

ANNUAL REPORT
ORIENTAL INFRATRUST
2021-2022



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CORPORATE OVERVIEW

ORIENTAL INFRATRUST

Regn No.: IN/ InvIT/ 18-19/ 0011

Principal Place of Business:

3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, Vasant Kunj, New Delhi – 110070, India

Correspondence Address:

OSE commercial Block, Hotel Aloft, Asset-5B, Aerocity, Hospitality District, IGI Airport, New Delhi- 110037, India

Tel: 011-49531100,

Email:InfraTrust@Orientalindia.com,

Website: www.orientalinfratrust.com

Securities Information

NSE Ltd

ISIN: INE07Z523018

Statutory Auditors

M/s Walker Chandok & Co. LLP (Formerly Walker, Chandok & Co.)

L-41, Connaught Circus

New Delhi-110001

India

Bankers

IndusInd Bank Limited

Address: Upper Ground Floor, Barakhamba Branch Dr. Gopal Das Bhawan 28, Barakhamba Road New Delhi-110001

Axis Bank

Corporate Banking Branch, Plot No. 25 3rd floor, Pusa Road, Karol Bagh New Delhi - 110005

ICICI Bank

3rd Floor, ICICI bank Towers, NBCC Place, Bhishm Pitamah Marg, Pragati Vihar New Delhi – 110003

Bank of Maharashtra

B-29, Connaught Place

New Delhi – 110001

Aditya Birla Finance Limited

One Indiabulls Center, Tower-1, 16th Floor Jupiter Mill Compound 841, Senapati Bapat Marg, Elphinstone Road, Mumbai -400013 and
Ground Floor, Eros Corporate Tower,
New Delhi – 110019

INVESTMENT MANAGER

OIT Infrastructure Management Limited

CIN:U74140DL1980PLC010753

Registered Address: OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity, Hospitality District,
IGI Airport, New Delhi - 110037

Board of Directors

Sponsor Director

Mr. Sanjit Bakshi

Investor Director

Mr. Ranveer Sharma

Independent Directors

Mr. Surinder Singh Kohli

Mr. Deepak Dasgupta

Mr. Ajit Mohan Sharan

Key Managerial Team

Mr. Jitendra Kumar, Chief Executive Officer

Mr. Ashish Jasoria, Chief Financial Officer

Mr. Gaurav Puri, Compliance Officer

TRUSTEE OF THE TRUST

Axis Trustee Services Limited

Registered Office:

Axis House, Bombay Dyeing Mills Compound

Pandurang Budhkar Marg, Worli

Mumbai 400 025, Maharashtra, India

Contact Person: Mrs. Krishna Kumari

E-mail: InvIT@axisTrustee.com; debentureTrustee@axisTrustee.com

Website: www.axisTrustee.com

Address for Correspondence:

The Ruby, 2nd Floor
SW, 29, Senapati Bapat Marg
Dadar West, Mumbai 400 028
Maharashtra, India

REGISTRAR AND UNIT TRANSFER AGENT

KFin Technologies Private Limited

Karvy Selenium Tower B, Plot No. 31-32, Gachibowli
Financial District, Nankramguda, Hyderabad 500 032
Telangana, India

E-mail: einward.ris@karvy.com

Investor Grievance E-mail: osepl.InvIT@karvy.com

Website: www.karvyfintech.com

Contact Person: Mr. M Murali Krishna

SEBI Registration No.: INR000000221



CHIEF EXECUTIVE OFFICER'S MESSAGE



On behalf of the Board of Directors of Investment Manager, it is my pleasure to present the performance and highlights of Oriental InfraTrust ("the Trust") for the financial year 2021-22.

Overview

The World continued to face challenging economic environment in FY 2021-22 with extraordinary circumstances due to geo-political events such as Russia-Ukraine conflict, COVID-19, rising fuel prices and inflation. Imposition of restrictions to curb cases of COVID-19 second wave has adversely impacted the traffic & toll revenues especially during first quarter of FY2021-22. Trust continued to declare distributions in each quarter and distributed total amount of INR426.01 crores to its Unitholder in FY2021-22 as compared to distribution of Rs. 418.70 crores in FY2020-21.

Looking Ahead

During the previous year, the Trust continued to manage a portfolio of five road assets, consisting of four toll-road projects and one annuity project, located in the states of Maharashtra, Madhya Pradesh, Uttar Pradesh and Karnataka. These roads are owned and operated by respective Project SPVs pursuant to concessions granted by NHAI.

Trust is also actively considering to acquire one of the Sponsor's assets, a toll project having residual life of more than 20 years in accordance with its Policies.

Electronic toll collections through FASTag have gone up to 98% on the toll-roads of the Trust. We continue to focus on operational efficiency, cost control, cash conservation and ensuring sustainability of our existing business. The market conditions are expected to remain challenging in FY2022-23 due to ongoing re-stabilization after pandemic, increase in interest rates, fuel prices and change in business/ consumer demands.

Corporate Governance

The Trust remains committed to maintain high standards of corporate governance. It pledges to provide timely and accurate information through announcements and investor relations activities for the benefits of all stakeholders.

Acknowledgement

I express my sincere gratitude to the Board of Directors for providing guidance and direction to the management team. I would also like to thank all my colleagues for their dedication and hard work. Above all, I am thankful to the Unitholders and Lenders for their continued trust in us.

Best Regards,

Jitendra Kumar

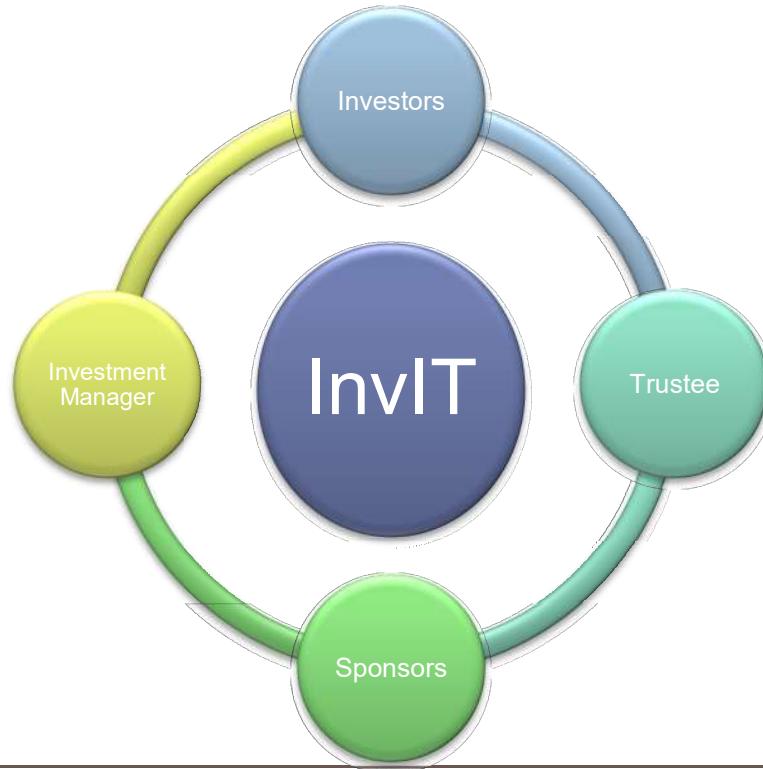
Chief Executive Officer

OIT Infrastructure Management Limited

(Investment Manager of the Trust)

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PARTIES TO THE TRUST



A. The Sponsors

1. Oriental Structural Engineers Private Limited



OSEPL is an Infrastructure development and Construction Company in India with experience in the Construction of rigid and flexible pavements for roads, Highways and airfields. Its experience extends to constructing bridges, flyovers and embankments with reinforced earth and earthwork. In the past four decades, OSEPL has executed

pavement works, both rigid and flexible, major national/state Highway Projects in India and abroad.

Board of Directors of the OSEPL

Sl. No.	Name	DIN
1	Kanwaljit Singh Bakshi	00015595
2	Sanjit Bakshi	00020852
3	Prehlad Sethi	00020926
4	Amit Burman	00042050
5	Ashok Kumar Aggarwal	00354479

2. Oriental Tollways Private Limited



OTPL is presently a wholly owned Subsidiary of and Promoted by OSEPL. The Business activity of OTPL involves holding Investments of operating companies engaged in the Infrastructure sector, and particularly, in roads and Highways Construction, operation and maintenance. Currently, OTPL holds Investments in the special purpose vehicles engaged in the Construction and development of Highways and roads Projects.

Board of Directors of the OTPL

Sl. No.	Name	DIN
2	Kanwaljit Singh Bakshi	00015595
	Maninder Sethi	01132637

B. The Trustee –Axis Trustee Services Limited



The Trustee is a wholly-owned Subsidiary of Axis Bank Limited. The Trustee's services are aimed at catering to the individual needs of the client and enhancing client satisfaction. As Trustee, it ensures compliance with all statutory requirements and believes in the highest ethical standards and best practices in corporate governance. It aims to provide the best services in the Industry with its well trained and professionally qualified staff with a sound legal acumen. The Trustee is involved in varied facets of debenture and bond Trusteeships, including, advisory functions and management functions. The Trustee also acts as a security Trustee and is involved in providing services in relation to security creation, compliance and holding security on behalf of lenders.

Board of Directors of the Trustee

Sl. No.	Name	DIN
1	Mr. Rajesh Kumar Dahiya	07508488
2	Mr. Ganesh Sankaran	07580955
3	Mr. Sanjay Sinha	08253225

Ms. Deepa Rath [DIN-09163254] has been appointed as a Managing Director & CEO in place of Mr. Sanjay Sinha w.e.f. May 01, 2021.

C. The Investment Manager - OIT Infrastructure Management Limited (OITIML)



Background of the Investment Manager

OIT Infrastructure Management Limited (formerly known as Indian Technocrat Limited) is an advisory firm, acting as an Investment Manager to Oriental InfraTrust providing advisory services in the Infrastructure sector, particularly, consultancy services for full cycle of Project development, from conceptualization to completion and operation and maintenance services for a varied and diverse spectrum of Projects.

Brief Profile on activity of InvIT

The Sponsors have set up the Trust on June 15, 2018, as an irrevocable Trust under the provisions of the Indian Trusts Act, 1882. The Trust was registered as an Infrastructure Investment Trust under the SEBI InvIT Regulations on March 26, 2019 having registration number IN/InvIT/18-19/0011. The Sponsors have settled the Trust for an initial sum of ₹ 5,000.00 each. The initial sum of Trust shall never be distributed to the Sponsors under any circumstances.

The Investment objectives of the Trust are:

- a. To carry on the activity of an InvIT as permissible under the SEBI InvIT Regulations, to raise resources, directly, through the Trust or indirectly, through the Project Entities, and in accordance with the SEBI InvIT Regulations and to make Investments in accordance with the directions of the Investment Manager;
- b. To acquire, hold, manage, invest in, transfer or sell the Project SPVs which undertake Projects only in respect of roads and highways Projects;

- c. To raise funds in accordance with the InvIT Documents and applicable law (as defined in the Trust Deed), for the purpose of attaining the object and purpose of the Trust;
- d. To make Investments and distributions in accordance with the InvIT Documents and applicable law (as defined in the Trust Deed);
- e. To do all other things necessary and conducive to the attainment of the Investment Objective of the Trust as set out above, directly or through agents or other delegates (including the Investment Manager) in accordance with the provisions of applicable law (as defined in the Trust Deed) and the InvIT Documents; and
- f. To not carry on any principal Business or Trade, other than those permitted under the InvIT Documents.

Board of Directors of the Investment Manager



The Board of Directors of the Investment Manager is en-Trusted with the responsibility for the overall Management of the Investment Manager. Please see below the details in relation of the Board of Directors of the Investment Manager:

Sl. No.	Name	DIN
1	Mr. Sanjit Bakshi	00020852
2	Mr. Ranveer Sharma	02483364
3	Mr. Surinder Singh Kohli	00169907
4	Mr. Deepak Dasgupta	00457925
5	Mr. Ajit Mohan Sharan	024558844

Brief Biography of the Directors of the Investment Manager

DEEPAK DASGUPTA



aged 79 years, is an Independent Director on the Board of the Investment Manager. He is a retired IAS officer of the 1966 Batch (Haryana Cadre). In the State, he held the usual district appointments and was also Secretary PWD and Secretary Health. He has been in the Finance and Defence Ministries at the Centre and was also Joint Secretary and Additional Secretary, Cabinet Secretariat. From May 1997 to December 2002, he was the Chairman, NHAI where he helped launching the iconic National Highways Development Project which completely changed the highways scenario in India. He is also a Director on the Board of, amongst others, IJM India Infrastructure Limited, IJM Lingamaneni Township Private Limited and Amber Tours Private Limited.

SURINDER SINGH KOHLI



aged 77 years, is an Independent Director on the Board of the Investment Manager. He is also an Independent Director on the Board of, *inter alia*, Reliance Infrastructure Limited, ACB (India) Limited, Seamec Limited, Asian Hotel (West) Limited, and BSES Yamuna Power Limited.

Mr. Surinder Singh Kohli has a vast and rich experience of over 40 years as a Banker. He started his career in Punjab & Sind Bank (PSB) in 1970 and rose to the position of Chairman and Managing Director. Under his able guidance, PSB transformed into a Profitable Bank against the loss-making bank. He has also held esteemed position of Chairman and Managing Director of Punjab National Bank (PNB) from 2000 to 2005. PNB was one of the largest public sector banks in India during that period. He was

instrumental in total transformation of the PNB. PNB has now emerged as one of India's Most Trusted Brands. PNB Group floated three public offerings of capital during that period which were highly successful.

AJIT MOHAN SHARAN



aged 64 years, is an Independent Director on the Board of the Investment Manager. He has also worked at the strategy and leadership level in the sectors of Energy, Government Finances, Health and Sports. In almost all the assignments, Mr. Sharan is an IAS officer of 1979 batch of Haryana cadre. His main mandate has been formulation and implementation of Policies in the relevant sector and providing strategic leadership to the organization. Currently, Mr. Sharan is seeking to contribute in a consultative or advisory capacity to private institutions, post the completion of his public service in March 2017.

Held the positions of Principal Secretary for Power, Finance, Technical Education and Urban Development in the State. On Board of several companies including Dabur India Limited, one of the largest FMCG companies in India and Capri Global Capital Limited engaged in the business of providing financial services.

RANVEER SHARMA



aged 46 years is an Investor Director on the Board of the Investment Manager and an experienced business leader with a successful record of transforming and growing businesses in a number of sectors. Mr. Ranveer Sharma is Managing Director at Vaillant Capital Partners, a specialist investment management and advisory firm focused on a select group of institutional investors and family offices for foreign direct investments in India across Infrastructure, Real Estate, Manufacturing and FMCG sectors. Previously, Mr. Sharma was Managing Director and India Head at UK based Eredene Capital PLC, a specialist investor in Indian infrastructure with major focus on ports, logistics, warehousing, transportation and real estate sectors. Mr.

Sharma has extensive experience of operating at Board level and has held many interim roles in portfolio companies. His particular strengths are in strategy, performance improvements and corporate turnarounds. He possesses a strong knowledge of the governing bylaws and has wide experience in creating and implementing company policies, procedures and corporate governance standards.

SANJIT BAKSHI



aged 45 years, is a Sponsor Director on the Board of the Investment Manager. He is also an Executive-Director on the Board of Sponsor. He was instrumental in successful Initial offering by setting up Infrastructure Trust. Since then he has been actively involved with the successful operation of the Oriental InfraTrust. He is Responsible for conceptualizing, analyzing and successful implementation of the BOT-PPP business model based Projects in Oriental. During the last 12 Years, has spearheaded the growth of BOT (Build, Operate, Transfer) portfolio of the Oriental Group to a US\$2.00 Billion Asset base and he has vast experience of oversees and successful completion and operation of various Road Projects and enabled diversification in Oriental through the development of Coal Mining Business which has also seen steady execution and achieved targeted revenue realization under his leadership.



ORIENTAL INFRATRUST (the “Trust”) is an irrevocable Trust set up in June, 2019 under the Indian Trusts Act, 1882 and registered with the Securities and Exchange Board of India as an Infrastructure Investment Trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

The Trust currently has a portfolio of five road assets, consisting of four toll-road assets and one annuity road asset, in the states of Maharashtra, Madhya Pradesh, Uttar Pradesh and Karnataka. These roads are operated and maintained pursuant to concessions granted by the NHAI and are owned and operated by Project SPVs. Trust is in advance stage of acquiring a toll project from its sponsors, first project acquisition after listing.

The Sponsor of the Trust, Oriental Structural Engineers Private Limited (OSEPL) and Oriental Tollways Private Limited, are among the pioneer companies for Infrastructure development and construction in India. OSEPL is having rich experience in the construction of rigid and flexible pavements for roads, highways and airfields. Since its inception in 1971, the Company’s experience extends to constructing bridges, flyovers and embankments with reinforced earth and earthwork. In the past five decades,

OSEPL has executed pavement works, both rigid and flexible, major national/state highway projects in India and abroad.

OIT Infrastructure Management Limited (*Formerly known as Indian Technocrat Limited*) is the Investment Manager of the Trust and Oriental Structural Engineers Private Limited is the Project Manager and the Maintenance Manager to the Project SPVs.

About Infrastructure Investment Trust in India

In order to attract Foreign Direct Investment in the Infrastructure sector, the Government of India launched an alternative source of financing in the form of InvIT in 2014. InvIT is a Business Trust regulated by Securities and Exchange Board of India (SEBI) through "The Infrastructure Investment Trusts (InvITs) regulations". The objective of InvIT is to help Infrastructure Developers monetize their operational assets efficiently and churn the capital into under-construction assets thus, deleveraging their Balance Sheets.

InvITs can be Private listed or Public Listed or Unlisted which provides the Infrastructure Developers flexibility in terms of finalizing an appropriate structure. InvITs are managed by an independent Trustee and Investment Managers having requisite experience in the Infrastructure sector, whose Board comprises of at least 50% Independent Directors.

SEBI requires InvITs to invest at least 80% of their assets in completed and revenue-generating Projects, and not more than 10% in under-Construction Projects. This ensures that InvITs are not exposed to some of the key Risks inherent in the Infrastructure sector like availability of land, project execution risk, regulatory approvals, and time & cost overruns.

InvITs are required to distribute a minimum of 90% of their cash earnings to investors at least once a year or twice a year depending on whether it is private or public. InvITs are generally a pass-through structure and there have been certain concessions accorded to InvIT.

InvIT is gaining lot of popularity and many sponsors / investors are adopting InvIT structure to take advantage of the benefits it provides. NHAI has also recently launched its InvIT with initial portfolio of 5 projects.

Financial Statements

The Summary of Consolidated and Standalone Financial Statement of the Trust as on March 31st, 2022 are as follows:

Particulars	Rs (in millions)			
	Consolidated		Standalone	
	FY 21-22	FY 20-21	FY 21-22	FY 20-21
Total Income	22,333.56	13,627.41	6,738.54	6,501.38
Total Expenditure	20,990.11	11,687.58	2,419.59	3,974.88
Profit Before Tax	1,343.45	1,939.83	4,318.95	2,526.49
Taxes	524.59	-537.49	33.15	42.71
Profit After Tax	818.86	2,477.32	4,285.79	2,483.79
Other comprehensive Income	1.05	5.04	-	-
Total comprehensive Income for period	817.81	2,472.28	4,285.79	2,483.79

Global Economic Overview

According to International Monetary Fund (IMF), World Economic Outlook April 2022 Global growth is projected to slow down from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. Inflation is expected to remain at elevated level driven by Russia Ukraine war-induced commodity price increases and broadening price pressures. For 2022, consumer prices inflation is projected at 5.7 % in advanced economies, 8.7 % in emerging market and 6.1 % in India. The economic environment exacerbated two difficult policy trade-offs for the central banks in various countries: between tackling inflation and safeguarding the recovery; and between supporting the vulnerable and rebuilding fiscal buffers

War Slows the global recovery

	2019	2020	2021	2022	2023	2024	2025
	Per cent						
Real GDP growth¹							
World	2.9	-3.1	6.1	3.6	3.6	3.4	3.4
United States	2.3	-3.4	5.7	3.7	2.3	1.4	1.7
Euro area	1.6	-6.4	5.3	2.8	2.3	1.8	1.6
Japan	-0.2	-4.5	1.6	2.4	2.3	0.8	0.7

China	6	2.2	8.1	4.4	5.1	5.1	5
India	3.7	-6.6	8.9	8.2	6.9	7	7
Brazil	1.2	-3.9	4.6	0.8	1.4	2.2	2

3. Fiscal year.

Source: IMF, World Economic Outlook April 2022.

In many countries, inflation has become a central concern. In some advanced economies, including the United States and some European countries, it has reached its highest level in more than 40 years, in the context of tight labor markets. There is a rising risk that inflation expectations become de-anchored, prompting a more aggressive tightening response from central banks. In emerging market and developing economies increase in food and fuel prices could significantly enhance the risk of social unrest.

The war in Ukraine will affect economic forces already shaping the global recovery from the pandemic. The war has further increased commodity prices and intensified supply disruptions, adding to inflation. Even before Russia invaded Ukraine, broad price pressures had led central banks to tighten monetary policy. As a result, interest rates had risen sharply and asset price volatility had increased since the start of 2022, hitting household and corporate balance sheets, consumption, and investments.

In emerging market and developing economies, several central banks also tightened policies, adding to those that had already done so in 2021. One exception is China, where inflation remains low and the central bank has cut rates in January 2022 to support the recovery.

In India, Reserve Bank of India (RBI) is also taking steps to tighten monetary policy and increasingly taking hawkish future stances by increasing bench mark rates over last Monetary policy review meetings.

Facing increasing inflationary pressures, the RBI signaled its shift from an accommodative to a neutral stance in May'2022, with an off-cycle increase of the repo rate by 40 basis points. The cash reserve ratio was also raised to drain liquidity from the inter-bank market. The policy rate is projected to rise to 5.3% by the end of 2022 and remain there in 2023.

Indian Economy Overview

India has emerged amongst fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's real GDP at current prices stood at USD 3.12 trillion in financial year 2021-22. India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at USD 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns and will create ~ 1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'. India needs to increase its rate of employment growth

and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's foreign exchange reserves stood at USD 582.04 billion, as of March 12, 2021, according to data from Reserve Bank of India.

The Union Budget of 2022-23, which was presented on February 1, 2022, has four priorities: PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).

Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23 Increased government expenditure is expected to attract private investments, with a production-linked incentive (PLI) scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.

- The gross Goods and Services Tax (GST) revenue collection hit an all-time high of Rs. 1.68 trillion (US\$ 21.73 billion) in April 2022. This is a 20% increase over the previous year
- Significant progress has been achieved in building of National Highways across the country in the last few years by the Ministry of Road Transport and Highways.
- India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022.
- Other Sectors like Aviation and Railways had seen unprecedented growth in terms of Passenger Volume till March 2020 before Covid-19 pandemic impact. UDAN scheme launched by GOI have resulted greater connectivity between Tier 1, Tier 2 and Tier 3 cities of India. Railways, with completion of partial Dedicated Freight Corridors are concentrating more on operational efficiency and are focusing to increase the speed of Passenger as well as freight trains.

Roads and Highways Sector in India

India has the second largest road network in the world, spanning a total of 58.9 lakhs kilometres (kms). This road network transports 64.5 per cent of all goods in the country and 90 per cent of India's total passenger traffic uses road network to commute. Road transportation has gradually increased over the years with improvement in connectivity between cities, towns and villages in the country. In India, sale of automobiles and movement of freight by roads is growing at a rapid rate.

In FY 2021-22, around 10,500 km length of highway was constructed, the pace was affected due to Covid-19 and prolonged monsoon disruptions. The Government targets

to construct 50kms per day of National Highways in FY 2022-23. NHAI has awarded 6,306 km of highway in FY 2021-22, highest length awarded by NHAI in last three years. NHAI has also settled claims in 60 cases for Rs. 4,076 crore against the claimed amount of Rs. 14,590 crores.

In the Union Budget for FY 2022-23, government has planned for an increase in allocation for the central road fund by 19%, the total fund was Rs. 2.95 lakh crores (US\$ 38.86 billion). Government has allocated Rs. 1.99 lakh crores (US\$ 26.04billion) to Ministry of Road Transport and Highway.

Total outstanding debt of NHAI at the end of March 2022 was Rs. 3.48 lakh crores and NHAI is planning to keep the debt same at the end of FY 2022-23 and raise negligible debt in FY 2022-23.

The Indian government launched Gati Shakti-National Master Plan, which will help lead a holistic and integrated development of infrastructure generating immense employment opportunities in the country. India's Gati Shakti program has consolidated a list of 81 high impact projects, out of which road infrastructure projects are of 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). The main aim of this program is a faster approval process which can be done through the Gati shakti portal and digitized the approval process completely.

The Union Minister of State for Road, Transport and Shipping has stated that the Government aims to boost Corporate Investment in roads and shipping sector, along with introducing Business-friendly strategies that will balance profitability with effective project execution. According to the data released by Department for Promotion of Industry and Internal Trade Policy (DPIIT), construction development sector attracted Foreign Direct Investment (FDI) inflow worth US\$ 26.1 billion between April 2000 and June 2021. In FY 2021-22 (until November 2021), the private sector invested Rs. 15,164 crore (US\$ 1.98 billion) in roads. Under Phase-I of Bharatmala Pariyojana, the Ministry has approved implementation of 34,800 km of National Highways in 5 years, with an outlay of Rs. 5,35,000 crore (US\$ 76.55 billion). Under this scheme, 22 Greenfield projects (8,000 kms length) are being constructed; this is worth Rs. 3.26 lakh crore (US\$ 43.94 billion).

Some of the recent Government initiatives are as follows:

- The government issued a notice related to concessions under the Vehicle Scrapping Policy (effective from April 2022) to encourage vehicle owners towards discarding old vehicles, which have higher fuel consumption costs.

- In November 2021, NHAI's InvIT units were listed at Rs. 101 per unit (Total unit size of 59.52 crores) with an Enterprise value of Rs. 8,012 crores with anchor investors comprising Canada Pension Plan Investment Board and Ontario Teachers' Pension Plan Board.
- For the Quarter ending March 2022, NHAI InvIT has announced its maiden distribution of Rs. 0.79 per Unit totalling to Rs. 47.02 crores distribution.
- NHAI is planning to transfer 3 (three) more projects to NHAI InvIT. NHAI is optimistic about meeting the Asset monetisation target of Rs 20,000 crore in FY 2022-23 though NHAI's InvIT and/or TOT.
- NHAI is planning to construct Vijayawada-Nagpur Express Highway having a length of about 457 km (310 km Greenfield and 147 km Brownfield) at a cost of Rs. 14,000 crores.
- NHAI is planning to develop Electric Vehicles charging network, along various National Highways to promote use of electric vehicles. In line with this, ~700 e-vehicle charging stations are expected to be installed by 2023, covering 35,000 to 40,000 kms of National Highways.
- In September 2021, the Ministry of Road Transport and Highways allocated Rs. 7,270 crore (US\$ 980.9 million) for road safety programmes in 14 states that constitute 85% of the total road fatalities in India.
- 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 March 2021, NHAI said it will develop more than 600 world class way side amenities across 22 states for commuters along National Highways in the next 5 years. The amenities will include numerous facilities for passengers such as fuel station, EV charging, toilets, food courts, retail shops, Bank ATMs, Medical clinic, play areas, village haat for local handicrafts etc.

References: Indian Road Industry Report by IBEF,OECD, RBI, IMF Media Reports,Media Reports, Press Releases, NHAI website, Press Information Bureau (PIB)

BRIEF DETAILS OF ALL THE ASSETS OF THE INVIT

The Trust acquired 100.00% of the Equity Shares in each of the Project SPVs from the Sponsors.

The following Projects, which are owned, operated and maintained by the Project SPVs, comprise the Initial Road Assets consisting of approximately 621 km of constructed and operational roads across four states in India:

1. Oriental Nagpur Bye Pass Construction Private Limited(“ONBPCPL”)

Corporate Information

ONBPCPL was incorporated on September 15, 2009 under the Companies Act, 1956, having CINU45400DL2009PTC194278. Its registered office is situated at OSE Commercial Block, Hotel ALOFT, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi 110037.

The Nagpur Bye Pass Project: an approximately 117 km section of NH-7 including the Madhya Pradesh/ Maharashtra border to Nagpur section and the Nagpur to Hyderabad section in Maharashtra, which is owned, operated and maintained by Oriental Nagpur Bye Pass Construction Private Limited(“ONBPCPL”);

NAGPUR BYPASS (NH-7)



4-LANING OF MADHYA PRADESH / MAHARASHTRA BORDER TO NAGPUR SECTION OF NH-7 FROM KM.652.000 (NEW KM.653.225) TO KM.729.000 INCLUDING CONSTRUCTION OF KAMPTEE-KANHAN BYPASS AND NAGPUR BYPASS AND MAINTENANCE OF ALREADY 4-LANED SECTION FROM KM.14.585 TO KM.36.600 OF NH-7 (NAGPUR – HYDERABAD SECTION) IN THE STATE OF MAHARASHTRA UNDER NHDP PHASE-II ON DESIGN, BUILD, FINANCE, OPERATE AND TRANSFER (DBFOT) BASIS (PACKAGE NO.: NS- 1/BOT/MH)

2. Oriental Pathways (Indore) Private Limited("OPIPL")

Corporate Information

OPIPL was incorporated on September 6, 2005 under the Companies Act, 1956, having CINU45201DL2005PTC140388. Its registered office is situated at OSE Commercial Block, Hotel ALOFT, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi, Delhi 110 037.

The Indore Khalghat Project: an approximately 72 km section of NH-3 between Indore and Khalghat in Madhya Pradesh, which is owned, operated and maintained by Oriental Pathway (Indore) Private Limited("OPIPL");

INDORE – KHALGHAT (NH-3)



IMPROVEMENT, OPERATION AND MAINTENANCE INCLUDING STRENGTHENING AND WIDENING OF EXISTING 2-LANE ROAD TO 4-LANE DUAL CARRIAGEWAY FROM KM.12.600 – KM.84.700 OF NH-3 (INDORE – KHALGHAT SECTION) IN THE STATE OF MADHYA PRADESH ON BUILD, OPERATE AND TRANSFER (BOT) BASIS.

3. Etawah -Chakeri (Kanpur) Highway Private Limited("ECKHPL")

Corporate Information

ECKHPL was incorporated on December 15, 2011 under the Companies Act, 1956, having CINU45204DL2011PTC228804. Its registered office is situated at OSE Commercial Block, Hotel ALOFT, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi, Delhi 110037.

The Etawah-Chakeri Project: an approximately 160 km section of NH-2 between Etawah and Chakeri in Uttar Pradesh, which is owned, operated and maintained by Etawah-Chakeri (Kanpur) Highway Private Limited ("ECKHPL");

ETAWAH – CHAKERI (NH-2)



6-LANING OF ETAWAH – CHAKERI (KANPUR) SECTION OF NH-2 FROM KM.323.475 TO KM.483.687 IN THE STATE OF UTTAR PRADESH UNDER NHDP PHASE-V ON DESIGN, BUILD, FINANCE, OPERATE AND TRANSFER TOLL BASIS.

4. OSE Hungund Hospet Highways Private Limited ("HHPL")

Corporate Information

HHPL was incorporated on February 5, 2010 under the Companies Act, 1956, having CINU45201DL2010PTC313953. Its registered office is situated at Asset 5B, Hospitality District, Delhi Aero City, IGI Airport, Delhi 110037.

The Hungund Hospet Project: an approximately 97 km section of NH-13 between Hungund and Hospet in Karnataka, which is owned, operated and maintained by OSE Hungund Hospet Highways Private Limited and all of the Initial Road Assets, other than the Nagpur Betul Project, are operated on a toll basis. The Nagpur Betul Project is operated on an annuity basis.

HUNGUND – HOSPET (NH-13)



4-LANING OF HUNGUND – HOSPET SECTION OF NH-13 FROM KM.202.000 TO KM.299.000 IN THE STATE OF KARNATAKA UNDER NHDP PHASE-III ON DESIGN, BUILD, FINANCE, OPERATE AND TRANSFER (DBFOT) BASIS (PACKAGE NO.: NHDP-III/NPT/KNT/06)

5. Oriental Nagpur Betul Highway Limited (“ONBHL”)

Corporate Information

ONBHL -was incorporated on June 4, 2010 under the Companies Act, 1956, having CINU45400DL2010PLC203649. Its registered office is situated at OSE Commercial Block, Hotel ALOFT, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi, Delhi 110037.

The Nagpur Betul Project: an approximately 175 km section of NH-69 between Nagpur and Betul in Madhya Pradesh, which is owned and operated by Oriental Nagpur Betul Highway Private Limited (“ONBHL”).

NAGPUR – BETUL (NH-69)



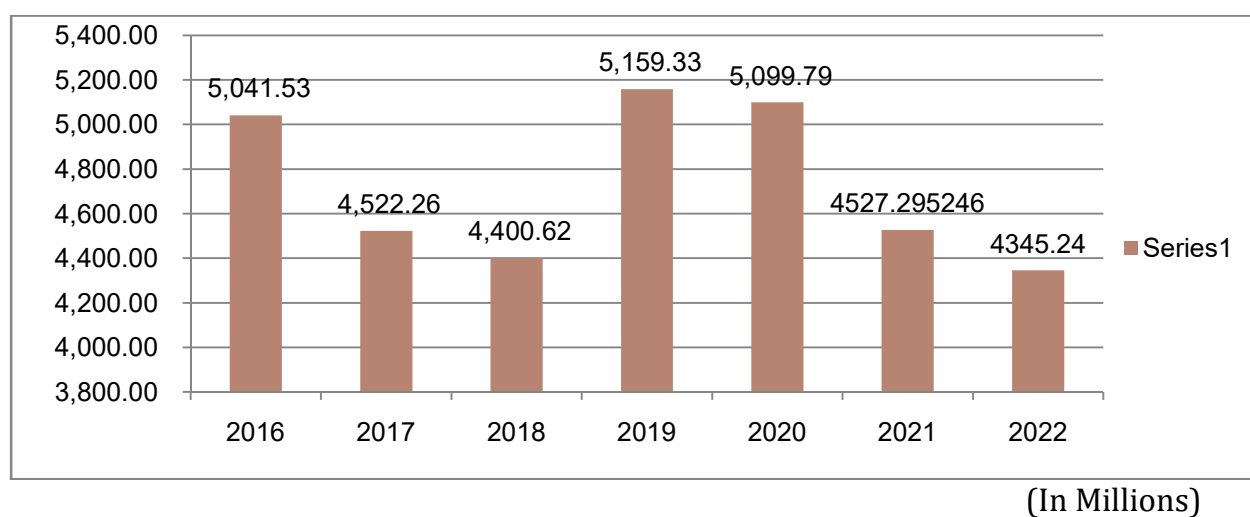
4-LANING OF NAGPUR – BETUL SECTION OF NH-69 FROM KM 137 TO KM 257 IN THE STATE OF MADHYA PRADESH AND FROM KM 59.300 TO KM 3.000 IN THE STATE OF MAHARASHTRA UNDER NHDP PH.-IV ON DESIGN, BUILD, FINANCE, OPERATE AND TRANSFER (DBFOT) (ANNUITY) BASIS.

KEY INDICATORS OF PROJECT SPV'S

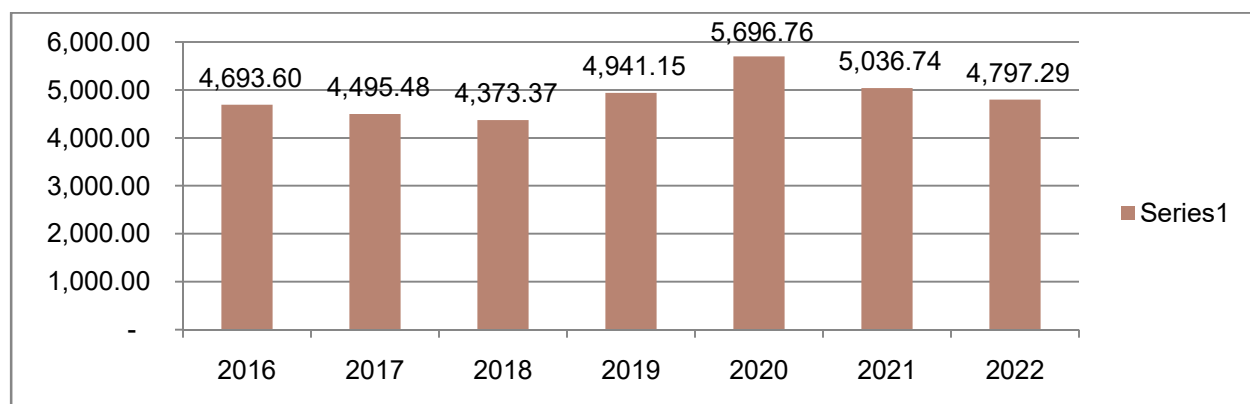
Oriental Nagpur Betul Highway Limited ("ONBHL")

Total Project Cost (In Millions) 33,150	Operation Started on 18-Feb-2015	End of Concession Period 31-Mar-2032
Concession Term Years 16.50	Total Income (FY 2021-22)(In Millions) 12603	EBITDA (FY 2021-22)(In Millions) 4797

Annuity Revenue



EBIDTA



(In Millions)

Oriental Nagpur Bye Pass Construction Private Limited("ONBPCPL")

Total Project Cost (In
Millions)
19,713

Operation Started on
11-July-2012

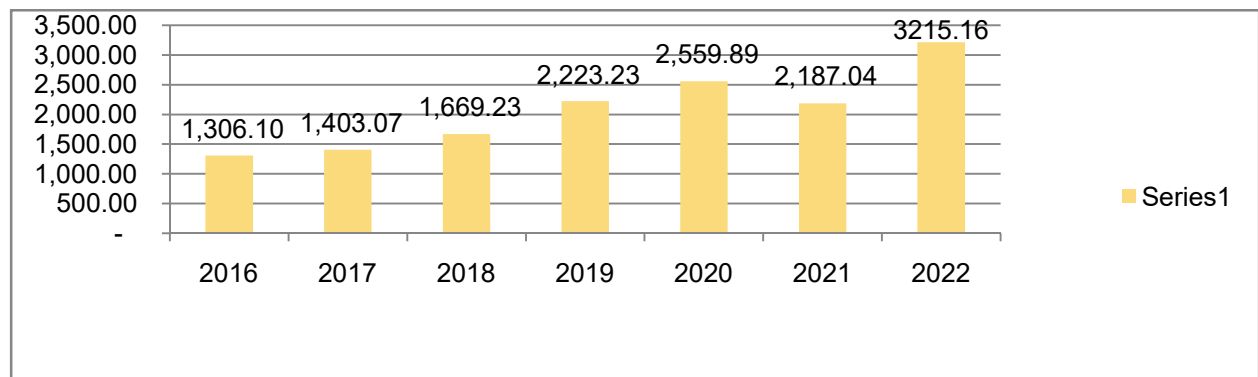
End of Concession Period
02-April-2037

Concession Term Years
25

Total Income (FY 2021-22)
(In Millions)
3386.93

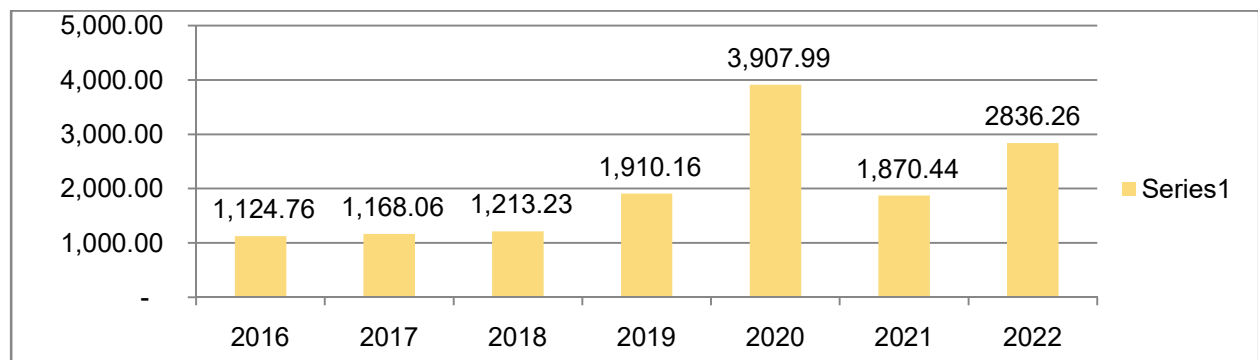
EBITDA (FY 2021-22) (In
Millions)
2836.26

Gross Toll Revenue



(In Millions)

EBIDTA



(In Millions)

Oriental Pathways (Indore) Private Limited("OPIPL")

Total Project Cost (In Millions)
6,500

Operation Started on
20-Aug-2009

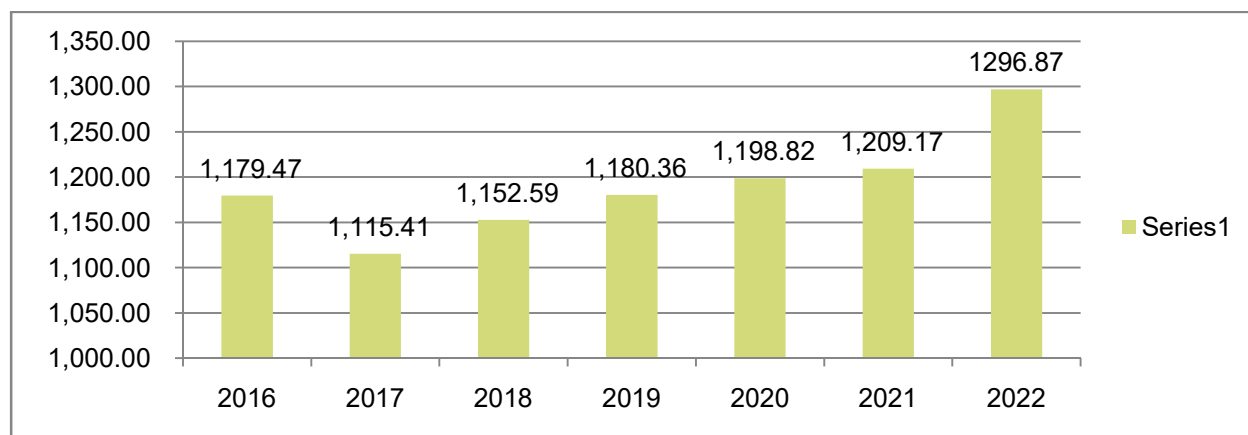
End of Concession Period
28-Sept-2026

Concession Term Years
17

Total Income (FY 2021-22)(In Millions)
1562.43

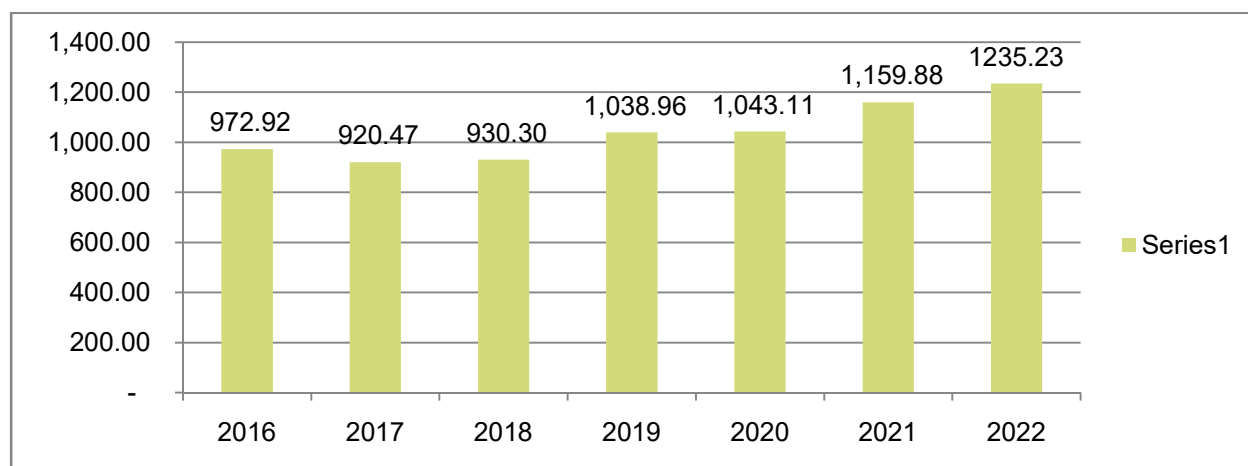
EBITDA (FY 2021-22)(In Millions)
1235.23

Gross Toll Revenue



(In Millions)

EBITDA

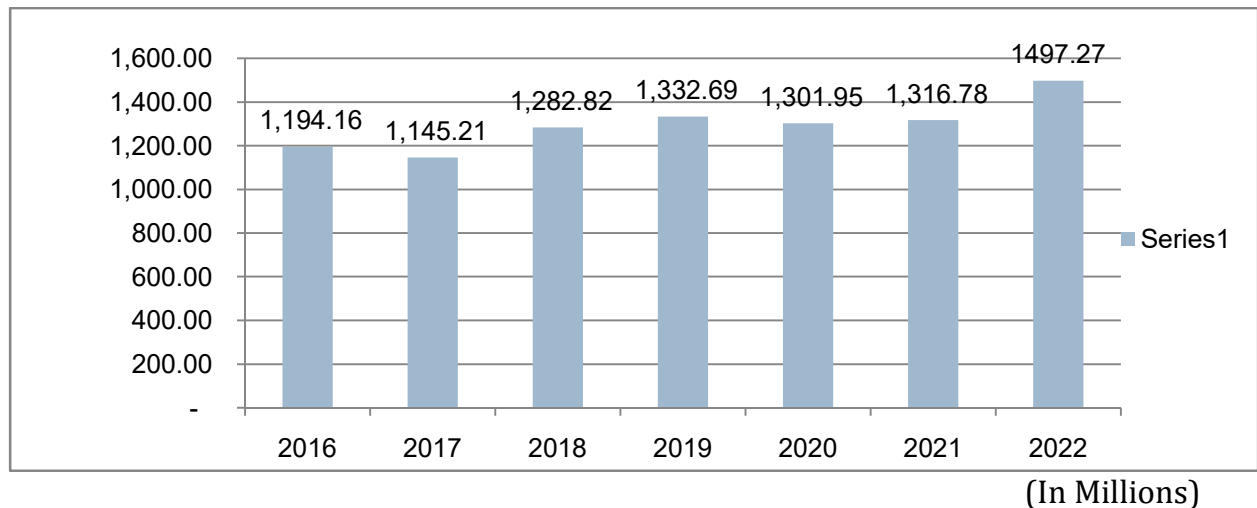


(In Millions)

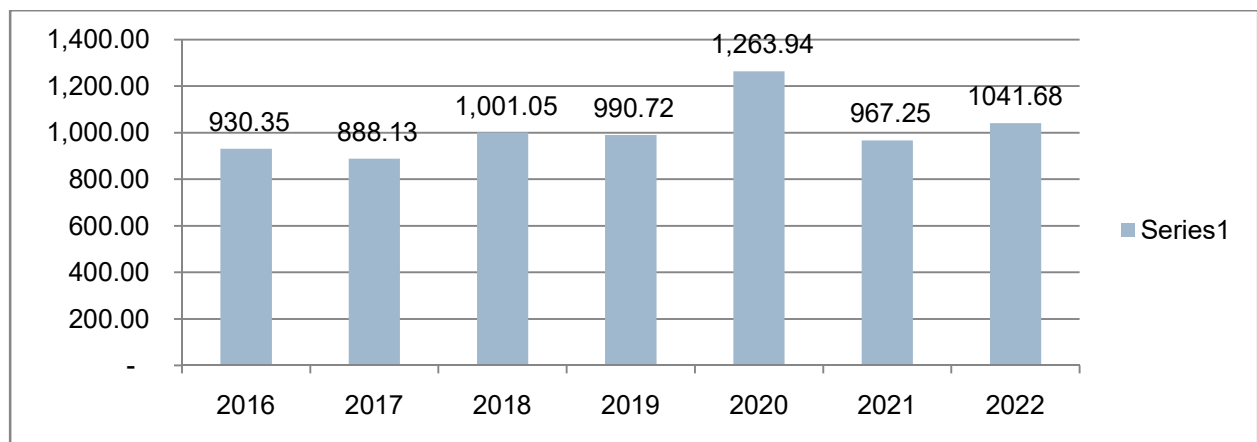
OSE Hungund Hospet Highways Private Limited ("HHPL")

Total Project Cost (In Millions) 16,509	Operation Started on 23-Nov-2012	End of Concession Period 10-Sept-2029
Concession Term Years 17	Total Income (FY 2021-22)(In Millions) 1543.42	EBITDA (FY 2021-22)(In Millions) 1041.68

Gross Toll Revenue



EBITDA

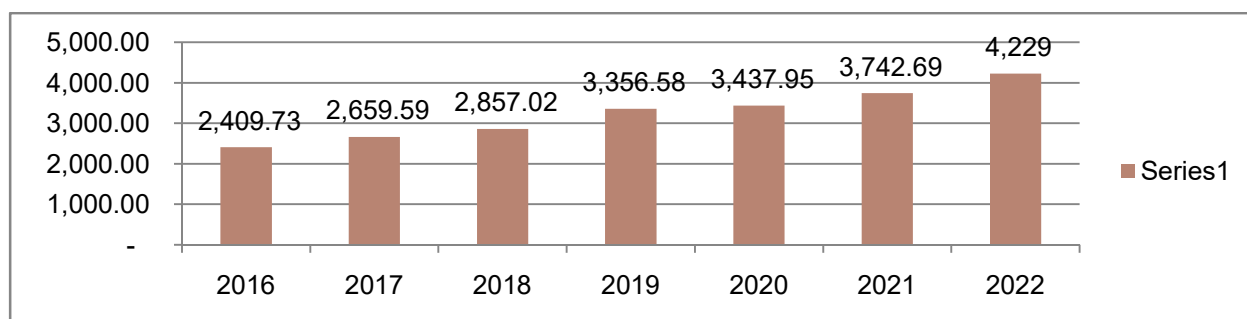


(In Millions)

Etawah-Chakeri (Kanpur) Highway Private Limited ("ECKHPL")

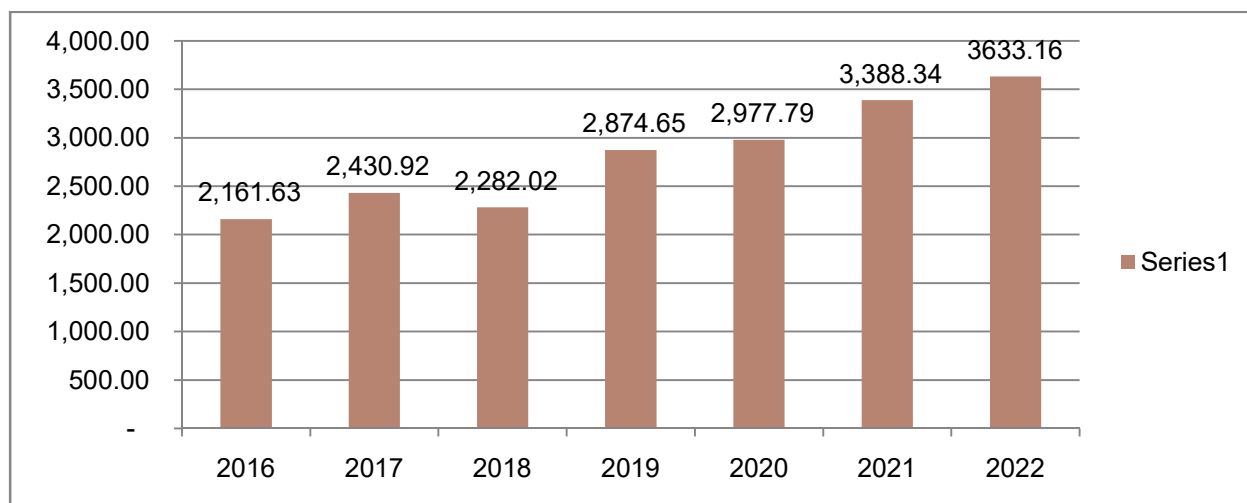
Total Project Cost (In Millions) 22,510	Operation Started on 31-May-2016	End of Concession Period 08-Dec-2030
Concession Term Years 15	Total Income (FY 2021-22)(In Millions) 4352.58	EBITDA (FY 2021-22)(In Millions) 3633.16

Gross Toll Revenue



(In Millions)

EBITDA



(In Millions)

SUMMARY OF THE VALUATION REPORT





ORIENTAL INFRATRUST

VALUATION REPORT

MAY 2022

STRICTLY PRIVATE & CONFIDENTIAL



IBDO



Ref: LM/May 27-20/2022
Private & Confidential
May 27, 2022

To,
Oriental InfraTrust, ("the Trust")
Acting through Axis Trustee Service Limited (In its capacity
as the "Trustee" of the Trust)
3rd floor, Plot no. 8 Sector B-7, Local Shopping Complex
Vasant Kunj, New Delhi 110 070

**Subject: Valuation of Trust Assets as per Securities and Exchange Board of India
(Infrastructure Investment Trusts) Regulations, 2014, as amended**

Dear Sir(s)/Madam(s),

We, BDO Valuation Advisory LLP ("BDO VAL" or "We" or "Us"), refer to our engagement by Oriental Infra Trust ("Trust" or "Client") vide engagement letter, appointing us to undertake an independent valuation of Trust Assets ("InvIT Assets" or "Trust Assets"), as per Securities Exchange Board of India (Infrastructure Investment Trust Regulations, 2014), and amendments thereto including any circulars and guidelines issued thereunder ("SEBI InvIT Regulations"). We are pleased to present herewith our valuation report.

We thereby, enclose our independent valuation report ("the Report" or "this Report") providing an opinion on the fair enterprise value of the InvIT Asset on a going concern basis under the SEBI InvIT regulations considering the data as stated in "Sources of Information" of the Report as well as discussions with the relevant personnel of Trust and/or the Investment Manager ("Management"). We have considered the cut-off date for the current valuation exercise to be March 31, 2022 ("Valuation Date") and market factors, have been considered up to March 31, 2022.

This valuation report has been prepared solely for the annual compliance requirements of the SEBI InvIT Regulations as well as for submission to Securities and Exchange Board of India ("SEBI"), the BSE Limited or any other regulatory or statutory authority as may be required for the Issue and made in accordance with the SEBI InvIT Regulations guidelines requiring an independent valuation. This Report should not be used or relied upon for any other purpose.

BDO Valuation Advisory LLP
The Ruby, Level 9,
North West Wing,
Senapati Bapat Marg,
Dadar (West),
Mumbai - 400028.

Telephone: +91 (0) 22 6277 11600
Fax: +91 (0) 22 6277 3700

In terms of the SEBI InvIT Regulations, we hereby confirm and declare that:

- We are competent to undertake the valuation;
- We are independent and have prepared this Report on a fair and unbiased basis;
- This Report is prepared in compliance with regulation 13(1) and regulation 21 of the SEBI InvIT Regulations; and
- We comply with the responsibilities as stated in regulation 13(1) and regulation 21 of the SEBI InvIT Regulations.

We further confirm that the valuation of InvIT Asset is carried out as per internationally accepted valuation methodologies and in cognizance of international valuation standards and Valuation Standards 2018 issued by ICAI Registered Valuers Organisation.

We have no present or planned future interest in the InvIT Assets, the Sponsors or the Investment Manager or the Trustee, except to the extent of our appointment as an independent valuer for this Report.



A summary of the analysis is presented in the accompanying the Report, as well as description of the methodology and procedure used, and the factors considered in formulating our opinion. The Report is subject to the attached exclusions and limitations and to all terms and conditions provided in the engagement letter for this assignment.

This valuation report is based on the information provided to us by the Management. The projections provided by the Management are only the best estimates of growth and sustainability of revenue and cash flows. We have reviewed the financial forecast for consistency and reasonableness, however we have not independently verified the data provided.

Regards,

For BDO Valuation Advisory LLP

IBBI Regn No.: IBBI/RV-E/02/2019/103

A handwritten signature in blue ink, appearing to read 'Lata R Gujar More', is written over a horizontal line.



Lata R Gujar More

Partner, IBBI Regn No: IBBI/RV/06/2018/10488

DEFINITIONS, ABBREVIATIONS AND GLOSSARY OF TERMS

Abbreviation	Meaning
OSEPL or Sponsor 1	Oriental Structural Engineers Private Limited
OTPL or Sponsor 2	Oriental Tollways Private Limited
You or Client or Trust	Oriental InfraTrust
Investment Manager or IM	Indian Technocrat Limited
the Management	The Management of the Trust
Trustee	Axis Trustee Services Limited
ECKHPL or Etawah Chakeri Project	Etawah-Chakeri (Kanpur) Highway Private Limited
OPIPL or Indore Khalghat Project	Oriental Pathways (Indore) Pvt. Ltd.
OHHPL or Hungund Hospet Project	OSE Hungund Hospet Highways Pvt. Ltd.
ONBHL or Nagpur Betul Project	Oriental Nagpur Betul Highway Ltd.
ONBPCPL or Nagpur Bypass Project	Oriental Nagpur Bye Pass Construction Pvt. Ltd.
SEBI InvIT Regulations	Securities Exchange Board of India (Infrastructure Investment Trust Regulations, 2014)
InvIT	Infrastructure Investment Trust

Abbreviation	Meaning
BDO VAL, we, our, us	BDO Valuation Advisory LLP
EPC	Engineering, Procurement and Construction
BOT	Build, Operate and Transfer
EqV	Equity Value
SPV	Special Purpose Vehicle
SPVs	ECKHPL, OPIPL, OHHPL, ONBHL and ONBPCPL
NH	National Highway
SH	State Highway
NHDP	National Highways Development Project
DBFOT	Design, Build, Finance, Operate, Transfer
HUDCO	Housing and Urban Development Corporation
PPP	Public Private Partnership
MDR	Major district roads
ODR	Other district roads
PMGSY	Pradhan Mantri Gram Sadak Yojana
IBEF	India Brand Equity Foundation
Km	Kilometer

DEFINITIONS, ABBREVIATIONS AND GLOSSARY OF TERMS

Abbreviation	Meaning
PCU	Passenger Car Equivalent
CA	Concession Agreement
WPI	Wholesale Price Index
FCFF	Free Cash Flows to Firm
MAT	Minimum Alternative Tax
NHAI	National Highways Authority of India
COD	Commercial Operation Date
GDP	Gross Domestic Product
EV	Enterprise value
GVA	Gross Value Added
IRR	Internal rate of return
NAV	Net Asset Value
BUV	Break Up Value
PAT	Profit After Tax

Abbreviation	Meaning
HAM	Hybrid-Annuity Model
TOT	Toll Operate and Transfer
OMT	Operate-Maintain-Transfer
CCM	Comparable Companies Multiple
DCF	Discounted Cash Flow
EBITDA	Earning Before interest , taxes and depreciation and amortization
EBIT	Earning before interest and tax
CAGR	Compounded Annual Growth Rate
D/E ratio	Debt-Equity ratio
MCLR	Marginal Cost of Lending Rate
MoRTH	Ministry of Road Transport & Highways

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SECTION 1

EXECUTIVE SUMMARY



EXECUTIVE SUMMARY

Terms of Engagement:

- ▶ We have been appointed by Oriental InfraTrust (“Trust” or “Client”) to undertake an independent valuation of Trust Assets (“InvIT Assets” or “Trust Assets”), as per Securities Exchange Board of India (Infrastructure Investment Trust Regulations, 2014), and amendments thereto including any circulars and guidelines issued thereunder (“SEBI InvIT Regulations”).
- ▶ As per the Engagement Letter, the valuation is to be carried out as on March 31, 2022.
- ▶ This report (the “Report”) has been prepared by BDO VAL pursuant to Engagement Letter between BDO VAL and the Trust including the terms and conditions set out therein.

Purpose of Valuation:

- ▶ We have been appointed by Oriental InfraTrust to undertake valuation of Trust Assets as on March 31, 2022.

Particulars	NH/SH	Tollable Length (km)	Execution of CA	Expected Concession End Date
Etawah Chakeri Project	NH 2	160.212 including structure of 23.167 kms	January 5, 2012	September 3, 2029
Indore Khalghat Project	NH 3 (New NH-52)	77.61 km	March 10, 2006	September 5, 2026
Hungund Hospet Project	NH 13	99.054 km	March 22, 2010	July 4, 2033
Nagpur Betul Project	NH - 69 (New NH-47)	174.20 km	August 30, 2010	January 19, 2032
Nagpur Bypass Project	NH 7	117.078 km	October 5, 2009	April 2, 2037

Valuation Approach & Methodology:

- ▶ In this report, we have detailed the fair value of the Trust Assets as on March 31, 2022, of:

Particulars	Valuation Methodology
SPVs	DCF Method

Enterprise Value of 5 SPVs:

- ▶ The Enterprise Value (“EV”) of the 5 SPVs has been arrived as under:

S. No.	Particulars (INR Cr)	EV
(a)	Etawah Chakeri Project	1,509.8
(b)	Indore Khalghat Project	398.2
(c)	Hungund Hospet Project	1,351.4
(d)	Nagpur Betul Project	3,070.1
(e)	Nagpur Bypass Project	4,384.9
	Total	10,714.4

- ▶ The combined enterprise value of the 5 SPVs is arrived at INR 10,714.4 Cr as on March 31, 2022.

SECTION 2

SOURCES OF INFORMATION



SOURCES OF INFORMATION

Sources of Information:

For the purpose of undertaking this valuation exercise, we have relied on the following sources of information:

- ▶ SPV specific information - The following SPV information as provided by the management of the Trust (“the Management”), verbally or in written form have been inter alia used in valuation:
 - Audited financial statements as per Indian Accounting Standard (“Ind AS”) of the 5 SPVs for Financial Year (“FY”) FY2017, FY2018, FY 2019, FY 2020 and FY 2021;
 - Provisional financial statements as per Ind AS of the 5 SPVs for FY 2022;
 - Projected profit & loss statement, balance sheet and cash flow statement of the 5 SPVs from April 01, 2022 to the respective Concession end date;
 - Income Tax Return for each of the 5 SPVs for AY 20-21 and computation of advance tax paid for AY 22-23;
 - Details of brought forward losses and unabsorbed depreciation as on March 31, 2021;
 - Concession Agreements entered with NHAI for each of the 5 SPVs;
 - Technical Due Diligence Reports issued by independent consultants for the 5 SPVs dated December 2018;
 - Updated Draft Traffic Due Diligence Numbers issued by independent consultants of ECKHPL, OPIPL, OHHPL and ONBPCPL;
 - Operation and Maintenance (“O&M”) contract entered into between ONBHL and Oriental Structural Engineers Pvt. Ltd;
 - Toll Notifications of ECKHPL, OPIPL, OHHPL and ONBPCPL;

- Historical Major Maintenance expenses for each of the 5 SPVs;

- ▶ Relevant data and information provided by the management and representatives of the Trust either in written or oral form or in form of soft copy.
- ▶ Other industry related information available in public domain and international databases.

Details of site visits:

Sr. No.	Name of the Project	Date of Site Visit	Team Member
1	ECKHPL or Etawah Chakeri Project	May 06, 2022 & May 07, 2022	Udit Dubey
2	OPIPL or Indore Khalghat Project	May 05, 2022	Zaid Usmani
3	OHHPL or Hungund Hospet Project	May 06, 2022	Puneeth H
4	ONBHL or Nagpur Betul Project	May 05, 2022	Siddharth Gulavani
5	ONBPCPL or Nagpur Bypass Project	May 05, 2022	Siddharth Gulavani

SECTION 3

EXCLUSIONS AND LIMITATIONS



EXCLUSIONS AND LIMITATIONS

Context and Purpose

- ▶ We have been mandated by the Trust, vide engagement letter, to undertake valuation of the Trust assets.
- ▶ The valuation exercise and the Report are solely for the Purpose mentioned herein. As informed by the Trust, the cut-off date for the present valuation exercise is March 31, 2022 based on the information and explanation made available to us.

Restricted Audience

- ▶ This Report is not to be published in the Preliminary Placement Memorandum and the Placement Memorandum and such other documents as may be required under the SEBI InvIT Regulations. This Report was prepared on the Trust instructions and only in connection with the Purpose set out in the Report.
- ▶ It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in accordance with the provision of SEBI InvIT Regulations including the SEBI Listing Obligations and Disclosure Regulations. In the event the Trusts or its management extend the use of the report beyond the purpose mentioned earlier in the report, with or without our consent, we will not accept any responsibility to any other party (including but not limited to the Investors and Placement agent, if any) to whom this report may be shown or who may acquire a copy of the report.
- ▶ It is clarified that this report is not a fairness opinion under any of the stock exchange / listing regulations. In case of any third party having access to this report, please note that this report is not a substitute for the third party's own due diligence / appraisal / enquiries / independent advice that the third party should undertake for its purpose.

Limitation Clause

- ▶ Our report is subject to the limitations detailed hereinafter. This report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.
- ▶ The scope of the assignment did not include performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used during the course of the work. Further, conducting a financial or technical feasibility study was also not covered.
- ▶ During the course of our work, we have relied upon assumptions and projections related to the Trust and the SPVs made by the management of the sponsors/Trust. These assumptions require exercise of judgment and are subject to uncertainties. Also, we have relied on the technical due diligence and traffic due diligence report referred in 'Sources of Information' in Section II of the Report.
- ▶ Further, this valuation report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to us or used by us up to, the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of the SPVs. Subsequent developments in the aforementioned conditions may affect this report and the assumptions made in preparing this report and we shall not be obliged to update, review or reaffirm this report if the information provided to us changes. The information presented in this valuation report does not reflect the outcome of any due diligence procedures, which may change the information contained herein and, therefore, the valuation report materially
- ▶ Valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different value on the Company. The final responsibility for value at which the Liquidation or sale shall take place will be with the RP of the Company, who should take into account other factors such as their own assessment of the Liquidation or sale and input of other advisors.

EXCLUSIONS AND LIMITATIONS

- ▶ The recommendation rendered in the Report only represent our recommendation based upon information furnished by the Company (or its executives/representatives) and other sources.
- ▶ Valuation is based on estimates of future financial performance or opinions that represent reasonable expectations at a particular point in time, but such information, estimates or opinions are not offered as or as assurances that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates, and the variations may be material.
- ▶ The realization of these projections is dependent on the continuing validity of the assumptions on which they are based. Since the projections relate to the future, actual results are likely to be different from the projected results in case of events and circumstances not occurring as projected and the differences may be material. Our work did not constitute a validation of the financial projections of the Trust and the SPVs under consideration and accordingly, we do not express any opinion on the same. We have not commented on the appropriateness of or independently verified the assumptions or information provided to us, for arriving at the financial projections. Further, while we have discussed the assumptions and projections with the management of the Trust/Sponsors, our reliance on them for the purpose of valuation should not be construed as an assurance about the accuracy of the assumptions or the achievability of the financial projections.
- ▶ This Report is based on information received from sources mentioned herein and discussions with the management of the Trust/Sponsors. This information has not been independently verified by us. We have assumed that the Trust/Sponsors has furnished to us all information, which it is aware of concerning the financial statements and respective liabilities, which may have an impact on our Report.
- ▶ We have not made any independent verification with respect to the Sponsor's claim to title of assets or property for the purpose of this valuation. With respect to claim to title of assets or property, we have solely relied on representations, whether verbal or otherwise, made by the Management to us for the purpose of this Report.
- ▶ For the present valuation exercise, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified by us.
- ▶ Whilst, all reasonable care has been taken to ensure that facts stated in the report are accurate and opinions given are fair and reasonable, neither us, nor any of our Partners or Employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Company, its directors, employees or agents.
- ▶ In the particular circumstances of this case, we shall be liable only to the Sponsors, the Trust and the Investment Manager. We shall have no liability (in contract or under statute or otherwise) to any other party for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage is caused other than in cases of fraud, gross negligence or willful misconduct, shall be limited to the amount of fees actually received by us as laid out in the engagement letter, for such valuation work.
- ▶ This Report does not look into the business / commercial reasons behind the InvIT nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives, or whether or not such alternatives could be achieved or are available. The assessment of commercial and investment merits of the Trust are sole responsibility of the investors of the Trust and we do not express our opinion on the suitability or otherwise of entering into any financial or other transactions with the Investment Manager, the Trust or the Sponsors

EXCLUSIONS AND LIMITATIONS

- ▶ We are not advisor with respect to legal, tax and regulatory matters for the Offering. No investigation of the SPVs' claim to title or assets has been made for the purpose of this Report and the SPVs' claim to such 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.
- ▶ Except to the extent required under the SEBI InvIT Regulations, we are not responsible for matters of legal nature including issues of legal title and compliance with local laws in respect of the SPVs and also no consideration has been given to litigation and other contingent liabilities that are not recorded in the financials of the SPVs or disclosed otherwise in the PPM.
- ▶ The valuation analysis in this Report should not be construed as investment advice; specifically, and we do not express any opinion on the suitability or otherwise of entering into any financial or other transactions with the Investment Manager, the Trust or any of the SPVs.
- ▶ The estimate of value contained herein are not intended to represent value of the SPVs at any time other than the dates specifically mentioned for each valuation result, as per the agreed scope of engagement and as required under the SEBI InvIT Regulations.

SECTION 4

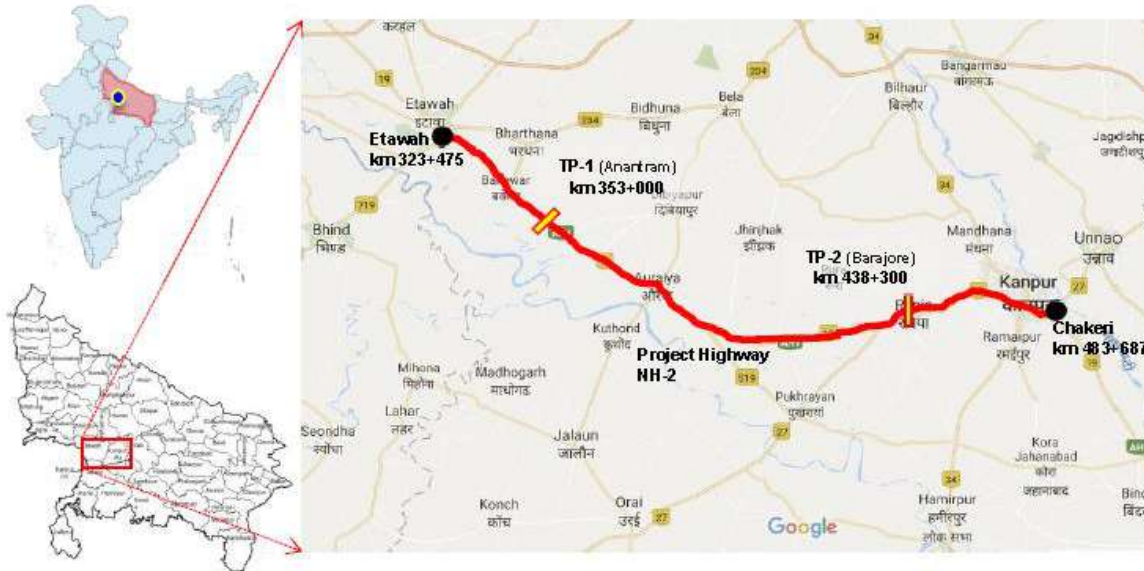
OVERVIEW OF THE SPV_s



ETAWAH-CHAKERI (KANPUR) HIGHWAY PRIVATE LIMITED (“ECKHPL”)

Background:

- ▶ Etawah-Chakeri (Kanpur) Highway Private Limited, undertakes development of six lane Etawah - Chakeri (Kanpur) section of NH 2 in the State of Uttar Pradesh on Design, Build, Finance, Operate and Transfer (“DBFOT”) based public-private partnership (“PPP”) mode.
- ▶ The Etawah-Chakeri Project highway forms an arm of Golden Quadrilateral connecting Delhi (North India) with Kolkata (East India).
- ▶ The Etawah-Chakeri Project comprised of widening and improvement of existing 4-lane section to 6-lane section starting at km 323+475 at end point of Etawah bypass and ending at km 483+687 near Chakeri passes via four districts i.e., Etawah, Auriya, Kanpur Dehat and Kanpur Nagar in Uttar Pradesh admeasuring 160.210 km on Agra - Etawah - Kanpur - Allahabad section of NH 2.
- ▶ Etawah-Chakeri Project was awarded by the NHAI for a Concession Period of 16 years starting from Appointed Date on March 13, 2013.



ETAWAH-CHAKERI (KANPUR) HIGHWAY PRIVATE LIMITED (“ECKHPL”)

Key Details of the Project:

- ▶ The toll collection commenced from the same date of appointed date i.e. March 13, 2013 and the Completion certificate has been received on November 30, 2016.
- ▶ The key details of Etawah-Chakeri Project are as follows:

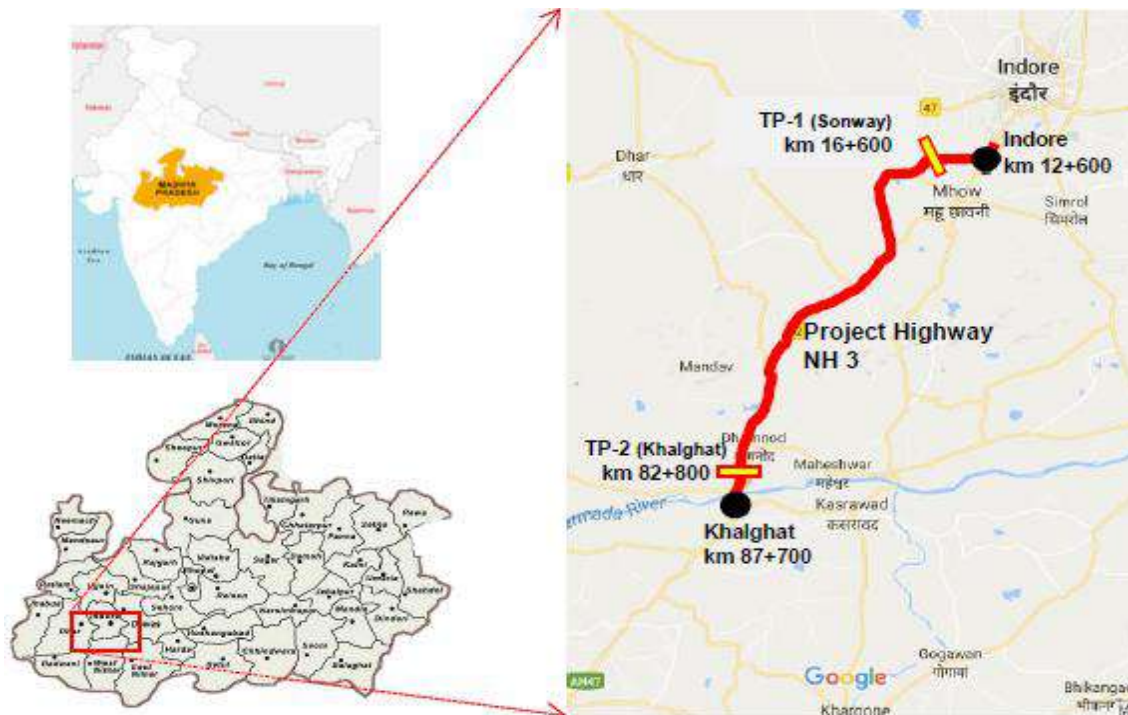
Particulars	Details
Project name	Six-laning of Etawah - Chakeri (Kanpur) section of NH-2 from km 323.475 to km 483.687 in the State of Uttar Pradesh under NHDP Phase-V on DBFOT Toll basis
Name of Concessionaire	M/s Etawah Chakeri (Kanpur) Highway Private Limited
State	Uttar Pradesh
NH/SH	NH 2
Project lane	6 lane
PPP mode	DBFOT
Execution of CA	January 5, 2012
Appointed date	March 13, 2013
Completion Certificate	November 30, 2016
Scheduled Concession End Date	March 12, 2029
Original Concession period	16 years
Expected Concession End Date	September 3, 2029
Tollable Length (km)	160.212 including structure of 23.167 kms
Toll Plaza	2 Nos. TP-1: km 353+000 (actual at km 353+000) - Anantram TP-2: km 437+000 (actual at km 438+300) - Barajore
Salient features	Etawah Chakeri Project is of strategic importance as it forms an arm of Golden Quadrilateral connecting Delhi and Kolkata.

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ORIENTAL PATHWAYS (INDORE) PVT LTD (“OPIPL”)

Background:

- Oriental Pathways (Indore) Private Limited, undertakes development of four lane Indore - Khalghat section of NH 3 in the State of Madhya Pradesh on Build, Operate and Transfer (“BOT”) based PPP mode.
- It is a key link on NH 3 which is known as Agra - Bombay (Mumbai) Highway connecting Delhi and Mumbai. The Indore Khalghat Project comprised of improvement, operation and maintenance including strengthening and widening of existing 2-lane section to 4-lane section starting at km 12+600 and ending at km 84+700 admeasuring about 77.610 km.
- Indore Khalghat Project was awarded by the NHAI for a Concession Period of 20 years starting from Appointed Date on September 6, 2006.



Source: Management of the Trust

ORIENTAL PATHWAYS (INDORE) PVT LTD (“OPIPL”)

Key Details of the Project:

- ▶ The toll collection of Indore Khalghat Project commenced from August 20, 2009.
- ▶ The key details of Indore Khalghat Project are as follows:

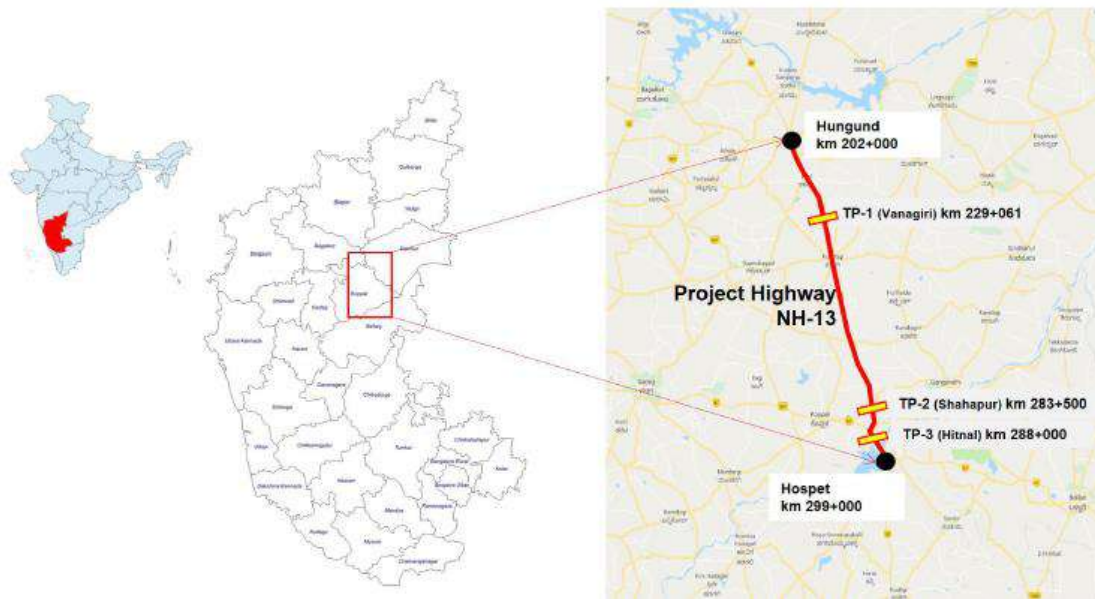
Particulars	Details
Project name	4-laning of Indore - Khalghat section of NH 3 from km 12+600 to km 84+700 in the state of Madhya Pradesh on Build, Operate and Transfer (BOT) basis
Name of Concessionaire	Oriental Pathways (Indore) Pvt Ltd
State	Madhya Pradesh
NH/SH	3 (New NH-52)
Project lane	4 laned divided Carriageway with 1.5m paved shoulders & 0.5m kerb shyness - Carriageway (2 x 9.0m)
PPP mode	Build, Operate and Transfer (BOT) basis
Execution of CA	March 10, 2006
Appointed date	September 6, 2006
COD Date	August 20, 2009
Scheduled Concession End Date	September 5, 2026
Expected Concession End Date	September 5, 2026
Concession period	20 years
Tollable Length (km)	77.61 km
Toll Plaza	TP-1: km 4+000 (actual at km 16+600 - Sonway) TP-2: km 75+600 (actual at km 82+800 - Khalghat)

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OSE HUNGUND HOSPET HIGHWAYS PRIVATE LIMITED (“OHHPL”)

Background:

- ▶ OSE Hungund Hospet Highways Private Limited, undertakes development of four lane Hungund - Hospet section of NH 13 in the State of Karnataka on DBFOT based PPP mode.
- ▶ The Hungund Hospet Project highway is a key link on NH 13 acting as one of the regional spine roads for movement in entire Sothern India.
- ▶ Hungund Hospet Project comprises of development, maintenance and management of developed 4-lane section starting at km 202+000 and ending at km 299+000 and measuring about 99.054 km.
- ▶ It was awarded by the NHAI for a Concession Period of 19 years starting from Appointed Date on September 18, 2010.



Source: Management of the Trust

OSE HUNGUND HOSPET HIGHWAYS PRIVATE LIMITED (“OHHPL”)

Key Details of the Project:

- ▶ The toll collection of Hungund Hospet Project commenced from May 14, 2014.
- ▶ The key details of Hungund Hospet Project are as follows:

Particulars	Details
Project name	4-laning of Hungund - Hospet section of NH 13 from km 202+00 to km 299+00 in the state of Karnataka on Design, Build, Finance, Operate and Transfer (DBFOT) basis
Name of Concessionaire	GMR OSE Hungund Hospet Highways Private Limited
State	Karnataka
NH/SH	NH 13
Project lane	4 lane
PPP mode	DBFOT
Execution of CA	March 22, 2010
Appointed date	September 18, 2010
COD Date	May 14, 2014
Scheduled Concession End Date	September 18, 2029
Expected Concession End Date	July 4, 2033
Concession period	19 years
Tollable Length (km)	99.054 km
Toll Plaza	TP-1: km 229+061 (Vanagiri) TP-2: km 283+500 (Shahapur) TP-3: km 288+000 (Hitnal)

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ORIENTAL NAGPUR BETUL HIGHWAY PRIVATE LIMITED (“ONBHPL”)

Background:

- Oriental Nagpur Betul Highway Private Limited, undertakes development of four lane Nagpur Saoner Betul section of NH 69 in the State of Maharashtra and Madhya Pradesh on DBFOT - Annuity based PPP mode.
- The Nagpur Betul Project comprises of development, maintenance and management of developed 4-lane section starting at Nagpur from km 3.000 to Km 59.300 in the State of Maharashtra and Km 137.000 to Km 257.400 in the State of Madhya Pradesh terminating at Betul and measuring about km 174.200.
- It was awarded by NHAI for a Concession Period of 20 years starting from Appointed Date on August 30, 2010.



Source: Management of the Trust

- ONBHL is entitled to receive semi-annual annuity of INR 290.80 Cr for the period from February 24, 2015 to February 24, 2031. As per revised Schedule for Annuity Payment Schedule, the annuity will be payable on April 11 and October 11 every year over the remaining concession period.

ORIENTAL NAGPUR BETUL HIGHWAY PRIVATE LIMITED (“ONBHPL”)

Key Details of the Project:

- The key details of the Nagpur Betul Project are as follows:

Particulars	Details
Project name	4-laning of Nagpur-Saoner-Betul section of NH 69 from Km 3.000 to Km 59.300 in the State of Maharashtra and from Km 137.000 to Km 257.400 in the State of Madhya Pradesh
Name of Concessionaire	Oriental Nagpur Betul Highway Private Limited
State	Maharashtra and Madhya Pradesh
NH/SH	NH - 69 (New NH-47)
Project lane	4 laned divided Carriageway with median width varies from 1.20 m to 4.50 m, service roads and other arrangements
PPP mode	Design, Build, Finance, Operate and Transfer on Annuity (DBFOT Annuity) basis
Execution of CA	August 30, 2010
Appointed date	January 20, 2011
PCOD Date	February 18, 2015
Expected Concession End Date	January 19, 2032
Concession period	20 years
Tollable Length (km)	174.20 km
Toll Plaza	T.P 1: Km 25.000 Maharashtra Highway section, temporarily constructed due to non availability of land T.P 2: Km 14.700 Madhya Pradesh section (Milanpur) T.P 3: Km 71.050 Madhya Pradesh section (Khambara)
Annuity Amount	INR 290.80 Cr payable after every six months commencing from February 24, 2015 to February 24, 2031

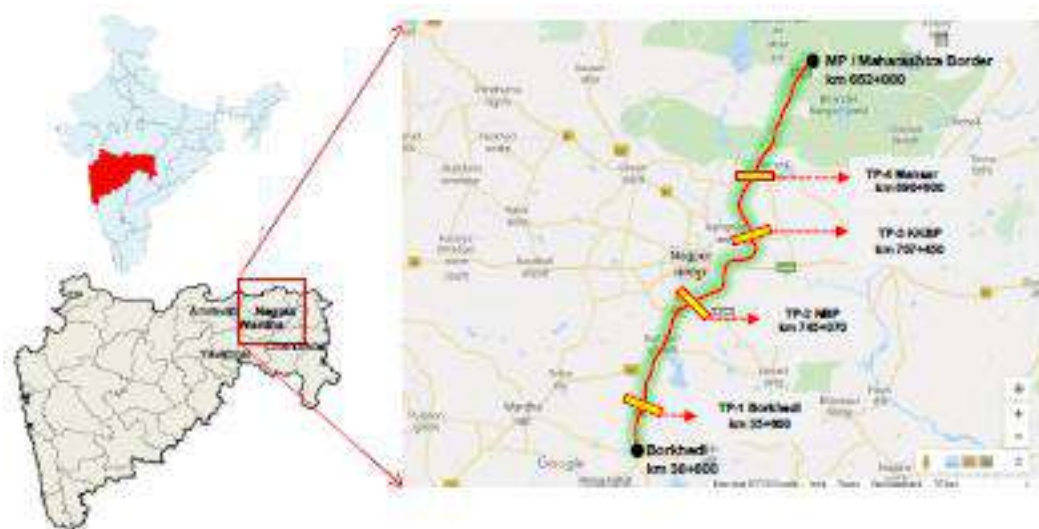
- Further, as per settlement agreed between NHAI and Concessionaire, the annuity schedule for ONBHL has been modified, pursuant to which annuity shall be payable on April 11 and October 12 every year instead of August 18 and February 18. As a result, annuity payments are preponed by 4 months every year over the remaining concession period. The benefit of INR 154 Cr is arising on preponement of Annuity and the same is recognized as modification gain in the book of accounts of ONBHL. Since all benefits are to be passed on to OSEPL as per Sale & Transfer Agreement dated June 03, 2019 executed between ONBHL, Sponsors, Trustees and Investment Managers. The corresponding provision of expense of INR 154 Cr has also been recognized. The modification gain and provision is based on current estimates of outflow attributable to OSEPL at ONBHL level. However, the actual payment of benefit to OSEPL shall be passed on basis of realisation of the same.

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ORIENTAL NAGPUR BYE PASS CONSTRUCTION PVT. LTD. (“ONBPCPL”)

Background:

- ▶ Oriental Nagpur Bye Pass Construction Private Limited, undertakes development and operation of four lane Madhya Pradesh / Maharashtra Border - Nagpur section of NH 7 including construction of Kamptee - Kanhan and Nagpur bypass and maintenance of 4-laned section of Nagpur - Hyderabad section in the state of Maharashtra on DBFOT based PPP mode.
- ▶ The Nagpur Bypass Project highway is a key link on NH 7 connecting North and South India. It comprises of development, maintenance and management of 4-lane section starting at km 652+000 and ending at km 729+000 admeasuring about 95.063 km and maintenance of already 4-laned section from km 14+585 to km 36+600 admeasuring 22.015 km. Therefore, total length of this project highway is 117.078 km.
- ▶ It was awarded by NHAI for a Concession Period of 27 years starting from Appointed Date on April 3, 2010.



Source: Management of the Trust

ORIENTAL NAGPUR BYE PASS CONSTRUCTION PVT. LTD. (“ONBPCPL”)

Key Details of the Project:

- ▶ The key details of the Nagpur Bye Pass Project are as follows:

Particulars	Details
Project name	4 - Laning of Madhya Pradesh / Maharashtra Broder - Nagpur Section of NH-7 from Km 652+000 to 729+000 including construction of Kamptee - Kanhan and Nagpur Bypass and Maintenance of already 4-landed section from Km 14+585 to Km 36+600 of NH-7 (Nagpur - Hyderabad Section)
Name of Concessionaire	Oriental Nagpur Bye Pass Construction Pvt. Ltd.
State	Maharashtra
NH/SH	NH 7
Project lane	4 lane
PPP mode	Design, Build, Finance, Operate and Transfer (DBFOT)
Execution of Concession Agreement	October 5, 2009
Appointed date	April 3, 2010
COD Date	For 78.628 km: June 11, 2012 For 33.700 km: August 13, 2018 For 4.750 km: March 19, 2019
Scheduled Concession End Date	April 2, 2037
Expected Concession End Date	April 2, 2037
Concession period	27 years
Tollable Length (km)	117.078 km
Toll Plaza	TP-1: km 35+600 (Borkhedi) TP-2: km 745+070 (NBP) TP-3: km 707+450 (KKBP) TP-4: km 682+000 (Khumari)*

*Toll plaza shifted from Mansar to Khumari

Key Details of the Project:

- ▶ Section 1: 4-laning work in forest area from km 652.000 to km 689.450 including Parsivini GS, Lihigaon UP, 24kms Service road and Bhandara clover leaf 37.450 km.
- ▶ Section 2: 4-Laning of Madhya Pradesh / Maharashtra Border - Nagpur Section of NH-7 from km. 689.450 to km 747.063 including construction of Kamptee Kanhan and Nagpur Bypass and maintenance of already 4-laned section from km 14.585 to km 36.600 of NH-7 (Nagpur - Hyderabad Section) - 79.628 km.
- ▶ The Nagpur Bypass Project commenced its commercial operation on June 11, 2012 for a length of 78.628 km, on August 13, 2018 for a further 33.700 km and on March 19, 2019 for the balance 4.750 km. Thus, the total length of this project in commercial operation is 117.078 km.

SECTION 5

INDUSTRY OVERVIEW

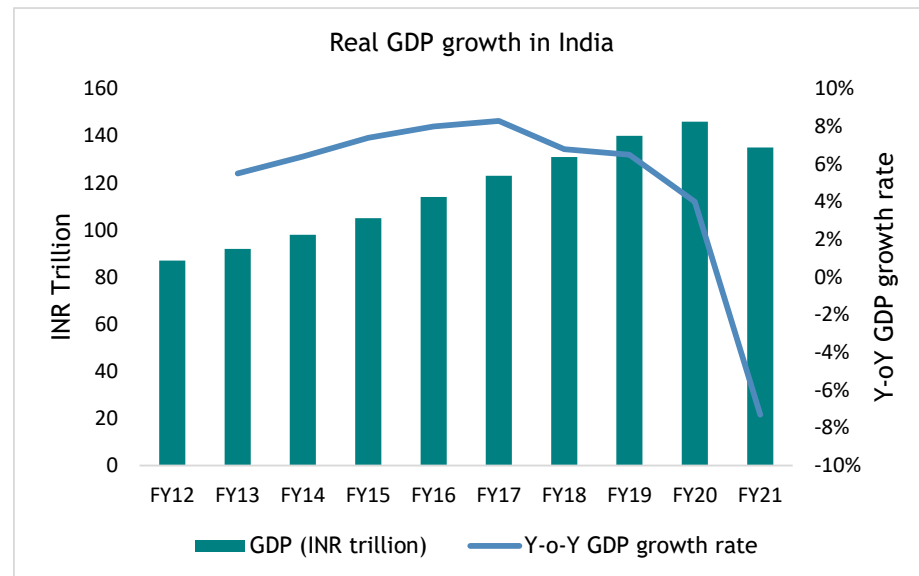


INDUSTRY OVERVIEW

The information in this section is derived from the report “Report on Roads and Highways Industry”, June 16, 2020 (the “CARE Report”), prepared by CARE Research, an independent division of CARE Ratings Limited (the “Ratings Division”), except for other publicly available information as cited in this section. The Sponsors commissioned the CARE Report for the purposes of confirming the understanding of the industry in connection with the Offer.

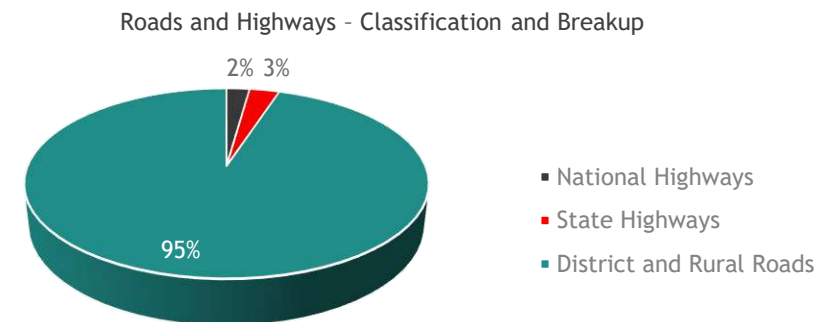
OVERVIEW OF INDIAN ECONOMY

- ▶ India, ranked as the sixth largest economy by nominal GDP and the third largest by purchasing power parity, has been amongst the fastest growing economies in the world over the past few years.
- ▶ According to the Economic Survey 2021-22, the GDP growth is likely to remain 8 to 8.5 per cent in 2022-23 and 7.1 per cent in 2023-24
- ▶ The real GDP of India grew at a CAGR of 4.29% from Rs.105.4 trillion in 2014-15 to Rs.135.58 trillion in 2020-21. (Source: Economic Survey India 2020-21)



ROADS & HIGHWAYS SECTOR IN INDIA

- ▶ Roads and highways are the major logistical bloodstream of the Indian economy. Globally, India ranks second in road network, spanning a total length of over 6.22 million km of roads. Roads contribute to 64.5% of total goods movement and 90% of total passenger traffic in the India. As per data from National Highways Authority of India (NHAI), national highways make up for about 2.7% of the total road network but handle approximately 40% of the total road traffic.

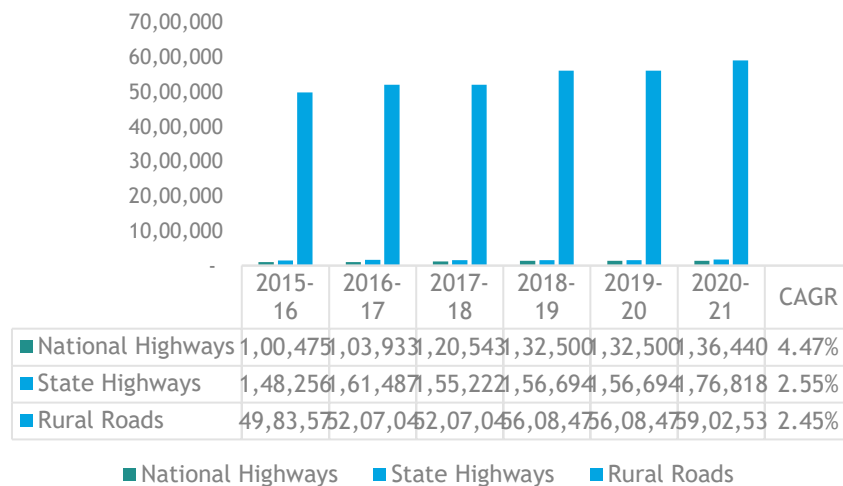


- ▶ During the Twelfth Five Year Plan (FYP i.e., for the period 2012-17), Government earmarked an investment of US\$ 32.4 billion for the development of roads. The Union Budget 2022 made an allocation of Rs. 1,99,107.71 crores towards roads and highway development which is a sizeable growth of 68% over Union Budget 2021.
- ▶ As a stimulus to the sector over the next decade, the Government's initiative, “Bharatmala Pariyojana” is aimed at development of an all-integrated road-transport network. This is an important initiative for the sector, as the Government would now focus on developing highway networks which would connect it with other modes of logistics like ports, railways etc. Additionally, an integrated road development approach focused on developing entire networks of roads/highways like the Golden Quadrilateral, would aid in the development of new geographies, also leading to an increase in employment opportunities.

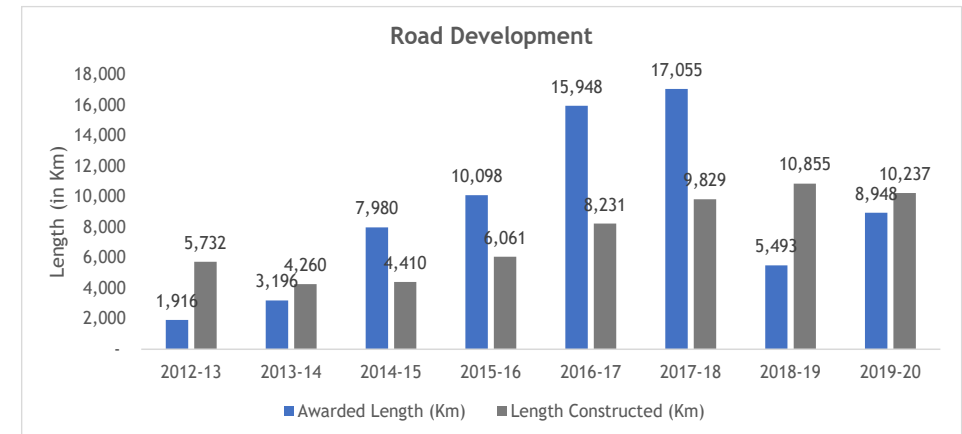
INDUSTRY OVERVIEW

- In India, roads and highways are broadly classified under following categories:
 - a) National Highways facilitate medium and long distance inter-city passenger and freight traffic across the country. The National Highways have a total length of 1,40,937 km as on November 30, 2021.
 - b) State Highways are intended to carry the traffic along major centers within the State.
 - c) District Roads primarily link and provide accessibility within the district and provide the secondary function of linkage between main roads and rural roads.
 - d) Rural Roads provide villages accessibility to meet their social needs as also the means to transport agriculture produce from village to nearby markets.

Length of Roads by Category



- The tendering and awarding of projects has picked up pace after the sanction of ambitious Bharatmala programme.



INDUSTRY OVERVIEW

REGULATORY FRAMEWORK

► Ministry of Road, Transport and Highways (MoRTH):

MoRTH, a ministry of the Government of India, is the apex body for formulation and administration of the rules, regulations and laws relating to road transport, and transport research, in order to increase the mobility and efficiency of the road transport system in India.

► National Highways Authority of India (NHAI)

The NHAI is an autonomous agency of the Government of India, responsible for management of a network of over 1 lakh km of National Highways in India. It is a nodal agency of the Ministry of Road Transport and Highways (MoRTH). The NHAI is also responsible for the toll collection on several highways.

► State Public Works Department (PWD)

Each state has a Public Works Department which is governed and funded by the respective State Governments. It is engaged in planning, designing, construction and maintenance of various infrastructural assets of the State Government with roads being one of the major asset. The PWD much like the NHAI, is also engaged in setting up tolls across its projects or awarding them to private players in the state.

► District Municipal Corporations and Gram Panchayats

A Municipal Corporation is a local governing body, of cities, towns, districts etc. Gram Panchayats are equivalents of Municipal Corporations at village level. These governing bodies are independent like the PWD but are funded by both the Government of India as well as the State Government under various schemes. Major District Roads and Rural roads & highways are developed and maintained by these bodies.

ROADS & HIGHWAYS DEVELOPMENT:

The Government of India has taken various initiatives to bolster the growth of the roads and highways in India.

► National Highway Development Project (“NHDP”)

NHDP is a 7-phase project aimed at upgrading, rehabilitating and widening major highways in India to a higher standard. The project was started in 1998 and managed by NHAI under MoRTH. The NHDP represents 49,260 km of roads and highways work and construction in order to boost economic development of the country. The Government planned to end the NHDP programme in early 2018 and subsume the ongoing projects under a larger “Bharatmala” project.

► Bharatmala Pariyojana

“Bharatmala Pariyojana” envisages improving the efficiency of the National Corridor (Golden-Quadrilateral and NS-EW corridor) by decongesting its choke points through lane expansion, construction of ring roads, bypasses/ elevated corridors and logistics parks at identified points.

Outlay of BHARATMALA Pariyojana Phase I (2017-18 to 2021-22)

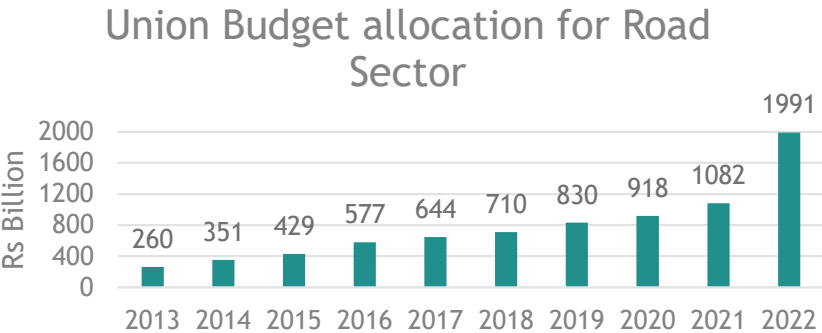
Components	Length (in KM)	Outlay (in Rs. billion)
Economic Corridor Development	9,000	1,200
Inter-corridor and feeder roads	6,000	800
National Corridors efficiency improvements	5,000	1,000
Border and international connectivity roads	2,000	20
Coastal and port connectivity roads	2,000	200
Expressways	800	400
Balance of NHDP	10,000	1,500
Total	34,800	5,350

Source : MORTH

INDUSTRY OVERVIEW

FINANCING MECHANISM

- **Budgetary Allocation:** The Central Government during its Union Budget every year makes a budgetary allocation to be spent for the development of roads and highway infrastructure, in consultation with the statutory bodies and industry participants. There has been consistent increase in the budgetary allocations over the past years for development of robust highway network in the country.

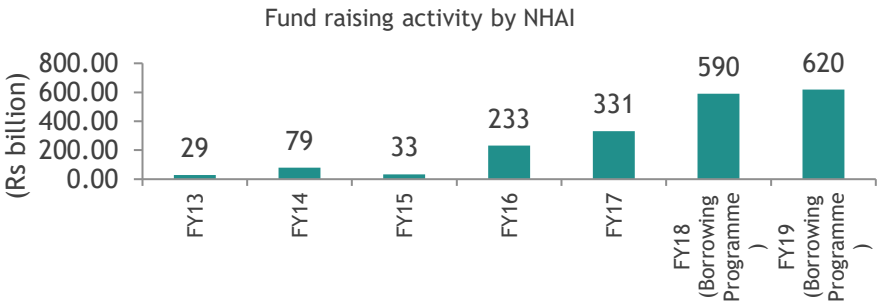


- **Cess:** The cess levied by the Central Government on petrol and diesel has contributed significantly towards NHDP in the past.

Year	FY12	FY13	FY14	FY15	FY16	FY17
Cess Fund received (Rs. billion)	62	60	69	69	154	23

- **Loan assistance from international funding agencies:** Loan assistance is available from multilateral development agencies like Asian Development Bank, World Bank, Japan Bank for International Cooperation etc. at concessional rates for infrastructure development and usually repayable over a longer timeframe, thereby allowing more time for the revenues to stabilize and make the repayments.

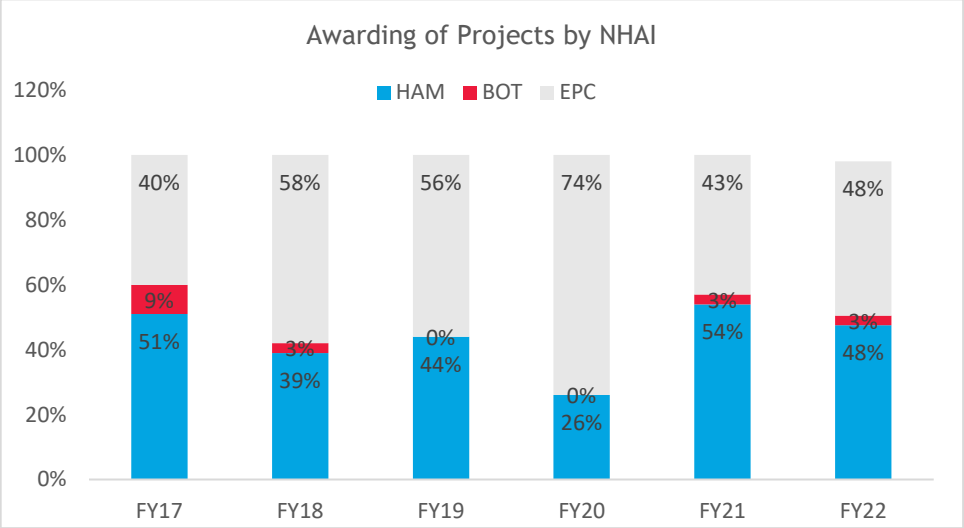
- **Market Borrowings:** NHAI taps the securities markets, primarily bond markets, for raising debt to finance its existing projects and refinancing debt.



- **Private financing under Public Private Partnership (PPP)** - PPP framework was introduced to increase the efficiency of infrastructure projects through a long-term collaboration between the public sector and private business. Discussed below are the frameworks which are widely used in order to execute and implement roads and highway projects by NHAI.
 - a) **Build-Operate-Transfer (BOT) Toll:** The concessioning authority grants to the concessionaire an exclusive license for designing, engineering, financing, constructing, equipping, operating and maintaining the project for an agreed concession period. The concessionaire is entitled to collect and retain toll revenues for the tenure of the project concession period and transfers the ownership and operation of the facility to the authority after the end of concession period.
 - b) **Build-Operate-Transfer (BOT) Annuity:** The concessionaire bids for annuity payments from the concessioning authority that would cover its cost (construction, operations and maintenance) and an expected return on the investment. The bidder quoting the lowest annuity is awarded the project. The annuities are paid semi-annually by NHAI or other concessioning authority to the concessionaire and are linked to performance covenants. The concessionaire does not bear the traffic/tolling risk in these contract, which in this case is born by the authority, which ensures timely and regular cash flows for the developer.

INDUSTRY OVERVIEW

- c) Operate-Maintain-Transfer (OMT): NHAI has taken up award of select highway projects to private sector players under an OMT Concession. Till recently, the tasks of toll collection and highway maintenance were entrusted with tolling agents/ operators and subcontractors, respectively. These tasks have been integrated under the OMT concession. Under the concession, private operators would be eligible to collect tolls on these stretches for maintaining highways and providing essential services (such as emergency/ safety services).
- d) Engineering, Procurement and Construction (EPC): This framework of PPP relies on assigning the responsibility for investigations, design and construction of roads to the contractor for a lump sum price determined through competitive bidding.
- e) Hybrid Annuity Model (HAM): HAM is a relatively new PPP framework, which combines the features of BOT (Annuity) and EPC. Under this, the Government accepts revenue/ toll collection risk, along with partial sharing (40% or on a case to case basis) of financial risk and assigns the contractor to continue managing executional and operational & maintenance risk. HAM as a model was brought in keeping in mind the stressed balance sheets of most infrastructure groups which was hampering their participation in the road construction segment, due to their inability to secure funds to invest in new projects.
- f) Toll-Operate-Transfer (T-O-T): As a recent measure to mobilize funds, NHAI decided to auction its operational highways to private investor’s maintenance and toll collection for a period of 30 years. A private player is expected to operate and maintain the highway and collect toll for 30 years after making an upfront payment, without having to build the highway.



OUTLOOK FOR ROADS & HIGHWAYS SECTOR BETWEEN FY19 AND VALUATION DATE

- As per the Economic Survey 2020-21, to achieve the GDP of \$5 trillion by 2024-25, India needs to spend about \$1.4 trillion (100 lakh crore) over these years on infrastructure. To draw up the National Infrastructure Pipeline (NIP) for each of the years from FY 2019-20 to FY 2024-25, an inter-ministerial Task Force was set up in September 2019 under the chairmanship of Secretary (DEA), Ministry of Finance. NIP is expected to enable well-prepared infrastructure projects which will create jobs, improve ease of living, and provide equitable access to infrastructure for all, thereby making growth more inclusive. NIP also intends to facilitate supply side interventions in infrastructure development to boost short-term as well as the potential GDP growth. Improved infrastructure capacities will also drive competitiveness of the Indian economy.

INDUSTRY OVERVIEW

- ▶ The Finance Minister released the Report of the Task Force on National Infrastructure Pipeline (abridged version) on 31.12.2019. The NIP has projected total infrastructure investment of INR 111 lakh crore during the period FY 2020 to 2025 in India. Energy (24 per cent), Roads (19 per cent), Urban (16 per cent), and Railways (13 per cent) amount to over 70 per cent of the projected capital expenditure during the said period.
- ▶ As per the Annual Report of MoRTH 2021-22, The Ministry took a decision to complete all ongoing projects that had been awarded upto 2015-16 and placed the highest ever target of construction of at least 12,000 kms of National Highways. Overall road projects exceeding 64,000 km in length, costing more than Rs. 11 lakh crore, are in progress. National Highways of 5,835 km length have been completed in the first nine months of FY 2021-22, as against 7,767 km for the corresponding period during the last financial year. The Ministry has scaled new heights in expanding the Highway infrastructure throughout the country, despite nation-wide lockdown due to Pandemic COVID-19.
- ▶ A good road network is an essential requirement for the rapid growth of the economy. Roads provide connectivity to remote areas, open up backward regions and facilitate access to markets, trade and investment. As per the Annual Report of MoRTH 2021-22, India has a road network of about 6.72 Mn km. The total length of National Highways was 1,40,995 km as on November 30, 2021. The pace at which roads have been constructed has grown significantly from 17 kms per day in 2015-16 to 37 kms per day in 2020-21. Total investment in the Roads and Highway sector has gone up more than three times in five year period of 2014-15 to 2018-19.

Particulars	2016-17	2017-18	2018-19	2019-20	2020-21
Award of NHs/Road Projects	15,948	17,055	5,493	8,948	12,000
Construction of NHs/Roads	8,231	9,829	10,855	10,237	12,000
Road construction per day (Km)	22.55	26.93	29.74	28.04	37.00

- ▶ The road sector has seen major development in the past one decade and along with participation from the private sector, has witnessed almost doubling of the national highway network. But even after doubling of the national highways, the road connectivity seems to be inadequate considering specific geographies and regions. The authorities in the country seem to have identified this gap in connectivity and have been aggressively awarding new projects. The outlook for the roads and highways sector seems promising with growing Government thrust on the sector, with increase in budgetary outlay and initiatives such as Bharatmala Pariyojana, National Infrastructure Pipeline, new road development models, financing frameworks and rising interest from pension funds and private equity firms to make investments in the sector. All these measures put together will be crucial to achieve the ambitious targets laid down by the Government for the sector.
- ▶ Projects comprising length of 19,265 km have been awarded with cost of Rs. 5,60,216 crore, under the Bharatmala Pariyojana Phase-I. Till now, length of about 6,750 km has been completed. The Government has set a target of 12,000 km of National Highway for construction during the current financial year 2021-22 against which 5,118 Km has been constructed as on 30th November 2021.
- ▶ The Green National Highways Corridor Project (“GNHCP”) Scheme has been approved by the CCEA involving investment of Rs.7,662.47 crores which includes a loan amount of US\$ 500 Million from the World Bank. Loan agreement was signed on 22.12.2020 with World Bank. Rehabilitation and Upgrading to 2-lane/2-lane with paved shoulders/4-lane configuration and strengthening of stretches of various National Highways covering a total length of 781.38 km in the States of Himachal Pradesh, Rajasthan, Uttar Pradesh and Andhra Pradesh, with loan assistance of the World Bank under Green National Highways Corridor Project (GNHCP). Eight (8) packages out of total 23 packages have already been awarded at award cost of Rs.1,217 Cr. for a total length of 233 km.

INDUSTRY OVERVIEW

- ▶ The total length of National Highway construction up to March 31, 2021 is 13,505 km. Despite the pandemic, execution reached 37 km per day in FY2020-21. In FY 22, per day execution is expected to cross 50 km per day data shared by the Ministry of Road Transport and Highways.
- ▶ As per the Budget 2022, The government has extended its Rs 111-lakh-crore (\$1.5 trillion) National Infrastructure Pipeline to cover more projects by 2025 in an effort to shore up economic growth as the nation recovers from the pandemic-induced recession. The National Infrastructure Pipeline, which was launched with 6,835 projects, has now expanded to 7,400 projects. Around 217 projects worth Rs 1.10 lakh crore under some key infrastructure ministries have been completed.
- ▶ The outbreak of Novel Coronavirus (Covid-19) pandemic will have a significant impact on the buildout of roads and highways, a key enabler of India's growth. The toll collections had witnessed a significant decline in FY 20 due to nationwide lockdown imposed. However the toll collection hit an all time high as on December 2021 The Ministry of Road Transportation and Highways (MORTH) has suspended tolling on all national highways for the 21-days period, which was extended by another 19 days up to May 3. As per the Ministry circular, the toll suspension would be treated as force majeure event. Under force majeure event, for the BOT Toll and TOT projects, the revenue loss is compensated in the form of extension in concession period. In addition, 100 per cent of operations and maintenance (O&M) and interest costs are reimbursed for the BOT Toll projects for the affected period; this would amount to 50-55 per cent estimate of loss of revenue incurred by these projects.
- ▶ Further, the economy has restarted gradually post lockdown. Freight movement has strong correlation with the health of the economy and thereby the toll collections is directly related to movement in GDP. Therefore, the detrimental impact of COVID-19 on the overall economy would in turn affect the movement of commercial freight on the road stretches thereby, adversely affecting the toll collections.
- ▶ The MORTH proposed to extend the concession period to compensate for the loss in net present value terms for majority of the BOT Toll projects. The recent relief package announced by NHAI for BOT Toll concessionaires has two parts: (1) the revenue loss during and after toll suspension period will be compensated in the form of extension by three to six months in the concession period and (2) Covid-19 loan is provided for concessionaires to the extent relief is not granted under moratorium under RBI guidelines.
- ▶ The union budget for next fiscal has announced the outlay of INR 1.99 lakh crore for the Ministry of Road Transport and Highway. Till December 2021, NHAI has awarded 8,781 km of HAM projects of which around 60% of projects have been completed.
- ▶ In the first half of this fiscal, traffic had logged a high growth of ~27% on-year, partly due to a weak base of last fiscal and in part because of less stringent restrictions which didn't disrupt supply chain during the second wave, as compared with the first one.
- ▶ Starting September 2021, however, there was a reversal of fortunes. Heavy and prolonged monsoons as well as supply chain disruptions, linked to semi-conductor chips and container shortages, impacted the traffic performance. As a result, traffic declined ~8% on-year between September 2021 and January 2022
- ▶ Next fiscal, traffic growth is expected to remain adequate at 5-7% considering linkage to the macroeconomic environment. Historically, the traffic growth has remained closely linked to real GDP growth which is expected to be 7.8%2 next fiscal against 9.2%3 in the current one. Additionally, 8-10% higher toll rates - due to higher WPI inflation - will translate into a healthy 14-16% revenue growth for toll road operators. This will be better than current fiscal revenue growth estimate of 11-13%. Rising coverage of FASTag and, hence, lower leakages will continue to support overall toll collections for operators.

SECTION 6

VALUATION APPROACH



VALUATION APPROACH

► There are three generally accepted approaches for valuation of Fixed Assets:

- “Cost” Approach
- “Market ” Approach
- “Income” Approach

► The application of approach depends upon the nature of assets, the information available and facts and circumstances surrounding the valuation.

a) 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, asset 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 Method

- The Net Asset Value (“NAV”) method under cost approach, consider 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 the company.
- NAV method is appropriate in a case where the major strength of the business is its asset base rather than its capacity or potential to earn profits.
- This valuation approach is mainly used in cases where the asset base dominates earnings capability.
- As an indicator of the total value of the entity, the net asset value method has the disadvantage of only considering the status of the business at one point in time.

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

► Summation Method

- ‘Summation Method or Underlying Assets Method’ is typically used for valuing investment companies or other type of assets or entities for which value is primarily a factor of the values of their holdings.
- The following key steps for valuing an entity under Summation Method -
 - I. value each of the component assets that are part of the subject asset using the appropriate valuation approaches and methods, and
 - II. add the value of the component assets together to reach the value of the subject asset.

VALUATION APPROACH

b) Market Approach:

► Market Price Method

- Under this approach, the market price of an equity share 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.

► Comparable Companies Multiple Method

- Under the Comparable Companies Multiple ("CCM") method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.
- To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to Preference Shareholders, if any, in order to arrive at the value for equity shareholders.

► Comparable Transactions Multiple Method

- Under the Comparable Transactions Multiple ("CTM"), the value of a company can be estimated by analysing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company.

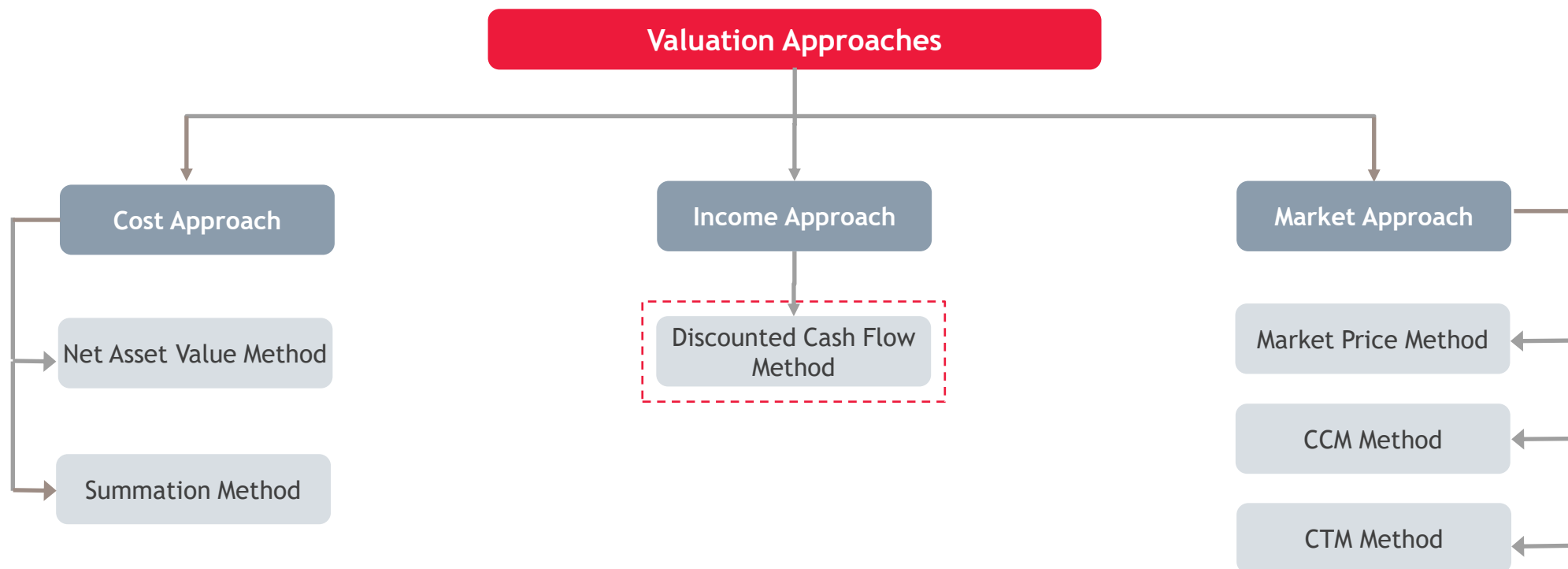
c) Income Approach:

The Income approach focuses on the income prospects of a company.

► Discounted Cash Flow Method

- Under the Discounted Cash Flow ("DCF") method, the value of the undertaking is based on expected cash flows for future, discounted at a rate, which reflects the expected returns and the risks associated with the cash flows as against its accounting profits. The value of the undertaking is determined as the present value of its future free cash flows.
- Free cash flows are discounted for the explicit forecast period and the perpetuity value thereafter. Free cash flows represent the cash available for distribution to both, the owners and creditors of the business.
- Discount rate is the Weighted Average Cost of Capital ("WACC"), based on an optimal vis-à-vis actual capital structure. It is appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk and also debt-equity ratio of the firm.
- The perpetuity (terminal) value is calculated based on the business's 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's future operations.
- The Business/Enterprise Value is so derived.

CONCLUSION ON VALUATION APPROACH



Rationale for Valuation Approaches & Methodologies :

- **Cost Approach:** This valuation approach is mainly used in cases where the asset base dominates earnings capability. Thus, cost approach has not been considered for the present valuation exercise.
- **Income Approach:** The Discounted Cash Flow method takes into account the specific strength of the company to be valued and represents the expected performance of the company based on its projections including the incremental working capital and capital expenditure requirement to achieve the projections. In the current case, the value of the SPVs would be reflected in its future earnings potential. Hence, the DCF Method under the income approach has been considered as an appropriate method for the valuation of the SPVs.
- **Market Approach:** As any of the 5 SPVs are not listed on any recognized stock exchange, the market price method of valuation was not considered. Since current valuation is for specific projects in an SPV (BOT and Annuity based projects), CCM Method and CTM Method for the present valuation analysis exercise are not considered as each SPV has different concession period, geographical differences which are not identical to the listed companies.

SECTION 7

ASSIGNMENT APPROACH



ASSIGNMENT APPROACH

Assignment Approach:

- ▶ The overall approach followed to arrive at value of InvIT Assets is summarized below:
 - i. Submission of detailed information checklist for valuation of InvIT Assets.
 - ii. Review of information provided as per the checklist for initial understanding of the business followed by a preliminary discussion with the Management to gain insight on the business operations and brief background of the InvIT Assets.
 - iii. The site visits were conducted as below:

Sr. No.	Name of the Project	Date of Site Visit	Team Member
1	ECKHPL or Etawah Chakeri Project	May 06, 2022 & May 07, 2022	Udit Dubey
2	OPIPL or Indore Khalghat Project	May 05, 2022	Zaid Usmani
3	OHHPPL or Hungund Hospet Project	May 06, 2022	Puneeth H
4	ONBHL or Nagpur Betul Project	May 05, 2022	Siddharth Gulavani
5	ONBPCPL or Nagpur Bypass Project	May 05, 2022	Siddharth Gulavani

SECTION 8

VALUATION ANALYSIS



VALUATION ANALYSIS

- ▶ As mentioned in Section VI, the value of undertaking is determined based on the future cash flow to be generated by each SPV for the remaining concession period.
- ▶ These cash flows have been estimated based on the projected financial information provided by the Management. The assumptions for arriving these cash flows are discussed separately in each SPV section.
- ▶ The assumptions considered for the projections are management's best estimate of the range of economic conditions that will exist over the remaining useful life of the assets i.e. remaining agreed concession period for each SPV, capturing growth prospects and earning capabilities.
- ▶ The financial forecast provided by the Management has been reviewed for consistency and reasonableness and we have relied on the estimates provided.
- ▶ The other key assumptions considered in DCF method is determination of an appropriate rate to discount the future cash flows. The Free Cash Flows to Firm ("FCFF") have been calculated for each SPV as on the Valuation Date based on the financial projections provided by the Management.
- ▶ FCFF refers to cash flows that are available to all the providers of capital, i.e. equity shareholders, preference shareholders and lenders.
- ▶ In FCFF, the free cash flows available to the firm are discounted by Weighted Average Cost of Capital (WACC) to arrive the net present value and terminal period cash flows. For present valuation analysis exercise, Capital Asset Pricing Model (CAPM) is considered for the calculation of Cost of Equity.

Cost of Equity:

- ▶ Cost of Equity ("Ke") is a discounting factor to calculate the present value of the net free cash flows to equity of the entity, which will be used to calculate its equity value. The present value is determined by discounting the net free cash flows to equity by Ke.
- ▶ The returns expected by the equity depend on the perceived level of risk associated with the business and the industry in which the business operates.
- ▶ For this purpose, Capital Asset Pricing Model (CAPM) is used, which is a commonly used model to determine the appropriate cost of equity.

- ▶ The CAPM can be defined as follows:

$$K_e = R_f + (R_p * \text{Beta}) + \text{CSRP}$$

Wherein:

K_e = cost of equity

R_f = risk free rate

R_p = risk premium

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

CSRP = Company Specific Risk Premium

Note 1(a): Risk Free Rate (R_f)

- ▶ The risk free rate of return is based on yields of 10 year zero coupon bond yield as on March 31, 2022 having and as listed on www.ccilindia.com. In the present case, the risk free rate of return is arrived at 7.1%.

VALUATION ANALYSIS

Note 1(b): Market Return (Rm)

- ▶ Market Return is a measure of rate of return that investors earn by investing in equity markets. It is calculated based on the average historical market return. In the present case, the market return is considered at 15%.

Note 1(c): Risk Premium (Rp)

- ▶ Risk premium is a measure of premium that investors require for investing in equity markets rather than bond or debt markets. A risk premium is calculated as follows:
- ▶ Risk premium = Equity market return (Rm) - Risk free rate (Rf)
- ▶ In the present case, the risk premium is arrived at 7.9%.

Note 1(d): Beta

- ▶ Beta is a measure of the sensitivity of a company's stock price to the movements of the overall market index. For present valuation analysis exercise, the comparable companies that are engaged in primarily construction and operation of road assets in India are considered.
- ▶ Beta of the following companies engaged in construction and operation of road assets in India, are considered for present valuation analysis:
 - IRB Infrastructures Developers Limited
 - Ashoka Buildcon Limited
 - PNC Infratech Limited
 - IRB InvIT Fund
 - MEP Infrastructure Developers Limited

WACC:

- ▶ The discount rate for arriving at the present value of the Free Cash Flows to the Firm is the Weighted Average Cost of Capital ("WACC").

- ▶ The WACC is derived as follows:

$$WACC = K_e * [E/(D+E)] + K_d * (1-t) * [D/(D+E)]$$

Wherein:

K_e = cost of equity

$E/(D+E)$ = equity / total capital

K_d = cost of debt

T = tax rate

$D/(D+E)$ = debt / total capital

- ▶ The assumptions for the WACC considered for each individual SPV is stated in each SPV section.

90- days Extension in concession period as a relief on account of impact of Covid-19 pandemic:

- ▶ Since the government has not yet approved the extension of concession period to consider the impact due to Covid 19 pandemic induced lockdowns, we have reverted back and not considered the extension period of 90 days above the period as per Concession Agreement also based on our discussions held with the management to over its uncertainty and will continue with this assumptions till the official confirmation is received from the authorities for the extension.

SECTION 9

VALUATION OF THE SPV'S



VALUATION OF THE SPVs

Etawah-Chakeri (Kanpur) Highway Private Limited (“ECKHPL”)

Key Inputs in Projections:

The key inputs of the projections provided by the Management are as follows:

a) Modification in Concession Period

- ▶ As per the Clause 29.2.1 of the Concession Agreement between NHAI and ECKHPL as provided to us by the management of the Sponsors, *“In the event Actual Average Traffic shall have fallen short of the target traffic, then for every 1% shortfall as compared to the target traffic, the Concession period shall, subject to payment of Concession Fee in accordance with this Agreement, be increased by 1.5% thereof; provided such increase in Concession period shall not in any case exceed 20% of the Concession period”*.
- ▶ Thus, the Concession period of 16 years as per Concession Agreement between NHAI and ECKHPL as provided by the Management is increased as per the above clause as given in the table alongside.
- ▶ Actual Traffic as on the Target date is as per the traffic volumes provided by the Management supported by Traffic Due Diligence report carried out by independent consultant dated April 2022.
- ▶ The revised Concession end date considering the impact of Clause 29.2 - Modification in Concession Period is September 03, 2029.
- ▶ Thus, the explicit period for the current valuation analysis exercise has been considered from April 01, 2022 to September 03, 2029.

Particulars	Unit	Details
Target date as per CA	Date	October 1, 2021
Target traffic as per CA	PCUs	48,750
Actual traffic on Target date	PCUs	47,401
Comparison of average traffic at test		
date with target	%	-2.0%
Original concession period	years	16.00
Increase in concession period	%	3.0%
Change in concession period	years	0.48
Revised concession period	years	16.48
Appointed date	Date	March 13, 2013
Original concession end date	Date	March 12, 2029
Revised concession end date	Date	September 03, 2029

b) Traffic Volume

- ▶ Traffic volumes as received from the Management supported by Traffic Due Diligence report carried out by independent consultant dated April 2022 are considered.

c) Revenue

- ▶ Revenue forecast is as per latest draft Traffic Due Diligence numbers prepared by an independent party. The toll revenue earned in FY19, FY20, FY21 and FY22 is INR 335.7 Cr. INR 343.8 Cr, INR 374.3 Cr and INR 422.9 Cr respectively.

VALUATION OF THE SPVs

Etawah-Chakeri (Kanpur) Highway Private Limited (“ECKHPL”)

d) Toll rates

- ▶ The current toll rates provided by the Management has been validated from NHAI's site on Toll Information system (www.tis.nhai.gov.in.) as well as toll notifications issued by NHAI shared by the Management.
- ▶ The Management has considered annual revision of toll rate (user fees) which is in accordance to National Highway Fee (Determination of Rates and Collection) Rules, 2008 and amendment thereto dated December 3, 2010 whereby the base rate shall be increased without compounding by 3% p.a. and additionally, the applicable base rate shall be revised annually to reflect the increase in wholesale price index (“WPI”) but such revision shall be restricted to forty percent of the increase in WPI on overall basis during the concession period.
- ▶ WPI has been projected to grow by 5% for the projected period.

e) Periodic Maintenance & Routine Maintenance Costs

- ▶ Estimates for projected Periodic Maintenance & Routine Maintenance Costs from the Management supported by Technical Due Diligence report carried out by LEA Associates South Asia Pvt Ltd dated December 2018 are considered.
- ▶ As discussed with the Management, the major maintenance and repairs for ECKHPL that will be incurred within 2 years post Concession period have been preponed and considered at the second last year of the concession period on an appropriate basis.

f) Premium payable

- ▶ The premium payable to NHAI is considered as given by the Management of the Trust and validated the same from the Concession Agreement.

VALUATION OF THE SPVs

Etawah-Chakeri (Kanpur) Highway Private Limited (“ECKHPL”)

DCF Method:

- ▶ The key assumptions and other key inputs, mentioned in the previous paragraphs, as provided by the Management are considered in the projections.
- ▶ The projections provided by the Management, based on Traffic Due Diligence report, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- ▶ The explicit period has been considered from April 01, 2022 to September 03, 2029.
- ▶ The tax computation as provided by the Management has been considered and reviewed to assess that the same has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- ▶ We have used the Free Cash Flows to Firm (“FCFF”) method under DCF to calculate Enterprise Value of ECKHPL.
- ▶ In FCFF, the free cash flows available are discounted by weighted average cost of capital (WACC) to derive the Enterprise Value. The detailed computation of WACC is given in the next page.
- ▶ The Business/ Enterprise Value of ECKHPL as on March 31, 2022 is arrived at INR 1,509.8 Cr.

VALUATION OF THE SPVs

Etawah-Chakeri (Kanpur) Highway Private Limited (“ECKHPL”)

Computation of WACC:

Particulars	Nil Tax	MAT	Full Tax	Tax Explanation
Risk free return (Rf)	7.1%	7.1%	7.1%	Risk free rate as on March 31, 2022
Market Return (Rm)	15.0%	15.0%	15.0%	Market Return has been considered based on the long term average returns earned by an equity investor investing in India
Risk premium	7.9%	7.9%	7.9%	Risk Premium = Market Return (Rm)- Risk Free Rate (Rf)
Relevered Beta (B)	0.8	0.7	0.6	We have considered 5 years beta for comparable companies
Cost of equity (Ke)	13.5%	12.9%	12.2%	$Ke = Rf + B \times (Rm - Rf)$
Cost of debt (I)	7.1%	7.1%	7.1%	Kindly refer note below.
Tax Rate (t)	0.0%	17.5%	34.9%	Based on statutory corporate tax rate in India as of the Valuation date.
Cost of Debt [Net of Tax] (Kd)	7.1%	5.8%	4.6%	$I \times (1 - t)$
Debt / (Debt +Equity)	60.0%	60.0%	60.0%	Target long-term debt equity ratio of the comparable companies
WACC	9.7%	8.6%	7.6%	$WACC = Ke \times (E / (D + E)) + Kd \times (D / (E + D))$
WACC Adopted	9.7%	8.6%	7.6%	After rounding off

Note: The Trust has given loan to the SPVs at the interest rate of 10.8%.

The infrastructure funding in India for such operating BOT projects is in the range of 7 to 10%. The interest rate on external borrowings obtained by the Trust from banks are revised in FY22 with an effective cost of debt of 7.08%.

Further the trust being a pass through structure, from the unit holders perspective, the cost of the debt for the SPVs is the rate at which the trust borrows the loan which is in turn lent to the SPVs. Thus the cost of debt of the trust loan becomes relevant from the unit holders perspective for the valuation. We have hence considered a cost of debt of 7.08% for the current valuation exercise.

VALUATION OF THE SPVs

Etawah-Chakeri (Kanpur) Highway Private Limited (“ECKHPL”)

Valuation as per Discounted Cash Flow Method (INR Cr)								
WACC at Nil Tax rate	9.7%							
WACC at MAT	8.6%							
WACC at Income Tax rate	7.6%							
Year Ending	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30*
Revenue	507.9	559.0	618.3	683.5	754.9	839.7	925.0	436.3
Cash EBITDA	223.0	309.7	328.4	244.1	369.6	597.2	670.4	201.4
EBITDA Margins	43.9%	55.4%	53.1%	35.7%	49.0%	71.1%	72.5%	46.2%
Less : Outflows								
Major Maintenance expenses	(6.3)	(16.2)	(17.0)	(28.2)	(246.4)	(19.6)	(18.5)	(88.5)
Capital Expenditure	-	(67.0)	(0.1)	(0.1)	(0.6)	(1.5)	(0.1)	-
Incremental Working Capital	(4.5)	-	-	-	-	-	-	6.6
Taxation	(20.6)	(25.2)	(32.7)	(39.6)	(12.5)	(65.4)	(77.4)	(23.5)
Free Cash Flows to Firm (FCFF)	191.6	201.2	278.6	176.2	110.2	510.8	574.4	96.0
Partial Period Factor	1.0	1.0	1.0	1.0	1.0	1.0	1.0	0.4
Midpoint	0.5	1.5	2.5	3.5	4.5	5.5	6.5	7.2
Present Value Factor	1.0	0.9	0.8	0.7	0.7	0.6	0.6	0.6
Present Value of Cash Flows	183.8	177.8	226.7	132.0	76.0	324.4	336.0	52.9
Enterprise Value (EV)	1,509.8							

* Represents period from April 1, 2029 to September 3, 2029

VALUATION OF THE SPVs

Oriental Pathways (Indore) Private Limited (“OPIPL”)

Key Inputs in Projections:

The key inputs of the projections provided by the Management are as follows:

a) Modification in Concession Period

- ▶ The traffic during the period of demonetization has fallen. As per the information received from the management of the Client, the OPIL has already received claim on account of loss in revenue due to demonetization.
- ▶ The Concession end date as per Concession Agreement is September 5, 2026.
- ▶ Thus, the explicit period for the current valuation analysis exercise has been considered from April 01, 2022 to September 5, 2026.

Particulars	Unit	Details
Original concession period	years	20 years
Appointed date	Date	September 6, 2006
Additional days due to pandemic and demonetization	Days	0.00
Revised concession end date	Date	September 5, 2026

b) Traffic Volume

- ▶ Traffic volumes as received from the Management supported by Traffic Due Diligence report carried out by independent consultant dated April 2022 are considered.

c) Revenue

- ▶ Revenue forecast is as per latest draft Traffic Due Diligence numbers prepared by an independent party. The toll revenue earned in FY19, FY20, FY21 and FY22 is INR 118.0 Cr, INR 119.9 Cr, INR 120.9 Cr and INR 129.7 Cr respectively.

d) Toll rates

- ▶ The current toll rates provided by the Management has been validated from NHAI's site on Toll Information System (www.tis.nhai.gov.in) as well as toll notifications issued by NHAI shared by the Management.
- ▶ The Management has considered annual revision of toll rate (user fees) whereby the applicable base rate shall be revised annually to reflect the increase in WPI.
- ▶ WPI has been projected to grow by 5% for the projected period.

e) Periodic Maintenance & Routine Maintenance Costs

- ▶ Estimates for projected Periodic Maintenance & Routine Maintenance Costs from the Management supported by Technical Due Diligence report carried out by M/s Resotech Consultancy Services Pvt Ltd dated December 2018 are considered.

VALUATION OF THE SPVs

Oriental Pathways (Indore) Private Limited (“OPIPL”)

DCF Method:

- ▶ The key assumptions and other key inputs, mentioned in the previous paragraphs, as provided by the Management are considered in the projections.
- ▶ The projections provided by the Management, based on Traffic Due Diligence report and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness, and have relied on them.
- ▶ The explicit period has been considered from April 01, 2022 to September 5, 2026.
- ▶ The tax computation as provided by the Management has been considered and reviewed to assess that the same has calculated as per the provisions of The Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- ▶ We have used the Free Cash Flows to Firm (“FCFF”) method under DCF to calculate Enterprise Value of OPIPL.
- ▶ In FCFF, the free cash flows available are discounted by weighted average cost of capital (WACC) to derive the Enterprise Value. The detailed computation of WACC is given in the next page.
- ▶ The Business/ Enterprise Value of OPIPL as on March 31, 2022 is arrived at INR 398.2 Cr.

VALUATION OF THE SPVs

Oriental Pathways (Indore) Private Limited (“OPIPL”)

Computation of WACC:

Particulars	Nil Tax	MAT	Full Tax Explanation
Risk free return (Rf)	7.1%	7.1%	7.1% Risk free rate as on March 31, 2022
Market Return (Rm)	15.0%	15.0%	15.0% Market Return has been considered based on the long term average returns earned by an equity investor investing in India
Risk premium	7.9%	7.9%	7.9% Risk Premium = Market Return (Rm)- Risk Free Rate (Rf)
Relevered Beta (B)	0.81	0.73	0.64 We have considered 5 years beta for comparable companies
Cost of equity (Ke)	13.5%	12.9%	12.2% $Ke = Rf + B \times (Rm - Rf)$
Cost of debt (I)	7.1%	7.1%	7.1% Kindly refer note below.
Tax Rate (t)	0.0%	17.5%	34.9% Based on statutory corporate tax rate in India as of the Valuation date
Cost of Debt [Net of Tax] (Kd)	7.1%	5.8%	4.6% $I \times (1 - t)$
Debt / (Debt +Equity)	60.0%	60.0%	60.0% Target long-term debt equity ratio of the comparable companies
WACC	9.7%	8.6%	7.6% $WACC = Ke \times (E/(D+E)) + Kd \times (D/(E+D))$
WACC Adopted	9.7%	8.6%	7.6% After rounding off

Note: The Trust has given loan to the SPVs at the interest rate of 14%.

The infrastructure funding in India for such operating BOT projects is in the range of 7 to 10%. The interest rate on external borrowings obtained by the Trust from banks are revised in FY22 with an effective cost of debt of 7.08%.

Further the trust being a pass through structure, from the unit holders perspective, the cost of the debt for the SPVs is the rate at which the trust borrows the loan which is in turn lent to the SPVs. Thus the cost of debt of the trust loan becomes relevant from the unit holders perspective for the valuation. We have hence considered a cost of debt of 7.08% for the current valuation exercise.

VALUATION OF THE SPVs

Oriental Pathways (Indore) Private Limited (“OPIPL”)

Valuation as per Discounted Cash Flow Method (INR Cr)					
WACC at Nil Tax rate	9.7%				
WACC at MAT	8.6%				
WACC at Income Tax rate	7.6%				
Year Ending	FY23	FY24	FY25	FY26	FY27*
Revenue	154.4	173.3	184.1	194.5	92.0
Cash EBITDA	130.2	147.9	157.4	166.5	79.2
EBITDA Margins	84.3%	85.3%	85.5%	85.6%	86.2%
Less : Outflows					
Major Maintenance expenses	-	(58.7)	-	-	(81.4)
Change in MMRA	(39.1)	58.7	(27.1)	(54.3)	81.4
Capital Expenditure	-	(2.1)	-	(0.3)	-
Incremental Working Capital	(30.4)	-	-	-	6.1
CSR Expense	(0.7)	(0.8)	(0.9)	(1.0)	(1.4)
Interest incomes on cash reserves (MMR)	2.7	2.1	1.0	3.8	2.8
Taxation	(13.8)	(5.4)	(16.4)	(17.9)	-
Free Cash Flows to Firm (FCFF)	48.9	141.8	113.9	96.7	86.8
Partial Period Factor	1.0	1.0	1.0	1.0	0.4
Midpoint	0.5	1.5	2.5	3.5	4.2
Present Value Factor	1.0	0.9	0.8	0.7	0.7
Present Value of Cash Flows	46.9	125.3	92.7	72.5	60.9
Enterprise Value (EV)	398.2				

*Represents period from April 1, 2026 to September 5, 2026

VALUATION OF THE SPVs

OSE Hungund Hospet Highways Private Limited (“OHHPL”)

Key Inputs in Projections:

The key inputs of the projections provided by the Management are as follows:

a) Modification in Concession Period

- ▶ As per the Clause 29.2.1 of the Concession Agreement between NHAI and OHHPL as provided by the Management, *“In the event Actual Average Traffic shall have fallen short of the target traffic, then for every 1% shortfall as compared to the target traffic, the Concession period shall, subject to payment of Concession Fee in accordance with this Agreement, be increased by 1.5% thereof; provided such increase in Concession period shall not in any case exceed 20% of the Concession period”*.
- ▶ Thus, the Concession period of 19 years as per Concession Agreement between NHAI and OHHPL as provided by the Management is increased as per the above clause as given in the table alongside.
- ▶ The actual traffic as on the Target date is as per the traffic volumes provided by the Management supported by Traffic Due Diligence report carried out by independent consultant dated January 2021. The actual traffic on October 01, 2020 is less than the target traffic.
- ▶ The revised Concession end date considering the impact of Clause 29.2 - Modification in Concession Period is July 04, 2033.
- ▶ Thus, the explicit period for current valuation analysis exercise has been considered from April 01, 2022 to July 04, 2033..

Particulars	Unit	Details
Target date as per CA	Date	October 1, 2020
Target traffic as per CA	PCUs	57,623
Actual traffic on Target date	PCUs	31,066
Comparison of average traffic at test date with target	%	-46.1%
Original concession period	years	19
Increase in concession period	%	20%
Change in concession period	years	3.80
Revised concession period	years	22.80
Appointed date	Date	September 18, 2010
Original concession end date	Date	September 17, 2029
Revised concession end date	Date	July 4, 2033

b) Traffic Volume

- ▶ Traffic volumes as received from the Management supported by Traffic Due Diligence report carried out by independent consultant dated April 2022 are considered.

c) Revenue

- ▶ Revenue forecast is as per latest draft Traffic Due Diligence numbers prepared by an independent party. The revenue earned in FY19, FY20, FY21 and FY22 is INR 133.3 Cr, INR 130.2 Cr, INR 131.7 Cr and INR 149.7 Cr respectively.

VALUATION OF THE SPVs

OSE Hungund Hospet Highways Private Limited (“OHHPL”)

d) Toll rates

- ▶ The current toll rates provided by the Management has been validated from NHAI’s site on Toll Information system (www.tis.nhai.gov.in.) as well as toll notifications issued by NHAI shared by the Management
- ▶ The Management has considered annual revision of toll rate (user fees) which is in accordance to National Highway Fee (Determination of Rates and Collection) Rules, 2008 and amendment thereto dated December 3, 2010 whereby the base rate shall be increased without compounding by 3% p.a. and additionally, the applicable base rate shall be revised annually to reflect the increase in wholesale price index (“WPI”) but such revision shall be restricted to forty percent of the increase in WPI on overall basis during the concession period.
- ▶ WPI has been projected to grow by 5% for the projected period.

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e) Periodic Maintenance & Routine Maintenance Costs

- ▶ Estimates for projected Periodic Maintenance & Routine Maintenance Costs from the Management supported by Technical Due Diligence report carried out by FP Project Management dated December 2018 are considered.

VALUATION OF THE SPVs

OSE Hungund Hospet Highways Private Limited (“OHHPL”)

DCF Method:

- ▶ The key assumptions and other key inputs, mentioned in previous paragraphs, as provided by the Management are considered in the projections.
- ▶ The projections provided by the Management, based on Traffic Due Diligence report and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness, and have relied on them.
- ▶ The explicit period has been considered from April 01, 2022 to July 04, 2033.
- ▶ The tax computation as provided by the Management has been considered and reviewed to assess that the same has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- ▶ We have used the Free Cash Flows to Firm (“FCFF”) method under DCF to calculate Enterprise Value of OHHPL.
- ▶ In FCFF, the free cash flows available are discounted by weighted average cost of capital (WACC) to derive the Enterprise Value. The detailed computation of WACC is given in the next page.
- ▶ The Business/ Enterprise value of OHHPL as on March 31, 2022 is arrived at INR 1,351.4 Cr.

VALUATION OF THE SPVs

OSE Hungund Hospet Highways Private Limited (“OHHPL”)

Computation of WACC:

Particulars	Nil Tax	MAT	Full Tax Explanation
Risk free return (Rf)	7.1%	7.1%	7.1% Risk free rate as on March 31, 2022
Market Return (Rm)	15.0%	15.0%	15.0% Market Return has been considered based on the long term average returns earned by an equity investor investing in India
Risk premium	7.9%	7.9%	7.9% Risk Premium = Market Return (Rm)- Risk Free Rate (Rf)
Relevered Beta (B)	0.81	0.73	0.64 We have considered 5 years beta for comparable companies
Cost of equity (Ke)	13.5%	12.9%	12.2% $Ke = Rf + B \times (Rm - Rf)$
Cost of debt (I)	7.1%	7.1%	7.1% Kindly refer note below.
Tax Rate (t)	0.0%	17.5%	34.9% Based on statutory corporate tax rate in India as of the Valuation date
Cost of Debt [Net of Tax] (Kd)	7.1%	5.8%	4.6% $I \times (1 - t)$
Debt / (Debt +Equity)	60.0%	60.0%	60.0% Target long-term debt equity ratio of the comparable companies
WACC	9.7%	8.6%	7.6% $WACC = Ke \times (E / (D + E)) + Kd \times (D / (D + E))$
WACC Adopted	9.7%	8.6%	7.6% After rounding off

Note: The Trust has given loan to the SPVs at the interest rate of 14%.

The infrastructure funding in India for such operating BOT projects is in the range of 8 to 10%. The interest rate on external borrowings obtained by the Trust from banks are revised in FY22 with an effective cost of debt of 7.08%.

Further the trust being a pass through structure, from the unit holders perspective, the cost of the debt for the SPVs is the rate at which the trust borrows the loan which is in turn lent to the SPVs. Thus the cost of debt of the trust loan becomes relevant from the unit holders perspective for the valuation. We have hence considered a cost of debt of 7.08% for the current valuation exercise.

VALUATION OF THE SPVs

OSE Hungund Hospet Highways Private Limited (“OHHPL”)

Valuation as per Discounted Cash Flow Method (INR Cr)												
WACC at Nil Tax rate	9.7%											
WACC at MAT	8.6%											
WACC at Income Tax rate	7.6%											
Year Ending	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY31	FY32	FY33	FY34*
Revenue	184.2	204.0	223.0	243.1	263.4	288.1	312.4	336.6	364.3	395.3	423.7	118.8
Cash EBITDA	157.7	176.2	193.8	212.4	231.2	254.3	276.9	299.3	325.1	354.2	380.5	104.1
EBITDA Margins	85.6%	86.4%	86.9%	87.4%	87.8%	88.3%	88.6%	88.9%	89.2%	89.6%	89.8%	87.7%
Less : Outflows												
Major Maintenance expenses	(55.8)	(58.6)	-	-	-	(77.1)	(80.9)	-	-	(93.7)	(98.4)	-
Capital Expenditure	-	(3.1)	-	(0.3)	(0.4)	(1.6)	-	-	-	-	-	-
Incremental Working Capital	(8.3)	-	-	-	-	-	-	-	-	-	-	5.1
Taxation	-	-	(22.6)	(24.8)	(26.7)	(16.1)	(18.2)	(28.3)	(30.9)	(17.2)	(18.7)	(7.5)
Free Cash Flows to Firm (FCFF)	93.5	114.5	171.2	187.3	204.2	159.5	177.8	271.0	294.2	243.3	263.4	101.7
Partial Period Factor	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	0.3
Midpoint	0.5	1.5	2.5	3.5	4.5	5.5	6.5	7.5	8.5	9.5	10.5	11.1
Present Value Factor	1.0	0.9	0.8	0.7	0.7	0.6	0.6	0.5	0.5	0.4	0.4	0.4
Present Value of Cash Flows	89.3	99.7	137.2	138.3	138.7	99.8	102.4	143.7	143.7	109.4	109.1	40.0
Enterprise Value (EV)	1,351.4											

*Represents period from April 1,2033 to July 04, 2033

VALUATION OF THE SPVs

Oriental Nagpur Betul Highway Private Limited (“ONBHL”)

Key Inputs in Projections:

The key inputs of the projections provided by the Management are as follows:

a) Modification in Concession Period

- ▶ As per the Clause 27.1.1 of the Concession Agreement between NHAI and ONBHL as provided by the Management, *“the Concessionaire upon achieving COD for the Project Highway and in consideration of the Concessionaire accepting the Concession and undertaking to perform and discharge its obligations in accordance with the terms, conditions and covenants set forth in this Agreement, Authority agrees and undertakes to pay to the Concessionaire, for each Annuity Payment Period, on each Annuity Payment Date as set forth in Schedule M -Annuity Payment Schedule, the sum of INR 290.80 Cr as set forth in its Bid”*.
- ▶ ONBHL is entitled to receive semi-annual annuity of INR 290.80 Cr for the period from February 24, 2015 to February 24, 2031. As per revised Schedule for Annuity Payment Schedule, the annuity will be payable on April 11 and October 11 every year over the remaining concession period.
- ▶ Further, as per settlement agreed between NHAI and Concessionaire, the annuity schedule for ONBHL has been modified, pursuant to which annuity shall be payable on April 11 and October 12 every year instead of August 18 and February 18. As a result, annuity payments are preponed by 4 months every year over the remaining concession period. The benefit of INR 154 Cr is arising on preponement of Annuity and the same is recognized as modification gain in the book of accounts of ONBHL. Since all benefits are to be passed on to OSEPL as per Sale & Transfer Agreement dated June 03, 2019 executed between ONBHL, Sponsors, Trustees and Investment Managers. The corresponding provision of expense of INR 154 Cr has also been recognized. The modification gain and provision is based on current estimates of outflow attributable to OSEPL at ONBHL level. However, the actual payment of benefit to OSEPL shall be passed on basis of realisation of the same.

- ▶ In FY22, settlement claim of INR 583.6 Cr was received by ONBHL from NHAI. As per Sale & Transfer Agreement dated June 03, 2019 all the benefits belong to OSEPL as and when realized. ONBHL transferred INR 547.1 Cr to OSEPL in FY22. The balance claim amount of INR 36.4 Cr will be paid to OSEPL in FY23.

- ▶ As informed by the Management, the modification gain of INR 154 Cr on account of preponement of Annuity will also be paid to OSEPL in FY23.

b) Periodic Maintenance & Routine Maintenance Costs

- ▶ Estimates for Periodic Maintenance & Routine Maintenance Costs as provided by the Management.
- ▶ The Operation and Maintenance contract entered between ONBHL and Oriental Structural Engineers Pvt Ltd on December 1, 2015 to carry out Periodic Maintenance & Routine Maintenance work for 4-laning of Nagpur-Saoner-Betul, Section NH-69 from Km 3.00 to Km 59.300 in Maharashtra and Km 137.000 to 257.400 Km in Madhya Pradesh including major maintenance work and overlay.
- ▶ The above contract sets out the estimated expenditure on Periodic Maintenance & Routine Maintenance over the period of concession agreement which has been considered in the projections provided by the Management.

VALUATION OF THE SPVs

Oriental Nagpur Betul Highway Private Limited (“ONBHL”)

DCF Method:

- ▶ The key assumptions and other key inputs, as provided by the Management are considered in the projections.
- ▶ The projections provided by the Management, based on independent traffic and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness and have relied on them.
- ▶ The explicit period has been considered from April 01, 2022 to January 19, 2032.
- ▶ The tax computation as provided by the Management has been considered and reviewed to assess that the same has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- ▶ We have used the Free Cash Flows to Firm (“FCFF”) method under DCF to calculate Enterprise Value of ONBHL.
- ▶ In FCFF, the free cash flows available are discounted by weighted average cost of capital (WACC) to derive the Enterprise Value. The detailed computation of WACC is given in the next page.
- ▶ The Business/ Enterprise value of ONBHL as on March 31, 2021 is arrived at INR 3,070.1 Cr.

VALUATION OF THE SPVs

Oriental Nagpur Betul Highway Private Limited (“ONBHL”)

Computation of WACC:

Particulars	Nil Tax	MAT	Full Tax	Explanation
Risk free return (Rf)	7.1%	7.1%	7.1%	Risk free rate as on March 31, 2022
Market Return (Rm)	15.0%	15.0%	15.0%	Market Return has been considered based on the long term average returns earned by an equity investor investing in India
Risk premium	7.9%	7.9%	7.9%	Risk Premium = Market Return (Rm)- Risk Free Rate (Rf)
Relevered Beta (B)	0.81	0.73	0.64	We have considered 5 years beta for comparable companies
Cost of equity	13.5%	12.9%	12.2%	$Ke = Rf + B \times (Rm - Rf)$
Company Specific Risk Premium	-1.0%	-1.0%	-1.0%	Risk reduced on account of lower risk in Annuity mode of BOT projects as compared to Toll based projects
Revised Cost of equity (Ke)	12.5%	11.9%	11.2%	
Cost of debt (I)	8.1%	8.1%	8.1%	Based on historical cost of debt
Tax Rate (t)	0.0%	17.5%	34.9%	Based on statutory corporate tax rate in India as of the Valuation date.
Cost of Debt [Net of Tax] (Kd)	8.1%	6.7%	5.3%	$I \times (1 - t)$
Debt / (Debt +Equity)	60.0%	60.0%	60.0%	Target long-term debt equity ratio of the comparable companies
WACC	9.9%	8.8%	7.6%	$WACC = Ke \times (E / (D + E)) + Kd \times (D / (E + D))$
WACC Adopted	9.9%	8.8%	7.6%	After rounding off

VALUATION OF THE SPVs

Oriental Nagpur Betul Highway Private Limited (“ONBHL”)

Valuation as per Discounted Cash Flow Method (INR Cr)										
WACC at Nil Tax rate	9.9%									
WACC at MAT	8.8%									
WACC at Income Tax rate	7.6%									
Year Ending	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY31	FY32*
Revenue	581.6	581.6	581.6	581.6	581.6	581.6	581.6	581.6	581.6	290.8
Cash EBITDA	555.2	553.9	552.5	551.1	549.5	547.9	546.2	544.5	542.6	257.8
EBITDA Margins	95.5%	95.2%	95.0%	94.7%	94.5%	94.2%	93.9%	93.6%	93.3%	88.7%
Less : Outflows										
Major Maintenance expenses	-	-	(49.7)	(52.1)	-	-	-	-	(66.5)	(69.9)
Change in MMRA	(40.8)	(40.8)	8.9	11.3	(59.9)	(79.0)	(80.0)	394.8	-	-
NHAI settlement claim payable to OSE	(36.4)	-	-	-	-	-	-	-	-	-
Incremental Working Capital	(14.4)	-	-	-	-	-	-	-	-	3.8
Interest incomes on cash reserve (MMR)	9.4	12.3	13.4	12.7	14.4	19.3	24.8	13.8	-	-
CSR Expense	(6.4)	(5.4)	(4.9)	(3.2)	(3.1)	(2.9)	(2.7)	(2.3)	(1.6)	(0.6)
Taxation	(64.7)	(63.7)	(53.5)	(52.9)	(51.2)	(39.4)	(31.0)	(18.5)	(58.3)	(8.7)
Free Cash Flows to Firm (FCFF)	401.9	456.3	466.7	466.8	449.7	445.9	457.4	932.3	416.1	182.4
Partial Period Factor	0.3	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	0.2
Midpoint	0.3	1.3	2.3	3.3	4.3	5.3	6.3	7.3	8.3	8.5
Present Value Factor	1.0	0.9	0.8	0.8	0.7	0.6	0.6	0.5	0.5	0.5
Present Value of Cash Flows	393.5	410.6	386.1	354.9	314.3	286.4	270.0	505.8	209.8	90.3
Enterprise Value (EV)	3,221.8									
Contractual payments on Annuity prepayment by FY23	(151.6)									
Adjusted Enterprise Value (EV)	3,070.1									

*Represents half year from April 1, 2031 to January 19, 2032

VALUATION OF THE SPVs

Oriental Nagpur Bye Pass Construction Private Limited (“ONBPCPL”)

Key Inputs in Projections:

The key inputs of the projections provided by the Management are as follows:

a) Modification in Concession Period

- ▶ As per the Clause 29.2.1 of the Concession Agreement between NHAI and ONBPCPL as provided by the Management, *“In the event Actual Average Traffic shall have fallen short of the target traffic, then for every 1% shortfall as compared to the target traffic, the Concession period shall, subject to payment of Concession Fee in accordance with this Agreement, be increased by 1.5% thereof; provided such increase in Concession period shall not in any case exceed 20% of the Concession period”*.
- ▶ Actual Traffic as on the Target date is as per the traffic volumes provided by the Management supported by Traffic Due Diligence report carried out independent consultant dated January 2021.
- ▶ The Concession end date is April 02, 2037.
- ▶ Thus, the explicit period for current valuation analysis exercise has been considered from April 01, 2022 to April 02, 2037.
- ▶ Also, as per Clause 27.6 of the Concession Agreement between NHAI and ONBPCPL as provided by the Management, *“In the event Average Daily Traffic of PCU’s in an accounting year have reached a level of 120% of Design Capacity (“Traffic Cap”), the fee collected from the traffic exceeding the Traffic Cap shall be deemed to be due and payable to NHAI”*. Further, if the Average daily traffic exceeds the design capacity of the Project Highway and shall continue to exceed for 3 accounting years following thereafter, and Indirect Political event will be deemed to have occurred and NHAI may terminate the agreement. NHAI will grant 180 days to the company to make a representation.

- ▶ However, as per the Traffic Due Diligence report carried out by independent consultant dated April 2022, the Actual Traffic (PCU’s) is not exceeding the Design Capacity in the concession period. Therefore, termination of project is not considered in the current valuation.

Particulars	Unit	Details
Target date as per CA	Date	October 1, 2019
Target traffic as per CA	PCUs	26,894
Actual traffic as on Target date	PCUs	35,127
Comparison of average traffic at test date		
with target	%	30.6%
Original concession period	years	27
Increase in concession period	%	0.0%
Change in concession period	years	0.0
Revised concession period	years	27.0
Appointed date	Date	April 3, 2010
Original concession end date	Date	April 2, 2037

- ▶ As per Traffic Due Diligence report dated April 2022, actual traffic on target date was 30.6% more than Target traffic. Therefore, as per concession agreement, there can be either reduction in Concession Period or ONBPCPL can opt for 25% revenue share with NHAI in lieu of such reduction in Concession Period. The independent traffic expert has assumed sharing 25% revenue in the Traffic Due Diligence Report with NHAI and we have considered the same as reasonable assumption.

VALUATION OF THE SPVs

Oriental Nagpur Bye Pass Construction Private Limited (“ONBPCPL”)

b) Traffic Volume

- ▶ Traffic volumes as received from the Management supported by Traffic Due Diligence report carried out by independent consultant dated April 2022 are considered.

c) Revenue

- ▶ Revenue forecast is as per latest draft Traffic Due Diligence numbers prepared by an independent party. The revenue earned in FY19, FY20, FY21 and FY22 is INR 222.3 Cr, INR 256.0 Cr, INR 218.7 Cr and INR 321.5 Cr respectively.

d) Toll rates

- ▶ The current toll rates provided by the Management has been validated from NHAI's site on Toll Information system (www.tis.nhai.gov.in.) as well as toll notifications issued by NHAI shared by the Management.
- ▶ The Management has considered annual revision of toll rate (user fees) which is in accordance to National Highway Fee (Determination of Rates and Collection) Rules, 2008 and amendment thereto dated December 3, 2010 whereby the base rate shall be increased without compounding by 3% annually and additionally, the applicable base rate shall be revised annually to reflect the increase in WPI but such revision shall be restricted to forty percent of the increase in WPI on overall basis during the concession period.
- ▶ WPI has been projected to grow by 5% for the projected period.

e) Periodic Maintenance & Routine Maintenance Costs

- ▶ Estimates for projected Periodic Maintenance & Routine Maintenance Costs provided by the Management supported by Technical Due Diligence report carried out by AECOM India Pvt Ltd dated December 2018 are considered.

VALUATION OF THE SPVs

Oriental Nagpur Bye Pass Construction Private Limited (“ONBPCPL”)

DCF Method:

- ▶ The key assumptions and other key inputs, mentioned in the previous paragraphs, are considered in the projections.
- ▶ The projections provided by the Management, based on Traffic Due Diligence report and technical studies, are only the best estimates of growth and sustainability of profitability margins. The financial forecast provided by the Management were reviewed for consistency and reasonableness, and have relied on them.
- ▶ The explicit period has been considered from April 01, 2022 to April 02, 2037.
- ▶ The tax computation as provided by the Management has been considered and reviewed to assess that the same has been calculated as per the provisions of the Income Tax Act, 1961. The interest expense is adjusted in the same for arriving at the tax computation under FCFF.
- ▶ We have used the Free Cash Flows to Firm (“FCFF”) method under DCF to calculate Enterprise Value of ONBPCPL.
- ▶ In FCFF, the free cash flows available are discounted by weighted average cost of capital (WACC) to derive the Enterprise Value. The detailed computation of WACC is given in the next page.
- ▶ The Business/ Enterprise value of ONBPCPL as on March 31, 2022 is arrived at INR 4,384.9 Cr.

VALUATION OF THE SPVs

Oriental Nagpur Bye Pass Construction Private Limited (“ONBPCPL”)

Computation of WACC:

Particulars	Nil Tax	MAT	Full Tax Explanation
Risk free return (Rf)	7.1%	7.1%	7.1% Risk free rate as on March 31, 2022
Market Return (Rm)	15.0%	15.0%	15.0% Market Return has been considered based on the long term average returns earned by an equity investor investing in India
Risk premium	7.9%	7.9%	7.9% Risk Premium = Market Return (Rm)- Risk Free Rate (Rf)
Relevered Beta (B)	0.81	0.73	0.64 We have considered 5 years beta for comparable companies
Cost of equity (Ke)	13.5%	12.9%	12.2% $Ke = Rf + B \times (Rm - Rf)$
Cost of debt (I)	7.1%	7.1%	7.1% Kindly refer note below.
Tax Rate (t)	0.0%	17.5%	34.9% Based on statutory corporate tax rate in India as of the Valuation date
Cost of Debt [Net of Tax] (Kd)	7.1%	5.8%	4.6% $I \times (1 - t)$
Debt / (Debt +Equity)	60.0%	60.0%	60.0% Target long-term debt equity ratio of the comparable companies
WACC	9.7%	8.6%	7.6% $WACC = Ke \times (E/(D+E)) + Kd \times (D/(E+D))$
WACC Adopted	9.7%	8.6%	7.6% After rounding off

Note: The Trust has given loan to the SPVs at the interest rate of 14%.

The infrastructure funding in India for such operating BOT projects is in the range of 8 to 10%. The interest rate on external borrowings obtained by the Trust from banks are revised in FY22 with an effective cost of debt of 7.08%.

Further the trust being a pass through structure, from the unit holders perspective, the cost of the debt for the SPVs is the rate at which the trust borrows the loan which is in turn lent to the SPVs. Thus the cost of debt of the trust loan becomes relevant from the unit holders perspective for the valuation. We have hence considered a cost of debt of 7.08% for the current valuation exercise.

VALUATION OF THE SPVs

Oriental Nagpur Bye Pass Construction Private Limited (“ONBPCPL”)

Valuation as per Discounted Cash Flow Method (INR Cr)																
WACC at Nil Tax rate	9.7%															
WACC at MAT	8.6%															
WACC at Income Tax rate	7.6%															
Year Ending	FY23	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY31	FY32	FY33	FY34	FY35	FY36	FY37	FY38*
Revenue	383.3	426.2	468.5	510.5	573.1	633.9	698.6	769.6	845.0	930.5	1,020.0	1,116.4	1,009.1	1,001.3	1,086.3	6.5
Cash EBITDA	356.5	398.2	439.1	479.7	540.9	600.2	663.3	732.6	806.3	890.0	977.5	1,071.9	962.4	952.4	1,035.0	3.1
EBITDA Margins	93.0%	93.4%	93.7%	94.0%	94.4%	94.7%	94.9%	95.2%	95.4%	95.6%	95.8%	96.0%	95.4%	95.1%	95.3%	47.8%
Less : Outflows																
Major Maintenance expenses	(1.3)	(0.0)	(106.1)	(2.8)	(107.2)	(0.7)	(0.0)	(0.0)	(159.6)	(14.9)	(41.6)	(43.7)	(0.0)	(17.7)	(84.3)	(8.4)
Incremental Working Capital	(0.2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(5.5)
Capital Expenditure	(0.1)	(0.3)	(3.2)	(0.4)	(3.2)	(0.1)	(0.1)	(0.4)	(0.6)	(4.6)	(0.2)	(4.5)	(0.1)	(0.2)	(0.1)	-
CSR Expenses	(1.8)	(1.4)	(2.5)	(3.4)	(4.1)	(5.0)	(6.0)	(7.1)	(8.2)	(9.5)	(10.9)	(12.3)	(13.9)	(14.4)	(15.3)	-
Taxation	(51.4)	(58.3)	(46.2)	(70.6)	(62.0)	(90.0)	(100.2)	(111.2)	(95.0)	(133.4)	(142.6)	(157.1)	(147.3)	(142.7)	(144.2)	-
Free Cash Flows to Firm (FCFF)	301.8	338.2	281.1	402.5	364.3	504.4	557.0	613.9	542.9	727.6	782.2	854.2	801.0	777.4	791.1	(10.8)
Partial Period Factor	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	0.0
Midpoint	0.5	1.5	2.5	3.5	4.5	5.5	6.5	7.5	8.5	9.5	10.5	11.5	12.5	13.5	14.5	15.0
Present Value Factor	1.0	0.9	0.8	0.7	0.7	0.6	0.6	0.5	0.5	0.5	0.4	0.4	0.4	0.3	0.3	0.3
Enterprise Value (EV)	4,384.9															

*Represents period from April 1,2037 to April 2, 2037

SECTION 10

VALUATION SUMMARY



VALUATION SUMMARY

Enterprise value of the 5 SPVs:

- The derived enterprise value of the 5 SPVs, based on the valuation approach and methodology as discussed herein, as on March 31, 2022 is as under :

S. No.	Particulars (INR Cr)	EV
(a)	Etawah Chakeri Project	1,509.8
(b)	Indore Khalghat Project	398.2
(c)	Hungund Hospet Project	1,351.4
(d)	Nagpur Betul Project	3,070.1
(e)	Nagpur Bypass Project	4,384.9
	Total	10,714.4

SECTION 11

ANNEXURES



ANNEXURES

Additional procedures to be complied with in accordance with SEBI InvIT Regulations

List of Disclosures

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

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

- ▶ As given by the Management, the list of various one-time sanctions/approvals which are obtained and pending along with up to date/overdue periodic clearances of the 5 SPVs are included in earlier sections in the Report and detailed in the Annexures I to V.

b) Statement of assets

- ▶ As informed by the Management, all assets and liabilities of the 5 SPVs till the date of transfer of assets to InvIT as specified in Section 4 of this Report will be taken over by the Trust.

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

- ▶ As given by the Management, estimates of past and proposed major repairs & improvements of the 5 SPVs is given in Annexure XI.

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

- ▶ As informed by the management of the Sponsors, there are no revenue pendencies including local authority taxes pending to be payable to the Government authorities with respect to the 5 SPVs.

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

- ▶ As given by the Management, the list of the on-going material litigations of the 5 SPVs, have been included in Annexures VI .

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

- ▶ As informed by the Management, there are no such natural or induced hazards which have been not considered in town planning/building control with respect to the 5 SPVs.

g) Site Visit Photographs

- ▶ Site visit of all the 5 SPVs pursuant to the virtual site visits have been included in Annexure IX to XIII.

Caveat to Disclosures in Annexures:

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

ANNEXURE

Annexure I ECKHPL : List of one time sanctions/ approvals (Part 1)

Sr. No.	Name of the Approval/ Registration/ License	Purpose	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval Has Been Obtained/Sought	Date of Issuance/ Renewal	Date of Expiry
1	Air Consent (Barazore)	DG Set	Regional Officer	99475/UPPCB/Kanpur Dehat(UPPCBRO)/CTO/air/KANPUR DEHAT/2020	Air(Prevention And Control Of Pollution)Act,1981 (Barzore Toll)	05.08.2020	31.07.2021
2	Air Consent (Anantram)	DG Set	Regional Officer	99479/UPPCB/Kanpur Dehat(UPPCBRO)/CTO/air/AURA IYA/2020	Air(Prevention And Control Of Pollution)Act,1981 (Anantram Toll)	05.08.2020	31.07.2021
3	Water Consent (Barazore)	Water	Regional Officer	99476/UPPCB/Kanpur Dehat(UPPCBRO)/CTO/water/KA NPUR DEHAT/2020	Water(Prevention And Control Of Pollution)Act,1974 (Barazore Toll)	05.08.2020	31.07.2021
4	Water Consent (Anantram)	Water	Regional Officer	99480/UPPCB/Kanpur Dehat(UPPCBRO)/CTO/water/AU RAIYA/2020	Water(Prevention And Control Of Pollution)Act,1974 (Anantram Toll)	05.08.2020	31.07.2021
5	Authorization Of Disposal Or Recycling Or Utilization Or Co Processing (Barazore & Anantram Toll)	Waste & Disposal	Uttar Pradesh Pollution Control Board	2518/UPPCB/KANPUR DEHAT 2523/UPPCB/AURAIYA	Hazardous And Other Waste(Management And Tran Boundary Movement) Rules,2016 (Barazore Toll)	18.7.2018	17.7.2023
6	Hazardous And Other Waste Disposal Agreement At Bharat Oil & Waste Management Ltd. (Barazore & Anantram Toll)	Waste & Disposal	Uttar Pradesh Pollution Control Board	2518/UPPCB/KANPUR DEHAT 2523/UPPCB/AURAIYA	Hazardous And Other Waste Disposal Agreement At Bharat Oil & Waste Management Ltd. (Barazore Toll & Anantram Toll)	18.7.2018	17.7.2023
7	Hazardous And Other Waste Disposal Agreement At Bharat Oil &Waste Management Ltd. (Barazore Toll & Anantram Toll)	Disposal of Waste Material Certificate	Bharat Oil & Waste Management	BOWML/K/2774/18	Hazardous And Other Waste Disposal Agreement At Bharat Oil & Waste Management Ltd. (Barazore Toll&Anantram Toll)		09.01.2022
8	Commercial Gas Cylinder Registration (Barazore & Anantram Toll)	Mess & Welder	Sushila Enterprises & Kanchan Gas Service	730000028910801 & 17681	Commercial Gas Cylinder Registration to IOCL	23.10.2015 & 08.10.2018	-
9	Fire Certificate (Barazore & Anantram Toll)	Safety Purpose of Toll Premises	Fire Safety Officer	20529 & 26953	Fire Prevention And Fire Safety Act	09.11.2020	17.11.2021

ANNEXURE

Annexure I ECKHPL : List of one time sanctions/ approvals (Part 2)

Sr. No.	Name of the Approval/ Registration/ License	Purpose	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval Has Been Obtained/Sought	Date of Issuance/ Renewal	Date of Expiry
10	Contract Labor License	Labor	Assistant Labor Commissioner Central	K-46(L-219)/2012-B3	Contract Labor(Regulation And Abolition) Act,1970	08.11.2020	08.11.2021
11	Building And Workers Registration	Construction Work	Assistant Labor Commissioner Central	K-43(R-61)2012-B-3	BOCW (Regulation Of Employment And Condition Of Service) Act,1996	26.10.2012	Till Completion
12	Employees Provident Fund Code Number	Employee & Employer PF	Assistant Provident Fund Commissioner	UPKNP0057128000	Employees Provident Funds And Miscellaneous Provisions Act,1952	17.10.2012	-
13	Employees State Insurance Code Number	Employee Medical Treatment Facility	Dy.Director(Esic)	21000508330001001	Employees State Insurance Act,1948	01.03.2013	-
14	Employee Compensation Policy	For Family Member	The New India Assurance Company Ltd.	11080036200100000310	Employee Compensation Act, 1923	02.03.2021	01.03.2022
15	Shop Or Commercial Establishment Registration Barazore Toll	Registration of Office	Chief Inspector Of Shops And Commercial Establishment Up	UPSA34000481	Shop Or Commercial Establishment Barazore Toll	4.11.17	31.03.2022
16	Shop Or Commercial Establishment Registration Anantram Toll	Registration of Office	Chief Inspector Of Shops And Commercial Establishment Up	UPSA33000645	Shop Or Commercial Establishment Anantram Toll	4.11.17	31.03.2022
17	Wc Policy Contractor	For Family Member	The New India Assurance Company Ltd.	11080036200100000270	WC Policy Contractor Wise	07.02.2021	06.02.2022
18	Consent of Ground Water Barazore Toll	CGWA	CGWA office Lucknow	CGWA/NOC/INF/ORIG/2019/6054	Consent of Ground Water Barazore Toll	11.09.2019	10.09.2021
19	Consent of Ground Water Anantram Toll	CGWA	CGWA office Lucknow	CGWA/NOC/INF/ORIG/2019/6674	Consent of Ground Water Anantram Toll	18.09.2019	17.11.2021

ANNEXURE

Annexure II OPIPL : List of one time sanctions/ approvals (Part 1)

Sr. No.	Name of The Approval/ Registration/ License	Purpose of which such Approval/ License/ Registration has been Granted	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval has been Obtained/Sought	Date of Issuance/ Renewal	Date of Expiry
1	DG permission (Khalghat)	For Operation of DG set	Superintending Engineer (Vidyut Surksha), MP Govt. Indore	211 dated 23.04.2011	As per State Govt Rule	23.04.2011	N/A
2	Consent of Air (CCA) Khalghat	For Operation of DG set	Madhya Pradesh Pollution Control Board, Dhar	AW-82998 dated 14.12.2020	Air (Prevention and Control of Pollution) Act, 1981.	01.06.2015	04.10.2023
3	Consent of Water (CCA) Khalghat	For Operation of DG set	Madhya Pradesh Pollution Control Board, Dhar	AW-82998 dated 14.12.2020	Water (Prevention and Control of Pollution) Act, 1974.	12.05.2018	04.10.2023
4	Authorization for Sale of Hazardous Wastes Materials (Khalghat)	For DG Set	Madhya Pradesh Pollution Control Board, Dhar	H-75026 dated 16.03.2020	Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.	16.03.2020	16.03.2025
5	Fire Prevention and Fire Safety Act (Khalghat)	NOC	Nagar Palika Parishad, Dhamnod	204 dated 12.03.2017	As per Act	12.03.2017	N/A
6	Air Analysis Report (Khalghat)	For control of Air Pollution	Madhya Pradesh Pollution Control Board	229 dated 16.03.2020	Air Analysis Report	26.11.2020	N/A
7	Liquid Sample Analysis Report (Waste water) -Khalghat	For control of Water Pollution	Madhya Pradesh Pollution Control Board	2989 dated 20.03.2020	Liquid Sample Analysis Report (Waste water)	26.11.2020	N/A
8	Noise Monitoring Report (Khalghat)	For control of Noise Pollution	Madhya Pradesh Pollution Control Board	08 dated 16.03.2020	Noise Monitoring Report	26.11.2020	N/A
9	DG permission (sonway)	For Operation of DG set	Superintending Engineer (Vidyut Surksha), MP Govt. Indore	2063 dated 23.01.2017	As per State Govt Rule	23.01.2017	N/A
10	DG permission (Sonway)	For Operation of DG set	Superintending Engineer (Vidyut Surksha), MP Govt. Indore	2055 dated 20.01.2017	As per State Govt Rule	20.01.2017	N/A
11	CTE of Air (Sonway)	For Operation of DG set	Madhya Pradesh Pollution Control Board, Indore	CTE 50587 dated 22.12.2017	Air (Prevention and Control of Pollution) Act, 1981.	22.12.2017	N/A
12	CTE of Water (Sonway)	For Operation of DG set	Madhya Pradesh Pollution Control Board, Indore	CTE 50587 dated 22.12.2017	Water (Prevention and Control of Pollution) Act, 1974.	22.12.2017	N/A
13	CTO of Air (Sonway)	For Operation of DG set	Madhya Pradesh Pollution Control Board, Indore	AWH-56607 dated 30.07.2018	Air (Prevention and Control of Pollution) Act, 1981.	30.07.2018	31.12.2021

ANNEXURE

Annexure II OPIPL : List of one time sanctions/ approvals (Part 2)

Sr. No.	Name of The Approval/ Registration/ License	Purpose of which such Approval/ License/ Registration has been Granted	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval has been Obtained/Sought	Date of Issuance/ Approval Renewal	Date of Expiry
14	CTO of Water (Sonway)	For Operation of DG set	Madhya Pradesh Pollution Control Board, Indore	AWH-56607 dated 30.07.2018	Water (Prevention and Control of Pollution) Act, 1974.	30.07.2018	31.12.2021
15	Authorization for Sale of Hazardous Wastes Materials (Sonway)	For DG Set	Madhya Pradesh Pollution Control Board, Indore	AWH-56607 dated 30.07.2018	Hazardous and Other Wastes (Management and Tran boundary Movement) Rules, 2016.	30.07.2018	31.12.2021
16	Fire Prevention and Fire Safety Act (Sonway)	NOC	Nagar Palika Parishad,Rau, Distt- Indore	115 dated 06.01.2018	As per Act	06.12.2018	N/A
17	Air Analysis Report (Sonway)	For control of Air Pollution	Madhya Pradesh Pollution Control Board	228 dated 16.03.2020	Air Analysis Report	26.11.2020	N/A
18	Liquid Sample Analysis Report (Waste water) (Sonway)	For control of Water Pollution	Madhya Pradesh Pollution Control Board	2987 dated 20.03.2020	Liquid Sample Analysis Report (Waste water)	26.11.2020	N/A
19	Noise Monitoring Report (Sonway)	For control of Noise Pollution	Madhya Pradesh Pollution Control Board	07 dated 16.03.2020	Noise Monitoring Report	26.11.2020	N/A
20	Contract Labor License	Operation & Maintenance of NH & Tolling	Regional Labor Commissioner, Bhopal	RLCBHOPAL/2021/L-65	Contract Labor (Regulation and Abolition) Act, 1970	01.03.2021	28.02.2022
21	BOCW Registration	Operation & Maintenance of NH & Tolling	Regional Labor Commissioner, Bhopal	RLC-44 (22)/2014	Building and Other Constructions Workers (Regulation of Employment and Conditions of Service) Act, 1996	28.02.2014	30.09.2026
22	EPF Code	EPF Compliances	Regional Provident Fund Commissioner, Indore	MP/23291	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	15.04.2010	N/A
23	ESIC	ESIC Compliances	Dy. Director, ESIC, Indore	18000247320001099	Employees' State Insurance Act, 1948	19.10.2016	N/A
24	Professional Tax	Professional Tax Compliances	Commissioner, Commercial Tax, Pithampur	79339005672 dated 18.11.2014	MP Profession Tax Act 1995	18.11.2014	N/A
25	WC/EC	Compliances of WC/EC Insurance Company		11080036200100000307	Employee compensation Act 1923	02.03.2020	01.03.2022
26	Shop & Establishment license (Sonway)	For Compliances	Inspector, Shop & Establishment	C/713186	MP Shop & Establishment Act 1958	09.01.2018	31.12.2022
27	Ground Water Abstraction	NOC	Government of India Ministry of Jal Shakti	CGWA/NOC/INF/ORIG/2021/118 57	Central Ground Water Authority	08.05.2021	07.05.2026
28	Ground Water Abstraction	NOC	Government of India Ministry of Jal Shakti	CGWA/NOC/INF/ORIG/2021/119 64	Central Ground Water Authority	26.05.2021	25.05.2026

ANNEXURE

Annexure III OHHPL : List of one time sanctions/ approvals

Sr. No.	Name of the Approval/ Registration/ License	Purpose	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval Has Been Obtained/Sought	Date of Issuance/ Renewal	Date of Expiry
1	Contract Labor License	Deployment of Labors - Toll Operation And Maintenance	Regional Labor Commissioner (Bellary)	05/2017 /-RLY /BLY Dated 05.01.2017	Contract Labor (R&A) Act 1970 & And Central Rules, 1971	16.12.2020	03.01.2022
2	Registration Certificate Of Establishment (Vanageri Toll Plaza)	Registration Certificate - Shops & Establishment	Government Of Karnataka Department Of Labor (Koppal)	KST/KUS/CE/0069/2018	Karnataka Shops & Commercial Establishment Act 1961 (Form 'C' - (See Rule-4) Act - 1961)	26.06.2018	31.12.2022
3	Registration Certificate Of Establishment (Shahapur Toll Plaza)	Registration Certificate - Shops & Establishment	Government Of Karnataka Department Of Labor (Koppal)	KPL/KOP/CE/0016/2019	Karnataka Shops & Commercial Establishment Act 1961 (Form 'C' - (See Rule-4) Act - 1961)	05.07.2019	31.12.2023
4	Registration Certificate Of Establishment (Hitnal Toll Plaza)	Registration Certificate - Shops & Establishment	Government Of Karnataka Department Of Labor (Koppal)	KPL/CHI/CE/0001/2018	Karnataka Shops & Commercial Establishment Act 1961 (Form 'C' - (See Rule-4) Act - 1961)	07.02.2018	31.12.2022
5	ESIC	Employee State Insurance	Esic Sub - Regional Office - Hubli	58005086330001009	E.S.I. Act, 1948 And Registration Of Employees Of The Factories And Establishments Under Section 1(3)/1(5) Of The Esi Act	17.09.2016	N/A
6	EPF	Employee Provident Fund	Epfo Sub Regional Office (Bellary)	GBBLR1519490	Employees' Provident Fund And Miscellaneous Provisions Act - 1952	20.09.2016	N/A
7	Professional Tax	Karnataka Tax on Professions, Traders, Callings And Employments.	Asst Commissioner Of Commercial Taxes (Lvo-510) Koppal	29890579728	Karnataka Tax On Professions, Traders, Callings And Employments. Form - 4 (See Rule 4(4) Act -1976	27.10.2016	N/A
8	W C Policy	Employees Compensation Policy	The New India Assurance Company Limited (Mumbai)	11080036190100000449	Employee Compensation Policy Act 1923	02.03.2021	01.03.2022
9	Consent For Operation - Batch Plant / Wmm Plant	Pollution Control - Water & Air.	Environmental Officer, Karnataka State Pollution Control Board - Koppal	AW-104069/84	(Water Prevention And Control Of Pollution Act - 1974) & (Air Prevention And Control Of Pollution Act 1981)	10.01.2019	31.12.2021
10	Consent For Operation - Hot Mix Plant	Pollution Control - Water & Air.	Sr. Environmental Officer, Karnataka State Pollution Control Board- Bellary	AW-315668	(Section 25 (4) Of Water Prevention And Control Of Pollution Act -1974) & (Section 21 Of Air Prevention And Control Of Pollution Act 1981)	03.11.2020	31.10.2021
11	Consent For Operation - DG Set At Hitnal, Shahapur&Vanagiri.	Pollution Control - Air.	Environmental Officer, Karnataka State Pollution Control Board - Koppal	PCB-RO-KPL.2017-18/674	Pollution Control Board	06.01.2018	NA
12	Consent For Operation - Toll Plaza AtVanageri.	Pollution Control - Air & Water.	Karnataka State Pollution Control Board - Koppal	AW - 111561	(Section 25 (4) Of Water Prevention And Control Of Pollution Act -1974) & (Section 21 Of Air Prevention And Control Of Pollution Act 1981)	23.10.2019	14.05.2029
13	Consent For Operation - Toll Plaza At Shahapur.	Pollution Control - Air & Water.	Karnataka State Pollution Control Board - Koppal	AW - 111559	(Section 25 (4) Of Water Prevention And Control Of Pollution Act -1974) & (Section 21 Of Air Prevention And Control Of Pollution Act 1981)	23.10.2019	14.05.2029
14	Consent For Operation - Toll Plaza At Hitnal.	Pollution Control - Air & Water.	Karnataka State Pollution Control Board - Koppal	AW - 111558	(Section 25 (4) Of Water Prevention And Control Of Pollution Act -1974) & (Section 21 Of Air Prevention And Control Of Pollution Act 1981)	23.10.2019	14.05.2029
15	Hpt For Fire Extinguishers-Fire & Safety Toll Plaza-Hitnal, Shahapur & Vanagiri.		Seven Hills Fire & Safety, Hubli		Fire & Safety	16.02.2021	15.02.2022

ANNEXURE

Annexure IV ONBHL : List of one time sanctions/ approvals

Sr. No.	Name of the Approval/ Registration/ License	Purpose	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval Has Been Obtained/Sought	Date of Issuance/ Renewal	Date of Expiry
1	Employees Provident Fund Code Number	Employee & Employer PF	Employees' Provident Fund Organization	MPBPL-1324057	Employees' Provident Fund & Miscellaneous Provisions Act-1952	01.04.2015	
2	Employees State Insurance Code Number	Employee Medical Treatment Facility	Employees' State Insurance Corporation	23000119990000999	ESI Act -1948	07.03.2017	
3	Contract Labor License	Labor	Regional Labor Commissioner (C) Bhopal	RLC-46/2(349)2016	Cl(R&A) Act,1970 & Central Rules 1971	26.12.2017	25.11.2021
4	Contract Labor License	Labor	Asst. Labor Commissioner (C) Nagpur	CLRA/ALCNAGPUR/2 019/L-35	(Regulation & Abolition) Act 1970 & Central Rules ,1971	20.02.2019	19.02.2022
5	Water Consent, Air Consent,Autohorisation Of Disposal Or Recycling Or Utilization Or Co Processing (Khambara)	Water , Air , Disposal Of Waste	MP Pollution Control Board-Bhopal	AW-86252	Water (Prevention & Control Of Pollution) Act,1974 ,Air (Prevention & Control Of Pollution) Act,1981 And Authorization Under Hazardous And Other Waste (Management & Trans Boundary Movement) Rules,2016	26.02.2018	27.02.2022
6	Water Consent, Air Consent,Autohorisation Of Disposal Or Recycling Or Utilization Or Co Processing (Milanpur)	Water , Air , Disposal Of Waste	MP Pollution Control Board-Bhopal	AW-86254	Water (Prevention & Control Of Pollution) Act,1974 ,Air (Prevention & Control Of Pollution) Act,1981 And Authorization Under Hazardous And Other Waste (Management & Trans Boundary Movement) Rules,2016	26.02.2018	20.02.2022

ANNEXURE

Annexure V ONBPCPL : List of one time sanctions/ approvals

Sr. No.	Name of the Approval/Registration/ License	Purpose	Issuing Authority	Registration/ Reference/ License Number	Relevant Provision of the Act/Rules/Regulations under which Approval Has Been Obtained/Sought	Date of Issuance/	Date of Expiry	Date of Application for Renewal (If Expired)	Special Terms and Conditions
1	Water Consent, Air Consent ,DG Set Approval, Authorization Of Disposal Or Recycling Or Utilization Or Co Processing	Consent To Establish (CTE). DG Set ,Water ,Air , Waste Disposal	Sub-Regional Officer-II, Maharashtra Pollution Control Board, Nagpur	Consent No. SRO Nagpur-II/Consent/1801000410	Water Act, Air Act & HW(M&H) Rules Respectively	09.01.2018	Five Year		Condition Under Water Act & Condition Under Hazardous Wastes (Management, Handling & Transboundary Movement Rules 2008 Condition Under Air Act,
2	Consent to Operate (CTO)	Consent to Operate (CTO)	Sub-Regional Officer-II, Maharashtra Pollution Control Board, Nagpur	Consent No. SRO Nagpur-II/Consent/1910000530	Water Act, Air Act & HW(M&H) Rules Respectively	11.10.2019	31.10.2028		
3	Water Consent, Air Consent ,DG Set Approval, Authorization Of Disposal Or Recycling Or Utilization Or Co Processing	Consent To Establish (CTE). DG Set ,Water ,Air , Waste Disposal	Sub-Regional Officer-II, Maharashtra Pollution Control Board, Nagpur	Consent No. SRO Nagpur-II/Consent/1801000422	Water Act, Air Act & HW(M&H) Rules Respectively	09.01.2018	Five Year		Condition Under Water Act & Condition Under Hazardous Wastes (Management, Handling & Transboundary Movement Rules 2008 Condition Under Air Act,
4	Consent to Operate (CTO)	Consent to Operate (CTO)	Sub-Regional Officer-II, Maharashtra Pollution Control Board, Nagpur	Consent No. SRO Nagpur-II/Consent/1910000531	Water Act, Air Act & HW(M&H) Rules Respectively	11.10.2019	31.10.2028		
5	Water Consent, Air Consent ,DG Set Approval, Authorization Of Disposal Or Recycling Or Utilization Or Co Processing	Consent To Establish DG Set ,Water ,Air , Waste Disposal	Sub-Regional Officer-II, Maharashtra Pollution Control Board, Nagpur	Consent No. SRO Nagpur-II/Consent/1801000856	Water Act, Air Act & HW(M&H) Rules Respectively	14.02.2018	Five Year		Condition Under Water Act & Condition Under Hazardous Wastes (Management, Handling & Transboundary Movement Rules 2008 Condition Under Air Act,
6	Consent to Operate (CTO)	Consent to Operate (CTO)	Sub-Regional Officer-II, Maharashtra Pollution Control Board, Nagpur	Consent No. SRO Nagpur-II/Consent/1911000692	Water Act, Air Act & HW(M&H) Rules Respectively	07.12.2019	31.08.2025		
7	Central Ground Water Authority (CGWA)- NOC	NOC for Ground Water Abstraction	CGWA_ Central Region	CGWA/NOC/INF/ORIG/2020/9130	Central Ground Water Authority (CGWA)	02.12.2020	01.12.2025		
8	Central Ground Water Authority (CGWA)- NOC	NOC for Ground Water Abstraction	CGWA_ Central Region	CGWA/NOC/INF/ORIG/2020/9156	Central Ground Water Authority	03.12.2020	02.12.2025		
9	Central Ground Water Authority (CGWA)- NOC	NOC for Ground Water Abstraction	CGWA_ Central Region	CGWA/NOC/INF/ORIG/2020/9415	Central Ground Water Authority (CGWA)- NOC	17.12.2020	16.12.2025		
10	Fire Equipment	Fire and Safety Protection	Nagpur Engineering Services	GSTN: 27ABAPB1450C1ZK	NMC & MRTF Act, As Per DCR 2000, Maharashtra Fire Prevention & Life Safety Measures Act 2006 And Its rules	16.01.2021	15.01.2022		Fire Safety Protection
11	Contract Labour License	License Granted For Hundred(100) Number Of Workmen Employed As Contract Labour	Assistant Labour Commissioner -Central, Nagpur	ALCN/46/L/12/2014-CL	Contract Labour Regulation & Abolition Act, 1970 & Central Rules, 1971	03.02.2014	02.02.2022		License Granted For 100 Nos. Contract Labour
12	Building & Other Construction Workers Registration	Registration Obtained For Building & Other Construction Workers As Per Regulation Of Employment And Condition Of Service Act, 1996	Assistant Labour Commissioner -Central, Nagpur	ALCN/42(R)/19/2014/BOCW	Building & Other Construction Workers (Regulation Of Employment & Condition Of Service) Act,1996	19.02.2014	17.02.2022		License Granted For 100 Nos. Workers To Be Employed On Any Day By The Employer
13	EPF-Establishment Code	Registration Obtained To Which 20 Or More Employees Were Deployed W.E.F. 01.09.2012 As Per The Provisions Of EPF & MPA 1952	Regional Provident Fund Commissioner, Nagpur	Code No. NG/NAG/69325	EPF & MPA, 1952	01.09.2012	As Per Act		Remittance Of Monthly Contribution As Per Prescribed By Act & Rules
14	ESI Code	Coverage Under Implementation Area	Asstt./D. Director, Esic- Nagpur	Allotted Conde No. 23000115900000999	Implementation Of The ESI Act, 1948	28.11.2016	As Per Act		Remittance Of Monthly Contribution As Per Prescribed By Act & Rules
15	Registration Under Professional Tax	Coverage Under P.Tax Act Of Applicable Employees	Govt. Of Maharashtra Sales Tax Deptt., Nagpur	No. MH01 C 095828	Central Sales Tax Act, 1956	11.11.2011	As Per Act		Remittance Of Monthly Deduction As Per Act
16	Employee Compensation	As Per EC Act,Fatal Accident Act & Common Law	The New Indian Assurance Company Limited	Policy No. 110080036200100000311	As Per Labor Act	02.03.2020	01.03.2022		

ANNEXURE

Annexure VI - List of material litigations (Part 1/3)

S. No.	Nature	Etawah Chakeri Project
1	Tax dispute	ECKHPL ("Assessee") filed the income tax return for the Assessment Year 2013-14 ("AY") declaring nil income which was selected for a security assessment alleging that during the assessment year, ECKHPL has allotted to OSEPL and OTPL a total number of 10,000,000 shares of ₹ 10 each at a premium of ₹ 90 per share. The Assessment Officer ("AO") passed an order dated March 30, 2016 and stated that the Assessee had issued the shares in excess of the rate of fair market value, therefore, the excess value shall be treated as Assessee's income under the Income Tax Act, 1961 ("IT Act") and the net taxable income of the Assessee for the AY was assessed to ₹ 900.00 million. The Assessee aggrieved by the order of the Assessment Officer filed an appeal to the Commissioner of Income-Tax (Appeal) on the ground that the AO has erred on facts, on law and provisions of the IT Act. The matter is currently pending.
2	Tax dispute	ECKHPL ("Appellant") appealed before the Commissioner of Income Tax (Appeals) -3, New Delhi against the assessment order dated December 31, 2018 ("Assessment Order") passed by the assessing officer ("AO") alleging that the AO in his Assessment Order has erred in assessing a sum of ₹ 1,087.45 million as revenue receipts rather than treating the same as capital receipt to be set off against intangible asset under development of the Appellant. The matter is currently pending.
3	Regulatory dispute	A demand of ₹ 36.75 million was made by District Magistrate, Kanpur Dehat ("DM") alleging payment of pending stamp duty towards the ECKHPL Concession. ECKHPL opposed the demand made by the DM, which was subsequently dismissed by an order dated August 28, 2014 ("Order"). An appeal was filed by ECKHPL against the Order before the Revenue Board in Allahabad. Matter is currently pending.
S. No.	Nature	Indore Khalghat Project
1	Regulatory dispute	NHAI by its letter dated July 9, 2018 and subsequently, by its letter dated January 4, 2019 has imposed a penalty of ₹ 38.47 million on OPIPL on account of non-performance and not undertaking remedial measures to cure the defects or deficiencies notified by the independent engineer with respect to the OPIPL Project. Failing to settle the dispute through amicable settlement, OPIPL by its letter dated July 22, 2020, has informed the NHAI that they are invoking the arbitration clause under the OPIPL Concession and accordingly appointed one arbitrator to adjudicate the matter. However, the Arbitration proceedings are on hold/in abeyance.

ANNEXURE

Annexure VI - List of material litigations (Part 2/3)

S. No.	Nature	Hungund Hospet Project
1	Regulatory dispute	<p>OSEPL has received notices from the office of the senior geologist, Government of India demanding a penalty of approximately ₹ 7.58 million allegedly excavating 11,841.0 MT Murram and 46644.0 MT building stone without any authority as per the Karnataka Minor Mineral Concessional Policy, 1994. The matter has been placed before the office of Senior Geologist, Mines and Geology Department, Koppal and the dispute amounting a penalty of approximately ₹ 7.58 million towards royalty amount is referred to the Lokayukta, Karnataka Government. Subsequently, another notice has been received from the District Commissioner's office dated November 22, 2019, directing HHPL to remit the penalty amount from the toll collection amount within 60 days of receipt of the notice. Further, HHPL has duly responded to the allegations and/or demand made in the notice, by its letter dated January 18, 2020. Further, OSE have filed a suit in Bangalore High Court and waiting for enlistment of case.</p>
2	Regulatory dispute	<p>HHPL ("Petitioner") filled a writ petition against the deputy commissioner, Koppal ("Commissioner") and others ("Respondents") being aggrieved by an order dated February 19, 2019 ("Order") passed by the Commissioner directing the Petitioner to re-appoint the workers who were terminated from work upon a mutual termination between the Petitioner and an agency named Nalavadi Seizing and Security Agency ("Agency") on February 3, 2019. The petitioner had outsourced certain activity related to its business to the Agency by a valid contract and the workers are appointed by the Agency who are not the employee of the Petitioner. The Petitioner alleged that the Order is unsustainable and liable to be set aside and asked to stay the operation and execution of the Order. The matter is currently pending.</p>
3	Regulatory dispute	<p>HHPL ("Claimant") filed a claim before an arbitral tribunal ("Arbitral Tribunal") against NHAI ("Respondent") in relating to non-payment of additional cost due to change in height /width in construction of the project. The Arbitral Tribunal has passed an award dated February 12, 2020, directing the Respondent to pay ₹ 1098.25 million ("Award"). Subsequently, the Respondent, being aggrieved by the Award, filed a petition before the High Court of Delhi asking to set aside the Award. The matter is currently pending before the High Court of Delhi.</p>

ANNEXURE

Annexure VI - List of material litigations (Part 3/3)

S. No.	Nature	Nagpur Bypass Project
1	Regulatory dispute	ONBPCPL ("Claimant") has filed a claim before an arbitral tribunal ("Arbitral Tribunal") against NHAI ("Respondent") in relation to a dispute arising due to shifting of toll plazas pursuant to the ONBPCPL Concession. The Arbitral Tribunal passed an award dated December 21, 2017 ("Award") directing NHAI to pay ₹ 4,665.90 million with provision towards further compensation due to shifting of toll plazas. The Award has been challenged by NHAI in the High Court of Delhi and subsequently an order has been passed on September 20, 2018 ordering NHAI to pay 50% of the awarded sum and accordingly NHAI has deposited approximately ₹ 2,595.70 million in the court which has withdrawn against equivalent amount of bank guarantee. The matter is currently pending for disposal in the High Court of Delhi.
2	Regulatory dispute	ONBPCPL ("Claimant") had filed a claim before an arbitral tribunal ("Arbitral Tribunal") against NHAI ("Respondent") in relation to a dispute arising due to, inter alia, repair and maintenance of existing highway from km 689 to km 729 of NH-7, change in law, payment of additional royalty, change in scope and reimbursement of excess payment. The Arbitral Tribunal passed an award dated August 20, 2017 ("Award") directing NHAI to pay approximately ₹ 507.28 million to the Claimant and allowed an extension of concession period by 16 days. The Respondent has paid the entire amount to the Claimant as per the Award, however, the supplementary agreement pursuant to the extension of the concession period by 16 days has been sent to the Respondent for its approval, which is currently pending execution by the Respondent.
3	Civil dispute	A Public Interest Litigation ("PIL") had been taken up suo moto by the Bombay High Court, Nagpur Bench ("Court") vide PIL No. 88/2013 against ONBPCPL and others, alleging that ONBPCPL has failed to carry out mitigation measures ordered by the Court as per order dated March 31, 2016. Various applications has been disposed off by the Court over the period and the PIL is still pending.
4	Civil dispute	ONBPCPL ("Applicant") had filed a Writ Petition no. CW 6875/2020 filed before High Court of Rajasthan at Jaipur ("Writ Petition") against a demand raised for an aggregate amount of ₹ 2148.45 million by Collector (STAMPS) Circle Jaipur (First) Rajasthan vide order dated August 8, 2021 in stamp case no. 164/2017 ("Demand"). The Writ Petition had been disposed off on February 10, 2021. The matter remanded back to the Collector, Jaipur for passing fresh order(s).
5	Civil dispute	ONBPCPL ("Respondent") had received a demand notice dated August 4, 2020 on September 18, 2020 from office of Collector Stamp for an amount of Rs. 123.93 million towards alleged violation of stamp duty and penalty on Concession Agreement dated October 5, 2009 ("Demand"). In response, Respondent have submitted reply dated October 10, 2020 denying any such violation and submitted that such demand is nothing but blatant misuse of state power, coercive and baseless. Matter has been disposed off and final order has been passed on 24th March, 2021 requiring Respondent to pay deficit stamp duty for an amount of ₹ 15.31 million and penalty for ₹ 40.10 million aggregating to ₹ 55.41 million.

ANNEXURE

Annexure VII - Other Disclosures as required under SEBI InvIT Regulations

► **Ongoing material litigations:** As informed by the Management, no key changes have occurred from the previous valuation report in the list of all material litigations, (including tax litigations, if any) against the InvIT Assets. We have been informed by the Management that the Trust and its InvIT Assets are indemnified against any financial losses suffered or incurred in connection with any pending or threatened claims against the Trust made prior to the transfer of the assets to the Trust, hence no impact has been factored on the valuation of the InvIT Assets.

► **Purchase Price of the project by the InvIT:** The Trust has acquired 100% of equity share capital of the SPVs through initial offer of 230,600,000 Units (aggregating to INR 23,060 Mn) through a private placement comprising of a fresh issue of 176,600,000 Units aggregating INR 17,660.00 Mn by the Trust and an offer for sale 54,000,000 Units aggregating INR 5,400.0 Mn by the Selling Unit holders.

► **Summary of Enterprise Value changes over Valuation Dates**

S. No.	Particulars (INR Cr)	March 31, 2022	March 31, 2021	March 31, 2020	Dec 31, 2019	Dec 31, 2018
		EV	EV	EV	EV	EV
(a)	Etawah Chakeri Project	1,510	1,581	1,783.2	1,755.7	1,641.3
(b)	Indore Khalghat Project	398	535	606.4	639.8	966.2
(c)	Hungund Hospet Project	1,351	1,521	1,364.1	1,332.5	1,541.1
(d)	Nagpur Betul Project	3,070	3,330	3,504.5	3,731.8	4,161.4
(e)	Nagpur Bypass Project	4,385	4,334	3,839.4	3,772.3	3,328.0
	Total	10,714.4	11,300.7	11,097.7	11,232.1	11,638.0

► **Statement of Assets**

Particulars (INR Cr)	Net Tangible Assets	Intangible Assets	Non Current Assets	Current Assets
Etawah Chakeri Project	4.2	2,131.8	33.2	9.5
Indore Khalghat Project	3.0	272.7	203.0	63.4
Hungund Hospet Project	0.6	1,005.6	29.6	59.8
Nagpur Betul Project	4.7		2,624.1	1,159.0
Nagpur Bypass Project	3.1	1,423.4	13.0	295.9

► **Revenue pendency including local authority taxes associated with InvIT Asset and compounding charges:**

- The Management has confirmed to us that there are no revenue pendencies including local authority taxes associated with the InvIT Asset and compounding charges.

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

- The Management has confirmed to us that there is no vulnerability to natural or induced hazards that may not have been covered in town planning/ building control.

ANNEXURE

Annexure VIII - Major repairs & improvements - Historical and Projected

Particulars (INR Cr)	FY 13(A)	FY 14(A)	FY 15(A)	FY 16(A)	FY 17(A)	FY 18(A)	FY 19(A)	FY 20(A)	FY 21(A)	FY 22(A)	FY 23(P)	FY 24(P)	FY 25(P)
Etawah Chakeri Project	-	-	-	-	-	-	15.0	81.3	15.7	15.1	6.3	16.2	17.0
Indore Khalghat Project	26.5	11.5	29.7	4.0	-	-	68.3	-	-	-	-	58.7	-
Hungund Hospet Project	-	-	-	-	-	14.4	-	4.5	-	-	55.8	58.6	-
Nagpur Betul Project	-	-	-	-	-	-	41.5	43.6	-	-	-	-	49.7
Nagpur Bypass Project	-	-	7.0	-	-	-	64.9	-	0.9	0.2	1.3	0.0	106.1

Particulars (INR Cr)	FY 26(P)	FY 27(P)	FY 28(P)	FY 29(P)	FY 30(P)	FY 31(P)	FY 32(P)	FY 33(P)	FY 34(P)	FY 35(P)	FY 36(P)	FY 37(P)	FY 38(P)
Etawah Chakeri Project	28.2	246.4	19.6	18.5	88.5	-	-	-	-	-	-	-	-
Indore Khalghat Project	-	81.4	-	-	-	-	-	-	-	-	-	-	-
Hungund Hospet Project	-	-	77.1	80.9	-	-	93.7	98.4	-	-	-	-	-
Nagpur Betul Project	52.1	-	-	-	-	66.5	69.9	-	-	-	-	-	-
Nagpur Bypass Project	2.8	107.2	0.7	0.0	0.0	159.6	14.9	41.6	43.7	0.0	17.7	84.3	8.4

(A): Actual

(P): Projected

VISIT PHOTOGRAPHS
Annexure IX -Site Visit Photos - ECKHPL



VISIT PHOTOGRAPHS
Annexure IX -Site Visit Photos - OPIPL



VISIT PHOTOGRAPHS

Annexure IX -Site Visit Photos - OHHPL



VISIT PHOTOGRAPHS
Annexure IX -Site Visit Photos - ONBHL



VISIT PHOTOGRAPHS

Annexure IX -Site Visit Photos - ONBPCPL



ANNEXURE

Annexure XIV Broad Comparable Companies

Sr No	Particulars	Business Description	Unlevered Beta
1	IRB Infrastructure Developers Limited	IRB Infrastructure Developers Limited is an infrastructure development and construction company in India with significant experience in the roads and highways sector. The Company is also involved in the real estate development sector.	1.14
2	PNC Infratech Limited	PNC Infratech Limited operates as an infrastructure construction, development, and management company. The Company constructs highways, bridges, fly-overs, power transmission lines, and airport runways. PNC Infratech also provides construction services for waste management and industrial area development projects.	0.88
3	Ashoka Buildcon Limited	Ashoka Buildcon Ltd. is a construction company. The Company builds and operates roads and bridges in India on a build, operate and transfer (BOT) basis. Ashoka also engineers and designs, procures the raw materials and equipment for and constructs roads, bridges, commercial buildings, industrial buildings and institutional buildings, and collects tolls on roads and bridges.	1.15
4	IRB InvIT Fund	IRB InvIT Fund is an irrevocable trust set up under the Indian Trusts Act, 1882, and registered with the Securities and Exchange Board of India as an infrastructure investment trust. The Trust intends to own, operate and maintain a portfolio of toll-road assets in the India. These toll roads are operated and maintained pursuant to concessions granted by the NHAI.	0.34
5	MEP Infrastructure Developers Limited	MEP Infrastructure Developers Limited was incorporated on August 8, 2002. The Group, its subsidiaries, associates and jointly controlled entities are into the business of collection of toll and construction of roads along with other ancillary activities such as road repairs and maintenance of flyovers, roads and allied structures.	0.79
	Unlevered Beta		0.33



DETAILS OF CHANGES DURING THE YEAR

- ❖ There have been no addition or divestment of Assets during the year including the identity of buyers or sellers, purchase or sale prices.
- ❖ The Enterprise Value of Oriental InfraTrust as arrived at by the Independent Valuer stood at Rs. 10714.4Cr. For details please refer Summary of valuation Report on page No. 68 of Valuation report.
- ❖ Details of Borrowings and repayments: Refer Financial Statements consol. and Standalone.
- ❖ Credit rating: CRISIL has assigned an issuer rating of AAA on the long term scale to Oriental InfraTrust. The outlook on the rating is 'Stable'.
- ❖ There have been no regulatory changes that has impacted or may impact Cash Flows of the underlying Projects.
- ❖ There are no material contracts or any new Risk performance of any contract pertaining to the InvIT.
- ❖ There have been no legal proceedings which may have significant bearing on the activities or revenues or Cash Flows of the InvIT.
- ❖ There have been no changes in the Investment Management agreement or any other agreement as on March 31, 2022 with respect to activities of InvIT, except as disclosed below:

The Unitholders of the Trust, through Postal Ballot held on March 03, 2021, had passed a resolution to approve the Amendment Deed to the Amended and Restated Trust Deed

- ❖ There has been change in the composition of the KMTs of the Investment Manager as follows:
 - (i) Appointment of Mr. Ashish Jasoria as Chief Financial Officer w.e.f 01/06/2022
 - (ii) Resignation of Mr. Manish Satnaliwala as Chief Financial Officer who continues to serve his responsibilities till 30/06/2022
- ❖ There have been no material changes during the year except as disclosed above.

UNIT PRICE PERFORMANCE & DISTRIBUTIONS

The InvIT in its Financial Year 2021-2022 declared a total Distribution of Rs. 5.851 to the Unitholders.

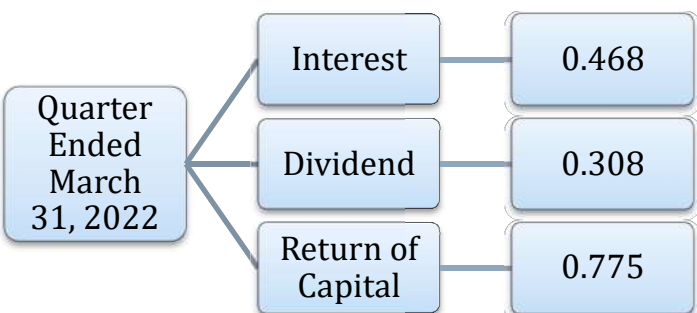
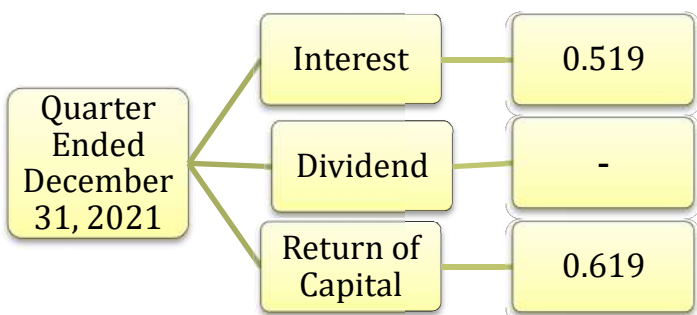
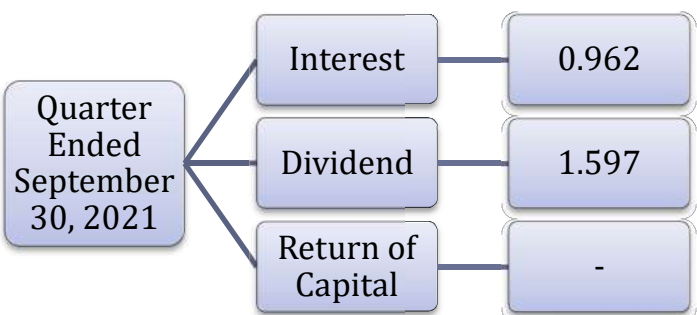
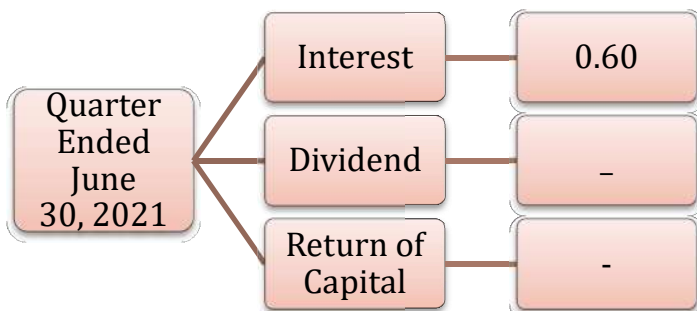
The distribution was paid as:

Interest : Rs 1.684 per Unit

Dividend : Rs. 1.905 per Unit

Return of Capital : Rs 1.395 per Unit

The Bifurcation of Distributable Income Quarter wise:-



LEGAL AND OTHER INFORMATION



Except as stated in this section, there are no material litigation or actions by regulatory authorities, in each case against Oriental InfraTrust, the Sponsors, the Investment Manager, the Project Manager, the MM Manager or any of their Associates and the Trustee, that are pending as on March 31, 2022.

For the purpose of this section, details of all regulatory actions and criminal matters that are currently pending against Oriental InfraTrust, the Sponsors, the Investment Manager, the Project Manager, the MM Manager or any of their Associates and the Trustee, have been disclosed. Further, all material litigations with respect to Oriental InfraTrust, the Sponsor, the Investment Manager, each of their respective Associates, the Trustee and the Project SPVs have been disclosed. For this purpose, all litigation involving an amount equivalent to, or more than the amount as disclosed below, have been considered material.

Sponsors, the Project Manager and the MM Manager

The total income of the Sponsor 1 based on the Audited Consolidated Financial Statements of Sponsor 1 for Fiscal 2021 was ₹24,963.43 million. Accordingly, in respect of the Sponsors 1, the Project Manager, the MM Manager and Sponsor 2 (Sponsor 2 being the wholly owned subsidiary of Sponsor 1), its Associates, all outstanding civil litigations which involve an amount equivalent to or exceeding ₹249.63 million (being 1% of the total consolidated income of Sponsor 1) have been considered material. All cases where the amount is not ascertainable, but considered material, have also been disclosed.

Investment Manager

The total revenue of the Investment Manager based on the Audited Standalone Financial Statements of Investment Manager for Fiscal 2021 was ₹ 96.85 million. Accordingly, in respect of the Investment Manager and its Associates, all outstanding civil litigations which involve an amount equivalent to or exceeding ₹ 0.96 million (being 1% of total standalone revenue of the Investment Manager) have been considered material.

Trustee

All outstanding civil litigation against the Trustee which involve an amount equivalent to or exceeding ₹ 1,16,13,099 (being 5.00% of the profit after tax for the Financial Year 2021-2022 based on the Audited Standalone Financial Statements of the Trustee for Financial Year 2021-2022), have been considered material and have been disclosed in this section.

Oriental InfraTrust and Project SPVs

The total income of Oriental Infratruster based on its Audited Consolidated Financial Statements for Fiscal 2022 was ₹22,333 million. In relation to Oriental Infratruster and the Project SPVs, the outstanding cases involving an amount equivalent to or exceeding ₹ 223.33 million ((being 1% of total income based on the Audited Consolidated Financial Statements of Oriental InfraTrust) have been disclosed. Further, except as stated in this section, there is no material litigation involving the Project SPVs.

Further, pursuant to the respective Sale and Transfer Agreements (“**STA**”) entered into by and amongst the Project SPVs, the Sponsors, Investment Manager and the Trustee, all actions by or against the NHAI (“**NHAI Claims**”) arising out of, or subsisting, or pertaining to events which relate to the period prior to the date of the allotment of units of Oriental InfraTrust (“**InvIT Closing Date**”), including future/potential NHAI Claims which may be raised by the Project SPVs or by NHAI in respect of the period prior to the InvIT Closing Date and claims in respect of the period prior to the InvIT Closing Date for which the receivables accrue or continue to accrue prior to and/or post the InvIT Closing Date, as the case may be (“**Pre InvIT Closing NHAI Claims**”) has been vested, transferred and assigned, absolutely, exclusively, irrevocably, without recourse, finally and forever, to OSEPL and all present and future legal, economic and beneficial rights, title, obligations, interests, liabilities, remedies or benefits, as the case may be, which have accrued or may accrue in respect of the Pre InvIT Closing NHAI Claims, belong to and is to be borne by OSEPL.

I. Material litigations and actions by regulatory authorities against the Oriental InfraTrust

There are no material litigation or actions by regulatory authorities pending against the Trust as on the date of this Annual Report.

II. Material litigations and actions by regulatory authorities against Sponsors, Project Manager and the MM Manager

Regulatory dispute

1. OSEPL ("**Claimant**") had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), for a number of disputes relating to the work undertaken by the Claimant for rehabilitation and upgrading of the 50.000 km to 91.000 km of NH 25 in the State of Madhya Pradesh. (MP/UP-1). Pursuant to the arbitration proceedings, the Claimant has raised claims relating to (a) additional cost incurred due to increase in the rates of entry tax on HSD in Madhya Pradesh; (b) non-payment of price adjustment as stipulated in the contract; (c) price adjustment amounts not being discounted; and (d) additional cost incurred due to increase in the rates of royalty on sand aggregates. The Claimant, inter alia, had claimed certain reimbursements due to increase in the rate of entry tax in Madhya Pradesh and also claimed that the Respondent should not be allowed double benefit in price adjustment after having availed the benefit of discount in the overall bid price. The arbitral tribunal passed an arbitral award accepting claims and awarding the claimant a sum of approximately ₹ 137.51 million along with payment of interest. A sum amounting to approximately ₹ 1.26 million has been received from the Respondent. The Respondent has challenged the award before the High Court of Delhi. The matter is currently pending.
2. OSEPL ("**Claimant**") had initiated arbitration proceedings against one of the governmental authority ("**Respondent**"), for certain disputes relating to the work undertaken by the Claimant for the upgradation of state highway from Muvttupuzha - Thdupzha (km 0 to km 19.830) and Muvattupuzha - Angamali (km 208.800 to km 240.200). The dispute between the Claimant and the Respondent relates to (i) claim for recovery of an amount of approximately ₹ 4.89 million for a 1% cess applied by the Respondent towards the Workers' Welfare Fund from the bills of the Claimant ("**Dispute 1**") and (ii) claim for a recovery of an amount of approximately ₹ 8.39 million on account of reduction of the foreign currency requirement from 24% to 2% ("**Dispute 2**"). With respect to Dispute 1, the arbitral tribunal rejected the Claimant's claim and held the recovery of 1% cess towards Workers' Welfare Fund deducted from the bills of the Claimant is strictly in accordance with the agreement. With respect to Dispute 2, the arbitral tribunal held that the original agreement entered between the Claimant and the Respondent was not amended by a written amendment and rejected the claim made by the Claimant. Subsequently, the Claimants had filed an appeal against the award in the Ernakulum district court and the appeal was

dismissed by the Ernakulum district court on February 5, 2015. The Claimant has appealed before the Kerala High Court and the appeal has been admitted. The matter is currently pending.

3. OSEPL ("**Claimant**") along with its JV partner, Gammon India, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in respect of a dispute in relation to the work undertaken by the Claimant for the four laning and strengthening the existing two lane section between 199.66 km to 250.50 km in Uttar Pradesh. The Claimant had claimed that it is not liable to pay welfare cess and that the liability to pay the welfare cess is on the Respondent, as the Respondent would be classified as an 'employer' according to the provisions of the Building and Other Construction Workers' Cess Act, 1996 ("**Cess Act**"). The arbitral tribunal awarded an amount of approximately ₹ 0.54 million to the Claimant along with interest at 12.00% per annum on the award from the date of the award till realization. The Respondent had challenged this award before the High Court of Delhi and the matter was transferred to District Judge (South-West) on February 11, 2016. The matter is currently pending before the Dwarka District Court.
4. OSEPL ("**Claimant**") along with its JV partner, Gammon India, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), for a number of disputes relating to execution of work of the four laning and strengthening the existing two lane section between 199.66 km to 250.00 km on NH 2 in Uttar Pradesh. The Claimant has claimed (i) compensation on account of delays attributed to the Respondent during the period July 1, 2003 till completion of the work; (ii) payment of additional cost incurred by the subsequent notification of education cess and service tax by the Government of India; (iii) payment of additional cost incurred as a result of subsequent notification resulting in the imposition of state development tax at 1% of turnover; (iv) payment of variation item of filler expansion joints fixed in reinforcement costs. The arbitral tribunal granted the Claimant a sum of approximately ₹ 719.59 million for prolongation of the contract attributable to the Respondent with simple interest at 12.00% per annum from the date of invocation of arbitration till the date of the award. The arbitral tribunal also held that (a) the additional cost incurred as a result of subsequent legislation will be certified by the engineer and such cost will be reimbursed to the Claimant; (b) education cess other than excise duty for goods like cement, steel will be reimbursed after certification by the engineer and interest at 12 % per annum will also be paid; and (c) costs relating to filler type expansion joints in retaining walls, separators and drains to be paid to the Claimant at ₹ 480.00 per square metre along with interest. The claim relating to payment of additional cost incurred by the subsequent notification of education cess and service tax by the

Government of India was subsequently withdrawn by the Claimant. The Respondent has appealed against the award of the arbitral tribunal in the High Court of Delhi. This matter is currently pending.

5. OSEPL ("**Claimant**") along with its JV partner, Gammon India, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), with respect to the four laning and strengthening of the two lane highway section from km 199.66 to km 250.50 on NH 2 in Uttar Pradesh. The Claimant had claimed that the scope of work, inter alia, includes clearing and grubbing of unsuitable top soil of minimum 150 mm thickness, setting out embankment, preparation of profile and cross sections for earthworks and commencement of earthwork operations. The arbitral tribunal awarded an amount of approximately ₹ 7.33 million to the Claimants along with an interest of (i) 12.00% per annum from August 1, 2005 till the date of the award, i.e., April 18, 2009 and (ii) 15.00% per annum from the date of the award till payment of the award. The Respondent appealed before the Delhi High Court. However, the Respondent's appeal was dismissed by the High Court of Delhi. The matter is currently pending before the Supreme Court of India.
6. OSEPL ("**Claimant**") along with its JV partner, KMC Constructions Limited, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to construction of road from km 198.00 to km 242.708 forming part of the Allahabad bypass project. The Claimant has claimed that there has been an error in the measurement adopted for payment of the embankment with pond ash and that embankment with pond ash is a composite work and it is not possible to construct an embankment with pond ash without the use of soil. The arbitral tribunal rejected the claim of the Claimant. The Claimant has filed an appeal before the High Court of Delhi. The appeal was dismissed and the matter has been further referred to the division bench of the High Court of Delhi which has also dismissed the appeal and the matter is currently pending before the Supreme Court of India.
7. OSEPL ("**Claimant**") along with its JV partner, KMC Constructions Limited, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the construction of road from km 198.00 to km 242.708 of NH 2 forming part of the Allahabad bypass project. The Claimant claimed that the Respondent had not paid the interim final bill of approximately ₹ 19.83 million despite certification by the engineer ("**Dispute 1**"). The Claimant also claimed release of bank guarantees and payment of additional cost on account of extension and retention of performance bank guarantees beyond the contractually stipulated time period ("**Dispute 2**"). In relation to Dispute 1, the

arbitral tribunal rejected the claim of the Claimant. In relation to Dispute 2, the arbitral tribunal held that all the 15 retention bank guarantees in favour of the Claimant should be released and awarded an amount of approximately ₹ 17.06 million to the Claimant. The arbitral tribunal also awarded interest of approximately ₹ 11.99 million to the Claimant. The Respondent appealed against the award before the High Court of Delhi and the appeal has been dismissed by the High Court of Delhi. The Respondent has partly paid the awarded amount in relation to Dispute 2 and has released all retention bank guarantees. The Claimant's appeal against Dispute 1 is currently pending before the High Court of Delhi. The Claimant filed an Execution Petition before Hon'ble High Court of Delhi for balance payment in relation to Dispute 2 has been disposed off, but payment is yet to be received.

8. OSEPL ("**Claimant**") along with JV partner, M/S. Ssangyong, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the four laning and strengthening of the existing two lane sections between 140 km to 180 km on NH 2 in Bihar. The Claimant had raised disputes in relation to non-payment under the terms of the Bill of Quantities ("**BOQ**") of earthwork against 15 centimetre fill due to clearing and grubbing. ("**Dispute 1**"). The Claimant have also claimed payment of tack coat for the quantity applied beneath the SDBC layer ("**Dispute 2**"). In relation to Dispute 1, the arbitral tribunal awarded the Claimant a sum of approximately ₹ 18.39 million along with interest at 12.00% per annum from the date at which the claim should have been paid to the date of the award. In relation to Dispute 2, the arbitral tribunal awarded the defendants a sum of approximately ₹ 1.52 million, which has been paid by the Respondent. The Respondent has appealed against the decision before the High Court of Delhi and the appeal of the Respondent was dismissed before the High Court of Delhi. Subsequently, the Respondent has filed a special leave petition before the Supreme Court in relation to the Dispute 1. The matter is currently pending.
9. OSEPL ("**Claimant**") along with JV partner, M/S Ssangyong, had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the four laning and strengthening of the existing two lane sections between 140.00 km to 180.00 km on NH 2 in Bihar. The Claimant claimed reimbursement on account of additional cost borne by the Claimant as a result of changes to the tax on entry of goods into local areas for consumption, use or sale in Bihar ("**Bihar Act**") ("**Dispute 1**"). The Claimant also claimed payment for temporary diversion work at Punpun Bridge ("**Dispute 2**"). In relation to Dispute 1, the arbitral tribunal held that the Claimant is liable to reimbursement of additional cost as a result of changes in the Bihar Act and awarded a sum of approximately ₹ 19.18 million to the Claimants and interest at 12.00% per

annum from the date at which the claim should have been paid to the date of the award. In relation to Dispute 2, the Tribunal rejected the claim of the Claimant. The Respondent has appealed against the decision of the arbitral tribunal before the High Court of Delhi and the appeal of the Respondent was dismissed before the High Court of Delhi. Subsequently, the Respondent has filed a special leave petition before the Supreme Court. The matter is currently pending. However, the execution petition has been disposed off which was filed by the Claimant and payment has been received by the Claimant.

10. OSEPL ("**Claimant**") along with its JV partner Gammon India had commenced arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), for execution of work of the four laning and strengthening the existing 2 lane section between 180.00 km to 240.00 km on NH 2 in the state of Bihar. The dispute relates to back filling of 150 mm thick top unsuitable soil, removed during clearing and grubbing operation, which as per the Claimant is not incidental to the clearing and grubbing operation under clause 1.01 of the BOQ and should be paid under 2.02 of the BOQ. The arbitral tribunal has awarded a sum of approximately ₹7.79 million till July 2013 along with interest 12% per annum and at LIBOR plus 2% per annum for payments in US Dollars. The Respondent appealed against the award of the arbitral tribunal before the High Court of Delhi. However, the High Court of Delhi upheld the award of the arbitral tribunal. Subsequently, the Respondent has appealed against the order of the High Court of Delhi before the Supreme Court of India. The matter is currently pending.
11. OSEPL ("**Claimant**") initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the four laning of Mathura section of NH 2 in Uttar Pradesh. The Claimant has filed the petition claiming payment in relation to, inter alia, (i) handing over site for execution of work leading to idling of plants , equipment and manpower, (ii) payment in relation to preparation and submission of detailed drawings, (iii) payment on account of revision of rates in item no. 2.02 of the Bill of Quantities ("**BOQ**"), (iv) ambiguity in scope of work in relation to landscaping of roads and arboriculture and (v) non-issuance of TDS certificate by the Respondent. All the aforesaid mentioned claims of the Claimant except for the claim on payment on account of revision of rates in item no. 2.02 of the BOQ and ambiguity in scope of work in relation to landscaping of roads and arboriculture was accepted by the arbitral tribunal and a claim of approximately ₹ 23.43 million along with interest at 15.00% per annum was awarded to the Claimant. The Respondent appealed against the award of the arbitral tribunal in the Session Judge's Court at Mathura. However, thereafter matter was transferred to Commercial Court, Agra. The matter is currently pending.

12. OSEPL ("**Claimant**") along with its JV partner, KMC Constructions Limited, initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the Allahabad bypass construction of road from km 198.00 to km 242.708 in Uttar Pradesh. The Claimant claimed that certain payments in relation to certain terms of the BOQ had been illegally withheld ("**Dispute 1**"). The Claimant also claimed that the contract provides for currency proportions for payments based on local and foreign procurements and at the time of submission of the bid ("**Dispute 2**"). The arbitral passed an award in favour of the Claimant in relation to both Dispute 1 and Dispute 2 and awarded the Claimant a sum of approximately ₹ 257. 01 million inclusive of interest. In addition, an interest at 10.25% per annum was awarded by the arbitrators from the date of award till the date of payment. The Respondent has challenged this award before the High Court of Delhi. The matter is currently pending.
13. OSEPL ("**Claimant**") initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the construction of the Jhansi bypass on NH 25 from km 91.00 to km 106.00 in Uttar Pradesh. The Claimant has claimed payment of additional cost on account of wrongful recovery and subsequent non-payments of additional amounts on for construction workers welfare cess, claim for compensation on account of delays, non-payment of tack coat above DB layer and the cost of arbitration. All the claims of the Claimant was accepted by the arbitral tribunal and an award of approximately ₹ 188.96 million was awarded to the Claimants along with payment of interest. The Respondent has filed an appeal before the High Court of Delhi against the award of the arbitral tribunal. The matter is currently pending.
14. OSEPL ("**Claimant**") initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to the construction of the new four lane Jhansi Bypass on NH 25 in Uttar Pradesh. The Claimant has claimed (i) payment on account of increased cost incurred on account of instructions to take measurements at intervals closer than required under the contract, (ii) payment in respect of wrongful certification of bill for construction of reinforced earth, precast concrete etc., (iii) interest on unpaid amount due to the contractor on account of delayed payments, (iv) non-payment of price adjustment as per the terms of the contract entered into between the Claimant and the Respondent, (v) reimbursement on account of additional cost incurred in royalty of various minerals as the contract between the Claimant and Respondent, and (vi) non discounting of price escalation amount. All the claims except for the claim with respect to the payment on account of increased cost on account of instructions to take measurements at intervals closer than required under the contract was accepted by the arbitral tribunal. A sum of approximately ₹ 86.54 million was

awarded to the Claimant along with interest at 10% per annum from the date of award till the date of payment. In addition to the aforementioned sum, the Claimant was also awarded interest on the claims and entitlement to further compensation in respect of the claims on wrongful quantification on the part of the Respondent. The Respondent has appealed the award before the High Court of Delhi. The appeal was dismissed and the Respondent further appealed before the division bench of the High Court of Delhi. This appeal has also been dismissed and the Claimant has subsequently filed an execution petition in the High Court of Delhi and the Respondent has been directed to deposit the amount within a period of eight weeks. A sum of ₹ 122.13 million has been deposited by the Respondent on February 26, 2019 and accordingly the payment was received on April 22, 2019. However, review petition has been filed by the Respondent before High Court of Delhi (Division Bench) which is currently pending.

15. OSEPL (“**Claimant**”) initiated arbitration proceedings against one of the governmental authority (“**Respondent**”), in relation to upgradation of State Highway from Muvattupuzha -Thodupuzha Road and Muvattupuzha. The Claimant has claimed (i) payment of price adjustment according to formula stipulated in the contract, (ii) recovery on subsequent notification of Kerala value added tax (the Claimant has argued that the contract requires the Claimant to only pay taxes and duties prevalent as on the date 28th days prior to the submission of the bid), (iii) payment for variation item of mix steel surfacing (MSS) according to the terms of the contract and (iv) payment for implementation of the traffic and safety management plan. All the claims of the Claimant were accepted by the arbitral tribunal and the Claimant was awarded a sum of approximately ₹ 32.82 million along with payment of interest. The Respondent has challenged the decision of the arbitral tribunal before the Trivandrum sessions and district court where the appeal was dismissed. A further appeal has been filed before the Kerala High Court where the appeal is still pending. The Claimant has filed an execution petition before the Trivandrum session and district court for realization of the awarded amount and is currently pending.
16. OSEPL (“**Claimant**”) initiated arbitration proceedings against one of the governmental authority (“**Respondent**”), in relation to the upgradation of state highway from Muvattupuzha – Thodupuzha and Muvattupuzha – Angamali. The Claimant has claimed payment for the work of providing safety barricading, signals and other related works for the construction zone and payment for extension of performance security and insurances. The claim was accepted by the arbitral tribunal which awarded the Claimant (i) a sum of approximately ₹ 6.28 million along with price adjustment and interest at 10.00% per annum on the claim relating to payment for the work of providing safety barricading, signals and other related work and (ii) a sum of approximately ₹ 12.19 million for payment for extension of performance security and insurances along with

simple interest at 10.00% per annum. The Respondent has challenged the decision of the arbitral tribunal and the matter is currently pending before the Kerala High Court. The Claimant has filed an execution petition before the Principal District Court, Thiruvananthapuram for realization of the awarded amount and is currently pending.

17. OSEPL ("**Claimant**") initiated arbitration proceedings against one of the governmental authority ("**Respondent**"), in relation to disputes arisen from Kerala State Transport Project, Phase-I, upgradation of state highway from Muvattupuzha – Thodupuzha and Muvattupuzha –Angamail contract dated November 7, 2002. Certain disputes arose between the Claimant and the Respondent in relation to refixing the rates under terms of the contract and changes in price adjustment. The arbitral tribunal has awarded a total amount of approximately ₹ 162.49 million in the award in favour of the Claimant along with interest at 14% from May 6, 2012 till date of actual payment. The Respondent has challenged the award before the district and session court at Trivandrum. However, thereafter the said matter has been transferred to Commercial Court, Trivandrum. The matter is currently pending.
18. OSEPL along with KMC Constructions Limited had formed a joint venture OSE-KMC JV ("**Claimant**") and had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**"), in relation to disputes arising out of the work undertaken by the Claimant with respect to the construction of road from km 198.00 to km 242.708 forming part of the Allahabad bypass project. Pursuant to the disputes between the Claimant and the Respondent, the Claimant has claimed (i) payment towards shifting of DLC and PQC payers, (ii) additional cost incurred towards pond ash, (iii) concrete due to delay in handing over of site, (iv) payment of price adjustment without application of rebate measurement, (v) payment of earthwork in embankment and (vi) payment of additional work due to revision of FRLs. The arbitral tribunal accepted all the claims of the Claimant and awarded a total of approximately ₹ 637.11 million along with further interest of 12% per annum from the date of award till date of interest. The Respondent has appealed against the order in the High Court of Delhi. The matter is currently pending.
19. OSEPL along with KMC Constructions Ltd. had formed a joint venture OSE-KMC JV ("**Claimant**") and had initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into concession agreements ("**Respondent**") in relation to disputes arising out of the work undertaken by the Claimant with respect to the construction of road from km 198.00 to km 242.708 forming part of the Allahabad bypass project. Certain disputes arose between the Claimant and the Respondent regarding (i) applicability of labour cess under the provisions of the Building and Other

Construction Workers' Cess Act, 1996, (ii) premature and unlawful encashment of bank guarantee, (iii) change in weightings of price adjustments, (iv) compensation due to abortive work of toll plaza and (v) compensation due to delay towards completion of project for reasons not attributable to the contractor. The Respondent had filed a counter claim towards loss of revenue towards delay in completion and excess price adjustment paid during extended period. All of the claims except for the claim on compensation due to abortive work of toll plaza was accepted by the arbitral tribunal and the arbitral tribunal awarded a sum of approximately ₹ 1,371. 22 million to the Claimant with further interest of 12% per annum from the date of award till date of payment. The Respondent has challenged the arbitral award before the Hon'ble High Court of Delhi. The matter is currently pending before High Court of Delhi.

20. OSEPL ("Claimant") has initiated arbitration proceedings against one of the governmental authority with which the Claimant has entered into contract agreements ("Respondent") for a number of disputes relating to the work undertaken by the Claimant for rehabilitation and upgrading of the 50,000 km to 91,000 km of NH 25 in Madhya Pradesh. (MP/UP-1). Pursuant to the arbitration proceedings, the Claimant has raised claims relating to (a) compensation for loss of profit (b) claim for compensation due to delay. The awards pertaining to claims in relation to compensation for loss of profit and compensation due to delay and accordingly awarded a sum of 565.00 million along with interest @10% from date of award to date of actual payment. The Respondent has appealed against the order in the High Court of Delhi. The matter is currently pending.
21. OSEPL (the "**Claimant**") filed a claim against one of the governmental authority (the "**Respondents**") regarding the payment of interest at prevailing market rates upon unpaid sums, payment of cost for land purchased for engineers office accommodation and issue of excise exemption certificate. All the claims of the Claimant were accepted by the arbitral tribunal. The arbitral tribunal awarded the Claimant a sum of approximately ₹ 27.27 million along with interest at 12.0% from the date of payment till the day of actual payment. The arbitral award has been set aside by the High Court of Kerala and subsequently the Claimant filed an appeal before the Supreme Court of India challenging the order of the High Court of Kerala. The Hon'ble Supreme Court disposed off the Claimant's appeal and setting aside the lower court as well as Kerala High Court Judgments and upheld the Award vide judgment dated 22.04.2021. Further, Claimant has filed an execution petition before District & Session Court of Trivandrum for implementing the Award.
22. Union of India has filed Company Appeal (AT) no. 346/2018 against the Infrastructure Leasing & Financial Services Ltd. & Ors (IL&FS). OSE filed Applications no. 1251/2019 and 1257/2019 for seeking intervention being a

Financial Creditor and Operational Creditor of IL&FS Transport Networks Limited (ITNL) before NCLAT, which is currently pending.

23. OSEPL received demand notice dated 19/22.07.2019 for an amount of Rs. 250.00 million amount from M/s Seven Hills Projects Pvt. Ltd. Further, a notice received dated 23.09.2019 for total amount of Rs. 430.00 million. including interest U/s 8 of Insolvency and Bankruptcy Code. OSEPL duly replied to these notice thereby denied and disputed the said demand vide reply dated 16.08.2019 and 07.10.2019. OSEPL filed petitions no. Arb. P. 644/2020 & Arb. P. 658/2020 in May 2020 before High Court of Delhi under Arbitration and conciliation Act, 1996 for appointment of Arbitrator for adjudication of this matter. Hon'ble Delhi High Court has passed an order on 15.03.2021 by appointing Sh. Brijest Sethi as sole Arbitrator. Arbitration has commenced, which is currently pending. In between M/s Seven Hills filed an insolvency petition bearing no. CP(IB)808/2020 before NCLT Delhi under IBC, which is also currently pending before NCLT.
24. OSEPL received demand notice dated 17.10.2019 for an amount of Rs. 36.60 million. as unpaid amount from M/s High Ground Enterprise. OSEPL replied thereby denied and disputed the said demand vide reply dated 04.11.2019. M/s High Ground filed an insolvency petition bearing no. CP IB(903)ND/2020 before NCLT Delhi, which is currently pending. Meanwhile, OSE filed an application (Arb.P. 1131/2021) under section 11 of Arbitration & Conciliation Act, 1996, before Hon'ble High Court of Delhi for appointment of arbitrator. Hon'ble Delhi HC disposed off the application on 17.12.2021 by appointing Justice Manju Goel (Retd.) as Sole Arbitrator for adjudication of the dispute between the parties. Arbitration has commenced, which is currently pending.

Tax Dispute

1. OSEPL ("**Assessee**") filed the income tax return for the **A. Y. 2020-21** declaring Total Income at ₹ 196,70,50,140/- which was selected for a Scrutiny assessment. The Assessing Officer ("**AO**") passed an order dated September 30 , 2021 and assessed total income at ₹ 269,29,01,520/- by making of an Addition ₹ 72,58,51,387 /- as gain on sale of INVIT'S 127.63 Lac units . Assessee filed an Appeal on October 29 , 2021 before CIT (A) requesting him to delete the addition made & in consequent delete the demand ₹ 66,79,81,579/- raised in Scrutiny assessment . The matter is currently pending before CIT(A).
2. OTPL ("**Assessee**") filed the income tax return for the **A. Y. 2020-21** declaring Total Income at ₹ /- which was selected for a Scrutiny assessment. The Assessing Officer ("**AO**") passed an order dated September 30, 2021 and assessed total income at ₹ /- by making of an Addition ₹ /- as gain on sale of INVIT'S 127.63 Lac units . Assessee filed an Appeal on October 29, 2021 before CIT (A)

requesting him to delete the addition made & in consequent delete the demand ₹ /- raised in Scrutiny assessment . The matter is currently pending before CIT(A).

III. Material litigations and actions by regulatory authorities against the Associates of the Sponsors, the Project Manager and the MM Manager

1. Santushti Homes Private Limited (“**SHPL**”) has challenged the land acquisition of approximately 0.2409 hectares of land situated at Bhiwadi (Rajasthan) in Rajasthan High Court, Jaipur by way of Civil Writ Petition bearing no. 3559 of 2017. As an alternative, SHPL has also asked to acquire the entire land of 2.16 hectares for which the compensation is approximately ₹ 550.00 million may be awarded to SHPL. The land admeasuring 0.2409 hectares has been taken over by Indian Railways for laying down dedicated freight corridor railway line. At the time of acquisition of aforesaid land, the construction of super structure of group housing colony was already constructed by SHPL.
2. Pawan Datta filed a revision petition bearing CRR No. 503 of 2019 before the court of Additional Session Judge, Gurugram challenging the order dated 25.09.2019 passed by ACJM Court, Gurugram. The ACJM vide its order dated 25.09.2019 declined to give direction to police for registration of FIR against M/s Sweta Estates Pvt. Ltd. and Sh. Amarjeet Singh Bakshi but converted the application of Mr. Pawan Datta into a private complaint. As per record of Sweta Estates Pvt. Ltd., Pawan Datta was allottee of one apartment in Belgravia and one apartment in “The Room” respectively at Central Park Resorts at Sector 48, Gurgaon. These two allotments were cancelled for continuous default in payment of outstanding installments and thereupon the refundable amount was sent to Pawan Datta through demand drafts.

IV. Material litigations and actions by regulatory authorities against the Investment Manager

As of the date of this Annual Report, there are no material litigation or actions by regulatory authorities pending against the Investment Manager.

V. Material litigations and actions by regulatory authorities against the Associates of the Investment Manager

For the details of material litigations and actions by the regulatory authorities against the Associates of the Investment Manager, please refer to the section titled “**Legal and Other Information - Material litigations and actions by regulatory authorities against the Associates of the Sponsors, the Project Manager and the MM Manager**” on page 137

VI. Material litigations and actions by regulatory authorities involving the Project SPVs

A. ONBPCPL

Regulatory dispute

1. ONBPCPL ("**Claimant**") has filed a claim before an arbitral tribunal ("**Arbitral Tribunal**") against NHAI ("**Respondent**") in relation to a dispute arising due to shifting of toll plazas pursuant to the ONBPCPL Concession. The Arbitral Tribunal passed an award dated December 21, 2017 ("**Award**") directing NHAI to pay ₹ 4,665.90 million with provision towards further compensation due to shifting of toll plazas. The Award has been challenged by NHAI in the High Court of Delhi and subsequently an order has been passed on September 20, 2018 ordering NHAI to pay 50% of the awarded sum and accordingly NHAI has deposited approximately ₹ 2,595.70 million in the court which has withdrawn against equivalent amount of bank guarantee. The matter is currently pending for disposal in the High Court of Delhi.
2. ONBPCPL ("**Claimant**") had filed a claim before an arbitral tribunal ("**Arbitral Tribunal**") against NHAI ("**Respondent**") in relation to a dispute arising due to, inter alia, repair and maintenance of existing highway from km 689 to km 729 of NH-7, change in law, payment of additional royalty, change in scope and reimbursement of excess payment. The Arbitral Tribunal passed an award dated August 20, 2017 ("**Award**") directing NHAI to pay approximately ₹ 507.28 million to the Claimant and allowed an extension of concession period by 16 days. The Respondent has paid the entire amount to the Claimant as per the Award, however, the supplementary agreement pursuant to the extension of the concession period by 16 days has been sent to the Respondent for its approval, which is currently pending execution by the Respondent.

Civil dispute

1. A Public Interest Litigation ("**PIL**") had been taken up suo moto by the Bombay High Court, Nagpur Bench ("**Court**") vide PIL No. 88/2013 against ONBPCPL and others, alleging that ONBPCPL has failed to carry out mitigation measures ordered by the Court as per order dated March 31, 2016. Various applications have been disposed off by the Court over the period and the PIL is still pending.
2. ONBPCPL ("**Respondent**") had received a demand notice dated August 4, 2020 on September 18, 2020 from office of Collector Stamp for an amount of ₹. 123.93 million towards alleged violation of stamp duty and penalty on Concession Agreement dated October 5, 2009 ("**Demand**"). In response, Respondent have submitted reply dated October 10, 2020 denying any such violation and submitted that such demand is nothing but blatant misuse of state power, coercive and baseless. Matter has been disposed off and final order has been

passed on 24th March, 2021 requiring Respondent to pay deficit stamp duty for an amount of ₹ 15.31 million and penalty for ₹ 40.10 million aggregating to ₹ 55.41 million. ONBPCPL filed an appeal against the above said DM order before Chief Revenue Controlling Authority, Pune-Maharashtra. The appeal is currently pending.

Tax Dispute

3. ONBPCPL (“Assessee”) filed the income tax return for the **A. Y. 2017-18** declaring nil income after current year’s Losses ₹ 276.40 million carry forward to subsequent Assessment Year, which was selected for a Scrutiny assessment. The Assessing Officer (“AO”) passed an order dated December 30, 2019 and Returned Loss ₹ 276.40 million assessed u/s 143(3), however demand raised u/s 143(1) dt. 27.02.2019 of ₹52.35 million (net of ₹ 25.13 million TDS) on account of disallowances of amortization of Road expenses amounting to ₹ 189.55 million (net of loss ₹ 276.40 million returned) not deleted in computation sheet forming part of order u/s 143(3) dt. 30.12.2019 and demand is further increased by ₹3.5 million int. to ₹55.9 million. Rectification u/s 154 is pending before A.O.
4. ONBPCPL (“Assessee”) filed the income tax return for the **A. Y. 2018-19** declaring nil income after current year’s income ₹. 71.02 million set off against brought forward losses pertaining to A.Y. 2013-14 out of available brought forward losses of ₹. 906.68 million which was selected for a Scrutiny assessment. The Assessing Officer (“AO”) passed an order dated May 17, 2021 and assessed Total income u/s 143(3) at ₹. 353.12 million, on account of disallowances of sub-contract expenses amounting to ₹. 315.71 million calculated @ 10% of ₹. 3157.08 million and further wrongly disallowed ₹. 2.48 million on account of unwinding finance cost on Interest Free Loan Taken from ₹. 12.17 million to ₹. 9.69 million as Assessee has already added back the same in computation. A.O. further wrongly disallowed ₹. 34.93 million on account of unwinding finance cost on Major Maintenance provision from ₹. 56.93 million to ₹. 22 million as Assessee has already added back the same in computation. Assessee appealed before the CIT(A), New Delhi against the assessment order dated May 17, 2021 alleging that the AO in his Ass. Order has erred in assessing a sum of ₹. 353.12 million & has erred in raising a demand of ₹. 313 million. The matter is currently pending before CIT(A).

B. ECKHPL

Tax dispute

1. ECKHPL (“Assessee”) filed the income tax return for the **Assessment Year 2013-14 (“AY”)** declaring nil income which was selected for a Scrutiny

assessment alleging that during the A.Y. , **Assessee** has allotted to OSEPL and OTPL a total number of 10,000,000 shares of ₹ 10 each at a premium of ₹ 90 per share. The Assessing Officer (“**AO**”) passed an order dated March 30, 2016 and stated that the Assessee had issued the shares in excess of the rate of fair market value, therefore, the excess value shall be treated as Assessee’s income under the Income Tax Act, 1961 (“**IT Act**”) and the net taxable income of the Assessee for the AY was assessed to ₹ 900.00 million. The Assessee aggrieved by the order of the A.O. filed an appeal to the Commissioner of Income-Tax (Appeal) (CIT(A) on the ground that the AO has erred on facts, on law and provisions of the IT Act. CIT(A) vide his order dt. 30.04.2019 passed an order in favour of the assessee by deleting addition made of ₹ 900.00 million & deleting demand raised of ₹ 396.80 million. After CIT (A) order the IT department has appealed for the said case at further levels. The matter of Department Appeal before ITAT is currently pending.

2. ECKHPL (“**Appellant**”) appealed before the CIT(A)-3, New Delhi against the assessment order dated December 31, 2018 (“**Ass. Order**”) passed by the **AO** for the **AY 2015-16** alleging that the AO in his Ass. Order has erred in assessing a sum of ₹ 1088.24 million against nil returned income as revenue receipts rather than treating the same as capital receipt to be set off against intangible asset under development of the Appellant. CIT(A) vide his order dt. 11.09.2019 passed an order in favour of the Assessee by deleting addition made of ₹ 1,088.24 million & deleting demand raised of ₹ 533.85 million. After CIT (A) order the IT department has appealed for the said case at further levels. The matter of Department Appeal before ITAT is currently pending.
3. ECKHPL (“**Appellant**”) appealed before the CIT(A)-3, New Delhi against the assessment order dated December 20, 2019 (“**Ass. Order**”) passed by the **AO** for the **AY 2014-15** alleging that the AO in his Ass. Order has erred in assessing a sum of ₹ 820.05 million against nil returned income as revenue receipts rather than treating the same as capital receipt to be set off against intangible asset under development of the Appellant and has erred in raising a demand of ₹ 511.80 million. The matter is currently pending before CIT(A).
4. ECKHPL (“**Appellant**”) appealed before the CIT(A)-3, New Delhi against the assessment order dated December 19, 2019 (“**Ass. Order**”) passed by the **AO** for the **AY 2016-17** alleging that the AO in his Ass. Order has made additions of ₹ 518.66 million and has erred in assessing a sum of ₹ 469.70 million against loss returned ₹ 988.36 million as revenue receipts rather than treating the same as capital receipt to be set off against intangible asset under development of the Appellant.. The matter is currently pending before CIT(A).
5. ECKHPL (“**Appellant**”) appealed before the CIT(A), New Delhi against the assessment order dated 08.04.2021 (“**Ass. Order**”) passed by the **AO** for the **AY**

2018-19 alleging that the AO in his Ass. Order has erred in assessing Loss a sum of ₹ 13.68 million without assigning any reason against Loss ₹ 1665.71 million Returned by Appellant.. The matter is currently pending before CIT(A).

Regulatory dispute

1. A demand of ₹ 36.75 million was made by District Magistrate, Kanpur Dehat (“**DM**”) alleging payment of pending stamp duty towards the ECKHPL Concession. ECKHPL opposed the demand made by the DM, which was subsequently dismissed by an order dated August 28, 2014 (“**Order**”). An appeal was filed by ECKHPL against the Order before the Revenue Board in Allahabad. Matter is currently pending.

C. HHPL

Regulatory dispute

1. OSEPL has received notices from the office of the senior geologist, Government of India demanding a penalty of approximately ₹ 7.58 million allegedly excavating 11,841.0 MT Murram and 46644.0 MT building stone without any authority as per the Karnataka Minor Mineral Concessional Policy, 1994. The matter has been placed before the office of Senior Geologist, Mines and Geology Department, Koppal and the dispute amounting a penalty of approximately ₹ 7.58 million towards royalty amount is referred to the Lokayukta, Karnataka Government. Subsequently, another notice has been received from the District Commissioner’s office dated 23rd November 2019, directing HHPL to remit the penalty amount from the toll collection amount within 60 days of receipt of the notice. Further, HHPL has duly responded to the allegations and/or demand made in the notice, by its letter dated January 18, 2020. The amount has been deposited in the mines and geology office Koppal. Further we have approached High Court of Karnataka and the Court quashed the notice of 1.53 Crores, and 77 Lacks, and High Court has asked Mines Department not to impose 5 times penalty and matter was send to Mines Department for verifying the Quantity and we have submitted the quantities/invoice to the Mines Department for getting the refund and finalised the Quantity, matter is pending with DC Koppal.
2. HHPL (“**Petitioner**”) filled a writ petition against the deputy commissioner, Koppal (“**Commissioner**”) and other (“**Respondents**”) being aggrieved by an order dated February 19, 2019 (“**Order**”) passed by the Commissioner directing the Petitioner to re-appoint the worker who were terminated form work upon a mutual termination between the Petitioner and an agency named Nalavadi Seizing and Security Agency (“**Agency**”) on February 3, 2019. The petitioner had outsourced certain activity related to its business to the Agency by a valid contract and the workers are appointed by the Agency who is not the employee of the Petitioner. The Petitioner alleged that the Order is unsustainable and liable

to be set aside and asked to stay the operation and execution of the Order. **As per the Agreement with DC Koppal we have reinstated the Staff in other vendors roll, and there was a case pending with Central Labour Court in Bangalore.**

3. HHPL (“**Claimant**”) filed a claim before an arbitral tribunal (“**Arbitral Tribunal**”) against NHA (“**Respondent**”) in relating to non-payment of additional cost due to change in height /width in construction of the project. The Arbitral Tribunal has passed an award dated February 12, 2020, directing the Respondent to pay ₹ 1098.25 million (“**Award**”). Subsequently, the Respondent, being aggrieved by the Award, filed a petition before the High Court of Delhi asking to set aside the Award. The matter is currently pending before the High Court of Delhi.

D. OPIPL

Regulatory dispute

1. NHA by its letter dated July 9, 2018 and subsequently, by its letter dated January 4, 2019 has imposed a penalty of ₹ 38.47 million on OPIPL on account of non-performance and not undertaking remedial measures to cure the defects or deficiencies notified by the independent engineer with respect to the OPIPL Project. Failing to settle the dispute through amicable settlement, OPIPL by its letter dated July 22, 2020, has informed the NHA that they are invoking the arbitration clause under the OPIPL Concession and accordingly appointed one arbitrator to adjudicate the matter. However, the Arbitration proceedings are on hold/in abeyance.

E. Material litigations and actions by regulatory authorities against the Associates of the Project SPVs

For the details of material litigations and actions by the regulatory authorities against the Associates of the Project SPVs, please refer to the section titled “**Legal and Other Information - Material litigations and actions by regulatory authorities against the Associates of the Sponsors, the Project Manager and the MM Manager**” on page 137

I. Material litigations and actions by regulatory authorities against the Trustee

There are no material litigation or actions by regulatory authorities pending against the Trustee as on the date of this Annual Report.

PENALTIES AND CLAIMS



PENALTIES AND CLAIMS

Except as stated in this section, there are no penalties imposed by NHAI on the Project SPVs as on March 31, 2022, no negative change of scope approved by NHAI on the Project SPVs as on March 31, 2022 and no claims raised by the Project SPVs on NHAI as on March 31, 2022, which are under discussion with NHAI and are currently not subject matter of any litigation or arbitration. Claims of Project SPVs for which a notice has been issued by the Project SPVs to the NHAI, have been disclosed. Further in relation to the penalties, all such penalties which is reviewed by the independent engineer and imposed by the NHAI as on March 31, 2022, have been disclosed. However, for the purpose of this section any potential claim or future claim, for which no notices have been issued by the Project SPV to NHAI, has not been disclosed.

Further, pursuant to the respective Sale and Transfer Agreements ("STA") entered into by and amongst the Project SPVs, the Sponsors, Investment Manager and the Trustee, all actions by or against the NHAI ("NHAi Claims") arising out of, or subsisting, or pertaining to events which relate to the period prior to the date of the allotment of units of Oriental InfraTrust ("InvIT Closing Date"), including future/potential NHAI Claims which may be raised by the Project SPVs or by NHAI in respect of the period prior to the InvIT Closing Date and claims in respect of the period prior to the InvIT Closing Date for which the receivables accrue or continue to accrue prior to and/or post the InvIT Closing Date, as the case may be ("Pre InvIT Closing NHAI Claims") has been vested, transferred and assigned, absolutely, exclusively, irrevocably, without recourse, finally and forever, to OSEPL and all present and future legal, economic and beneficial rights, title, obligations, interests, liabilities, remedies or benefits, as the case may be, which have accrued or may accrue in respect of the Pre InvIT Closing NHAI Claims, belong to and is to be borne by OSEPL.

In addition to the pending material litigations and regulatory proceedings disclosed under chapter named "*Legal and Other Information*" on page 125 of this report, the NHAI has issued notices to the Project SPVs for non-performance or deficiency in the implementation, operation and maintenance of the project. In addition, the Project SPVs have periodically made certain claims to NHAI, for which a notice has been issued by

the Project SPVs to the NHAI. Such penalties, negative change of scope and claims as of March 31, 2022, are disclosed in the table mentioned below.

(In ₹ million)

<i>Penalty imposed/ negative change of scope</i>		
S. No.	Description	Total penalty/negative change of scope
1.	NHAI vide its letter dated May 31, 2012 approved a negative change of scope amounting to ₹ 80.60 million of the Nagpur Bye Pass Project due to changes in configuration of structures during construction period. Subsequently, the independent engineer vide its letter dated December 14, 2012 has submitted to the NHAI the detailed financial implications on the Company amounting to ₹ 202.20million which resulted from such change of scope. The assessment by the independent engineer has been opposed by ONBPCPL.	80.60
2.	As per the recommendation of the independent engineer, NHAI by its letter dated December 28, 2017 has asked the NHAI headquarter to approve a negative change of scope of ₹ 37.02 million on ONBPCPL on account of construction of flyover at Mansar, Deolapar, Paoni and construction of under pass at Bhandara under the ONBPCPL Concession in the Nagpur Bye Pass Project. Such approval of negative change of scope is pending from the NHAI headquarter.	37.02
3.	The independent engineer vide its letter dated November 28, 2017 reviewed and modified the negative change of scope of the Nagpur Betul Project amounting to ₹ 90.11 million on the basis of structure reconciliation and submitted for the approval of NHAI. Vide letter no. 766 dated 24.11.2020, the Concessionaire has given the consent regarding the negative COS finalized by IE/Authority. The Concessionaire requested PD, NHAI to issue the Negative COS order and issue the Completion Certificate for the Project as per the provision stipulated in the Concession Agreement. Further, IE vide letter no. 1015 dated 11.03.2021, recommended the issuance of the Completion Certificate. The matter has been closed and settled between the Concessionaire and NHAI, vide Settlement Agreement dated	00.00

	16.03.2022.	
4.	NHAI vide its letter dated November 1, 2019 intimated the regional office of NHAI that they recommend a negative change in scope in relation to ONBHL Concession, basis the revised proposal submitted by the FP Project Management Private Limited, the independent engineer. This change in scope took place pursuant to works which have not been completed or could not be completed due to site specific constraint and such work are not required to be taken up in future or such work is essential and non-completion resulting inferior functionality. Vide letter no. 766 dated 24.11.2020, the Concessionaire has given the consent regarding the negative COS finalized by IE/Authority. The Concessionaire requested PD, NHAI to issue the Negative COS order and issue the Completion Certificate for the Project as per the provision stipulated in the Concession Agreement. Further, IE vide letter no. 1015 dated 11.03.2021, recommended the issuance of the Completion Certificate. The matter has been closed and settled between the Concessionaire and NHAI, vide Settlement Agreement dated 16.03.2022.	00.00
5.	The independent engineer vide its letter dated October 4, 2017 recommended to NHAI to impose a penalty of ₹ 31.80 million to ECKHPL as a result of pending maintenance work at the EtawahChakeri Project for the period starting from April 1, 2017 to September 30, 2017. Subsequently, the independent engineer recommended an additional penalty of ₹ 93.82 million by its letter dated November 14, 2018 on account of non-fulfilment of the maintenance obligation by ECKHPL at the EtawahChakeri Project for the period starting from October 1, 2017 to July 31, 2018. Subsequently, ECKHPL by its letter dated August 7, 2019 requested the independent engineer to mediate and assist in arriving at an amicable settlement of dispute under the ECKHPL Concession.	125.62
6.	NHAI has demanded reimbursement of overload penalty collected by the Concessionaire, ECKHPL as per NHAI's Circulars which is over and above	442.83

	the provisions of the Concession Agreement. Demand is being contested by PE.	
7.	A notice received from NHAI under article 44.1 of the Concession Agreement for an amount of Rs. 2748.0 million due to Non-fulfillment of the contractual obligation on the part of the Concessionaire vide letter no. 49310 dated 28.10.2019. Reply sent by Concessionaire to NHAI vide letter no. OSE/ECP/C/HO/2020/1531 dated 08.05.2020 whereby denied and dispute the claim of NHAI. In addition to NHAI letter dated 28.10.2019, IE vide letter no 4791 dated 24.03.2021 requested to deposit 309.6 million against alleged savings that Concessionaire had made for not providing adequate street lightings to the project highways.	3057.60
8.	NHAI by its letter dated June 15, 2018, has imposed a penalty of ₹ 29.54 million on HHPL on account of failure by HHPL to maintain the HHPL Project reach. NHAI by its subsequent letter dated July 31, 2019, further imposed a total penalty of ₹ 35.47 million for non-maintenance of road for the period starting from October, 2016 to December, 2018. Further, HHPL by its letter dated August 12, 2019 submitted to NHAI that the recommendation of the independent engineer to impose penalty and NHAI's subsequent action basis the recommendation of the independent engineer was incorrect and not in conformity with the provision of HHPL Concession and requested to reconsider such imposition of penalties. NHAI vide letter No. 115 dated 11.05.2021 adjusted the penalty of Rs 35.47 million. Concessionaire Vide letter no. 2493 dated 18.05.2021 replied to PD by stating the aforesaid adjustment as illegal.	00.00
9.	IE vide letters dated 28.10.2021 has recommended damages of 44.98 million from the Concessionaire on account of delay in completing the 2 nd periodic maintenance work. The Concessionaire vide its letter no. dated 17.11.21 has entirely disputed the recommendation of damages by the Engineer against the Concessionaire. The Concessionaire also submitted the cost 156.66 million to NHAI	44.98

	towards overstay incurred by the Concessionaire and requested to pay the Same.	
NHAI Claims		
1.	ONBPCPL ("Claimant") issued a notice of dispute dated September 8, 2018 to the NHAI under the ONBPCPL Concession for modification in gazette notification incorporating length of loops in cloverleaves arrangement at Km. 0+000 and 21+600 (3.938 Km) and payment of ₹ 356.08 million along with applicable interest ("Claim"). NHAI has rejected the Claim vide letter dated September 10, 2018. The Claimant further has called upon the independent engineer to mediate and assist the parties in arriving at an amicable settlement of the Claim. The Claimant by its letter dated April 6, 2019 has referred this claim to the Chairman, NHAI to convene a meeting to arrive at an amicable settlement. The said dispute has been referred to CCIE vide letter dt. 26.10.2020.	356.08
2.	ONBPCPL ("Claimant") issued a notice of dispute dated July 30, 2018 to the NHAI under the ONBPCPL Concession for incurring additional cost pursuant to designs/drawings and operation and maintenance (O&M) for the additional work due to change of scope (COS) order dated June 18, 2016. Claimant by letter dated January 9, 2018 has requested the NHAI to release a payment of ₹ 861.80 million towards the additional cost incurred by the Claimant ("Claim"), however, no action has been taken by NHAI. The Claimant further has called upon the independent engineer to mediate and assist the parties in arriving at an amicable settlement of the Claim. The Claimant by its letter dated April 6, 2019 has referred this claim to the Chairman, NHAI to convene a meeting to arrive at an amicable settlement. The said dispute has been referred to CCIE vide letter dt. 26.10.2020.	861.80
3.	ONBPCPL ("Claimant") issued a letter dated August 8, 2018 to the NHAI under the ONBPCPL Concession for shifting of toll plaza resulting in perpetual revenue shortfall for the period from November 16, 2016 till March 31, 2018 ("Claim"). Subsequently, the Claimant by its letter dated September 19, 2019 submitted the revised Claim to include the revenue shortfall from November 16, 2016 to September 31, 2019 and by its letter dated April 24, 2020 further revised the Claim to include the period until March	3,761.80

	31, 2020 however, no action has been taken by NHAI.	
4.	ONBPCPL ("Claimant") issued a letter dated July 11, 2020 to the NHAI to approve the cost of construction of additional length of the highway project which was not included in the original scope of work under the ONBPCPL Concession, however, due to change in the alignment and construction of realignment the net length of the project got increased("Claim"), however, no action has been taken by NHAI. In connection to the Claim, the Claimant further issued a letter dated July 20, 2020 to the independent engineer requesting to mediate for an amicable settlement under the ONBPCPL Concession and also communicated this to the NHAI by its letter dated August 20, 2020. The said dispute has been referred to CCIE vide letter dt. 21.01.2021.	65.31
5.	ONBPCPL ("Claimant") issued a letter dated July 27, 2019 to the team leader of Consultant Engineering Group Limited revising the GST claim amount due to change in law for the period between July 1, 2017 to March 31, 2019 ("Claim"). Further, the independent engineer verified the amount by its letter dated September 23, 2019 and subsequently, ONBPCPL issued a letter dated December 17, 2019 to NHAI, requesting to release such Claim, amounting to ₹ 14.31 million. However, such amount has not been paid by NHAI yet.	14.31
6.	ONBPCPL ("Claimant") issued a letter dated December 31, 2018 to the NHAI under the ONBPCPL Concession for a claim of ₹ 790.50 million pursuant to shifting of toll plaza from km 690+600 to km 682+000. Further, the NHAI has revised the amount by its letter dated April 9, 2019 on the basis of recent traffic survey of independent engineer. The amount will be payable by the NHAI on the date the collection of toll revenue shifts from the existing location. The said dispute has been referred to CCIE vide letter dt. 21.01.2021.	1,035.00
7.	ONBPCPL ("Claimant") issued a notice of dispute dated September 5, 2018 to the NHAI under the ONBPCPL Concession for payment of ₹ 228.60 million towards toll revenue loss and allied losses at Parseoni Grade Separator ("Claim"). No further action has been taken by the NHAI, therefore, the Claimant has called upon the independent engineer	228.60

	to mediate and assist the parties in arriving at an amicable settlement of the Claim. The Claimant by its letter dated April 6, 2019 has referred this claim to the Chairman, NHAI to convene a meeting to arrive at an amicable settlement. The said dispute has been referred to CCIE vide letter dt. 26.10.2020.	
8.	ECKHPL ("Claimant") issued a letter dated October 10, 2018 to the NHAI under the ECKHPL Concession for loss of toll revenue caused due to commissioning of competing road (i.e., the Agra - Lucknow expressway having length of 160.20 km as per clause 48.1 of the ECKHPL Concession) amounting to a cumulative daily loss of ₹ .14 million ("Claim"). The Claimant has requested the authority to conduct a survey for accessing actual loss of traffic and revenue. Further, ECKHPL issued another letter dated January 29, 2020 to the NHAI and communicated that a total of ₹ 283.36 million needs to be paid by NHAI towards the Claim as compensation for each day of breach.	283.36
9.	ECKHPL ("Claimant") issued a letter dated July 8, 2019 to the NHAI under the ECKHPL Concession that it had delayed to hand over encumbrance free site leading a delay in completion of the six-laning of the project highway ("Claim"). In connection with the Claim, ECKHPL submitted a detailed disclosure of the costs incurred during the extended construction time period by its subsequent letter dated October 9, 2019 issued to NHAI. However, no action has been taken by NHAI yet.	1646.35
10.	ECKHPL ("Claimant") issued a letter dated August 27, 2020 to the NHAI under the ECKHPL Concession claiming that the Claimant had fulfilled all its obligations under the ECKHPL Concession but NHAI failed to meet its obligations by not obtaining environmental clearance in a timely manner resulting delay in issuance of appointed date. The Claimant has requested the authority to pay damages on account of such delay.	368.76
11.	ECKHPL ("Claimant") issued notice under clause 44.2 of Concession Agreement vide letter no. 1478 dated .11.10.2019 to the NHAI claiming that the Concessionaire has incurred extra expense of Rs. 2,78,41,193/- towards lightning of elevated section of Project Highway between Km. 459.627 to Km. 484.627. In response notice received from NHAI	27.84

	under article 44.1 of the Concession Agreement regarding Claim No. 1. (Counter Claim of NHAI for claim D1 in this list) for an amount of Rs. 2748.0 million due to Non-fulfilment of the contractual obligation on the part of the Concessionaire vide letter no. 49310 dated 28.10.2019. Reply sent by Concessionaire to NHAI vide letter no. OSE/ECP/C/HO/2020/1531 dated 08.05.2020 whereby denied and dispute the claim of NHAI.	
12.	ECKHPL ("Claimant") vide letter dated January 27, 2021 submitted claim amount due to Force Majeure Event (Covid-19) updated till September, 2020 ("Claim"). IE vide letter 2361 dated 26.02.2021, requested us to submit details pertaining to the Claim. ECKHPL vide letter dated 04.01.2022, given reply with updation of claims upto 30-09-21 of Rs 249.8 Million. IE vide letter dated 06.04.22 recommended for COVID 1st & 2nd wave Rs. 190.1Million &Rs. 59.7 Million respectively.	249.8
13.	ECKHPL ("Claimant") vide letter dated January 27, 2021 submitted claim of Extension in Concession Period due to Force Majeure Event (Covid-19) updated till September, 2020 ("Claim").IE vide letter 2361 dated 26.02.2021, requested us to submit details pertaining to the Claim. ECKHPL vide letter dated 04.01.2022, given our reply with updation of claims upto 30-09-21 of 51.35 days. IE vide letter no.06.04.22 recommended for COVID 1st & 2nd wave 38.69 days EOT and 12.66 days EOT respectively.	51.35 days
14.	ONBPCPL ("Claimant") issued a notice of dispute dated December 26, 2017 to the NHAI under the ONBPCPL Concession for non-payment of escalation/additional cost amounting to ₹ 126.83 million for construction of loop and slip roads for full clover leaf (Bhandara) at km 21.600 ("Claim"). No further action has been taken by the NHAI, therefore, the Claimant has called upon the independent engineer to mediate and assist the parties in arriving at an amicable settlement of the Claim. The Claimant by its letter dated April 6, 2019 has referred this claim to the Chairman, NHAI to convene a meeting to arrive at an amicable settlement. The said dispute has been referred to CCIE vide letter dt. 26.10.2020.	126.83

15.	ONBPCPL ("Claimant") issued a notice of dispute dated December 8, 2017 to the NHAI under the ONBPCPL Concession for non-payment of escalated cost of construction of forest section amounting to ₹ 1565.75 million from km 652 to km 689 of the ONBPCPL Project ("Claim"). No further action has been taken by the NHAI, therefore, the Claimant has called upon the independent engineer to mediate and assist the parties in arriving at an amicable settlement of the Claim. The Claimant by its letter dated April 6, 2019 has referred this claim to the Chairman, NHAI to convene a meeting to arrive at an amicable settlement. The said dispute has been referred to CCIE vide letter dt. 26.10.2020.	1,565.75
16.	ONBPCPL("Claimant") issued Notice to Chairman under Clause 44.2 for amicable settlement vide letter no 1542 dated 26.05.2020 for extension of Concession Period by 749 Days. The said dispute has been referred to CCIE vide letter dt. 21.01.2021.	749 days
17.	ONBPCPL ("Claimant") vide letter dated March 05, 2021 submitted claim amount due to Force Majeure Event (Covid-19). ONBPCPL ("Claimant") vide letter no. 049 dated 03.03.2022 again submitted its claim for an amount of Rs. 267.3 Million. IE vide Letter No 3620 dated 15.03.2021 recommended 3 month extension of concession period. ONBPCPL ("Claimant") subsequently revised, vide letter dated 3.3.2022 as Rs. 278.0 Million and also requested for cost claim as it was a political event.	278.00
18.	ONBPCPL ("Claimant") vide letter dated March 05, 2021 submitted claim of Extension in Concession Period due to Force Majeure Event (Covid-19).ONBPCPL ("Claimant") vide letter no. 049 dated 03.03.2022 again submitted its claim for extension of concession period for minimum 85.12 days. IE vide Letter No 3620 dated 15.03.2021 recommended 3 month extension of concession period. ONBPCPL ("Claimant") subsequently revised, vide letter dated 3.3.2022 as 88.50 days and also requested for cost claim as it was a political event.	88.50 days
19.	OHHPL issued a letter dated August 1, 2018 to NHAI claiming loss of toll revenue due to nationwide truck strike from July 20, 2018 to July 27, 2018 under the force majeure clause of the HHPL Concession.	2.63 days

	Further, Concessionaire has requested to NHAI, vide our letter dated 08.08.2020 & 12.04.2022 for approval towards extension of concession period for 2.63 days as per the provisions of CA.	
20.	OHHPL, ("Claimant") have claimed from NHAI an aggregate of 75.80 million on account of loss incurred by the Claimant pursuant to the suspension of collection of toll fees from November 9, 2016 to December 2, 2016 (24 days) due to demonetization of 500 and 1,000 currency notes. The NHAI has paid amounts of Rs. 70.70million to Claimantas compensation and remaining 5.10 million has been adjusted by NHAI against the penalty. The NHAI has also approved 23.27 days of extension to Concession Period against 24 days as claimed by the Concessionaire vide letter dated 08.05.2019.	00.00
21.	OHHPL ("Claimant") vide letter dated January 27, 2021 submitted claim amount due to Force Majeure Event (Covid-19) updated till September, 2020 ("Claim").	140.26
22.	HHPL ("Claimant") vide letter dated January 27, 2021 submitted claim of Extension in Concession Period due to Force Majeure Event (Covid-19) updated till September, 2020 ("Claim").	45.09days
23.	OPIPL ("Claimant") vide letter dated March 17, 2020 notified claim due to Force Majeure Event (Covid-19).IE, vide letter dated 19.01.2022has recommended 25 days of extension in Concession Period.	25 days
24.	OPIPL ("Claimant") vide letter No. 1708 dated 17.11.2021 and no. 1742 dated 21.02.2022 submitted to NHAI w.r.t. overstay cost 156.69 million as impossibility created by IE/NHAI towards periodic maintenance.	156.69

EPC Claims:

In the ordinary course of business, OSEPL, in its capacity as the EPC contractor has made certain claims on the Project SPVs on account of losses incurred or escalation in the project cost due to, amongst other things, (a) delay in handing over the project site; (b) delay in obtaining the environmental clearance; and (c) additional cost incurred due to delays in manpower deployment, depreciation in plant and machinery on account of delay in project schedule ("EPC Claims"). The EPC Claims are payable to OSEPL in accordance with the terms of the respective STA.

RISK FACTORS

Risk factor



1. The Trust is fairly a newly settled Trust with limited established operating history and limited historical financial information, which is also negatively impacted by extraordinary circumstances like covid-19, higher inflation etc., as a result, investors may not be able to assess its prospects on the basis of past records.
2. Any future wave(s) of Covid-19 pandemic may effect the business and operations of the Trust and its Project SPVs, which is highly uncertain and cannot be predicted.
3. The terms of the Project Management Agreements, the Major Maintenance Agreements and On-Lending Agreements may change subject to comments provided by the NHAI and/or LendersThe Project Management Fee is to be agreed for every Three Year Period as per the terms of the Project Management Agreement and any upward revision may adversely affect our financial performance and Cash Flows.
4. Any default under the re-financing arrangements by any of the Project SPVs / Trust could adversely impact the Trust's ability to continue to own a majority of each of the Project SPVs, its Cash Flows and its ability to make distributions to Unitholders. Further, shares of certain Project SPVs are pledged in favor of their lenders, who may exercise their rights under the respective share pledge agreements in the event of default under relevant financing agreements.
5. The valuation Report and any underlying Reports, are not opinions on the commercial merits of the Trust or the Project SPVs, nor are they opinions, expressed or implied, as to the future trading price of the Units or the Financial condition of the Trust, and the valuation contained therein may not be indicative of the true value of the Project SPVs' assets.
6. The accuracy of statistical and other information with respect to the road Infrastructure sector, traffic Reports and technical Reports commissioned by the Investment Manager/ Sponsors, which are based on certain estimates and assumptions that are subjective in nature, cannot be guaranteed.

7. The acquisition done by the Trust of the Project SPVs from the Sponsors pursuant to the terms of the Sale and Transfer Agreements may be subject to certain Risks, which may result in damages and losses.

8. There are Risks associated with the potential acquisition of the ROFO Assets by the Trust pursuant to the Future SPVs Acquisition Agreement.

9. The Trust and certain Project SPVs are subject to restrictive covenants under their financing agreements that could limit our flexibility in managing our Business or to use cash or other assets.

10. There have been non-compliances with respect to certain provisions of the Companies Act, 2013 by certain Project SPVs.

11. 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.

12. The Trust must comply with Mandatory Policies as prescribed by certain MBFS Unitholders.

Risks Related to Our Business and Industry

13. Our failure to extend applicable concession agreements or our inability to identify and acquire the ROFO Assets or new road assets that generate comparable or higher revenue, profits or Cash Flows than the Project SPVs may have a material adverse impact on our Business, Financial condition and results of operations and our ability to make distributions.

14. A decline in traffic volumes and revenue would materially and adversely affect our Business, prospects, financial condition, Cash Flows, results of operations and our ability to make distributions to the Unitholders.

15. Some Project SPVs incurred losses in the FY2021-22_and any losses in the future could adversely affect our Business, Financial condition and results of operations, our ability to make distributions and the trading price of our Units.

16. The Project SPVs may be subject to claims under their contracts.

17. The Project SPVs' road concessions may be terminated prematurely under certain circumstances.

18. Changes in the policies adopted by Governmental entities or in the relationships of any member of the Trust Group with the Government or State Governments could

materially and adversely affect our Business, prospects, Financial performance, Cash Flows and results of operations.

19. Newly constructed roads or existing alternate routes may compete with the existing road assets and result in diversion of the vehicular traffic, resulting in a reduction in our revenue from toll receipts.

20. Due to certain events the traffic may get diverted to other alternate roads resulting in reduction in our revenue from toll receipts, whether or not being compensated by NHAI.

21. Our ability to negotiate the standard form of concession agreement may be limited, and the concession agreements contain certain other restrictive terms and conditions which may be subject to varying interpretations.

22. As the terms and conditions of the concession agreements are generally fixed, we may be subject to increases in costs, including operation and maintenance costs, which we cannot recover by increasing toll fees.

23. Inflation or deflation may materially and adversely affect our results of operations and financial condition.

24. Certain actions including refinancing of the Project SPVs require the prior approval of the NHAI, and the NHAI might not approve such actions in a timely manner or at all or with certain conditions / modifications.

25. Leakage of the toll fees on the Project SPVs' roads may materially and adversely affect our revenues and financial condition.

26. We might not be able to successfully finance or undertake future acquisitions of road assets or efficiently manage the Infrastructure road assets we have acquired or may acquire in the future.

27. The Project SPVs may be directed by the NHAI to undertake additional Construction work and therefore, may be required to perform additional Construction work and/or incur capital expenditure.

28. ECKHPL is required to pay annual premiums in consideration for being granted the right to build and operate the Etawah Chakeri Project. Failure to make such payments could result in the termination of the relevant concession agreement by the NHAI.

29. Our insurance policies may not provide adequate protection against various Risks associated with our Operations.

30. The Project SPVs, the Sponsors, the Project Manager, the Trustee and their respective Associates are involved in certain legal and other proceedings, which may not be decided in their favor.

31. We will depend on various third parties to undertake certain activities in relation to the operation and maintenance of the Road Assets. Any delay, default or unsatisfactory performance by these third parties could materially and adversely affect our ability to effectively operate or maintain the Road Assets.

32. The Project SPVs may be held liable for the payment of wages to the contract laborers engaged indirectly in our operations.

33. There are Risks associated with the increase of interest rates or imposition of additional/financial covenants by lenders could materially and adversely affect our business, prospects, financial performance, cash flows and results of operations.

34. Our contingent liabilities could adversely affect our results of operations, cash flows and financial condition.

35. Our actual results may be materially different from the expectations expressed or implied in the Projections of Revenue from Operations and Cash Flow from Operating Activities and the assumptions in the section titled "Projections of Revenue from Operations and Cash Flow from Operating Activities" of the Placement Memorandum are inherently uncertain and are subject to significant Business, economic, Financial, regulatory and competitive Risks and uncertainties that could cause actual results to differ materially from those Projected.

36. Our Business will be subject to seasonal fluctuations that may affect our Cash Flows.

37. The Road Assets are concentrated in the road Industry in India, and our Business could be adversely affected by an economic downturn in this sector or Industry including in any other sector utilizing our roads for transportation of goods /materials / products.

38. Political and other agitations against the collection of tolls may affect our ability to collect tolls over prolonged periods, which could have a material, adverse effect on our Business, results of operation and financial condition.

39. The cost of implementing new technologies and/or refurbishing existing equipment for operating, maintaining and monitoring our Projects could materially and adversely affect our Business, Financial condition and results of operations.

40. Compliance with the European Union Directive on Alternative Investment Fund Managers may increase administrative and regulatory burdens on the Investment Manager and the Trust.

41. Compliance with, and changes in, safety, health and environmental laws and regulations in India may materially and adversely affect our Business.

42. We may be unable to renew or maintain the statutory and regulatory permits and approvals required to operate the Road Assets.

43. We will, have entered and may continue to enter into related-party transactions. We might have achieved more favorable terms if such transactions had been not entered into with related parties.

44. Reliance on professionals and consultants may impact the conduct of Business and performance of the Trust.

45. The Investment Manager may make assumptions about the acquisition of a road Project. Such assumptions may be incorrect and may cause delays in completion and/or increase in costs and/or reduction in estimated return for the Trust.

Risks Related to the Trust's Relationships with the Sponsors and the Investment Manager relating to the Acquisition of Future Assets

46. The Sponsors, whose interests may be different from the other Unitholders, will be able to exercise significant influence over certain activities of the Trust.

47. The Future SPVs Acquisition Agreement will terminate in certain circumstances and shall be subject to the terms of the concession agreement and applicable law.

48. The Sponsors operate other road assets and other Infrastructure assets, and anything that impacts the Business and results of operations may have a material, adverse effect on the Trust and the trading price of the Units.

49. Reliance on the Investment Manager including its Management team.

50. The Investment Manager may not be able to implement its Investment or Corporate strategies.

51. The Investment Manager is required to comply with certain ongoing Reporting and Management obligations in relation to the Trust. The Investment Manager might not be able to comply with such requirements.

Risks Related to India

52. Our Business depends 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 a material, adverse effect on our Business.

53. Our performance is linked to the stability of policies and the political situation in India.

54. Significant increases in the price or shortages in the supply of crude oil and products derived there from, including petrol, diesel and bituminous products, could materially and adversely affect the volume of traffic at the Projects operated by the Project SPVs and the Indian Economy in general, including the Infrastructure sector.

55. Our ability to raise additional debt capital including ECB may be constrained by Indian law.

56. Any downgrading of India's sovereign debt rating by a domestic or international rating agency could materially and adversely affect our ability to obtain financing and, in turn, our Business and Financial performance.

57. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and could have an adverse effect on the Business, Financial condition and results of operations of the Project SPVs and the price of the Units.

58. India is vulnerable to natural disasters that could severely disrupt the normal operation of Project SPVs.

59. An outbreak of an infectious disease or epidemic / pandemic or any other serious public health concerns in Asia or elsewhere could adversely affect the Business of the Trust.

60. It may not be possible for the Unitholders to enforce foreign judgments.

61. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could materially and adversely affect our Business.

62. Changing laws, rules and regulations and legal uncertainties may materially and adversely affect our Business, Financial condition and results of operations.

63. Significant differences could exist between Ind AS and other accounting principles, such as Indian GAAP and IFRS, which may affect investors' assessments of the Trust's financial condition.

Risks Related to Ownership of the Units

64. The price of the Units may decline in future.

65. We may not be able to make distributions to the Unitholders or the level of distributions may fall.

66. The Trust may be dissolved, and the proceeds from the dissolution thereof may be less than the amount invested by the Unitholders.

67. Information and the other rights of the Unitholders under Indian law may differ from such rights available to equity shareholders of an Indian Company or under the laws of other jurisdictions.

68. Any additional debt financing or issuance of additional Units may have a material, adverse effect on the Trust's distributions, and your ability to participate in future rights offerings may be limited. The Units have never been publicly traded and the Units listed on the Stock Exchange may not remain active or liquid for the Units.

69. Any future issuance of Units by us or sales of Units by the Sponsors or any of other Unitholders may materially and adversely affect the trading price of the Units.

70. 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.

71. Our rights and the rights of the Unitholders to recover claims against the Investment Manager or the Trustee are limited.

Risks Related to Tax

72. Changes in legislation or the rules relating to tax regimes could materially and adversely affect our Business, prospects and results of operations.

73. Some of our road assets enjoy certain benefits under Section 80-IA of the Income Tax Act and any change in these tax benefits applicable to us may materially and adversely affect our results of operations.

74. Entities operating in India are subject to a variety of Government and State Government tax regimes and surcharges and changes in legislation or the rules relating to such tax regimes and surcharges could materially and adversely affect our Business.

75. Investors may be subject to Indian taxes arising out of capital gains on the sale of Units or any other income and/or distribution by the Trust.

76. Tax laws are subject to changes and differing interpretations, which may materially and adversely affect our operations.

CONSOLIDATED FINANCIAL STATEMENTS

CFS

CONSOLIDATED

FINANCIAL

STATEMENT

Walker Chandio & Co LLP
L 41, Connaught Circus,
Outer Circle,
New Delhi - 110 001
India

T +91 11 4278 7070
F +91 11 4278 7071

Independent Auditor's Report on Consolidated Half Yearly and Year to Date Financial Results of the Trust Pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) and SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016

To the Board of Directors of OIT Infrastructure Management Limited (As the Investment Manager of Oriental InfraTrust)

Opinion

1. We have audited the accompanying consolidated financial results ('the Statement') of Oriental InfraTrust ('the Trust') and its subsidiaries (the Trust and its subsidiaries together referred to as 'the Group') for the half year and year ended 31 March 2022, attached herewith consisting of the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), explanatory notes thereto and additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 ('SEBI Circular'), attached herewith, being submitted by OIT Infrastructure Management Limited ('the Investment Manager') pursuant to the requirements of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) ('SEBI Regulations'), read with SEBI Circular.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statements of the subsidiaries, as referred to in paragraph 11 below, the Statement:
 - (i) includes the annual financial results of the entities listed in Annexure 1;
 - (ii) is presented in accordance with the requirements of Regulation 23 of the SEBI Regulations read with the SEBI Circular in this regard; and
 - (iii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') and/or any addendum thereto as prescribed under in Rule 2 (1) (a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended read with the relevant rules issued thereunder, and other accounting principles generally accepted in India, of the consolidated net profit after tax and other comprehensive income and other financial information of the Group, for the half year and year ended 31 March 2022.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandio & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Independent Auditor's Report on Consolidated Half Yearly and Year to Date Financial Results of the Trust Pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) and SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 (Cont'd)

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') and other pronouncements issued by the Institute of Chartered Accountants of India ('the ICAI'). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the ICAI, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and that obtained by the other auditors in terms of their reports referred to in paragraph 11 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Investment Manager and Those Charged with Governance for the Statement

4. The Statement, which is the responsibility of the Trust's Investment Manager and has been approved by the Investment Manager's Board of Directors, has been prepared on the basis of the consolidated annual financial statements. The Investment Manager is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit or loss after tax and other comprehensive income, and other financial information of the Group in accordance with the requirements of SEBI Regulations read with the SEBI Circular, including Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India. The Trust's Investment Manager is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, the respective Board of Directors / management of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding of the assets of the Group, and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Investment Manager of the Trust, as aforesaid.
5. In preparing the Statement, the respective Investment Manager of the Trust and of the companies included in the Group, are responsible for assessing the ability of the Group, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Investment manager either intends to liquidate the Group or to cease operations, or have no realistic alternative but to do so.
6. The respective Board of Directors of the Investment Manager of the Trust and of the companies included in the Group, is responsible for overseeing the financial reporting process of the entities included in the Group.

Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing issued by the ICAI, will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.



Independent Auditor's Report on Consolidated Half Yearly and Year to Date Financial Results of the Trust Pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) and SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 (Cont'd)

8. As part of an audit in accordance with the Standards on Auditing issued by ICAI, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Group has in place an adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Investment Manager;
 - Conclude on the appropriateness of Investment Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement, of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
9. We communicate with those charged with governance of the Trust, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Walker Chandiok & Co LLP

Independent Auditor's Report on Consolidated Half Yearly and Year to Date Financial Results of the Trust Pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) and SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 (Cont'd)

Other Matters

11. We did not audit the annual financial statements of 2 subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 16,376.92 millions as at 31 March 2022, total revenues of ₹ 3,105.85 millions, total net loss after tax of ₹ 927.45 millions, total comprehensive loss of ₹ 929.40 millions and cash flow (net) of ₹ 34.22 millions for the year ended on that date, as considered in the Statement. These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the Investment Manager of the Trust, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of such other auditors.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

12. The Statement includes the consolidated financial results for the half year ended 31 March 2022, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to 30 September 2021, being the date of the end of first half of the current financial year, which were subject to limited review by us.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013



Manish Agrawal

Partner

Membership No. 507000

UDIN: 22507000AJSUEA4696



Place: New Delhi

Date: 27 May 2022

Walker ChandioK & Co LLP

Independent Auditor's Report on Consolidated Half Yearly and Year to Date Financial Results of the Trust Pursuant to the Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 (as amended) and SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 (Cont'd)

Annexure 1

List of subsidiaries included in the Statement (in addition to Oriental InfraTrust)

- a. Oriental Pathways (Indore) Private Limited
- b. Oriental Nagpur Bye Pass Construction Private Limited
- c. Oriental Nagpur Betul Highway Limited
- d. Etawah - Chakeri (Kanpur) Highway Private Limited
- e. OSE Hungund Hospet Highways Private Limited



Oriental Infra Trust
Consolidated Balance Sheet as at 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

	Note	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4	157.07	177.87
Capital work-in-progress	5	-	35.30
Intangible assets	6	77,319.65	83,018.86
Financial assets			
Other financial assets	7	29,976.45	28,984.87
Non-current tax assets (net)	8	633.80	302.12
Other non-current assets	9	108.74	94.14
Total non-current assets		1,08,195.71	1,12,613.16
Current assets			
Financial assets			
Investments	10	1,507.20	3,098.15
Trade receivables	11	37.84	34.74
Cash and cash equivalents	12	1,758.38	1,250.27
Bank balances other than cash and cash equivalents above	13	571.38	15.08
Other financial assets	14	8,234.02	7,978.94
Other current assets	15	94.93	110.09
Total current assets		12,203.75	12,487.27
Total assets		1,20,399.46	1,25,100.43
EQUITY AND LIABILITIES			
EQUITY			
Initial settlement amount		0.02	0.02
Unit capital	16	58,307.88	58,307.88
Other equity	17	(7,288.01)	(4,529.02)
Total equity		51,019.89	53,778.88
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	18	40,027.74	44,121.11
Other financial liabilities	19	12,302.92	12,791.62
Provisions	20	1,628.35	1,377.34
Deferred tax liabilities (net)	22	4,307.41	4,478.79
Other non current liabilities	21	15.31	-
Total non-current liabilities		58,281.73	62,768.86
Current liabilities			
Financial liabilities			
Borrowings	23	4,093.38	4,328.87
Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	24	18.96	11.59
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	24	247.38	301.75
Other financial liabilities	25	6,011.50	3,625.71
Other current liabilities	26	90.56	129.77
Provisions	27	636.06	146.37
Current tax liabilities (net)	28	-	8.63
Total current liabilities		11,097.84	8,552.69
Total liabilities		69,379.57	71,321.55
Total equity and liabilities		1,20,399.46	1,25,100.43

Summary of significant accounting policies 3
The accompanying notes form an integral part of the Consolidated financial statements.
This is the Consolidated Balance Sheet referred to in our report of even date.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited
(as Investment Manager of Oriental Infra Trust)

Sd-
Manish Agrawal
Partner
Membership No.: 507000

Sd-
Deepak Dasgupta
Director
DIN: 00457925

Sd-
Sanjit Bakshi
Director
DIN: 00020852

Place: New Delhi
Date: 27 May 2022

Sd-
Ashish Jasoria
Chief Financial Officer

Sd-
Jitendra Kumar
Chief Executive Officer

Place: New Delhi
Date: 27 May 2022

Oriental Infra Trust**Consolidated Statement of Profit and Loss for the year ended 31 March 2022**

(All amounts in ₹ millions unless otherwise stated)

	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
Income			
Revenue from operations	29	21,838.52	13,029.58
Other income	30	495.04	597.83
Total income		22,333.56	13,627.41
Expenses			
Operating expenses	31	9,331.88	1,496.81
Employee benefits expense	32	241.95	243.30
Finance costs	33	5,476.30	6,074.82
Depreciation and amortisation expense	34	4,476.15	3,917.08
Impairment of intangible assets (net of reversal)	6(ii)	935.13	(593.28)
Other expenses	35	528.70	548.85
Total expenses		20,990.11	11,687.58
Profit before tax		1,343.45	1,939.83
Tax expense	37		
Current tax		695.97	606.78
Deferred tax		(171.38)	(1,144.27)
Total tax expense		524.59	(537.49)
Net profit after tax for the year		818.86	2,477.32
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit obligations		(1.05)	(5.04)
Income tax relating to these items		-	-
Total other comprehensive income for the year (net of tax)		(1.05)	(5.04)
Total comprehensive income for the year (net of tax)		817.81	2,472.28
Earning per unit capital (Nominal value of unit capital ₹ 100 per unit)			
Basic (₹)	38	1.40	4.25
Diluted (₹)		1.40	4.25

Summary of significant accounting policies

3

The accompanying notes form an integral part of the Consolidated financial statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of

OIT Infrastructure Management Limited

(as Investment Manager of Oriental Infra Trust)

Sd-

Manish Agrawal

Partner

Membership No.: 507000

Sd-

Deepak Dasgupta

Director

DIN: 00457925

Sd-

Sanjit Bakshi

Director

DIN: 00020852

Sd-

Ashish Jasoria

Chief Financial Officer

Sd-

Jitendra Kumar

Chief Executive Officer

Place: New Delhi**Date:** 27 May 2022**Place:** New Delhi**Date:** 27 May 2022

Oriental Infra Trust
Consolidated Cash Flow Statement for the year ended 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
A. Cash flows from operating activities		
Profit before tax	1,343.45	1,939.83
Adjustments for:		
Depreciation and amortisation expense	4,476.15	3,917.08
Impairment of intangible assets (net of reversal) (refer note no. 6(ii))	935.13	(593.28)
Gain on sale of property, plant and equipment (net)	(0.10)	(6.49)
Gain on investments carried at fair value through profit or loss (net)	(115.32)	(217.55)
Excess provisions written back	(8.04)	(99.86)
Interest income	(4,076.42)	(4,293.30)
Unwinding finance cost on deferred payment to National Highway Authority of India ('NHAI') for purchase of right to charge users of toll road	979.10	1,058.50
Finance cost on deferred payment liabilities to NHAI	287.32	234.40
Unwinding of discount on provisions and financial liabilities carried at amortised cost	134.99	88.84
Balance written off	2.34	0.14
Allowance for expected credit loss	-	33.83
Finance cost	4,074.89	4,693.08
Modification gain on annuity	(1,431.30)	-
Modification gain on financial liability	(77.30)	-
Operating profit before working capital changes and other adjustments	6,524.89	6,755.22
Working capital changes and other adjustments:		
Trade receivables	(5.44)	85.08
Other financial assets	5,685.97	5,614.87
Other assets	2.87	100.18
Trade payables	(46.99)	(329.11)
Provisions	747.70	269.38
Financial liabilities	849.14	(1,213.99)
Other liabilities	(23.93)	(85.33)
Cash flow from operating activities post working capital changes	13,734.21	11,196.31
Income tax paid (net of refund)	(1,036.29)	(598.51)
Net cash flow from operating activities (A)	12,697.92	10,597.80
B. Cash flows from investing activities		
Acquisition of property, plant and equipments and capital work-in-progress	(18.04)	(12.51)
Proceeds from disposal of property plant and equipment	6.83	24.88
Investment in bank deposits	(12,350.10)	(12,311.99)
Proceeds from maturity of bank deposits	10,188.22	11,958.83
Purchase of current investments	(6,732.33)	(12,661.89)
Proceeds from sale of current investments	8,438.59	14,780.87
Interest received on bank deposits and others	258.02	161.44
Net cash (used in)/ flow from investing activities (B)	(208.81)	1,939.63
C. Cash flows from financing activities		
Repayment of non-convertible debentures	(1,943.39)	(2,531.60)
Repayment of non-current borrowings	(2,385.47)	(1,428.50)
Finance costs paid	(4,075.34)	(4,653.27)
Distribution made to unit-holders	(3,576.80)	(5,017.00)
Net cash used in financing activities (C)	(11,981.00)	(13,630.37)
D Net increase /(decrease) in cash and cash equivalent (A+B+C)	508.11	(1,092.94)
E Cash and cash equivalent at the beginning of the year	1,250.27	2,343.21
Cash and cash equivalent at the end of the year (D+E) (refer note 12)	1,758.38	1,250.27

Note:

The above Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes form an integral part of the Consolidated financial statements.

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd-

Manish Agrawal

Partner

Membership No.: 507000

For and on behalf of Board of Directors of

OIT Infrastructure Management Limited

(as Investment Manager of Oriental Infra Trust)

Sd-

Deepak Dasgupta

Director

DIN: 00457925

Sd-

Sanjit Bakshi

Director

DIN: 00020852

Sd-

Ashish Jasoria

Chief Financial Officer

Sd-

Jitendra Kumar

Chief Executive Officer

Place: New Delhi

Date: 27 May 2022

Place: New Delhi

Date: 27 May 2022

Oriental Infra Trust

Consolidated Statement of Changes in Equity for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

A Initial settlement amount *

Particulars	Amount
Balance as at 31 March 2020	0.02
Changes in initial settlement	-
Balance as at 31 March 2021	0.02
Changes in initial settlement	-
Balance as at 31 March 2022	0.02

B Unit capital *

Particulars	Number of unit	Amount
Balance as at 31 March 2020	58,30,78,789	58,307.88
Changes in unit capital	-	-
Balance as at 31 March 2021	58,30,78,789	58,307.88
Changes in unit capital	-	-
Balance as at 31 March 2022	58,30,78,789	58,307.88

C Other equity **

Particulars	Capital reserve	Retained earnings	Total
Balance as at 31 March 2020	1,643.50	(3,627.80)	(1,984.30)
Net profit for the period	-	2,477.32	2,477.32
Other comprehensive income for the year			
Remeasurement of defined benefit obligations (net of tax)	-	(5.04)	(5.04)
Total comprehensive income for the year	-	2,472.28	2,472.28
Transaction with owners in their capacity as owners:			
Distribution to unit holders	-	(5,017.00)	(5,017.00)
Balance as at 31 March 2021	1,643.50	(6,172.52)	(4,529.02)
Net profit for the period	-	818.86	818.86
Other comprehensive income for the year			
Remeasurement of defined benefit obligations (net of tax)	-	(1.05)	(1.05)
Total comprehensive income for the year	-	817.81	817.81
Transaction with owners in their capacity as owners:			
Distribution to unit holders^	-	(3,576.80)	(3,576.80)
Balance as at 31 March 2022	1,643.50	(8,931.51)	(7,288.01)

^Pertains to the distributions made during the financial year along with the distribution related to the last quarter of FY 2020-21 and does not include the distribution relating to the last quarter of FY 2021-22 which will be paid after 31 March 2022. The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of the Trust under the InvIT Regulations and includes interest, dividend and repayment of capital.

* refer note 16

** refer note 17

The accompanying notes form an integral part of the Consolidated financial statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd-
Manish Agrawal
Partner
Membership No.: 507000

Place: New Delhi
Date: 27 May 2022

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited

(as Investment Manager of Oriental Infra Trust)

Sd-
Deepak Dasgupta
Director
DIN: 00457925

Sd-
Sanjit Bakshi
Director
DIN: 00020852

Sd-
Ashish Jasoria
Chief Financial Officer

Sd-
Jitendra Kumar
Chief Executive Officer

Place: New Delhi
Date: 27 May

Oriental Infra Trust

Disclosures pursuant to SEBI circulars (Paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 dated 29 November 2016 issued under the InvIT regulations)

(All amounts in ₹ millions unless otherwise stated)

Consolidated Statement of net assets at fair value

Particulars	As at 31 March 2022		As at 31 March 2021	
	Book value	Fair value #	Book value	Fair value #
A. Assets	1,20,399.46	1,38,819.24	1,25,100.43	1,41,191.69
B. Liabilities (at book value)	69,379.57	69,379.57	71,321.55	71,321.55
C. Net assets (A-B)	51,019.89	69,439.67	53,778.88	69,870.14
D. No of units (in millions)	583.08	583.08	583.08	583.08
E. NAV (C/D)	87.50	119.09	92.23	119.83

Fair values of total assets relating to the Trust as at 31 March 2022 and 31 March 2021 as disclosed above are based on the fair valuation report of the independent valuer appointed under SEBI (Infrastructure Investment Trusts) Regulations, 2014.

Note:**Project wise break up of fair value of assets:**

Particulars	Fair value*	Fair value*
	As at 31 March 2022	As at 31 March 2021
Oriental Nagpur Betul Highways Limited	38,102.88	38,652.68
Etawah-Chakeri (Kanpur) Highway Private Limited	29,393.05	30,012.16
Oriental Pathways (Indore) Private Limited	4,474.96	5,517.33
GMR OSE Hungund Hospet Highways Private Limited	14,926.53	15,781.17
Oriental Nagpur Bye Pass Construction Private Limited	50,514.10	49,884.38
Oriental InfraTrust	1,407.72	1,343.97
	1,38,819.24	1,41,191.69

*Fair values of assets as disclosed above are the fair values of the total assets of the Group which are included in the Consolidated Financial Statements.

Statement of consolidated total return at fair value:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total comprehensive income for the year (As per the Consolidated Statement of Profit and Loss)	817.81	2,472.28
Add: Other changes in fair value for the year *	(2,372.45)	(1,620.19)
Total return	(1,554.66)	852.09

*In the above statement, other changes in fair value for the year ended 31 March 2022 has been computed based on the difference in fair values of total assets as at 31 March 2022 and as at 31 March 2021 which is based solely on the valuation report of the independent valuer appointed under SEBI (Infrastructure Investment Trusts) Regulations, 2014.

The accompanying notes form an integral part of the Consolidated financial statements.

This is the Consolidated Statement of Net Assets at Fair Value and Consolidated Statement of Total Return at Fair Value referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd-

Manish Agrawal

Partner

Membership No.: 507000

For and on behalf of Board of Directors of

OIT Infrastructure Management Limited

(as Investment Manager of Oriental Infra Trust)

Sd-

Deepak Dasgupta

Director

DIN: 00457925

Sd-

Sanjit Bakshi

Director

DIN: 00020852

Sd-

Ashish Jasoria

Chief Financial Officer

Sd-

Jitendra Kumar

Chief Executive Officer

Place: Ghaziabad

Date: 27 May 2022

Place: New Delhi

Date: 27 May 2022

Statement of Net Distributable Cash Flows for the year ended 31 March 2022

(i) Oriental InfraTrust

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Net Distributable Cash Flows of the Project Entities	8,637.99	9,165.75
2	Add: Any other income accruing at the Trust level and not captured above, including but not limited to interest/return on surplus cash, if any, invested by the Trust	77.56	99.14
	Total cash inflow at the Trust level (A)	8,715.55	9,264.89
	Adjustments:		
3	Any payment of fees, interest and expense incurred at the Trust level, including but not limited to the fees of the Investment Manager and the Trustee.	(2,418.10)	(2,754.25)
4	Amount invested in or lent to any of the Project Entities for service of debt or interest funded through internal accruals of the Trust, to the extent allowed under the SEBI InvIT Regulations. Such amount shall be decided by the IM Board in accordance with Annual Budget approved by the Unitholders in accordance with the Trust Deed; Provided that any amount lent by the Trust to the Project Entity (regardless of the source of funding used by the Trust) for repayment of Sponsor loans shall also be considered under this head	(336.00)	(600.00)
5	Repayment of external debt at the Trust level (net of any new debt raised or refinancing of existing debt)	(1,999.90)	(1,428.50)
6	Income tax (if applicable) at the standalone Trust level	(33.15)	(42.71)
7	Any other adjustment to be undertaken by the IM Board to ensure that there is no double counting of the same item for the above calculations (release/creation of DSRA for borrowings availed)	331.79	(252.43)
	Total adjustments at the Trust level (B)	(4,455.36)	(5,077.89)
	Net Distributable Cash Flows (C)=(A+B)	4,260.19	4,187.00

(ii) Oriental Nagpur Betul Highway Limited ('ONBHL')

4,260.20

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Profit after tax as per Statement of Profit and Loss (A)	1,649.92	2,160.87
	Adjustments:		
2	Depreciation and amortisation as per Statement of Profit and Loss	10.14	12.47
3	Any amount received from tolls or annuities not recognised as income for the purposes of working out the Profit after tax	1,470.76	1,288.70
4	Decrease / (increase) in working capital	2,054.01	12.50
5	Interest on loans (if any) from Trust	600.68	603.44
6	Less: Any amount to be kept aside for DSRA, MMRA or any other reserve requirements as required by lenders	(43.35)	
7	Add: amount released from DSRA/MMRA or any other reserve in lieu of providing bank guarantee	132.90	
8	Proceeds from: • sale of, fixed assets (including investments) • repayment of any loans provided to any other party, to the extent the same are not already considered calculation of Profit after tax	-	360.00
9	Any other item of non-cash income (net of actual cash flows for these items)	(1,684.28)	(310.68)
10	Repayment of external debt (principal) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager, net of any debt raised by refinancing of existing debt or/and any new debt raised	(1,965.70)	(2,063.60)
11	Any other adjustment to be undertaken by the IM Board to ensure that there is no double counting of the same item for the above calculations - (amount set aside as reserve for payment of CSR, operation and maintenance expense / Loan advanced to Oriental Nagpur Bypass Construction Private Limited)	(267.78)	(165.40)
	Total Adjustments (B)	307.38	(262.55)
	Net Distributable Cash Flows (C)=(A+B)	1,957.30	1,898.30

	Net Distributable Cash Flows as per above	1,957.30	1,898.30
	Add: Proportionate principal repayment and interest payment proposed out of opening surplus as at 24 June 2019	19.03	45.40
	Net distributable cash flows	1,976.33	1,943.70

(iii) Oriental Nagpur Bypass Construction Private Limited ('ONBPCL')

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Profit/ (Loss) after tax as per Statement of Profit and Loss (A)	465.78	(150.20)
	Adjustments:		
2	Depreciation and amortisation as per Statement of Profit and Loss	547.53	440.05
3	Increase in working capital	(1.63)	(16.04)
4	Interest on loans (if any) from Trust	1,134.61	1,182.10
5	Any amount to be kept aside for DSRA, MMRA or any other reserve requirements as required by lenders	(10.08)	(7.46)
6	(Repayments)/proceeds from: • sale of, fixed assets (including investments) • repayment of any loans provided to any other party, to the extent the same are not already considered calculation of Profit after tax	(6.28)	(178.02)
7	Any other item of non-cash income (net of actual cash flows for these items)	101.22	(3.26)
8	Payment toward: • Capital expenditure incurred on the projects (if any) including payment to contractors for their claims • payment of claims (or retention of any amounts relating to such claims) related to Sponsors under the Sale and Transfer Agreement (only to the extent such amounts are not already covered in the Capital Expenditure item mentioned above).	(1.22)	(35.47)
9	Any provision or reserve deemed necessary by the IM Board for expenses which may be due in the next quarter but for which there may not be commensurate amounts available by the date such expenses become due provided such expenses are already included as a part of annual budget approved in accordance with the Trust Deed. (An amount set aside as reserve for payment of mobilization advance to Oriental InfraTrust)	34.31	(40.77)
	Total Adjustments (B)	1,798.46	1,341.13
	Net Distributable Cash Flows (C)=(A+B)	2,264.23	1,190.93

	Net Distributable Cash Flows as per above	2,264.23	1,190.93
	Add: Proportionate principal repayment and interest payment proposed out of opening surplus as at 24 June 2019	56.17	
	Net distributable cash flows	2,264.23	1,247.10

Statement of Net Distributable Cash Flows (Contd.)

(iv) Etawah Chakeri (Kanpur) Highway Private Limited ('ECKHPL')

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Loss after tax as per Statement of Profit and Loss (A)	(975.55)	(1,030.13)
	Adjustments:		
2	Depreciation and amortisation as per Statement of Profit and Loss	1,704.04	1,508.72
3	Increase in working capital	(1,168.68)	(1,427.43)
4	Interest on loans (if any) from Trust;	1,331.41	1,419.51
5	Add: Amount invested by the Trust in the Project Entity for service of debt or interest, through internal accruals to the extent allowed under the SEBI InvIT Regulations.	295.00	600.00
6	Amount released from DSRA/MMRA or any other reserve in lieu of providing bank guarantee	75.21	119.05
7	Any other item of non-cash expense (net of actual cash flows for these items)	1,893.81	1,468.36
8	Payment toward:	(26.34)	(9.72)
	• Capital expenditure incurred on the projects (if any) including payment to contractors for their claims		
	• payment of claims (or retention of any amounts relating to such claims) related to Sponsors under the Sale and Transfer Agreement (only to the extent such amounts are not already covered in the Capital Expenditure item mentioned above).		
9	Any provision or reserve deemed necessary by the IM Board for expenses which may be due in the next quarter but for which there may not be commensurate amounts available by the date such expenses become due provided such expenses are already included as a part of annual budget approved in accordance with the Trust Deed. (An amount set aside as reserve for the purpose of payment of interest expenses/loan repayment to Oriental InfraTrust).	14.49	(29.00)
	Total Adjustments (B)	4,118.94	3,649.49
	Net Distributable Cash Flows (C)=(A+B)	3,143.39	2,619.36
	Net Distributable Cash Flows as per above	3,143.39	2,619.36
	Add: Proportionate principal repayment and interest payment proposed out of opening surplus as at 24 June 2019	-	63.91
	Net distributable cash flows	3,143.39	2,683.27

(v) OSE Hungund Hospet Highways Private Limited ('OHHHPL')

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Loss after tax as per Statement of Profit and Loss (A)	(1,260.78)	(1,114.62)
	Adjustments:		
2	Depreciation and amortisation as per Statement of Profit and Loss	449.28	353.20
3	Increase in working capital	1.50	(13.71)
4	Interest on loans (if any) from Trust	1,578.92	1,486.92
5	Any amount to be kept aside for DSRA, MMRA or any other reserve requirements as required by lenders	(620.61)	(189.62)
6	Proceeds from	18.96	1,024.52
	• sale of fixed assets (including investments)		
	• repayment of any loans provided to any other party, to the extent the same are not already considered calculation of Profit After Tax		
7	Any other item of non-cash expense (net of actual cash flows for these items)	431.47	374.47
8	Payment toward	(3.89)	(0.07)
	• Capital Expenditure incurred on the projects (if any) including payment to contractors for their claims		
	• payment of claims (or retention of any amounts relating to such claims) related to Sponsors under the Sale and Transfer Agreement (only to the extent such amounts are not already covered in the Capital Expenditure item mentioned above).		
9	Any provision or reserve deemed necessary by the IM Board for expenses which may be due in the next quarter but for which there may not be commensurate amounts available by the date such expenses become due provided such expenses are already included as a part of annual budget approved in accordance with the Trust Deed. (An amount utilised from the reserves created in March 2020 for the repayment of Trust borrowings)	22.96	656.58
10	Any other adjustment to be undertaken by the IM Board to ensure that there is no double counting of the same item for the above calculations - (An amount set aside as reserve for interest payment for loan taken from Indore)	33.92	(33.92)
	Total Adjustments (B)	1,912.51	3,658.36
	Net Distributable Cash Flows (C)=(A+B)	651.73	2,543.75
	Net Distributable Cash Flows as per above	651.73	2,543.75
	Add: Proportionate principal repayment and interest payment proposed out of opening surplus as at 24 June 2019	10.60	350.71
	Net distributable cash flows	662.33	2,894.46

Disclosures pursuant to SEBI circulars (Paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 dated 29 November 2016 issued under the InvIT regulations)
(All amounts in ₹ millions unless otherwise stated)

Statement of Net Distributable Cash Flows (Contd)

(vi) Oriental Pathways (Indore) Private Limited ('OPIPL')

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Profit after tax as per Statement of Profit and Loss (A)	331.38	275.44
	Adjustments:		
2	Depreciation and amortisation as per Statement of Profit and Loss	448.41	398.61
3	Increase/Decrease in working capital	(28.07)	30.84
4	Interest on loans (if any) from Trust;	253.09	272.48
5	Proceeds from: <ul style="list-style-type: none">• sale of, fixed assets (including investments)• repayment of any loans provided to any other party, to the extent the same are not already considered calculation of Profit after tax	3.95	(461.83)
6	Cash released from DSRA/MMRA or any other reserve in lieu of providing BG	-	93.98
7	Any other item of non-cash expense / non-cash income (net of actual cash flows for these items)	(159.21)	(155.74)
8	Repayment of external debt (principal) / redeemable preference shares / debentures, etc., if deemed necessary by the Investment Manager, net of any debt raised by refinancing of existing debt or/and any new debt raised	(444.00)	(468.00)
9	Payment toward: <ul style="list-style-type: none">• Capital expenditure incurred on the projects (if any) including payment to contractors for their claims• payment of claims (or retention of any amounts relating to such claims) related to Sponsors under the Sale and Transfer Agreement (only to the extent such amounts are not already covered in the Capital Expenditure item mentioned above))	(8.27)	(2.55)
10	Any provision or reserve deemed necessary by the IM Board for expenses which may be due in the next quarter but for which there may not be commensurate amounts available by the date such expenses become due provided such expenses are already included as a part of annual budget approved in accordance with the Trust Deed - (An amount utilised from the reserves created in March 2021 for the repayment of Trust borrowings)	40.67	194.00
	Total Adjustments (B)	106.58	(98.21)
	Net Distributable Cash Flows (C)=(A+B)	437.95	177.23
	Net Distributable Cash Flows as per above	437.95	177.23
	Add: Proportionate principal repayment and interest payment proposed out of opening surplus as at 24 June 2019	153.76	219.99
	Net distributable cash flows	591.71	397.22

The accompanying notes form an integral part of the Consolidated financial statements.

This is the Statement of Net Distributable Cash Flows referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd-
Manish Agrawal
Partner
Membership No.: 507000

Place: New Delhi
Date: 27 May 2022

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited
(as Investment Manager of Oriental Infra Trust)

Sd-
Deepak Dasgupta
Director
DIN: 00457925

Sd-
Sanjit Bakshi
Director
DIN: 00020852

Sd-
Ashish Jasoria
Chief Financial Officer

Sd-
Jitendra Kumar
Chief Executive Officer

Place: New Delhi
Date: 27 May 2022

4 Property, plant and equipment

The changes in the carrying value of property, plant and equipment for the year ended 31 March 2021 and 31 March 2022 are as follows:

Description	Freehold Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipments	Computers	Air conditioners	Total
Gross block									
Balance as at 31 March 2020	3.68	1.76	237.83	2.36	6.33	4.00	0.75	0.42	257.13
Additions for the year	-	1.05	3.16	0.17	7.45	0.61	0.07	-	12.51
Disposals/adjustments for the year	-	-	(24.34)	-	-	-	-	-	(24.34)
Balance as at 31 March 2021	3.68	2.81	216.65	2.53	13.78	4.61	0.81	0.42	245.30
Additions for the year	-	-	53.37	0.01	3.89	0.92	0.20	-	58.39
Disposals/adjustments for the year	-	-	(43.85)	-	-	-	-	-	(43.85)
Balance as at 31 March 2022	3.68	2.81	226.17	2.54	17.67	5.53	1.01	0.42	259.84
Accumulated depreciation									
Balance as at 31 March 2020	-	0.14	29.15	0.52	1.71	1.12	0.30	0.09	33.03
Charge for the year	-	0.17	36.16	0.54	1.77	1.38	0.27	0.06	40.35
Disposals/adjustments for the year	-	-	(5.95)	-	-	-	-	-	(5.95)
Balance as at 31 March 2021	-	0.31	59.35	1.06	3.48	2.50	0.57	0.15	67.43
Charge for the year	-	0.62	32.48	0.47	3.53	1.18	0.15	0.04	38.47
Disposals/adjustments for the year	-	-	(3.14)	-	-	-	-	-	(3.13)
Balance as at 31 March 2022	-	0.94	88.69	1.53	7.02	3.68	0.72	0.19	102.77
Net block as at 31 March 2021	3.68	2.50	157.30	1.47	10.30	2.11	0.24	0.27	177.87
Net block as at 31 March 2022	3.68	1.88	137.48	1.01	10.65	1.85	0.29	0.23	157.07

Notes:

(i) For assets pledged as security, refer note 36.

5 Capital work-in-progress

The changes in the carrying value of capital work-in-progress for year ended 31 March 2021 and 31 March 2022 are as follows:

Particulars	Amount
Capital work-in-progress as at 31 March 2020	-
Add: additions during the year	35.30
Capital work-in-progress as at 31 March 2021	35.30
Less: transfer to property, plant and equipment during the year	(35.30)
Capital work-in-progress as at 31 March 2022	-

Ageing schedule of capital work-in-progress

As at 31 March 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-

As at 31 March 2021	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	35.30	-	-	-	35.30

Note:

For assets pledged as security, refer note 36.

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6 Intangible assets

The changes in the carrying value of intangible assets for the year ended 31 March 2021 and 31 March 2022 are as follows:

Description	Toll collection rights	Software	Total intangible assets
Gross block			
Balance as at 31 March 2020	94,147.12	0.36	94,147.48
Disposals/adjustments for the year	(479.40)	-	(479.40)
Balance as at 31 March 2021	93,667.72	0.36	93,668.08
Disposals/adjustments for the year	(351.56)	-	(351.56)
Balance as at 31 March 2022	93,316.16	0.36	93,316.52
Accumulated amortisation and impairment			
Balance as at 31 March 2020	7,369.95	0.00	7,369.95
Charge for the year	3,876.61	0.12	3,876.73
Impairment reversal for the year	(593.28)	-	(593.28)
Disposals/adjustments for the year	(4.18)	-	(4.18)
Balance as at 31 March 2021	10,649.10	0.12	10,649.22
Charge for the year	4,437.56	0.12	4,437.68
Impairment for the year	935.13	-	935.13
Disposals/adjustments for the year	(25.17)	-	(25.17)
Balance as at 31 March 2022	15,996.63	0.24	15,996.87
Net block as at 31 March 2021	83,018.62	0.24	83,018.86
Net block as at 31 March 2022	77,319.53	0.12	77,319.65

Notes:**(i) Contractual obligations**

Refer note 41 for disclosure of capital and other commitments for the acquisition of intangible assets.

(ii) Impairment loss

1) As per Ind AS 36 'Impairment of assets', management carried out the impairment assessment of Intangible assets (toll collection rights) and provided for an impairment loss of ₹ 935.13 millions (31 March 2021: ₹ 834.90 millions) basis the fair valuation conducted as per the future projected cash flows of the assets (after performing sensitivity analysis) during the year ended 31 March 2022. Further, reversal of impairment loss ₹ Nil (31 March 2021: ₹ 1,428.18 millions) also recognised basis the fair valuation conducted as per the future projected cash flows of the assets during the current period in respect of intangible assets of subsidiary companies of the Trust as mentioned in note 2. The recoverable value determined through value in use method in respect of intangible assets. The discount rate used for determining the recoverable value is 8.60% for year ended 31 March 2022 and 9.50 % for year ended 31 March 2021.

2) Statement showing recoverable value of following subsidiaries :

Recoverable value	Oriental Pathways (Indore) Private Limited	OSE Hungund Hospet Highways Private Limited	Total
31 March 2022	3,553.16	13,334.03	16,887.19
31 March 2021	4,339.40	14,680.50	19,019.90

(iii) For assets pledged as security, refer note 36.

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Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

7 Others non-current financial assets
Unsecured, considered good

Receivables under service concession arrangements (refer note (i) below)

Security deposits

Bank deposits with more than 12 months maturity*

As at 31 March 2022	As at 31 March 2021
24,773.41	25,387.53
9.90	9.83
5,193.14	3,587.51
29,976.45	28,984.87

*includes interest accrued but not due.

Notes:

 (i) **Movement of receivables under service concession arrangements:**
Opening balance

Add: Interest income on annuity receivable from National Highway Authority of India (NHAI)

Less: Transfer to other current financial assets (refer note 14)

Closing balance

25,387.53	26,957.86
3,818.40	4,043.82
4,432.52	5,614.15
24,773.41	25,387.53

(ii) Refer note 44 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 45 - Financial risk management for assessment of expected credit losses.

(iii) For assets pledged as security, refer note 36.

8 Non-current tax assets (net)

Advance income tax (net)

As at 31 March 2022	As at 31 March 2021
633.80	302.12
633.80	302.12

9 Other non-current assets
(Unsecured, considered good unless otherwise stated)

Capital advances to related parties (refer note 46)

Balance with statutory authorities*

Considered good

Considered doubtful

Less: Provision for doubtful receivable

Prepaid expenses

60.19	60.19
15.31	-
18.73	18.73
34.04	18.73
(18.73)	(18.73)
33.24	33.95
108.74	94.13

* includes deposit paid under protest with statutory authorities.

10 Current investments
Investment in Mutual Fund (quoted)^

Axis Liquid Fund- Direct Growth Plan- 53,418.52 units as at 31 March 2022 (31 March 2021: 1,608.80 units)

Axis UltraShort Term Fund- Direct Growth Plan- 1,598,783.94 units (31 March 2021: 32,893,166.22 units)

UTI Liquid Fund- 22,081 units as at 31 March 2022 (31 March 2021: 22,081 units)

Axis Mutual Fund (Axis Treasury Advantage Fund)- 252,292.43 units as at 31 March 2022 (31 March 2021 : 1,087,941.14 units)

Nippon India Low Duration Fund - Direct Growth - 217,432.61 units as at 31 March 2022 (31 March 2021 : Nil units)

Kotak Saving Fund - Direct Growth - 513,189.26 units as at 31 March 2022 (31 March 2021 : Nil units)

126.29	3.68
19.93	393.51
0.05	0.05
653.44	2,700.91
689.00	-
18.49	-
1,507.20	3,098.15

Aggregate amount and market value of quoted investments

1,507.20	3,098.15
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Notes:

For assets pledged as security, refer note 36.

^ These are measured at fair value through profit and loss (FVTPL)

11 Trade receivables

Trade receivables considered good - unsecured

Less : Provision for expected credit loss

Total

74.26	73.78
(36.42)	(39.04)
37.84	34.74

Notes:

(i) For assets pledged as security, refer note 36.

(ii) Refer note 44 - Financial risk management for assessment of expected credit losses.

(iii) The carrying values are considered to be a reasonable approximation of fair value.

Trade Receivable ageing schedule

As at 31 March 2022	Outstanding from the due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	21.42	7.23	-	45.61	74.26
Undisputed trade receivables – considered doubtful	-	-	-	-	(36.42)	(36.42)
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

As at 31 March 2021	Outstanding from the due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	16.12	0.32	45.94	-	73.78
Undisputed trade receivables – considered doubtful	-	-	-	(39.04)	-	(39.04)
Disputed trade receivables – considered good	-	-	-	-	-	-
Disputed trade receivables – considered doubtful	-	-	-	-	-	-

Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
12 Cash and cash equivalents		
Balances with banks:		
- in current accounts	710.22	729.98
- deposits with original maturity less than three months*	1,044.81	512.28
Cash on hand	3.35	8.01
	1,758.38	1,250.27
* Includes interest accrued but not due		
Notes:		
For assets pledged as security, refer note 36.		
13 Bank balances other than cash and cash equivalents		
Deposits with original maturity more than three months but less than twelve months*	571.38	15.08
	571.38	15.08
* Includes interest accrued but not due		
Notes:		
For assets pledged as security, refer note 36.		
14 Others current financial assets <i>(Unsecured, considered good unless otherwise stated)</i>		
Receivables under service concession arrangements (refer note (i) below)	5,602.88	5,343.40
Receivable from related parties (refer note 46)	2,595.76	2,599.83
Receivable against electronic toll collection (ETC) account		
Considered good	35.36	35.63
Credit impaired	6.28	6.28
	41.64	41.91
Less: allowance for expected credit loss	(6.28)	(6.28)
	35.36	35.63
Other receivables		
Considered good	0.02	0.08
Credit impaired	13.21	13.21
	13.23	13.29
Less: allowance for expected credit loss	(13.21)	(13.21)
	0.02	0.08
	8,234.02	7,978.94
Notes:		
(i) Movement of receivables under service concession arrangements:		
Opening balance	5,343.40	5,343.66
Add:		
Revenue from operations and maintenance of road (refer note 29)	211.66	201.58
Modification Gain on Annuity (refer note 29)	1,431.30	-
Transfer from other non-current financial assets (refer note 7)	4,432.52	5,614.15
Less:		
Tax deducted by National Highway Authority of India (NHAI) on annuity received	116.32	87.23
Annuity received from National Highway Authority of India (NHAI)	5,699.68	5,728.76
Closing balance	5,602.88	5,343.40
(ii) For assets pledged as security, refer note 36.		
(iii) The carrying values are considered to be a reasonable approximation of fair value.		
15 Other current assets <i>(Unsecured, considered good unless otherwise stated)</i>		
Supplier advances		
- to others	11.74	13.39
- to related parties (refer note 46)	28.90	53.11
Total supplier advances	40.64	66.50
Considered good	30.56	56.42
Considered doubtful	10.08	10.08
	40.64	66.50
Less: Provision for doubtful advances	(10.08)	(10.08)
	30.56	56.42
Advances to employees	-	0.11
Balances with statutory authorities		
Considered good	15.78	5.92
Considered doubtful	41.45	42.96
	57.23	48.88
Less: Provision for doubtful receivables	(41.45)	(42.96)
	15.78	5.92
Prepaid expenses	48.59	47.64
Total	94.93	110.09

Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

16 Equity

a) Initial settlement amount

As at 31 March 2022	As at 31 March 2021
0.02	0.02
0.02	0.02

b) Unit capital

583,078,789 (31 March 2021 : 583,078,789 units) of ₹100 each

58,307.88	58,307.88
58,307.88	58,307.88

(i) Terms/rights attached to unit capital :

Subject to the provisions of the InvIT Regulations, the Indenture of Fund, and applicable rules, regulations and guidelines, the rights of the unit holders include:

- The beneficial interest of each unitholder shall be equal and limited to the proportion of the numbers of the units held by that unitholder to the total number of units;
- right to receive income or distributions with respect to the units held;
- right to attend the annual general meeting and other meetings of the unit holders of the Fund;
- right to vote upon any matters / resolutions proposed in relation to the Fund;
- right to receive periodic information having a bearing on the operation or performance of the Fund in accordance with the InvIT Regulations ;
- right to apply to the Fund to take up certain issues at meetings for unit holders approval; and
- Right to receive additional information, if any, in accordance with InvIT documents filed with Placement Memorandum.

In accordance with the InvIT Regulations, no unit holders shall enjoy superior voting or any other rights over any other unit holders, and there shall not be multiple classes of units. There shall be only one denomination of units. Notwithstanding the above, subordinate units may be issued only to the Sponsor and its Associates, where such subordinate units shall carry only inferior voting or any other rights compared to the other units.

Under the provisions of the InvIT Regulations, not less than ninety percent of the net distributable cash flows of the Trust is required to be distributed to the unitholders, and in accordance with such statutory obligation the Trust has formulated a distribution policy to declare and distribute 100% of distributable cash flows to its unitholders once every quarter of a financial year. The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of the Trust under the InvIT Regulations and represent repayment of proportionate capital and share of profit.

Limitation to the Liability of the unit holders

The liability of each unit holders towards the payment of any amount (that may arise in relation to the Fund including any taxes, duties, fines, levies, liabilities, costs or expenses) shall be limited only to the extent of the capital contribution of such unit holders and after such capital contribution shall have been paid in full by the unit holders, the unit holders shall not be obligated to make any further payments. The unit holders(s) shall not have any personal liability or obligation with respect to the Fund.

(ii) Reconciliation of units outstanding at the beginning and at the end of the year :

Unit capital of ₹ 100 each fully paid up

Balance at the beginning of the year

Add: Units issued during the year

Balance at the end of the year

31 March 2022		31 March 2021	
No. of units	(₹ in million)	No. of units	(₹ in million)
58,30,78,789	58,307.88	58,30,78,789	58,307.88
-	-	-	-
58,30,78,789	58,307.88	58,30,78,789	58,307.88

(iii) Unitholders holding more than 5% of units of the Trust as at balance sheet date

Oriental Tollways Private Limited
BNR Investment Company Limited
Oriental Structural Engineers Private Limited
Asian Infrastructure Investment Bank

As on 31 March 2022		As on 31 March 2021	
No. of units	% holding	No. of units	% holding
26,25,45,069	45.03%	26,25,45,069	45.03%
14,56,00,000	24.97%	14,56,00,000	24.97%
8,99,33,720	15.42%	8,99,33,720	15.42%
3,44,00,000	5.90%	3,44,00,000	5.90%

(iv) There were no units issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue and/or brought back since the date of incorporation.

17 Other equity

Capital Reserve
Retained earnings

As at 31 March 2022	As at 31 March 2021
1,643.50	1,643.50
(8,931.51)	(6,172.52)
(7,288.01)	(4,529.02)

Description of nature and purpose of each reserve:

Capital reserve

Capital reserve is a reserve of a corporate enterprise which is not available for distribution as dividend. The reserve is created on a gain on bargain purchase arising in a business combination where clear evidence of the underlying reasons does not exist for classifying business combination as a bargain purchase.

Retained earnings

Retained earnings are created from the profit / loss of the Group, as adjusted for distributions to owners, transfers to other reserves, etc.

18 Non-current borrowings

Secured

Term loans from banks
Debentures

- 9.00% Redeemable non-convertible debentures
- 8.28% Redeemable non-convertible debentures
- 8.78% Redeemable non-convertible debentures
- 9.50% Redeemable non-convertible debentures

Total Non-current borrowings (excluding current maturities)

Current maturities of long-term borrowings (refer note 23)

-Term loans from banks
-Non-convertible debentures

Total Non-current borrowings

22,298.77	24,246.54
856.89	960.81
14,604.88	16,378.75
1,606.10	1,801.08
661.10	733.93
40,027.74	44,121.11
1,947.77	1,943.39
2,145.61	2,385.48
44,121.12	48,449.98

a Refer note 43 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 44 - Financial risk management for assessment of expected credit losses.

b For terms and conditions refer note 18 (i).

c Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:

Particulars	Non-current borrowings (including current maturities of long- term debt)
Balance as at 31 March 2020	52,273.53
Cash flows:	
Repayment of borrowings	(3,960.10)
Non-cash:	
Impact of amortised cost adjustment for borrowings	136.55
Balance as at 31 March 2021	48,449.98
Cash flows:	
Repayment of borrowings	(4,328.86)
Balance as at 31 March 2022	44,121.12

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	As at 31 March 2022	As at 31 March 2021
19 Other non-current financial liabilities		
Security deposit	0.04	0.04
Deferred payment liabilities - payable to National Highway Authority of India ('NHAI') for toll collection rights	12,302.88	12,791.58
	12,302.92	12,791.62
(i) Refer note 43 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 44 - Financial risk management.		
20 Non-current provisions		
Provision for employee benefits		
Gratuity (refer note 39)	23.80	18.99
Compensated absence (refer note 39)	4.72	4.22
Other provisions		
Major maintenance obligation	1,599.83	1,354.13
	1,628.35	1,377.34
Notes:		
(i) Information about individual provisions and significant estimates		
(a) Provision for major maintenance obligation		
Each SPV of the Group is required to operate and maintain the project highway during the entire concession period and hand over the project back to National Highway Authority of India ('NHAI') as per the maintenance standards prescribed in respective concession arrangements. For this purpose, a regular maintenance along with periodic maintenances is required to be performed. Normally periodic maintenance includes resurface of pavements, repair of structures and other equipments and maintenance of service roads. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of matching cost concept and based on technical estimates, a provision for major maintenance expenses is reviewed and is provided for in the accounts annually. Considering that the expense to be incurred depends on various factors including the usage, wear and tear of the highway, bituminous overlay, etc, it is not possible to estimate the exact timing and the quantum of the cash flow. The management does not expect any re-imburement towards the expenses to be incurred.		
(b) For disclosures required related to provision for employee benefits, refer note 39 - Employee benefit obligations		
(ii) Movement in major maintenance obligation during the financial year :		
- Non-current	1,599.83	1,354.13
- Current	633.56	144.59
Total provision	2,233.39	1,498.72
		Major maintenance obligation
Balance as at 31 March 2020		1,146.30
Additions during the year		429.64
Increase in the discounted amount arising from the passage of time and effect of any change in discount rate		88.84
Transfer to short term provisions		(144.59)
Utilised during the year		(166.06)
Balance as at 31 March 2021		1,354.13
Additions during the year		752.83
Increase in the discounted amount arising from the passage of time and effect of any change in discount rate		134.99
Transfer to short term provisions		(633.56)
Utilised during the year		(8.56)
Balance as at 31 March 2022		1,599.83
	As at 31 March 2022	As at 31 March 2021
21 Other non-current liabilities		
Advance received from related party (refer note 46)	15.31	-
	15.31	-

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	As at 31 March 2022	As at 31 March 2021
22 Deferred tax liabilities (net)		
Deferred tax liability arising on account of :		
Timing difference on amortisation of intangible assets	3,779.46	4,020.64
Adjustment on account of annuity receivable	3,588.18	3,067.56
Adjustment on account of upfront fees on borrowings	12.77	12.77
Provision for major maintenance obligation	45.84	-
Fair valuation of investments	10.82	-
Deferred tax asset arising on account of :		
Timing difference on depreciation of property, plant and equipment	(2.33)	(2.19)
Provision for major maintenance obligation	-	(20.92)
Tax credit (minimum alternative tax)	(3,127.33)	(2,599.07)
Deferred tax liabilities (net)	4,307.41	4,478.79

Movement in deferred tax liabilities (net)

Particulars	01 April 2021	Recognised Statement of Profit and Loss	31 March 2022
Liabilities			
Timing difference on amortisation of intangible assets	4,020.64	(241.18)	3,779.46
Adjustment on account of annuity receivable	3,067.56	520.62	3,588.18
Adjustment on account of upfront fees on borrowings	12.77	-	12.77
Fair valuation of investments	-	10.82	10.82
Assets			
Timing difference on depreciation of property, plant and equipment	(2.19)	(0.14)	(2.33)
Provision for major maintenance obligation	(20.92)	66.76	45.84
Tax credit (minimum alternative tax)	(2,599.07)	(528.26)	(3,127.33)
	4,478.79	(171.38)	4,307.41

Particulars	01 April 2020	Recognised Statement of Profit and Loss	31 March 2021
Liabilities			
Timing difference on amortisation of intangible assets	4,817.28	(796.64)	4,020.64
Adjustment on account of annuity receivable	2,984.89	82.67	3,067.56
Adjustment on account of upfront fees on borrowings	12.77	-	12.77
Assets			
Timing difference on depreciation of property, plant and equipment	(0.79)	(1.40)	(2.19)
Provision for major maintenance obligation	(18.39)	(2.53)	(20.92)
Tax credit (minimum alternative tax)	(2,172.70)	(426.37)	(2,599.07)
	5,623.06	(1,144.27)	4,478.79

	As at 31 March 2022	As at 31 March 2021
23 Current borrowings		
Current maturities of non-current borrowings (also refer note 18):		
-Term loan from banks and financial institutions	1,947.77	1,943.39
-Non-convertible debentures	2,145.61	2,385.48
	4,093.38	4,328.87

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24 Trade payables

	As at 31 March 2022	As at 31 March 2021
Total outstanding dues of micro and small enterprises (refer note (iii) below)	18.96	11.59
Total outstanding dues to creditors other than micro and small enterprises		
-Related parties (refer note 46)	192.66	188.99
-Others	54.72	112.76
Total	247.38	301.75
Total trade payables	266.34	313.34

Note:

- (i) Refer note 43 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 44 - Financial risk management.
- (ii) The carrying values are considered to be a reasonable approximation of fair value.
- (iii) **Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006**

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Group, the following are the details:

	As at 31 March 2022	As at 31 March 2021
a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	18.05	10.69
b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.91	0.90
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Trade Payable ageing schedule

As at 31 March 2022	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, small and medium enterprises	11.20	2.06	-	5.40	18.66
Others	204.15	20.03	8.18	15.34	247.70
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-

As at 31 March 2021	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, small and medium enterprises	45.45	5.10	3.11	2.29	55.95
Others	180.64	35.01	16.61	25.15	257.40
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-

25 Other current-financial liabilities

Deferred payment liabilities - payable to National Highway Authority of India (NHAI) for toll collection right	1,350.27	920.38
Retention money	11.87	11.87
Interest accrued	4.35	4.80
Claim received against Bank Gurantee - (NHAI)	2,595.70	2,595.70
Employee payable	14.67	15.30
Other payable	122.01	77.66
Deferred Liability payable to Oriental Structural Engineers Private Limited (refer note 46)	1,548.34	-
Claim payable to Oriental Structural Engineers Private Limited (OSEP)	364.29	-
	6,011.50	3,625.71

- (i) Refer note 43 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 44 - Financial risk management for assessment of expected credit losses

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Oriental Infra Trust**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022**

(All amounts in ₹ millions unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
26 Other current liabilities		
Deferred income	14.05	10.29
Mobilisation advance from National Highway Authority of India ('NHAI')	31.41	94.46
Payable to statutory authorities	45.10	25.02
	90.56	129.77
27 Provisions		
Provision for employee benefits		
Gratuity (refer note 39)	2.11	1.39
Compensated absence (refer note 39)	0.39	0.39
Other provisions		
Major maintenance obligation (refer note 20(ii))	633.56	144.59
	636.06	146.37
(i) For disclosures related to provision for employee benefits, refer note 39 - Employee benefit obligations.		
28 Current tax liabilities (net)		
Provision for income tax (net)	-	8.63
	-	8.63

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19(i) For repayment terms and security details of the outstanding non-current borrowings (including current maturities) refer the table below:

S.No.	Nature of borrowing	Name of entity	As at		Repayment terms and security disclosure
			31 March 2022	31 March 2021	
1	Indian rupee term loans from banks	Oriental Infratrust	24,246.54	26,189.93	<p>Rate of interest and repayment terms: 'Indian rupee term loan from banks of ₹ 24,246.54 millions (31 March 2021: ₹ 26,189.93 millions) which carries weighted average interest rate of @ 7.38% (31 March 2021: 8.37% p.a) linked to 1 year MIBOR+ spread, the interest rates will reset on an annual basis. The said loan is repayable in 53 structured quarterly instalments starting from 31 March 2020 and ending on 31 March 2033.</p> <p>The term loan is secured by: a) first charge on all the assets of the Group, both present and future; b) first charge on the assets of the subsidiaries (except for Oriental Nagpur Betul Highway Limited ('ONBHL'), but excluding the project assets as defined under the concession agreements); c) first charge on all insurance/termination proceeds of borrower and any of its Subsidiaries, present and future; d) first charge on any intercompany loans among the borrower and any of its Subsidiaries; e) Pledge over 51% of shares of the subsidiaries (except for ONBHL) held by the InvIT and Non-Disposal Undertakings ('NDU') on the balance shares and NDU over 49.0% shares of ONBHL held by InvIT subject to compliance of section 19(2) of Banking Regulation Act. Pledged shares to be free from any restrictive covenants or other encumbrance under any contract including shareholder agreement /JV/ transfer of shares etc. In case of single lender, shares not pledged shall be held in Non-Disposal Undertakings/ power of attorney form; f) first charge on assignment of the loans extended by the Borrower to the Subsidiaries from the proceeds of the InvIT loans subject to appropriate clarifications/ approvals from National Highway Authority of India ('NHAI'); g) first charge on over the loans extended by borrower to the subsidiaries from proceeds of InvIT loans and receivables from such loans, with a power of attorney issued by borrower permitting the lenders to exercise all rights of borrower against the subsidiaries in respect of transaction documents (including concession agreements, issuing notices to NHAI etc.); h) first charge on all concession / substitution and other project agreements (except ONBHL), i) first charge on designated account of Trust into which surplus cash flows of ONBHL, shall be deposited after meeting its escrow water fall requirements and j) Corporate guarantee of all the Subsidiaries (except ONBHL).</p>
2	Non-convertible debentures	Oriental Nagpur Betul Highways Limited	19,140.66	21,083.75	<p>Rate of interest and repayment terms: The Group has issued secured, rated and listed non-convertible debentures as follows: Series A - ₹ 16,378.75 millions (31 March 2021- ₹ 18,042.16 millions) at an interest rate of 8.28 % (31 March 2021- 8.28 %) which are repayable in 27 half yearly installments commencing from 30 March 2017 Series B - ₹ 1,801.08 millions (31 March 2021- ₹ 1,983.97 nil millions) at an interest rate of 8.78 % (31 March 2021- 8.78 %) which are repayable in 27 half yearly installments commencing from 30 March 2017 Series C- ₹ 960.83 millions (31 March 2021- ₹ 1,057.62 millions) at an interest rate of 9.00 % (31 March 2021- 9.00%) which are repayable in 25 half yearly installments commencing from 30 March 2018</p> <p>Debentures are secured by way of: a) Exclusive charge on all the movable and immovable assets of the issuer (other than project assets, as defined in the concession arrangement), both present and future; b) Exclusive charge on present and future book debts, operating cash flows, receivables, commissions, revenues of the whatsoever nature and wherever arising, present and future; c) Exclusive charge on all intangible assets including but not limited to goodwill, undertakings, uncalled capital and intellectual property right of the issuer, both present and future assets; d) Exclusive charge on all bank accounts (both present and future) including the escrow accounts to be established by the issuer and each of the other accounts including debt service reserve account (DSRA) required to be created by the issuer under any project document; e) first pari passu charge by way of pledge of shares not exceeding 49% of the equity share capital of the Group held by the pledgers in the Group till the final redemption date; f) first pari passu charge by way of shares of not exceeding an additional 2% of the equity shares of the Group held by the pledgers in the Group from the additional pledge date till final redemption date; and g) assignment by way of security in: 1. all the rights, title, interest, benefits, claims and demands whatsoever of the Group in the project arrangements. 2. the rights, title and interest of the Group in, to and all the governmental approvals. 3. all the rights, title, interest, benefits, claims and demands whatsoever of the Group in any letter of credit, guarantee including contractor's guarantees and liquidated damages; and 4. all the rights, title, interest, benefits, claims and demands whatsoever of the Group under all insurance contracts.</p>

S.No.	Nature of borrowing	Name of entity	As at		Repayment terms and security disclosure
			31 March 2022	31 March 2021	
3	Non-convertible debentures	Oriental Pathways (Indore) Private Limited	733.92	1,176.30	<p>Rate of interest and repayment terms: The Group has issued unrated unlisted non-convertible debentures amounting to ₹ 733.92 millions (31 March 2021 - ₹ 1,176.30 millions) at an interest rate of 9.50% which are repayable in 101 structured monthly installements commencing from 30 April 2016 and ending on 30 August 2024.</p> <p>Debentures are secured by way of: a) First ranking pari passu charge of all Group's immovable and movable properties, both present and future; b) All the rights, titles, permits, approvals, clearances and interests of the Group in respect of all assets of the Project; c) All insurance contracts, insurance proceeds, contractor guarantees, performance bonds and liquidated damages; d) All revenues, receivables of the borrower along with borrower's escrow accounts; e) Pledge of 51% paid up equity of the Group held by Oriental Strucutral Engineers Private Limited, the Ultimate Holding Group ('OSE') and Oriental Tollways Private Limited, the Holding Group ('OTPL'); and f) First ranking charge over the termination payments recieved by the issuer from National Highway Authority of India ('NHAI') pursuant to concession arrangement.</p>

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		For the year ended 31 March 2022	For the year ended 31 March 2021
29	Revenue from operations		
	Operating revenue		
	Income arising out of toll collection	10,238.57	8,455.68
	Interest income on annuity receivable from National Highway Authority of India ('NHAI')	3,818.40	4,043.82
	Revenue from operations and maintenance of road	211.66	201.58
	Other operating revenues		
	Utility shifting and change of scope income	285.14	328.50
	Modification gain on annuity (refer note 59)	1,431.30	-
	Claim received from NHAI (refer note 59)	5,853.45	-
		21,838.52	13,029.58
30	Other income		
	Interest income		
	Bank deposits	257.08	248.56
	Others	0.94	0.92
	Other non-operating income		
	Insurance claims	5.76	5.91
	Gain on investments carried at fair value through profit or loss (net)	115.32	217.55
	Gain on sale of property, plant and equipment (net)	0.10	6.49
	Excess provisions written back	8.04	99.86
	Modification gain on financial liability	77.30	-
	Miscellaneous income	30.50	18.54
		495.04	597.83
31	Operating expenses		
	Utility shifting expenses and change of scope expenses	321.57	320.45
	Toll operation and maintenance expenses	344.95	364.91
	Provision for major maintenance obligation	752.83	429.64
	Project management expenses (refer note 58)	528.48	381.81
	Claim expenses (refer note 46)	7,384.05	-
		9,331.88	1,496.81
32	Employee benefits expense		
	Salary, wages and bonus *	206.79	207.99
	Contribution to provident and other funds	23.86	23.75
	Staff welfare expenses	11.30	11.56
		241.95	243.30
	* For disclosures related to provision for employee benefits, refer note 39 - Employee benefit obligations		
33	Finance costs		
	Interest expense		
	- term loans and debentures	4,013.75	4,672.39
	- on deferred payment liabilities - payable to National Highway Authority of India ('NHAI')	287.32	234.40
	- others	2.94	2.36
	Finance and bank charges	58.20	18.33
	Unwinding finance cost on deferred payment to National Highway Authority of India ('NHAI') for purchase of right to charge users of toll road	979.10	1,058.50
	Unwinding of discount on provisions and financial liabilities carried at amortised cost	134.99	88.84
		5,476.30	6,074.82

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	For the year ended 31 March 2022	For the year ended 31 March 2021
34 Depreciation and amortisation expense		
Depreciation of property, plant and equipment (refer note 4)	38.47	40.35
Amortisation of intangible assets (refer note 6)	4,437.68	3,876.73
	4,476.15	3,917.08
35 Other expenses		
Power, fuel and water charges	84.68	79.87
Legal and professional fees	80.48	73.24
Travelling and conveyance	7.19	6.86
Insurance expenses	78.09	74.66
Rent (refer note 40)	0.92	0.89
Rates and taxes	1.23	9.53
Communication expenses	4.62	3.99
Vehicle running expenses	5.03	11.11
Printing and stationary	1.02	1.86
Balances written off	2.34	0.14
Allowance for expected credit loss	-	33.83
Investment manager fees (refer note 58)	138.98	92.05
Rating expenses	14.56	6.00
Corporate social responsibility (refer note 35A)	60.88	69.87
Claim expense	18.13	31.50
EHS expenses	10.97	9.31
Miscellaneous expenses	19.57	44.14
	528.70	548.85

35A Corporate social responsibility

Pursuant to provisions of section 135 of the Companies Act 2013 ('the Act') are applicable on few subsidiaries of the Trust. In accordance with the provisions of section 135 of the Act, the Board of Directors of the respective subsidiaries of the Trust had constituted CSR Committee. The details for CSR activities are as follows: (refer note 42)

	For the year ended 31 March 2022	For the year ended 31 March 2021
(a) Amount required to be spent by the Company during the year	60.88	69.87
(b) Amount of expenditure incurred	16.50	0.14
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall	-	-
(e) Reason for Shortfall	-	-
(f) Nature of CSR activities	-	-
Particulars		
A Eradicating hunger, poverty and malnutrition, promoting health care including preventive health and sanitation [including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water.	-	-
B Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.	-	-
C Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water [including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga].	5.70	0.14
D Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.	-	-
E Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports.	-	-
F Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.	-	-
Notes:		
(i) The Company carries provisions for corporate social responsibility expenses for the current year and previous year.	114.10	69.73
(ii) The Company does not wish to carry forward any excess amount spent during the year.		
(iii) The Company does not have any ongoing projects as at 31 March 2022 and 31 March 2021.		
(iv) Out of the unspent amount of ₹ 114.10 millions (31 March 2021 ₹ 69.73 millions, subsidiaries of Trust have subsequently deposited entire amount in scheduled bank of respective subsidiary.		

36 Assets pledged as security

Particulars	As at 31 March 2022	As at 31 March 2021
Current		
Investments	1,507.20	3,098.15
Trade receivables	37.84	34.74
Cash and cash equivalents and bank balances	2,329.76	1,265.35
Other financial assets	2,631.14	2,635.53
Other current assets	94.93	110.09
Total current assets pledged as security	6,600.86	7,143.86
Non-current		
Property, plant and equipment and capital work-in-progress	157.07	213.18
Intangible assets	77,319.65	83,018.86
Other non-current financial assets	5,203.03	3,597.34
Non-current tax assets (net)	633.80	302.12
Other non-current assets	108.74	94.14
Total non-currents assets pledged as security	83,422.30	87,225.64
Total assets pledged as security	90,023.16	94,369.50

For the year ended 31 March 2022	For the year ended 31 March 2021
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37 Tax expense

(i) Income tax expense recognised in Statement of Profit and Loss

Current tax	695.97	606.78
Deferred tax	(171.38)	(1,144.27)
	524.59	(537.49)

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate and the reported tax expense in profit or loss are as follows :

Profit before tax	1,343.45	1,939.83
Income tax using the Group's domestic tax rate *	34.94%	34.94%
Expected tax expense [A]	469.46	677.86

Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense

Tax impact of exempt income pursuant to tax holiday	(307.25)	(230.62)
Impact of utilization of brought forward losses on which DTA not created earlier due to available tax exemption pursuant to tax holiday	(514.19)	(726.80)
Deferred tax asset not recognised due to absence of certainty of realisability	1,148.73	763.19
Minimum Alternate Tax (MAT) credit recognized	(528.26)	(426.37)
Impact of MAT Credit not being availed due to uncertainty of realizability	256.10	74.76
Deferred tax liability reversed pursuant to change in tax holiday period	-	(669.51)
Total adjustments [B]	55.13	(1,215.35)

Actual tax expense [C=A+B]

524.59	(537.49)
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* Domestic tax rate applicable to the Group has been computed as follows:

Base tax rate	30%	30%
Surcharge (% of tax)	12%	12%
Cess (% of tax)	4%	4%
Applicable rate	34.94%	34.94%

Tax rate applicable on the project SPV's have been considered for the purpose of above disclosure.

Unused tax losses and credits:**- Unused tax losses:**

Unused tax losses for which no deferred tax asset has been recognised*	13,387.77	13,174.10
Potential tax benefit @ 34.944% (31 March 2020 : 34.944%)	4,678.22	4,603.56

Unused business loss can be carried forward based on the year of origination as follows:

Financial year of origination	Financial year of expiry	As at 31 March 2022	As at 31 March 2021
31 March 2014	31 March 2022	-	175.42
31 March 2015	31 March 2023	259.65	291.07
31 March 2016	31 March 2024	-	391.68
31 March 2017	31 March 2025	1,944.14	2,102.59
31 March 2018	31 March 2026	2,727.36	2,727.36
31 March 2019	31 March 2027	2,029.18	2,324.88
31 March 2020	31 March 2028	2,437.47	2,437.47
31 March 2021	31 March 2029	2,723.63	2,723.63
31 March 2022	31 March 2030	1,266.34	-
		13,387.77	13,174.10

- Unabsorbed depreciation:

Unabsorbed depreciation for which no deferred tax asset has been recognised*

5,754.86 5,046.91

Potential tax benefit @ 34.944% (31 March 2020 : 34.944%)

2,010.98 1,763.59

Unabsorbed depreciation carried forward based on the year of origination as follows:

Financial year of origination	Financial year of expiry	As at 31 March 2022	As at 31 March 2021
31 March 2013	Infinite period	491.39	491.39
31 March 2014	Infinite period	870.38	870.38
31 March 2015	Infinite period	1,151.54	1,151.54
31 March 2016	Infinite period	15.15	15.15
31 March 2017	Infinite period	939.64	939.64
31 March 2018	Infinite period	841.23	841.23
31 March 2019	Infinite period	33.24	33.24
31 March 2020	Infinite period	681.63	681.63
31 March 2021	Infinite period	22.87	22.69
31 March 2022	Infinite period	707.78	-
		5,754.86	5,046.91

- Minimum alternate tax ('MAT'):

Unused MAT credit

168.36 74.76

There are unused minimum alternate tax credits as mentioned below which have not been recognized as an asset in the books of accounts considering the Group believes that it is not probable that the same can be utilized during the specified allowable year against the future taxable profits to be computed as per the normal provisions of the Income Tax Act, 1961:

Financial year of origination	Financial year of expiry	Amount	Amount
31 March 2020	31 March 2035	51.18	51.18
31 March 2021	31 March 2036	23.58	23.58
31 March 2022	31 March 2037	93.60	-
		168.36	74.76

38 Earnings per unit

Net profit attributable to equity shareholders

818.86 2,477.32

Number of weighted average equity shares (Nominal value of ₹ 100 each)

-Basic (₹)

58,30,78,789 58,30,78,789

-Diluted (₹)

58,30,78,789 58,30,78,789

Earnings per unit - after exceptional items and tax

-Basic (₹)

1.40 4.25

-Diluted (₹)

1.40 4.25

39 Disclosure relating to employee benefits pursuant to Ind AS 19 - Employee Benefits

Particulars	31 March 2022		31 March 2021	
	Current	Non-current	Current	Non-current
Provisions:				
Gratuity	2.11	23.80	1.39	18.99
Compensated absence	0.39	4.72	0.39	4.22
Total	2.50	28.52	1.78	23.22

A Disclosure Contribution plan

The Group's contribution to the employees provident fund is deposited with the provident fund commissioner which is recognised by the Income Tax authorities. The Group recognised ₹ 19.87 million (31 March 2021: ₹ 19.51 million) for provident fund contribution and the Group's contribution to the Employee State Insurance Corporation Fund is deposited with Authority which is recognised by the Income Tax authorities. The company recognised ₹ 3.99 million (31 March 2021: ₹ 4.24 million) for Employee State Insurance Corporation in the consolidated statement of profit or loss.

B Disclosure benefit plan

Gratuity (funded)

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The gratuity plan provides a lump sum payments to vested employees at retirement, death, incapacitation or termination of employment. The Group provides for gratuity, based on actuarial valuation as of the balance sheet date. Vesting occurs upon completion of 5 years of service.

Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follows:

- (a) **Salary increases** - Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- (b) **Investment risk** - If plan is funded then assets / liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- (c) **Discount rate** - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- (d) **Mortality and disability** - Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- (e) **Withdrawals** - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact liability.

(i) **Amount recognised in the Statement of Profit and Loss is as under:**

Description	31 March 2022	31 March 2021
Current service cost	4.43	3.77
Interest cost	1.23	0.77
Net impact on profit (before tax)	5.66	4.54
Actuarial loss recognised during the year	1.05	5.04
Amount recognised in total comprehensive income	6.71	9.58

(ii) **Change in the present value of obligation:**

Description	31 March 2022	31 March 2021
Present value of defined benefit obligation as at the beginning of the year	21.89	12.61
Current service cost	4.44	3.77
Interest cost	1.33	0.87
Benefits paid	(1.19)	(0.40)
Actuarial loss	1.05	5.04
Present value of defined benefit obligation as at the end of the year	27.52	21.89

(iii) **Movement in the plan assets recognised in the Balance Sheet is as under:**

Description	31 March 2022	31 March 2021
Fair value of plan assets at the beginning of the year	1.51	1.41
Actual return on plan assets	0.10	0.10
Actuarial gain/ (loss)	-	-
Fair value of plan assets at the end of the year	1.61	1.51

(iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

Description	31 March 2022	31 March 2021
Present value of funded obligation as at the end of the year	27.52	21.89
Fair value of plan assets as at the end of the year funded status	1.61	1.51
Unfunded/funded net liability recognized in balance sheet	25.91	20.38

(v) Breakup of actuarial (gain)/loss:

Description	31 March 2022	31 March 2021
Actuarial loss from change in demographic assumption	-	-
Actuarial loss from change in financial assumption	(1.00)	-
Actuarial loss from experience adjustment	2.05	5.04
Total actuarial loss	1.05	5.04

(vi) Actuarial assumptions:

Description	31 March 2022	31 March 2021
Discount rate-range	7.18%	6.80%
Rate of increase in compensation levels-range	5.50%	5.50%
Retirement age	58.00	58.00

Notes:

- 1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vii) Sensitivity analysis for gratuity liability:

Description	31 March 2022	31 March 2021
Impact of change in discount rate		
Present value of obligation at the end of the year	27.52	21.89
- Impact due to increase of 0.50% - 1 %	(1.63)	(1.37)
- Impact due to decrease of 0.50% - 1 %	1.80	1.51
Impact of change in salary increase		
Present value of obligation at the end of the year	27.52	21.89
- Impact due to increase of 0.50% - 1 %	1.82	1.53
- Impact due to decrease of 0.50% - 1 %	(1.66)	(1.39)

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous years.

(viii) Maturity profile of defined benefit obligation:

Description	31 March 2022	31 March 2021
Within next 12 months	2.11	1.39
Between 1-5 years	3.96	3.21
Beyond 5 years	21.45	17.29
	27.52	21.89

B Compensated absence

Amount recognised in the Statement of Profit and Loss is as under:

Description	31 March 2022	31 March 2021
Current service cost	0.98	1.02
Interest cost	0.31	0.20
Actuarial loss/(gain) recognised during the year	(0.42)	0.69
Amount recognised in the Statement of Profit and Loss	0.88	1.91

40 Information on lease transactions pursuant to Ind AS 116 - Leases

"The Group has leased some of its premises to a third party under cancellable lease agreement that qualifies as an operating lease. Rental income for operating leases for the year ended 31 March 2022 and year ended 31 March 2021 aggregate to ₹ 0.30 million, ₹ 0.27 million respectively.

The Group is a lessee under various short term leases. Rental expense for operating leases for the year ended 31 March 2022 and year ended 31 March 2021 aggregate to ₹ 0.92 million, ₹ 0.89 million respectively.□

41 Capital and other commitments

Particulars	As at 31 March 2022	As at 31 March 2021
Estimated project cost for construction of highway committed to be executed *	728.66	728.66
Total	728.66	728.66

* One of the subsidiary of the Trust was required to complete certain work under Concession Agreement, which could not be completed due to the fact that some portions of land for service roads and other works was not handed over to the SPV by National Highways Authority of India ('NHAI'). The estimated cost for completing balance service roads and other works as on 11 September 2015 was ₹ 630.00 millions as per Engineering, Procurement and Construction ('EPC') contract entered by the SPV. The SPV had given adjustable advance to EPC contractor of ₹ 60.00 millions for these pending work. However, the contract with EPC contractor stands terminated in financial year ended 31 March 2016 due to inordinate delay in making available of balance land. The SPV will enter into fresh contract for balance work on competitive terms as and when required.

The SPV is eligible for escalation claim from NHAI for delay in handing over the land for service roads and another works. In the event that the land for balance work is not handed over by NHAI, SPV will be liable to pay the value of work not completed as per Concession Arrangement to NHAI.

42 Contingent liabilities and claims

Particulars	As at 31 March 2022	As at 31 March 2021
Income tax cases in respect of which Group is in appeals	1,273.90	1,288.66
Penalty pursuant to Section 135 (7) of Companies Act 2013 (refer note below)	21.04	-
Total	1,294.94	1,288.66

Notes:

- One of the subsidiary company of Oriental InfraTrust was required to deposit unspent amount pertaining to said ongoing project amounting to ₹ 3.19 millions in a special account within a period of 30 days from the end of the financial year ended 31 March 2021 in accordance with section 135 of Companies Act 2013. However, due to the pending lenders approval (as required under the loan financing documents) the aforesaid amount was deposited on 04 August 2021. Basis the assessment done the management and independent legal opinion obtained from legal expert, management of the subsidiary company is of the opinion that there is low possibility of levy of any penalty as per section-135(7) of Companies Act 2013.
- One of the subsidiary company of Oriental InfraTrust was required to incur a CSR liability of ₹ 14.06 millions pursuant to section 135 of Companies Act 2013 read with Companies (CSR Policy) Rules, 2014 made thereunder. However, basis the assessment done the management and independent legal opinion obtained from legal expert, management of the subsidiary company is of the opinion that subsidiary is not required to record any CSR liability for the financial year ended 31 March 2022 and there is low possibility of levy of any penalty as per section-135(7) of Companies Act 2013.
- Pursuant to judgement by the Hon'ble Supreme Court of India dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, should include certain allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies and accordingly, the Group has not provided for any liability on account of this.

43 Fair value disclosures

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value are divided into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets measured at fair value - recurring fair value measurements:

As at 31 March 2022	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through profit and loss	1,507.20	-	-	1,507.20
As at 31 March 2021	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through profit and loss	3,098.15	-	-	3,098.15

Valuation process and technique used to determine fair value

The fair value of investments in mutual fund units is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at each reported balance sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

(ii) Fair value of instruments measured at amortised cost:

Fair value of instruments measured at amortised cost for which fair value is disclosed as follows using Level 3 inputs:

Particulars	Level	As at 31 March 2022		As at 31 March 2021	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Receivables under service concession arrangements	Level 3	30,376.29	30,376.29	30,730.93	30,730.93
Other financial assets	Level 3	7,834.17	7,834.17	6,232.88	6,232.88
Investments	Level 3	1,507.20	1,507.20	3,098.15	3,098.15
Trade receivables	Level 3	37.84	37.84	34.74	34.74
Cash and cash equivalents	Level 3	1,758.38	1,758.38	1,250.27	1,250.27
Bank balances other than cash and cash equivalents above	Level 3	571.38	571.38	15.08	15.08
Total financial assets		42,085.26	42,085.26	41,362.05	41,362.05
Financial liabilities					
Borrowings (including current maturity and interest accrued)	Level 3	44,125.47	44,125.47	48,454.78	48,454.78
Other financial liabilities	Level 3	18,310.07	18,310.07	16,412.53	16,412.53
Trade payables	Level 3	266.34	266.34	313.34	313.34
Total financial liabilities		62,701.88	62,701.88	65,180.65	65,180.65

(i) Long-term fixed rate receivables are evaluated by the Group based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.

(ii) The fair values of the Group's loans and receivables are determined by applying discounted cash flows ("DCF") method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting year. The own non-performance risk as at the reporting period end was assessed to be insignificant.

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i) Financial instruments by category

Particulars	As at 31 March 2022			As at 31 March 2021		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	1,507.20	-	-	3,098.15	-	-
Loans	-	-	-	-	-	-
Other financial assets	-	-	38,210.47	-	-	36,963.81
Trade receivables	-	-	37.84	-	-	34.74
Cash and cash equivalents	-	-	1,758.38	-	-	1,250.27
Other bank balances	-	-	571.38	-	-	15.08
Total	1,507.20	-	40,578.07	3,098.15	-	38,263.90
Financial liabilities						
Borrowings	-	-	44,121.13	-	-	48,449.98
Trade payables	-	-	266.34	-	-	313.34
Other financial liabilities	-	-	18,314.42	-	-	16,417.34
Total	-	-	62,701.88	-	-	65,180.66

ii) Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Board of Directors of Investment manager has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the consolidated financial statements :

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, bank balances other than cash and cash equivalents above, trade receivables, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities.
Market risk : price risk	Investment at fair value through profit or loss	Sensitivity analysis	Diversification of its portfolio of assets.
Market risk : interest rate	Borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors.

The Group's risk management is carried out by a project finance team and treasury team under policies approved by Board of Directors of respective SPVs. The Board of directors of Investment manager provides principles for overall risk management, as well as policies covering specific areas, such as, interest rate risk, credit risk and investment of excess liquidity.

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A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets:

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

Assets under credit risk :

Credit rating	Particulars	As at 31 March 2022	As at 31 March 2021
A: Low	Other non current financial assets	29,976.45	28,984.87
	Cash and cash equivalents	1,758.38	1,250.27
	Bank balances other than cash and cash equivalents above	571.38	15.08
B: Medium	Other current financial assets	8,234.02	7,978.94
	Trade receivables from National Highways Authority of India (NHAI)	37.84	34.74

Cash and cash equivalents and bank balances other than cash and cash equivalents

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Group has trade receivables primarily from government authority NHAI. Credit risk related to these receivables is managed by monitoring the recoverability of such amounts continuously.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes security deposits, annuity receivable, receivable from related parties and others. Annuity receivable is primarily from government authority NHAI. Credit risk related to these receivables is managed by monitoring the recoverability of such amounts continuously. Credit risk related to these other financial assets (except annuity receivables) is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses

Trade receivables

The Group is engaged in infrastructure development business under Build-Operate-Transfer ("BOT") and design, build, finance, operate and transfer (DBFOT) project. It currently derives its revenue primarily from toll collection / annuity business. Since the annuity receivables are from National Highway Authority of India (NHAI) and various Government authorities, the credit risk with respect to such receivables from government institutions is expected to be very low and hence, no provision for expected credit loss is deemed necessary except in the case where individual receivables are known to be uncollectable. During the current year, the Group has not recognized any further provision for expected credit losses. The outstanding allowance of expected credit losses amounts to ₹ 36.42 million (31 March 2021: ₹39.04 million).

Financial assets (other than trade receivables)

The Group provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses.

- For cash and cash equivalents and bank balances other than cash and cash equivalents - Since the Group deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For loans and other financial assets - Credit risk is evaluated based on the Group's knowledge of the credit worthiness of those parties and loss allowance is measured. Since, this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draw to apply consistently to entire population.

Further during the year, the Group has not recognized any additional expected credit loss (31 March 2021: Nil) The outstanding allowance of expected credit losses amounts to ₹ 19.49 million (31 March 2021: ₹ 19.49 million)

B) Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. The Group requires funds both for short-term operational needs as well as for long-term investment programs mainly in growth projects. The Group closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities, will provide liquidity.

a) Financing arrangements

The Group had access to no undrawn borrowing facilities at the end of the 31 March 2022 and 31 March 2021.

b) Maturities of financial liabilities

The Group has adequate financial assets and projected revenues from operations to meet its obligations for these liabilities. The tables below analyse the Group's financial liabilities into relevant maturity categories based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31 March 2022	Less than 1 year	1-3 year	3-5 year	More than 5	Total
Borrowings (including interest)	7,969.59	17,193.83	14,155.02	31,741.19	71,059.63
Trade payable	266.34	-	-	-	266.34
Deferred Payment Liability to NHAI (including interest)	1,490.85	3,209.06	3,537.99	9,092.47	17,330.37
Other financial liabilities	4,656.87	-	-	-	4,656.87
Total	14,383.66	20,402.89	17,693.01	40,833.66	93,313.22

As at 31 March 2021	Less than 1 year	1-3 year	3-5 year	More than 5	Total
Borrowings (including interest)	8,613.64	16,060.67	16,560.99	34,450.73	75,686.03
Trade payable	313.34	-	-	-	313.34
Deferred Payment Liability to NHAI (including interest)	1,459.50	3,056.25	3,369.51	11,957.68	19,842.94
Other financial liabilities	2,700.54	-	-	-	2,700.55
Total	13,087.03	19,116.92	19,930.50	46,408.41	98,542.85

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C) Interest rate risk

a) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting periods end, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group's investments in fixed deposits pay fixed interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate borrowing	24,246.53	26,189.93
Fixed rate borrowing	19,874.58	22,260.05
Total borrowings	44,121.12	48,449.97
Amount disclosed under current borrowings	4,093.38	4,328.87
Amount disclosed under borrowings	40,027.74	44,121.10

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	As at 31 March 2022	As at 31 March 2021
Interest sensitivity*		
Interest rates – increase by 100 bps*	242.47	261.90
Interest rates – increase by 100 bps*	(242.47)	(261.90)

** Holding all other variables constant*

b) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107 'Financial Instruments Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

D) Price risk

a) Exposure

The Group's exposure to price risk arises from investments held and classified in the balance sheet at fair value through profit or loss. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

b) Sensitivity

The table below summarises the impact of increase/decrease of the index on the Group's profit for the period :

Impact on profit before tax

Particulars	As at 31 March 2022	As at 31 March 2021
Mutual Funds		
Net assets value – increase by 100 bps	15.07	30.98
Net assets value – decrease by 100 bps	(15.07)	(30.98)

45 Capital management

For the purpose of the Group's capital management, capital includes issued unit capital and all other equity reserves attributable to the unit holders of the Group. The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group's policy is to keep the gearing ratio optimum. The Group includes within its net debt, borrowings less cash and cash equivalents..

Debt equity ratio

Particulars	31 March 2022	31 March 2021
Net debts*	42,367.09	47,204.51
Total equity	51,019.89	53,778.88
Net debt to equity ratio	0.83	0.88

Net Debt*

Particulars	31 March 2022	31 March 2021
Non current borrowings	40,027.74	44,121.11
Current borrowings	4,093.38	4,328.87
Interest Accrued	4.35	4.80
Less: Cash and cash equivalents	(1,758.38)	(1,250.27)
Net debt	42,367.09	47,204.51

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Oriental Infra Trust**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022****(All amounts in ₹ millions unless otherwise stated)****46 Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures**

Following are the related parties and transactions entered with related parties for the year ended 31 March 2022 and 31 March 2021:

I. List of related parties as per the requirements of Ind AS 24 - "Related Party Disclosures"**Related parties where control exists****Subsidiaries**

Oriental Nagpur Betul Highway Limited (ONBHL)

Oriental Nagpur Bypass Construction Private Limited (ONBCPL)

Etawah Chakeri (Kanpur) Highway Private Limited (ECKHPL)

OSE Hungund Hospet Highways Private Limited (OHHHPL) (Formerly known as GMR OSE Hungund Hospet Highways Private Limited)

Oriental Pathways (Indore) Private Limited (OPIPL)

II. List of additional related parties as per Regulation 2(1)(zv) of the InvIT Regulations**A. Parties to Oriental InfraTrust**

Oriental Structural Engineers Private Limited (OSEPL) - Sponsor I and Project Manager of Oriental InfraTrust

Oriental Tollways Private Limited (OTPL) - Sponsor II of Oriental InfraTrust

OIT Infrastructure Management Limited - Investment Manager (IM) of Oriental InfraTrust

Axis Trustee Services Limited (ATSL) - Trustee of Oriental InfraTrust

B. Promoters of the parties to Oriental InfraTrust specified in II(A) above

Mr. Kanwaljit Singh Bakshi - Promoter of OSEPL

Oriental Structural Engineers Private Limited (OSEPL) - Promoter of OTPL

Oriental Tollways Private Limited (OTPL) - Promoter of OIT Infrastructure Management Limited

Mr. Kanwaljit Singh Bakshi - Promoter of OIT Infrastructure Management Limited

Axis Bank Limited - Promoter of ATSL

C. Directors of the parties to Oriental InfraTrust specified in II(A) above**(i) Directors of OSEPL**

Mr. Kanwaljit Singh Bakshi

Mr. Sanjit Bakshi

Mr. Prehlad Singh Sethi

Mr. Amit Burman

Mr. Vijay Chandra Verma - uptill 11 October 2020

Mr. Ashok Kumar Aggarwal

(iii)**Directors of OTPL**

Mr. Kanwaljit Singh Bakshi

Mr. Maninder Sethi

(iv)**Directors of OIT Infrastructure Management Limited**

Mr. Sanjit Bakshi

Mr. Surinder Singh Kohli (Independent Director)

Mr. Deepak Dasgupta (Independent Director)

Mr. Ranveer Sharma

Mr. Ajit Mohan Sharan (Independent Director)

(ii) Directors of ATSL

Mr. Sanjay Sinha Uptil 30 April 2021

Mr. Rajesh Kumar Dahiya

Mr. Deepa Rath w.e.f. 01 May 2021

Mr. Ganesh Sankaran

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Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

Transactions and outstanding balances with related parties in the ordinary course of business

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Oriental Structural Engineers Private Limited ('OSE')		
Transactions during the year		
Advance Received		
ONBPCPL	15.31	-
Change of scope and utility expenses		
ONBHL	116.40	221.87
ONBPCPL	156.53	17.85
OH HHPL	45.72	37.08
OPIPL	1.13	14.91
ECKHPL	1.80	-
Major maintenance and operation maintenance expense		
ONBPCPL	1.95	9.16
ONBHL	211.66	201.58
ECKHPL	-	156.90
Reimbursement of prepayment charges		
ONBPCPL	-	42.00
Reimbursement of expenses		
ONBPCPL	0.03	0.03
OPIPL	-	0.01
ONBHL	1.29	3.46
ECKHPL	0.70	4.09
Claim expenses		
ECKHPL	10.55	31.50
OH HHPL	7.58	-
ONBHL	7,384.04	-
Project management expense		
ONBPCPL	134.83	105.39
OPIPL	109.34	76.26
OH HHPL	91.03	63.63
ECKHPL	193.28	136.53

Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Advance received		
ONBPCPL	20.81	-
Distribution to unit holders^		
Oriental Infratrust	551.68	773.81
Balances outstanding at the end of the year		
Trade and other payables		
ONBPCPL	41.59	2.37
OPIPL	16.01	21.13
ONBHL	52.94	50.17
ECKHPL	29.11	55.74
OHHHPL	8.49	24.83
Mobilisation/ Capital advance		
ONBPCPL	19.57	3.92
ONBHL	9.33	49.18
ECKHPL	60.19	60.19
Other receivable		
ONBPCPL	2,595.70	2,595.70
OHHHPL	-	4.13
Advance received		
ONBPCPL	15.31	-

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Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Oriental Tollways Private Limited		
Transactions during the year		
Distribution to unit holders[^]		
Oriental Infratruster	1,610.54	2,259.02
Reimbursement of expenses		
ONBHL	1.00	1.00
Balances outstanding at the end of the year		
Trade and other payables		
ONBPCPL	-	0.92
OPIPL	-	0.71
ONBHL	1.93	0.93
ECKHPL	-	1.27
OHHHPL	1.26	1.26
OIT Infrastructure Management Limited		
(Formerly known as Indian Technocrat Limited (ITL))		
Transactions during the year		
Investment manager fees		
Oriental Infratruster	138.98	92.05
Reimbursement of expenses		
Oriental Infratruster	2.75	8.23
Balances outstanding at the end of the year		
Investment manager fees payable		
Oriental Infratruster	41.34	29.65

[^]The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of the Trust under the InvIT Regulations and includes interest, dividend and repayment of capital.

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47 Group information

(a) Information about subsidiary

The Group's details as at 31 March 2022 is set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Principal activities	Country of incorporation	% equity Interest	
			31 March 2022	31 March 2021
Oriental Pathways (Indore) Private Limited	Construction and operation of road including toll collection	India	100.00%	100.00%
Oriental Nagpur Bye Pass Construction Private Limited		India	100.00%	100.00%
Oriental Nagpur Betul Highway Limited		India	100.00%	100.00%
Etawah-Chakeri (Kanpur) Highway Private Limited		India	100.00%	100.00%
OSE Hungund Hospet Highways Private Limited (OHHPHL) (Formerly known as GMR OSE Hungund Hospet Highways Private Limited)		India	100.00%	100.00%

48 Additional information to consolidated financial statements as at 31 March 2022 and 31 March 2021

Name of Entity	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated comprehensive income
Parent Company								
Oriental Infratrast	56,367.56 [(24,662.95)]	110.48% [(45.86)%]	(6,627.82) [(2,697.82)]	-809.40% [(108.90)%]	- -	0.00% [0%]	(6,627.82) [(2,697.82)]	-810.44% [(109.12)%]
Subsidiary								
Oriental Pathways (Indore) Private Limited	911.22 [3,329.76]	1.79% [6.19%]	- [(732.65)]	0.00% [(29.57)%]	- [(0.70)]	0.00% [13.83%]	- [(733.35)]	0.00% [(29.66)%]
Oriental Nagpur Bye Pass Construction Private Limited	(3,876.63) [31,623.03]	-7.60% [58.80%]	- [1,636.85]	0.00% [66.07%]	- [(2.05)]	0.00% [40.59%]	- [1,634.80]	0.00% [66.13%]
Oriental Nagpur Betul Highways Limited	810.55 [14,540.90]	1.59% [27.04%]	- [2,141.74]	0.00% [86.45%]	- [0]	0.00% [0%]	- [2,141.74]	0.00% [86.63%]
Etawah-Chakeri (Kanpur) Highway Private Limited	(3,935.80) [14,526.24]	-7.71% [0.27]	- [214.76]	0.00% [0.09]	- [(1.75)]	0.00% [0.35]	- [213.01]	0.00% [8.62%]
GMR OSE Hungund Hospet Highways Private Limited	1,594.06 [14,421.90]	3.12% [26.82%]	- [1914.44]	0.00% [77.28%]	- [(0.54)]	0.20% [10.90%]	- [1913.90]	0.00% [77.41%]
Total	51,019.89 [53,778.88]	101.67% [100.00%]	818.86 [2,477.32]	-809.40% [100.00%]	(1.05) [(5.04)]	0.20% [100.00%]	817.81 [2,472.28]	-810.44% [100.00%]

Note:-1 Figures in [] brackets are previous year

Note:-2 Figures in () brackets are negative figures.

49 Information on segment reporting pursuant to Ind AS 108 - Operating Segments

The Group's primary business segment is reflected based on principal business activities carried on by the Group i.e. building, operating and management of road projects and all other related activities which as per IndAS 108 on 'Operating Segments' is considered to be the only reportable business segment. The Group derives its major revenues from operation and maintenance of highways. The Group is operating in India which is considered as a single geographical segment.

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50 Revenue from contracts with customers**1 Disaggregation of revenue**

Revenue recognised mainly comprises of revenue from toll collections, claims with NHAI, contract revenue. Set out below is the disaggregation of the Group's revenue from contracts with customers:

Description	For the year ended 31 March 2022	For the year ended 31 March 2021
Operating revenue		
(a) Engineering, procurement and construction contracts and change of scope	496.80	530.08
(b) Toll income from Expressway	10,238.57	8,455.68
(c) Interest income on annuity receivable from National Highway Authority of India (NHAI)	3,818.40	4,043.82
(d) Modification Gain on Annuity	1,431.30	-
(e) NHAI claim settlement Income*	5,853.45	-
Total revenue	21,838.52	13,029.58

The table below presents disaggregated revenues from contracts with customers based on nature, amount and timing for the year ended 31 March 2022 and 31 March 2021:

S.No.	Types of Products by Nature	Types of Services by timing	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Goods/Service	At the point of time	18,020.12	8,985.76
2	Goods/Service	Over the period of time	3,818.40	4,043.82

2 Assets and liabilities related to contracts with customers

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Description	As at 31 March 2022	As at 31 March 2021
Contract assets		
Trade receivables	37.84	34.74
Receivables under service concession arrangements	30,376.29	30,730.93
Total	30,414.13	30,765.67
Contract liability		
Mobilisation advance from National Highway Authority of India (NHAI)	31.41	94.46
Total	31.41	94.46

A receivable is a right to consideration that is unconditional upon passage of time. Revenue from the contracts are recognized upon satisfaction of Performance obligation. Trade Receivables are non-interest bearing and are generally due within 180 days except retention money held by the customer as per the terms and conditions of the contract. During the current year, the Group has reversed provision for expected credit losses on Trade Receivables of ₹ 2.62 millions (31 March 2021: ₹ Nil). The outstanding allowance of expected credit losses amounts to ₹ 36.42 million (31 March 2021: ₹ 39.04 million). Contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer in advance.

3 For movement in service concession arrangement, refer note 7 & 15 for financial asset model. There are no significant changes in other contract assets of the group.

4 There is no adjustment made to the contract price of the contract and hence the revenue recognised in the statement of profit and loss is in agreement to the with the contracted price under the Contract.

5 Performance obligation**Income from toll collection**

The performance obligation in service of toll collection is recorded as per rates notified by NHAI and approved by management and payment is generally due at the time of providing service.

Contract revenue

The performance obligation under service concession agreements (SCA) is due on completion of work as per terms of SCA.

6 Significant changes in the contract liabilities balances during the year

Particulars	As at 31 March 2022	As at 31 March 2021
Opening balance	94.46	169.99
Addition during the year	31.41	94.46
Revenue recognised during the year	(94.46)	(169.99)
Closing balance	31.41	94.46

7 Disclosure under Appendix - C & D to Ind AS 115 - " Service Concession Arrangements"

Name of Concessionaire	Start of Concession period under concession agreement (Appointed Date)	End of Concession period under concession agreement	Period of Concession Since the appointed date	Construction Completion date under the concession agreement
Oriental Pathways (Indore) Private Limited	06 September 2006	05 September 2026	20.01	20 August 2009
Oriental Nagpur Bye Pass Construction Private Limited	03 April 2010	02 April 2037	27.02	Phase 1: 12 June 2012 Phase 2: 13 August 2018
Etawah-Chakeri (Kanpur) Highway Private Limited	13 March 2013	03 September 2029	16.49	30 November 2016
OSE Hungund Hospet Highways Private Limited	18 September 2010	04 July 2033	22.81	14 May 2014
Oriental Nagpur Betul Highway Private Limited	30 August 2010	19 January 2032	21.40	18 February 2015

- i) The above BOT/DBFOT projects shall have following rights / obligations in accordance with the Concession Agreement entered into with the respective Government Authorities
 - a. Right to use the Specified Assets
 - b. Obligations to provide or rights to except provision of services
 - c. Obligations to deliver or rights to receive at the end of concession
- ii) The actual concession period may vary based on terms of the respective concession agreements.

Standalone summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

51 Financial ratios

Ratio	Numerator	Denominator	As at 31 March 2022	As at 31 March 2021	Variance	Remarks
			Ratio	Ratio		
Current ratio *	Current assets	Current liabilities	1.10	1.46	-24.68%	Not applicable.
Debt-equity ratio*	Total debt [Non-current borrowings + Current borrowings]	Total equity	0.86	0.90	-4.01%	Not applicable.
Debt service coverage ratio*	Earnings before depreciation and amortisation and interest [Earnings = Profit after tax + Depreciation and amortisation expense + Finance costs (excluding interest on lease liabilities)]	Interest expense (including capitalised) + Principal repayment (including prepayments)	(1.39)	(1.38)	1.03%	Not applicable.
Return on equity ratio (in %)*	Profit after tax	Average of total equity	0.39%	1.12%	-1%	Not applicable.
Inventory turnover ratio**	Costs of materials consumed	Average inventories	NA	NA	0%	Not applicable.
Trade receivables turnover ratio*	Revenue from operations	Average trade receivables	601.76	166.11	262.27%	There has been increase in revenue from toll operations in the current year as the SPV's are performing better as the impact of covid has reduced. Further, there is recognition of Modification Gain on Annuity amounting to ₹ 1,431.30 millions due to preponement of annuity and there is receipt of NHAI claim settlement Income amounting to ₹ 5,835.7 millions. Also there has been increase in current assets in the current year.
Trade payables turnover ratio*	Purchases + other expenses	Average trade payables	1.82	1.15	58.80%	There has been increase in average trade payables mainly due to increase in amount payable to related parties.
Net capital turnover ratio	Revenue from operations	Working capital [Current assets - Current liabilities]	19.75	3.31	496.31%	There has been increase in revenue from toll operations in the current year as the SPV's are performing better as the impact of covid has reduced. Further, there is recognition of Modification Gain on Annuity amounting to ₹ 1,431.30 millions due to preponement of annuity and there is receipt of NHAI claim settlement Income amounting to ₹ 5,835.7 millions. Also there has been increase in current assets in the current year.
Net profit ratio	Profit after tax	Revenue from operations	0.04	0.19	-80.26%	There has increase in revenue from operations in the current period mainly due to increase in revenue from toll operations. The profits were higher last year because impairment reversal of ₹ 593.28 millions recognized and in the current year additional impairment of ₹ 953.13 millions and further deferred tax liability amounting to ₹ 1,144.27 millions was reversed due to change in tax holiday period in one of the subsidiary of the Trust. Hence, the ratio is decreasing in current year.
Return on capital employed (in %)*	Earnings before depreciation and amortisation, interest and tax [Earnings = Profit after tax + Tax expense + Depreciation and amortisation expense + Finance costs (excluding interest on lease liabilities)]	Capital employed [Total assets - Current liabilities + Current borrowings]	10.79%	9.38%	1.41%	Not applicable.
Return on investment (in %)*	Profit after tax	Equity + Long term debt	0.90%	2.53%	-1.63%	Not applicable.

Notes:

*The change in ratio is less than 25% as compared to previous year and hence, no explanation required.

**The Group does not have any Inventory, Therefore, Inventory turnover ratio is not applicable

52 The outbreak of Covid-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Trust. Slowdown in traffic was witnessed from mid of March 2020 owing to outbreak of COVID-19 in India. Subsequently, vide letter no. H-25016/01/2018-Toll dated 25 March 2020 issued by Ministry of Road Transport and Highways (MoRTH) toll collections were suspended from 26 March 2020 to 19 April 2020. In accordance with the concession agreements with NHAI and notifications issued by MoRTH, management is entitled to claim loss of revenue for the impacted period and for which management is evaluating and under process of getting the claims.

The management has considered the possible effects that may result from COVID-19 pandemic on the recoverability/carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Trust's assets in future may differ from that estimated as at the date of approval of these Consolidated financial statements.

53 The Trust was registered as an irrevocable Trust under the provisions of the Indian Trusts Act, 1882 on 15 June 2018. Trust was registered as an Infrastructure Investment Trust under the InvIT Regulations on 26 March 2019 having registration number IN/ InvIT/ 18-19/ 0011.

54 During the previous years, Court of Collector of Stamps, Jaipur - 1, passed an order against one of the subsidiary company of Trust and raised a demand of ₹ 2,140 millions (approx.) in relation to stamp duty (plus interest and penalty) applicable on financing agreements executed by the subsidiary company with certain banks in earlier periods. Management of the subsidiary company has filed the writ petition for quashing of the said order and based on legal advice, believe that no liability will devolve on the subsidiary company. The said demand is set aside and the matter is remanded back to Court of Collector of Stamps, Jaipur Circle- 1 for fresh evaluation based on prevailing circulars published by the directorate of revenue, Rajasthan from time to time. Pursuant to amnesty scheme vide notification dated 31 March 2021, any interest and penalty payable on such instruments under the Rajasthan Stamp Act, 1998 shall be remitted, provided the company deposits the stamp duty upto a maximum of ₹ 2.50 millions which has been fully deposited along with applicable surcharge amounting to ₹ 3 millions. An application dated 17 May 2021 has been filed before the Court of Collector of Stamps, Jaipur - 1 under the Amnesty Scheme whereafter the matter was further transferred to DIG Registration and Stamps (Anti-Evasion) special circle- Jaipur for duly stamping all the instruments and amended loan agreements. During the current quarter ended 31 March 2022, final order under the amnesty scheme was received on 22 March 2022 wherein the application under amnesty scheme was accepted and deposit paid was accepted as a full and final settlement for the final closure of stamp duty case. Further, Board of Directors of investment manager of the Trust is confident, based on the legal advice and fact that any liability which may arise will be borne by sponsors of the Trust namely, Oriental Structural Engineers Private Limited and Oriental Tollways Private Limited, and no liability will devolve on

55 During the previous years, Collector of Stamp Duty, Nagpur City, has raised demand of ₹ 123.93 millions (approx.) against one of the subsidiary company of Trust, in relation to stamp duty (plus interest and penalty) applicable on concession agreements executed by the subsidiary company with the National Highway Authority of India. Management of the subsidiary company has filed its response for quashing the said order and based on legal advice, believe that no liability will devolve on the subsidiary company. The management has filed a written submission on 27 January 2021 with Collector of Stamp Duty, Nagpur City. However, an order dated 24 March 2021 was passed by the Collector of Stamp Duty, Nagpur City against the subsidiary company. The management filed an appeal on 27 May 2021 against the said order which is currently pending before the Chief controlling revenue authority, Pune. In the current period, order was passed by Hon'ble High Court of Bombay -Nagpur Bench wherein the bank accounts of the subsidiary company were frozen for recovery of stamp duty against which subsidiary company has filed writ petition basis which interim stay of order was granted vide order dated 11 October 2021 subject to deposit of amount of Rs 15.3 Million to the Court within the four weeks from the date of order. The said amount has been deposited through an application dated 08 November 2021 as per the direction of the Hon'ble High Court. The aforesaid writ petition is listed for 17 November 2021 before the Hon'ble High Court of Bombay-Nagpur Bench for final disposal. The aforesaid writ petition has been disposed off on 11 January 2022 with direction to the Chief Revenue Authority, Pune to decide the appeal expeditiously as possible within ninety days from the date of appearance and also directed to the party to appear before authority on 24 January 2022 which was further deferred till 09 February 2022. During the current quarter ended 31 March 2022, the hearing date was further deferred to second week of June. The matter is currently pending before Chief controlling revenue authority, Pune. Further, Board of Directors of investment manager of the Trust is confident, based on the legal advice and fact that any liability which may arise will be borne by sponsors of the Trust namely, Oriental Structural Engineers Private Limited and Oriental Tollways Private Limited, and no liability will devolve on the Trust.

56 Related to FY 2020-21:

The Board of Directors of the Investment Manager have declared distribution of ₹ 1.84 (rounded off) per unit amounting to ₹ 1,070 millions in their meeting held on 26 May 2021, and the aforesaid distribution was paid to eligible unitholders on 02 June 2021.

Related to FY 2021-22:

The Board of Directors of the Investment Manager have declared distribution of ₹0.60 (rounded off) per unit amounting to ₹350 Millions, ₹ 2.56 (rounded off) per unit amounting to ₹ 1,492.50 millions and ₹ 1.13 (rounded off) per unit amounting to ₹ 664.30 millions in their meeting held on 14 August 2021, 12 November 2021 and 10 February 2022 respectively and the aforesaid distribution was paid to eligible unitholders on 21 August 2021, 18 November 2021 and 16 February 2022 respectively. Subsequent to year end 31 March 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 1.55 (rounded off) per unit amounting to ₹ 905.04 millions in their meeting held on 17 May 2022 and the aforesaid distribution was paid to eligible unitholders on 19 May 2022. Further, subsequent to year end 31 March 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 1.46 (rounded off) per unit amounting to ₹ 848.30 millions in their meeting held on 27 May 2022.

Related to FY 2022-23:

Subsequent to year end 31 March 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 0.95 (rounded off) per unit amounting to ₹ 551.90 millions in their meeting held on 27 May 2022.

57 There are certain ongoing direct tax litigations of ₹ 900.00 millions (31 March 2021: ₹ 900.00 millions) which are covered under the terms of Sales and Transfer agreement. Pursuant to the terms and conditions of the aforesaid agreement, any liability which may arise will be borne by the sponsors of the Trust namely, Oriental Structure Engineers Private Limited and Oriental Tollways Private Limited upto the extent of consideration as defined under Sales and Transfer agreements executed between sponsor and subsidiaries of the Trust.

58 Project manager and Investment manager fees

(i) Project management fees

Pursuant to the Project Management Agreement dated 03 June 2019, Project Manager is entitled to a consideration, on a monthly basis, for the performance of Management, Tolling and Operation and Maintenance Services. Consolidated Statement of Profit and Loss for the year ended 31 March 2022 includes amount of ₹ 528.48 million (31 March 2021 : ₹ 381.81 million) towards Project Manager fees. There are no changes during the year in the methodology for computation of fees paid to Project Manager.

(ii) Investment management fees

Pursuant to the Investment Management Agreement dated 18 June 2018 as amended, Investment Manager is entitled to fees @ 0.75% of the net revenue of each SPV, per annum. Consolidated Statement of Profit and Loss for the year ended 31 March 2022 includes amount of ₹ 138.98 million (31 March 2021 : ₹ 92.05 million) towards Investment Manager Fees. There are no changes during the year in the methodology for computation of fees paid to Investment Manager.

59 During the current quarter ended 31 March 2022, dispute between one of the subsidiary of the Trust and National Highway Authority of India got settled pursuant to settlement agreement dated 16 March 2022 resulting in receipt of settlement claim of ₹ 5,471.4 Millions (net of taxes of ₹ 364.3 Millions) and also revision of Schedule M (Annuity schedule) resulting in four months preponement of annuity receipt dates in each financial year till the end of concession period. Pursuant to Share Transfer Agreement dated 03 June 2019, the National Highway Authority of India claims shall vest without recourse, irrevocably, with Oriental Structural Engineers Private Limited. Accordingly, the abovementioned claim received were transferred to Oriental Structural Engineers Private Limited. Further, the aforesaid revision in schedule M has resulted in modification of contractual cash flow which has been accounted as per IND AS 109 "Financial Instrument" and accordingly modification gain of ₹ 1,431.30 Million was recognized pursuant to IND AS 109 under the head revenue from operations. Pursuant to clause 1(c) of schedule VIII of Sales and Transfer Agreement, any benefit of advanced annuity (with interest portion) will be passed on to Oriental Structural Engineers Private Limited. Accordingly, management estimated obligation payable to sponsor pursuant to the aforesaid clause and recognized an expense of ₹ 1,548.3 Millions calculated at present value of estimated future cash-outflows and have disclosed the same under the head operating expenses.

60 All values are rounded to the nearest millions, unless otherwise indicated. Certain amount that are required to be disclosed and do not appear due to rounding off are expressed as 0.00□

61 Previous year figures have been reclassified/regrouped wherever necessary to confirm to current year classification.

For Walker Chandio & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd-

Manish Agrawal

Partner

Membership No.: 507000

**For and on behalf of Board of Directors of
OIT Infrastructure Management Limited (**

(as Investment Manager of Oriental Infra Trust)

Sd-

Deepak Dasgupta

Director

DIN: 00457925

Sd-

Sanjit Bakshi

Director

DIN: 00020852

Place: New Delhi

Date: 27 May 2022

Sd-

Ashish Jasoria

Chief Financial Officer

Sd-

Jitendra Kumar

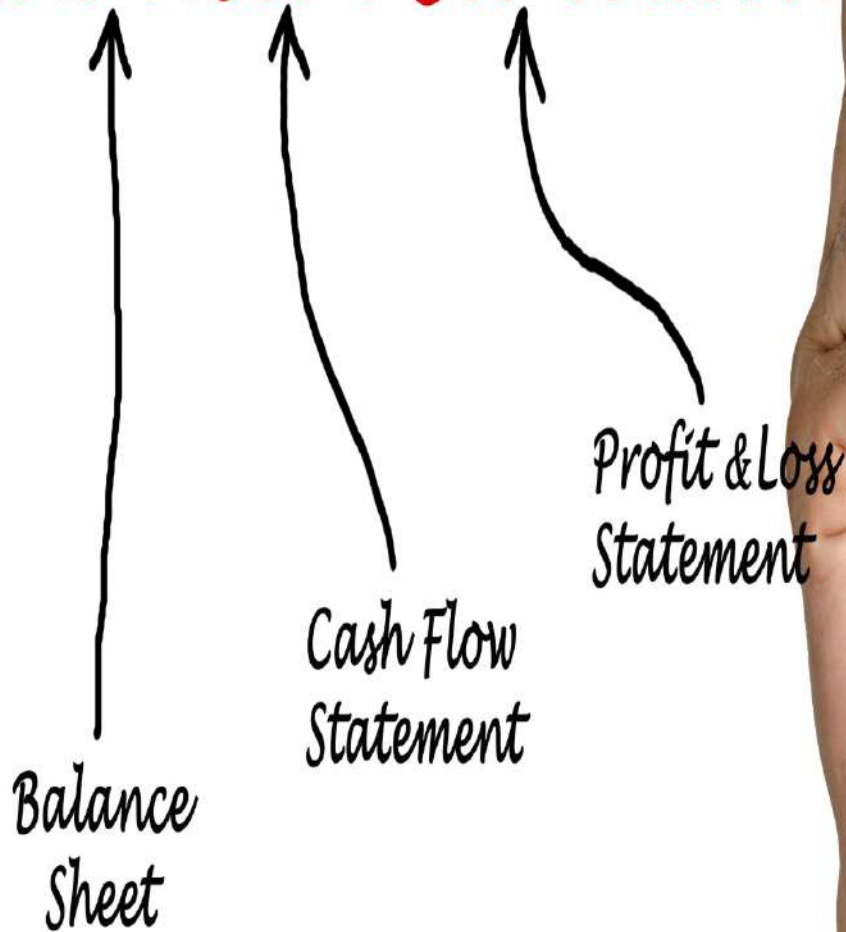
Chief Executive Officer

Place: New Delhi

Date: 27 May 2022

STANDALONE FINANCIAL STATEMENTS

Financial Statements



Walker Chandiook & Co LLP
(Formerly Walker, Chandiook &
Co)
L-41 Connaught Circus
New Delhi 110001
India

T +91 11 4278 7070
F +91 11 4278 7071

Independent Auditor's Report

To the Unitholders of Oriental InfraTrust

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Oriental InfraTrust ('the Trust'), which comprise the Standalone Balance Sheet as at 31 March 2022, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Cash Flow Statement and the Standalone Statement of Changes in Unit Holder's Equity for the year then ended, the Standalone Statement of Net Assets at Fair Value as at 31 March 2022, the Standalone Statement of Total Returns at Fair Value and the Standalone Statement of Net Distributable Cash Flows ('NDCFs') for the year then ended and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulation, 2014 as amended from time to time ('SEBI Regulations') including SEBI Circular CIR/IMD/DF/127/2016 dated 29 November 2016 ('SEBI Circular') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') and/or any addendum thereto as defined in the Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Trust as at 31 March 2022, its profit (including other comprehensive income), its cash flows, changes in unitholder's equity for the year ended on that date, the net assets at fair value as at 31 March 2022, the total returns at fair value and net distributable cash flows for the year ended 31 March 2022.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SA's) and other pronouncements issued by the Institute of Chartered Accountants of India ('the ICAI'). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Trust in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>A. Impairment assessment of non-current investments in and loans given to subsidiaries</p> <p>Refer note 3 for significant accounting policies and note 5, note 6, note 10 and note 22 of the standalone financial statements of the Trust for the year ended 31 March 2022.</p> <p>The Trust has aggregate investment (net) in subsidiaries of ₹ 40,922.07 millions carried at cost in accordance with Ind AS 27, Separate Financial Statements ('Ind AS 27'), and loans advanced amounting to ₹ 38,100.88 millions outstanding as at 31 March 2022. The Trust has assessed impairment of these investments and loans since recoverability of the investments and loans is significantly dependent upon valuations of the assets held and cash flow projections of these investee companies.</p> <p>The recoverable amount of the aforesaid investments in subsidiaries has been determined by the management using discounted cash flow ('DCF') valuation method. The key assumptions underpinning management's assessment of the recoverable amounts includes but are not limited to projections of future cash flows, revenue growth rates, external market conditions and the discount rates, which involves estimation and significant management judgment. Such determination was more complex in the current year due to assessment of the impact of COVID-19 on such assumptions.</p> <p>Changes to these assumptions could lead to material changes in estimated recoverable amounts, resulting in impairment of the carrying value of such assets.</p> <p>Accordingly, considering the materiality, complexity and significance of judgement involved, impairment assessment of investments in and loans given to subsidiaries has been considered as a key audit matter for the current year audit.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ol style="list-style-type: none"> Obtained an understanding of the Trust's policies and procedures to identify impairment indicators for investments and loans, and process for fair valuation of investments and loans; Evaluated the design and tested the operating effectiveness of key controls implemented for identification of impairment indicators, and for fair valuation of investments and loans including controls around cash flow projections; Involving an auditor's expert, assessed the appropriateness of the valuation methodology and assumptions used by management's valuation expert in determining the recoverable amount such as weighted average cost of capital (in particular, the underlying parameters such as risk-free return, market return, risk premium and beta). We also evaluated the objectivity, experience, independence and competency of the management's experts involved in the process; Assessed the reasonableness of the key assumptions and appropriateness of the key drivers of the cash flow forecasts as approved by the Investment Manager considered in aforesaid valuations (in particular, revenue projections based on the independent expert's traffic study report, routine maintenance projections and growth of recurring operating and capital expenditure amongst other inputs), including the impact of COVID-19 on such estimates and assumptions; Discussed and evaluated potential changes in key drivers as compared to previous year / actual performance with management to test consistency and historical accuracy of such assumptions used in cash flow forecasts; Evaluated management's assumptions by performing sensitivity analysis around the key assumptions to ascertain estimation uncertainty involved; Tested arithmetic accuracy of cash flows projections and sensitivity analysis; and Evaluated the appropriateness and adequacy of disclosures made in the standalone financial statements in relation to impairment of non-current investments in and loans given to subsidiaries.

Walker Chandniok & Co LLP

Independent Auditor's report of even date to the Unitholders of Oriental InfraTrust on the standalone financial statements for the year ended 31 March 2022 (Cont'd)

Key audit matter	How our audit addressed the key audit matter
<p>B. Computation and disclosures in Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value as per SEBI Regulations</p> <p>Refer 'Standalone Statement of Net Assets at Fair Value' and 'Standalone Statement of Total Returns at Fair Value' ('the Statements') disclosed in the accompanying standalone financial statements pursuant to SEBI Circular No. CIR/IMD/DF/114/2016 dated 20 October 2016 and No. CIR/IMD/DF/127/2016 dated 29 November 2016 issued under the SEBI Regulations, which requires fair valuation of the net assets of the Trust carried out by an independent valuer appointed by the Trust.</p> <p>For the above purpose, fair value is determined by the management using discounted cash flow ('DCF') valuation method which involves significant management judgement in respect of various estimates used as inputs such as determination of future cash flows, discount rates, revenue growth rates, inflation rates, tax rates, amongst others. The determination of fair value involves judgement due to inherent high estimation uncertainty in the underlying assumptions which was more complex in the current year due to assessment of the impact of COVID-19 on such assumptions.</p> <p>Considering the importance of the disclosure required under the SEBI Regulations to the users of the standalone financial statements, significant management judgement involved in determining the fair value of the assets of the Trust, the aforesaid computation and disclosure has been considered as a key audit matter for the current year audit.</p>	<p>Our key procedures included, but were not limited to, the following:</p> <ol style="list-style-type: none"> Obtained an understanding of regulatory requirements by reading the requirements of SEBI Regulations along with the relevant SEBI circulars, pursuant to which the Statements are prepared by the Investment Manager; Obtained an understanding of the Trust's policies and procedures adopted by the Investment Manager for computation and disclosure of the Statements; Involving an auditor's expert, assessed the appropriateness of the valuation methodology and assumptions applied by management's valuation expert in determining the fair value such as weighted average cost of capital (in particular, the underlying parameters such as risk-free return, market return, risk premium and beta). We also evaluated the objectivity, experience, independence and competency of the management's experts involved in the process; Assessed the reasonableness of the key assumptions and appropriateness of the key drivers of the cash flow forecasts as approved by the Investment Manager considered in aforesaid valuations (in particular, revenue projections based on the independent expert's traffic study report, routine maintenance projections and growth of recurring operating and capital expenditure amongst other inputs), including the impact of COVID-19 on such estimates and assumptions; Discussed and evaluated potential changes in key drivers as compared to previous year / actual performance with management to test consistency and historical accuracy of such assumptions used in cash flow forecasts; Evaluated management's assumptions by performing sensitivity analysis around the key assumptions to ascertain estimation uncertainty involved; Tested arithmetic accuracy of cash flows projections and sensitivity analysis; and Evaluated the appropriateness and adequacy of disclosures for compliance with the relevant requirements of SEBI regulations.

Information other than the Standalone Financial Statements and Auditor's Report thereon

- The Board of Directors of the Investment Manager is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.



Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Investment Manager and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Board of Directors of OIT Infrastructure Management Limited (the 'Investment Manager of the Trust'). The Investment Manager is responsible for the matters with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance cash flows, changes in the unit holders' fund, the fair value of net assets, the fair value of total returns and net distributable cash flows of the Trust in accordance with the Ind AS and the SEBI Regulations read with the SEBI Circular. This responsibility also includes maintenance of adequate accounting records for safeguarding of the assets of the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the standalone financial statements, the Investment Manager are responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Investment Manager either intend to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors of the Investment Manager are also responsible for overseeing the Trust's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Trust has in place adequate internal financial controls system with reference to standalone financial statements and the operating effectiveness of such controls;



Walker Chandiok & Co LLP


Independent Auditor's report of even date to the Unitholders of Oriental InfraTrust on the standalone financial statements for the year ended 31 March 2022 (Cont'd)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Investment Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. Based on our audit and as required by the SEBI Regulations, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) the standalone Balance sheet and the standalone statement of Profit and Loss (including Other Comprehensive Income) are in agreement with the books of account of Trust; and
 - c) in our opinion, the aforesaid standalone financial statements comply with the Ind AS and/or any addendum thereto as defined in Rule 2(1a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013


Manish Agrawal
Partner
Membership No.: 507000



UDIN: 22507000AJSULV3700

Place: New Delhi
Date: 27 May 2022

Oriental InfraTrust
Standalone Balance Sheet as at 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

	Note	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4	0.57	0.57
Financial assets			
Investments	5	40,920.58	40,922.07
Loans	6	34,609.94	36,993.41
Other financial asset	7	1,286.55	1,337.73
Non-current tax assets (net)	8	3.29	0.59
Total non-current assets		76,820.93	79,254.37
Current assets			
Financial assets			
Cash and cash equivalents	9	350.80	226.34
Loans	10	3,490.94	2,405.42
Other current assets	11	1.51	2.83
Total current assets		3,843.25	2,634.59
Total assets		80,664.18	81,888.96
EQUITY AND LIABILITIES			
EQUITY			
Initial settlement amount	12	0.02	0.02
Unit capital	12	58,307.88	58,307.88
Other equity	13	(1,940.95)	(2,649.95)
Total equity		56,366.95	55,657.95
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	14	22,298.77	24,246.54
Total non-current liabilities		22,298.77	24,246.54
Current liabilities			
Financial liabilities			
Borrowings	15	1,947.77	1,943.39
Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	16	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	16	49.28	35.99
Other financial liabilities	17	-	1.29
Other current liabilities	18	1.41	3.80
Total current liabilities		1,998.46	1,984.47
Total liabilities		24,297.23	26,231.01
Total equity and liabilities		80,664.18	81,888.96

Summary of significant accounting policies 3
The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Standalone Balance Sheet referred to in our report of even date.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited
(as Investment Manager of Oriental InfraTrust)

Sd-
Manish Agrawal
Partner
Membership No.: 507000

Sd-
Deepak Dasgupta
Director
DIN: 00457925

Sd-
Sanjit Bakshi
Director
DIN: 00020852

Place: New Delhi
Date: 27 May 2022

Sd-
Jitendra Kumar
Chief Executive Officer

Sd-
Ashish Jasoria
Chief Financial Officer
Place: New Delhi
Date: 27 May 2022

Oriental InfraTrust**Standalone Statement of Profit and Loss for the year ended 31 March 2022**

(All amounts in ₹ millions unless otherwise stated)

	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
Income			
Revenue from operations	19	6,660.98	6,402.24
Other income	20	77.56	99.14
Total income		6,738.54	6,501.38
Expenses			
Finance costs	21	2,218.22	2,601.81
Impairment of non-current investments	22	1.49	1,220.64
Other expenses	23	199.88	152.43
Total expenses		2,419.59	3,974.88
Profit before tax		4,318.95	2,526.50
Tax expense			
Current tax	25	33.15	42.71
Deferred tax		-	-
Total tax expense		33.15	42.71
Net profit for the year		4,285.80	2,483.79
Other comprehensive income		-	-
Total comprehensive income for the year		4,285.80	2,483.79
Earning per unit capital (Nominal value of unit capital ₹ 100 per unit)			
Basic (₹)	26	7.35	4.26
Diluted (₹)		7.35	4.26

Summary of significant accounting policies 3

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited
(as Investment Manager of Oriental InfraTrust)

Sd-
Manish Agrawal
Partner
Membership No.: 507000

Sd-
Deepak Dasgupta
Director
DIN: 00457925

Sd-
Sanjit Bakshi
Director
DIN: 00020852

Place: New Delhi
Date: 27 May 2022

Sd-
Jitendra Kumar
Chief Executive Officer

Sd-
Ashish Jasoria
Chief Financial Officer

Place: New Delhi
Date: 27 May 2022

Oriental InfraTrust
Standalone Cash Flow Statement for the year ended 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

**For the period ended
31 March 2022**

**For the period ended
31 March 2021**

A. Cash flows from operating activities

Profit before tax	4,318.95	2,526.50
Adjustments for:		
Gain on sale of investments (net)	-	(0.10)
Unwinding interest income on interest free loan	(140.97)	(32.48)
Impairment of non-current investments (refer note 22)	1.49	1,220.64
Allowance for impairment of non-financial assets (refer note 23)	-	22.84
Interest income on bank deposits	(77.56)	(99.04)
Finance costs	2,218.22	2,601.81
Operating profit before working capital changes and other adjustments	6,320.13	6,240.17
Working capital changes and other adjustments:		
Financial and other assets	(921.67)	56.66
Other current assets	1.32	(2.83)
Trade payables	13.29	(109.00)
Other financial liabilities	(1.29)	(48.69)
Other current liabilities	(2.38)	(2.51)
Cash flow from operating activities post working capital changes	5,409.40	6,133.80
Income tax paid (net)	(35.85)	(46.06)
Net cash flow from operating activities (A)	5,373.55	6,087.74

B. Cash flows from investing activities

Loan given to subsidiaries	(336.00)	(600.00)
Proceeds from refund of loan given	2,696.58	3,436.48
Proceeds from redemption in bank deposits	4,161.81	2,926.69
Investment in bank deposits	(4,109.09)	(3,032.38)
Proceeds from redemption of current investments	-	85.61
Interest received on bank deposits	76.03	97.19
Net cash flows from investing activities (B)	2,489.33	2,913.59

C Cash flows from financing activities

Repayment of borrowings	(1,999.90)	(1,428.50)
Distribution made to unit-holders	(3,576.80)	(5,017.00)
Interest paid	(2,161.72)	(2,541.85)
Net cash used in financing activities (C)	(7,738.42)	(8,987.35)

D Net increase in cash and cash equivalent (A+B+C)	124.46	13.98
E Cash and cash equivalent at the beginning of the year	226.34	212.36
Cash and cash equivalent at the end of the year (D+E) (refer note 9)	350.80	226.34

Note:

The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Standalone Cash Flow Statement referred to in our report of even date.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited
(as Investment Manager of Oriental InfraTrust)

Sd-
Manish Agrawal
Partner
Membership No.: 507000

Sd-
Deepak Dasgupta
Director
DIN: 00457925

Sd-
Sanjit Bakshi
Director
DIN: 00020852

Place: New Delhi
Date: 27 May 2022

Sd-
Jitendra Kumar
Chief Executive Officer

Sd-
Ashish Jasoria
Chief Financial Officer
Place: New Delhi
Date: 27 May 2022

Oriental InfraTrust
Standalone Statement of Changes in Unit Capital for the year ended 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

A Initial settlement amount*

Particulars	Amount
Balance as at 31 March 2020	0.02
Changes in unit capital	-
Balance as at 31 March 2021	0.02
Changes in unit capital	-
Balance as at 31 March 2022	0.02

B Unit capital*

Particulars	Number of units	Amount
Balance as at 31 March 2020	58,30,78,789	58,307.88
Changes in unit capital	-	-
Balance as at 31 March 2021	58,30,78,789	58,307.88
Changes in unit capital	-	-
Balance as at 31 March 2022	58,30,78,789	58,307.88

C Other equity**

Particulars	Retained earnings	Total
Balance as at 31 March 2020	(116.74)	(116.74)
Net profit for the year	2,483.79	2,483.79
Other comprehensive income	-	-
Total comprehensive income for the year	2,483.79	2,483.79
Less: Distribution to unit holders	(5,017.00)	(5,017.00)
Balance as at 31 March 2021	(2,649.95)	(2,649.95)
Net profit for the year	4,285.80	4,285.80
Other comprehensive income	-	-
Total comprehensive income for the year	4,285.80	4,285.80
Less: Distribution to unit holders^	(3,576.80)	(3,576.80)
Balance as at 31 March 2022	(1,940.95)	(1,940.95)

^ Pertains to the distributions made during the financial year along with the distribution related to the last quarter of FY 2020-21 and does not include the distribution relating to the last quarter of FY 2021-22 which will be paid after 31 March 2022. The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of the Trust under the InvIT Regulations and includes interest, dividend and repayment of capital.

*Refer Note 12

**Refer Note 13

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of
OIT Infrastructure Management Limited
(as Investment Manager of Oriental InfraTrust)

Sd-
Manish Agrawal
Partner
Membership No.: 507000

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DIN: 00020852

Place: New Delhi
Date: 27 May 2022

Sd-
Jitendra Kumar
Chief Executive Officer

Sd-
Ashish Jasoria
Chief Financial Officer
Place: New Delhi
Date: 27 May 2022

Oriental InfraTrust

Disclosures pursuant to SEBI circulars (Paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 dated 29 November 2016 issued under the InvIT regulations)

(All amounts in ₹ millions unless otherwise stated)

Statement of Net Distributable Cash Flows

S. No.	Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Net Distributable Cash Flows of the Project Entities	8,638.00	9,165.75
2	Add: Any other income accruing at the Trust level and not captured above, including but not limited to interest/return on surplus cash, if any, invested by the Trust	77.56	99.14
	Total cash inflow at the Trust level (A)	8,715.56	9,264.89
	Adjustments:		
3	Any payment of fees, interest and expense incurred at the Trust level, including but not limited to the fees of the Investment Manager and the Trustee.	(2,418.10)	(2,754.25)
4	Amount invested in or lent to any of the Project Entities for service of debt or interest funded through internal accruals of the Trust, to the extent allowed under the SEBI InvIT Regulations. Such amount shall be decided by the IM Board in accordance with Annual Budget approved by the Unitholders in accordance with the Trust Deed; Provided that any amount lent by the Trust to the Project Entity (regardless of the source of funding used by the Trust) for repayment of Sponsor loans shall also be considered under this head.	(336.00)	(600.00)
5	Repayment of external debt at the Trust level (net of any new debt raised or refinancing of existing debt)	(1,999.90)	(1,428.50)
6	Income tax (if applicable) at the standalone Trust level	(33.15)	(42.71)
7	Any other adjustment to be undertaken by the IM Board to ensure that there is no double counting of the same item for the above calculations (release/creation of DSRs for borrowings availed)	331.79	(252.43)
	Total adjustments at the Trust level (B)	(4,455.36)	(5,077.89)
	Net Distributable Cash Flows (C)=(A+B)	4,260.20	4,187.00

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Statement of Net Distributable Cash Flows referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of

OIT Infrastructure Management Limited

(as Investment Manager of Oriental InfraTrust)

Sd-

Manish Agrawal

Partner

Membership No.: 507000

Place: New Delhi

Date: 27 May 2022

Sd-

Deepak Dasgupta

Director

DIN: 00457925

Sd-

Sanjit Bakshi

Director

DIN: 00020852

Sd-

Jitendra Kumar

Chief Executive Officer

Sd-

Ashish Jasoria

Chief Financial Officer

Place: New Delhi

Date: 27 May 2022

Oriental InfraTrust

Disclosures pursuant to SEBI circulars (Paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 dated 29 November 2016 issued under the InvIT regulations)

(All amounts in ₹ millions unless otherwise stated)

Standalone Statement of Net Assets at Fair Value

Particulars	As at 31 March 2022		As at 31 March 2021	
	Book value	Fair value^	Book value	Fair value^
A. Assets	80,664.18	93,739.08	81,888.96	96,101.86
B. Liabilities (at book value)	24,297.23	24,297.23	26,231.01	26,231.01
C. Net assets (A-B)	56,366.95	69,441.85	55,657.95	69,870.85
D. No of units (in millions)	583.08	583.08	583.08	583.08
E. NAV (C/D)	96.67	119.10	95.46	119.83

^Fair values of total assets relating to the Trust as at 31 March 2022 and 31 March 2021 as disclosed above are based on the fair valuation report of the independent valuer appointed under SEBI (Infrastructure Investment Trusts) Regulations, 2014.

Standalone Statement of Total Return at Fair Value:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Total comprehensive income for the year (As per the Standalone Statement of Profit and Loss)	4,285.80	2,483.79
Add: Other changes in fair value for the year *	(2,362.78)	2,394.55
Total return	1,923.02	4,878.34

*In the above statement, other changes in fair value for the year ended 31 March 2022 has been computed based on the difference in fair values of total assets as at 31 March 2022 and as at 31 March 2021 which is based solely on the valuation report of the independent valuer appointed under SEBI (Infrastructure Investment Trusts) Regulations, 2014.

The accompanying notes form an integral part of the Standalone Financial Statements.

This is the Standalone Statement of Net Assets at Fair Value and Standalone Statement of Total Return at Fair Value referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**For and on behalf of Board of Directors of
OIT Infrastructure Management Limited**

(as Investment Manager of Oriental InfraTrust)

Sd-

Manish Agrawal

Partner

Membership No.: 507000

Sd-

Deepak Dasgupta

Director

DIN: 00457925

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Director

DIN: 00020852

Place: New Delhi

Date: 27 May 2022

Sd-

Jitendra Kumar

Chief Executive Officer

Sd-

Ashish Jasoria

Chief Financial Officer

Place: New Delhi

Date: 27 May 2022

Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

1. Trust Information

The Trust is an irrevocable trust settled by Oriental Structural Engineers Private Limited ("OSEPL") and Oriental Tollways Private Limited ("OTPL") (hereinafter together referred as "Sponsors") on 15 June 2018 pursuant to the Trust Deed, under the provisions of the Indian Trusts Act, 1882 and registered with Securities and Exchange Board of India ("SEBI") vide Certificate of Registration dated 26 March 2019 as an Infrastructure Investment Trust under Regulation 3(1) of the Securities Exchange Board of India (Infrastructure Investment Trust) Regulations. The Trustee of the Trust is Axis Trustee Services Limited (the "Trustee"). The Investment manager for the Trust is OIT Infrastructure Management Limited (formerly known as Indian Technocrat Limited) (the "Investment Manager").

The objectives of the Trust are to undertake activities as an infrastructure investment trust in accordance with the provisions of the InvIT Regulations and the Trust Deed. The principal activity of the Trust is to own and invest in the road sector in India. All the road projects are implemented and held through special purpose vehicles ("SPVs/ subsidiaries").

During the year ended 31 March 2020, the Trust acquired 100% equity control in following Project SPVs from the Sponsors w.e.f. 24 June 2019 which have entered into Concession agreement with National Highways Authority of India (NHAI) to design, build, finance, operate and transfer (DBFOT) or build, operate and transfer (BOT) National Highways in various locations.

Name of SPV's	Extent of Control as at 31 March 2022	Extent of Control as at 31 March 2021	Date of incorporation	Principal place of Business	Commencement of operation
Oriental Nagpur Betul Highway Limited ("ONBHL")	100%	100%	04 June 2010	Maharashtra	18 February 2015
Etawah-Chakeri (Kanpur) Highway Private Limited ("Etawah")	100%	100%	15 December 2011	Uttar Pradesh	11 September 2015
Oriental Pathways (Indore) Private Limited ("OPIPL")	100%	100%	06 September 2005	Madhya Pradesh	20 August 2009
Oriental Nagpur Bye Pass Construction Private Limited ("ONBPCL")	100%	100%	15 September 2009	Maharashtra	Phase 1: 12 June 2012 Phase 2: 13 August 2018
OSE Hungund Hospet Highways Private Limited ("HHHPL")	100%	100%	05 February 2010	Karnataka	14 May 2014

The address of the registered office of the Investment Manager is OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi. The standalone financial statements were authorised for issue in accordance with resolution passed by the Board of Directors of the Investment Manager on 27 May 2022.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

2. Standards issued but not yet effective

Amendment to Ind AS 16, Property, Plant and Equipment

The Ministry of Corporate Affairs ("MCA") vide notification dated 23 March 2022, has issued an amendment to Ind AS 16 which specifies that an entity shall deduct from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly).

Amendment to Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets

The Ministry of Corporate Affairs ("MCA") vide notification dated 23 March 2022, has issued an amendment to Ind AS 37 which specifies that the cost of fulfilling a contract comprises: the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

Amendment to Ind AS 103, Business Combinations

The Ministry of Corporate Affairs ("MCA") vide notification dated 23 March 2022, has issued an amendment to Ind AS 103 and has added a new exception in the standard for liabilities and contingent liabilities.

Amendment to Ind AS 109, Financial Instruments

The Ministry of Corporate Affairs ("MCA") vide notification dated 23 March 2022, has issued an amendment to Ind AS 109 which clarifies that which fees an entity should include when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

The amendments are extensive and the Trust will evaluate the same to give effect to them as required by law.

3. Summary of significant accounting policies

a. Overall consideration

The standalone financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the standalone financial statements.

Basis of preparation and presentation

The standalone financial statements of the Trust have been prepared in accordance with the Indian Accounting Standards and/or any addendum thereto as defined in the Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rule, 2015, as amended ('Ind AS') and SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended and the circulars issued thereunder ('InvIT Regulations'). The Trust has uniformly applied the accounting policies during the periods presented.

The Standalone financial statements are presented in India Rupees which is also the functional currency of the Trust and all values are rounded to the nearest millions, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding-off are expressed as 0.00.

These Standalone Financial Statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities, which are measured at fair values as explained in relevant accounting policies.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

The financial statements for the year ended 31 March 2022 were authorized and approved for issue by the Board of Directors of OIT Infrastructure Management Limited (the 'Investment Manager' of the Trust) on 27 May 2022. The revision to the financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

b. Use of estimates and judgements

The preparation of standalone financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period. An overview of the areas that involve a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed have been disclosed below. Detailed information about each of these estimates and judgments is included in the relevant notes together with information about the basis of calculation for each affected line item in the standalone financial statements.

Estimate and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under circumstances.

The estimates and assumptions that have significant risk of causing a material adjustment to the carrying amount of assets and liabilities are disclosed below:

i. Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

ii. Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

iii. Recoverability of loans/ receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

iv. Contingent liabilities

The Trust is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Trust often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Trust accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

v. Impairment of investments

Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The recoverable amounts for the investments are based on value in use of the underlying projects. The value in use calculation is based on a DCF model. The cash flows are derived from forecasts over the life of the projects of SPVs.

vi. Useful lives of depreciable / amortizable assets

Management reviews its estimate of the useful lives of depreciable / amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

vii. Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Trust engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of investments are disclosed in the notes to standalone financial statements.

viii. Income taxes

The Trust's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. The extent to which deferred tax assets/minimum alternate tax credit can be recognized is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilized.

c. Basis of classification as current and non-current

The Trust presents assets and liabilities in the Standalone balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets have been classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Trust classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle of the Trust is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. As the Trust's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

d. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Trust expects to be entitled in exchange for those goods or services. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Trust and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. In all cases, the total transaction price is allocated amongst the various performance obligations based on their relative standalone selling price. The consideration promised include fixed amounts, variable amounts, or both.

The specific recognition criteria described below must also be met before revenue is recognized :

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

Dividends

Income from dividend on investments is accrued in the year in which it is declared, whereby the Trust's right to receive is established.

Other operating income/other income

All other operating income/income is recognized on accrual basis when no significant uncertainty exists on their receipt.

e. Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable Trust and the same taxation authority.

f. Property, plant and equipment (PPE)

Freehold land is carried as historical cost. All other items of property, plant and equipment and capital work in progress are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Trust and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from the date on which asset is ready for use and up to the date on which the asset is disposed of/fully depreciated.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognized. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Freehold land held by Trust as per the requirement of NHAI and the amount of land is nominal hence it is not treated as investment in property as per Ind AS 40.

g. Impairment of non-financial assets

At each reporting date, the Trust assesses whether there is any indication based on internal/external factors, that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate the recoverable amount of the asset / cash generating unit. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognized in the statement of profit and loss.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

h. Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Trust has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Trust expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is disclosed when there is a possible obligation that arises from events and whose existence is only confirmed by one or more doubtful future events or when there is an obligation that is not recognized as a liability or provision because it is not likely that an outflow of resources will be required.

A contingent asset is not recognized but disclosed in the financial statements, where economic inflow is probable.

i. Investments in subsidiaries

The Trust accounts for its investments in subsidiaries at cost less accumulated impairment losses (if any) in its separate financial statements.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

j. Financial Instruments

Initial recognition and measurement

Financial instruments are recognised when the Trust becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Subsequent measurement

- i. **Financial assets at amortised cost-** A financial instrument is measured at amortised cost if both the following conditions are met:
- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
 - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

ii. **Financial assets at fair value**

- Mutual funds – All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Trust has transferred its rights to receive cash flows from the asset.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using effective interest method. Amortised cost is calculated after considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

k. Fair value measurement

The Trust measures financial instruments at fair value at each balance sheet date.

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 measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Trust.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. Refer Note 29 for fair value hierarchy.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Trust determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period

External valuers are involved for valuation of significant assets such as investments, where required. Involvement of external valuers is decided by the Trust on a need basis and relevant approvals. The valuers involved are selected based on criteria like market knowledge, reputation, independence and professional standards. The Trust after discussion with the external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Trust analyses the movement of assets and liabilities which are required to be remeasured or reassessed as per the Trust's accounting policies. For this analysis, the Trust verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management in conjunction with the external valuers also compares the change in fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Trust has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures of Statement of Net Assets at fair value and Statement of Total Returns at fair value
- Quantitative disclosures of fair value measurement hierarchy (note 29)
- Financial instruments (including those carried at amortized cost) (note 30).



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

l. Impairment of financial assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Trust applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Trust in accordance with the contract and all the cash flows that the Trust expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Trust is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets; and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

m. Segment reporting

The Trust is engaged in investment in "Road Infrastructure Projects" which in the context of Ind AS 108 "Operating Segment" is considered as the only segment. The Trust's activities are restricted within India and hence, no separate geographical segment disclosure is considered necessary.

n. Borrowing costs

Borrowing cost include interest calculated using the effective interest method, amortization of ancillary costs and other costs the Trust incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Contributed equity

Units are classified as equity. Incremental costs attributable to the issue of units are directly recorded in equity, net of tax.

q. Distribution to unit holders

The Trust recognises a liability to make cash distributions to unit holders when the distribution is authorised and a legal obligation has been created. As per the InvIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Investment Manager. A corresponding amount is recognised directly in equity.



Oriental Infra Trust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

r. Earnings per unit

Basic earnings per unit is calculated by dividing the net profit or loss attributable to unit holders of the Trust (after deducting preference dividends and attributable taxes if any) by the weighted average number of units outstanding during the period.

For the purpose of calculating diluted earnings per unit, the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential units.

(This space has been intentionally left blank).



4 Property, plant and equipment

The changes in the carrying value of property, plant and equipment for the year ended 31 March 2021 and for the year ended 31 March 2022 are as follows:

Description	Land	Total
-------------	------	-------

Gross block		
As at 31 March 2020	0.57	0.57
Additions during the year	-	-
As at 31 March 2021	0.57	0.57
Additions during the year	-	-
As at 31 March 2022	0.57	0.57

Accumulated depreciation		
As at 31 March 2020	-	-
As at 31 March 2021	-	-
As at 31 March 2022	-	-

Net block		
As at 31 March 2020	0.57	0.57
As at 31 March 2021	0.57	0.57
As at 31 March 2022	0.57	0.57

Notes:

i) For assets pledged as security, refer note 24.

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5 Non-current investments

Investment in equity instruments (unquoted, at cost)^

Investment in related parties (refer note 32)

10,010,000 (March 2021 10,010,000) equity shares of Etawah Chakeri Kanpur Highway Private Limited ('ECKHPL')*	2,954.83	2,954.83
230,000,000 (31 March 2021 230,000,000) equity shares of OSE Hungund Hospet Highways Private Limited ('OSE HHHPL')	1,201.14	1,201.14
22,809,000 (31 March 2021 22,809,000) equity shares of Oriental Nagpur Bypass Construction Private Limited ('ONBCPL')	23,519.18	23,519.18
18,134,500 (31 March 2021 18,134,500) equity shares of Oriental Nagpur Betul Highway Limited ('ONBHL')	13,000.00	13,000.00
130,000,000 (31 March 2021 130,000,000) equity shares of Oriental Pathways (Indore) Private Limited ('OPIPL')	2,027.56	2,027.56

42,702.71 **42,702.71**

Less: Impairment of non-current investments

1,782.13 1,780.64

40,920.58 **40,922.07**

Aggregate amount of unquoted investments

40,920.58 40,922.07

Aggregate amount of impairment in the value of investments

1,782.13 1,780.64

^Investments in subsidiaries are stated at cost using the exemption provided as per Ind AS 27 'Separate Financial Statements'.

* Includes deemed investment of ₹ 2,054.83 millions arising on the interest free loan to Etawah Chakeri Highways Private Limited.

6 Non-current loans

Loans receivables considered good - Secured

Loan to related parties (refer note 32)

34,609.94 36,993.41

Total

34,609.94 **36,993.41**

Notes:

- Refer note 29 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 30 - Financial risk management for assessment of expected credit losses.
- For assets pledged as security, refer note 24.
- Includes interest free loan given to Etawah Chakeri Highways Private Limited. (refer note 5 and 32).

7 Other financial assets

FDR with maturity more than 12 months*#

1,286.55 1,337.73

1,286.55 **1,337.73**

* The Fixed Deposits held by the Trust has been classified under the category of other non current financial Assets due to DSRA irrespective of the date maturity.

Includes interest accrued but not due

Notes:

- Refer note 30 - Financial risk management for assessment of expected credit losses.
- For assets pledged as security, refer note 24.

8 Non-current tax assets (net)

Income tax paid (net of provisions)

3.29 0.59

3.29 **0.59**

9 Cash and cash equivalents

Balances with banks:

- in current accounts

350.80 216.27

- deposits with original maturity less than three months*

- 10.07

350.80 **226.34**

* Includes interest accrued but not due

Notes:

- For assets pledged as security, refer note 24.

10 Loans-Current

Loans receivables considered good - Secured

Loan to related parties (refer note 32)

3,490.94 2,405.42

Total

3,490.94 **2,405.42**

3,490.94 **2,405.42**

- For assets pledged as security, refer note 24.
- The carrying values are considered to be a reasonable approximation of fair value.
- Interest bearing loan.

11 Other current assets

Balances with statutory authorities

Considered good

- -

Considered doubtful

41.45 41.45

41.45 41.45

Less: Allowance for impairment of non-financial asset

(41.45) (41.45)

- -

Prepaid expenses

1.51 1.05

Advance to supplier

- 1.78

1.51 **2.83**

	As at 31 March 2022	As at 31 March 2021
	0.02	0.02
	0.02	0.02
	58,307.88	58,307.88
	58,307.88	58,307.88

12 Equity

a) Initial settlement amount

b) Unit capital

583,078,789 units (31 March 2021 : 583,078,789 units) of ₹100 each

(i) Terms/rights attached to unit capital:

Subject to the provisions of the InvIT Regulations, the indenture of fund, and applicable rules, regulations and guidelines, the rights of the unit holders include:

a) the beneficial interest of each unitholder shall be equal and limited to the proportion of the numbers of the units held by that unitholder to the total number of the units.

b) right to receive income or distributions with respect to the units held.

c) right to attend the annual general meeting and other meetings of the unit holders of the fund.

d) right to vote upon any matters/resolutions proposed in relation to the fund.

e) right to receive periodic information having a bearing on the operation or performance of the Fund in accordance with the InvIT Regulations; and

f) right to apply to the Fund to take up certain issues at meetings for unit holders approval.

g) right to receive additional information, if any, in accordance with InvIT documents filed with Placement Memorandum.

In accordance with the InvIT Regulations, no unit holders shall enjoy superior voting or any other rights over any other unit holders, and there shall not be multiple classes of units. There shall be only one denomination of units. Notwithstanding the above, subordinate units may be issued only to the Sponsor and its Associates, where such subordinate units shall carry only inferior voting or any other rights compared to the other units.

Under the provisions of the InvIT Regulations, not less than ninety percent of the net distributable cash flows of the Trust is required to be distributed to the unitholders, and in accordance with such statutory obligation the Trust has formulated a distribution policy to declare and distribute 100% of distributable cash flows to its unitholders once every quarter of a financial year. The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCHF) of the Trust under the InvIT Regulations and represent repayment of proportionate capital and share of profit.

Limitation to the Liability of the unit holders

The liability of each unit holders towards the payment of any amount (that may arise in relation to the fund including any taxes, duties, fines, levies, liabilities, costs or expenses) shall be limited only to the extent of the capital contribution of such unit holders and after such capital contribution shall have been paid in full by the unit holders, the unit holders shall not be obligated to make any further payments. The unit holders shall not have any personal liability or obligation with respect to the fund.

(ii) Reconciliation of units outstanding at the beginning and at the end of the year :

Unit capital of ₹100 each fully paid up

Balance at the beginning of the year

Add: Units issued during the year

Balance at the end of the year

31 March 2022		31 March 2021	
No. of units	(₹ in million)	No. of units	(₹ in million)
58,30,78,789	58,307.88	58,30,78,789	58,307.88
-	-	-	-
58,30,78,789	58,307.88	58,30,78,789	58,307.88

(iii) Unitholders holding more than 5% of units of the Trust as at balance sheet date

Oriental Tollways Private Limited
Oriental Structural Engineers Private Limited
BNR Investment Company Limited
Asian Infrastructure Investment Bank

31 March 2022		31 March 2021	
No. of units	% holding	No. of units	% holding
26,25,45,069	45.03%	26,25,45,069	45.03%
8,99,33,720	15.42%	8,99,33,720	15.42%
14,56,00,000	24.97%	14,56,00,000	24.97%
3,44,00,000	5.90%	3,44,00,000	5.90%

(iv) There were no units issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issue and/or brought back since the date of incorporation.

	As at 31 March 2022	As at 31 March 2021
13 Other equity		
Retained earnings		
Balance at the beginning of the year	(2,649.95)	(116.74)
Add : Net profit for the year	4,285.80	2,483.79
Less: Distribution to unit holders [^]	(3,576.80)	(5,017.00)
Balance at the end of the year	(1,940.95)	(2,649.95)

Distribution to unit holders for the year ended 2021-22

[^]Pertains to the distributions made during the financial year along with the distribution related to the last quarter of FY 2020-21 and does not include the distribution relating to the last quarter of FY 2021-22 which will be paid after 31 March 2022. The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of the Trust under the InvIT Regulations and includes interest, dividend and repayment of capital.

Description of nature and purpose of each reserve:**Retained earnings**

Retained earnings are created from the profit/loss of the Trust, as adjusted for distributions to owners, transfers to other reserves, etc.

14 Borrowings**Term Loans (secured)**

Term loan from banks / financial institutions	22,298.77	24,246.54
Total Non-current borrowings (excluding current maturities)	22,298.77	24,246.54
Current maturities of long-term borrowings (refer note 15)		
-Term loans from banks	1,947.77	1,943.39
Total borrowings (including current maturities)	24,246.54	26,189.93

(i) Refer note 29 - Fair value disclosures for disclosure of fair value in respect of financial liabilities measured at amortised cost and note 30 - Financial risk management

(ii) Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:

Particulars	Non-current borrowings (including current maturities)
Balance as at 31 March 2020	27,514.41
Cash flows:	
Repayment of borrowings	(1,428.50)
Non-cash:	
Impact of amortised cost adjustment for borrowings	104.02
Balance as at 31 March 2021	26,189.93
Cash flows:	
Repayment of borrowings	(1,999.90)
Non-cash:	
Impact of amortised cost adjustment for borrowings	56.51
Transfer from non-current borrowings to current maturities	-
Balance as at 31 March 2022	24,246.54

For repayment terms and security details of the outstanding non-current borrowings (including current maturities) refer the table below:

A. Repayment terms

Indian rupee term loan from banks / financial institutions of ₹ 24,246.54 millions (31 March 2021: ₹ 26,189.93 millions) which carries weighted average interest rate of @ 7.38% p.a (31 March 2021: 8.37% p.a.) linked to 1 year MIBOR+ spread, the interest rates will reset on an annual basis. The said loan is repayable in 53 structured quarterly instalments starting from 31 March 2020 and ending on 31 March 2033.

B. Security clause

- first charge on all the assets of the Company, both present and future;
- first charge on the assets of the subsidiaries (except for Oriental Nagpur Betul Highway Limited ('ONBHL')), but excluding the project assets as defined under the concession agreements);
- first charge on all insurance/termination proceeds of borrower and any of its Subsidiaries, present and future;
- first charge on any intercompany loans among the borrower and any of its Subsidiaries;
- Pledge over 51% of shares of the subsidiaries (except for ONBHL) held by the InvIT and Non-Disposal Undertakings ('NDU') on the balance shares and NDU over 49.0% shares of ONBHL held by InvIT subject to compliance of section 19(2) of Banking Regulation Act. Pledged shares to be free from any restrictive covenants or other encumbrance under any contract including shareholder agreement / JV/ transfer of shares etc. In case of single lender, shares not pledged shall be held in Non-Disposal Undertakings/ power of attorney form;
- first charge on assignment of the loans extended by the Borrower to the Subsidiaries from the proceeds of the InvIT loans subject to appropriate clarifications/ approvals from National Highway Authority of India ('NHAI');
- first charge on over the loans extended by borrower to the subsidiaries from proceeds of InvIT loans and receivables from such loans, with a power of attorney issued by borrower permitting the lenders to exercise all rights of borrower against the subsidiaries in respect of transaction documents (including concession agreements, issuing notices to NHAI etc.);
- first charge on all concession / substitution and other project agreements (except ONBHL) ;
- first charge on surplus cash flows of ONBHL, which shall be created by ONBHL through a deed of hypothecation; and
- Corporate guarantee of all the Subsidiaries (except ONBHL).

15 Current borrowings

Current maturities of non-current borrowings (refer note 14)

-Term loan from banks / financial institutions	1,947.77	1,943.39
	1,947.77	1,943.39

	As at 31 March 2022	As at 31 March 2021
17 Other financial liabilities		
Others payable	-	1.29
	-	1.29
18 Other current liabilities		
Statutory liabilities	1.41	3.80
	1.41	3.80

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Oriental InfraTrust
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
Total outstanding dues of micro and small enterprises (refer note (ii) below)	-	-
Total outstanding due to creditors other than micro and small enterprises	41.34	29.65
- Related parties (refer note 32)	7.94	6.34
- Others		
	49.28	35.99

16 Trade payables

Total outstanding dues of micro and small enterprises (refer note (ii) below)

Total outstanding due to creditors other than micro and small enterprises

- Related parties (refer note 32)

- Others

Note:-

(i) Refer Note- 30 Financial risk management

 (ii) **Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006**

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Trust, the following are the details:

- | | | |
|--|---|---|
| a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year | - | - |
| b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - |
| e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |

Trade payable ageing
As at 31 March 2022

Particulars	Outstanding for following period from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME^	-	-	-	-	-	-
(ii) Undisputed dues - Others	-	49.28	-	-	-	49.28
(iii) Disputed dues - MSME^	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	49.28	-	-	-	49.28

As at 31 March 2021

Particulars	Outstanding for following period from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME^	-	-	-	-	-	-
(ii) Undisputed dues - Others	-	35.99	-	-	-	35.99
(iii) Disputed dues - MSME^	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	35.99	-	-	-	35.99

	For the year ended 31 March 2022	For the year ended 31 March 2021
19 Revenue from operations		
Operating revenue		
Interest income on loan to related parties*	5,039.69	4,996.93
Dividend income from related parties (refer note 32)	1,621.28	1,405.31
	6,660.98	6,402.24
* Inclusive of unwinding interest income on interest free loan given (refer note 32)		
20 Other income		
Interest income on bank deposits	77.56	99.04
Gain on sale of investments (net)	-	0.10
	77.56	99.14
21 Finance costs		
Interest expense		
- on term loan	2,165.57	2,600.73
- on late payment of statutory dues	0.21	0.29
Finance and bank charges	52.44	0.79
	2,218.22	2,601.81
22 Impairment of non-current investments		
Impairment of non-current investments (net of reversal) - Etawah Chakeri Kanpur Highway Private Limited	(972.99)	1,220.64
Impairment of non-current investments - OSE Hungund Hospet Highways Private Limited	974.48	-
	1.49	1,220.64

Note

As per Ind AS 36 'Impairment of assets', management carried out the impairment assessment of investment in subsidiaries and provided for an impairment loss of ₹ 974.48 millions (31 March 2021: ₹ 1,220.64 millions) basis the fair valuation conducted as per the future projected cash flows of the assets (after performing sensitivity analysis) during the year ended 31 March 2022. Further, reversal of impairment loss ₹ 972.99 millions (31 March 2021: ₹ Nil) also recognised basis the fair valuation conducted as per the future projected cash flows of the assets during the current period. The recoverable value determined through value in use method in respect of intangible assets. The discount rate used for determining the recoverable value is 8.60 % for year ended 31 March 2022 and 9.50 % for year ended 31 March 2021.

	For the year ended 31 March 2022	For the year ended 31 March 2021
Recoverable value		
Etawah Chakeri Kanpur Highway Private Limited	2,147.15	1,174.16
OSE Hungund Hospet Highways Private Limited	226.66	-

	For the year ended 31 March 2022	For the year ended 31 March 2021
23 Other expenses		
Allowance for impairment of non-financial assets(refer note 11)	-	22.84
Investment manager fees (refer note 37)	138.98	92.05
Legal and professional expenses (refer details below)	33.47	21.12
Rating expenses	14.56	6.00
Rates and taxes	0.06	0.63
Demat fees	0.53	0.42
Environmental, health and safety expenses	12.13	9.31
Miscellaneous expenses	0.15	0.06
	199.88	152.43
Auditor Remuneration *		
Audit fees	5.04	4.70
Tax audit fees	0.10	0.10
Limited review fees	5.15	4.70
Other services	0.80	0.18
Out of pocket expenses	0.53	0.29
	11.62	9.97

* Excludes reimbursement of applicable goods and services tax

24 Assets pledged as security

Particulars	As at 31 March 2022	As at 31 March 2021
Current		
Cash and cash equivalents and bank balances other than cash and cash equivalents	350.80	226.34
Loans	3,490.94	2,405.42
Other current assets	1.51	2.83
Total current assets pledged as security	3,843.25	2,634.59
Non-current		
Property, plant and equipment	0.57	0.57
Investments	40,920.58	40,922.07
Loans	34,609.94	36,993.41
Other financials asset	1,286.55	1,337.73
Non-current tax assets (net)	3.29	0.59
Total non-currents assets pledged as security	76,820.93	79,254.37
Total assets pledged as security	80,664.18	81,888.96

For the year ended
31 March 2022

For the year ended
31 March 2021

25 Tax expense

Income tax expense recognised in Statement of Profit and Loss

Current tax	33.15	42.71
Deferred tax	-	-
	33.15	42.71

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate and the reported tax expense in profit or loss are as follows:

Profit before tax	4,318.95	2,526.50
Income tax using the Trust's domestic tax rate *	42.74%	42.74%
Expected tax expense [A]	1,846.09	1,079.93
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Tax impact of exempt income as per Income Tax Act, 1961	(2,847.17)	(2,736.21)
Tax impact of non-deductible expenditure pursuant to section 14A of the Income Tax Act, 1961	1,034.23	1,698.99
Total adjustments [B]	(1,812.94)	(1,037.22)
Actual tax expense [C=A+B]	33.15	42.71

* Domestic tax rate applicable to the Trust has been computed as follows:

Base tax rate	30.00%	30.00%
Surcharge (% of tax)	37.00%	37.00%
Cess (% of tax)	4.00%	4.00%
Applicable rate	42.74%	42.74%

26 Earnings per unit

Net profit attributable to unitholders	4,285.80	2,483.79
Number of weighted average units (nominal value of Rs 100 each)		
-Basic EPU	58,30,78,789	58,30,78,789
-Diluted EPU	58,30,78,789	58,30,78,789
Earnings per unit - after exceptional items and tax		
-Basic EPU	7.35	4.26
-Diluted EPU	7.35	4.26

Basic EPU amounts are calculated by dividing the profit for the period attributable to Unit holders by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit/(loss) attributable to unit holders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

27 Capital and other commitments

Commitments as at 31 March 2022 is Nil (31 March 2021: Nil)

28 Contingent liabilities and claims

Contingent Liabilities as at 31 March 2022 is Nil (31 March 2021: Nil)

29 Fair value disclosures

(i) Fair value of instruments measured at amortised cost:

Fair value of instruments measured at amortised cost for which fair value is disclosed as follows using Level 3 inputs:

Particulars	Level	As at 31 March 2022		As at 31 March 2021	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Investments*	Level 3	40,920.58	48,108.70	40,922.07	52,852.00
Loans*	Level 3	38,100.88	38,100.88	39,398.83	39,398.83
Cash and cash equivalents	Level 3	350.80	350.80	226.34	226.34
Other financial assets	Level 3	1,286.55	1,286.55	1,337.72	1,337.72
Total financial assets		80,658.81	87,846.93	81,884.96	93,814.88
Financial liabilities					
Borrowings (including current maturities of non-current borrowings)	Level 3	24,246.54	24,246.54	26,189.94	26,189.94
Trade payables	Level 3	49.28	49.28	35.99	35.99
Other financial liabilities	Level 3	-	-	1.29	1.29
Total financial liabilities		24,295.82	24,295.82	26,227.22	26,227.22

*The fair values of the Trust's loans and Investments are determined by applying discounted cash flows (DCF) method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting year. The own non-performance risk as at the reporting year end was assessed to be insignificant.

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30 Financial risk management

i) Financial instruments by category

Particulars	As at 31 March 2022			As at 31 March 2021		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Non-current investments			40,920.58			40,922.07
Loans	-	-	38,100.88	-	-	39,398.83
Other financial asset			1,286.55			1,337.73
Cash and cash equivalents	-	-	350.80	-	-	226.34
Total	-	-	80,658.81	-	-	81,884.97
Financial liabilities						
Borrowings (including current maturities of non-current borrowings)	-	-	24,246.54	-	-	26,189.94
Trade payables	-	-	49.28	-	-	35.99
Other financial liabilities	-	-	-	-	-	1.29
Total	-	-	24,295.82	-	-	26,227.22

ii) Risk Management

The Trust's activities expose it to market risk, liquidity risk and credit risk. The Trust's Board of Directors has overall responsibility for the establishment and oversight of the Trust's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the Standalone financial statements :

Risk	Exposure arising from	Measurement	Management manages risk by
Credit risk	Cash and cash equivalents, Loans carried at amortised cost	Aging analysis	Investing in bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities.
Market risk : price risk	Investments measured at fair value through profit and loss	Sensitivity analysis	Diversification of portfolio of its assets.
Market risk : interest rate	Borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors.

The Trust's risk management is carried out by a project finance team and treasury team under policies approved by Board of Directors of Investment manager. The Board of Directors of Investment manager provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

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Oriental InfraTrust
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

A) Credit risk
Credit risk is the risk that a counterparty fails to discharge an obligation to the Trust. The Trust is exposed to this risk for various financial instruments, for example by granting loans and placing deposits, etc. The Trust's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets:
- cash and cash equivalents,
- loans and receivables carried at amortised cost.

a) Credit risk management
The Trust assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of counterparties, identified either individually or by the Trust, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Trust assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

Assets under credit risk :

Credit rating	Particulars	As at 31 March 2022	As at 31 March 2021
A: Low	Cash and cash equivalents	350.80	226.34
	Other Financial Assets	1,286.55	1,337.73
B: High	Non-current investments	40,920.58	40,922.07
	Loans to related parties	38,100.88	39,398.83
	Total	80,658.81	81,884.97

Cash and cash equivalents and bank balances other than cash and cash equivalents
Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Loans and non-current investments measured at amortised cost
Loans measured at amortised cost loans given to related parties. Credit risk related to these financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses
Financial assets (other than trade receivables)
The Trust provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses.
- For cash and cash equivalents- Since the Trust deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For loans - Credit risk is evaluated based on the Trust's knowledge of the credit worthiness of those parties and loss allowance is measured. Since, this category includes loans which has been given to its subsidiary companies, credit risk in respect of these loans is evaluated as very low.

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Oriental InfraTrust
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

B) Liquidity risk
Liquidity risk is the risk that the Trust may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Trust's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. The Trust requires funds both for short-term operational needs as well as for long-term investment programs mainly in growth projects. The Trust closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities, will provide liquidity.

a) Financing arrangements
The Trust has access to no undrawn borrowing facilities at the end of the 31 March 2022 and 31 March 2021.

b) Maturities of financial liabilities
The tables below analyse the Trust's financial liabilities into relevant maturity categories based on their contractual maturities for all non-derivative financial liabilities.
The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31 March 2022	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings (including interest)	4,191.55	7,560.57	6,885.01	19,540.34	38,177.47
Trade payable	49.28	-	-	-	49.28
Total	4,240.83	7,560.57	6,885.01	19,540.34	38,226.75

As at 31 March 2021	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings (including interest)	4,375.54	8,204.42	7,075.63	22,897.42	42,553.01
Other financial liabilities	1.29	-	-	-	1.29
Trade payable	35.99	-	-	-	35.99
Total	4,412.82	8,204.42	7,075.63	22,897.42	42,590.29

C) Price risk
i) Exposure
The Trust is not exposed to price risk as at balance sheet date.

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Oriental InfraTrust
Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022
(All amounts in ₹ millions unless otherwise stated)

- D) Interest rate risk**
i) Liabilities
The Trust's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting periods end, the Trust is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Trust's investments in fixed deposits pay fixed interest rates.

Interest rate risk exposure
Below is the overall exposure of the Trust to interest rate risk:

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate borrowing	22,298.77	24,246.54
Fixed rate borrowing	-	-
Total borrowings	22,298.77	24,246.54
Amount disclosed under current borrowings	1,947.77	1,943.39
Amount disclosed under borrowings	24,246.54	26,189.93

Sensitivity
Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	As at 31 March 2022	As at 31 March 2021
Interest sensitivity*		
Interest rates – increase by 100 bps [†]	242.47	261.90
Interest rates – decrease by 100 bps [†]	(242.47)	(261.90)

** Holding all other variables constant*

- ii) Assets**
The Trust's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107 'Financial Instruments Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

31 Capital management
For the purpose of the Trust's capital management, capital includes issued unit capital and all other equity reserves attributable to the unit holders of the Trust. The primary objective of the Trust's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Trust manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Trust may return capital to shareholders or issue new shares. The Trust monitors capital using a gearing ratio, which is net debt divided by total equity. The Trust's policy is to keep the gearing ratio optimum. The Trust includes within its net debt, borrowings less cash and cash equivalents.

Debt equity ratio

Particulars	31 March 2022	31 March 2021
Net debts*	23,895.74	25,963.59
Total equity	56,366.95	55,657.95
Net debt to equity ratio	0.42	0.47

Net debt*

Particulars	31 March 2022	31 March 2021
Non current borrowings	22,298.77	24,246.54
Current borrowings	1,947.77	1,943.39
Less: Cash and cash equivalents	(350.80)	(226.34)
Net debt	23,895.74	25,963.59

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Oriental InfraTrust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

32 Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures

Following are the related parties and transactions entered with related parties for the year ended 31 March 2022 and for the year ended 31 March 2021:

A. Related parties where control exists

Subsidiaries

Oriental Nagpur Betul Highway Limited (ONBHL)
Oriental Nagpur Bypass Construction Private Limited (ONBCPL)
Etawah Chakeri (Kanpur) Highway Private Limited (ECKHPL)
OSE Hungund Hospet Highways Private Limited (OHHHPL)
Oriental Pathways (Indore) Private Limited (OPIPL)

II. List of additional related parties as per Regulation 2(1)(zv) of the InvIT Regulations

A. Parties to Oriental InfraTrust

Oriental Structural Engineers Private Limited (OSEPL) - Sponsor I and Project Manager of Oriental InfraTrust
Oriental Tollways Private Limited (OTPL) - Sponsor II of Oriental InfraTrust
OIT Infrastructure Management Limited (Formerly Known as Indian Technocrat Limited) - Investment Manager (IM) of Oriental InfraTrust
Axis Trustee Services Limited (ATSL) - Trustee of Oriental InfraTrust

B. Promoters of the parties to Oriental InfraTrust specified in II(A) above

Mr. Kanwaljit Singh Bakshi - Promoter of OSEPL
Oriental Structural Engineers Private Limited (OSEPL) - Promoter of OTPL
Oriental Tollways Private Limited (OTPL)-OIT Infrastructure Management Limited
Mr. Kanwaljit Singh Bakshi - Promoter of OIT Infrastructure Management Limited
Axis Bank Limited - Promoter of ATSL

C. Directors of the parties to Oriental InfraTrust specified in II(A) above

(i) Directors of OSEPL

Mr. Kanwaljit Singh Bakshi
Mr. Sanjit Bakshi
Mr. Prehlad Singh Sethi
Mr. Amit Burman
Mr. Vijay Chandra Verma- uptill 11 October 2020
Mr. Ashok Kumar Aggarwal

(iii) Directors of OTPL

Mr. Kanwaljit Singh Bakshi
Mr. Maninder Sethi

(iv) Directors of ATSL

Mr. Sanjay Sinha (uptil 30 April 2021)
Mr. Rajesh Kumar Dahiya
Mr Deepa Rath (w.e.f. 01 May 2021)
Mr. Ganesh Sankaran

(ii) Directors of OIT Infrastructure Management Limited

Mr. Sanjit Bakshi
Mr. Surinder Singh Kohli (Independent Director)
Mr. Deepak Dasgupta (Independent Director)
Mr Ajit Mohan Sharan (Independent Director)
Mr. Ranveer Sharma

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Oriental InfraTrust**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022**

(All amounts in ₹ millions unless otherwise stated)

III. Transactions and outstanding balances with related party

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Oriental Structural Engineers Private Limited (OSEPL)		
Transaction during the year		
Distribution to unit holders^	551.68	773.81
Balance outstanding at the end of the year		
Initial settlement amount	0.02	0.02
Oriental Tollways Private Limited (OTPL)		
Transaction during the year		
Distribution to unit holders^	1,610.54	2,259.02
Balance outstanding at the end of the year		
Initial settlement amount	0.01	0.01
OIT Infrastructure Management Limited		
Transaction during the year		
Investment manager fees	138.98	92.05
Reimbursement of Expenses	2.75	8.23
Balance outstanding at the end of the year		
Investment manager fees payable	41.34	29.65

not include the distribution relating to the last quarter of FY 2021-22 which will be paid after 31 March 2022. The distributions made by Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of the Trust under the InvIT Regulations and includes interest, dividend and repayment of capital.

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III. Transactions and outstanding balances with related party

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Oriental Nagpur Betul Highway Limited		
Transaction during the year		
Interest received on Loan given	600.69	603.44
Dividend received	1,621.28	1,405.31
Balance outstanding at the end of the year		
Investments in equity instruments of subsidiaries	13,000.00	13,000.00
Loan receivable	4,103.52	4,103.52
Interest receivable	298.97	299.82
Oriental Nagpur Bypass Construction Private Limited		
Transaction during the year		
Refund of loan given	847.56	65.00
Interest on InfraTrust Loan	1,134.61	1,182.10
Balance outstanding at the end of the year		
Investments in equity instruments of subsidiaries	23,519.18	23,519.18
Loan receivable	7,507.89	8,355.46
Etawah Chakeri Kanpur Highway Private Limited		
Transaction during the year		
Impairment of non current investment	-	1,220.64
Reversal of impairment of non current investment	(972.99)	-
Deemed investment on fair valuation of interest free loan	-	2,054.83
Loan given	295.00	600.00
Refund of loan given	1,749.95	1,273.40
Unwinding finance income on Interest free loan	140.97	32.48
Interest on InfraTrust loan	1,331.41	1,419.51
Balance outstanding at the end of the year		
Investments in equity instruments of subsidiaries	2,147.18	1,174.19
Loan receivable	12,646.99	13,960.97
Interest receivable	-	9.64

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Oriental InfraTrust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

III. Transactions and outstanding balances with related party

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
OSE Hungund Hospet Highways Private Limited		
Transaction during the year		
Impairment of non current investment	974.48	-
Loan given	41.00	-
Refund of loan given	-	1,973.34
Interest on InfraTrust Loan	1,578.92	1,486.92
Balance outstanding at the end of the year		
Investments in equity instruments of subsidiaries	226.66	1,201.14
Loan receivable	10,760.26	10,719.26
Interest receivable	1,024.94	96.06
Oriental Pathways Indore Private Limited		
Transaction during the year		
Refund of Loan	95.80	124.74
Interest on InfraTrust Loan	253.09	272.48
Balance outstanding at the end of the year		
Investments in equity instruments of subsidiaries	2,027.56	2,027.56
Loan receivable	1,758.30	1,854.10

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Oriental InfraTrust**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022**

(All amounts in ₹ millions unless otherwise stated)

33 Information on segment reporting pursuant to Ind AS 108 - Operating Segments

The Trust's activities comprise of owning and investing in Infrastructure SPVs to generate cash flows for distribution to unitholders. Based on the guiding principles given in Ind AS - 108 "Operating Segments", this activity falls within a single operating segment and accordingly the disclosures of Ind AS -108 have not separately been given.

34 Revenue from contracts with customers**Disaggregation of revenue**

Revenue recognised mainly comprises of interest income on loan to related parties and dividend income from related parties. Set out below is the disaggregation of the Trust's revenue from contracts with customers:

Description	For the year ended 31 March 2022	For the year ended 31 March 2021
Operating revenue		
Interest income on loan to related parties	5,039.69	4,996.93
Dividend income from related parties	1,621.28	1,405.31
Total revenue	6,660.98	6,402.24

The table below presents disaggregated revenues from contracts with customers based on nature, amount and timing for the year ended 31 March 2022 and year ended 31 March 2021 :

S.No.	Types of Products by Nature	Types of Services by timing	For the year ended 31 March 2022	For the year ended 31 March 2021
1	Interest income	Over the period of time	5,039.69	4,996.93
2	Dividend income	At the point of time	1,621.28	1,405.31

B Assets and liabilities related to contracts with customers

There are no asset or liabilities related to contract with customers

C There is no adjustment made to the contract price of the contract and hence the revenue recognised in the statement of profit and loss is in agreement to the with the contracted price under the Contract.

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Oriental InfraTrust

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2022

(All amounts in ₹ millions unless otherwise stated)

35 Financial ratios

Ratio	Numerator	Denominator	As at	As at	% Change	Remarks
			31 March 2022	31 March 2021		
			Ratio	Ratio		
Current ratio	Current assets	Current liabilities	1.92	1.33	44.86%	There has been increase in the current ratio mainly on account of increase in interest accrued on loans given by trust to other project SPV's.
Debt-equity ratio	Total debt [Non-current borrowings + Current borrowings]	Total equity	0.43	0.47	-8.54%	Refer Note (i) below
Debt service coverage ratio	Earnings before depreciation and amortisation and interest [Earnings = Profit after tax + Depreciation and amortisation expense + Finance costs (excluding interest on lease liabilities)]	Interest expense (including capitalised) + Principal repayment (including prepayments)	1.55	1.27	21.80%	Refer Note (i) below
Return on equity ratio (in %)	Profit after tax	Average of total equity	7.65%	4.36%	75.36%	There has been increase in return on equity due to increase in profits for the current period because impairment of ₹ 1,220.64 millions was recorded in previous year.
Inventory turnover ratio**	Costs of materials consumed	Average inventories	NA	NA	NA	
Trade receivables turnover ratio***	Revenue from operations	Average trade receivables	NA	NA	NA	
Trade payables turnover ratio	Purchases + other expenses	Average trade payables	4.69	1.35	246.05%	There is increase in this ratio mainly because the average trade payables were higher in the previous period as amount was payable in March 2020 with respect to formation of trust and services taken from parties for raising of new loans from the banks.
Net capital turnover ratio	Revenue from operations	Working capital [Current assets - Current liabilities]	3.61	9.85	-63.34%	There has been decrease in the current ratio mainly on account of increase in interest accrued on loans given by trust to other project SPV's.
Net profit ratio	Profit after tax	Revenue from operations	64.34%	38.80%	25.55%	There has been increase in profits for the current period mainly due to decrease in finance cost due to interest rate reset, also in the current period there is no impairment in the current period in comparison to the previous year.
Return on capital employed (in %)	Earnings before depreciation and amortisation, interest and tax [Earnings = Profit after tax + Tax expense + Depreciation and amortisation expense + Finance costs (excluding interest on lease liabilities)]	Capital employed [Total assets - Current liabilities + Current borrowings]	8.11%	6.27%	1.84%	Refer Note (i) below
Return on investment (in %)	Profit after tax	Equity share capital + Instruments entirely equity in nature + Securities premium	7.60%	4.46%	3.14%	Refer Note (i) below

Note

(i) The change in ratio is less than 25% as compared to previous year and hence, no explanation required.

** The Trust is into service industry, hence inventory turnover ratio is not applicable.

*** The Trust does not have any Trade receivables, Therefore, Trade receivable turnover ratio is not applicable.

36 Distribution:**Related to FY 2020-21:**

The Board of Directors of the Investment Manager have declared distribution of ₹ 1.84 (rounded off) per unit amounting to ₹ 1,070 millions in their meeting held on 26 May 2021, and the aforesaid distribution was paid to eligible unitholders on 02 June 2021.

Related to FY 2021-22:

The Board of Directors of the Investment Manager have declared distribution of ₹0.60 (rounded off) per unit amounting to ₹350 Millions, ₹ 2.56 (rounded off) per unit amounting to ₹ 1,492.50 millions and ₹ 1.13 (rounded off) per unit amounting to ₹ 664.30 millions in their meeting held on 14 August 2021, 12 November 2021 and 10 February 2022 respectively and the aforesaid distribution was paid to eligible unitholders on 21 August 2021, 18 November 2021 and 16 February 2022 respectively. Subsequent to year end 31 March 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 1.55 (rounded off) per unit amounting to ₹ 905.04 millions in their meeting held on 17 May 2022 and the aforesaid distribution was paid to eligible unitholders on 21 May 2022. Further, subsequent to year end 31 March 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 1.46 (rounded off) per unit amounting to ₹ 848.30 millions in their meeting held on 27 May 2022.

Related to FY 2022-23:

Subsequent to year end 31 March 2022, the Board of Directors of the Investment Manager have declared distribution of ₹ 0.95 (rounded off) per unit amounting to ₹ 551.90 millions in their meeting held on 27 May 2022.

37 Investment manager fees

Pursuant to the Investment Management Agreement dated 18 June 2018 as amended, Investment Manager is entitled to fees @ 0.75% of the net revenue of each SPV, per annum. Standalone Statement of Profit and Loss for the year ended 31 March 2022 of ₹ 138.98 Million (31 March 2021 includes amount of ₹ 92.05 million) towards Investment Manager Fees. There are no changes during the year in the methodology for computation of fees paid to Investment Manager.

38

The outbreak of Covid-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Trust. Slowdown in traffic was witnessed from mid of March 2020 owing to outbreak of COVID-19 in India. Subsequently, vide letter no. H-25016/01/2018-Toll dated 25 March 2020 issued by Ministry of Road Transport and Highways (MoRTH) toll collections were suspended from 26 March 2020 to 19 April 2020. In accordance with the concession agreements with NHAI and notifications issued by MoRTH, management is entitled to claim loss of revenue for the impacted period and for which management is evaluating and under process of getting the claims.

During the current year ended 31 March 2022, the management has considered the possible effects that may result from the second wave of COVID-19 pandemic on the recoverability/carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Trust's assets in future may differ from that estimated as at the date of approval of these standalone financial statements.

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All values are rounded to the nearest millions, unless otherwise indicated. Certain amount that are required to disclosed and don not appear due to rounding off are expressed as 0.00

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Previous year figures have been reclassified/regrouped wherever necessary to conform to current year classification.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of Board of Directors of

OIT Infrastructure Management Limited

(as Investment Manager of Oriental InfraTrust)

Sd-

Manish Agrawal

Partner

Membership No.: 507000

Sd-

Deepak Dasgupta

Director

DIN: 00457925

Sd-

Sanjit Bakshi

Director

DIN: 00020852

Place: New Delhi

Date: 27 May 2022

Sd-

Jitendra Kumar

Chief Executive Officer

Sd-

Ashish Jasoria

Chief Financial Officer

Place: New Delhi

Date: 27 May 2022

ENVIRONMENT, HEALTH AND SAFETY MEASURES UNDERTAKEN

Oriental's EHSS Policy and Environmental and Social Management System forms the basis of its commitment towards compliance with high standards of environmental protection, health and safety practices. Oriental InfraTrust(OIT) is committed to provide a quality conscious customer service that contributes to the success of its customers, meeting or exceeding their requirements and expectations. This is accomplished by the consistent application and continual improvements of Quality Management, Environment, Health, Safety and Social (QEHS) Development Management System throughout the organization.

OIT, Oriental Infrastructure Management Limited (OIML) and their SPVs received the ISO certification in 2021 (by TUV SUD Asia Pvt Ltd) and have a robust system for implementing Integrated Management System (IMS) comprising ISO 9001:2015(Quality Management), ISO 14001:2015 (Environment) and ISO: 45001:2018 (Occupational Health and Safety).

In addition, the Company demonstrates and documents on how EHS aspects are integrated in the core business processes while consciously protecting and promoting social and environmental capital that aims towards achieving long term sustainability. The various EHS programs conducted in the last one year include: cleanliness drives, health checkup camps, community awareness and development programs as well as COVID-19 safety measures. Given below is a brief overview of such programs and measures undertaken in last one year.

ISO IMS (Integrated Management System) Certification of OIT and Its Assets



CLEANLINESS DRIVE AT TOLL PLAZAS & PROJECT SITES



ROAD SAFETY AWARENESS CAMPAIGN



“HARIT BHARAT SANKALP” PLANTATION PROGRAMME



COVID-19 SAFETY AWARENESS & SANITIZATION MEASURES AT TOLL



HEALTH CHECKUP CAMPS



ANNUAL CRICKET TOURNAMENT AT SITES



Making of Nestson Sparrow day at Barazore Toll Plaza Camp (ECKHPL) to promote Biodiversity Activities



SAFETY TRAININGS AND MOCK DRILL AT PROJECT SITES



MOCK DRILLS CONDUCTED AT SITES



CONTRIBUTION FOR CONSTRUCTION OF LIBRARY –ECKHPL



OTHER DISCLOSURES

- ❖ Update on development of under-Construction Projects, if any: Nil
- ❖ Details of outstanding borrowings and deferred payments of InvIT including any credit rating(s), debt maturity profile, gearing ratios of the InvIT on a Consolidated and Standalone basis as at the end of the year: Please refer to Financial Statement.
- ❖ The 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 year: Please refer to Financial Statement.
- ❖ Details of all related party transactions during the year, value of which exceeds five percent of value of the InvIT Assets: Please refer to Financial Statement.
- ❖ Details regarding the monies lent by the InvIT to the holding Company or the special purpose vehicle in which it has Investment in: Please refer to Financial Statement .
- ❖ Details of issue and buyback of Units during the year, if any: NIL.
- ❖ The Units of the Trust are listed on National Stock Exchange (NSE). During the year the Units have not been traded.
- ❖ Brief details of material and price sensitive information: During the period, the Trust, from time to time, has been providing price sensitive details of material and price sensitive information to the stock exchanges in accordance with the InvIT Regulations.

Information of the contact person of the InvIT:

Mr. Jitendra Kumar

Chief Executive Officer

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Mr. Ashish Jasoria

Chief Financial Officer

Contact Detail: ashish.jasoria@orientalindia.com

Mr. Gaurav Puri

Compliance Officer

Contact Detail: gaurav.puri@orientalindia.com



THANK YOU