republic of Austria on technology cooperation in the road infrastructure sector.

5.15.10. Encourage private funding to reduce finance constraints

- From April 2000 to September 2022, the construction sector in India attracted 26 billion U.S. dollars in foreign direct investments (FDI) for construction development. Another 28 billion U.S. dollars went into construction activities. Maif 2 Investments India Pvt. Ltd. became the first-largest foreign investment in Indian roads sector under toll-operate-transfer (TOT) mode worth Rs. 9,6815 Mn (US\$ 1,500 million).
- In October 2020, the Asian Development Bank (ADB) and the Government of India signed a US\$ 177 million loan to upgrade 450 kms of state highways and major district roads in Maharashtra.
- In January 2021, the Government of India and New Development Bank (NDB) signed two loan agreements for US\$ 646 million for upgrading the state highway and district road networks in Andhra Pradesh.
- 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 incentivising timely work by concessionaires.
- According to revised norms, the NHAI will have to hand over 90% of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.

5.16. **Outlook**

5.16.1. Highway construction in India increased at 17.00% CAGR between FY16-FY21. Despite pandemic and lockdown, India has constructed 10,457 km of highways in FY22. Under the Union Budget 2023-24, the Government of India has allocated Rs. 2.7 lakh crore (US\$ 33 billion) to the Ministry of Road Transport and Highways. In FY23 (until December), the Ministry of Road Transport and Highways constructed national highways extending 6,318 kms.

5.16.2. Development and maintenance of road infrastructure is a key Government priority, the sector has received strong budgetary support over the years. During the past years, the standardized processes for Public Private Partnership & public funded projects and a clear policy framework relating to bidding and tolling have also been developed.

- 5.16.3. The major initiatives undertaken by the Government such as National Infrastructure Pipeline (NIP) and the PM Gati Shakti National Master Plan will raise productivity, and accelerate economic growth and sustainable development.
- 5.16.4. The highways sector in India has been at the forefront of performance and innovation. The government is committed towards expanding the National Highway network to 2 lakh kilometres by 2025 emphasizing the construction of the World Class Road infrastructure in time bound & target oriented way. India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector.
- 5.16.5. The Asian Development Bank ranked India at the first spot in PPP operational maturity and also designated India as a developed market for PPPs. The Hybrid Annuity Model (HAM) has balanced risk appropriated between private and public partners and boosted PPP activity in the sector.
- 5.16.6. The Government of India has allocated Rs. 111 lakh crore (US\$ 1.4 trillion) under the National Infrastructure Pipeline for FY25. The roads sector is likely to account for 18% capital expenditure over FY25.

Sources: IBEF Roads Report, Nember 2022; KPMG Report - Roads and Highway Sector; ICRA reports, website of Ministry of Road Transport and Highways, Government of India.

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6. Valuation Methodology and Approach

- 6.1. The present valuation exercise is being undertaken in order to derive the fair EV of the SPVs.
- 6.2. The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the valuers, based on the facts and circumstances as applicable to the business of the company to be valued.
- 6.3. There are three generally accepted approaches to valuation:
 - (a) "Cost" approach
 - (b) "Market" approach
 - (c) "Income" approach

6.4. Cost Approach

The cost approach values the underlying assets of the business to determine the business value. This valuation method carries more weight with respect to holding companies than operating companies. Also, cost value approaches are more relevant to the extent that a significant portion of the assets are of a nature that could be liquidated readily if so desired.

Net Asset Value ("NAV") Method

The NAV Method under Cost Approach considers the assets and liabilities, including intangible assets and contingent liabilities. The Net Assets, after reducing the dues to the preference shareholders, if any, represent the value of a company.

The NAV Method is appropriate in a case where the main strength of the business is its asset backing rather than its capacity or potential to earn profits. This valuation approach is also used in cases where the firm is to be liquidated, i.e. it does not meet the "Going Concern" criteria.

As an indicator of the total value of the entity, the NAV method has the disadvantage of only considering the status of the business at one point in time.

Additionally, NAV does not properly take into account the earning capacity of the business or any intangible assets that have no historical cost. In many aspects, NAV represents the minimum benchmark value of an operating business.

6.5. Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies, and comparable companies' trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiples ("CCM") Method

The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the 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 to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Comparable Transactions Multiples ("CTM") Method

Under the CTM Method, the value is determined on the basis of multiples derived from valuations of similar transactions in the industry. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. Few of such multiples are EV/Earnings before Interest, Taxes, Depreciation & Amortization ("EBITDA") multiple and EV/Revenue multiple.

Market Price Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

6.6. **Income Approach**

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

DCF Method

Under DCF Method value of a company can be assessed using the FCFF or Free Cash Flow to Equity Method ("FCFE"). Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the WACC. The WACC, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.

The perpetuity (terminal) value is calculated based on the business' potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business' future operations. The EV (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

6.7. **Conclusion on Valuation Approach**

It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond my control. In performing my analysis, I have made numerous 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, and prospects, financial and otherwise, of the SPVs, and other factors which generally influence the valuation of companies and their assets.

6.8. The goal in selection of valuation approaches and methods for any business is to find out the most appropriate method under particular circumstances on the basis of available information. No one method is suitable in every possible situation. Before selecting the appropriate valuation approach and method, I have considered various factors, inter-alia, the basis and premise of current valuation exercise, purpose of valuation exercise, respective strengths and weaknesses of the possible valuation approach and methods, availability of adequate inputs or information and its reliability and valuation approach and methods considered by the market participants.

Cost Approach

The existing book value of EV of the SPVs comprising of the value of its Net fixed assets, Financial assets, Other non-current assets and working capital based on the provisional financial statements as at 30th September 2024 prepared as per Indian Accounting Standards (Ind AS) are as under :

Sr No.	SPV	INR Mn	
		Book EV*	Adjusted EV **
1	GPEL	4,140	4,911
2	PDEPL	7,779	8,016
3	GDHPL	8,762	9,646
4	GASHPL	4,337	4,428
5	VSEPL	11,591	12,370
6	GSSHPL	4,954	5,422
7	GDDHPL	4,774	5,355
8	GAKHPL	9,751	10,683
Total of all SPVs		56,087	60,830

* Enterprise Value ("EV") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

** Adjusted Enterprise Value of the SPVs is derived as the EV as defined above plus cash or cash equivalents of the SPVs as at the Valuation Date.

In the present case, the SPVs operate and maintain the project facilities in accordance with the terms and conditions under the relevant concession agreement(s). During the concession period, the SPVs operate and maintain their respective road assets and earn revenues through annuity payment that are pre-determined as per the respective concession agreement. In such scenario, the true worth of the business is reflected in its future earning capacity rather than the cost of the project. Accordingly, I have not considered the cost approach for the current valuation exercise.

Market Approach

The present valuation exercise is to undertake fair EV of the SPVs engaged in the road infrastructure projects for a predetermined tenure. Further, the tariff revenue and expenses are very specific to the SPVs depending on the nature of their geographical location, stage of project, terms of profitability. In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I have not considered CCM method in the present case. In the absence of adequate details about the Independent Comparable Transactions, I was unable to apply the CTM method as a measure of valuation. Currently, the equity shares of the SPVs are not listed on any recognized stock exchange of India. Hence, I was unable to apply market price method.

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Income Approach

Each of the SPVs operates under a DBOT based concession agreement with NHAI.

Currently, each of the SPVs are completed and are revenue generating. The revenue of the SPVs is based on tenure, annuity payments, operations and other factors that are unique to each of the SPVs. The revenue of the SPVs is mainly derived from the annuity payments (annuity fees), interest income on balance annuity payments (which is linked to bank rate) and O&M payments (adjusted for inflation), that is defined under respective Concession Agreement for operation period.

The annuity fees are typically pre-determined with the relevant government authority (NHAI in this case) and cannot be modified to reflect prevailing circumstances. Interest on balance annuity payments are linked to bank rate, which is changed by RBI based on prevailing market conditions. The rights in relation to the underlying assets of all the SPVs shall be transferred after the expiry of the Concession Period. Accordingly, since all the SPVs are generating income based on pre-determined agreements / mechanism and since the Investment Manager has provided me with the financial projections of the SPVs for the balance tenor of the concession agreements, DCF Method under the income approach has been considered as the appropriate method for the present valuation exercise.

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7. Valuation of the SPVs

- 7.1. I have estimated the fair EV and Adjusted Enterprise Value of the SPVs using the DCF Method. While carrying out this engagement, I have relied extensively on the information made available to me by the Investment Manager. I have considered projected financial statement of the SPVs as provided by the Investment Manager.

Valuation

- 7.2. The key assumptions of the projections provided to me by the Investment Manager are:

Key Assumptions:

7.2.1. Revenue cash flows

The Cash flow for the SPVs can be divided into two segments:

Payment NHAI during the Construction Period:

Each SPV was eligible to receive 40% of the Bid Project Cost, adjusted for the price index multiple, in 5 equal installments during the construction period. I have been represented by the Investment Manager that all the SPVs have received the agreed portion of the inflation adjusted bid project cost (of 40%) as per their respective concession agreement. Hence, no further cash flow receipts are attributable towards this segment of cash flows.

Payment by NHAI during the Operation Period: Accordingly, the revenue of the SPVs would mainly consists of the following receipts:

- a. **Annuity payments:** The Bid Project Cost remaining, adjusted for the price index multiple, to be paid in pursuance of the respective concession agreements (i.e. the Balance Completion Cost) is eligible to be received by the respective SPVs by way of specified biannual installments as mentioned in their respective concession agreement for the balance period of operations.
- b. **Interest:** As per the concession agreements, the SPVs are entitled to receive interest on reducing Balance Completion Cost equal to applicable Bank Rate (as decided by the Monetary Policy Committee and published by the Reserve Bank of India) + 3.00% spread. Such interest is due and payable along with each of the biannual installments as mentioned above; and
- c. **Operation and Maintenance Revenue:** In lieu of O&M expenses to be incurred by SPV, SPVs are eligible for certain O&M income (as defined in the respective concession agreement) at each biannual installment date, duly adjusted for an appropriate inflation rate.

Following table summarizes the payment received by the respective SPVs from NHA till the Valuation Date, and balance number of biannual annuity installments expected to be received:

	INR Mn							
INR in Mn	GPEL	PDEPL	GDHPL	GASHPL	VSEPL	GSSHPL	GDDHPL	GAKHPL
First Annuity	567	632	778	331	1,080	405	482	958
Second Annuity	561	630	796	303	1,100	393	594	871
Third Annuity	556	636	897	343	1,095	452	591	694
Fourth Annuity	562	633	929	434	1,197	337	582	
Fifth Annuity	578	678	937	400	1,271	464		
Sixth Annuity	641	737	925	399	1,293	463		
Seventh Annuity	656	729			1,096			
Eighth Annuity	656	734						
Ninth Annuity	648							
Total	5,425	5,409	5,262	2,210	8,132	2,514	2,249	2,523
No. of Annuities received till date	9	8	6	6	7	6	4	3
No. of Annuities yet to be received	21	22	24	24	23	24	26	27

**The annuities have been rounded-off*

7.2.2. Expenditure:

Since all the SPVs are operational on the Valuation Date, following are the major costs incurred by the SPV:

Operation and Maintenance Costs (Routine) (“O&M Costs”)

These are routine costs incurred every year. These costs are related to the normal wear and tear of the road and hence involve repairing the patches damaged mainly due to heavy traffic movement. O&M Costs also includes staff salaries, project management fees, professional fees, insurance, security expenses, electricity, etc. The primary purpose of these expenses is to maintain the road as per the specifications mentioned in the respective concession agreement. SPV is generally responsible for carrying out operation and maintenance activities at its road during its concession period. Within the scope of such operation and maintenance obligations, the SPV may be required to undertake routine maintenance of project roads, maintain and comply with safety standards to ensure smooth and safe traffic movement, deploy adequate human resources for incident management, maintain proper medical and sanitary arrangements for personnel deployed at the site, prevent any unauthorized entry to and exit from the project as may be required.

The Investment Manager has provided the estimated O&M costs for the projected period and I have corroborated the said expenses with O&M Contract signed with GR Infra through the Project manager i.e. Aadharshila Infratech Private Limited.

I understand that at the end of the seven years from the date of listing of units of the Trust, the O&M contract may be reviewed at the discretion of either of the contracting parties and the costs thereof may be mutually renegotiated if required.

Major Maintenance and Repairs Costs (“MMR Costs”)

Estimating the MMR Costs

Period maintenance expenses will be incurred on periodic basis say every 5 years or more. These are the costs incurred to bring the road assets back to its earlier condition or keep the road assets in its present condition. These expenses are primarily related to the construction or re-laying of the top layer of the road. Accordingly, such costs includes considerable amount of materials and labour.

The Investment Manager has provided the estimated MMR cost for the projected period and I have corroborated the said expenses with O&M contract signed with GR Infra through the Project manager i.e.

Aadharshila Infratech Private Limited. I understand that at the end of the seven years from the date of listing of units of the Trust, the O&M contract may be reviewed at the discretion of either of the contracting parties and the costs thereof may be mutually renegotiated if required.

7.2.3. **Capital Expenditure (“Capex”):** As represented by the Investment Manager, regarding the maintenance Capex, the same has already been considered in the Operation & Maintenance expenditure and Major Maintenance and Repairs expenditure for the projected period.

7.2.4. **Direct Taxes:** As per the discussions with the Investment Manager, the new provisions of Income Tax Act, 1961 (Section 115BAA) have been considered for the projected period of all SPVs. The SPVs have been filing their income tax returns basis the IND AS Income, adjusted for adjustments prescribed by Income Computation and Deduction Standards IV i.e Revenue Recognition, which can be substantiated from the tax audit reports of the respective SPVs. I have relied on the representation of the Investment Manager for the projected tax outflow for the projected period.

7.2.5. **Working Capital:**

The Investment Manager has provided projected financial information on biannual basis for all the SPVs. The biannual period are based on the annuity dates of the respective SPVs. The amount of O&M expenses payable to GR Infra by the SPVs on the basis of their respective O&M Agreements is also due and payable on the basis of the annuity amount and date on which annuities are received. Hence, for all the SPVs where annuity payments are material component of revenue, there are no receivables and payables estimated to be outstanding at their respective annuity dates during the biannually prepared projected period. Other working capital items outstanding as at the Valuation Date mainly represents the advance income tax, GST input tax (and cash) credit, prepaid expenses, etc. that are separately adjusted in the calculation of the enterprise values of the SPVs. The Investment Manager has provided projected Working Capital information for all the SPVs. I have relied on the same.

7.2.6. **GST Claim:** The Investment Manager has informed us that due to the changes in extant provision of the Goods & Services Tax (“GST”) laws, the SPVs are eligible to receive GST claim from NHAI which are as follows:

- i. **On Annuity:** As per the clarification notification of Ministry of Road Transport & Highways as on 27th August 2021 vis-à-vis Ministry of Finance circular dated 17th June 2021, SPVs are eligible to claim reimbursement of GST on annuity, considering change in law, after adjusting GST input credit lying with the SPVs.
- ii. **On Interest on Annuity:** As per the Ministry of Finance circular dated 17th June 2021, GST will be applicable on annuity (deferred payments) paid for construction of roads i.e. annuity plus interest, additionally Ministry of Road Transport & Highways issued clarification dated 17th June 2021 that the SPVs will be eligible to claim reimbursement of GST on interest.
- iii. **Change in GST rates:** Ministry of Finance vide notification no. 03/2022 dated 13th July 2022, increased the GST rates applicable on road construction services from 12% to 18%. As per the clarification of Ministry of Road Transport & Highways dated 20th September 2022, the above increase in GST rates are eligible for reimbursement from NHAI as it is considered as change in law (i.e. change of rate).

7.3. **Impact of Ongoing Material Litigation on Valuation**

As on 30th September 2024, there are no ongoing material litigations, except indirect tax litigations as shown in Appendix 4. Further, Investment Manager has informed us that majority of the tax litigations are low to medium risk and accordingly no material outflow is expected against the litigations, hence no impact has been factored on the valuation of the SPVs. Further, I have been informed by the Investment Manager that the tax litigations prior to acquisition of SPVs by the Trust shall be covered by an indemnity given by the Settlor (GR Infra) for a period of eight years (from date of such transfer) through the Share Purchase Agreement (“SPA”) to be executed between the Trust and the Settlor.

7.4. Calculation of Weighted Average Cost of Capital for the SPVs

7.4.1. **Cost of Equity:**

Cost of Equity (CoE) is a discounting factor to calculate the returns expected by the equity holders depending on the perceived level of risk associated with the business and the industry in which the business operates.

For this purpose, I have used the Capital Asset Pricing Model (CAPM), which is a commonly used model to determine the appropriate cost of equity for the SPVs.

$$K(e) = R_f + [ERP * \text{Beta}] + \text{CSRP}$$

Wherein:

K(e) = cost of equity

R_f = risk free rate

ERP = Equity Risk Premium

Beta = a measure of the sensitivity of assets to returns of the overall market

CSRP = Company Specific Risk Premium (In general, an additional company-specific risk premium will be added to the cost of equity calculated pursuant to CAPM).

For valuation exercise, I have arrived at adjusted cost of equity of the SPVs based on the above calculation (Refer Appendix 2).

7.4.2. **Risk Free Rate:**

I have applied a risk free rate of return of 6.69% on the basis of the zero coupon yield curve as on 30th September 2024 for government securities having a maturity period of 10 years, as quoted on the website of Clearing Corporation of India Limited.

7.4.3. **Equity Risk Premium (“ERP”):**

Equity Risk Premium is a measure of premium that investors require for investing in equity markets rather than bond or debt markets. The equity risk premium is estimated based on consideration of historical realised returns on equity investments over a risk-free rate as represented by 10 year government bonds. Based on the aforementioned, a 7% equity risk premium for India is considered appropriate.

7.4.4. **Beta:**

Beta is a measure of the sensitivity of a company's stock price to the movements of the overall market index. In the present case, I find it appropriate to consider the beta of companies in similar business/ industry to that of the SPVs for an appropriate period.

For the valuation of the SPVs, I find it appropriate to consider the beta of PG InvIT and IRB InvIT fund for an appropriate period. The beta so arrived, is further adjusted based on the factors of mentioned SPVs like completion of projects, revenue certainty, past collection trend, lack of execution uncertainty, etc. to arrive at the adjusted unlevered beta appropriate to the SPVs.

I have further unlevered the beta of such companies based on market debt-equity of the respective company using the following formula:

$$\text{Unlevered Beta} = \text{Levered Beta} / [1 + (\text{Debt} / \text{Equity}) * (1-T)]$$

Further I have re-levered it based on debt-equity at 70:30 based on the industry Debt: Equity ratio of HAM based projects using the following formula:

$$\text{Re-levered Beta} = \text{Unlevered Beta} * [1 + (\text{Debt} / \text{Equity}) * (1-T)]$$

Accordingly, as per above, I have arrived at re-levered betas of the SPVs. (Refer Appendix 2)

7.4.5. **Company Specific Risk Premium (“CSRP”):**

As the risk inherent in achieving the future cash flows. In the present case, considering the counterparty risk for Discount Rate is the return expected by a market participant from a particular investment and shall reflect not only the time value of money but also the risk inherent in the asset being valued as well certain SPVs, considering the length of the explicit period for the SPVs, and basis my discussion with Investment Manager, I found it appropriate to 0% CSRP for the SPVs.

7.4.6. **Cost of Debt:**

The calculation of Cost of Debt post-tax can be defined as follows:

$$K(d) = K(d) \text{ pre-tax} * (1 - T)$$

Wherein:

K(d) = Cost of debt

T = tax rate as applicable

For valuation exercise, pre-tax cost of debt has been considered as 8.10%, as represented by the Investment Manager.

7.4.7. **Weighted Average Cost of Capital (WACC):**

The discount rate, or the WACC, is the weighted average of the expected return on equity and the cost of debt. The weight of each factor is determined based on the company's optimal capital structure.

Formula for calculation of WACC:

$$WACC = [K(d) * Debt / (Debt + Equity)] + [K(e) * (1 - Debt / (Debt + Equity))]$$

Accordingly, as per above, I have arrived the WACC for the explicit period of the SPVs.

(Refer Appendix 2 for detailed workings).

7.4.8. **Cash Accrual Factor (CAF) and Discounting Factor**

Discounted cash flow require to forecast cash flows in future and discount them to the present in order to arrive at present value of the asset as on Valuation Date. To discount back the projections we use the Cash Accrual Factor ("CAF"). The Cash Accrual Factor refers to the duration between the Valuation date and the point at which each cash flow is expected to accrue.

In case of HAM Projects, the annuities are received bi-annually at a predetermined date and the concession agreement provides that the annuities would be realized in 15 days from the annuity date. Hence we have considered appropriate annuity realizations date for the purpose of determination of the CAF. Accordingly, the cash flows during each year of the projected period are discounted back from the respective annuity realization to Valuation Date. Discounted cash flow is equal to sum of the cash flow in each period divided by discounting factor, where the discounting factor is determined by raising one plus discount rate (WACC) to the power of the CAF.

$$DCF = [CF_1 / (1+r)^{CAF1}] + [CF_2 / (1+r)^{CAF2}] + \dots + [CF_n / (1+r)^{CAFn}]$$

Where,

CF = Cash Flows,

CAF = Cash accrual factor for particular period

R = Discount Rate (i.e. WACC)

7.5. At the end of the agreed concession period, the rights in relation to the underlying assets, its operations and the obligation to maintain the road reverts to the government authority that granted the concession. Hence, SPVs are not expected to generate cash flow after the expiry of their respective concession agreements. Accordingly, I found it appropriate not to consider terminal period value, which represents the present value at the end of explicit forecast period of all subsequent cash flows to the end of the life of the asset or into perpetuity if the asset has an indefinite life, in this valuation exercise.

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8. Valuation Conclusion

- 8.1. The current valuation has been carried out based on the discussed valuation methodology explained herein earlier. Further, various qualitative factors, the business dynamics and growth potential of the business, having regard to information base, management perceptions, key underlying assumptions and limitations were given due consideration.
- 8.2. I have been represented by the Investment Manager that there is no potential devolvement on account of the contingent liability as of valuation date; hence no impact has been factored in to arrive at fair EV of the SPVs.
- 8.3. Based on the above analysis, the fair EV and Adjusted Enterprise Value as on the Valuation Date of the SPVs is as mentioned below:

INR Mn					
Sr. No.	SPVs	Approximate Projection Period (Balance Concession Period)	WACC	Fair EV (INR Mn)	Fair Adj EV (INR Mn)
1	GPEL	~10 Years -5 Months	7.45%	4,789	5,560
2	PDEPL	~10 Years -6 Months	7.45%	7,965	8,203
3	GDHPL	~11 Years -9 Months	7.45%	9,455	10,338
4	GASHPL	~11 Years -6 Months	7.45%	4,653	4,745
5	VSEPL	~11 Years -1 Months	7.45%	12,839	13,618
6	GSSHPL	~11 Years -9 Months	7.45%	5,327	5,794
7	GDDHPL	~12 Years -10 Months	7.45%	5,839	6,419
8	GAKHPL	~13 Years -5 Months	7.45%	10,671	11,604
Total				61,538	66,281

(Refer Appendix 1 for detailed workings)

- 8.4. EV is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.
- 8.5. Adjusted Enterprise Value is derived as EV as defined above plus cash or cash equivalents of the SPVs as at 30th September 2024.
- 8.6. On request of the Investment Manager, I have also calculated the 100% Equity Value of the SPVs as on the Valuation Date. For arriving at the 100% Equity Value, I have adjusted the EV arrived under DCF method for cash & cash equivalents, borrowings from lenders and Subordinated debts from related party, based on the balance sheet of the SPVs as on the Valuation Date to arrive at the 100% Equity Value of the SPVs
- 8.7. Calculation of Equity Value of the SPVs as on the Valuation Date:

INR Mn								
	GPEL	PDEPL	GDHPL	GASHPL	VSEPL	GSSHPL	GDDHPL	GAKHPL
Fair Enterprise Value	4,789	7,965	9,455	4,653	12,839	5,327	5,839	10,671
<i>Adjustments:</i>								
Cash & Cash Equivalents	771	237	884	92	779	468	580	933
Borrowings from Related party	(4,476)	(6,075)	(7,872)	(3,433)	(9,888)	(4,057)	(5,071)	(9,867)
Equity Value	1,083	2,127	2,467	1,312	3,730	1,737	1,348	1,737

- 8.8. The fair EV of the SPVs is estimated using DCF method. The valuation requires Investment Manager to make certain assumptions about the model inputs including forecast cash flows, discount rate, and credit risk.

- 8.9. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions 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.
- 8.10. Accordingly, I have conducted a quantitative sensitivity analysis on certain model inputs, the results of which are as indicated below:
- WACC by increasing / decreasing it by 1.0%
 - WACC by increasing / decreasing it by 0.5%
 - Total Expenses by increasing / decreasing it by 10%
 - Total Expenses by increasing / decreasing it by 20%

1. Fair Enterprise Valuation Range based on

a. WACC parameter (1.0%)

Sr. No.	SPVs	WACC +1.0%		Base WACC		WACC -1%	
		EV	EV	EV	EV		
1	GPEL	8.45%	4,599	7.45%	4,789	6.45%	4,991
2	PDEPL	8.45%	7,643	7.45%	7,965	6.45%	8,312
3	GDHPL	8.45%	9,055	7.45%	9,455	6.45%	9,886
4	GASHPL	8.45%	4,460	7.45%	4,653	6.45%	4,862
5	VSEPL	8.45%	12,301	7.45%	12,839	6.45%	13,418
6	GSSHPL	8.45%	5,088	7.45%	5,327	6.45%	5,584
7	GDDHPL	8.45%	5,551	7.45%	5,839	6.45%	6,152
8	GAKHPL	8.45%	10,162	7.45%	10,671	6.45%	11,224
Total of all SPVs			58,858		61,538		64,429

b. WACC parameter (0.5%)

Sr. No.	SPVs	WACC +0.5%		Base WACC		WACC -0.5%	
		EV	EV	EV	EV		
1	GPEL	7.95%	4,692	7.45%	4,789	6.95%	4,888
2	PDEPL	7.95%	7,801	7.45%	7,965	6.95%	8,136
3	GDHPL	7.95%	9,251	7.45%	9,455	6.95%	9,666
4	GASHPL	7.95%	4,555	7.45%	4,653	6.95%	4,755
5	VSEPL	7.95%	12,565	7.45%	12,839	6.95%	13,123
6	GSSHPL	7.95%	5,205	7.45%	5,327	6.95%	5,453
7	GDDHPL	7.95%	5,692	7.45%	5,839	6.95%	5,992
8	GAKHPL	7.95%	10,411	7.45%	10,671	6.95%	10,942
Total of all SPVs			60,173		61,538		62,955

c. Expenses parameter (10%)

		INR Mn		
Sr. No.	SPVs	EV at Expenses +10.0%	EV at Base Expenses	EV at Expenses -10.0%
1	GPEL	4,514	4,789	5,063
2	PDEPL	7,846	7,965	8,085
3	GDHPL	9,154	9,455	9,756
4	GASHPL	4,584	4,653	4,722
5	VSEPL	12,487	12,839	13,191
6	GSSHPL	5,252	5,327	5,402
7	GDDHPL	5,750	5,839	5,928
8	GAKHPL	10,477	10,671	10,865
Total of all SPVs		62,633	61,538	65,008

d. Expenses parameter (20%)

		INR Mn		
Sr. No.	SPVs	EV at Expenses +20.0%	EV at Base Expenses	EV at Expenses -20.0%
1	GPEL	4,240	4,789	5,337
2	PDEPL	7,727	7,965	8,204
3	GDHPL	8,853	9,455	10,057
4	GASHPL	4,515	4,653	4,792
5	VSEPL	12,135	12,839	13,542
6	GSSHPL	5,177	5,327	5,477
7	GDDHPL	5,661	5,839	6,017
8	GAKHPL	10,283	10,671	11,059
Total of all SPVs		58,590	61,538	64,485

2. Adjusted Enterprise Valuation Range based on

a. WACC parameter (1.0%)

		INR Mn					
Sr. No.	SPVs	WACC +1.0%	Adjusted EV	Base WACC	Adjusted EV	WACC -1.0%	Adjusted EV
1	GPEL	8.45%	5,369	7.45%	5,560	6.45%	5,762
2	PDEPL	8.45%	7,880	7.45%	8,203	6.45%	8,549
3	GDHPL	8.45%	9,938	7.45%	10,338	6.45%	10,770
4	GASHPL	8.45%	4,552	7.45%	4,745	6.45%	4,953
5	VSEPL	8.45%	13,080	7.45%	13,618	6.45%	14,197
6	GSSHPL	8.45%	5,556	7.45%	5,794	6.45%	6,052
7	GDDHPL	8.45%	6,131	7.45%	6,419	6.45%	6,732
8	GAKHPL	8.45%	11,095	7.45%	11,604	6.45%	12,157
Total of all SPVs			63,601		66,281		69,172

b. WACC parameter (0.5%)

Sr. No.	SPVs	INR Mn					
		WACC +0.5%	Adjusted EV	Base WACC	Adjusted EV	WACC -0.5%	Adjusted EV
1	GPEL	7.95%	5,463	7.45%	5,560	6.95%	5,659
2	PDEPL	7.95%	8,038	7.45%	8,203	6.95%	8,373
3	GDHPL	7.95%	10,135	7.45%	10,338	6.95%	10,550
4	GASHPL	7.95%	4,646	7.45%	4,745	6.95%	4,847
5	VSEPL	7.95%	13,344	7.45%	13,618	6.95%	13,902
6	GSSHPL	7.95%	5,673	7.45%	5,794	6.95%	5,921
7	GDDHPL	7.95%	6,272	7.45%	6,419	6.95%	6,572
8	GAKHPL	7.95%	11,344	7.45%	11,604	6.95%	11,875
Total of all SPVs			64,916		66,281		67,698

3. 100% Equity Valuation Range based on

a. WACC parameter (1.0%)

Sr. No.	SPVs	INR Mn					
		WACC +1.0%	Equity Value	Base WACC	Equity Value	WACC -1.0%	Equity Value
1	GPEL	8.45%	893	7.45%	1,083	6.45%	1,286
2	PDEPL	8.45%	1,805	7.45%	2,127	6.45%	2,474
3	GDHPL	8.45%	2,066	7.45%	2,467	6.45%	2,898
4	GASHPL	8.45%	1,119	7.45%	1,312	6.45%	1,520
5	VSEPL	8.45%	3,192	7.45%	3,730	6.45%	4,309
6	GSSHPL	8.45%	1,499	7.45%	1,737	6.45%	1,995
7	GDDHPL	8.45%	1,060	7.45%	1,348	6.45%	1,661
8	GAKHPL	8.45%	1,228	7.45%	1,737	6.45%	2,289
Total of all SPVs			12,862		15,541		18,433

b. WACC parameter (0.5%)

Sr. No.	SPVs	INR Mn					
		WACC +0.5%	Equity Value	Base WACC	Equity Value	WACC -0.5%	Equity Value
1	GPEL	7.95%	987	7.45%	1,083	6.95%	1,183
2	PDEPL	7.95%	1,963	7.45%	2,127	6.95%	2,298
3	GDHPL	7.95%	2,263	7.45%	2,467	6.95%	2,678
4	GASHPL	7.95%	1,214	7.45%	1,312	6.95%	1,414
5	VSEPL	7.95%	3,456	7.45%	3,730	6.95%	4,014
6	GSSHPL	7.95%	1,616	7.45%	1,737	6.95%	1,864
7	GDDHPL	7.95%	1,201	7.45%	1,348	6.95%	1,501
8	GAKHPL	7.95%	1,477	7.45%	1,737	6.95%	2,007
Total of all SPVs			14,176		15,541		16,959

9. Additional Procedures to be complied with in accordance with InvIT regulations

Scope of Work

9.1 The Schedule V of the SEBI InvIT Regulations prescribes the minimum set of mandatory disclosures to be made in the valuation report. In this reference, the minimum disclosures in valuation report may include following information as well, so as to provide the investors with the adequate information about the valuation and other aspects of the underlying assets of the InvIT.

The additional set of disclosures, as prescribed under Schedule V of InvIT Regulations, to be made in the valuation report of the SPVs are as follows:

- Purchase Price of the SPV by the InvIT
- Valuation of the InvIT Assets in past
- List of one-time sanctions/approvals which are obtained or pending;
- List of up to date/overdue periodic clearances;
- Statement of assets;
- Estimates of already carried as well as proposed major repairs and improvements along with estimated time of completion;
- Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any;
- On-going material litigations including tax disputes in relation to the assets, if any;
- Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control.

Limitations

9.2 This Report is based on the information provided by the representatives of the Investment Manager. The exercise has been restricted and kept limited to and based entirely on the documents, records, files, registers and information provided to me. I have not verified the information independently with any other external source.

9.3 I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as original, and the conformity of the copies or extracts submitted to me with that of the original documents.

9.4 I have assumed that the documents submitted to me by the representatives of Investment Manager in connection with any particular issue are the only documents related to such issue.

9.5 I have reviewed the documents and records from the limited perspective of examining issues noted in the scope of work and I do not express any opinion as to the legal or technical implications of the same.

Analysis of Additional Set of Disclosures for the SPVs

A. Purchase Price of the SPV by the InvIT

As informed by the Investment manager, following are the purchase price of the SPVs of the InvIT against which units of Bharat Highways InvIT for an equal amount have been allotted to G R Infraprojects during the IPO of InvIT for 100% Equity for all the SPVs except GAKHPL.

Sr. No.	SPVs	Purchase Price (INR Mn)	Acquisition date
1	GPEL	1,232*	29 th February, 2024
2	PDEPL	2,437*	29 th February, 2024
3	GDHPL	2,075*	29 th February, 2024
4	GASHPL	1,260*	29 th February, 2024
5	VSEPL	4,044*	29 th February, 2024
6	GSSHPL	1,507*	29 th February, 2024
7	GDDHPL	1,199*	29 th February, 2024
8	GAKHPL	986	16 th September, 2024

* Purchase price considered basis the number of units allotted to G R Infraprojects during the IPO of InvIT for 100% equity stake

B. Valuation of the InvIT Assets in past

The Trust has acquired from G R Infraprojects Limited ("GR Infra") the SPVs, viz. GPEL, PDEPL, GDHPL, GASHPL, VSEPL, GSSHPL, GDDHPL and GAKHPL. Following is the summary of the past EVs and the date of acquisition of the SPVs:

EV (INR Mn)	GPEL	PDEPL	GDHPL	GASHPL	VSEPL	GSSHPL	GDDHPL	GAKHPL	Total
30-Jun-22	6,776	9,455	11,619	4,784	15,794	5,910	6,585		60,923
31-Mar-23	6,205	9,467	11,197	5,085	15,946	6,089	6,941		60,931
30-Sep-23	5,670	8,877	10,455	5,063	14,941	5,796	6,471		57,273
31-Mar-24	5,117	8,326	9,919	4,323	14,005	5,543	5,882	11,950*	65,064

*EV of AKPHL ia as on 27th May 2024

**The acquisition Date for all the SPVs except GAKHPL is 29th February 2024 and for GAKHPL it is 16th September 2024.

C. List of one-time sanctions/approvals which are obtained or pending:

As informed by the Investment Manager, there are no pending applications for government sanctions/ approvals by the SPVs (related to the road stretches of the SPVs) which are pending as on 30th September 2024. The list of sanctions/ approvals obtained by the SPVs till 30th September 2024 is provided in Appendix 3.1 to Appendix 3.7.

D. List of up to date/ overdue periodic clearances:

The Investment Manager has confirmed that the SPVs are not required to take any periodic clearances and hence there are no up to date/ overdue periodic clearances as on 30th September 2024.

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E. Statement of assets included:

The details of assets of the SPVs as per the provisional financial statements at 30th September 2024 are as mentioned below:

Sr. No.	SPVs	INR Mn		
		Net Fixed Assets	Non Current Assets	Current Assets
1	GPEL	-	3,895	1,207
2	PDEPL	-	7,109	948
3	GDHPL	-	7,943	1,761
4	GASHPL	-	3,541	907
5	VSEPL	-	10,592	1,820
6	GSSHPL	-	4,482	954
7	GDDHPL	-	4,240	1,143
8	G AKHPL	-	8,639	2,073
Total		-	50,441	10,813

Source: Investment Manager

F. Estimates of already carried and proposed major repairs and improvements along with estimated time of completion:

I have been informed that maintenance is regularly carried out by SPVs in order to maintain the working condition of the assets.

Forecasted major repairs

SPVs	INR Mn						
	FY 25	FY 26	FY 27	FY 28	FY 29	FY 30	FY 31
GPEL	-	-	524	550	-	-	-
PDEPL	-	-	108	113	-	-	-
GDHPL	-	-	-	-	627	658	-
GASHPL	-	-	-	38	40	-	-
VSEPL	-	-	770	808	-	-	-
GSSHPL	-	-	-	51	53	-	-
GDDHPL	-	-	-	-	61	64	-
GAKHPL	-	-	-	-	-	-	100

SPVs	INR Mn						
	FY 32	FY 33	FY 34	FY 35	FY 36	FY 37	FY 38
GPEL	-	-	738	775	-	-	-
PDEPL	-	-	152	159	-	-	-
GDHPL	-	-	-	840	882	-	-
GASHPL	-	-	-	53	56	-	-
VSEPL	-	-	679	713	-	-	-
GSSHPL	-	-	-	71	75	-	-
GDDHPL	-	-	-	-	85	90	-
GAKHPL	100	-	-	-	-	100	100

Source: Investment Manager

G. Revenue pendencies including local authority taxes associated with InvIT asset and compounding charges, if any:

Investment Manager has informed me that there are no material dues including local authority taxes (such as Municipal Tax, Property Tax, etc.) pending to be payable to the government authorities with respect to the SPVs (InvIT assets).

H. On-going material litigations including tax disputes in relation to the assets, if any:

As informed by the Investment Manager, as on 30th September 2024, there are no ongoing material litigations, except indirect tax litigations as shown in Appendix 4. Further, Investment Manager has informed us that majority of the tax litigations are low to medium risk and accordingly no material outflow is expected against the litigations, hence no impact has been factored on the valuation of the SPVs. Further, I have been informed by the Investment Manager that the tax litigations prior to acquisition of SPVs by the Trust shall be covered by an indemnity given by the Settlor (GR Infra) for a period of eight years (from date of such transfer) through the Share Purchase Agreement ("SPA") to be executed between the Trust and the Settlor.

I. Vulnerability to natural or induced hazards that may not have been covered in town planning/ building control:

Investment Manager has confirmed to me that there are no natural or induced hazards which may impact town planning/ building control, that have not been considered.

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10. Sources of Information

For the purpose of undertaking this valuation exercise, I have relied on the following sources of information provided by the Investment Manager:

- 10.1. Audited Financial Statements of the SPVs for Financial Year ("FY") ended 31st March 2021, 31st March 2022, 31st March 2023 and 31st March 2024;
- 10.2. Provisional Financial Statements of the SPVs for the period ended 30th September 2024;
- 10.3. Projected financial information for the remaining project life for each of the SPVs;
- 10.4. Details of projected Major Maintenance & Repairs (MMR) Expenditure and Capital Expenditure (Capex);
- 10.5. Signed O&M contracts for projected MMR and O&M Costs;
- 10.6. Details of brought forward losses (as per Income Tax Act) of the SPVs as at 30th September 2024;
- 10.7. Concession Agreement of each of the SPVs with their respective concessioning authority;
- 10.8. List of licenses / approvals, details of tax litigations, civil proceeding and arbitrations of the SPVs;
- 10.9. Shareholding pattern as on Valuation Date of the SPVs and other entities mentioned in this Report;
- 10.10. Management Representation Letter by the Investment Manager dated 28th October, 2024;
- 10.11. Relevant data and information about the SPVs provided by the Investment Manager either in written or oral form or in the form of soft copy;
- 10.12. Information provided by leading database sources, market research reports and other published data.

The information provided to me by the Investment Manager in relation to the SPVs included but not limited to historical financial statements, forecasts/projections, other statements and assumptions about future matters like forward-looking financial information prepared by the Investment Manager. The forecasts and projections as supplied to me are based upon assumptions about events and circumstances which are yet to occur.

I have not tested individual assumptions or attempted to substantiate the veracity or integrity of such assumptions in relation to the forward-looking financial information, however, I have made sufficient enquiries to satisfy myself that such information has been prepared on a reasonable basis.

Notwithstanding anything above, I cannot provide any assurance that the forward looking financial information will be representative of the results which will actually be achieved during the cash flow forecast period.

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11. Exclusions and Limitations

- 11.1. My 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 herein.
- 11.2. Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than the valuation date of 30th September 2024 (“Valuation Date”) mentioned in the Report and as per agreed terms of my engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 11.3. This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of my engagements; (ii) the Valuation Date and (iii) are based on the financial information of the SPVs till 30th September 2024. The Investment Manager has represented that the business activities of the SPVs have been carried out in normal and ordinary course between 30th September 2024 and the Report Date and that no material changes have occurred in the operations and financial position between 30th September 2024 and the Report date, except for any events disclosed by the Investment Manager during the valuation exercise.
- 11.4. The scope of my assignment did not involve me performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of my work. The assignment did not involve me to conduct the financial or technical feasibility study. I have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the SPVs or any of other entity mentioned in this Report and have considered them at the value as disclosed by the SPVs in their regulatory filings or in submissions, oral or written, made to me.
- 11.5. In addition, I do not take any responsibility for any changes in the information used by me to arrive at my conclusion as set out here in which may occur subsequent to the date of my Report or by virtue of fact that the details provided to me are incorrect or inaccurate.
- 11.6. I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the SPVs or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base my Report.
- 11.7. This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of SEBI InvIT Regulations. However, I 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, without my written consent.
- 11.8. 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 this Report is not a substitute for the third party’s own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- 11.9. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.
- 11.10. This Report is based on the information received from the sources as mentioned in Section 9 of this Report and discussions with the Investment Manager. I have assumed that no information has been withheld that could have influenced the purpose of my Report.
- 11.11. Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. I have arrived at an indicative EV based on my analysis. While I have provided an assessment of the value based

on an analysis of information available to me and within the scope of my engagement, others may place a different value on this business.

- 11.12. Any discrepancies in any table / appendix between the total and the sums of the amounts listed are due to rounding-off.
- 11.13. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions 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.
- 11.14. I do not carry out any validation procedures or due diligence with respect to the information provided/extracted or carry out any verification of the assets or comment on the achievability and reasonableness of the assumptions underlying the financial forecasts, save for satisfying ourselves to the extent possible that they are consistent with other information provided to me in the course of this engagement.
- 11.15. My conclusion assumes that the assets and liabilities of the SPVs, reflected in their respective latest balance sheets remain intact as of the Report date.
- 11.16. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my associates, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, I make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. I expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. I am not liable to any third party in relation to the issue of this Report.
- 11.17. The scope of my work has been limited both in terms of the areas of the business & operations which I have reviewed and the extent to which I have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 11.18. For the present valuation exercise, I have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by me.
- 11.19. In the particular circumstances of this case, my liability (in contract or under any statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by me from the Investment Manager, as laid out in the engagement letter for such valuation work.
- 11.20. In rendering this Report, I have not provided any legal, regulatory, tax, accounting or actuarial advice or opinion and accordingly I do not assume any responsibility or liability in respect thereof.
- 11.21. This Report 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 could be achieved or are available.

I am not an advisor with respect to legal, tax and regulatory matters for the transaction occurred. No investigation of the SPVs' claim to title of assets has been made for the purpose of this Report and the SPVs' claim to such rights 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.

- 11.22. I have no present or planned future interest in the Trustee, Investment Manager or the SPVs and the fee for this Report is not contingent upon the values reported herein. My valuation analysis should not be construed as investment advice; specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Investment Manager or SPVs.
- 11.23. I have submitted the draft valuation report to the Trust and Investment Manager for confirmation of accuracy of the factual data used in my analysis and to prevent any error or inaccuracy in this Report.

Limitation of Liabilities

- 11.24. It is agreed that, having regard to the RV's interest in limiting the personal liability and exposure to litigation of its personnel, the Sponsor, the Settlor, the Investment Manager and the Trust will not bring any claim in respect of any damage against any of RV personally.
- 11.25. In no circumstances RV shall be responsible for any consequential, special, direct, indirect, punitive or incidental loss, damages or expenses (including loss of profits, data, business, opportunity cost, goodwill or indemnification) in connection with the performance of the services whether such damages are based on breach of contract, tort, strict liability, breach of warranty, negligence, or otherwise, even if the Investment Manager had contemplated and communicated to RV the likelihood of such damages. Any decision to act upon the deliverables (including this Report) is to be made by the Investment Manager and no communication by RV should be treated as an invitation or inducement to engage the Investment Manager to act upon the deliverable(s).
- 11.26. It is clarified that the Investment Manager will be solely responsible for any delays, additional costs, or other liabilities caused by or associated with any deficiencies in their responsibilities, misrepresentations, incorrect and incomplete information including information provided to determine the assumptions.
- 11.27. RV will not be liable if any loss arises due to the provision of false, misleading or incomplete information or documentation by the Investment Manager.
- 11.28. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.

Yours faithfully,

SWAMINATHAN
SUNDARARAMA
N

Digitally signed by
SWAMINATHAN
SUNDARARAMAN
Date: 2024.10.30
18:32:37 +05'30'

S. Sundararaman
Registered Valuer
IBBI Registration No.: IBBI/RV/06/2018/10238
Asset Class: Securities or Financial Assets
Place: Chennai
UDIN: 24028423BKGABN2178

Appendix 1 – Valuation of SPVs as on 30th September 2024

Abbreviations	Meaning
O&M	Operation and Maintenance
EBITDA	Operating Earnings Before Interest, Taxes, Depreciation and Amortization
MME	Major Maintenance and Repairs Expenditure
Capex	Capital Expenditure
WCap	Incremental Working Capital
FCFF	Free Cash Flow to the Firm
CAF	Cash Accrual Factor
WACC	Weighted Average Cost of Capital
DF	Discounting Factor
PVFCFF	Present value of Free Cash Flow to the Firm

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Appendix 1.1 – Valuation of GPCL as on 30th September 2024 under the DCF Method

															INR Mn
Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	PVFCFF
	A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K			M	N=L*M
Feb-25	303	60	257	620	60	560	-		67	89	404	0.41	7.45%	0.97	392
Aug-25	285	63	248	596	63	533	-		32	84	417	0.91	7.45%	0.94	391
Feb-26	268	63	266	597	63	534	-		(10)	82	461	1.41	7.45%	0.90	417
Aug-26	254	328	5	587	66	521	262		(10)	78	191	1.91	7.45%	0.87	166
Feb-27	253	328	5	586	66	520	262		(2)	76	185	2.41	7.45%	0.84	155
Aug-27	253	345	-22	576	69	506	275		(2)	71	162	2.91	7.45%	0.81	132
Feb-28	255	345	-25	575	69	506	275		(2)	69	164	3.41	7.45%	0.78	128
Aug-28	252	73	241	566	73	493	-		(2)	64	432	3.91	7.45%	0.75	326
Feb-29	235	73	255	563	73	490	-		(3)	61	432	4.42	7.45%	0.73	314
Aug-29	217	76	267	561	76	484	-		(3)	56	431	4.91	7.45%	0.70	303
Feb-30	199	76	327	602	76	526	-		(3)	53	476	5.42	7.45%	0.68	322
Aug-30	176	80	338	594	80	514	-		(3)	48	468	5.91	7.45%	0.65	306
Feb-31	152	80	359	591	80	511	-		(3)	44	469	6.42	7.45%	0.63	296
Aug-31	127	84	372	583	84	499	-		(3)	39	463	6.91	7.45%	0.61	281
Feb-32	101	84	394	580	84	496	-		(3)	35	463	7.42	7.45%	0.59	272
Aug-32	74	88	405	567	88	479	-		(3)	30	452	7.92	7.45%	0.57	256
Feb-33	46	88	418	551	88	463	-		(4)	26	441	8.42	7.45%	0.55	241
Aug-33	23	461	66	550	92	457	369		3	21	64	8.92	7.45%	0.53	34
Feb-34	18	461	78	557	92	465	369		3	16	77	9.42	7.45%	0.51	39
Aug-34	13	484	43	541	97	444	387		10	11	36	9.92	7.45%	0.49	18
Feb-35	10	484	27	522	97	425	387		31	5	1	10.42	7.45%	0.47	1
Enterprise Value															4,789
<i>Adjustments:</i>															
Cash & Cash Equivalents															771
Adjusted Enterprise Value															5,560
<i>Adjustments:</i>															
Loan from InvIT															(4,476)
Equity Value															1,083

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Appendix 1.2 – Valuation of PDEPL as on 30th September 2024 under the DCF Method

																INR Mn
Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	PVFCFF	
A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K	M	N=L*M				
Oct-24	386	44	284	715	44	670	-		16	104	551	0.05	7.45%	1.00	549	
Apr-25	372	46	262	681	46	634	-		(74)	100	608	0.55	7.45%	0.96	584	
Oct-25	358	46	272	677	46	631	-		(39)	97	573	1.05	7.45%	0.93	531	
Apr-26	345	102	222	670	49	621	54		(24)	93	499	1.55	7.45%	0.89	446	
Oct-26	333	102	230	666	49	617	54		(2)	90	476	2.05	7.45%	0.86	411	
Apr-27	321	107	229	658	51	607	57		(3)	85	467	2.55	7.45%	0.83	389	
Oct-27	308	107	237	653	51	602	57		(3)	82	466	3.05	7.45%	0.80	374	
Apr-28	295	53	298	646	53	593	-		(3)	78	518	3.56	7.45%	0.77	401	
Oct-28	279	53	307	640	53	586	-		(3)	73	516	4.06	7.45%	0.75	385	
Apr-29	263	56	312	631	56	575	-		(3)	69	509	4.56	7.45%	0.72	367	
Oct-29	246	56	323	626	56	570	-		(3)	65	508	5.06	7.45%	0.70	353	
Apr-30	229	59	329	617	59	558	-		(3)	60	502	5.56	7.45%	0.67	337	
Oct-30	211	59	359	629	59	570	-		(3)	55	518	6.06	7.45%	0.65	335	
Apr-31	191	61	411	663	61	602	-		(3)	50	555	6.56	7.45%	0.62	346	
Oct-31	169	61	427	658	61	597	-		(3)	45	555	7.06	7.45%	0.60	334	
Apr-32	146	64	441	652	64	587	-		(3)	40	550	7.56	7.45%	0.58	320	
Oct-32	123	64	451	639	64	575	-		(3)	35	543	8.06	7.45%	0.56	304	
Apr-33	100	143	374	618	68	551	76		(4)	29	450	8.56	7.45%	0.54	243	
Oct-33	80	143	395	619	68	551	76		(4)	24	456	9.06	7.45%	0.52	237	
Apr-34	59	150	416	625	71	555	80		(4)	18	461	9.56	7.45%	0.50	232	
Oct-34	37	150	420	608	71	537	80		(3)	12	448	10.06	7.45%	0.49	218	
Apr-35	14	38	533	585	38	547	-		(34)	6	575	10.56	7.45%	0.47	269	
Enterprise Value															7,965	
<i>Adjustments:</i>																
Cash & Cash Equivalents															237	
Adjusted Enterprise Value															8,203	
<i>Adjustments:</i>																
Loan from InvIT															(6,075)	
Equity Value															2,127	

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Appendix 1.3 – Valuation of GDHPL as on 30th September 2024 under the DCF Method

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																INR Mn
Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	PVFCFF	
	A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K			M	N=L*M	
Jan-25	503	62	333	898	62	836	-		(35)	128	744	0.30	7.45%	0.98	728	
Jul-25	483	65	312	859	65	795	-		(98)	122	771	0.79	7.45%	0.94	728	
Jan-26	464	65	334	863	65	798	-		(135)	120	813	1.30	7.45%	0.91	741	
Jul-26	444	68	339	851	68	783	-		(34)	114	703	1.79	7.45%	0.88	618	
Jan-27	424	68	362	853	68	785	-		(3)	112	676	2.30	7.45%	0.85	573	
Jul-27	402	71	369	842	71	771	-		(3)	106	667	2.79	7.45%	0.82	546	
Jan-28	379	71	393	844	71	773	-		(3)	104	672	3.30	7.45%	0.79	530	
Jul-28	360	388	86	834	74	759	313		(3)	98	351	3.79	7.45%	0.76	267	
Jan-29	355	388	89	832	74	758	313		(3)	95	353	4.30	7.45%	0.73	259	
Jul-29	350	407	64	821	78	743	329		(3)	88	329	4.79	7.45%	0.71	233	
Jan-30	346	407	68	821	78	743	329		(3)	85	332	5.30	7.45%	0.68	227	
Jul-30	337	82	391	810	82	728	-		(3)	79	653	5.79	7.45%	0.66	430	
Jan-31	313	82	414	809	82	727	-		(3)	75	656	6.30	7.45%	0.64	417	
Jul-31	288	86	438	812	86	726	-		(3)	68	661	6.79	7.45%	0.61	406	
Jan-32	262	86	518	865	86	780	-		(4)	64	719	7.30	7.45%	0.59	426	
Jul-32	230	90	537	857	90	767	-		(4)	58	713	7.80	7.45%	0.57	407	
Jan-33	198	90	567	855	90	765	-		(4)	52	717	8.30	7.45%	0.55	395	
Jul-33	164	94	589	847	94	752	-		(4)	46	711	8.80	7.45%	0.53	378	
Jan-34	128	94	615	838	94	743	-		(4)	40	707	9.30	7.45%	0.51	362	
Jul-34	97	519	199	815	99	716	420		(5)	33	267	9.80	7.45%	0.49	132	
Jan-35	85	519	215	819	99	720	420		(4)	28	277	10.30	7.45%	0.48	132	
Jul-35	72	545	211	829	104	725	441		(4)	21	267	10.80	7.45%	0.46	123	
Jan-36	59	545	207	812	104	708	441		(4)	14	257	11.30	7.45%	0.44	114	
Jul-36	40	109	639	788	109	679	-		12	7	661	11.80	7.45%	0.43	283	
Enterprise Value															9,455	
<i>Adjustments:</i>																
Cash & Cash Equivalents															884	
Adjusted Enterprise Value															10,338	
<i>Adjustments:</i>																
Loan from InvIT															(7,872)	
Equity Value															2,467	

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Appendix 1.4 – Valuation of GASHPL as on 30th September 2024 under the DCF Method

Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	INR Mn	
															PVFCFF	
A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K	M	N=L*M				
Sep-24	-	-	-	-	-	-	-	-	(416)	-	416	0.03	7.45%	1.00	415	
Mar-25	229	30	114	373	30	343	-	(15)	57	300	0.53	7.45%	0.96	289		
Sep-25	223	31	117	371	31	340	-	(37)	57	321	1.03	7.45%	0.93	298		
Mar-26	215	31	118	364	31	333	-	(52)	54	331	1.53	7.45%	0.90	297		
Sep-26	208	33	124	365	33	332	-	(11)	53	290	2.03	7.45%	0.86	251		
Mar-27	201	33	125	358	33	326	-	(1)	50	277	2.53	7.45%	0.83	231		
Sep-27	193	53	112	358	34	324	19	(1)	49	258	3.03	7.45%	0.80	207		
Mar-28	187	53	113	353	34	319	19	(1)	46	255	3.53	7.45%	0.78	198		
Sep-28	180	56	115	351	36	315	20	(1)	44	252	4.04	7.45%	0.75	189		
Mar-29	173	56	116	345	36	309	20	(2)	42	249	4.53	7.45%	0.72	180		
Sep-29	165	38	141	344	38	306	-	(2)	40	268	5.04	7.45%	0.70	186		
Mar-30	157	38	143	337	38	300	-	(2)	37	264	5.53	7.45%	0.67	177		
Sep-30	148	39	148	336	39	296	-	(2)	35	263	6.04	7.45%	0.65	170		
Mar-31	139	39	179	358	39	318	-	(2)	32	288	6.53	7.45%	0.63	180		
Sep-31	128	41	190	360	41	319	-	(2)	30	290	7.04	7.45%	0.60	175		
Mar-32	117	41	197	355	41	314	-	(2)	27	288	7.53	7.45%	0.58	168		
Sep-32	105	43	205	353	43	309	-	(2)	25	287	8.04	7.45%	0.56	161		
Mar-33	92	43	212	348	43	304	-	(2)	21	285	8.53	7.45%	0.54	154		
Sep-33	79	45	217	342	46	296	-	(2)	19	280	9.04	7.45%	0.52	146		
Mar-34	66	45	218	330	45	284	-	(2)	16	271	9.53	7.45%	0.50	136		
Sep-34	53	74	203	331	48	283	27	(2)	13	245	10.04	7.45%	0.49	119		
Mar-35	41	74	218	334	48	286	27	(2)	10	251	10.53	7.45%	0.47	118		
Sep-35	28	78	218	324	50	274	28	(2)	7	242	11.04	7.45%	0.45	109		
Mar-36	15	78	219	312	50	262	28		5	226	11.54	7.45%	0.44	99		
Enterprise Value															4,653	
<i>Adjustments:</i>																
Cash & Cash Equivalents															92	
Adjusted Enterprise Value															4,745	
<i>*Annuity Due in Sept 2023 received by SPV in October 2023</i>																
<i>Adjustments:</i>																
Loan from InvIT															(3,433)	
Equity Value															1,312	

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Appendix 1.5 – Valuation of VSEPL as on 30th September 2024 under the DCF Method

Period	INR Mn														
	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	PVFCFF
	A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K	M	N=L*M		
Oct-24	685	76	483	1,244	76	1,168	-		(65)	170	1,063	0.09	7.45%	0.99	1,056
Apr-25	654	79	454	1,187	79	1,108	-		(65)	164	1,009	0.59	7.45%	0.96	967
Oct-25	625	79	480	1,185	79	1,105	-		(39)	159	985	1.09	7.45%	0.92	911
Apr-26	601	468	106	1,175	83	1,091	385		(39)	153	593	1.59	7.45%	0.89	529
Oct-26	594	468	110	1,172	83	1,089	385		(4)	148	560	2.09	7.45%	0.86	482
Apr-27	588	491	83	1,163	87	1,075	404		(4)	141	534	2.59	7.45%	0.83	443
Oct-27	583	491	85	1,159	87	1,071	404		(4)	136	535	3.09	7.45%	0.80	428
Apr-28	571	91	488	1,151	91	1,059	-		(4)	130	934	3.59	7.45%	0.77	721
Oct-28	540	91	513	1,144	91	1,053	-		(4)	123	933	4.10	7.45%	0.74	695
Apr-29	507	96	531	1,134	96	1,038	-		(4)	116	927	4.59	7.45%	0.72	666
Oct-29	473	96	559	1,128	96	1,032	-		(5)	109	928	5.10	7.45%	0.69	643
Apr-30	438	100	580	1,118	100	1,018	-		(5)	102	921	5.59	7.45%	0.67	616
Oct-30	400	100	612	1,112	100	1,012	-		(5)	95	922	6.10	7.45%	0.65	595
Apr-31	362	105	635	1,101	105	996	-		(5)	87	914	6.59	7.45%	0.62	569
Oct-31	321	105	667	1,093	105	988	-		(5)	80	913	7.10	7.45%	0.60	548
Apr-32	278	110	696	1,084	110	974	-		(5)	72	908	7.60	7.45%	0.58	526
Oct-32	234	110	730	1,074	110	964	-		(5)	64	906	8.10	7.45%	0.56	506
Apr-33	193	455	407	1,055	115	940	339		(5)	55	551	8.60	7.45%	0.54	297
Oct-33	168	455	405	1,027	115	912	339		(6)	46	532	9.10	7.45%	0.52	276
Apr-34	142	477	406	1,026	121	905	356		(6)	38	517	9.60	7.45%	0.50	259
Oct-34	116	478	443	1,036	121	915	356		(6)	29	536	10.10	7.45%	0.48	259
Apr-35	82	127	800	1,009	127	883	-		(5)	19	869	10.60	7.45%	0.47	405
Oct-35	30	5	942	977	5	972	-		(18)	10	980	11.10	7.45%	0.45	441
Enterprise Value															12,839
Adjustments:															
Cash & Cash Equivalents															779
Adjusted Enterprise Value															13,618
Adjustments:															
Loan from hvIT															(9,888)
Equity Value															3,730

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Appendix 1.6 – Valuation of GSSHPL as on 30th September 2024 under the DCF Method

Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHA1	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	PVFCFF	INR Mn	
																M	N=L*M
																A	B
Dec-24	277	30	135	442	30	412	-		(29)	70	371	0.28	7.45%	0.98	364		
Jun-25	269	31	134	434	31	403	-		(48)	68	383	0.78	7.45%	0.95	362		
Dec-25	260	31	141	432	31	401	-		(79)	66	414	1.28	7.45%	0.91	378		
Jun-26	252	32	143	427	32	394	-		(27)	63	358	1.78	7.45%	0.88	315		
Dec-26	243	32	149	424	32	392	-		(2)	61	332	2.28	7.45%	0.85	282		
Jun-27	235	59	126	420	34	386	25		(2)	59	303	2.78	7.45%	0.82	248		
Dec-27	227	59	131	417	34	383	25		(2)	57	303	3.28	7.45%	0.79	239		
Jun-28	219	62	131	413	36	377	27		(2)	54	298	3.78	7.45%	0.76	227		
Dec-28	211	62	135	408	36	373	27		(2)	52	296	4.28	7.45%	0.74	218		
Jun-29	203	37	163	403	37	366	-		(2)	49	319	4.78	7.45%	0.71	226		
Dec-29	193	37	170	400	37	363	-		(2)	46	318	5.28	7.45%	0.68	218		
Jun-30	183	39	173	394	39	355	-		(2)	43	314	5.78	7.45%	0.66	207		
Dec-30	172	39	192	403	39	364	-		(2)	41	325	6.28	7.45%	0.64	207		
Jun-31	159	41	222	423	41	381	-		(2)	38	346	6.78	7.45%	0.61	212		
Dec-31	146	41	232	419	41	378	-		(2)	35	345	7.28	7.45%	0.59	205		
Jun-32	132	43	240	415	43	372	-		(2)	32	342	7.78	7.45%	0.57	196		
Dec-32	117	43	251	411	43	368	-		(2)	29	341	8.28	7.45%	0.55	188		
Jun-33	102	45	259	406	45	361	-		(2)	25	338	8.78	7.45%	0.53	180		
Dec-33	86	45	267	398	45	353	-		(2)	22	334	9.28	7.45%	0.51	171		
Jun-34	71	83	231	385	47	338	36		(3)	18	286	9.78	7.45%	0.49	142		
Dec-34	57	83	245	385	47	338	36		(2)	15	290	10.28	7.45%	0.48	138		
Jun-35	42	87	260	389	50	340	38		(2)	11	293	10.78	7.45%	0.46	135		
Dec-35	26	87	265	378	50	328	38		(2)	8	286	11.28	7.45%	0.44	127		
Jun-36	10	27	327	363	27	337	-		1	4	332	11.78	7.45%	0.43	142		
Enterprise Value																	5,327
<i>Adjustments:</i>																	
Cash & Cash Equivalents																	468
Adjusted Enterprise Value																	5,794
<i>Adjustments:</i>																	
Loan from InvIT																	(4,057)
Equity Value																	1,737

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Appendix 1.7 – Valuation of GDDHPL as on 30th September 2024 under the DCF Method

															INR Mn	
Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	PVFCFF	
	A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K			M	N=L*M	
Jan-25	325	33	-222	136	33	104	-		(59)	26	137	0.37	7.45%	0.97	134	
Jul-25	329	34	109	472	34	438	-		(33)	76	395	0.87	7.45%	0.94	371	
Jan-26	321	35	118	473	35	439	-		(103)	75	466	1.37	7.45%	0.91	422	
Jul-26	312	36	117	465	36	430	-		(101)	72	459	1.87	7.45%	0.87	401	
Jan-27	304	37	126	466	37	430	-		(101)	71	460	2.37	7.45%	0.84	388	
Jul-27	295	37	126	458	37	421	-		(13)	68	366	2.87	7.45%	0.81	298	
Jan-28	285	38	135	458	38	420	-		(2)	66	355	3.37	7.45%	0.78	279	
Jul-28	276	70	106	452	39	413	30		(2)	63	321	3.87	7.45%	0.76	243	
Jan-29	269	71	111	450	40	410	30		(2)	61	320	4.38	7.45%	0.73	234	
Jul-29	260	73	109	442	41	401	32		(2)	58	313	4.87	7.45%	0.70	221	
Jan-30	253	74	115	441	42	399	32		(2)	56	313	5.38	7.45%	0.68	213	
Jul-30	244	43	147	433	43	390	-		(2)	52	340	5.87	7.45%	0.66	223	
Jan-31	233	44	155	432	44	388	-		(2)	50	340	6.38	7.45%	0.63	215	
Jul-31	222	45	157	424	45	379	-		(2)	46	334	6.87	7.45%	0.61	204	
Jan-32	210	46	177	433	46	387	-		(2)	44	345	7.38	7.45%	0.59	203	
Jul-32	198	48	210	455	48	408	-		(2)	41	369	7.87	7.45%	0.57	210	
Jan-33	182	49	222	453	49	404	-		(2)	38	368	8.38	7.45%	0.55	202	
Jul-33	166	50	230	446	50	396	-		(2)	34	364	8.87	7.45%	0.53	193	
Jan-34	150	51	243	444	51	393	-		(2)	31	364	9.38	7.45%	0.51	186	
Jul-34	132	52	253	437	52	385	-		(2)	27	360	9.87	7.45%	0.49	177	
Jan-35	114	53	263	430	53	377	-		(2)	24	355	10.38	7.45%	0.47	169	
Jul-35	95	97	223	415	55	360	43		(3)	20	301	10.87	7.45%	0.46	138	
Jan-36	79	99	238	416	56	360	43		(3)	16	304	11.38	7.45%	0.44	134	
Jul-36	62	102	256	420	57	363	45		(3)	12	308	11.88	7.45%	0.43	131	
Jan-37	43	104	261	408	59	349	45		(2)	8	298	12.38	7.45%	0.41	123	
Jul-37	23	60	309	392	60	332	-		(1)	4	329	12.88	7.45%	0.40	130	
Enterprise Value															5,839	
<i>Adjustments:</i>																
Cash & Cash Equivalents															580	
Adjusted Enterprise Value															6,419	
<i>Adjustments:</i>																
Loan from InvIT															(5,071)	
Equity Value															1,348	

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Appendix 1.8 – Valuation of GAKHPL as on 30th September 2024 under the DCF Method

Period	Financial Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Exp	Cash EBITDA	MME	Capex	WCap	Tax	FCFF	CAF	WACC	DF	INR Mn
															PVFCFF
															N=L*M
A	B	C	D=A+B+C	F	G=D-F	H	I	J	K	L=G-H-I-J-K	M	N=L*M			
Feb-25	554	72	212	839	72	766	-		(49)	117	698	0.50	7.45%	0.96	673
Aug-25	537	76	211	824	76	748	-		(67)	112	702	1.00	7.45%	0.93	653
Feb-26	523	76	227	826	76	750	-		(67)	113	705	1.50	7.45%	0.90	632
Aug-26	508	80	223	811	80	731	-		(112)	108	735	2.00	7.45%	0.87	636
Feb-27	493	80	240	813	80	733	-		(176)	109	800	2.50	7.45%	0.84	668
Aug-27	478	83	237	798	83	715	-		(300)	104	910	3.00	7.45%	0.81	734
Feb-28	462	83	253	799	83	715	-		(126)	104	738	3.50	7.45%	0.78	573
Aug-28	445	87	253	786	87	699	-		(123)	100	722	4.00	7.45%	0.75	541
Feb-29	429	87	268	784	87	697	-		(123)	100	720	4.51	7.45%	0.72	521
Aug-29	411	92	267	769	92	678	-		(80)	95	663	5.00	7.45%	0.70	462
Feb-30	393	92	283	768	92	676	-		(6)	95	588	5.51	7.45%	0.67	396
Aug-30	376	163	214	753	96	657	67		(6)	73	524	6.00	7.45%	0.65	340
Feb-31	362	163	226	751	96	655	67		(6)	72	522	6.51	7.45%	0.63	327
Aug-31	347	171	219	737	101	636	70		(7)	66	506	7.00	7.45%	0.60	306
Feb-32	332	171	229	733	101	632	70		(7)	65	503	7.51	7.45%	0.58	293
Aug-32	316	106	299	720	106	615	-		(7)	79	542	8.01	7.45%	0.56	305
Feb-33	296	106	312	714	106	608	-		(7)	77	538	8.51	7.45%	0.54	292
Aug-33	276	111	381	768	111	657	-		(7)	90	575	9.01	7.45%	0.52	301
Feb-34	251	111	406	767	111	656	-		(8)	89	575	9.51	7.45%	0.50	290
Aug-34	224	116	415	756	116	639	-		(8)	85	562	10.01	7.45%	0.49	274
Feb-35	197	116	437	750	116	634	-		(8)	84	558	10.51	7.45%	0.47	262
Aug-35	168	122	441	731	122	609	-		(8)	77	540	11.01	7.45%	0.45	245
Feb-36	139	122	448	709	122	587	-		(9)	72	524	11.51	7.45%	0.44	229
Aug-36	111	218	378	707	128	578	90		(9)	47	450	12.01	7.45%	0.42	190
Feb-37	86	218	412	715	128	587	90		(9)	49	457	12.51	7.45%	0.41	186
Aug-37	58	217	416	691	123	568	94		(9)	51	432	13.01	7.45%	0.39	170
Feb-38	31	217	416	664	123	541	94		(49)	44	452	13.51	7.45%	0.38	171
Enterprise Value															10,671
<i>Adjustments:</i>															
Cash & Cash Equivalents															933
Adjusted Enterprise Value															11,604
<i>Adjustments:</i>															
Loan from InvIT															(9,867)
Equity Value															1,737

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Appendix 2 – Weighted Average Cost of Capital (WACC) of the SPVs as on 30th September 2024

Particulars	GPEL	PDEPL	GDHPL	GASHPL	Remarks
Risk Free Rate (Rf)	6.69%	6.69%	6.69%	6.69%	Risk Free Rate has been considered based on zero coupon yield curve as at 30 th September 2024 of Government Securities having maturity period of 10 years, as quoted on the website of Clearing Corporation of India Ltd (CCIL)
Equity Risk Premium (ERP)	7.00%	7.00%	7.00%	7.00%	Based on historical realized returns on equity investments over a risk free rate represented by 10 years government bonds, a 7% equity risk premium is considered appropriate for India
Beta (relevered)	0.57	0.57	0.57	0.57	Beta has been considered based on the beta of companies operating in the similar kind of business in India
Base Cost of Equity	10.71%	10.71%	10.71%	10.71%	Base Ke = Rf + ERP * β
Company Specific Risk Premium (CSRP)	0.00%	0.00%	0.00%	0.00%	Based on SPV specific risk(s)
Adjusted Cost of Equity (Ke)	10.71%	10.71%	10.71%	10.71%	Adjusted Ke = Rf + ERP * β + CSRP
Pre-tax Cost of Debt (Kd)	8.10%	8.10%	8.10%	8.10%	As represented by the Investment Manager
Tax rate of SPV	25.17%	25.17%	25.17%	25.17%	Tax Rate Applicable to SPVs is considered
Post-tax Cost of Debt	6.06%	6.06%	6.06%	6.06%	Post-tax Kd = Pre-tax Kd * (1-Tax rate)
Debt / (Debt + Equity)	70%	70%	70%	70%	Debt : Equity ratio computed as $D/(D+E)$ is considered as 70%
WACC	7.45%	7.45%	7.45%	7.45%	WACC = $[Ke * (1 - D/(D+E))] + [Kd * (1-t) * D/(D+E)]$

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Particulars	VSEPL	GSSHPL	GDDHPL	GAKHPL	Remarks
Risk Free Rate (Rf)	6.69%	6.69%	6.69%	6.69%	Risk Free Rate has been considered based on zero coupon yield curve as at 30 th September 2024 of Government Securities having maturity period of 10 years, as quoted on the website of Clearing Corporation of India Ltd (CCIL)
Equity Risk Premium (ERP)	7.00%	7.00%	7.00%	7.00%	Based on historical realized returns on equity investments over a risk free rate represented by 10 years government bonds, a 7% equity risk premium is considered appropriate for India
Beta (relevered)	0.57	0.57	0.57	0.57	Beta has been considered based on the beta of companies operating in the similar kind of business in India
Base Cost of Equity	10.71%	10.71%	10.71%	10.71%	Base Ke = Rf + ERP * β
Company Specific Risk Premium (CSRP)	0.00%	0.00%	0.00%	0.00%	Based on SPV specific risk(s)
Adjusted Cost of Equity (Ke)	10.71%	10.71%	10.71%	10.71%	Adjusted Ke = Rf + ERP * β + CSRP
Pre-tax Cost of Debt (Kd)	8.10%	8.10%	8.10%	8.10%	As represented by the Investment Manager
Tax rate of SPV	25.17%	25.17%	25.17%	25.17%	Tax Rate Applicable to SPVs is considered
Post-tax Cost of Debt	6.06%	6.06%	6.06%	6.06%	Post-tax Kd = Pre-tax Kd * (1-Tax rate)
Debt / (Debt + Equity)	70%	70%	70%	70%	Debt : Equity ratio computed as [D/(D+E)] is considered as 70%
WACC	7.45%	7.45%	7.45%	7.45%	WACC = [Ke * (1 - D/(D+E))] + [Kd * (1-t) * D/(D+E)]

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Appendix 3.1 – GPEL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Approval of labour license under the provisions of the Contract Labour Act	21-Nov-21	20-Nov-24	Assistant Labour Commissioner (Central) Jalandhar
2	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	21-Nov-16	Valid	Assistant Labour Commissioner (Central) Jalandhar
3	Consent to operate-water and operate-air from pollution control board	25-Aug-22	Valid	Punjab Pollution Control Board

Source: Investment Manager

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Appendix 3.2 – PDEPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Approval of labour license under the provisions of the Contract Labour Act	19-Sep-18	18-Sep-25	Assistant Labour Commissioner (Central) Rajkot
2	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	19-Sep-18	Valid	Assistant Labour Commissioner (Central) Rajkot

Source: Investment Manager

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Appendix 3.3 – GDHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Approval of labour license under the provisions of the Contract Labour Act	22-Sep-18	20-Dec-24	Office Of Alc (Central), Vijayawada
2	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	22-Sep-18	Valid	Office Of Alc (Central), Vijayawada

Source: Investment Manager

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Appendix 3.4 – GASHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Approval of labour license under the provisions of the Contract Labour Act	29-Mar-19	28-Mar-25	Regional Labour Commissioner (Central) Pune
2	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	29-Mar-19	Valid	Regional Labour Commissioner (Central) Pune

Source: Investment Manager

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Appendix 3.5 – VSEPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Consent to Establish for New Unit/Expansion/Diversification under the provisions of Water (Prevention and control of pollution) Act, 1974 as amended and Air (Prevention and control of Pollution) Act, 1981	07-Feb-22	05-Feb-26	Uttar Pradesh Pollution Control Board
2	Consolidated Consent to Operate and Authorisation hereinafter referred to as the CCA (Consolidated Consent & authorization) (Fresh) under Section-25 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section-21 of the Air (Prevention & Control of Pollution) Act, 1981	11-May-22	31-Jul-26	Uttar Pradesh Pollution Control Board
3	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	03-Jul-17	Valid	Assistant Labour Commissioner (Central) Allahabad
4	Approval of labour license under the provisions of the Contract Labour Act	03-Jul-17	29-Jun-25	Assistant Labour Commissioner (Central) Allahabad
6	Approval for digging of ponds/nalas/Water Bodies/Rivers and utilisation of soil thereof for projects of water conservation in the drought-affected areas of the country	31-Aug-17	Valid	Ministry of Road Transport & Highways

Source: Investment Manager

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Appendix 3.6 –GSSHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Approval of labour license under the provisions of the Contract Labour Act	22-Apr-19	11-Dec-24	Regional Labour Commissioner (Central), Pune
2	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	22-Apr-19	Valid	Regional Labour Commissioner (Central), Pune

Source: Investment Manager

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Appendix 3.7 –GDDHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Approval of labour license under the provisions of the Contract Labour Act	30-Jul-19	29-Jul-25	Assistant Labour Commissioner (Central) Rajkot
3	Consent to Establish (NOC) under Section 25 of Water Act, 1974 and section 21 of Air Act, 1981. For site S.No 490, Village Dharampur, Pin 361305, Tal. Khambhalia, Dist Devboomi Dwarka	08-Sep-20	07-Sep-27	Gujarat Pollution Control Board
4	Registration Certificate under the provisions of the Building and other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.	30-Jul-19	Valid	Office Of Alc (Central), Rajkot

Source: Investment Manager

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Appendix 3.8 – GAKHPL: Summary of approval and licences

Sr. No.	Approval	Date of Issue	Valid Upto	Issuing Authority
1	Approval of labour license under the provision of the contract labour act	26-08-2020	25-08-2025	Deputy Chief Labour Commissioner (Central)
2	Registration Certificate under the provisions of the building and other Construction Workers (Regulation of employment and Condition of Service) Central Rule 1998	04-09-2020	Valid	Deputy Chief Labour Commissioner (Central)

Source: Investment Manager

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Appendix 4.1 – GDHPL: Summary of Ongoing Litigations

Sr. No.	Title	Pending Before	Particulars	Tax Amount Involved (INR Mn)	Tax Deposited (INR Mn)
1	Indirect Tax Matters -GST	Hon'ble High Court, Andhra Pradesh	<p>Background of the case: M/s G R Gundugolanu Devarapalli Highway Private Limited ('SPV') had entered into a concession agreement for development of road with M/s National Highways Authority of India ('NHAI') on Hybrid Annuity Mode (HAM) basis. As per the concession agreement entered under HAM model fixed amount of consideration i.e. 40% is paid during construction phase and remaining consideration of 60% during Operational and Maintenance phase in the form of annuities. Annuities exempted in GST by virtue of Entry number of 23A of notification number 12/2017-Central Tax (Rate). However, on 17/06/2021 the CBIC released circular number 150/06/2021-GST Dt. 17/06/2021 on the taxability of annuities for construction, which has been interpreted by the authorities in a way that annuities paid under HAM projects are not exempted from GST. Prior to 17/06/2021 the GST authorities issued notices for reversal of input tax credit considering annuities as exempt from GST but after the issuance of said circular Dt. 17/06/2021 issued fresh show cause notices demanding GST on the entire amount of work completed and recognised in financial statements irrespective of the fact whether annuity payments fallen due or not. SPV had filed the Writ Petition before the Hon'ble Andhra Pradesh High Court. Pending Writ petition, the GST authority raised demand vide its order Dt. 23/03/2022 as per which demand of Rs. 147,44,31,064/- has been raised. Hon'ble Andhra Pradesh High court vide its order Dt. 05/05/2022 granted stay on the entire demand subject to payment of 5% of the demand and furnishing Bank Guarantee for 5% of demand. Stay order complied by the SPV with vide letter acknowledged Dt. 12/07/2022.</p> <p>Current Status: The matter is currently pending in Andhra.</p>	1474.4 (i.e. ~14.82% of EV as on March - 24)	a) 5% of Demand Amount Deposited i.e. INR 73.7 Mn b) Bank Guarantee Provided for 5% of Demand i.e. INR 73.7 Mn
2	Indirect Tax Matters -GST	Office of the Superintendent of Central Tax, Andhra Pradesh	<p>Background of the case: Show Cause Notice ('SCN') was issued to M/s G R Gundugolanu Devarapalli Highway Private Limited in DRC 01 regarding audit observations of 2018-19. This notice is issued after filing reply in Form DRC 01A. Total GST of Rs. 8,72,680/- along with interest and penalty equivalent to tax was proposed to be deposited. Out of the total amount IGST under RCM of Rs. 6,91,470/- and IGST under RCM of Rs. 2,494/- on legal fees was already deposited vide DRC 03 dated 17/05/2022 along with interest of Rs. 4,07,937/- through DRC 03 dated 13/07/2022. The present SCN is seeking remaining IGST payment of Rs. 1,78,164/- under RCM on stamp duty charges and IGST of Rs. 552/- under RCM on other services received from ROC along with applicable interest and penalty equivalent to tax. Appeal has been filed on June 12,2023</p> <p>Current Status: The matter is currently pending</p>	0.87	0.69

Source: Investment Manager

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Appendix 4.2 – GEPL: Summary of Ongoing Litigations

Sr. No.	Title	Pending Before	Particulars	Tax Amount Involved (INR Mn)	Tax Deposited (INR Mn)
4	Indirect Tax Matters -GST	Deputy commissioner of State Tax, Punjab	Background of the case: Deputy Commissioner of State Tax (Audit), Ropar, Punjab passed an order in Form GST DRC-07 against M/s GR Phagwara Expressway Limited wherein, a demand of Rs. 6,16,100 was raised on account of difference in ITC available in GSTR – 2A as per table 8(A) and ITC claimed as per table 8(B). Company has submitted rectification request to the Deputy Commissioner in May 2024. Current Status : Order issued by GST department for drop of proceeding except excess input taken para dated 26-04-2024 and demand raised for input mismatch. We have filed rectification application against order for set aside of demand. Demand dropped by department through rectification order dated 01.08.2024 except penalty amount of Rs. 40,000/-	0.4	

Source: Investment Manager

<< End of Report >>