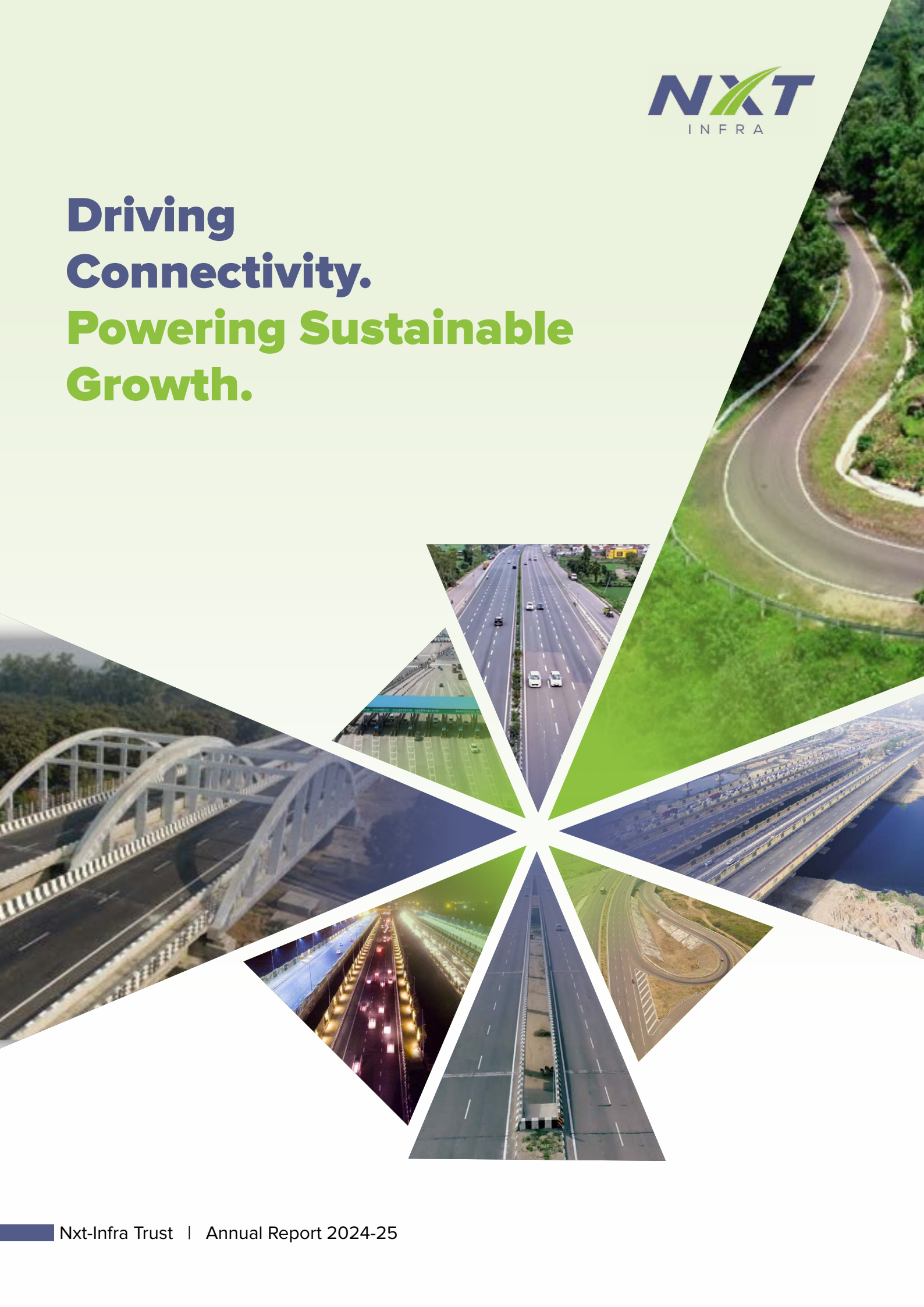


**Driving  
Connectivity.  
Powering Sustainable  
Growth.**



## INSIDE THIS REPORT

# 1-31

### Corporate Overview

2	Key Highlights of the Year
4	About Us
6	Presence
8	Competitive Strengths
10	Project Portfolio
16	CEO's Message
18	CFO's Message
20	Operating Context
22	Strategic Imperatives
24	ESG Approach
28	Board of Directors
31	Corporate Information

# 32-142

### Statutory Reports

32	Management Discussion and Analysis
40	Mandatory Disclosures

# 143-243

### Financial Statements

144	Standalone
187	Consolidated

For more investor-related information, please visit

<https://nxt-infra.com/investor-corner/corporate-governance/>

Or scan the QR code



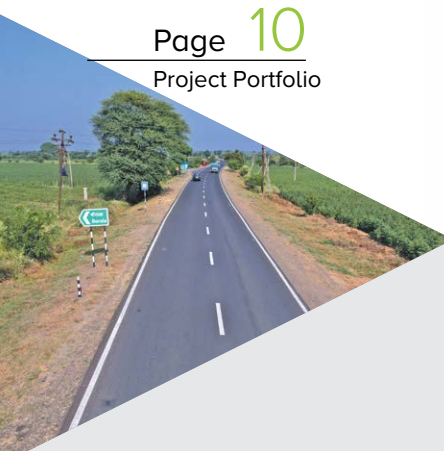
Page 16

CEO's Message



Page 10

Project Portfolio



### INVESTOR INFORMATION

SEBI Reg. No.	IN/InvIT/23-24/00028
ISIN	INE0SF023016
NSE Code	NXT-INFRA
AGM Date	July 25, 2025
AGM Mode	Video Conferencing
Visual Means	Video Conferencing (VC), Other Audio Visual Means (OAVMs)

#### Disclaimer

This document contains 'forward-looking statements' relating to the anticipated future performance and developments of Nxt-Infra Trust ('The Trust'). These statements are based on certain assumptions and expectations of future events and, as such, are subject to inherent risks and uncertainties. Actual results may differ materially from those expressed or implied in these statements due to various factors beyond the Trust's control. Readers are therefore advised to exercise caution and not place undue reliance on these forward-looking statements. Nxt-Infra Trust undertakes no obligation to update or revise any of these statements, whether because of new information, future events, or otherwise.

DRIVING

**CONNECTIVITY.**

POWERING

**SUSTAINABLE**

**GROWTH.**

---

India's infrastructure is entering a transformative phase, and Nxt-Infra stands ready to be a vital part of this evolution. As a new and emerging player, we are purpose-built not merely to invest but to actively operate and monetise high-potential highway assets.

---

Our aim centres on unlocking opportunities which provide inflation-adjusted revenues through long-term concession based contracts with reliable counter parties providing stable and sustainable cash flows. We enhance value through disciplined asset management and operational efficiencies. This objective vision is captured in this year's theme: **Driving Connectivity, Powering Sustainable Growth.**

Rooted in strong governance and a future-oriented mindset, our growth aligns closely with India's expanding road network and national

infrastructure goals. Strengthening vital connections improves access, reduces travel time and lowers costs, which boosts economic activity. At the same time, powering growth through sustainable practices enables consistent, long-term value creation. Through this dual focus, we contribute to shared prosperity and deliver lasting value to all whom we serve.

Key Highlights of the Year

# SHOWCASING NUMBERS THAT REFLECT PROGRESS

Our achievements showcase our continued commitment to performance, operational excellence, and sustainable value. Together, they build a strong foundation for a future marked by enduring stakeholder confidence.



## Operational Highlights


**05**  
States Covered


**2,087+**  
Lane Kilometres

**05**  
Plaza's on projects  
(Toll + HAM)



## Financial Highlights


INR **6,199.48** million   
Consolidated Total Income


INR **59,022.74** million   
Enterprise Value (EV) as on March 31, 2025

INR **3,810.74** million   
Consolidated Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA)


INR **1,935.20** million   
Consolidated Profit after Tax (PAT)

\* Above financial figures are as per consolidated IndAS financial statements

**1,388** Metric Tonne   
Estimated CO<sub>2</sub> Emissions Saved

**91** %   
Workforce Trained for ESG Practices

INR **13.14** million   
Corporate Social Responsibility (CSR) Investment

**1,138** KW   
Renewable Power Generation Capacity

## Sustainability Highlights



# ENABLING SEAMLESS CONNECTIVITY FOR A STRONGER INDIA

Nxt-Infra Trust (also referred to as 'Nxt-Infra,' 'Our Trust' or 'We') was established as an irrevocable trust under the Indian Trusts Act of 1882. Sponsored by Actis Highway Infra Limited (**Sponsor**), we serve as a long-term institutional platform for owning and operating road assets across India.

We are committed to strengthening the nation's transportation network by ensuring efficient management of key road infrastructure. In doing so, we drive uninterrupted connectivity and contribute to sustained economic progress.

Our portfolio comprises 6 Special Purpose Vehicles (SPVs) with 14 highway corridors, covering over 2,000 lane kilometres across

Delhi, Haryana, Uttarakhand, Uttar Pradesh, and Maharashtra. This balanced mix of toll and annuity-based assets highlights our focus on providing visibility and growth in cash flows. With a proactive asset management approach, we continually enhance travel experiences.

## A Snapshot of Our Numbers in 2024-25

2,087

Lane Kilometres

05

Plaza's on projects  
(Toll + HAM)

11<sup>#</sup> Years

Average Residual Life

INR 28,500 million

Equity Raised since Listing

50.38%\*

Revenue % from Toll

49.62%\*

Revenue % from HAM

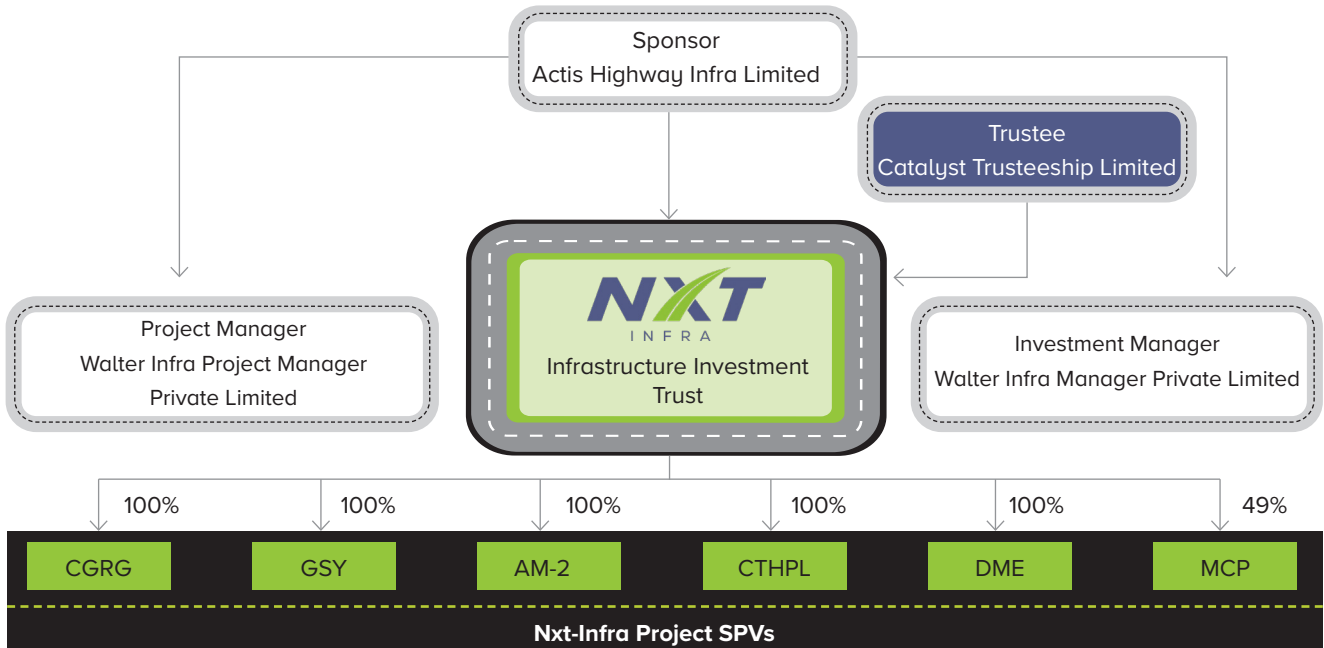
71.60%\*

EBITDA Margin

\*Revenue and EBITDA figures are as per SPVs IndAS financial statements

#Weighted average balance life basis FY 25 IndAS EBITDA

## Our Structure



### Sponsor

Our Trust is sponsored by Actis Highway Infra Limited, established in 2022 in the Republic of Mauritius. It is an Investment Holding SPV held by Actis Long Life Infrastructure Fund-1, managed by Actis, a global investor focused on sustainable infrastructure. Actis brings over 75 years of investment experience in global growth markets. Its core areas include energy, digital, long-life infrastructure, and real estate, with an emphasis on active ownership and sustainable value creation. Actis is also a signatory to the UN Principles for Responsible Investment.



### Trustee

Catalyst Trusteeship Limited serves as the Trustee of Nxt-Infra. It is a SEBI-registered intermediary under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and has been registered as a debenture trustee since April 13, 2022.



### Investment Manager

Walter Infra Manager Private Limited, incorporated in India on March 13, 2023 under the Companies Act, 2013, serves as Investment Manager to the Trust pursuant to the Investment Management Agreement entered between the Investment Manager and Trustee.



### Project Manager

Walter Infra Project Manager Private Limited, incorporated in India on March 25, 2023 under the Companies Act, 2013, serves as Project Manager to the Trust pursuant to the Project Implementation and Management Agreement entered between the Project Manager, Investment Manager, Trustee and Project SPVs of the Trust.

Presence

SUPPORTING FLOW OF

# REGIONAL

# COMMERCE

We play a pivotal role in strengthening India's transportation backbone by operating across vital highway corridors and infrastructure routes that connect regions and powers economic development.

With a well-balanced portfolio of operational, revenue-generating assets, we facilitate the seamless movement of millions every day. Each asset is strategically located, efficiently managed, and governed by inflation-adjusted revenues from long-term concession-based contracts with reliable counter parties and thereby providing stable and sustainable cashflows.

5

States

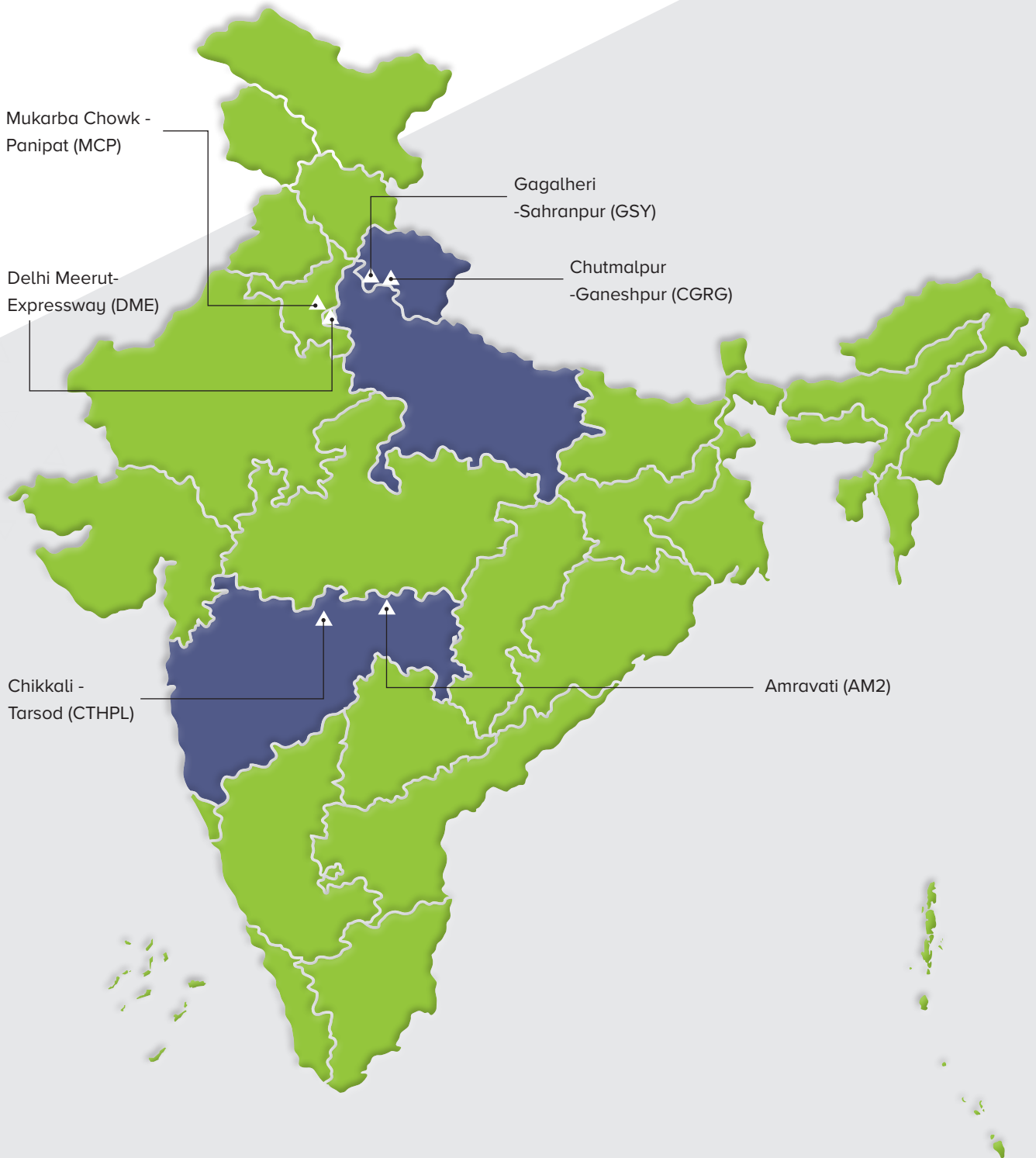
6

Project SPVs

14

Highway Corridors





**Disclaimer**

This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. Our Company or any of our Directors, officers or employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. We do not warrant or represent any kind of connection with its accuracy or completeness.

Competitive Strengths 

PAVING STRONG FOUNDATIONS FOR

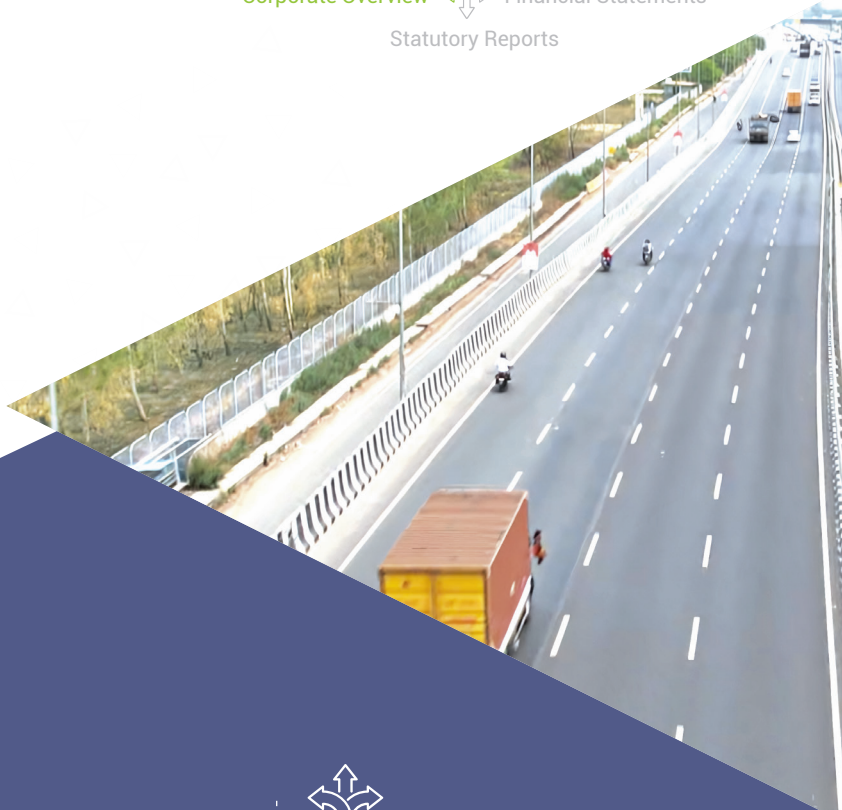
**FUTURE**

**DEVELOPMENT**

We stand at the forefront of India’s infrastructure evolution, driving excellence across the country’s extensive highway network. Our strength stems from a diversified portfolio of revenue-generating assets, supported by robust governance, operational efficiency, and long-term sustainability.

We offer a stable and scalable platform that offers predictable cash flows and contributes meaningfully to nation-building. By paving the way for enhanced connectivity, Nxt-Infra continues to emerge as a symbol of stability, trust, and growth.





### Diversified, Revenue-Generating Portfolio with Minimal Construction Risk

We have built a strong foundation with a well-diversified portfolio of completed, revenue-generating road assets spread across key geographies in India. Long-term concession agreements back these assets, ensuring stable income with minimal exposure to construction risk.



### Balanced Revenue Mix through Annuity and Toll Income

Our projects offer a healthy blend of hybrid annuity and toll models. Annuity assets secure fixed payments from government authorities, shielding us from traffic risk. Meanwhile, our toll project, located in a high-traffic corridor, enables consistent growth aligned with rising freight and passenger volumes.



### Geographic and Operational Diversification

Operating across various states and project types lowers our dependence on any single region or asset. This diversity builds resilience against local disruptions and positions us to capture emerging infrastructure opportunities.



### Strong Backing from Experienced Partners

We are supported by a highly experienced Sponsor. Their deep sectoral knowledge, financial expertise and longstanding relationships help us navigate complex regulatory environments and access competitive capital. Our dedicated Investment and Project Managers further bring operational excellence and strategic insight into every aspect of our business.



### Natural Hedge against Interest Rate and Inflation Risks

Our revenue model inherently protects us from interest rate fluctuations and inflationary pressures. Hybrid Annuity Model (HAM)-based annuity payments include a fixed interest margin over benchmark rates, safeguarding against rate fluctuations. Meanwhile, our toll project benefits from inflation-linked tariff revisions, ensuring stable revenues under shifting market conditions.



### Experienced and Committed Leadership

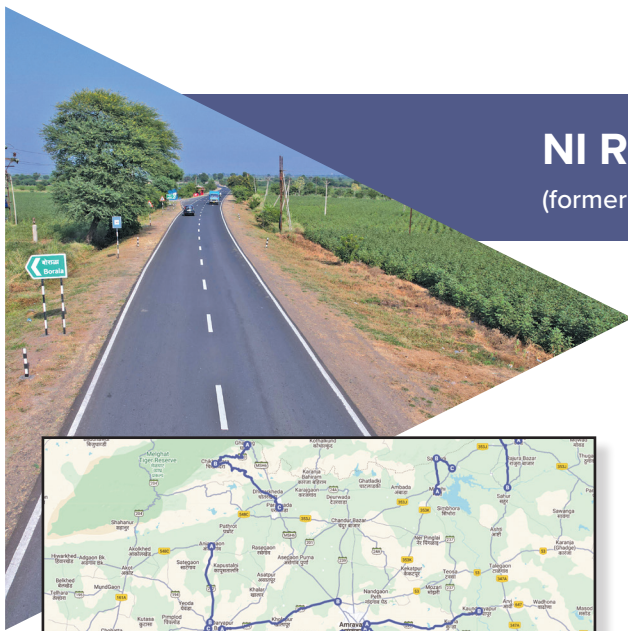
Our management team holds profound expertise in infrastructure development, finance, and operations. Backed by strong governance practices, we are well positioned to execute our growth strategies, optimise project performance, and deliver long-term value to our stakeholders.

# ENSURING RELIABLE CONNECTIVITY FOR

# TOMORROW'S

# INDIA

Aligned with our objective of strengthening core assets, we remain focussed on developing infrastructure that stands the test of time.



## NI Road Infra Private Limited (AM-2)

(formerly known as Welspun Road Infra Private Limited)

Incorporated on September 28, 2018, AM2 is 362.75 Kilometre, 725.5 lane Kilometre, sections of various State Highways, spread across 9 packages in the State of Maharashtra. The stretch, under Hybrid Annuity Model, is a key connector between the Districts of Amravati and Akola in the State of Maharashtra.

### Strategic Importance

**Regional Connectivity:** AM-2 is upgrading intra-district and inter-district road networks across Akola and Amravati, regions that are crucial for agricultural and rural development.

**Socioeconomic Development:** The improved roads are expected to stimulate economic activity, ease logistics, and facilitate better access to markets, healthcare, and education for rural populations.

**Tourism:** The project will improve access to Chikhaldara, a popular hill station in the Amravati district, and support the tourism economy.

**National Infrastructure Goals:** AM-2 work contributes to India's broader infrastructure development vision, especially in improving state highways and rural connectivity under public-private partnership (PPP) frameworks.

### Key Features of the Project

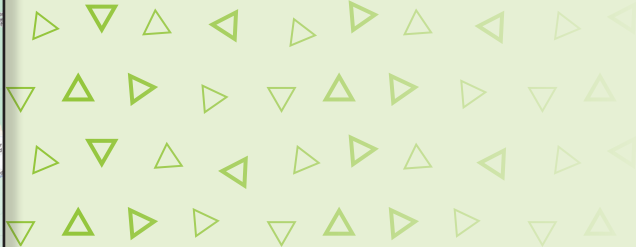
State	Maharashtra
Authority	Maharashtra PWD
Length	362.75 Kilometre
Lanes	2 Lane
COD	July 29, 2022
Concession Period	10 Years
Concession End	2031



# Nxt-Infra CGRG Highways Private Limited (CGRG)

(Formerly known as Nxt-Infra CGRG Highways Limited)

Incorporated on May 6, 2016, Chutmalpur – Ganeshpur and Roorkee – Chutmalpur – Gagalkerhi, is 53.3 Kilometre, 252.67 lane Kilometre section of NH – 72A and 73, in the States of Uttarakhand and Uttar Pradesh. The stretch under Hybrid Annuity Model, is part of Delhi-Deharadun Highway.



## Strategic Importance

**Interstate Connectivity:** Supports seamless mobility between Uttarakhand and Uttar Pradesh, enhancing logistics and commuter movement.

**Regional Economy Boost:** Connects key commercial, educational, and industrial centres, strengthening local economic ecosystems.

**Tourism and Pilgrimage:** Strengthens vital travel corridors frequently used by pilgrims and tourists, especially those headed to Northern spiritual and natural destinations.

**Road Infrastructure Modernisation:** Contributes to the broader national agenda of expanding and upgrading the road network to meet rising mobility demands.

**Part of a National Mission:** This stretch is part of Delhi Dehradun Economic Corridor

## Key Features of the Project

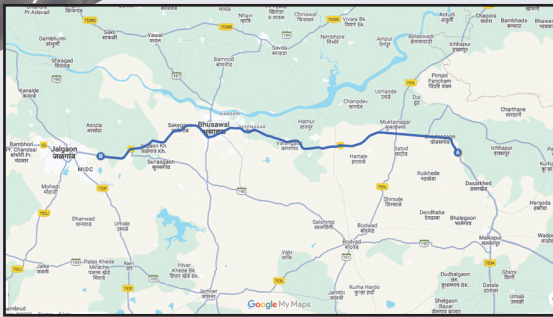
State	Uttar Pradesh & Uttarakhand
Authority	NHAI
Length	53.3 Kilometre
Lanes	04 Lane
COD	October 07, 2022
Concession Period	15 Years
Concession End	2035



# Nxt-Infra CT Highways Private Limited (CTHPL)

(formerly known as Chikhali-Tarsod Highways Private Limited)

Incorporated on December 6, 2016, Chikhali Tarsod, is 62.7 Kilometre, 318.78 lane Kilometre section of NH – 53, under Hybrid Annuity Model, that connects Jalgaon and Nagpur Districts in the State of Maharashtra.



## Strategic Importance

**Nagpur-Surat Economic Corridor:** NH-6 is a crucial component of India's Nagpur-Surat highway network, connecting important cities and industrial zones. This project strengthens the continuity and capacity of this corridor within Maharashtra.

**Regional Connectivity:** The highway enhances connectivity for commuters, businesses, and freight transport across regions such as Buldhana and Jalgaon districts, improving access to markets and services.

**Economic Upliftment:** It also facilitates smoother movement of agricultural produce and industrial goods, supporting regional trade and logistics efficiency.

## Key Features

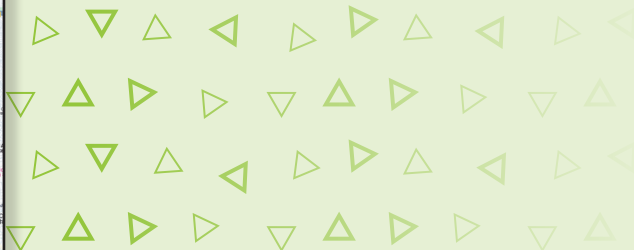
State	Maharashtra
Authority	NHAI
Length	62.7 Kilometre
Lanes	4 Lane
COD	October 30, 2022
Concession Period	15 Years
Concession End	2036

# DM Expressway Private Limited (DME)

(formerly known as Welspun Delhi Meerut Expressway Private Limited)



Incorporated on February 16, 2016, Delhi-Meerut Expressway is 8.72 Kilometre, 139.46 lane Kilometre section of NH – 24 in Delhi and Uttar Pradesh. The stretch under Hybrid Annuity Model, is a key connector between Delhi and Meerut.



## Strategic Importance

**Critical Urban Link:** Enhances connectivity between Delhi and Uttar Pradesh through one of the busiest national highway corridors. With enhanced connectivity to Delhi through the Delhi-Meerut Expressway, Meerut is rapidly transforming into a major urbanisation hub.

**Urban Decongestion:** Supports smoother vehicular flow and reduces bottlenecks on the Delhi-UP border section, improving overall traffic efficiency.

**Economic and Commuter Mobility:** Facilitates movement of people and goods in a high-density zone that directly impacts regional commerce and daily commutes.

**Urban PPP Model in Action:** Represents a successful urban expressway infrastructure project under the public-private partnership framework.

## Key Features of the Project

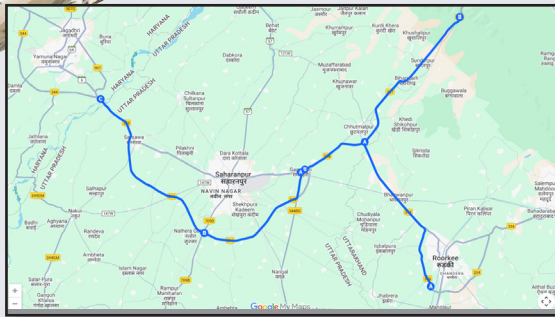
State	Delhi
Authority	NHAI
Length	8.716 Kilometre
Lanes	14 Lane
COD	September 26, 2018
Concession Period	15 Years
Concession End	2033



# Nxt-Infra GSY Highways Private Limited (GSY)

(formerly known as Nxt-Infra GSY Highways Limited)

Incorporated on May 11, 2016, Gagalheri – Saharanpur – Yanumanagar is 51.45 Kilometre, 222.62 lane Kilometre section of NH – 73. The stretch, under Hybrid Annuity Model, is in the State of Uttarakhand and connects Deharadun with Chandigarh and Delhi



## Strategic Importance

**Interstate Connectivity:** Strengthens linkages between Uttar Pradesh and Haryana, enhancing regional trade and mobility.

**Infrastructure Upgradation:** Facilitates the transformation of an important highway segment into a high-capacity corridor.

**Boost to Regional Economy:** Promotes economic activity in the Saharanpur-Yamunagar belt by improving logistics efficiency.

**Part of a National Mission:** This stretch is part of Delhi-Dehradun Economic Corridor.

**Tourism and Pilgrimage:** Strengthens vital travel corridors frequently used by pilgrims and tourists, especially those headed to northern spiritual and natural destinations.

## Key Features

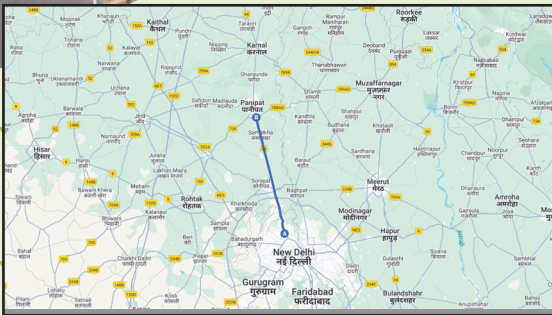
State	Haryana & Uttar Pradesh
Authority	NHAI
Length	51.455 Kilometre
Lanes	4 Lane
COD	February 10, 2022
Concession Period	15 years
Concession End	2035



# Nxt-Infra MCP Highways Private Limited

(Formerly known as Welspun Infracore Private Limited)

Incorporated on September 13, 2019, Mukarba Chowk to Panipat, is 70.5 Kilometre, 702.3 lane Kilometre section of NH-44 on BOT (Toll) Basis, in the States of Delhi and Haryana. The stretch is a part of National Highway between Delhi and Chandigarh and a key connector between Jammu & Kashmir and Punjab with Delhi and rest of the states of the country.



## Strategic Importance

**Delhi-North India Linkage:** The improved connectivity along NH-44 significantly enhances access between Delhi and key northern regions, facilitating seamless movement to major industrial hubs such as Panipat, Ludhiana, and Solan, also boosting tourism connectivity to Himachal Pradesh, Punjab, and Jammu & Kashmir.

**Traffic and Congestion Relief:** Supports faster movement of goods and commuters between Delhi and northern region.

**Logistics Efficiency:** Enhances regional trade and logistics efficiency by improving a vital infrastructure corridor.

**National Infrastructure Agenda:** Aligns with the Government's agenda to modernise national highways through public-private partnerships.

## Key Features of the Project

State	Haryana & Delhi
Authority	NHAI
Length	70.5 Kilometre
Lanes	08 Lane
COD	March 02, 2024
Concession Period	17 years
Concession End	2039

CEO's Message  
CEO of Walter Infra Project Manager Private Limited

# NAVIGATING HEADWINDS WITH

# SEASONED

# EXPERTISE



**Dear Unitholders,**

It is a privilege to present our first Annual Report for 2024-25. This year represents a defining milestone in our journey, one that began well before our public listing with a clear intent: to drive connectivity and power sustainable growth across India's infrastructure ecosystem.

### **Moving Towards a New Infrastructure Era**

India is undergoing a paradigm shift in infrastructure development, with the road sector playing a transformative role. Roads carry more than 87% of passenger movement and 60% of freight, making them central to economic growth, trade, tourism, and regional integration.

(Source: <https://morth.nic.in/hi/node/233>)

Recognising this, the Government of India has significantly ramped up its commitment to the sector. Budgetary allocation to the Ministry of Road Transport and Highways has surged nearly 4.7 times, from INR 0.61 trillion in 2017-18 to INR 2.87 trillion in 2025-26. This surge has accelerated National Highway development, with the network growing from under 92,000 km a decade ago to over 1,46,000 km today.



For Nxt-Infra, this is more than a growth phase; it is a chance to actively shape India's infrastructure future. The vision is clear: the nation is not just building roads, it is crafting a smarter, more connected tomorrow, and we are proud to be part of that journey.

(Source: [https://prsindia.org/files/budget/budget\\_parliament/2025/DFG\\_Analysis\\_2025-26\\_Road\\_Transport\\_&\\_Highways.pdf](https://prsindia.org/files/budget/budget_parliament/2025/DFG_Analysis_2025-26_Road_Transport_&_Highways.pdf))

Importantly, this growth has been accompanied by a marked shift in execution models, with innovative structures like BOT (Build-Operate-Transfer), HAM (Hybrid Annuity Mode), TOT (Toll-Operate-Transfer), and InvITs (Infrastructure Investment Trusts) drawing robust private sector participation. This evolving framework creates a fertile ground for forward-looking entities like us.

With a strong macroeconomic tailwind, ample funding support, and an evolving policy ecosystem, we see a rich pipeline of acquisition opportunities. For Nxt-Infra, this is more than a growth phase; it is a chance to actively shape India's infrastructure future. The vision is clear: the nation is not just building roads, it is crafting a smarter, more connected tomorrow, and we are proud to be part of that journey.

### Strengthening the Portfolio and Financial Foundation

Our thoughtfully curated asset mix ensures diversification of risk, consistency in cash flow, and long-term financial stability. The toll road connecting Delhi to Panipat remains a significant contributor to our revenues, owing to its strategic location and a robust traffic profile, comprising approximately 57% passenger vehicles and 43% commercial traffic. For HAM projects, we receive assured bi-annual payments.

Our portfolio collectively generated a revenue from operations of INR 8,069.67 million in 2024-25, including toll project revenue of INR 4,065.43 million and HAM projects revenue of INR 4,004.24 million. While external factors such as unseasonal rainfall, regional disruptions, and ongoing protests in North India tempered traffic growth in the short term, the underlying fundamentals of our assets remained



**We refinanced project-level debt of INR 31,968 million and plan to draw an additional debt for major maintenance over the life of the SPVs.**

strong. With steady improvements expected in regional mobility, we anticipate a gradual recovery in traffic volumes.

### Delivering on Our Promise to Investors

We remain committed to our mandate of delivering stable and sustainable returns to our unitholders. We distributed INR 8.03 per unit for the half year ending September 30, 2024, followed by a second distribution of INR 3.39 per unit for quarter ended December 31, 2024 and INR 6.59 per unit for the quarter ended March 31, 2025, totaling to INR 18.01 per unit, reflecting strong cash generation and disciplined capital management.

Furthermore, our leverage stood below 49% of the asset value, in line with SEBI norms. We refinanced project-level debt of INR 31,968 million and plan to draw an additional debt for major maintenance over the life of the SPVs. Provisions such as a three-month Debt Service Reserve Account (DSRA) and optimal debt structuring further strengthen our financial risk profile, ensuring debt protection even under stress.

### Upholding Strong Governance, Compliance, and Sustainability

Governance is at the heart of our operations. Throughout the year, we

upheld high standards of compliance and transparency in alignment with regulatory frameworks. We submitted all mandated reports and disclosures timely and continue to maintain open communication with our stakeholders.

While we are yet to formally announce our Environmental, Social and Governance (ESG) roadmap, many elements of responsible infrastructure investment are already embedded in our strategy. The HAM model inherently promotes lifecycle cost efficiency and regulatory adherence. Meanwhile, our robust governance framework guarantees accountability and ethical practices at every level.

### Building the Future Responsibly

Looking ahead, we seek not only to expand our portfolio but to do so with responsibility, resilience, and innovation. Drawing on the Sponsor's global network and expertise, we aim to integrate advanced technologies, real-time maintenance systems, and green standards across our operations.

Nxt-Infra is uniquely positioned to contribute meaningfully to India's infrastructure transformation. With a strong foundation in place, we will continue to scale new heights, driving connectivity, powering sustainable growth, and delivering enduring value to all our stakeholders.

On behalf of our leadership team, I extend sincere gratitude for your trust and support during this foundational year. The journey ahead brims with promise, and we eagerly anticipate advancing together.

Best Regards,

**Jayanta Neelkanth Dixit**

Chief Executive Officer

# DIRECTING STABLE TRAJECTORIES THROUGH

# FINANCIAL

# FORESIGHT



## Dear Unitholders,

It is with great pride and confidence that I present our financial highlights for the fiscal year ended March 31, 2025, a landmark year that marked the successful listing of Nxt-Infra as an Infrastructure Investment Trust (InvIT) in July 2024. This important milestone signifies more than a market debut; it reflects the strength of our asset portfolio, the trust of our stakeholders and the resilience of our business model. We began our journey as a listed entity on a strong footing, committed to delivering steady returns while pursuing our long-term sustainability goals. Our performance this year reaffirms our strategic focus to build a stable, scalable platform that balances growth, financial discipline, and responsible infrastructure development. As we continue to navigate an evolving infrastructure environment, we remain committed to driving sustainable growth, maintaining financial discipline, and creating long-term value for our stakeholders.



Since listing in July 2024, we have distributed to our unitholders INR 18.01 per unit totalled INR 5,131.75 million, marking a solid start to our journey as a listed entity.

### Delivering Robust Financial Performance

During the year under review, Nxt-Infra delivered strong financial results, reflecting the quality and stability of our portfolio. This performance underscores our portfolio's ability to generate healthy cash flows and our focus on steady returns. Since listing in July 2024, we have distributed to our unitholders INR 18.01 per unit totalled INR 5,131.75 million, marking a solid start to our journey as a listed entity.

In spite of a challenging year for our toll road asset, it has shown healthy growth, with a 6.4% increase in revenue compared to the prior year. Our hybrid annuity assets have continued to deliver on its revenues and we have maintained a steady recovery cycle. This performance is driven by efficient management of our assets. As we continue to optimise performance, we are confident these assets will generate robust returns.

### Maintaining a Prudent Capital Structure

We take pride in maintaining a strong and conservative balance sheet. As of March 31, 2025, our Net Debt-to-AUM ratio stands at approximately 47.38%, a reflection of our disciplined approach to financial management.

Moreover, our balance sheet remains resilient, while ensuring financial readiness for future growth. Our credit rating remains at CRISIL AAA Stable underscoring our financial stability and the trust that investors place in our ability to navigate economic cycles. About one-third of the debt is repo-linked, and the balance is benchmark-linked, thereby providing a hedge against interest rate fluctuations. This solid



Our balance sheet remains resilient, while ensuring financial readiness for future growth. Our credit rating remains at CRISIL AAA Stable underscoring our financial stability and the trust that investors place in our ability to navigate economic cycles.

capital structure positions us to continue expanding our portfolio of high-quality assets, while managing risks effectively.

### Embedding Governance and Responsibility

Alongside financial strength, we hold ourselves to the highest standards of governance and transparency. Throughout 2024–25, we upheld rigorous, risk management, and governance practices. Our framework promotes integrity and inspires stakeholder trust.

Sustainability remains embedded across our operations, from asset upkeep to safety systems. Furthermore, we continue to implement environmentally responsible practices that contribute meaningfully to the communities we serve and the longevity of our assets.

### Focussing on Growth and Strategic Expansion

Looking ahead, Nxt-Infra is well-positioned to benefit from India's infrastructure expansion. With an outlook for future acquisitions and investments in high-quality toll road and hybrid annuity assets, we are confident in our ability to expand our portfolio, while maintaining a disciplined financial approach.

Our strong financial health, combined with the growing demand for investment in the Indian road and highway sector, provides us with significant opportunities for expansion. In addition, we are actively exploring new opportunities, optimising existing assets, and evaluating investments that align with our long-term strategy. As we continue to build a resilient infrastructure platform, we remain focussed on delivering sustainable, long-term value to our stakeholders.

### Expressing Appreciation for Collective Effort

I extend my sincere thanks to my colleagues, whose dedication fuels our progress. I also express deep appreciation to our clients, partners, and unitholders. Your trust drives our ambition to deliver consistent, long-term value. As we move forward, I am confident that our disciplined financial approach and focus on operational excellence will drive sustained value and growth for all our stakeholders.

### Gaurav Chaturvedi

Chief Financial Officer

## ELEVATING ROAD SYSTEMS FOR

**FUTURE****PROSPERITY**

India's road and highway sector continues to serve as a critical driver of economic expansion. It connects regions, strengthens trade routes, and uplifts communities. As of January 2024, India becomes the second largest road network, spanning over 6.67 million kilometres. This fast growing network underpins our nation's ambition of becoming a USD 5 trillion economy.

**A Decade of Transformation**

The past decade has witnessed remarkable progress in the road and highway sector. Massive investments in national highways, expressways, and rural roads have bridged connectivity gaps and improved logistics efficiency. The Bharatmala Pariyojana, India's flagship programme, aims to build over 83,000 kilometres of highways, marking a defining chapter in infrastructure development. Faster execution, innovative structuring such as Toll-Operate-Transfer (TOT), and dynamic public-private partnerships have further accelerated this momentum.

## Driving Forces Behind Growth

Below are several forces that continue to power the sector's growth.



### Increased Government Spending

Budgetary allocations for infrastructure, including roads, have grown significantly, reaching INR 11.2 trillion in 2025-26.



### Technological Integration

Smart highway initiatives, digital toll collection systems, and advanced construction techniques are redefining road infrastructure.



### Focus on Sustainability

Emphasis on green construction practices, recycling, and energy-efficient lighting is shaping an environmentally conscious future.



### Policy Support

Favourable policies, including the National Infrastructure Pipeline (NIP) and faster clearances for projects, have created a conducive environment for growth.

## Future Prospects

India's road infrastructure is primed for rapid expansion, supported by the following initiatives.



### Network Expansion

The government plans to construct 25,000 km of highways annually over the next decade.



### Improved Logistics Efficiency

The development of multimodal logistics parks and corridors will reduce freight costs and transit times.



### Rural Connectivity

Better rural connectivity will link remote regions to the mainstream economy, driving inclusive progress.



### Global Investments

International stakeholders are showing increasing interest in funding and managing Indian highway projects.

## A Roadmap to the Future

As the nation embraces a future of rapid urbanisation, industrial growth, and enhanced mobility, roads and highways will be at the heart of its infrastructure transformation. Through innovation, sustainability, and collaboration, the sector is building an India that is connected, competitive, and scalable. We are proud to contribute to this transformation by operating and managing world-class roads that empower communities, drive growth, and shape a better future.

## Glimpse into India's Road and Highway Development

**5,614** Kilometres 

Total National Highway Construction in 2024-25

**1,46,205** Kilometres 

Total length of National Highway Network till 2024-25

**60%** 

Total Freight Traffic Carried by India's Road Network

**16.3%** 

Increase in Toll Revenue in 2024

**1.6x** 

Times increase in National Highway Network in last decade

INR **68,000** Crore 

Estimated Toll Revenue in 2025-26

(Source: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2117781#:~:text=Working%20relentlessly%20towards%20development%20of,5%2C150%20km%20for%20the%20year.>)

# CRAFTING FOCUSSED ROADMAPS FOR

# LONG-TERM

# SUCCESS

Nxt-Infra remains committed to building a scalable, resilient, and high-performing infrastructure platform. Our forward-looking strategies aim to reinforce our asset base, optimise capital efficiency, and drive operational excellence across road assets.



## S1

### Strategic Expansion through Targeted Acquisitions

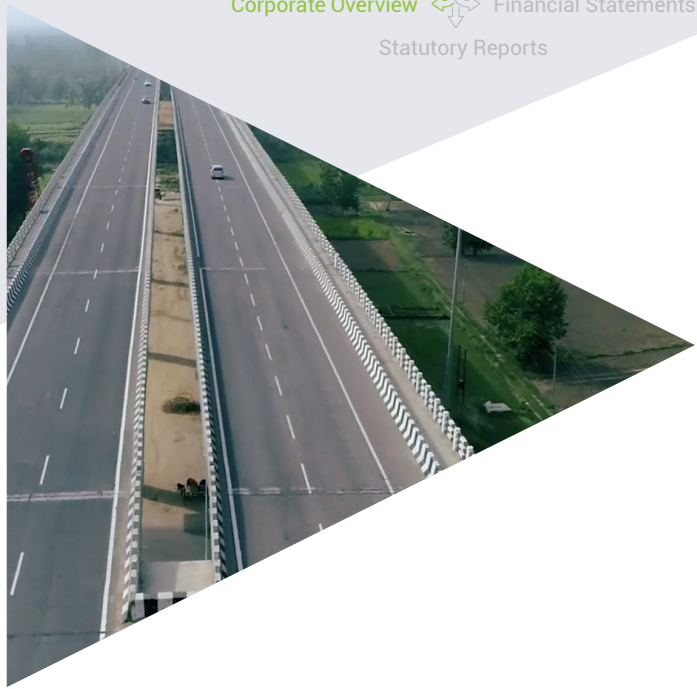
We plan to selectively expand our portfolio by acquiring completed, revenue-generating road infrastructure assets, including toll, annuity, and HAM projects. These acquisitions will be aligned with our defined investment objectives and executed in accordance with our Trust Deed.

As the infrastructure industry evolves, we anticipate significant acquisition opportunities arising from:

Asset divestments by government bodies and established infrastructure developers.

Exits by financial and private equity investors.

We intend to actively pursue such opportunities, provided they offer long-term value for our unitholders. Every acquisition will be subject to rigorous technical and financial due diligence guided by independent experts. Evaluation will focus, inter alia, on inflation-linked revenue, stable counterparties, long-term concession-based contracts, and stable, sustainable distributions.



## S2

### Prudent and Flexible Capital Management

Maintaining a healthy and optimised capital structure is central to our strategy. Once the Issue Proceeds are fully deployed, we expect to stay within SEBI's regulatory debt ceiling of 49% of InvIT asset value (net of cash and cash equivalents). Over time, and with requisite compliances this may be increased beyond 49%.

Key tenets of our capital management approach include:

Drawing on managements network and expertise to access diverse funding sources.

Using benchmark-linked or fixed-rate debt instruments to hedge annuity and toll cash flows.

Maintaining financial flexibility to support new acquisitions, while ensuring steady and sustainable distributions.

Preserving a strong credit profile through disciplined leverage and cost-effective funding solutions.

Considering equity issuances where appropriate to drive growth and protect unitholder value.

## S3

### Active and Efficient Asset Management

Operational excellence remains a foundation of our value creation strategy. Our road assets will continue to be managed through the combined expertise of the Project Manager and the Operations & Maintenance (O&M) Contractor, guided strategically by the Investment Manager.

These partners are entrusted with:

Delivering high standards of routine and preventive maintenance.

Ensuring compliance with safety and quality benchmarks.

Implementing traffic management measures and real-time monitoring systems.

Supporting lifecycle cost efficiency and long-term performance of our assets.

A strong believer and implementor of sustainable growth and project management.

Moreover, we will continue to monitor performance closely, embedding digital tools and data-driven insights to increase efficiency, asset uptime, and stakeholder satisfaction.

## EMBEDDING

# RESPONSIBLE PRACTICES

# WITHIN OPERATIONS

Nxt-Infra is committed to creating lasting value by integrating ESG principles deeply into everything it does. By driving innovation and holding ourselves accountable, we do more than operate responsibly. We aim to empower communities, protect vital natural resources, and build a future that balances growth with equity and sustainability.





Our commitment extends beyond our organisation, as we actively invest in community development initiatives that uplift lives and strengthen societies. Supporting education and providing access to essential services, we pursue tangible, sustainable change. Through collaboration with stakeholders, we aim to create empowered communities aligned with our aim of shared prosperity and lasting impact.



## Environment Commitment

We strive to minimise our environmental footprint, while actively preserving and protecting natural resources through targeted initiatives. By adopting sustainable practices, we aim to create a lasting positive impact on the environment. This dedication reflects our alignment with core principles of environmental stewardship and responsibility, securing a greener future for generations ahead.

### Initiatives

01

#### Installation of Solar Plants

Solar power plants have been installed at two project sites, with the aim to reduce carbon emissions, and have self-reliant sustainable power.

02

#### Rainwater Harvesting Structures

With the aim to recycle and reuse, rainwater harvesting pits have been constructed at most of our project sites.

03

#### Use of EVs at Sites

Electric vehicles are being used by staff at AM-2 project site, which is vast stretch, thereby reducing carbon footprint and mitigate climate change.

04

#### Bamboo Plantation

Bheema bamboo, a native indigenous species has been planted at most of our sites. It is known for its ability to act as a carbon sink, potentially helping to mitigate climate change and uses less water.

05

#### Strengthening Climate Resilience

Initiated a Climate Physical Risk Assessment in partnership with AXA Climate to evaluate the vulnerability of our infrastructure assets to risks like extreme heat, flooding, and landslides. The findings will inform Nxt-Infra's adaptation strategies and strengthen the long-term sustainability and resilience of our projects.



## Social Engagement

Social engagement is integral to our objective of fostering inclusive growth and creating positive societal impact. We prioritise employee health, safety and well-being through comprehensive programmes that ensure a secure and supportive work environment.

Regular training, wellness initiatives, and a strong culture of engagement empower our workforce, enabling them to thrive and contribute meaningfully to our shared goals. By embedding safety and inclusivity into our operational framework, we build a resilient and motivated team dedicated to excellence.

Our commitment extends beyond our organisation, as we actively invest in community development initiatives that uplift lives and strengthen societies. Supporting education and providing access to essential services, we pursue tangible, sustainable change. Through collaboration with stakeholders, we aim to create empowered communities aligned with our aim of shared prosperity and lasting impact.



## Governance Commitment

Governance and sustainability underpin our operational ethos, reflecting our dedication to shareholder expectations, regulatory compliance, and sustained growth. Our governance framework is reinforced by meticulously crafted Standard Operating Procedures (SOPs) for road operations and EHS-based SOPs, ensuring operational consistency and safety. These are complemented by detailed procurement policies and a robust enterprise risk management, underscoring transparency and accountability at every level.

### Initiatives

01

#### Supporting Trauma Care Facilities in Hospitals near the Project Road

As part of our social engagement, a first-response critical care cardiac ambulance and medical equipment have been donated under our Corporate Social Responsibility (CSR) initiatives.

02

#### Safety and Awareness Drives

We organise regular eye/health check-up camps for truck drivers and local communities to create awareness amongst road users.

03

#### Building Safer Roads

At the MCP project, Nxt-Infra has partnered with the Save Life Foundation to reduce fatalities along the high-risk corridor between Delhi and Panipat. Guided by detailed safety audits and assessments, we have begun implementing targeted interventions—ranging from engineering upgrades and improved signage to traffic calming measures and enhanced emergency response systems.

### Initiatives

01

#### Certifications Achieved

We have successfully achieved ISO 14001 and ISO 45001 certifications, underscoring its commitment to robust environmental, occupational health and safety management systems.

02

#### Net Zero Pathway

We are developing a detailed Net Zero Roadmap for 2050 aligned with the Science Based Targets initiative (SBTi), ensuring accountability, transparency, and science-aligned governance in achieving long-term sustainability goals.



# STEERING ORGANISATIONAL VISION THROUGH **COLLECTIVE ACUMEN**

## Board of Directors



**Mr. Anil Kumar Chaudhary**  
Independent Director



**Mr. Rajat Kumar Mishra**  
Independent Director



**Ms. Jyoti Davar Vij**  
Independent Director



**Mr. Sumit Sen**  
Non-Independent Director



**Mr. Ralf Nowack**  
Non-Independent Director



**Mr. Gaurav Chaturvedi**  
Additional Non-Independent Director & Chief Financial Officer

## Management Team



**Mr. Jayanta Neelkanth Dixit**  
Chief Executive Officer,  
Walter Infra Project Manager  
Private Limited



**Mr. Gaurav Chaturvedi**  
Additional Non-Independent  
Director & Chief Financial Officer



**Ms. Aditi Tawde**  
Company Secretary  
& Compliance Officer



**Mr. Anil Kumar Chaudhary**  
Independent Director

A commerce graduate from Delhi University, Mr. Chaudhary holds multiple professional qualifications, including CMA, CS, LLB, and a Postgraduate Diploma in Personnel Management. He has also completed courses in Advanced Financial Management from Royal Institute of Public Administration (RIPA), London and Senior Management Programme from European School of Management. With about five decades of experience across the sectors, he brings in tested leadership and deep domain insight.

He is currently associated with quite a few corporates as Independent Director as well as Management Advisor. He has served as Group CEO & Managing Director (Metals and Mining) with Essar Group for two year. Prior to this, he spent nearly 37 years at Steel Authority of India Limited (SAIL), rising through the ranks to become Director (Finance) in 2011 and Chairman in 2018. He also chaired mjunction services ltd., a joint venture between SAIL and Tata Steel and International Coal Ventures Ltd., a joint venture of five Maharatna CPSEs.

Known for his holistic understanding of the economy, Mr. Chaudhary has contributed significantly across functions like finance, operations, marketing, projects, governance & ESG and strategic planning. He actively led and supported various industry bodies such as FICCI, CII, PHDCCI, BCC and SRTMI, among others, advocating for the growth and development of various sectors of the economy. Currently, he is the Chairman of Metals and Mining Committee of PHDCCI.



**Mr. Rajat Kumar Mishra**  
Independent Director

Mr. Rajat Mishra holds a Bachelor's degree in Electrical Engineering from the Indian Institute of Technology (IIT) Delhi and a Master's degree in Business Administration (International Business) from the Indian Institute of Foreign Trade (IIFT), New Delhi.

With a distinguished career spanning Indian and multinational corporations, Mr. Mishra brings deep expertise in incubating new business verticals and driving strategic initiatives. He currently serves as the Managing Director at STRABAG EFKON India, where he leads the development and execution of Smart Infrastructure projects across Highways, Urban Transport, Railways, and Rapid Transit Systems.

A recognised leader in sustainable innovation and intelligent mobility solutions, Mr. Mishra has played a pivotal role in the deployment of Intelligent Transportation Systems (ITS), including the implementation of FASTag-enabled tolling, AI-driven incident detection, and integrated traffic management platforms.

Earlier in his career, he held leadership roles with Siemens in both India and Europe, gaining broad exposure across technology and infrastructure domains.

Beyond his corporate responsibilities, Mr. Mishra is a visiting faculty member at the Indian Institutes of Technology and serves as a National Trustee of the Manava Bharti Society, contributing to education and social development initiatives.



**Ms. Jyoti Davar Vij**  
Independent Director

Jyoti is a business economist by training and a seasoned industry leader with nearly three decades of work experience with apex Indian industry associations. Through the years, she worked across multiple sectors and with a large set of stakeholders on policy and business issues. She is currently responsible for overseeing the operations of FICCI, including its outreach to members of Indian industry across sectors and regions.

Jyoti regularly interfaces with senior government officials, multilateral organisations and industry leaders on large number of economic issues and projects. She has contributed to several policy initiatives of the government aimed towards enhancing the ease of doing business in the country and improving the competitiveness of Indian industry. She has been part of government committees on various subjects and has handled numerous projects with multilateral organisations.

She also contributes to the investment promotion activities of the government.

Prior to her appointment as the Director General, Jyoti had led teams looking after multiple areas, including economic affairs, financial services, corporate laws, corporate governance, taxation, manufacturing, agriculture, small and medium enterprises, among others. Besides policy areas, Jyoti has also worked in institutionalising important centres of excellence at FICCI such as the FICCI-Aditya Birla Centre for CSR and the FICCI Centre for Sustainability Leadership.

Jyoti is an alumnus of the Shri Ram College of Commerce, University of Delhi and Department of Business Economics, University of Delhi.



### Mr. Sumit Sen

Non-Independent Director

Mr. Sen is a Chartered Accountant (CA) from the Institute of Chartered Accountants of India (ICAI). He has over 21 years of experience spanning accounting, investment banking, and investing across energy, infrastructure, and other sectors. Throughout his career, he has worked in various roles within the infrastructure sector, with a strong focus on infrastructure investments over the past 12 years.

Mr. Sen joined the Actis Long Life Infrastructure team in 2017 and is responsible for Actis' infrastructure activities in India and Southeast Asia. Prior to joining Actis, Sumit worked for more than a decade at Goldman Sachs (GS),

most recently as Executive Director in the GS Principal Investment Area (PIA), where he was responsible for investments across sectors with a specific focus on energy, infrastructure, TMT and healthcare. Whilst at PIA, Sumit was a key member of the team that led the investment in Renew Power, one of the largest Indian renewable companies.



### Mr. Ralf Nowack

Non-Independent Director

Dr Ralf Nowack is a mechanical engineer and holds a PhD from Aachen University, Germany. His research focussed on reducing CO<sub>2</sub> emissions from coal-fired

power plants. He is multilingual, fluent in English, German, Spanish, and French, and has working knowledge of Dutch.

He joined Actis in 2019 as Energy and Infrastructure Operations Director. At Actis, he plays a key role in the Long Life Infrastructure Fund (ALLIF), driving due diligence and operational excellence to meet the firm's investment case expectations.

Before Actis, he spent three years at Contour Global as Chief Operating Officer for Renewables. There, he managed a 1,500 MW portfolio of wind, solar, and hydro assets, while also overseeing new renewable project construction and global health and safety.

With 30 years of experience in the power sector, Dr Nowack has worked across Europe, Latin America, and Asia. His career spans Contour Global, RWE, and the Steag Group, where he held leadership roles in engineering, commissioning, operations, finance, and project management.



### Mr. Jayanta Neelkanth Dixit

Chief Executive Officer, Walter Infra Project Manager Private Limited

Mr. Jayanta Neelkanth Dixit is a Civil Engineer (BE Civil from Collage of Engineering, Pune) by profession with almost 36 years of experience in large Infrastructure projects like nuclear power plants, new railway lines, tunnels, bridges, construction of National Highways and Expressways and operation and maintenance of road projects. He is also a Certified Pavement Engineer from the US. He has technical knowledge on design and performance of rigid and flexible pavements. He has strong exposure to latest techniques and material being used worldwide, in bridge road construction and operations for optimisation of costs. He has been Involved in bidding for greenfield and brown field road projects, evaluating M&A options for road assets

in India and abroad by giving detail technical inputs. He has directly led the construction teams for highway construction and has been responsible for P&L of the projects for over 25 years with projects spread across Indian peninsula.



### Mr. Gaurav Chaturvedi

Additional Non-Independent Director & Chief Financial Officer

Gaurav Chaturvedi is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI). He brings over 19 years of experience in raising debt and equity financing across the roads, metro, and transmission sectors, including build-own-operate concession-based infrastructure projects and M&A transactions. Furthermore, Gaurav Chaturvedi has worked with large groups like L&T and has led the setup of Interise InvIT (formerly known as IndInfraVIT).



### Ms. Aditi Tawde

Company Secretary & Compliance Officer

Aditi Tawde is a qualified Company Secretary and a holds a Bachelor of Commerce and Bachelor of Laws from the University of Mumbai. She has over 13 years of experience in the corporate and legal domains. She was associated with Tata Communications Payment Solutions Limited, K Raheja Corp and with Nexus Select Mall Management Private Limited where she had handled the legal, secretarial and listing compliances for the communications, real estate and retail sector. She currently heads the secretarial compliance at Walter Infra Manager Private Limited (Investment Manager of Nxt-Infra Trust).

# CORPORATE INFORMATION



## Nxt-Infra Trust

Office no. 501, 5<sup>th</sup> Floor, Vikas Hub, Vikas Centre, Dr. C G Road, Wadavali Village, Chembur East, Mumbai - 400 074, Maharashtra, India

SEBI Registration Number: I N/INVIT/23-24/00028

Date of Registration with the SEBI: November 28, 2023

Website: www.nxt-infra.com

Tel: +91 8779663318

E-mail: im@nxt-infra.com

## InvIT Trustee



CATALYST

Believe in Yourself... Trust Us!

## Catalyst Trusteeship Limited

901, 9<sup>th</sup> Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India

Tel: 022-49220548

E-mail: priti.shetty@ctltrustee.com

compliancectl-mumbai@ctltrustee.com

## Securities Information



Units listed on National Stock Exchange of India Limited (NSE)

Scrip Symbol: NXT-INFRA

ISIN: INE0SF23016

## Registrar and Unit Transfer Agent



## MUGG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

247 Park, C-101, 1<sup>st</sup> Floor, L B S Marg, Vikhroli (West),

Mumbai - 400 083, Maharashtra, India

Tel: +91 22 4918 6000

E-mail: ajit.patankar@linkintime.co.in

SEBI Registration Number: INR000004058

Contact Person: Mr. Ajit Patankar

Website: www.in.mpms.mugg.com

## Statutory Auditors

### SRBC & CO LLP

The Ruby, 12<sup>th</sup> Floor, 29 Senapati Bapat Marg, Dadar (W), Mumbai - 400 028, Maharashtra, India

ICAI Firm Registration Number: 324982E/E300003

## Investment Manager

### Walter Infra Manager Private Limited

Unit No. S-39, 2<sup>nd</sup> Floor, 'Vasant Square Mall' Plot No. A, Community Centre, Pocket-V, Sector-B, Vasant Kunj, New Delhi - 110 070, India

Tel: +91 8779663318

E-mail: im@nxt-infra.com

## Project Manager

### Walter Infra Project Manager Private Limited

Unit No. S-39, 2<sup>nd</sup> Floor, 'Vasant Square Mall' Plot No. A, Community Centre, Pocket-V, Sector-B, Vasant Kunj, New Delhi - 110 070, India

Tel: +91 8779663318

E-mail: info@nxt-infra.com

## Valuer

### Mr. S. Sundararaman

5B,A Block, 5<sup>th</sup> Floor

Mena Kampala Arcade, New #18 & 20,

Thiagaraya Road, T. Nagar,

Chennai - 600 017, Tamil Nadu, India

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

Tel: +91 044 2815 4192

E-mail: chennai@sr@gmail.com

## Bankers/Lenders



## NaBFID

National Bank for Financing  
Infrastructure and Development

# MANAGEMENT DISCUSSION AND ANALYSIS

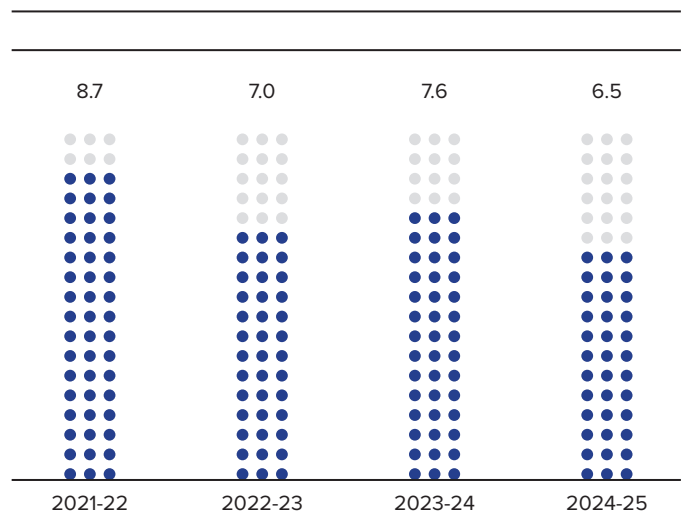
## Indian Economic Overview

India's economy is the world's fastest-growing major economy, projected to grow at 6.5% in the fiscal year 2024–25. Further India became the fourth-largest global economy in 2025. This momentum comes despite global headwinds and is anchored in strong domestic demand, increased capital expenditure, and the continued strength of the services sector.

Contributing 55.3% to the Gross Value Added (GVA), services is witnessing notable double-digit growth in exports, particularly in information and computer-related services.

On the industrial front, electricity and construction are gaining ground, adding to the sector's growth. At the same time, the real estate market is experiencing renewed momentum, with heightened housing demand in urban areas. Furthermore, the digital economy is on track to surpass USD 1 trillion by 2025, further accelerating economic transformation.

Indian Economy GDP Growth Rate (in %)



Inflation is expected to remain stable, underpinned by prudent fiscal and monetary measures. This stability supports a conducive environment for sustained infrastructure development.

India's long-term vision of 'Viksit Bharat' by 2047 hinges on maintaining an 8% annual growth rate, with infrastructure investments playing a central role. Strategic initiatives such as the Production-

Linked Incentive (PLI) scheme have significantly boosted investment in key infrastructure-linked manufacturing sectors. Parallely, comprehensive policy reforms, including 'Ease of Doing Business 2.0', have increased the ease of project execution.

The simplification of over 39,000 compliance and the decriminalisation of more than 3,400 legal provisions

have helped streamline approvals and accelerate infrastructure rollouts. These efforts, combined with systemic deregulation, tax rationalisation, labour law reforms, and digital governance, are paving the way for sustained infrastructure-led growth, enhanced productivity, and increased private sector participation.

(Source: <https://www.india-briefing.com/news/economic-survey-of-india-2024-25-key-highlights-36004.html/>)

## Indian Infrastructure Sector Overview

India's infrastructure sector is undergoing a strategic transformation in 2025, emerging as a key driver of the country's long-term development agenda under Viksit Bharat @ 2047. The Union Budget 2025-26 allocated INR 11.21 trillion to infrastructure, accelerating growth across highways, railways, urban mobility, ports, renewable energy, and digital connectivity. This investment builds a solid foundation for development that is both sustainable and inclusive.

Rapid urbanisation, rising freight demand and the need for integrated transport and logistics solutions are driving large-scale investments in

future-ready infrastructure. Projects under the National Infrastructure Pipeline (NIP), enhanced private sector participation, and reforms like Ease of Doing Business 2.0 and the PLI scheme are creating an environment ripe for long-term capital deployment. Expansion of metro networks, stronger highway infrastructure, regional air connectivity through UDAN, and digital integration across sectors are making this trend evident.

The government's policy clarity, coupled with robust demand-side

fundamentals, position India to compete globally. As a growth multiplier, infrastructure not only supports industrial and economic expansion but also enhances quality of life. With focussed execution, supportive reforms, and strategic investments, India is building the physical and digital backbone that will power its next phase of transformation.

(Source: PIB, Morth Report 2024-25, Union Budget 2025-26 from National Portal of India, February 2025)

**India's long-term vision of 'Viksit Bharat' by 2047 hinges on maintaining an 8% annual growth rate with infrastructure investments playing a central role.**

INR **11.21** trillion   
Budgetary Outlay in 2025-26

## Indian Road and Highway Overview

A well-developed road infrastructure forms a crucial pillar of a nation's economic growth and connectivity. India possesses one of the world's largest road networks, second only to the US. This extensive system carries 60% of the country's freight and nearly 87% of passenger traffic. The Government of India continues to prioritise this sector's development and modernisation, evident from significant construction and capital expenditure trends seen in recent years.

In 2024-25, national highways remained a top priority, reflecting the government's pledge to build world-class infrastructure. Total highway construction reached 5,852 kilometres till December 2024, slightly below the 6,215 kilometres completed till December 2024. The dip primarily resulted from prolonged election processes and the implementation of the model code of conduct, which temporarily slowed approvals. Nonetheless, the sector has set an ambitious overall road construction target of 10,000 km for 2025-26, underscoring the government's continued focus on infrastructure growth.

The year also saw a significant milestone in capital investment. The National Highways Authority of India

(NHA) recorded its highest-ever expenditure at INR 2.5 trillion, an impressive 21% increase over the INR 2.07 trillion spent in 2023-24.

In parallel, the government is increasingly focussing on the upgradation and enhancement of existing roadways. Nearly 30% of the construction target, about 3,000 km, was dedicated to strengthening current infrastructure, ensuring improved safety, durability, and connectivity. These efforts highlight the government's strategic vision of creating a modern, efficient, and future-ready highway network that will power India's economic progress for years to come.

(Source: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2117781#:~:text=In%20addition%2C%20the%20Capital%20Expenditure,growth%20of%20the%20Indian%20economy.>)





## Growth Drivers of Road Sector



### Robust Demand Dynamics

India's road sector remains the backbone of national mobility, handling nearly 60% of freight and 87% of passenger traffic. This dominance has steadily risen from a modest 13.8% share in 1951, reflecting the growing reliance on road transport. With over 343 million registered vehicles as of 2023 and rising sales across passenger, two-wheeler, and three-wheeler segments, the pressure on existing infrastructure continues to mount. Rapid urbanisation, along with schemes like PM Gram Sadak Yojana, is fuelling demand for all-weather roads, bridging rural-urban gaps. Simultaneously, the booming e-commerce and logistics sectors are increasing the need for faster, more reliable highway networks.



### Rising Investment Momentum

The government's strong commitment to infrastructure is evident in the INR 2.78 trillion allocation to the Ministry of Road Transport and Highways in the Union Budget 2024-25, a 2.7% year-on-year increase. Roads form a cornerstone of the National Infrastructure Pipeline (NIP), which aims to mobilise INR 111 trillion by FY 2024-25. Under the National Monetisation Pipeline, MoRTH has raised 1.1 trillion so far, leveraging models like Toll-Operate-Transfer (TOT). The Hybrid Annuity Model (HAM) continues to attract private developers by balancing risk and returns. Multilateral institutions like the World Bank and Asian Development Bank also remain pivotal partners in funding green and strategic highway projects.



### Strong Policy and Regulatory Support

The policy environment for road infrastructure is robust and forward-looking. 100% FDI is permitted under the automatic route, with streamlined norms for project bidding and tolling. Flagship initiatives like Bharatmala Pariyojana (Phase-1) have already delivered over 20,378 km of highway construction, against the approved 26,425 km. Platforms like PM Gati Shakti are transforming infrastructure execution by fostering inter-ministerial coordination and reducing project delays. States are increasingly engaging in public-private partnerships (PPPs) to boost regional connectivity, particularly along key economic corridors. Additionally, the National Bank for Financing Infrastructure and Development (NaBFID) is emerging as a crucial enabler, offering long-term financing solutions that enhance project viability and accelerate development.

## Government Initiatives

### Record Budget Allocation

In a continued push to boost India's infrastructure, the Government has allocated a record INR 2.87 trillion to the Ministry of Road Transport and Highways (MoRTH) for 2025-26. This marks a 2.4% increase over the previous year. Of this, INR 1.70 trillion, approximately 59% of the total outlay, has been earmarked for the NHAI. The funding aims to fast-track highway development, improve logistics efficiency, and support the execution of strategic national road projects.

### Bharatmala Pariyojana

Under Phase-I of the Bharatmala Pariyojana, the Government continues to make remarkable progress in expanding the national highway network, as reflected in the following milestones:

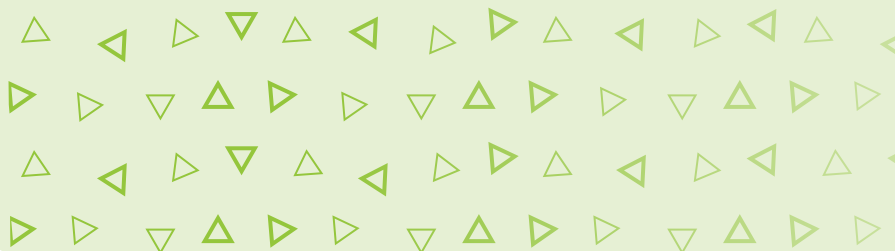
- ▲ 26,425 km of road projects have been awarded as of March 2025.
- ▲ 20,378 km of highways have been constructed as of March 2025, reflecting a significant rise from 17,411 km in the previous year.

This progress highlights the programme's pivotal role in enhancing national connectivity, decongesting key corridors, and boosting logistics efficiency across the country.

### Highway Construction Targets

After the construction of 12,349 km of highways in 2023-24, the Government has recalibrated its strategy for 2025-26. The new target stands at 10,000 km of national highways. While this marks the lowest target since 2018-19, the focus has shifted towards quality over quantity, prioritising high-capacity, access-controlled corridors over total length.

Of the targeted 10,000 km, approximately 5,800 km will comprise high-speed corridors, including multi-lane expressways built to increase safety, reduce travel time, and support seamless freight movement. This refined approach reflects the Government's commitment to building a road infrastructure network that is more efficient, durable, and future-ready.



### Asset Monetisation through InvITs

During 2024-25, NHAI has raised 43,000 crores through asset monetization. For 2025-26 NHAI plans to monetize road of length 1,472 km having annual revenue of 1,863 crores through Infrastructure Investment Trusts (InvITs) and the remaining through the Toll-Operate-Transfer (ToT) model.

### Digital Toll Collection via FASTag

The National Electronic Toll Collection (NETC) FASTag has become a foundation of India's digital payment infrastructure. By linking a FASTag to a bank account, drivers can pay tolls on national highways seamlessly, without stopping at toll plazas, saving time and fuel.

As on December 31, 2024, collectively banks have issued over 10.30 crore FASTags; the average daily collection through ETC is around Rs. 192 crore with penetration of about 98.5% in total fee collection. This growth in digital transactions, driven by technologies like UPI, IMPS, and NETC FASTag, underscores India's commitment to a digital-first economy, making financial transactions more efficient and secure for users nationwide.

(Source: [https://nhai.gov.in/nhai/sites/default/files/mix\\_file/Asset-Monetization\\_Strategy\\_Document.pdf](https://nhai.gov.in/nhai/sites/default/files/mix_file/Asset-Monetization_Strategy_Document.pdf), [chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://sansad.in/getFile/loksabhaquestions/annex/184/AU2385\\_aHLSRV.pdf?source=pqals&utm](chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://sansad.in/getFile/loksabhaquestions/annex/184/AU2385_aHLSRV.pdf?source=pqals&utm), <https://prsindia.org/budgets/parliament/demand-for-grants-2025-26-analysis-road-transport-and-highways?>)

<https://www.pib.gov.in/PressNoteDetails.aspx?NotelD=154624&ModuleId=3>

[https://nhai.gov.in/nhai/sites/default/files/mix\\_file/Office\\_order\\_for\\_Tentative\\_List\\_of\\_Road\\_assets\\_for\\_monetisation.pdf](https://nhai.gov.in/nhai/sites/default/files/mix_file/Office_order_for_Tentative_List_of_Road_assets_for_monetisation.pdf)

<https://morth.nic.in/sites/default/files/Annual-Report-English-with-Cover.pdf>

#### Outlook

India's road infrastructure outlook appears exceptionally promising, driven by robust investments and transformative development initiatives that are set to redefine the nation's transportation ecosystem. Flagship projects like Bharatmala Pariyojana, alongside increased budgetary allocations to the MoRTH and the NHAI, underscore a determined push towards infrastructure modernisation.

The strategic emphasis on constructing economic corridors, inter-corridors, and feeder routes will not only enhance connectivity across regions but also facilitate smoother freight movement, thereby reducing logistics costs and boosting economic efficiency. This holistic approach positions India's road infrastructure for sustainable growth and seamless integration into the global supply chain.



## Trust Overview

Nxt-Infra Trust (also referred to as 'Nxt-Infra' or 'The Trust') was incorporated on October 26, 2023, under the Indian Trusts Act, 1882, and operates as a formal investment vehicle through its trust deed. It secured its registration as InvIT from the Securities and Exchange Board of India (SEBI) on November 8, 2023.

The Trust is sponsored by Actis Highway Infra Limited. Nxt-Infra is managed by Walter Infra Manager Private Limited, an affiliate of the Sponsor. It acts as the Investment

Manager responsible for overseeing the Trust's strategic direction and financial performance and handles the execution and management of the underlying infrastructure assets. Walter Infra Project Manager Private Limited, an affiliate of the Sponsor, is acting as the Project Manager of the Trust responsible for undertaking the activities of operations and management of the InvIT assets, including planning for the appropriate maintenance. The Trustee, Catalyst Trusteeship Limited,

ensures compliance, governance, and protects the interests of all stakeholders.

With its focus on road infrastructure investments, Nxt-Infra aims to play a pivotal role in enhancing India's connectivity and logistics efficiency. It also seeks to offer risk-adjusted stable income streams to investors while supporting the country's infrastructure development goals.

## Risk Management

At Nxt-Infra, prudent risk management shapes every financial choice and strengthens operations. The Trust actively identifies, evaluates, and mitigates risks across all areas to protect assets, preserve long-term value, and maintain uninterrupted operations.



### Credit Risk

The Trust's exposure to credit risk primarily arises from its accounts receivable, and cash and cash equivalents (CCEs). To manage this, Nxt-Infra continuously monitors the creditworthiness of counterparties and adopts stringent internal controls and policies. This ongoing oversight helps limit exposure to potential delays and safeguards capital.



### Liquidity Risk

Liquidity risk involves the potential difficulty in meeting financial obligations as they become due. It mainly stems from borrowings, trade payables, and other liabilities. The Trust counters this by maintaining robust cash flow forecasting mechanisms and ensuring the availability of adequate liquid assets. The Trust's objective is to ensure sufficient liquidity to meet all operational and financial obligations without incurring significant losses or reputational risk.





## Market Risk

Market risk encompasses risks related to interest rates, prices, and foreign currencies, each carefully managed through targeted strategies:

### Interest Rate Risk

On the liabilities side, borrowings at variable interest rates expose Nxt-Infra to rate fluctuations. The Trust's policy aims to minimise exposure to such volatility, particularly in long-term financing. About one-third of the debt is repo-linked, and the balance is benchmark-linked, thereby providing a hedge against interest rate fluctuations. On the asset side, the Trust's interest on annuities are linked to bank rate and the toll rates are inflation-adjusted which provides a natural hedge against cost inflation.

### Price Risk

Nxt-Infra relies heavily on materials such as cement, steel, and bitumen for operation and maintenance. Price volatility in these commodities poses a significant risk. To counter this, the Trust employs strong supplier negotiations and maintains a wider supplier network.

### Foreign Currency Risk

Exposure to foreign currency fluctuations remains negligible. Consequently, exchange rate movements have little to no impact on the Trust's operations or financial statements.

## Internal Control Systems and their Adequacy

Nxt-Infra has implemented a robust internal control system to ensure that all future-related party transactions comply with InvIT regulations and

applicable accounting standards. Furthermore, the Investment Manager is responsible for ensuring adherence to any additional

guidelines issued by SEBI, as well as other relevant regulatory, statutory, or governmental authorities.

## Cautionary Statement

This annual report contains certain 'forward-looking statements,' which may include projections about the future. These statements are generally identifiable by terms such as 'aim,' 'anticipate,' 'believe,' 'expect,' 'estimate,' 'intend,' 'objective,' 'plan,' 'project,' 'will,' 'will continue,' 'will pursue,' 'seek to,' or similar expressions. Statements outlining strategies, objectives, plans, or goals are also considered 'forward-looking'.

It is important to note that all 'forward-looking statements' are

subject to various risks, uncertainties, and assumptions. As a result, actual outcomes may differ materially from those anticipated in these statements due to several factors. These factors include, but are not limited to, regulatory changes. These factors include, but are not limited to, regulatory changes impacting the infrastructure sector in India and the Trust's ability to adapt; the successful execution of the Trust's strategy, growth, and expansion plans; technological advancements; market risks; and

general economic and political conditions in India. Other risks may include changes in monetary and fiscal policies, inflation, deflation, equity prices, performance of global financial markets, modifications in domestic laws, taxes, regulations, and increased competition within the infrastructure sector.



# MANDATORY DISCLOSURES

## 1. INVESTMENT MANAGER'S BRIEF REPORT OF ACTIVITIES OF THE INVIT AND SUMMARY OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR OF THE INVIT

### To the Unitholders of Nxt-Infra Trust

#### About Nxt-Infra Trust

Nxt-Infra Trust settled in the Republic of India as an irrevocable trust by way of a trust deed dated October 26, 2023, under the Indian Trusts Act, 1882 and registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**SEBI InvIT Regulations**") on November 08, 2023, having registration number **IN/INVIT/23-24/00028** to the InvIT, permitting it to carry out the activities of Infrastructure Investment Trust, under the InvIT Regulations as amended.

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

#### About the Investment Manager

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

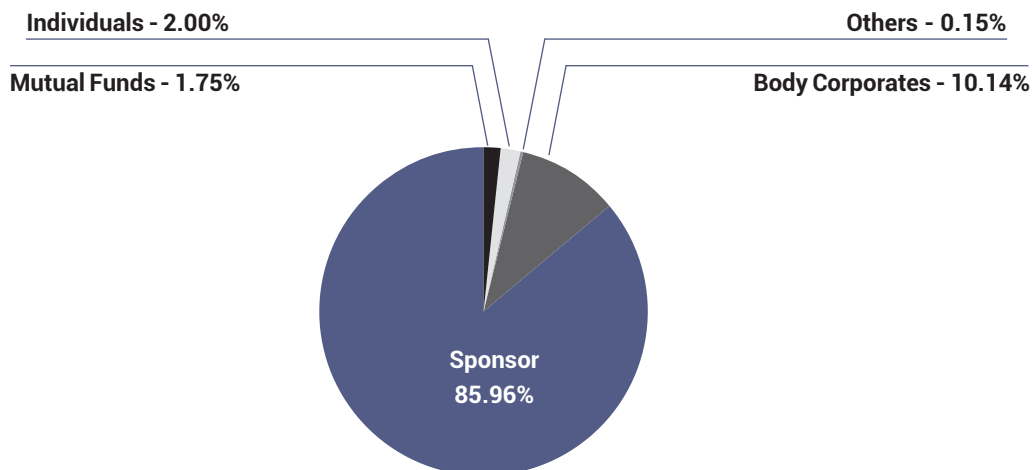
The Investment Manager is committed to good corporate governance practices and has adopted various policies to ensure sustainable business growth, promoted a pro-active approach in reporting and set the philosophy and principles for compliance. Further, to carry on the business of the InvIT in an ethical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

For further details on the Parties to the InvIT kindly refer page no. 5 for "**Our Structure**" Section of the Annual Report.

#### Initial Offer of Units

Nxt-Infra Trust has issued 28,50,00,000 units of the InvIT at a price of INR 100 per unit aggregating to INR 28,500 million ("**Issue**"). Actis Highway Infra Limited (the "**Sponsor**") has subscribed to 24,50,00,000 Units of the InvIT out of which 11,20,00,000 units were allotted for a cash consideration of INR 11,200 million and 13,30,00,000 units amounting to INR 13,300 million were allotted pursuant to acquisition of equity instruments of 6 Special Purpose Vehicles (SPVs) by way of swap. The Units were subsequently listed and permitted to trade on National Stock Exchange of India Limited with effect from July 02, 2024.

The unitholding pattern of the Trust as on March 31, 2025 is as under:



### Summary of the Audited Consolidated Financial Statements

The Summary of the Audited Consolidated Financial Statements of the InvIT for the Financial Year ended March 31, 2025, is provided below:

Particulars	(Amount in million)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Total income and gains	6,199.48	-
Total expenses and losses	3,235.23	-
Profit before share of profit / (loss) of Joint venture and Tax	2,964.25	-
Share of Profit / (loss) of joint venture (net of tax)	(724.07)	-
Total tax expense	304.98	-
Net (loss)/profit for the year	1,935.20	-
EBITDA	3,810.74	-

Particulars	(Amount in million)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Total assets	61,404.66	-
Total equity	28,677.67	-

### Valuation

Mr. S. Sundararaman, (IBBI Registration Number IBBI/RV/06/2018/10238), the Registered Valuer, has undertaken the independent valuation of the Project SPVs, namely, Nxt-Infra CT Highways Private Limited ("**CTHPL**"), Nxt-Infra CGRG Highways Private Limited ("**CGRG**"), Nxt-Infra GSY Highways Private Limited ("**GSY**"), DM Expressway Private Limited ("**DME**"), NI Road Infra Private Limited ("**NIRIPL**" or "**AM-2**") and Nxt - Infra MCP Highways Private Limited ("**MCP**") for the Financial Year ended March 31, 2025. Brief Summary of Valuation along with Full Valuation Report is forming part of the Annual Report.

### Assets Portfolio

The InvIT currently has a portfolio of Six Road Assets, namely, Nxt-Infra CT Highways Private Limited ("**CTHPL**"), Nxt-Infra CGRG Highways Private Limited ("**CGRG**"), Nxt-Infra GSY Highways Private Limited ("**GSY**"), DM Expressway Private Limited ("**DME**"), NI Road Infra Private Limited ("**NIRIPL**" or "**AM-2**") and Nxt - Infra MCP Highways Private Limited ("**MCP**") (collectively "**Project SPVs**"), all operating on Hybrid Annuity Mode ("**HAM**") basis except MCP which is a Toll asset. These assets were acquired by the InvIT from Actis Highway Infra Limited on June 28, 2024 pursuant to respective Share Purchase Agreements dated June 18, 2024. These roads are operated and maintained pursuant to concession rights granted by the NHAI except AM-2 which is granted by PWD and are owned and operated by the Project SPVs. For more details on the projects, please refer page no. 10 for "**Projects Portfolio**" section of the Annual Report.

### Corporate Governance at Investment Manager

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

### Board of Directors

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

### The Board of Directors as on March 31, 2025 is as under:

- Mr. Anil Kumar Chaudhary, Independent Director  
 Mr. Rajat Kumar Mishra, Independent Director  
 Ms. Jyoti Davar Vij, Independent Director  
 Mr. Ralf Nowack Winfried Friedrich, Non-Independent Director  
 Mr. Sumit Sen, Non-Independent Director  
 Mr. Rakshit Jain, Director and Chief Executive Officer\*  
 Mr. Gaurav Chaturvedi, Non-Independent Director & Chief Financial Officer\*

*\*Pursuant to the resignation of Mr. Rakshit Jain as Director and Chief Executive Officer of the Company w.e.f. May 08, 2025, and appointment of Mr. Gaurav Chaturvedi as Chief Financial Officer of the Company w.e.f. April 01, 2025 and Additional Non-Independent Director w.e.f May 09, 2025.*

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

Please find the brief profile of the Directors of Investment Manager in the "**Board of Directors**" section of the Annual Report and on the InvIT's website at: <https://nxt-infra.com/investor-corner/corporate-governance/>

### Board Evaluation

A key function of the Board is to monitor and review the Board evaluation framework. In accordance with Regulation 26G of SEBI InvIT Regulations read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") the Investment Manager has formulated the policy for assessing the performance of the Chairman, the Board, its committees, and the individual directors. A formal evaluation of the performance of the Board, its Committees and the individual Directors was carried out for Financial Year 2024-25. The evaluation was carried out using individual questionnaires covering, amongst others, composition of Board, conduct, risk management, receipt of regular inputs and information, codes & policies for strengthening governance, functioning, performance & structure of Board Committees, skill set, knowledge & expertise of Directors, preparation & contribution at Board meetings, leadership, etc. The performance evaluation of the respective Committees and that of Directors was done by the entire Board of Directors excluding the Director being evaluated.

### Board Committees:

The Brief constitution as on March 31, 2025 and Terms of Reference of the Committees constituted by the Board of Directors of the Investment Manager is provide below:

Sr. No.	Name of the Committee(s)	Members of the Committee(s)	Category
1.	Nomination and Remuneration Committee	a) Anil Kumar Chaudhary b) Jyoti Davar Vij c) Rajat Kumar Mishra	a) Independent Director b) Independent Director c) Independent Director
2.	Stakeholders' Relationship Committee	a) Rajat Kumar Mishra b) Sumit Sen c) Mr. Rakshit Jain*	a) Independent Director b) Non-Independent Director c) Director and Chief Executive Officer
3.	Audit Committee	a) Anil Kumar Chaudhary b) Rajat Kumar Mishra c) Sumit Sen	a) Independent Director b) Independent Director c) Non-Independent Director
4.	Risk Management Committee	a) Jyoti Davar Vij b) Sumit Sen c) Mr. Rakshit Jain*	a) Independent Director b) Non-Independent Director c) Director and Chief Executive Officer

Sr. No.	Name of the Committee(s)	Members of the Committee(s)	Category
5.	Finance and Investment Committee	a) Sumit Sen b) Ralf Nowack c) Mr. Rakshit Jain* d) Sponsor representative	a) Non-Independent Director b) Non-Independent Director c) Director and Chief Executive Officer
6.	InvIT Committee <sup>#</sup>	a) Sumit Sen b) Rakshit Jain	a) Non-Independent Director b) Director and Chief Executive Officer

\*Pursuant to the resignation of Mr. Rakshit Jain as Director and Chief Executive Officer of the Company w.e.f. May 08, 2025, and appointment of Mr. Gaurav Chaturvedi Chief Financial Officer of the Company w.e.f. April 01, 2025 and as Additional Non-Independent Director w.e.f. May 09, 2025. The committee's composition was reconstituted w.e.f. May 09, 2025 in the Board meeting dated May 06, 2025 where Mr. Rakshit Jain was replaced with Mr. Gaurav Chaturvedi

<sup>#</sup>InvIT Committee was dissolved in the Board meeting dated April 24, 2025

#### TERMS OF REFERENCE OF COMMITTEES IN RELATION TO NXT-INFRA TRUST:

Sr. No.	Name of the Committee(s)	Link of website
1	Nomination and Remuneration Committee	<a href="#">Nxt-Infra Corporate Governance   Infrastructure Leadership   Governance Framework</a>
2	Audit Committee	<a href="#">Nxt-Infra Corporate Governance   Infrastructure Leadership   Governance Framework</a>
3	Stakeholders' Relationship Committee	<a href="#">Nxt-Infra Corporate Governance   Infrastructure Leadership   Governance Framework</a>
4	Risk Management Committee	<a href="#">Nxt-Infra Corporate Governance   Infrastructure Leadership   Governance Framework</a>

Note: The terms of reference of all committees were revised at the Board Meeting held on April 24, 2025

#### Investor Complaints

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

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

##### i. SEBI Complaints Redress System (SCORES)

The investor complaints are processed online in a centralised web-based complaints redress system wherein the complaints are tracked.

##### ii. Online Dispute Resolution (ODR)

A common Online Dispute Resolution Portal ("**ODR Portal**") designed to enhance investor grievance redressal which harnesses online conciliation and online arbitration for the resolution of disputes arising in the Indian Securities Market has been established. In terms of SEBI circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated on December 28, 2023) and the same can be accessed via the following link – **SMARTODR**

#### Vigil Mechanism

We believe in the conduct of the affairs of the InvIT and its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour. In pursuit of the same, the Investment Manager encourages employees to raise genuine concern about any malpractices in the workplace without fear of retaliation and provides protection from their victimisation or dismissal.

In accordance with Regulation 26I of SEBI InvIT Regulations, the InvIT has adopted the Vigil Mechanism and Whistle Blower Policy, which is available on the website of the InvIT at [https://nxt-infra.com/wp-content/uploads/2024/11/18.-WHISTLEBLOWER-POLICY\\_NXT-INFRA-TRUST.pdf](https://nxt-infra.com/wp-content/uploads/2024/11/18.-WHISTLEBLOWER-POLICY_NXT-INFRA-TRUST.pdf). During the period under review, the Investment Manager has received no complaints under Vigil Mechanism framework.

### Compliance Certificate

A Compliance Certificate on the Financial Statements of the InvIT for the Financial Year ended March 31, 2025 given by the Chief Financial Officer and Compliance Officer of the Investment Manager as prescribed under Regulation 26H read with Part B of Schedule VII of the SEBI InvIT Regulations, was placed before the Board of Directors of the Investment Manager. They have certified amongst others, that, the Financial Statements do not contain any false or misleading statement and present a true and fair view of the InvIT's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

### Annual Secretarial Compliance Report

As per Regulation 26J of SEBI InvIT Regulations, the Annual Secretarial Compliance Report of the InvIT for the Financial Year ended March 31, 2025 issued by KDA & Associates, Practicing Company Secretaries having Membership No.: FCS – 23501, as submitted with the Stock Exchange(s) is forming part of this report as **Annexure - I**.

### Corporate Governance Report

As per Regulation 26K of SEBI InvIT Regulations, the Quarterly Compliance Report on Governance for the Quarter and Financial Year ended March 31, 2025 as submitted with the Stock Exchange(s) is forming part of this report as **Annexure- II**.

### Policies Adopted by the Investment Manager of the InvIT

In order to adhere to the good governance practices and in accordance with applicable law and the SEBI InvIT Regulations, the Investment Manager has adopted the following policies in relation to the InvIT. The policies are available on the website of the InvIT at <https://nxt-infra.com/investor-corner/policies/>

The Investment Manager has adopted the following policies in relation to Nxt-Infra Trust:

Sr. No.	Name of the Committee(s)	Policy link
1	Policy on appointment of Auditor and Valuer	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
2	Borrowing Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
3	Document Archival Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
4	Distribution Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
5	Code of Conduct Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
6	Investors' Grievance and Redressal Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
7	Policy for Determining Materiality of Information for Periodic Disclosures	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
8	Policy on Related Party Transactions	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
9	Risk Management Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
10	Nomination and Remuneration Policy	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>
11	Familiarisation Programs for Independent Directors	<a href="#">Nxt-Infra policies   Governance documents   Compliance policies</a>

**2. MANAGEMENT DISCUSSION AND ANALYSIS BY THE DIRECTORS OF THE INVESTMENT MANAGER ON ACTIVITIES OF THE INVIT DURING THE YEAR, FORECASTS AND FUTURE COURSE OF ACTION**

The Management Discussion and Analysis Report forms part of this Annual Report on page no 32 to 39.

**3. BRIEF DETAILS OF ALL THE ASSETS OF THE INVIT, PROJECT-WISE**

The details of all InvIT assets is provided from page no. 10 to 15 of this Annual Report.

**4. DETAILS OF TOLL REVENUE AND ANNUITY RECEIPT DURING THE YEAR, PROJECT-WISE FROM THE UNDERLYING PROJECTS**

Below are the revenue details for the March 31, 2025:

Sr. No.	Name of SPV	Category	Revenue (INR in Mn)
1	Nxt-Infra CT Highways Private Limited ("CTHPL")	HAM	734.02
2	Nxt-Infra CGRG Highways Private Limited ("CGRG")	HAM	689.75
3	Nxt-Infra GSY Highways Private Limited ("GSY")	HAM	822.96
4	NI Road Infra Private Limited ("NIRIPL" or "AM-2")	HAM	1,306.18
5	DM Expressway Private Limited ("DME")	HAM	451.33
6	Nxt-Infra MCP Highways Private Limited ("MCP")	Toll	1,992.06

Note:

- Revenue in the above table is for the full year (April 01, 2024 - March 31, 2025) ended on March 31, 2025 and not from the date of acquisition of respective project SPVs.
- In MCP, Nxt-Infra Trust have 49% shareholding, hence considered 49% of total revenue as per the audited consolidated financial for year ended March 31, 2025.

**5. BRIEF SUMMARY OF THE VALUATION AS PER FULL VALUATION REPORT AS AT THE END OF THE YEAR**

In accordance with the terms of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, the Investment Manager appointed Mr. S. Sundararaman ("Registered Valuer"), holding registration number IBBI/RV/06/2018/10238 with IBBI to undertake fair valuation of the project SPVs. The Registered Valuer has undertaken a valuation of the project SPVs as on March 31, 2025 and the full valuation report is available on our website <https://nxt-infra.com/>. Set out below is a summary of valuation:

For valuation purposes, the Valuer adopted the Discounted Cash Flow ('DCF') Method under the Income Approach. The Enterprise Value was computed by discounting the free cash flows over the forecast period until the end of the life of project at the end of the forecast period using an appropriate Weighted Average Cost of Capital ('WACC')

Five out of six of the SPVs under considerations have executed projects under the HAM model and the remaining one under the BOT-Toll model. At the end of the agreed concession period, the operating rights in relation to the roads and the obligation to maintain the road revert to the government entity that granted the concession by the SPVs. Accordingly, terminal period value i.e. value on account of cash flows to be generated after the expiry of concession period has not been considered.

The EVs of all the SPVs as on Valuation date i.e. March 31, 2025 are summarised below:

Sr. No.	Name of SPV	Project Type	WACC	INR in million	
				Enterprise Value*	Adjusted Enterprise Value**
1	NI Road Infra Private Limited	HAM	7.66%	6,469.8	7,323.6
2	Nxt-Infra CGRG Highways Private Limited	HAM	7.57%	4,624.6	5,272.1
3	Nxt-Infra CT Highways Private Limited	HAM	8.07%	4,033.2	4,071.7
4	DM Expressway Private Limited	HAM	7.83%	2,593.4	2,788.9
5	Nxt-Infra GSY Highways Private Limited	HAM	7.40%	6,494.6	6,708.1
6	Nxt - Infra MCP Highways Private Limited***	TOLL	9.97%	34,807.0	36,191.8
<b>Total</b>				<b>59,022.7</b>	<b>62,356.2</b>

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

\*\* Further, Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash and cash equivalents of the SPVs as at the Valuation Date.

\*\*\* Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. The InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.

Valuation Report of InvIT assets as on March 31, 2025 issued by Valuer is annexed to this Annual Report, as **Annexure - III** on page no. 74.

## 6. ANY INFORMATION OR REPORT PERTAINING TO THE SPECIFIC SECTOR OR SUB-SECTOR THAT MAY BE RELEVANT FOR AN INVESTOR TO INVEST IN UNITS OF THE INVIT

Refer page no. 32 of the Management Discussion Analysis section & the Investor Presentation available on the website of the Company <https://nxt-infra.com/wp-content/uploads/2025/05/Nxt-Infra-Trust-Investor-Presentation-Intimation-signed.pdf>

## 7. DETAILS OF CHANGES DURING THE YEAR:

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

During the year, Nxt-Infra Trust ("InvIT" or "Trust") had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited ("Sponsor") for acquisition of 100% equity stake in Nxt-Infra CT Highways Private Limited ("CTHPL"), Nxt-Infra CGRG Highways Private Limited ("CGRG"), Nxt-Infra GSY Highways Private Limited ("GSY"), DM Expressway Private Limited ("DME"), NI Road Infra Private Limited ("NIRIPL" or "AM-2") and 49% equity stake in Nxt - Infra MCP Highways Private Limited ("MCP"). As against this, the InvIT had issued 133 million units with issue price of Rs 100 per unit as consideration against above sale of shares. The InvIT has carried out fair valuation of the assets and liabilities on the date of acquisition and has accordingly recognised the investment in the subsidiaries and joint venture at fair value of the net assets so determined which has been considered as the deemed cost of acquisition of these investments and subsequently tested for impairment.

Further, the InvIT has completed its private placement of 285 million units with issue price of Rs 100 per unit and the units of the InvIT have been listed with the National Stock Exchange of India Limited ("NSE") on July 02, 2024. A part of the proceeds from the issue of these units and additional borrowings raised by the InvIT of Rs 31,968 million have been advanced as loans to the subsidiaries / joint venture for repayment of their external borrowings and optionally convertible debentures to the Sponsor group on July 02, 2024.

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

Refer Note 1 and Note 4 of Standalone Financial Statement of Trust for the Financial Year 2024-25

**b. Valuation of assets and NAV (as per the full valuation reports)**

- A.** Pursuant to the provisions of Regulation 10 of the SEBI InvIT Regulations, the NAV of the Trust was computed based on the valuation done by the Valuer and the same has been disclosed as part of the Audited Financial Information of the Trust filed with National Stock Exchange of India Limited on May 30, 2025 and is also available on the website of the Trust

<https://nxt-infra.com/investor-corner/regulatory-filings/>

Particulars	INR in million
Enterprise Value	59,022.7
Adjusted Enterprise Value**	62,356.2

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

\*\*Further, Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash and cash equivalents of the SPVs as at the Valuation Date

**B. Consolidated statement of Net Asset at Fair Value**

Particulars	As at March 31, 2025 (INR in million)	
	Book value	Fair value
A. Assets	61,404.66	63,998.13
B. Liabilities	32,726.99	32,726.99
C. Net Assets (A-B)	28,677.67	31,271.14
D. Number of units	28,50,00,000	28,50,00,000
E. NAV (C/D)	100.62	109.72

The fair value of assets as at March 31, 2025 is based solely on the fair valuation report dated May 28, 2025 of the independent valuer appointed by Investment Manager under the InvIT Regulations. Fair values of assets have been arrived using discounted cash flow model after adjusting the cash and cash equivalents, current liabilities, etc.

Statement of Net Assets at Fair Value is not given for March 31, 2024 as the Trust has acquired all the SPVs during the year.

**c. Borrowings or repayment of borrowings(standalone and consolidated)**

Details of external borrowings availed & repaid, on standalone and consolidated basis, during 2024-25, are as follows:

**Standalone**

Particulars	INR in million			
	Opening Balance April 01, 2024	Loan availed during the Year	Loan Repaid during the Year	Closing Balance March 31, 2025
Borrowings from Domestic – Bank/Financial Institution (including Term Loan)	-	32,217.88	719.28	31,498.60
Non-Convertible Debentures (NCD)	-	-	-	-
Non-Convertible Preference Shares (NCRPs)	-	-	-	-
External Commercial Borrowings (ECBs)	-	-	-	-
Commercial Paper (CP)	-	-	-	-

### Consolidated

INR in million

Particulars	Opening Balance April 01, 2024	Loan availed during the Year	Loan Repaid during the Year	Closing Balance March 31, 2025
Borrowings from Domestic – Bank/Financial Institution (including Term Loan)	-	32,217.88	719.28	31,498.60
Non-Convertible Debentures (NCD)	-	-	-	-
Non-Convertible Preference Shares (NCRPs)	-	-	-	-
External Commercial Borrowings (ECBs)	-	-	-	-
Commercial Paper (CP)	-	-	-	-

#### d. Credit rating

During the year, the Trust has been rated "AAA/Stable" by CRISIL Ratings for its debt facilities and debt securities. The credit ratings along with rating rationale are available at the following links

CRISIL-

[https://www.crisil.com/mnt/winshare/Ratings/RatingList/RatingDocs/Nxt\\_InfraTrust\\_August%2029\\_%202024\\_RR\\_349711.html](https://www.crisil.com/mnt/winshare/Ratings/RatingList/RatingDocs/Nxt_InfraTrust_August%2029_%202024_RR_349711.html)

Nature of Instrument	Amount	CRISIL Rating	Date of Rating
Rupee Term Loan	INR 3550 Crores	CRISIL AAA/Stable	August 29 2024

#### e. Sponsor, Investment Manager, Trustee, valuer, directors of the Trustee or Investment Manager or sponsor, etc.

There is no change in the Sponsor, Investment Manager, Trustee or Valuer for the year 2024-25.

There were no changes in the directors of Investment Manager for the year 2024-25. However, post March 31, 2025 changes in the directors of the Investment Manager is given below:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation
1.	Mr. Rakshit Jain	Director and Chief Executive Officer	-	May 08, 2025
2.	Mr. Gaurav Chaturvedi	Additional Non-Independent Director	May 09, 2025	-

Except above, there have been no changes in the Sponsor, Investment Manager, Trustee, valuer, directors of Trustee or Investment manager or sponsor etc.

#### f. Clauses in trust deed, investment management agreement or any other agreement entered into pertaining to activities of InvIT

There were no material changes in the trust deed, investment management agreement or any other agreement entered into pertaining to activities of InvIT.

#### g. Any regulatory changes that has impacted or may impact cash flows of the underlying projects

There have been no regulatory changes that in the opinion of the Investment Manager, could impact the cash flows of the underlying project.

#### h. Change in material contracts or any new risk in performance of any contract pertaining to the InvIT

During the period under review, there were no changes in material contracts or any new risk in the performance of

any contract pertaining to the InvIT.

**i. Any legal proceedings which may have significant bearing on the activities or revenues or cash flows of the InvIT**

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

**j. Any material change during the year.**

There were no material change during the year other than disclosed above.

**8. REVENUE OF THE INVIT FOR THE LAST 5 YEARS, PROJECT-WISE**

The Trust was formed on October 26, 2023 and was registered as an Infrastructure Investment Trust under the SEBI InvIT Regulations on November 08, 2023. Accordingly, revenue details for the last 5 years is not applicable for the Trust.

**9. UPDATE ON DEVELOPMENT OF UNDER-CONSTRUCTION PROJECTS, IF ANY**

All the project assets of the Trust and its SPVs are operational, hence, there is no reporting applicable under this head.

**10. 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**

**a. Details of outstanding borrowings:**

Particulars	Standalone As on March 31, 2025	Consolidated As on March 31, 2025
Outstanding Long Term Debt	31,454.97	31,454.97

**b. The details of debt maturity profile:** Please refer to note no. 30(C) of Standalone and note no. 45(C) of Consolidated Financial Statements.

**c. Details of deferred payment (fixed consideration):** 2,690 million are payable to the seller by the Trust in respect of acquisition of 51% stake in the Nxt - Infra MCP Highways Private Limited subject to satisfaction of the terms/ milestones agreed and set out in the relevant acquisition agreement. Please refer note 34 of Standalone and Note 49 of Consolidated Financial Statements.

**d. Details of Credit Rating:** Please refer the section on Credit Rating page no. 48 of the Annual Report.

**e. The details of Gearing Ratios:** Please refer note 31 of Standalone and Note 46 of Consolidated Financials Statements

**11. 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**

For Operating Expenses, please refer to note no. 19-22 of the Standalone and note no. 30-36 of Consolidated Financial Statements of the InvIT for the Financial Year ended March 31, 2025 which forms part of the Annual Report.

Further, the details of Fee paid to the Investment Manager is disclosed under note no. 19 of the Standalone Financial Statements

**12. PAST PERFORMANCE OF THE INVIT WITH RESPECT TO UNIT PRICE, DISTRIBUTIONS MADE AND YIELD FOR THE LAST 5 YEARS, AS APPLICABLE**

The units of the Trust got listed with NSE w.e.f. July 02, 2024, therefore, past performance of the InvIT with respect to unit price and yield for the last 5 years is not applicable for the Trust during the period under review.

The Investment Manager on behalf of the Trust has made 3 (three) distribution(s) aggregating to INR 18.01 per unit (Cumulative Distribution) for the period ended March 31, 2025.

Pursuant to the provisions of the SEBI InvIT Regulations and in line with the Distribution Policy of the Trust, the Transaction Documents and the Trust Documents, the investment manager of the Trust, has made timely distributions to the Unitholders. The detailed policy and the history of the distribution to the unitholders are also available on the website of the trust at <https://nxt-infra.com/investor-corner/distribution/>

The Investment Manager on behalf of the Trust has made the following Distributions till date since listing:

Quarter Ended	Period Ended	Announcement Date	Record Date	Dividend	Interest	Return of Capital	Other Income	Total Distribution
Q4 2024-25	January to March 2025	May 29, 2025	June 3, 2025	-	INR 1.9463 per unit	INR 4.6458 per unit	-	INR 6.5921 per unit
Q3 2024-25	October to December 2024	February 10, 2025	February 13, 2025	-	INR 1.462 per unit	INR 1.924 per unit	-	INR 3.386 per unit
Q2 2024-25	July to September 2024	November 14, 2024	November 25, 2024	-	INR 1.3665 per unit	INR 6.6617 per unit	-	INR 8.0282 per unit

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

Initial offer of units through filing of final placement memorandum representing an undivided beneficial interest in the Trust by way of a private placement, in accordance with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, read together with the circulars and guidelines issued thereunder ("SEBI InvIT Regulations") was undertaken in June 28, 2024.

The Trust received the final approval of admission of dealings units w.e.f. July 02, 2024 on the National Stock Exchange of India Limited (the "NSE" or the "Stock Exchange") acting as Designated Stock Exchange. The description of Units of the Trust are as under:

Sr. No.	Description of Securities	Symbol	Series	No. of Securities	Mkt. Lot
1	Units of InvIT of INR 100/- each fully paid up	NXT-INFRA	IV	28,50,00,000	2,00,000

Unit price quoted on NSE Limited at the beginning and the end of the year, the highest and the lowest unit price and the average daily volume traded during the financial year:

The Trust had allotted 28,50,00,000 units of INR 100 each on June 28, 2024 which were listed on NSE w.e.f. July 02, 2024. Since the date of listing, the units have been very thinly traded and accordingly the aforesaid data as on March 31, 2025 is as follows:

Particulars	NSE
<b>Price Information (in Rs.)</b>	
Unit Price at the beginning of the period (July 02, 2024)	102
Unit Price at the close of the period (March 31, 2025)	110
Highest Unit Price	110
Lowest Unit Price	100.20
<b>Volume Information</b>	
Average Daily Volume Traded during the period	-
Total Average Daily Volume Traded	-

### 14. (1) Details of all related party transactions during the year, value of which exceeds five per cent. of value of the InvIT assets

Please refer note no. 26 of the Standalone Financial Statements and note no. 41 of Consolidated Financial Statements of the Trust for the March 31, 2025 which forms part of the Annual Report.

### (2) Details regarding the monies lent by the InvIT to the holding company or the special purpose vehicle in which it

**(2) Details regarding the monies lent by the InvIT to the holding company or the special purpose vehicle in which it has investment in**

The InvIT has on-lent following sum of monies to the Project SPVs:

**Balance outstanding as on March 31, 2025**

(amount in million)

SPV	Senior loan	Subordinated loan	Total Loan
Nxt-Infra CGRG Highways Private Limited	4,108.56	1,439.24	5,547.80
Nxt-Infra CT Highways Private Limited	4,358.15	2,942.44	7,300.59
DM Expressway Private Limited	2,626.01	175.67	2,801.68
Nxt-Infra GSY Highways Private Limited	5,429.81	1,297.27	6,727.08
Nxt-Infra MCP Highways Private Limited	10,236.10	6,589.52	16,825.62
NI Road Infra Private Limited	3,007.75	426.40	3,434.15
	<b>29,766.38</b>	<b>12,870.54</b>	<b>42,636.92</b>

**15. DETAILS OF ISSUE AND BUYBACK OF UNITS DURING THE YEAR, IF ANY**

During the year under review, the Trust issued of 15,20,00,000 units through a private placement as initial offer and 13,30,00,000 unit issued by Swap to the Sponsor under the formation transaction at a price of INR 100 per unit aggregating to INR 28,500 million and the units were listed on the National Stock Exchange of India Limited ("NSE") w.e.f. July 02, 2024.

During the year under review, there was no further issue or buy back of any units by the Trust.

**16. BRIEF DETAILS OF MATERIAL AND PRICE SENSITIVE INFORMATION**

During the period, the Investment Manager, from time to time, has been providing price sensitive details of material and price sensitive information to the stock exchanges in relation to the Trust by the Investment Manager, in accordance with the provisions of the SEBI InvIT Regulations and other applicable laws. The submitted announcements in relation to material and price sensitive information can be viewed on the Trust's website at [www.nxt-infra.com](http://www.nxt-infra.com).

Material Information and Events - Except otherwise specified or disclosed to the exchanges from time to time, during the period under review, there were no material changes, events or material and price sensitive information to be disclosed for the Trust.

The Trust has devised and maintained a Structured Digital Database (SDD) in compliance with Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.

The policy on UPSI and dealing in units by the parties are available on the website of the Trust at <https://nxt-infra.com/wp-content/uploads/2024/11/17.-POLICY-ON-UNPUBLISHED-PRICE-SENSITIVE-INFORMATION-AND-DEALING-IN-SECURITIES-BY-THE-PARTIES-TO-NXT-INFRA-TRUST.pdf>

**17. BRIEF DETAILS OF MATERIAL LITIGATIONS AND REGULATORY ACTIONS, WHICH ARE PENDING, AGAINST THE INVIT, SPONSOR(S), INVESTMENT MANAGER, PROJECT MANAGER(S), OR ANY OF THEIR ASSOCIATES, SPONSOR GROUP(S) AND THE TRUSTEE IF ANY, AS AT THE END OF THE YEAR****a. Litigation involving the Trust**

There is no pending litigation involving the Trust during the period under review.

**b. Litigation involving the Sponsor**

As at the date of this Annual Report, there are no outstanding criminal litigation, non-ordinary course regulatory actions or material civil litigation against the Sponsor.

**c. Litigation involving the Investment Manager**

As at the date of this Annual Report, there are no outstanding criminal litigation, non-ordinary course regulatory actions or material civil litigation against the Investment Manager.

**d. Litigation involving the Project Manager**

As at the date of this Annual Report, there are no outstanding criminal litigation, non-ordinary course regulatory actions or material civil litigation against the Project Manager.

**e. Litigation involving the Trustee**

Brief details of material litigations and regulatory actions, which are pending, against the Trustee and its directors as at the end of the period are provided hereunder:

- 1) Details of outstanding / pending and past cases (where the person has been found guilty) of litigations, criminal or civil prosecution, disputes, non-payment of statutory dues, over dues to / defaults against banks or financial institutions, contingent liabilities not provided for, proceedings initiated for economic offences or civil offences, adverse findings with respect to compliance with securities laws, penalties levied, disputed tax liabilities, etc.

No specific cases of the litigations, criminal or civil prosecution, disputes, non-payment of statutory dues, over dues to / defaults against banks etc. are pending or initiated earlier against the Company or its directors.

- 2) Any disciplinary action taken by SEBI or any other regulatory authority (including the overseas regulator).
  - (a) A Category II AIF Trust viz. 'Brick Eagle Affordable Housing Trust' was settled with Milestone Trusteeship Services Pvt. Ltd., as a trustee, which was eventually merged with Catalyst Trusteeship Ltd. The allegations mainly relate to failure of AIF in declaring final closing of the Fund. After hearing the matter, SEBI passed an order dated 28.02.2024 against said AIF and also Catalyst being the trustee, directing to wound up the Fund and also restraining from taking new assignments as trustee of AIF for a period of one year and from associating with SEBI registered intermediaries for three months. Hon. Securities Appellate Tribunal, vide its order dated 13<sup>th</sup> March, 2024, has stayed the order dated 28.02.2024 of SEBI. While the appeal with SAT is pending, at present there is no subsisting order restraining Catalyst from accepting AIF assignments. As per the order, said AIF stands wound up.
  - (b) Spandana Sphoorty Financial Ltd. (Spandana) had issued NCDs with Catalyst Trusteeship Ltd. (Catalyst) as Debenture Trustee (DT). While examining the compliances, SEBI observed that Spandana had delayed disclosure of early redemption of NCDs and failed to disclose to stock exchanges and its website about the breach of covenants. Spandana proceeded with Settlement Regulations and SEBI, vide its order dated 21.08.2024 imposed penalty of Rs.38.12 lakh.

SEBI also held Catalyst, being DT for not maintaining proper records of debenture holders' meeting and non-reporting to CRA on its own about the defaults committed by Spandana and imposed a penalty of Rs.1.00 lakh on Catalyst vide its order dated 26.08.2024. Catalyst has preferred an appeal against the said order with SAT.

- 3) Operational actions such as administrative warnings / deficiency letters, during last five years.
  - AIF Transactions:  
SEBI has issued two different letters of administrative warning dated 13.04.2023 and 29.05.2023 for the lapses of investment manager, one in respect of wrong reporting of type of scheme and other for delay in reporting to the investors. Both the matters are under correspondence with SEBI.
  - Debenture Trusteeship Transactions:  
Considering the observations of periodical inspection, SEBI has issued deficiency letter and administrative warning vide letters dated June 09, 2021 and June 12, 2023 respectively. Further, basis a thematic inspection, SEBI has issued administrative warning letters dated 08.08.2023, and October 23, 2023 for non-compliance in respect of the procedural matters. Also, SEBI has issued administrative warning letters dated November 14, 2024, December 10, 2024, March 18, 2025 and March 24, 2025 addressing non-compliance in procedural matters. The same is under correspondence with SEBI.



- Securitisation Trusteeship Transactions:

SEBI has issued Action taken letter dated February 12, 2025 and March 28, 2025 out of examination of SDIs issued in which Catalyst Trusteeship Limited (Catalyst) acted as trustee for non-compliance in respect of the procedural matters.

No disciplinary action is taken or pending against any of the directors of the Company.

**f. Litigation involving the SPVs:**

Brief details of material litigations and regulatory actions, which are pending, against the SPVs and its directors as at the end of the period are provided hereunder:

SPV	Type	Brief Facts
<b>CGRG</b>		No ongoing Litigation or regulatory matter in relation to the Project
<b>GSY</b>		No ongoing Litigation or regulatory matter in relation to the Project
<b>CTHPL</b>		
<b>1</b>		Shri. Nitin Shantilal Surana, Gut no. 17/3/1, Village - Kandari, Tal. Bhusawal, dist. Jalgaon is claiming that NHAI has encroached upon his land for the construction of the Project Highway. A notice dated 30.01.2024 from Arbitrator & District Collector, Jalgaon was received by NHAI to investigate this matter. Accordingly NHAI has send the notice to the Concessionaire vide letter no. 09.10.2024 to verify whether the Project work was completed within the Poject ROW and acquired land only. The Concessionaire (NI-CTHPL) vide letter no. 4010 dated 18.02.2025 clarified that the work was carried out within the ROW acquired for the Project.
<b>MCP</b>		
<b>1</b>	Regulatory	HSPCB issued a notice bearing reference no. HSPCB/KAR/2021/5569 dated December 10, 2021 to NHAI for deposition of Environmental Compensation of INR 20,00,000 (Indian Rupees Twenty Lakhs) as per policy order dated April 29, 2019 & December 20, 2019. The same was forwarded by NHAI to NI-MCPHPL for compliance. NI-MCPHPL vide letter dated January 11, 2022 submitted detailed justification and requested Authority to relieve the Concessionaire from Environmental Compensation of Rs 20,00,000/ since the Concessionaire has complied as per the notice issued by the HSPCB. There is no response from HSPCB since then.
<b>2</b>	Legal Notice	The complainant Mr. Abhishek Khatri has alleged that double penalty was wrongfully collected from him at Bhigan Toll Plaza while sufficient balance was available in his FASTag. He has therefore, issued a legal notice claiming for compensation of INR 10,00,000/- towards humiliation, harassment and mental agony. He has also claimed INR 10,000/- towards preparation of legal notice. NI-MCPHPL replied to the legal notice denying any violations of Fee Rules.

SPV	Type	Brief Facts
3	Commercial Suit	<p>Prior to taking over the project by NI-MCPHPL on 06.08.2020, Pan India Infra Projects Pvt. Ltd ('PIPL') was main EPC Contractor of Mukarba Chowk – Panipat Toll Roads Ltd. (1<sup>st</sup> SPV). Vidya Projects Pvt Ltd ('Vidya') was a sub-contractor to PIPL.</p> <p>As per Vidya, an outstanding amount of Rs 6,10,00,000/- was due from PIPL. Upon instruction from Essel Group, the part payment of INR 1,96,00,000/- was made to Vidya.</p> <p>Vidya demanded unpaid dues of INR 4,10,00,000/- of PIPL/MCPTL from WIFPL (2<sup>nd</sup> SPV).</p> <p>Vidya invoked arbitration on 25.11.2021 as per the Substitution and Amendment Agreement dated 25.06.2020 executed between Essel, PIPL, MCPTL and Vidya.</p> <p>Vidya has filed Section. 11 petition for appointment of arbitrator before Hon'ble Delhi High Court.on 04.01.2024, the Arbitration Petition of Vidya Project was disposed of by Hon'ble Delhi High Court as withdrawn by Vidya Project. On the said date, the Court has granted liberty to Vidya Projects to pursue other civil remedies available to it under law. Accordingly, Vidya first filed a pre-litigation mediation before the Mediation Centre of the Delhi High Court as prescribed under the Commercial Court Act, 2015. The said mediation failed and therefore, Vidya Projects has filed a commercial suit for recovery for its allegedly unpaid dues of INR 4,10,00,000 with pedente-lite and future interest at 12% pa before the Delhi High Court.</p>
4	Civil	<p>Petitioners Mr. Parminder Singh Parmar claims that being Indian Air Force Officers they are exempted from paying toll tax as per the notification dated 03.12.2010.</p> <p>Since the officers were using private vehicle and did not produce exemption pass as per applicable rules, they were charged Toll tax amount of INR 95/- along with penalty of INR 95/- at Bhagan Toll Plaza on NH – 44. As per Fee notification 2008, they are obligated to pay Toll.</p> <p>Therefore, Petitioner filed a writ before the Punjab &amp; Haryana High Court for directing NHAI to take appropriate penal action against Respondent No. 3 (NI-MCPHPL) and also directing NHAI for formulating provisions for taking penal actions against Toll plazas who violated notifications and settled laws.</p>
5	Civil	<p>The Complainant (Urmila) filed the complaint under Consumer Protection Act, 2019, alleging deficiency and negligent service against the Toll plaza due to wrongful recovery of excess toll. She has prayed for compensation of INR 1 Lakh towards harassment as well as return of excess amount of INR 95/- recovered from her. NI-MCPHPL has denied the allegation and submitted that toll was collected as per applicable rules.</p>
6	Legal Notice	<p>The complainant (Mr. Vedant Verma) submitted that his FASTag purchased from SBI did not work at Bhagan Toll Plaza inspite of sufficient balance. The complainant had to purchase a new FASTag from ICICI Bank for crossing the toll plaza thus causing him harassment, mental agony, pain and suffering. And for this he seeks compensation of INR 2,00,000/- plus reimbursement of legal expenses amounting to INR 55,000/-</p>

SPV	Type	Brief Facts
2	Commercial Suit	A writ is filed by Shri. Jitendra Pannalaji Agrawal for recovery of INR 51,62,52,574/- from Welspun Enterprise Limited (EPC Contractor of NI-RIPL) towards unpaid sum for work executed by them and losses incurred due to defaults committed by Welspun Enterprises Limited.
3	Tax	(i) NIRIPL has received an Order-in-Original dated October 18, 2024 issued by the Directorate General of GST Intelligence (DGGI), wherein a penalty of INR 120 million has been levied for the alleged delay in payment of GST for the financial years 2019-20 to 2021-22. The Company has filed an appeal against the said order before the Commissioner (Appeals) – GST. The matter is currently pending.
<b>DME</b>		
1	Tax	i) DME has received an order under Section 73 of the GST Act, 2017, dated April 24 2024, wherein a tax demand aggregating to INR 170.72 million, inclusive of interest and penalty, has been raised in respect of non-reversal of input tax credit pertaining to exempt supplies and avilment of ineligible input tax credit for the financial year 2018-19. The Company has preferred an appeal against the said order before the Commissioner (Appeals) – GST. The matter is currently pending.

## 18. RISK FACTORS

Risk Factors to the extent applicable are stated below and the detailed risk factors are set out from page no. 49 - 82 in the Final Placement Memorandum of the Trust: [https://nxt-infra.com/wp-content/themes/himalayas/offer\\_documents/Quarter1-2024/Final-Placement-Memorandum.pdf](https://nxt-infra.com/wp-content/themes/himalayas/offer_documents/Quarter1-2024/Final-Placement-Memorandum.pdf)

### A. RISKS RELATING TO THE NXT-INFRA TRUST'S BUSINESS AND INDUSTRY

1. The Nxt-Infra Trust is a newly settled trust with no established operating history and no historical financial information and, as a result, investors may not be able to assess prospects of the Trust on the basis of past records or accurately assess future growth prospectus of the Trust.
2. Our failure and inability to identify and acquire new infrastructure assets that generate comparable revenue, profits or cash flows may have an adverse effect on our business, financial condition, cash flows and results of operations and our ability to make distributions.
3. We may be subject to penalties and claims from the concessioning authorities and third parties during the course of operations of the projects and may not be able to recover all operational losses from the Project Manager and/or other contractors providing operations and maintenance services to the projects.
4. The accuracy of statistical and other information with respect to the road infrastructure sector and the Technical Reports and Traffic Report commissioned for the projects cannot be guaranteed.
5. A significant portion of our projected revenue will be derived from the toll project which can vary significantly basis the actual traffic.
6. The flexibility of the Nxt-Infra Trust and the Project SPVs to utilise available funds may be restricted by the escrow arrangements they are required to maintain under the concession agreements.
7. The concession agreements may be terminated prematurely under certain circumstances.
8. The financing agreements of the Project SPVs and Sponsor entail interest at variable rates, and any increases in interest rates may adversely affect our results of operations, financial condition and cash flows. Further, the 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.
9. The acquisition by the Nxt-Infra Trust of the Project SPVs from the Sponsor, or of any other asset from third parties in the future, may be subject to certain risks, which may result in damages and losses. We may not be able to recover losses arising from the acquisition of the Project SPVs from the Sponsor or third parties under relevant contractual arrangements.

2. Our failure and inability to identify and acquire new infrastructure assets that generate comparable revenue, profits or cash flows may have an adverse effect on our business, financial condition, cash flows and results of operations and our ability to make distributions.
3. We may be subject to penalties and claims from the concessioning authorities and third parties during the course of operations of the projects and may not be able to recover all operational losses from the Project Manager and/or other contractors providing operations and maintenance services to the projects.
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8. The financing agreements of the Project SPVs and Sponsor entail interest at variable rates, and any increases in interest rates may adversely affect our results of operations, financial condition and cash flows. Further, the 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.
9. The acquisition by the Nxt-Infra Trust of the Project SPVs from the Sponsor, or of any other asset from third parties in the future, may be subject to certain risks, which may result in damages and losses. We may not be able to recover losses arising from the acquisition of the Project SPVs from the Sponsor or third parties under relevant contractual arrangements.
10. Lower than expected returns on our investment in our Projects may adversely affect our financial results.
11. Our operating expenses are dependent on the routine and periodic major maintenance obligations contained in the concession agreements and are subject to fluctuations.
12. The revenues of our toll project are subject to significant fluctuations due to changes in traffic volumes and the mix of traffic and a decline in traffic volumes could adversely affect our business prospects, financial condition, results of operations and their ability to make distributions.
13. Leakage of the tolls collected on the toll-linked Projects may adversely affect the relevant Project SPVs' revenues and earnings.
14. We may be required to record significant charges/expenses to earnings in the future when we review our financial assets for potential impairment.
15. We may be subject to inflation/deflation and interest rate risks.
16. The Project SPVs have a limited period to operate the Projects as the concession periods granted to the Project SPVs are fixed.
17. The Project SPVs, which are responsible for the operation and maintenance of the Projects under the respective concession agreements, may be directed by the relevant concessioning authority to undertake, and the Project SPVs will be obliged to perform, additional construction work.
18. Newly constructed roads or existing alternative routes may compete with the project of MCP and result in the diversion of the vehicular traffic and a reduction of tolls that the Project SPV can collect.
19. Systems failures, cyber security breaches and attacks and resulting interruptions in our toll-linked project could adversely affect our business, financial condition, cash flows and results of operations.
20. An inability to obtain, renew or maintain the required statutory and regulatory permits and approvals or to comply with the applicable laws may have an adverse effect on the business of the Project SPVs.

21. The Project SPVs may be required to pay additional stamp duty if any concession agreement is subject to payment of stamp duty as a deed creating leasehold rights, or as a development agreement.
22. Failure to comply with and changes in, safety, health and environmental laws and regulations in India may adversely affect the business, prospects, financial condition, cash flows, and results of operations of the Project SPVs.
23. The current insurance coverage for the Projects may not protect the Project SPVs from all forms of losses and liabilities associated with their businesses.
24. The cost of repairing and refurbishing existing equipment for operating, maintaining and monitoring the Projects could be significant and could adversely affect the results of operations, cash flows and financial condition of the Project SPVs.
25. The business and financial performance of the Nxt-Infra Trust, the operations of the Projects and any future projects that the Nxt-Infra Trust may acquire, are significantly dependent on the policies of, and relationships with, various government entities in India and could be affected if there are adverse changes in such policies or relationships.
26. The Project SPVs and Projects may be subject to legal or regulatory action and the Nxt-Infra Trust may be required to incur substantial expenses in defending any such actions and there is no assurance that the Project SPVs will be successful in defending such actions.
27. The Sponsor, the Sponsor Group, Investment Manager, Project Manager and/or their respective associates, and the Trustee are or may, from time to time, be involved in legal proceedings, which if determined against such parties, may have an adverse effect on the reputation, business and results of operations of the Nxt-Infra Trust.
28. The independent auditor report on the InvIT's Projections of Revenue from Operations and Cash Flow from Operating Activities and Underlying Assumptions contains restrictions with respect to the purpose and use of the report by investors in the United States.
29. The Project SPVs depend on the O&M Contractors to operate and maintain the Projects. Any delay, default or unsatisfactory performance by the O&M Contractors could adversely affect the Project SPVs' ability to effectively operate or maintain the Projects.
30. The Project SPVs may be held liable for the payment of wages to the contract labourers engaged indirectly in the operations of the Nxt-Infra Trust.
31. The results of operations of the Project SPVs could be adversely affected by strikes, work stoppages or increased wage demands by the employees of the Project SPV, O&M Contractors or other sub-contractors.
32. The Project SPVs have experienced losses in previous years and any losses in the future could adversely affect Nxt-Infra Trust's business, financial condition and the results of its operations, its ability to make distributions and the trading price of the Units.
33. We have entered into material related party transactions and may continue to do so in the future, which may potentially involve conflict of interests with the Unitholders.
34. There may not be any eligible acquisition opportunities from the Sponsor or third parties in the future, which may adversely affect the Nxt-Infra Trust's business, financial condition, results of operations and prospects.
35. The Nxt-Infra Trust may not be able to successfully fund future acquisitions of new projects due to the unavailability of equity financing on acceptable terms, which could impede the implementation of our acquisition strategy and negatively affect our business.
36. The use of additional leverage by the Investment Manager and the Nxt-Infra Trust are subject to risks. Further, the Nxt-Infra Trust may not be able to successfully fund future acquisitions of new projects due to the unavailability of debt financing, which could impede the implementation of our acquisition strategy and negatively affect our business

37. The ability of the Nxt-Infra Trust to make or maintain consistency in distributions to Unitholders depends on the financial performance of the Project SPVs and their profitability.
38. It may be difficult for us to dispose of our non-performing assets.
39. The Nxt-Infra Trust does not own the trademark "Nxt-Infra Trust" and the associated logo to be used by us for our business and our ability to use the trademark may be impaired.

## **B. RISKS RELATING TO OUR ORGANISATION AND STRUCTURE**

40. We depend on the Investment Manager, the Project Manager and the Trustee to manage our business and assets, and our financial condition, cash flows, results of operations and cash flows and our ability to make distributions may be harmed if the Investment Manager, Project Manager or the Trustee fail to perform satisfactorily. The rights of the Nxt-Infra Trust and the rights of the Unitholders to recover claims against the Project Manager, the Investment Manager or the Trustee may be limited.
41. The Investment Manager may become the investment manager of another InvIT.
42. The Sponsor may be able to exercise significant influence over activities of the Nxt-Infra Trust on which Unitholders are entitled to vote. The Sponsor's interests may be different from Unitholders.
43. The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Nxt-Infra Trust. We cannot assure you that the Investment Manager will be able to comply with such requirements.
44. The Nxt-Infra Trust may be dissolved, and the proceeds from the dissolution thereof may be less than the amount invested by the Unitholders.
45. As a proposed shareholder of the Project SPVs, the rights of Nxt-Infra Trust are subordinated to the rights of creditors, debt holders and other parties specified under Indian law in the event of insolvency or liquidation of the Project SPVs.
46. Information and the other rights of Unitholders under Indian law may differ from such rights available to equity shareholders of an Indian company or under the laws of other jurisdictions.
47. Parties to the Nxt-Infra Trust are required to satisfy the eligibility conditions specified under Regulation 4 of the InvIT Regulations on an ongoing basis. We may not be able to ensure such ongoing compliance by the Sponsor, the Sponsor Group, the Investment Manager, the Project Manager and the Trustee, which could result in the cancellation of the registration of the Nxt-Infra Trust.
48. We are governed by the provisions of, amongst others, the InvIT Regulations and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the implementation and interpretation of which, is evolving. The evolving regulatory framework governing infrastructure investment trusts in India may have a material adverse effect on the ability of certain categories of investors to invest in the Units, our business, financial condition and results of operations and our ability to make distributions to the Unitholders.
49. The reporting requirements and other obligations of infrastructure investment trusts post-listing are still evolving. Accordingly, the level of ongoing disclosures made to and the protection granted to our Unitholders may be more limited than those made to or available to shareholders of a company that has listed its equity shares upon a recognised stock exchange in India.
50. It may be difficult for the Unitholders to remove the Trustee or the Investment Manager.
51. The Trust currently holds 49% of the issued and paid-up equity shareholding in MCP on listing and may not be able to acquire 100% of the equity shareholding in MCP in the future.

## **C. RISKS RELATING TO THE UNITS**

52. The sale or possible sale of a substantial number of Units by the Sponsor in the public market following the reduction of lock-in requirements at various stages as prescribed under the InvIT Regulations could adversely affect the price of the Units.

53. Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer or redeem Units, which may adversely impact the trading price of the Units.
54. Market and economic conditions may affect the market price and demand for the Units.
55. There is no assurance that our Units will remain listed on the stock exchange.
56. The Issue Price of the Units may not be indicative of the market price of the Units after the Issue.
57. Any future issuance of Units by us may dilute investors' Unitholding. The sale or possible sale of a substantial number of Units by the Sponsor or another significant Unitholder could adversely affect the price of the Units.
58. Rights of Unitholders under Indian law may be more limited than under the laws of other jurisdictions.

#### **D. RISKS RELATING TO INDIA**

59. We are exposed to risks associated with the road sector in India.
60. Our performance and growth are dependent on the factors affecting the Indian economy.
61. Changing laws, rules and regulations, including changes in legislation or the rules relating to tax regimes, legal uncertainties and the political situation in India may adversely affect our business, financial condition, cash flows, results of operations and ability to make distributions to our Unitholders.
62. We may be exposed to variations in foreign exchange rates. Fluctuations in the exchange rate of the Indian Rupee with respect to the U.S. Dollar or other currencies could affect the foreign currency equivalent of the value of the Units and any distributions.
63. Social, economic and political conditions and natural disasters could have a negative effect on our business.
64. Any downgrading of India's debt rating by rating agencies could have a negative impact on our business.
65. Financial instability in other countries may cause increased volatility in Indian financial markets.
66. If inflation rises in India, increased costs may result in a decline in profits.

#### **E. RISKS RELATING TO TAXATION**

67. Changes in legislation or the rules relating to tax regimes could materially and adversely affect our business, prospects and results of operations.
68. Investors may be subject to Indian taxes arising out of capital gains on the sale of Units and on any dividend or interest component of any returns from the Units
69. Tax laws are subject to changes and differing interpretations, which may adversely affect our operations
70. The Nxt-Infra Trust and the Project SPVs may be subject to certain tax related risks under the provisions of the IT Act.
71. Certain of our Project SPVs enjoy certain benefits under Section 80-IA of the IT Act in relation to the special purpose vehicles and any change in these tax benefits applicable to the Nxt-Infra Trust may adversely affect our results of operations.
72. The income of the Nxt-Infra Trust in relation to which pass through status is not granted under the IT Act may be chargeable to Indian taxes.

### **19. INFORMATION OF THE CONTACT PERSON OF THE INVIT**

Ms. Aditi Tawde

Company Secretary and Compliance Officer

ACS No. A28753

501, 5<sup>th</sup> Floor, Vikas Hub, Vikas Centre,

Dr. G. C. Road, Wadavali Village, Chembur East,

Mumbai, 400 074, Maharashtra. India

Phone: +91 8956873205

Email: im@nxt-infra.com

# ANNEXURE I

## SECRETARIAL COMPLIANCE REPORT OF NXT-INFRA TRUST

### FOR THE YEAR ENDED MARCH 31, 2025

[Pursuant to Chapter 19 of Master Circular for Infrastructure Investment Trusts (InvITs) dated July 06, 2023 issued by the Securities and Exchange Board of India]

We have examined:

- (a) all the documents and records made available to us and explanation provided by Walter Infra Manager Private Limited ("the Investment Manager"),
- (b) the filings/submission made by the Investment Manager to the stock exchanges,
- (c) website of Nxt-Infra Trust, ("the InvIT")
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31, 2025** ("Review Period") in respect of compliance with the provisions of:
  - i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder and regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014;
- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021-**Not Applicable;**
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;
- (e) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings

Based on the above examination, we hereby report that, during the Review Period:

- (a) The investment manager of InvIT has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr No.	Compliance Requirement (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 4 (10) of Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, Form INVI should be filed within 30 days from issue of Units to a person Resident outside India.		Form INVI was filed after 30 days

- (b) The investment manager of the InvIT has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the InvIT, parties to the InvIT, its promoters, directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

Sr No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letters, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
1			Nil	

## ANNEXURE I (Contd.)

- (d) The investment manager of the InvIT has taken following actions to comply with the observations made in previous reports:

Sr No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2024	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the action taken by the InvIT
1			*NA	

\*Nxt-Infra Trust was listed on the National Stock Exchange on July 02, 2024

**For KDA & Associates**  
Practicing Company Secretaries

**Nikunj Makwana**

Partner

CoP No.: 62943

Membership No.: FCS – 23501

Peer Review Certificate No.: 6748/2025

UDIN: A062943G000478479

Date: May 29, 2025

Place: Mumbai

# ANNEXURE II

## Part A of Compliance Report on Corporate Governance

### FORMAT OF REPORT ON GOVERNANCE TO BE SUBMITTED BY THE INVESTMENT MANAGER ON A QUARTERLY BASIS

1. **Name of InvIT:** NXT-Infra Trust
2. **Name of the Investment Manager:** Walter Infra Manager Private Limited
3. **Quarter ending:** September 30, 2024

#### I. Composition of Board of Directors of the Investment Manager

Title	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) <sup>s</sup>	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Number of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Sumit Sen	DIN: 06734410	Non-executive Non-Independent Director	March 14, 2023	-	-	-	1	-	2	-
Mr.	Rajat Kumar Mishra	DIN: 03199515	Independent Director	August 9, 2023	-	-	13 months	1	1	2	-
Ms.	Jyoti Davar	DIN: 09757889	Independent Director	August 9, 2023	-	-	13 months	2	2	1	-
Mr.	Anil Kumar Chaudhary	DIN: 03256818	Independent Director	October 10, 2023	-	-	11 months	2	2	2	-
Mr.	Ralf Nowack Friedrich	DIN: 09518088	Non-executive Director Non-Independent Director	June 2, 2023	-	-	-	1	-	-	-
Mr.	Rakshit Jain	DIN: 06858141	Director & Chief Executive Officer	June 2, 2023	-	-	-	1	-	-	1

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – No

<sup>s</sup>PAN of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>\*</sup>to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the Investment Manager in continuity without any cooling off period.

## ANNEXURE II (Contd.)

## II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)*	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	October 10, 2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 13, 2023	NA
2. Nomination and Remuneration Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	October 10, 2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Ms. Jyoti Davar	Independent Director	August 09, 2023	NA
3. Risk Management Committee	No	Ms. Jyoti Davar	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 13, 2023	NA
		Mr. Rakshit Jain	Director & Chief Executive Officer	June 02, 2023	NA
4. Stakeholders' Relationship Committee	No	Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	-
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 13, 2023	-
		Mr. Rakshit Jain	Director & Chief Executive Officer	June 02, 2023	-

\*Category of directors means non-independent/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (April – June 2024)	Date(s) of Meeting (if any) in the relevant quarter (July – September 2024)	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings (in number of days)
May 10, 2024 June 17, 2024 June 25, 2024	September 11, 2024	Yes	September 11, 2024 - 5	September 11, 2024 - 3	Number of days between June 25, 2024, and September 11, 2024 – 78 days

\*to be filled in only for the current quarter meetings.

## IV. MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter (July – September 2024)	Whether requirement of Quorum met (details) *	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter (April – June 2024)	Maximum gap between any two consecutive meetings in number of days**
<b>Audit Committee</b>					
No meeting held	NA	NA	NA	No meeting held	NA
<b>Nomination and Remuneration Committee</b>					
No meeting held	NA	NA	NA	No meeting held	NA
<b>Risk Management Committee</b>					
No meeting held	NA	NA	NA	No meeting held	NA
<b>Stakeholders' Relationship Committee</b>					
No meeting held	NA	NA	NA	No meeting held	NA

\*to be filled in only for the current quarter meetings.

\*\*This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

## V. AFFIRMATIONS

The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014 - **Yes**

The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014:

## ANNEXURE II (Contd.)

- a. Audit Committee - **Yes**
- b. Nomination and Remuneration Committee - **Yes**
- c. Stakeholders' Relationship Committee - **Yes**
- d. Risk Management Committee - **Yes**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**

This report and/or the report submitted in the previous quarter has been placed before Board of Directors of the Investment Manager. Any comments/observations/advice of the Board of Directors may be mentioned here – **Units of Nxt-Infra Trust were listed on the National Stock Exchange on July 02, 2024, hence reporting of the previous quarter was not applicable.**

**Name and Designation**

**Aditi Tawde**  
**Company Secretary and Compliance Officer**  
**A28753**

ANNEXURE II (Contd.)

# Part A of Compliance Report on Corporate Governance

## FORMAT OF REPORT ON GOVERNANCE TO BE SUBMITTED BY THE INVESTMENT MANAGER ON A QUARTERLY BASIS

1. **Name of InvIT:** Nxt-Infra Trust
2. **Name of the Investment Manager:** Walter Infra Manager Private Limited
3. **Quarter ending:** December 31, 2024

### I. Composition of Board of Directors of the Investment Manager

Title	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) <sup>x</sup>	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Number of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Sumit Sen	DIN: 06734410	Non-executive Non-Independent Director	March 14, 2023	-	-	-	1	-	2	-
Mr.	Rajat Kumar Mishra	DIN: 03199515	Independent Director	August 9, 2023	-	-	16 months	1	1	2	-
Ms.	Jyoti Davar	DIN: 09757889	Independent Director	August 9, 2023	-	-	16 months	3	3	1	-
Mr.	Anil Kumar Chaudhary	DIN: 03256818	Independent Director	October 10, 2023	-	-	14 months	2	2	2	-
Mr.	Ralf Nowack Friedrich	DIN: 09518088	Non-executive Director Non-Independent Director	June 2, 2023	-	-	-	1	-	-	-
Mr.	Rakshit Jain	DIN: 06858141	Director & Chief Executive Officer	June 2, 2023	-	-	-	1	-	1	-

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – No

<sup>s</sup>PAN of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>\*</sup>to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the Investment Manager in continuity without any cooling off period.

## ANNEXURE II (Contd.)

**II. Composition of Committees**

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	October 10, 2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 14, 2023	NA
2. Nomination and Remuneration Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	October 10, 2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Ms. Jyoti Davar	Independent Director	August 09, 2023	NA
3. Risk Management Committee	No	Ms. Jyoti Davar	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 14, 2023	NA
		Mr. Rakshit Jain	Director & Chief Executive Officer	June 02, 2023	NA
4. Stakeholders' Relationship Committee	No	Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 14, 2023	NA
		Mr. Rakshit Jain	Director & Chief Executive Officer	June 02, 2023	NA

<sup>&</sup>Category of directors means non-independent/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter (July – September 2024)	Date(s) of Meeting (if any) in the relevant quarter (October – December 2024)	Whether the requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings (in number of days)
September 11, 2024	October 25, 2024	Yes	5	3	Number of days between September 11, 2024 and October 25, 2024 – 44 days
-	November 14, 2024	Yes	4	3	Number of days between October 25, 2024 and November 14, 2024 – 20 days

\*to be filled in only for the current quarter meetings.

**IV. MEETING OF COMMITTEES**

Date(s) of meeting of the committee in the relevant quarter (October – December 2024)	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter (July – September 2024)	Maximum gap between any two consecutive meetings in number of days**
<b>Audit Committee</b>					
November 13, 2024	Yes	3	2	No meeting held	NA
<b>Nomination and Remuneration Committee</b>					
November 08, 2024	Yes	3	3	No meeting held	NA
<b>Risk Management Committee</b>					
No meeting held	NA	NA	NA	No meeting held	NA
<b>Stakeholders' Relationship Committee</b>					
No meeting held	NA	NA	NA	No meeting held	NA

\*to be filled in only for the current quarter meetings.

## ANNEXURE II (Contd.)

\*\*This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

### V. AFFIRMATIONS

The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014- **Yes**

The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014:

- a. Audit Committee- **Yes**
- b. Nomination and Remuneration Committee – **Yes**
- c. Stakeholders' Relationship Committee - **Yes**
- d. Risk Management Committee - **Yes**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**

This report and/or the report submitted in the previous quarter has been placed before the Board of Directors of the Investment Manager. Any comments/observations/advice of the Board of Directors may be mentioned here – **The previous report for the quarter ended September 30, 2024, was placed before the Board of Directors of the Investment Manager in its meeting held on November 14, 2024. The report for the current quarter ended December 31, 2024, shall be placed before the Board of Directors of the Investment Manager in its meeting scheduled to be held for this quarter.**

### Name and Designation

**Aditi Tawde**  
**Company Secretary and Compliance Officer**  
**A28753**

## ANNEXURE II (Contd.)

## Part A of Compliance Report on Corporate Governance

### FORMAT OF REPORT ON GOVERNANCE TO BE SUBMITTED BY THE INVESTMENT MANAGER ON A QUARTERLY BASIS

1. **Name of InvIT:** Nxt-Infra Trust
2. **Name of the Investment Manager:** Walter Infra Manager Private Limited
3. **Quarter ending:** March 31, 2025

#### I. Composition of Board of Directors of the Investment Manager

Title	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) <sup>*</sup>	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure <sup>*</sup>	Number of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Sumit Sen	DIN: 06734410	Non-executive Non-Independent Director	March 14, 2023	-	-	-	1	-	2	-
Mr.	Rajat Kumar Mishra	DIN: 03199515	Independent Director	August 9, 2023	-	-	19 months	1	1	2	-
Ms.	Jyoti Davar	DIN: 09757889	Independent Director	August 9, 2023	-	-	19 months	3	3	1	-
Mr.	Anil Kumar Chaudhary	DIN: 03256818	Independent Director	October 10, 2023	-	-	17 months	2	2	2	-
Mr.	Ralf Nowack Friedrich	DIN: 09518088	Non-executive Non-Independent Director	June 2, 2023	-	-	-	1	-	-	-
Mr.	Rakshit Jain	DIN: 06858141	Director & Chief Executive Officer	June 2, 2023	-	-	-	1	-	1	-

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – No

<sup>§</sup>PAN of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>\*</sup>to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the Investment Manager in continuity without any cooling off period.



## ANNEXURE II (Contd.)

## II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)*	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	October 10, 2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 14, 2023	NA
2. Nomination and Remuneration Committee	No	Mr. Anil Kumar Chaudhary	Independent Director	October 10, 2023	NA
		Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Ms. Jyoti Davar	Independent Director	August 09, 2023	NA
3. Risk Management Committee	No	Ms. Jyoti Davar	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 14, 2023	NA
		Mr. Rakshit Jain	Director & Chief Executive Officer	June 02, 2023	NA
4. Stakeholders' Relationship Committee	No	Mr. Rajat Kumar Mishra	Independent Director	August 09, 2023	NA
		Mr. Sumit Sen	Non-Executive Director Non-Independent Director	March 14, 2023	NA
		Mr. Rakshit Jain	Director & Chief Executive Officer	June 02, 2023	NA

\*Category of directors means non-independent/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (October–December 2024)	Date(s) of Meeting (if any) in the relevant quarter (January–March 2025)	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings (in number of days)
October 25, 2024	January 28, 2025	Yes	6	3	Number of days between November 14, 2024 and January 28, 2025 – 74 days
November 14, 2024	February 10, 2025		6	3	Number of days between January 28, 2025 and February 10, 2025 – 12 days
	March 17, 2025		5	3	Number of days between February 10, 2025 and March 17, 2025 – 34 days
	March 27, 2025		5	3	Number of days between March 17, 2025 and March 27, 2025 – 9 days

\*to be filled in only for the current quarter meetings.

## IV. MEETING OF COMMITTEES

Date(s) of meeting of the committee in the relevant quarter (January–March 2025)	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter (October–December 2024)	Maximum gap between any two consecutive meetings in number of days**
<b>Audit Committee</b>					
February 10, 2025	Yes	3	2	November 13, 2024	Number of days between November 13, 2024 and February 10, 2025 – 88 days
March 17, 2025		3	2		Number of days between February 10, 2025 and March 17, 2025 – 34 days
March 27, 2025		3	2		Number of days between March 17, 2025 and March 27, 2025 – 9 days
<b>Nomination and Remuneration Committee</b>					
March 17, 2025	Yes	3	3	November 08, 2024	Number of days between November 08, 2024 and March 17, 2025 – 128 days

## ANNEXURE II (Contd.)

Date(s) of meeting of the committee in the relevant quarter (January–March 2025)	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter (October–December 2024)	Maximum gap between any two consecutive meetings in number of days**
<b>Risk Management Committee</b>					
January 30, 2025	Yes	3	1	No meeting held	Number of days between January 30, 2025 and March 27, 2025 – 55 days
March 27, 2025		3	1		
<b>Stakeholders' Relationship Committee</b>					
March 17, 2025	Yes	3	1	No meeting held	NA

\*to be filled in only for the current quarter meetings.

\*\*This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

**V. AFFIRMATIONS**

1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014- **Yes**
2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014:
  - a. Audit Committee- **Yes**
  - b. Nomination and Remuneration Committee – **Yes**
  - c. Stakeholders' Relationship Committee - **Yes**
  - d. Risk Management Committee - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors of the Investment Manager. Any comments/observations/advice of the Board of Directors may be mentioned here – **The previous report for the quarter ended December 31, 2024, was placed before the Board of Directors of the Investment Manager in its meeting held on January 28, 2025, and the Board had no observation/comment/advice on the said Report. The report for the current quarter ended March 31, 2025, shall be placed before the Board of Directors of the Investment Manager in its meeting scheduled to be held for this quarter.**

**For Walter Infra Manager Private Limited**

(acting in its capacity as Investment Manager of Nxt-Infra Trust)

**Aditi Tawde**

**Company Secretary and Compliance Officer**

**M. No. A28753**



## ANNEXURE II (Contd.)

## Part B of Compliance Report on Corporate Governance

### FORMAT TO BE SUBMITTED BY THE INVESTMENT MANAGER FOR THE FINANCIAL YEAR

#### I. Disclosure on website of InvIT

Item	Compliance status (Yes/No/NA) <sup>refer note below</sup>	If Yes provide link to website. If No / NA provide reasons
a. Details of business	Yes	<a href="https://nxt-infra.com/projects/">https://nxt-infra.com/projects/</a>
b. Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	<a href="https://nxt-infra.com/investor-corner/regulatory-filings/">https://nxt-infra.com/investor-corner/regulatory-filings/</a>
c. Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	<a href="https://nxt-infra.com/contact-us/">https://nxt-infra.com/contact-us/</a>
d. Email ID for grievance redressal and other relevant details	Yes	<a href="https://nxt-infra.com/contact-us/">https://nxt-infra.com/contact-us/</a>
e. Information, report, notices, call letters, circular, proceedings, etc. concerning units	Yes	<a href="https://nxt-infra.com/investor-corner/regulatory-filings/">https://nxt-infra.com/investor-corner/regulatory-filings/</a>
f. All information and reports including compliance reports filed by InvIT with respect to units	Yes	<a href="https://nxt-infra.com/investor-corner/regulatory-filings/">https://nxt-infra.com/investor-corner/regulatory-filings/</a>
g. All intimations and announcements made by InvIT to the stock exchanges	Yes	<a href="https://nxt-infra.com/investor-corner/regulatory-filings/">https://nxt-infra.com/investor-corner/regulatory-filings/</a>
h. All complaints including SCORES complaints received by the InvIT	Yes	<a href="https://nxt-infra.com/investor-corner/regulatory-filings/">https://nxt-infra.com/investor-corner/regulatory-filings/</a>
i. Any other information which may be relevant for the investors	NA	NA

It is certified that these contents on the website of the InvIT are correct.

#### II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA) <sup>refer note below</sup>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	2(1)(saa)	Yes
Board composition	4(2)(e)(v), 26G, 26H(1)	Yes
Meeting of board of directors	26G	Yes
Quorum of board meeting	26H(2)	Yes
Review of compliance reports	26H(3)	Yes
Plans for orderly succession for appointments	26G	Yes
Code of conduct	26G	Yes
Minimum information	26H(4)	Yes
Compliance certificate	26H(5)	NA  The units of Nxt-Infra Trust got listed on July 02, 2025. The Certificate for the financial year 2024-25 shall be placed before the Board in its ensuing meeting.
Risk assessment & management	26G	Yes
Performance evaluation of independent directors	26G	Yes
Recommendation of Board	26H(6)	Yes
Composition of Audit Committee	26G	Yes
Meeting of Audit Committee	26G	Yes
Composition of Nomination and Remuneration Committee	26G	Yes
Quorum of Nomination and Remuneration Committee meeting	26G	Yes
Meeting of Nomination and Remuneration Committee	26G	Yes
Composition of Stakeholders' Relationship Committee	26G	Yes
Meeting of Stakeholders' Relationship Committee	26G	Yes

**ANNEXURE II (Contd.)**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
Composition and role of Risk Management Committee	26G	Yes
Meeting of Risk Management Committee	26G	Yes
Vigil Mechanism	26I	Yes
Approval for related party transactions	19(3), 22(4)(a)	Yes
Disclosure of related party transactions	19(2)	Yes
Annual secretarial Compliance Report	26J	NA
Alternate Director to Independent Director	26G	NA
Maximum tenure of Independent Director	26G	Yes
Meeting of Independent Directors	26G	Yes
Familiarisation of Independent Directors	26G	NA
Declaration from Independent Director	26G	Yes
Directors and Officers insurance	26G	Yes
Memberships in Committees	26G	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26G	Yes
Policy with respect to Obligations of directors and senior management	26G	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Investment Manager would like to provide any other information the same may be indicated here

**For Walter Infra Manager Private Limited**

(acting in its capacity as Investment Manager of Nxt-Infra Trust)

**Aditi Tawde**
**Company Secretary and Compliance Officer**
**M. No. A28753**



## Part C of Compliance Report on Corporate Governance

For the financial year ended March 31, 2025

### Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report displayed on Website	26J, 26K and SEBI Master Circular SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated May 15, 2024	NA <sup>1</sup>
Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders	26G	NA <sup>2</sup>
Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders	26G	NA <sup>2</sup>
Presence of Chairperson of the Stakeholder Relationship committee at the Annual Meeting of Unitholders	26G	NA <sup>2</sup>
Whether "Governance Report" and "Secretarial Compliance Report" disclosed in Annual Report of the InvIT	26J and 26K	NA <sup>3</sup>

### Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.
- If status is "No" details of non-compliance may be given here: NA
- If the investment manager would like to provide any other information the same may be indicated here:

<sup>1</sup>The units of Nxt-Infra Trust got listed on July 02, 2024, hence it will publish its first Annual Report for Financial Year (FY) 2024-25, on or before June 30, 2025, and the same will be displayed on the website upon filing with the stock exchanges and dispatch to the Unitholders.

<sup>2</sup>The units of Nxt-Infra Trust got listed on July 02, 2024, hence it will hold its first Annual Meeting on or before July 29, 2025.

<sup>3</sup>The units of Nxt-Infra Trust got listed on July 02, 2024, hence it will publish its first Annual Report for Financial Year (FY) 2024-25, on or before June 30, 2025, and the Governance Reports for the quarters and FY ended March 31, 2025, and Secretarial Compliance Report for FY ended March 31, 2025, shall be duly disclosed in the same.

### Name & Designation

**Aditi Tawde**

**Company Secretary and Compliance Officer**

**M. No. A28753**

## ANNEXURE III

RV/SSR/R/NXT-01

Date: May 28, 2025

### Nxt-Infra Trust

(acting through Catalyst Trusteeship Limited [in its capacity as "the Trustee" of the Trust])

501, 5<sup>th</sup> Floor, Vikas Hub, Vikas Centre,  
Next to Cubic Mall, Dr. G C Road,  
Wadavali Village, Chembur East,  
Mumbai - 400074  
Maharashtra, India

### Walter Infra Manager Private Limited

(acting as the Investment Manager to Nxt-Infra Trust)

Unit No. S-39, 2<sup>nd</sup> Floor, 'Vasant Square Mall'  
Plot No. A, Community Centre, Pocket-V, Sector-B, Vasant Kunj,  
New Delhi-110070.

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

Dear Sir(s)/Madam(s),

I, Mr. S. Sundararaman ("**Registered Valuer**" or "**RV**" or "**I**" or "**My**" or "**Me**") bearing IBBI registration number IBBI/RV/06/2018/10238, have been appointed vide letter dated April 2, 2025 as an independent valuer, as defined under the SEBI InvIT Regulations, by Walter Infra Manager Private Limited ("**WIMPL**" or "**the Investment Manager**") acting as the Investment manager for Nxt-Infra Trust ("**the Trust**" or "**InvIT**"), an infrastructure investment trust, registered with the Securities Exchange Board of India ("**SEBI**") and Catalyst Trusteeship Limited ("**the Trustee**") acting as the trustee for the Trust, for the purpose of financial valuation of the Special Purpose Vehicles (defined hereinafter below) as per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**the SEBI InvIT Regulations**").

The Trust operates and maintains the following Special Purpose Vehicles:

Sr. No.	Name of the SPV	Term	Project Type
1	NI Road Infra Private Limited	AM-2	State HAM
2	Nxt-Infra CGRG Highways Private Limited	CGRG	NHAI HAM
3	Nxt-Infra CT Highways Private Limited	CTHPL	NHAI HAM
4	DM Expressway Private Limited	DME	NHAI HAM
5	Nxt-Infra GSY Highways Private Limited	GSY	NHAI HAM
6	Nxt-Infra MCP Highways Private Limited	MCP	BOT-Toll

 (Hereinafter all the six companies mentioned above are together referred to as "**the SPVs**")

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

As per Regulation 21 (4) of Chapter V of the SEBI InvIT Regulations,

*"A full valuation shall be conducted by the valuer not less than once in every financial year. Provided that such full valuation shall be conducted at the end of the financial year ending March 31<sup>st</sup> within two months from the date of end of such year"*

 In this regard, the Investment Manager and the Trust intend to undertake the fair enterprise valuation of the SPVs as on 31<sup>st</sup> March, 2025. ("**Valuation Date**").

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

## ANNEXURE III (Contd.)

provide the adjusted enterprise value of the SPVs as at 31<sup>st</sup> March, 2025, where the adjusted enterprise value ("**Adjusted EV**") is derived as EV as defined above plus cash and cash equivalents of the SPVs as at 31<sup>st</sup> March, 2025.

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

The attached Report details the valuation methodologies used, calculations performed and the conclusion reached with respect to this valuation.

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

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

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

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

The valuation provided by RV and the valuation conclusion are included herein and the Report complies with the SEBI InvIT Regulations and guidelines, circular or notification issued by SEBI thereunder.

Please note that all comments in the Report must be read in conjunction with the caveats to the Report, which are contained in Section 10 of this Report. This letter, the Report and the summary of valuation included herein can be provided to Trust's advisors and may be made available for the inspection to the public and with the SEBI, the stock exchanges and any other regulatory and supervisory authority, as may be required.

RV draws your attention to the limitation of liability clauses in Section 10 of this Report.

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

**Yours faithfully,**

**S. Sundararaman**

Registered Valuer

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

Place: Chennai

UDIN: 25028423BMOMXM1072

## ANNEXURE III (Contd.)

**DEFINITION, ABBREVIATION & GLOSSARY OF TERMS**

<b>Abbreviations</b>	<b>Meaning</b>
AM-2	NI Road Infra Private Limited
BOT	Build, Operate and Transfer
Capex	Capital Expenditure
CCM	Comparable Companies Multiples
CGRG	Nxt-Infra CGRG Highways Private Limited
COD	Commercial Operation Date
CTM	Comparable Transactions Multiples
CTHPL	Nxt-infra CT Highways Private Limited
DBFOT	Design, Build, Finance, Operate and Transfer
DCF	Discounted Cash Flow
DME	DM Expressway Private Limited
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FDI	Foreign Direct Investment
FY	Financial Year Ended 31 <sup>st</sup> March
GSY	Nxt-Infra GSY Highways Private Limited
HAM	Hybrid Annuity Model
Ind AS	Indian Accounting Standards
INR	Indian Rupee
Investment Manager/ WIMPL	Walter Infra Manager Private Limited
IVS	ICAI Valuation Standards 2018
Kms	Kilometres
MCP	Nxt-Infra MCP Highways Private Limited
MMR	Major Maintenance and Repairs
Mn	million
MoRTH	Ministry of Road Transport and Highways
NAV	Net Asset Value Method
NCA	Net Current Assets Excluding Cash and Bank Balances
NH	National Highway
NHAI	National Highways Authority of India
NHDP	National Highways Development Project
NS-EW	North- South and East-West Corridors
PPP	Public Private Partnership
PWD(M) / State Authority	Public Works Department, Government of Maharashtra
RFID	Radio Frequency Identification
RV	Registered Valuer
SEBI	Securities and Exchange Board of India
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
SH	State Highway
Sponsor/ AHIL	Actis Highway Infra Limited
SPV	Special Purpose Vehicle
Trustee	Catalyst Trusteeship Limited

## ANNEXURE III (Contd.)

## Contents

Section	Particulars	Page No.
1	Executive Summary	6
2	Procedures adopted for current valuation exercise	13
3	Overview of the InvIT and the SPVs	14
4	Overview of the Industry	28
5	Valuation Methodology and Approach	39
6	Valuation of the SPVs	42
7	Valuation Conclusion	49
8	Additional procedures for compliance with SEBI InvIT Regulations	52
9	Sources of Information	55
10	Exclusion & Limitations	56
	<b>Appendices</b>	
11	Appendix 1 : Valuation of SPVs as on 31 <sup>st</sup> March 2025	59
12	Appendix 2 : WACC of the HAM SPVs as on 31 <sup>st</sup> March 2025	65
13	Appendix 3 : WACC of the Toll SPVs as on 31 <sup>st</sup> March 2025	68
14	Appendix 4 : Summary of Operating Expenses of HAM SPVs	71
15	Appendix 5: Summary of Revenue, Expenses and EBITDA of Toll SPV	74
16	Appendix 6 : Summary of Approvals and Licenses	75
17	Appendix 7 : Summary of Ongoing Litigations	81
18	Appendix 8 : Brief details about the Valuer	85

## ANNEXURE III (Contd.)

### 1. EXECUTIVE SUMMARY

#### 1.1. Background

##### The Trust

1.1.1. Nxt-Infra Trust ("the Trust"), was established on 8<sup>th</sup> November 2023. The Trust is registered with Securities and Exchange Board of India ("SEBI") pursuant to the SEBI (Infrastructure Investment Trust) Regulations, 2014 ("SEBI InvIT Regulations") with effect from 8<sup>th</sup> November 2023, bearing registration number IN/InvIT/23-24/0028. The units of the Trust are listed on National Stock Exchange of India Limited since 2<sup>nd</sup> July 2024.

1.1.2. The objective and purpose of the InvIT is to carry on the activities of an infrastructure investment trust, as permissible under the SEBI InvIT Regulations, to raise funds through the InvIT, to make Investments in accordance with the SEBI InvIT Regulations and the Investment Strategy and to carry on the activities as may be required for operating the SEBI InvIT including incidental and ancillary matters thereto.

1.1.3. Catalyst Trusteeship Limited ("the Trustee") has been appointed as the Trustee of the Nxt-Infra Trust.

#### 1.1.4. Unitholding of the Trust as on 31<sup>st</sup> March 2025 is as under:

Name of Unitholder	Nos. of Units	Unitholding
Corporate Body – Foreign Bodies	24,50,00,000	85.96%
Mutual Funds	50,00,000	1.75%
Individuals	55,00,000	1.93%
Non-Resident Indians	2,00,000	0.07%
Body Corporates	2,89,00,000	10.14%
Hindu Undivided Family	2,00,000	0.07%
Trusts	2,00,000	0.07%
<b>Total</b>	<b>28,50,00,000</b>	<b>100.00%</b>

Source: Investment Manager

##### The Sponsor

1.1.5. Actis Highway Infra Limited ("the Sponsor" or "AHIL") has floated an infrastructure investment trust under the SEBI InvIT Regulations called Nxt-Infra Trust ("the Trust" or "InvIT").

##### Actis Highway Infra Limited

Actis Highway Infra Limited is a company duly incorporated under the laws of Mauritius and is a wholly owned subsidiary of the Actis Highway Holdings Limited. AHIL is backed by a leading global investor group in sustainable infrastructure, Actis Group.

The Shareholding of AHIL on 31<sup>st</sup> March, 2025 is as follows:

Name of Shareholder	Nos. of Shares	Shareholding
Actis Highway Holdings Limited	68,915,361	100.00%
<b>Total</b>	<b>68,915,361</b>	<b>100.00%</b>

Source: Investment Manager

#### 1.1.6. Investment Manager

Walter Infra Manager Private Limited ("WIMPL" or "the Investment Manager") has been appointed as the Investment Manager to the Trust by the Trustee and is responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.

Name of Shareholder	Nos. of Shares	Shareholding
Actis Highway Infra Limited	1,82,66,715	99.90%
Actis Highway Holdings Limited	18,285	0.10%
<b>Total</b>	<b>1,82,85,000</b>	<b>100.00%</b>

Source: Investment Manager

## ANNEXURE III (Contd.)

## 1.1.7. Project Manager

Walter Infra Project Manager Private Limited ("**WIPMPL**" or "**the Project Manager**") has been appointed as the Project Manager to the Trust and is responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.

Name of Shareholder	Nos. of Shares	Shareholding
Actis Highway Infra Limited	24,12,585	99.90%
Actis Highway Holdings Limited	2,415	0.10%
<b>Total</b>	<b>24,15,000</b>	<b>100.00%</b>

Source: Investment Manager

## 1.1.8. Financial Assets to be Valued

The financial assets under consideration to be valued at Enterprise Value and Adjusted Enterprise Value are as follows:

Sr. No.	Name of the SPV	Term
1	NI Road Infra Private Limited	AM-2
2	Nxt-Infra CGRG Highways Private Limited	CGRG
3	Nxt-Infra CT Highways Private Limited	CTHPL
4	DM Expressway Private Limited	DME
5	Nxt-Infra GSY Highways Private Limited	GSY
6	Nxt-Infra MCP Highways Private Limited	MCP

(Together referred to as "the **SPVs**")

## 1.2. Purpose of Valuation

## 1.2.1. As per Regulation 21(4) of Chapter V of the SEBI InvIT Regulations,

"A full valuation shall be conducted by the valuer not less than once in every financial year: Provided that such full valuation shall be conducted at the end of the financial year ending March 31<sup>st</sup> within two months from the date of end of such year."

In this regard, the Investment Manager intends to undertake a fair enterprise valuation of the SPVs as on 31<sup>st</sup> March 2025.

1.2.2. In this regard, the Investment Manager have appointed Mr. S. Sundararaman ("**Registered Valuer**" or "**RV**" or "**I**" or "**My**" or "**Me**") bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake the fair valuation at the enterprise level of the SPV as per the SEBI InvIT Regulations as at 31<sup>st</sup> March 2025. Enterprise Value ("**EV**") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.

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

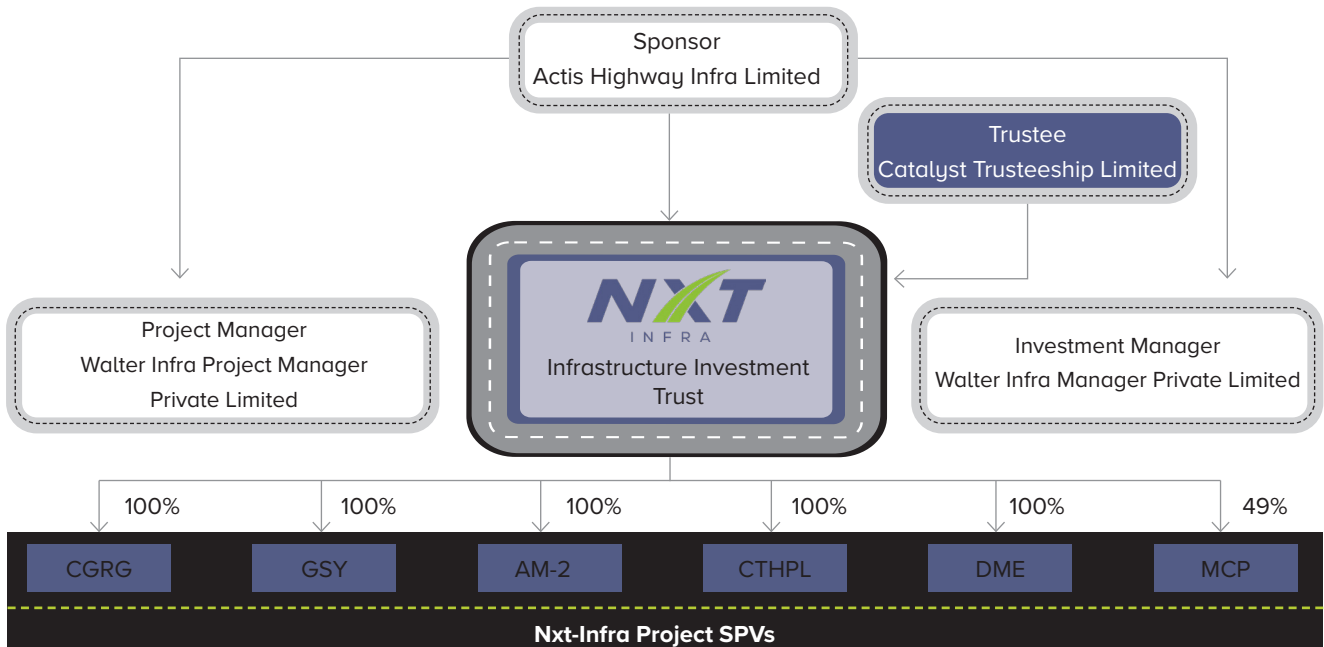
1.2.3. I declare that:

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

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

ANNEXURE III (Contd.)

**1.3. Group Structure of the Trust as at 31<sup>st</sup> March 2025:**



Source: Investment Manager

<sup>1</sup>Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, The Trust, will be entitled to acquire 100% of the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.

**1.4. Scope of Valuation**

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

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

Further, on the request of the Investment Manager, I have calculated Adjusted Enterprise Value of the SPVs which is derived as the EV as defined above plus cash and cash equivalents of the SPVs as at the valuation date.

**1.4.2. Valuation Base**

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

**Fair Value**

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

**1.4.3. Valuation Date**

Valuation Date is the specific date at which the value of the assets to be valued gets estimated or measured. Valuation is time specific and can change with the passage of time due to changes in the condition of the asset to be valued.

## ANNEXURE III (Contd.)

Accordingly, valuation of an asset as at a particular date can be different from other date(s).

The Valuation Date considered for the fair enterprise valuation of the SPVs is 31<sup>st</sup> March 2025 ("**Valuation Date**").

The attached Report is drawn up by reference to accounting and financial information as on 31<sup>st</sup> March 2025. The RV is not aware of any other events having occurred since 31<sup>st</sup> March 2025 till date of this Report which he deems to be significant for his valuation analysis, except for any event disclosed by the Investment Manager during the valuation exercise.

### 1.4.4. Premise of Value

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

#### Going Concern Value

Going Concern value is the value of a business enterprise that is expected to continue to operate in the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, necessary licenses, systems, and procedures in place etc. For current valuation exercise, we have determined the fair enterprise value of the SPVs on a Going Concern Value, till the end of the tenure of their respective Concession Agreement.

### 1.5. Summary of Valuation

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

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

Under the DCF Method, the Free Cash Flow to Firm ("**FCFF**") has been used for the purpose of valuation of each of the SPVs. In order to arrive at the fair EV of the individual SPVs under the DCF Method, I have relied on the audited financial statements as at 31<sup>st</sup> March, 2025 prepared in accordance with the Indian Accounting Standards (Ind AS) and the financial projections of the respective SPVs prepared by the Investment Manager as at the Valuation Date based on their best judgement.

**ANNEXURE III (Contd.)**

The discount rate considered for the respective SPVs for the purpose of this valuation exercise is based on the Weighted Average Cost of Capital ("**WACC**") for each of the SPVs.

Five out of six of the SPVs under considerations have executed projects under the HAM model and the remaining one under the BOT-Toll model. Operating rights of such underlying assets shall be transferred back to the appointing authority after the expiry of the concession period. At the end of the agreed concession period, the operating rights in relation to the roads and the obligation to maintain the road revert to the government entity that granted the concession by the SPVs. Accordingly, terminal period value i.e. value on account of cash flows to be generated after the expiry of concession period has not been considered.

Based on the methodology and assumptions discussed further, RV has arrived at the fair Enterprise Value and Adjusted Enterprise Value of the SPVs as on the Valuation Date as under:

							INR Lakhs
<b>Sr. No.</b>	<b>SPVs</b>	<b>Last Date</b>	<b>Approximate Balance Period</b>	<b>WACC</b>	<b>Enterprise Value*</b>	<b>Adjusted Enterprise Value**</b>	
1	AM 2	10-Nov-31	~6 Years 7 Months	7.66%	64,698	73,236	
2	CGRG	05-Aug-35	~10 Years 4 Months	7.57%	46,246	52,721	
3	CTHPL	25-Aug-36	~11 Years 5 Months	8.07%	40,332	40,717	
4	DME	25-Jun-33	~8 Years 3 Months	7.83%	25,934	27,889	
5	GSY	1-Nov-35	~10 Years 7 Months	7.40%	64,946	67,081	
6	MCP***	26-Sep-37	~12 Years 6 Months	9.97%	3,48,070	3,61,918	
<b>Total</b>					<b>5,90,227</b>	<b>6,23,562</b>	

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

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

(Refer Appendix 1 for the detailed workings)

\*\*\*Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("**WEL**") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHA and as per the Concession Agreement.

The above mentioned EV and Adjusted EV represents the value EV calculated at 100% equity stake level for MCP and since InvIT is holding only 49% equity stake in MCP, the above mentioned values should be adjusted in this context for 49% equity stake level. In this regard, I have calculated EV and Adjusted EV at 100% equity stake level and 49% equity stake level in the below table for MCP.

					INR Lakhs
<b>SPVs</b>	<b>Enterprise Value</b>		<b>Adjusted Enterprise Value</b>		
	<b>at 100% equity stake level</b>	<b>at 49% equity stake level</b>	<b>at 100% equity stake level</b>	<b>at 49% equity stake level</b>	
MCP	3,48,070	1,70,554	3,61,918	1,77,340	

- 1.5.1. The fair EV of the SPVs is estimated using DCF method. The valuation requires Investment Manager to make certain assumptions about the model inputs including forecast cash flows, discount rate, and credit risk.
- 1.5.2. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

### ANNEXURE III (Contd.)

1.5.3. Accordingly, I have conducted sensitivity analysis on certain model inputs, the results of which are as indicated below:

- WACC by increasing / decreasing it by 0.5%
- WACC by increasing / decreasing it by 1.0%
- Total Expenses by increasing / decreasing it by 20%
- Total Revenue by increasing / decreasing it by 10% for Toll Asset.

#### Sensitivity Analysis of Enterprise Value

- Fair Enterprise Valuation Range based on WACC parameter (0.5%)

INR Lakhs

Sr. No.	SPVs	WACC +0.50%	EV	Base WACC	EV	WACC -0.50%	EV
1	AM2	8.16%	63,793	7.66%	64,698	7.16%	65,627
2	CGRG	8.07%	45,307	7.57%	46,246	7.07%	47,219
3	CTHPL	8.57%	39,532	8.07%	40,332	7.57%	41,160
4	DME	8.33%	25,496	7.83%	25,934	7.33%	26,384
5	GSY	7.90%	63,625	7.40%	64,946	6.90%	66,316
6	MCP	10.47%	3,38,584	9.97%	3,48,070	9.47%	3,57,957
	<b>Total</b>		<b>5,76,337</b>		<b>5,90,227</b>		<b>6,04,662</b>

- Fair Enterprise Valuation Range based on WACC parameter (1.0%)

INR Lakhs

Sr. No.	SPVs	WACC +1.00%	EV	Base WACC	EV	WACC -1.00%	EV
1	AM2	8.66%	62,912	7.66%	64,698	6.66%	66,580
2	CGRG	8.57%	44,400	7.57%	46,246	6.57%	48,226
3	CTHPL	9.07%	38,757	8.07%	40,332	7.07%	42,016
4	DME	8.83%	25,070	7.83%	25,934	6.83%	26,846
5	GSY	8.40%	62,349	7.40%	64,946	6.40%	67,735
6	MCP	10.97%	3,29,479	9.97%	3,48,070	8.97%	3,68,265
	<b>Total</b>		<b>5,62,966</b>		<b>5,90,227</b>		<b>6,19,668</b>

- Fair Enterprise Valuation Range based on Expenses parameter (20%)

INR Lakhs

Sr. No.	SPVs	EV at Expenses -20%	EV at Base Expenses	EV at Expenses +20%
1	AM2	68,080	64,698	61,297
2	CGRG	48,980	46,246	43,352
3	CTHPL	45,947	40,332	35,197
4	DME	28,620	25,934	22,924
5	GSY	67,374	64,946	62,433
6	MCP	3,63,380	3,48,070	3,32,761
	<b>Total</b>	<b>6,22,381</b>	<b>5,90,227</b>	<b>5,57,963</b>

- Fair Enterprise Valuation Range based on Revenue parameter (10%)

INR Lakhs

Sr. No.	SPVs	EV at Expenses -10%	EV at Base Revenue*	EV at Expenses +10%
1	MCP	3,08,011	3,48,070	3,88,130

\* Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of

## ANNEXURE III (Contd.)

the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.

The above mentioned EV and Adjusted EV represents the value EV calculated at 100% equity stake level for MCP and since InvIT is currently holding only 49% equity stake in MCP, the above mentioned values should be adjusted in this context for 49% equity stake level.

### 2. PROCEDURES ADOPTED FOR CURRENT VALUATION EXERCISE

2.1. I have performed the valuation analysis, to the extent applicable, in accordance with ICAI Valuation Standards 2018 ("IVS") issued by the Institute of Chartered Accountants of India read with SEBI InvIT Regulations.

2.2. In connection with this analysis, I have adopted the following procedures to carry out the valuation analysis:

2.2.1. Requested and received financial and qualitative information relating to the SPVs;

2.2.2. Obtained and analyzed data available in public domain, as considered relevant by me;

2.2.3. Discussions with the Investment Manager on:

- Understanding of the business of the SPVs – business and fundamental factors that affect its earning-generating capacity including strengths, weaknesses, opportunities and threats analysis and historical and expected financial performance;

2.2.4. Undertook industry analysis:

- Research publicly available market data including economic factors and industry trends that may impact the valuation;
- Analysis of key trends and valuation multiples of comparable companies/comparable transactions, if any, using proprietary databases subscribed by me;

2.2.5. Analysis of other publicly available information;

2.2.6. Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by me;

2.2.7. Conducted physical site visit of the road stretch of the SPVs

2.2.8. Determination of fair value of the EV and Adjusted EV of the SPVs on a going concern basis at the Valuation Date.

### 3. OVERVIEW OF THE INVIT AND SPVS

#### 3.1. The Trust

3.1.1. Nxt-Infra Trust ("the Trust"), sponsored by Actis Highway Infra Limited, was established on 8<sup>th</sup> November 2023 and since then is registered with Securities and Exchange Board of India ("SEBI") pursuant to the SEBI (Infrastructure Investment Trust) Regulations, 2014 ("SEBI InvIT Regulations") bearing registration number IN/InvIT/23-24/0028. The units of the Trust are listed on National Stock Exchange of India Limited since 2<sup>nd</sup> July 2024.

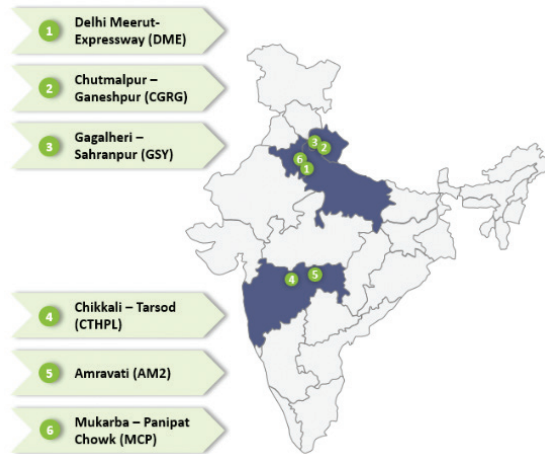
3.1.2. The Trust acquired the following SPVs from the Sponsor in FY25:

Sr. No.	SPVs	Equity Stake	Purchase Consideration (INR Lakhs)
1	AM2	100%	13,432
2	CGRG	100%	11,105
3	CTHPL	100%	10,981
4	DME	100%	7,411
5	GSY	100%	15,057
6	MCP	49%	75,013
	<b>Total</b>		<b>1,33,000</b>

Source: Investment Manager

ANNEXURE III (Contd.)

3.1.3. Following is a map of India showing the area covered by the SPVs of the Trust

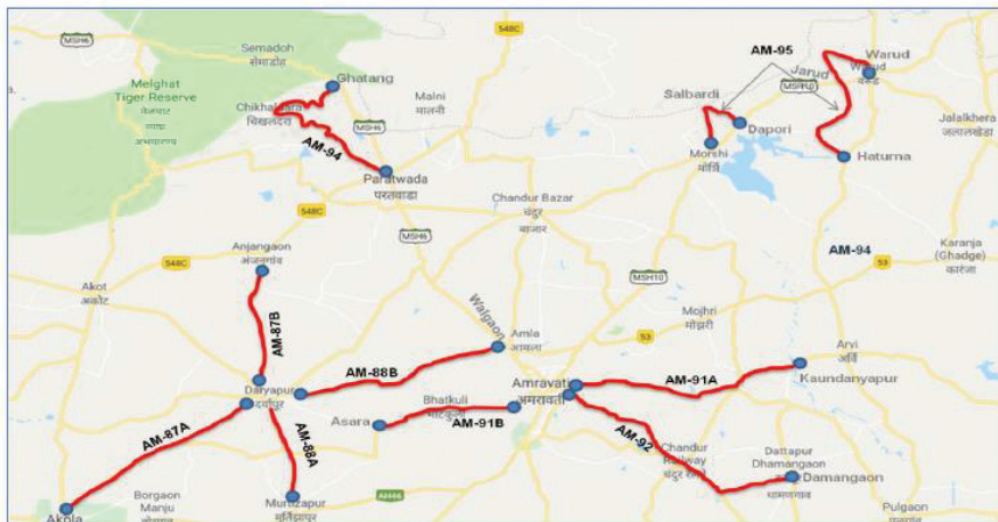


**Background of the SPVs**

**3.2. NI Road Infra Private Limited (“AM2”):**

3.2.1. NI Road Infra Private Limited (AM2) was incorporated as on 28<sup>th</sup> September 2018. The SPV entered into a concession agreement dated January 10, 2019 with Public Works Department, Government of Maharashtra [PWD(M)] and having the appointed date as on May 28, 2019. The project was awarded under HAM for 10 years of period from the PCOD i.e. 11<sup>th</sup> November, 2021. The project consists of improvement and maintenance of 9 distinct packages in Amravati district in the state of Maharashtra.

3.2.2. The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

**ANNEXURE III (Contd.)**

3.2.3. Summary of project details of AM2 is as follows:

Parameters	Details
Total Length	352 Km
Nos. of Lanes	2 lanes
NH / SH	SH 280, SH-312, SH 282, SH 47, SH 300, SH 294, SH 296 & SH 297
State Covered	Maharashtra
Area (Start and End)	Amravati, Maharashtra
Bid Project Cost	INR 1,46,000 Lakhs
Project Type	HAM
Concession Granted by	PWD(M)
PCOD Date	11 <sup>th</sup> November 2021
Nos. of Annuities	20 (Semi-annual)
Construction Period	730 days
Operational Period	10 years

Source: Investment Manager

3.2.4. The corridor forms a part of existing roads in the state of Maharashtra consisting of 9 distinct packages throughout the Amravati district consisting improvement of several state highway packages:

S. No	Description	Unit	Package-1		Package-2	Package-3	Package-4	Package-5		
			SH-280	SH-312				SH-280	SH-300	SH-294
1	Length of the Project Corridor	Kms	25	16	27	22	44	29	2	10
2	Major Bridges	Nos.	-	1	-	1	2	-	-	1
3	Minor Bridges	Nos.	8	1	3	4	13	11	3	2
4	Culverts (Pipe)	Nos.	23	17	19	14	23	35	10	3
5	Culvert (Slab/Box)	Nos.	11	10	6	6	21	11	1	6
6	Major Junctions	Nos.	2	1	2	3	3	5	2	1
7	Minor junctions	Nos.	25	11	20	15	33	18	4	6
8	Bus Bays with Shelter	Nos.	11	7	16	7	16	15	-	4
9	Bus Shelter	Nos.	4	2	3	4	2	-	-	-
10	RCC Cover Drain	Kms	4	1	1	1	6	2	2	2
11	Earthen Drain	Kms	44	32	50	38	82	40	1	16
12	Road Markings	Sq.m	10,485	7,420	12,098	10,064	19,800	11,959	698	4,035
13	W-Beam Safety Barriers	Kms	2	3	1	1	5	1	-	1
14	Rigid Concrete Barrier	Kms	0	0	0	0	0	0	0	0
15	Delineators	Nos.	63	63	204	259	239	-	-	-
16	Kilometer Stones	Nos.	23	17	26	22	45	26	2	11
17	Hectometer Stones	Nos.	79	48	104	70	176	73	-	32
18	Road Signs	Nos.	210	180	114	142	342	407	55	172
19	Urban Length	Kms	3	1	2	2	3	3	1	1
20	Rural Length	Kms	22	16	25	20	41	25	1	9

## ANNEXURE III (Contd.)

S. No	Description	Unit	Package-1		Package-2	Package-3	Package-4	Package-5		
			SH-280	SH-312				SH-280	SH-300	SH-294
21	ROBs	Nos.	-	-	-	1	-	-	-	-
22	RCC Wall	Kms	-	-	-	2	-	-	-	-
23	Concrete Railing	Kms	-	-	-	0	-	0	-	0
24	Steel Railing	Kms	-	-	-	1	-	-	-	-

S. No	Description	Unit	Package - 6	Package - 7			Package - 8		Package - 9	
				SH-297	Chandur Bypass	SH-296	SH-280	SH-312	SH-280	SH-312
1	Length of the Project Corridor	Kms	28	26	5	18	32	20	31	16
2	Major Bridges	Nos.	-	-	-	-	1	-	NIL	1
3	Minor Bridges	Nos.	13	8	1	5	4	5	6	2
4	Culverts (Pipe)	Nos.	34	34	9	27	60	66	42	24
5	Culvert (Slab/Box)	Nos.	5	1	1	4	11	3	5	-
6	Major Junctions	Nos.	3	5	2	3	2	1	4	2
7	Minor junctions	Nos.	24	20	-	19	27	8	11	2
8	Bus Bays with Shelter	Nos.	21	11	-	15	-	-	-	-
9	Bus Shelter	Nos.	-	-	-	-	-	-	-	-
10	RCC Cover Drain	Kms	3	3	-	4	1	-	-	2
11	Earthen Drain	Kms	46	20	9	33	9	-	24	14
12	Road Markings	Sq.m	11,993	11,580	2,115	8,258	14,642	9,106	13,794	6,949
13	W-Beam Safety Barriers	Kms	1	1	0	19	3	Nil	4	5
14	Rigid Concrete Barrier	Kms	1	0	0	0	1	Nil	0	0
15	Delineators	Nos.	-	46	-	9	23	-	444	256
16	Kilometer Stones	Nos.	25	13	5	18	10	-	28	16
17	Hectometer Stones	Nos.	91	49	19	74	37	-	111	63
18	Road Signs	Nos.	272	440	30	250	39	Nil	413	193
19	Urban Length	Kms	3	3	-	2	4	2	6	2
20	<b>Rural Length</b>	<b>Kms</b>	<b>26</b>	<b>23</b>	<b>5</b>	<b>16</b>	<b>28</b>	<b>19</b>	<b>25</b>	<b>13</b>

Source: Investment Manager

3.2.5. The shareholding of AM2 as on Valuation Date is as follows:

S. No.	Particulars	No. of Shares	%
1	Nxt-Infra Trust and its nominees	3,95,13,685	100.00%

Source: Investment Manager

The Investment Manager has represented to me that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

ANNEXURE III (Contd.)

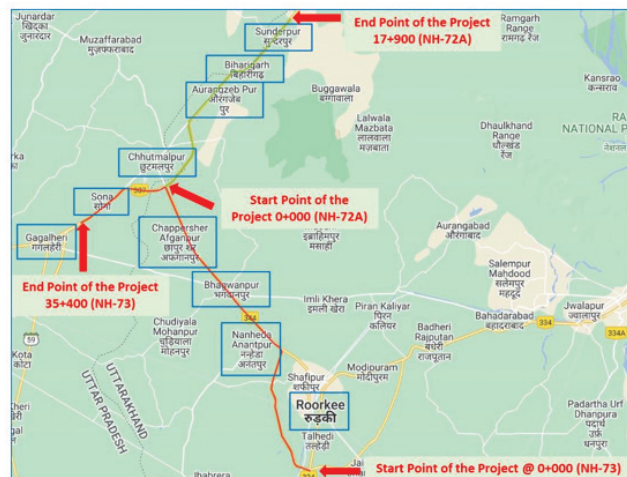
3.2.6. My team had conducted physical site visit for AM2 on 11<sup>th</sup> March 2025. Following are the pictures of the plant site:



**3.3. Nxt-Infra CGRG Highways Private Limited (“CGRG”)**

3.3.1. Nxt-Infra CGRG Highways Private Limited (CGRG) was incorporated as on May 6, 2016. The SPV entered into a concession agreement dated May 27, 2016 with NHA and having the appointed date as on February 28, 2018. The project was awarded to M/s MBL Infrastructures Ltd by NHA under HAM for 15 years of operation & maintenance period from the PCOD i.e. August 5, 2020.

3.3.2. The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

## ANNEXURE III (Contd.)

3.3.3. Summary of project details of CGRG is as follows:

Parameters	Details
Total Length	53 Km
Nos. of Lanes	4
NH / SH	NH 72A & NH 73
State Covered	Uttar Pradesh and Uttarakhand
Area (Start and End)	Chutmalpur - Ganeshpur -Roorkee - Gagalehri
Bid Project Cost	INR 94,200 Lakhs
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	5 <sup>th</sup> August 2020
Nos. of Annuities	30 (semi-annual)
Construction Period	730 Days
Operational Period	15 Years

Source: Investment Manager

3.3.4. The corridor forms a part of existing road from Km 0.00 to Km 17.90 of NH-72A and from Km 0.00 to Km 33.00 of NH-73 (approx. 53.30 km):

Sr. No.	Salient Features	Units	For SPV
1	Length of the Project Corridor	Kms	53
2	Major Bridges	No.	3
3	Minor Bridges	No.	11
4	Culverts (Pipe)	No.	44
5	Culvert (Slab/Box)	No.	18
6	Major Junctions	No.	2
7	Minor junctions	No.	20
8	Bus Bays with Shelter	No.	28
9	RCC Cover Drain	Kms	12
10	Road Markings	Sqm	79,920
11	W-Beam Safety Barriers	Kms	29
12	Delineators	No.	59
13	Hectometer Stones	No.	244
14	Road Signs	No.	803
15	ROBs	No.	1
16	Concrete Railing	Kms	1

Source: Investment Manager

3.3.5. The shareholding of CGRG as on Valuation Date is as follows:

S. No.	Particulars	No. of Shares	%
1	Nxt-Infra Trust and its nominees	50,000	100.00%

Source: Investment Manager

The Investment Manager has represented to me that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

ANNEXURE III (Contd.)

3.3.6. My team had conducted physical site visit for CGRG on 9<sup>th</sup> March 2025. Following are the pictures of the plant site:



**3.4. Nxt-Infra CT Highways Private Limited (“CTHPL”)**

3.4.1. Nxt-Infra CT Highways Private Limited (CTHPL) was incorporated as on 06<sup>th</sup> December 2016. The SPV entered into a concession agreement dated April 3, 2017 with NHAI and having the appointed date as on 16<sup>th</sup> January, 2019. The project was awarded to M/s Visvaraj Environment Pvt Ltd by NHAI under HAM for 15 years of operation & maintenance period from the PCOD i.e. 25<sup>th</sup> August, 2021.

3.4.2. The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

3.4.3. Summary of project details of CTHPL is as follows:

Parameters	Details
Total Length	63 Km
Nos. of Lanes	4
NH / SH	NH 6
State Covered	Maharashtra
Area (Start and End)	Chikhali-Tarsod
Bid Project Cost	INR 1,04,810 Lakhs

## ANNEXURE III (Contd.)

Parameters	Details
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	25 <sup>th</sup> August 2021
Nos. of Annuities	30 (Semi-annual)
Construction Period	910 days
Operational Period	15 years

Source: Investment Manager

3.4.4. The corridor forms a part of existing road from 360.000 km to 422.700 km (Approx. 62.700 Kms) of NH-06.

Sr. No.	Salient Features	Units	For SPV
1	Length of the Project Corridor	Kms	63
2	Major Bridges	No.	3
3	Minor Bridges	No.	22
4	Culverts (Pipe)	No.	68
5	Culvert (Slab/Box)	No.	46
6	Major Junctions	No.	6
7	Minor junctions	No.	68
8	Bus Bays with Shelter	No.	6
9	RCC Cover Drain	Kms	61
10	Road Markings	Sqm	55,260
11	W-Beam Safety Barriers	Kms	31
12	Delineators	No.	152
13	Kilometer Stones	No.	118
14	Hectometer Stones	No.	307
15	Road Signs	No.	1,129
16	ROBs	No.	4
17	Concrete Railing	Kms	1

Source: Investment Manager

3.4.5. The shareholding of CTHPL as on Valuation Date is as follows:

S. No.	Particulars	No. of Shares	%
1	Nxt-Infra Trust and its nominees	10,00,000	100.00%
	<b>Total</b>	<b>10,00,000</b>	<b>100.00%</b>

Source: Investment Manager

The Investment Manager has represented to me that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

ANNEXURE III (Contd.)

3.4.6. My team had conducted physical site visit for CTHPL on 11<sup>th</sup> March 2025. Following are the pictures of the plant site:



**3.5. DM Expressway Private Limited ("DME")**

3.5.1. DM Expressway Private Limited (DME) was incorporated as on 16<sup>th</sup> February 2016. The SPV entered into a concession agreement dated 04<sup>th</sup> March, 2016 with NHAI and having the appointed date as on 28<sup>th</sup> November, 2016. The project was awarded to M/s Welspun Enterprises Ltd by NHAI under HAM for 15 years of operation & maintenance period from the PCOD i.e. 28<sup>th</sup> June, 2018.

3.5.2. The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

## ANNEXURE III (Contd.)

3.5.3. Summary of project details of DME is as follows:

Parameters	Details
Total Length	9 Km
Nos. of Lanes	14
NH / SH	NH 24
State Covered	Delhi and Uttar Pradesh
Area (Start and End)	Delhi-Meerut
Bid Project Cost	INR 84,150 Lakhs
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	28 <sup>th</sup> June 2018
Nos. of Annuities	30 (Semi-annual)
Construction Period	910 days
Operational Period	15 years

Source: Investment Manager

3.5.4. The corridor forms a part of existing road from 0.000 km to 8.360 km (Approx. 8.716 Kms) of NH-24:

Sr. No.	Salient Features	Units	For SPV
1	Length of the Project Corridor	Kms	9
2	Major Bridges	Nos.	1
3	Minor Bridges	Nos.	2
4	Major Junctions	Nos.	11
5	Minor junctions	Nos.	11
6	Bus Bays with Shelter	Nos.	-
7	Road Markings	Kms	9
8	W-Beam Safety Barriers	Kms	2
9	Delineators	Nos.	436
10	Kilometer Stones	Nos.	18
11	Hectometer Stones	Nos.	70
12	Road Signs	Nos.	329
13	Concrete Railing	Kms	16

Source: Investment Manager

3.5.5. The shareholding of DME as on Valuation Date is as follows:

S. No.	Particulars	No. of Shares	%
1	Nxt-Infra Trust and its nominees	50,00,000	100.00%
	<b>Total</b>	<b>50,00,000</b>	<b>100.00%</b>

Source: Investment Manager

The Investment Manager has represented to me that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

**ANNEXURE III (Contd.)**

3.5.6. My team had conducted physical site visit for DME on 21<sup>st</sup> March 2025. Following are the pictures of the plant site:



**3.6. Nxt-Infra GSY Highways Private Limited (“GSY”)**

3.6.1. Nxt-Infra GSY Highways Private Limited (GSY) was incorporated as on May 11, 2016. The SPV entered into a concession agreement dated May 27, 2016 with NHAI and having the appointed date as on January 27, 2018. The project was awarded to M/s MBL Infrastructures Ltd by NHAI under HAM for 15 years of operation & maintenance period from the PCOD i.e. October 31, 2020.

3.6.2. The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

3.6.3. Summary of project details of GSY is as follows:

Parameters	Details
Total Length	52 Km
Nos. of Lanes	4
NH / SH	NH 73
State Covered	Uttar Pradesh Haryana Border
Area (Start and End)	Gagalheri-Saharanpur-Yamunanagar
Bid Project Cost	INR 1,18,400 Lakhs

## ANNEXURE III (Contd.)

Parameters	Details
Project Type	HAM
Concession Granted by	NHAI
PCOD Date	31 <sup>st</sup> October 2020
Nos. of Annuities	30 (Semi-annual)
Construction Period	730 days
Operational Period	15 years

Source: Investment Manager

3.6.4. The corridor forms a part of existing road from 35.400 km to 85.855 (Approx. 51.455 Kms) of NH-73:

Sr. No.	Salient Features	Units	For SPV
1	Length of the Project Corridor	Kms	51
2	Major Bridges	No.	3
3	Minor Bridges	No.	9
4	Culverts (Pipe)	No.	69
5	Culvert (Slab/Box)	No.	20
6	Major Junctions	No.	2
7	Minor junctions	No.	4
8	Bus Bays with Shelter	No.	11
9	RCC Cover Drain	Kms	9
10	Road Markings	Sqm	46,640
11	W-Beam Safety Barriers	Kms	34
12	Delineators	No.	167
13	Kilometer Stones	No.	99
14	Hectometer Stones	No.	306
15	Road Signs	No.	460
16	Concrete Railing	Kms	3

Source: Investment Manager

3.6.5. The shareholding of GSY as on Valuation Date is as follows:

S. No.	Particulars	No. of Shares	%
1	Nxt-Infra Trust and its nominees	50,000	100.00%

Source: Investment Manager

The Investment Manager has represented to me that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

ANNEXURE III (Contd.)

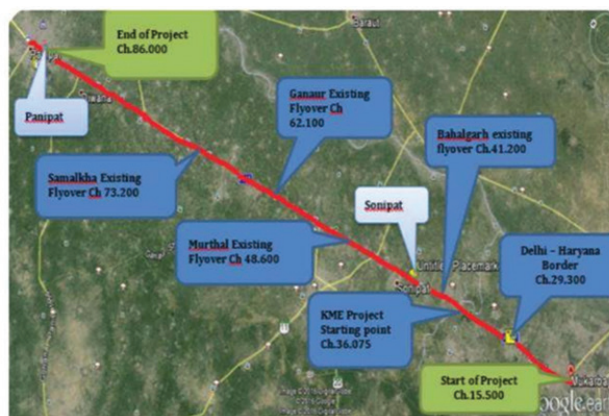
3.6.6. My team had conducted physical site visit for GSY on 9<sup>th</sup> March 2025. Following are the pictures of the plant site:



**3.7. Nxt-Infra MCP Highways Private Limited ("MCP")**

3.7.1. Nxt-Infra MCP Highways Private Limited (MCP) was incorporated as on 13<sup>th</sup> September 2019. The SPV entered into a Substitution agreement dated 08<sup>th</sup> June, 2020 with NHAI under a harmonious substitution as per concession agreement dated 28<sup>th</sup> August, 2015 between NHAI and previous concessionaire. The project was awarded to M/s Essel Infraprojects Limited by NHAI and later substituted to the SPV for 17 years of operation & maintenance period from the Appointed Date i.e. 27<sup>th</sup> October, 2016. The Project has successfully achieved its PCOD on 31<sup>st</sup> March, 2022.

3.7.2. The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

3.7.3. Summary of project details of MCP is as follows:

Parameters	Details
Total Length	70.50 Km
Nos. of Lanes	8
NH / SH	NH 1 (New NH 44)
State Covered	Delhi-Haryana
Area (Start and End)	Delhi-Mubarka Chowk (Panipat)

## ANNEXURE III (Contd.)

Parameters	Details
Project Type	BOT - Toll
Concession Granted by	NHAI
PCOD Date	31 <sup>st</sup> March 2022
Original Concession Period	17 years
Extension (If any)	3.4 years
Likely End of Concession Period	26 <sup>th</sup> September 2037
Operational Period	15 years

Source: Investment Manager

3.7.4. The corridor forms a part of existing road from 15.500 km to 86.000 km (Approx. 70.500 Kms) of NH-1 (New NH-44):

Sr. No.	Salient Features	Units	Details
1	Length of the Project Corridor	Km's	71
2	Major Bridges	Nos	1
3	Minor Bridges	Nos	18
4	Culverts (Pipe)	Nos	33
5	Culvert (Slab/Box)	Nos	Slab-4 Box-42
6	Major Junctions	Nos	13
7	Minor junctions	Nos	22
8	RCC Cover Drain	Kms	119
9	Road Markings	Sqm	79
10	Rigid Concrete Barrier	Kms	30
11	Kilometer Stones	Nos	75
12	Road Signs	Nos	244
13	RCC Wall	Kms	4

Source: Investment Manager

3.7.5. The shareholding of MCP as on Valuation Date is as follows:

S. No.	Particulars	No. of shares	%
1	Nxt-Infra Trust	1,18,51,814	49.00%
2	Welspun Enterprises Limited	1,23,35,567	51.00%
	<b>Total</b>	<b>2,41,87,381</b>	<b>100.00%</b>

Source: Investment Manager

The Investment Manager has represented to me that there is no change in shareholding pattern from the Valuation Date till the date of this Report.

Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.

ANNEXURE III (Contd.)

3.7.6. My team had conducted physical site visit for MCP on 20<sup>th</sup> March 2025. Following are the pictures of the plant site:



**4. OVERVIEW OF THE INDUSTRY**

**4.1 Introduction of Indian Infrastructure Industry**

As India strives towards becoming a developed economy, the transport sector plays a crucial role. In the 2025-26 Budget, the capital expenditure allocation is set at INR 11.21 Lakhs Crore.

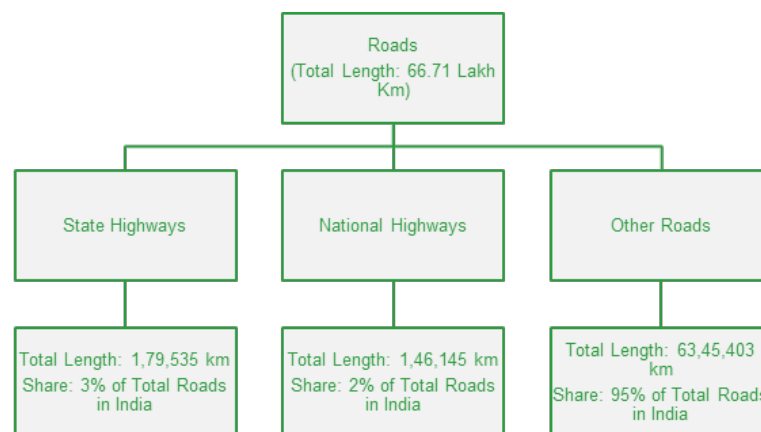
Creation and operation of quality road infrastructure continue to be major requirements for enabling overall growth and development of India in a sustained manner Infrastructure related ministries to come up with 3-year pipeline of projects that can be implemented in public private partnership mode.

- I NR1.5 Lakhs Crore have been outlaid for 50-year interest free loans to states for capital expenditure and incentives for reforms.

The second asset monetisation plan for 2025-30 is to be launched for generating capital of INR 10 Lakhs Crore for new projects.

**4.2 Road Network in India**

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



Source: MoRTH, Government of India

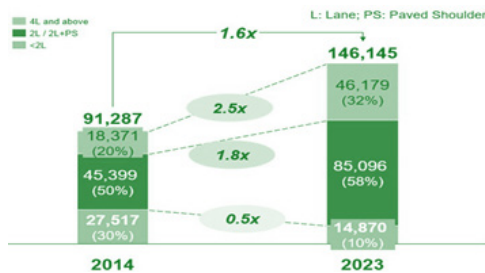
**ANNEXURE III (Contd.)**

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

4.2.3 National Highway (NH) network increased by ~60% from 91,287 km in 2014 to 1,46,145 km in year 2024.

Following table provides the construction of Km per day for NH:

Year	Construction (per year)	Project Awarded (in km)	Construction (in km/day)
2015-16	6061	6397	16.6
2016-17	8231	4335	22.6
2017-18	9829	7400	26.9
2018-19	10855	6000	29.7
2019-20	10237	8948	28.1
2020-21	13327	10467	36.5
2021-22	10457	12731	28.6
2022-23	10331	7497	28.3
2023-24	~12300	~2500	34.0



Source: MoRTH, Government of India

**4.3 Government Agencies for Road Development**

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

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

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

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

4.3.5 National Highways Authority of India (NHAI) has also recently introduced a 'Knowledge Sharing' platform for sharing of knowledge and innovative best practices. This effort, which is hosted on the NHAI website, will assist the authority in working with specialists and citizens who want to exchange knowledge and views about subjects including road design, construction, road safety, environmental sustainability, and related sectors. The platform will promote the exchange of best practices from all around the world and work to strengthen the nation's national highway system.

4.3.6 A total of 261 road projects under different Schemes of MoRTH with a total sanctioned cost of INR 1,02,594 Crore (USD 12.33 billion) are under implementation through the National Highways Authority of India (NHAI), National Highways & Infrastructure Development Corporation Ltd. (NHIDCL), and State Public Works Departments (PWDs)

## ANNEXURE III (Contd.)

in the North-Eastern States. The Ministry of Development of the North-Eastern Region, under the erstwhile North-East Road Sector Development Scheme (NERSDS) and the present North-East Special Infrastructure Development Scheme (NESIDS), has sanctioned a total of 77 road projects amounting to INR 3,372.58 Crore (USD 405.5 million).

- 4.3.7 The Government of India has been consistently revising the Model Concession Agreement for BOT projects to plug delays by imposing a deadline on the NHAI and incentivising timely work by concessionaires. According to revised norms, the NHAI will have to hand over 90% of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.
- 4.3.8 Roads in the jurisdiction of state governments are under different categories like State Highways ("SHs") and Major District Roads. They are being developed/ upgraded through State PWDs and State Road Development Corporations. Pradhan Mantri Gram Sadak Yojana is being implemented for rural roads through the Ministry of Rural Affairs with active participation by state governments. Further, roads within urban areas are maintained/ developed mostly with PWDs and Urban Local Bodies.
- 4.3.9 State Governments have a significant role to play in developing the SHs, Major District Roads, Other District Roads to ensure the last mile connectivity. States have varying levels of maturity in terms of road infrastructure development due to issues such as inadequate identification and prioritisation of projects, funding shortfall, limited institutional capacity to implement projects, etc.

### 4.4 Trend of Road and Highways Construction

- 4.4.1 The current rate of road construction is almost three times that in 2007-08.
- 4.4.2 The launch of the Bharatmala Pariyojana in 2017 provided a big leap to construction activity, with the pace of construction doubling from 12 km per day in 2014-15 to 30 km per day in 2022-23, and peaking at 37 km per day in 2020-21.
- 4.4.3 Under Phase-I of Bharatmala Pariyojana, the Ministry has approved the implementation of 34,800 km of national highways in 5 years with an outlay of INR 5,35,000 Crore (USD 76.55 billion). Under this scheme, 22 greenfield projects (8,000 km length) are being constructed; this is worth INR 3.26 Lakhs Crore (USD 43.94 billion).
- 4.4.4 The government aims to take this up to 100 km per day in the next few years.
- 4.4.5 National Highway (NH) network increased by 60% from 91,287 km in 2014 to 1,46,145 km in year 2023
- 4.4.6 Length of 4 lanes and above NH increased by 2.5 times – 18,387 km (2014) to 46,179 km (Nov'23)
- 4.4.7 Length of less than 2 lane NH decreased from 30% (2014) to 10% (Nov'23)
- 4.4.8 Average pace of NH construction increased by 143% to 28.3 km/day from 2014
- 4.4.9 Expenditure is expected to increase by 9.4 times from 2014.
- 4.4.10 Out of 108 (3700 km) port connectivity road projects, 8 (294 km) are completed, 28 (1808 km) are awarded and DPR under-progress for 72 (1595 km) projects
- 4.4.11 With the Government permitting 100% Foreign Direct Investment (FDI) in the road sector, several foreign companies have formed partnerships with Indian players to capitalise on the sector's growth. Cumulative FDI inflows in construction development stood at USD 35.24 billion between April 2000 - September 2024.
- 4.4.12 The GST on construction equipment has been reduced to 18% from 28%, which is expected to give a boost to infrastructure development in the country.
- 4.4.13 The NHDP is a program to upgrade, rehabilitate and widen major highways in India to a higher standard. The project was started in 1998 to be implemented in 7 phases.
- 4.4.14 With the launch of Bharatmala project, 10,000 km of highway construction left under NHDP was merged with Phase I of the Bharatmala project.
- 4.4.15 The Indian government launched Gati Shakti-National Master Plan, which has consolidated a list of 81 high impact projects, out of which road infrastructure projects were the top priority. The major highway projects include the

**ANNEXURE III (Contd.)**

Delhi-Mumbai expressway (1,350 kilometres), Amritsar-Jamnagar expressway (1,257 kilometres) and Saharanpur-Dehradun expressway (210 kilometres).

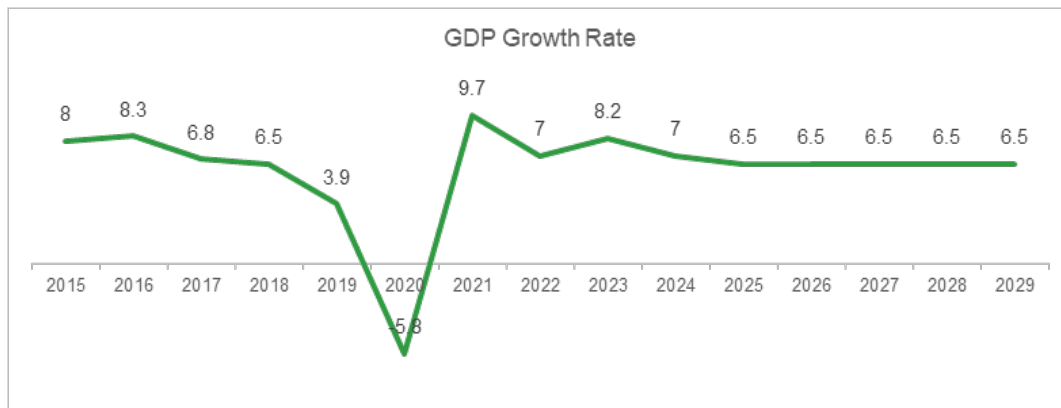
4.4.16 The main aim of this program is a faster approval process by digitising the process through a dedicated Gati shakti portal.

4.4.17 The development of market for roads and highways is projected to exhibit a CAGR of 36.16% during 2016-2025, on account of growing government initiatives to improve transportation infrastructure in the country.

**4.5 Economic and Financial Outlook**

4.5.1 GDP Growth

India's real GDP growth in FY26 is expected to be between 6.3 and 6.8%. The industrial sector is estimated to grow by 6.2 per cent in FY25. Strong growth rates in construction activities and electricity, gas, water supply and other utility services are expected to support industrial expansion.

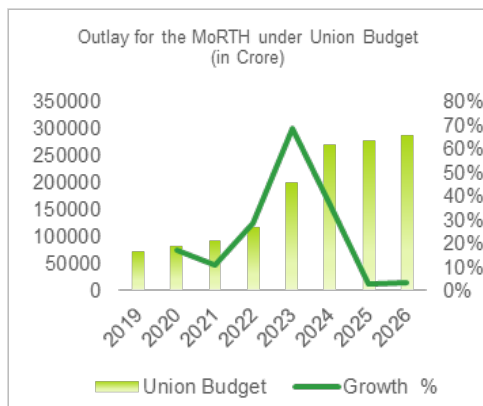


4.5.2 Government Spending

The Ministry of Road and Transport have been allocated INR2.87 Lakhs Crore under Budget 2025-26 which accounts to 5.7% of the total expenditure. This is an increase of 2.4% compared to the revised estimate for FY25.

Nearly 60% of the total allocation is set aside for the National Highways Authority of India (NHA) at INR1.7 Lakhs Crore.

National Highways Authority of India (NHA) spent a record-breaking INR 2,07,000 Crore (USD 24.79 billion) on the construction of national highways in the fiscal year 2023-24. This was the highest capital expenditure ever recorded, representing a 20% increase from last year.



## ANNEXURE III (Contd.)

### 4.5.3 Financing & Capital Structure Government Spending

Public Financing - Funding from government sources includes budgetary allocations, which are financed from taxes, cesses, or dedicated road funds. Publicly funded projects are usually given to contractors under various contract models such as the Engineering Procurement Construction (EPC).

Private Financing - Under private financing, the private developer builds a road, and in return has the right to collect toll for a specified period of time. The developer is responsible for the maintenance of roads during this period.

4.5.4 Infrastructure debt funds (IDFs) - Government of India has set up the India Infrastructure Finance Company (IIFCL) to provide long-term funding for infrastructure projects. Interest payment on external commercial borrowings for infrastructure are now subject to a lower withholding tax of 5% vis-a-vis 20% earlier.

## 4.6 Implementation of important projects and expressways:

### 4.6.1 Bharatmala Pariyojna

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

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

In Bharatmala Pariyojana, 60% projects are on Hybrid Annuity Mode (HAM), 10% projects on BOT (Toll) Mode and 30% projects on EPC mode have been envisaged respectively.

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

Component	Length (km)	Cost (INR million)
Economic corridors development	9,000	12,00,000
Inter-corridor & feeder roads	6,000	8,00,000
National Corridors Efficiency	5,000	10,00,000
Border & International connectivity	2,000	2,50,000
Coastal & port connectivity roads	2,000	2,00,000
Expressways	800	4,00,000
<b>Sub Total</b>	<b>24,800</b>	<b>38,50,000</b>
Other works - under NHDP	10,000	15,00,000
<b>Total</b>	<b>34,800</b>	<b>53,50,000</b>

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

### 4.6.2 Char Dham Vikas Mahamarg Pariyojna:

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

### 4.6.3 Eastern peripheral and western peripheral expressway

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

### 4.6.4 NH-544G Bengaluru–Vijayawada Economic Corridor

Mr. Nitin Gadkari has recently approved the development of 32 km long 6-lane Access Controlled Greenfield Highway on NH-544G Bengaluru–Vijayawada Economic Corridor in Hybrid Annuity Mode in Andhra Pradesh worth USD 157 million (INR 1,292.65 Crore).

**ANNEXURE III (Contd.)**

## 4.6.5 Setu Bharatam:

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

## 4.6.6 To further augment road infrastructure, more economic corridors are also being planned by Government of India.

- a. Prime Minister Mr. Narendra Modi has dedicated a six-lane Greenfield motorway part of the Amritsar-Jamnagar Economic Corridor and the first phase of the Inter-State Transmission Line for Green Energy Corridor.
- b. 1,100 km of National Highway works in the State of Kerala at an investment of INR 65,000 Crores including 600 km section of Mumbai Kanyakumari corridor in Kerala.
- c. 675 km of highway works in the state of West Bengal at a cost of INR 25,000 Crores including upgradation of existing road-Kolkata –Siliguri.
- d. In the Union Budget of 2025-26, the Government of India allocated INR 2.87 Lakhs Crore (USD 33.07 billion) to the Ministry of Road Transport and Highways.
- e. In the Union Budget 2025-26, the government proposed to increase allocation for capital expenditure to INR 11.21 Lakhs Crore (USD 129.0 billion), up 10.1% from revised budget estimate of INR 10.18 Lakhs Crore (USD 117.2 billion) in FY25.
- f. In FY25 (up to December), the Ministry of Road Transport and National Highways awarded a total length of 3,100 kms.
- g. A total of 600+ sites are planned to be awarded by 2024-25 of which 144 Wayside Amenities (WSAs) have already been awarded.

**4.7 Opportunities in road development & maintenance in India**

- a. India has joined the league of 15 of global alliance which will work towards the ethical use of smart city technologies
- b. The Government aims to construct 65,000 kms of national highways at a cost of INR 53.5 Lakhs million (USD 741.51 billion).
- c. The government also aims to construct 23 new national highways by 2025.
- d. Road building in India is second least expensive in Asia.
- e. Andhra Pradesh will spend USD 296.05 million to build 8,970 kms of roads.

**4.8 Asset Monetisation**

4.8.1 TOT Model – Under this model, the right of collection of user fee (toll) in respect of selected operational highways constructed through public funding are assigned through a concession agreement as a result of bidding for a specified period of 15-30 years to the Concessionaire against upfront payment of a lump-sum amount quoted to the Government/NHAI. During the concession period, the responsibility for operations and maintenance of the road assets rests with the Concessionaire.

4.8.2 InVIT Model – NHAI has set up an InvIT under the SEBI InvIT Regulations, 2014 which is a pooled investment vehicle that issues units to investors, while having three entities for management of the Trust – Trustee, Investment Manager and Project Manager. The three entities have defined roles and responsibilities under the SEBI Regulations.

4.8.3 Securitisation through SPVs Model – A SPV/DME (100% owned by NHAI), has been created by bundling road assets under consideration and securitising the future user fee from the road assets. NHAI will collect tolls, maintain the road assets and periodically transfer payments to the SPV sufficient for servicing debt obligations at the SPV level. About INR3,70,000 million has already been raised through this method (DME- Delhi Mumbai Expressway) by NHAI so far.

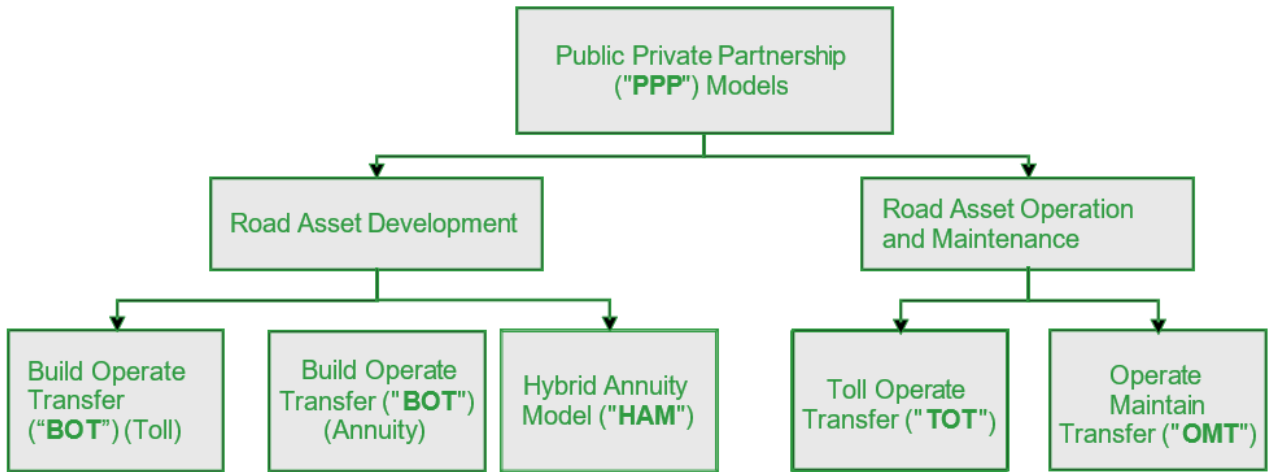
**ANNEXURE III (Contd.)**

**4.9 Utility Corridors**

Working towards development of around 10,000 km of Optic Fibre Cables (OFC) infrastructure across the country by 2024-25, National Highways Logistics Management Limited (NHLML), a fully owned Company of NHAI, is implementing the network of Digital Highways by developing integrated utility corridors along the National Highways to develop OFC infrastructure. Around 1,367 km on Delhi – Mumbai Expressway and 512 km on Hyderabad - Bangalore Corridor have been identified for the Digital Highway Development.

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

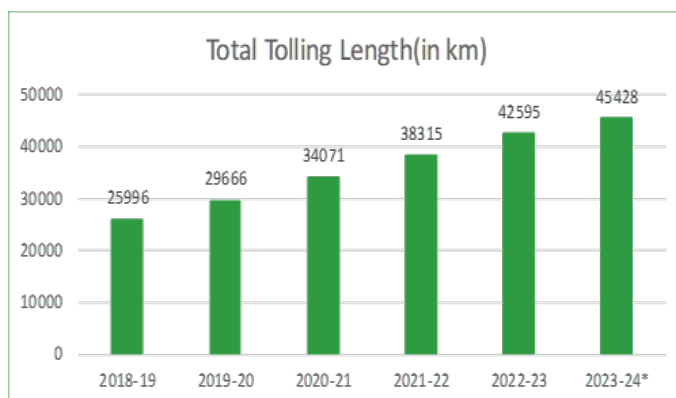
4.10.1 India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector. PPP has been a major contributor to the success story of the roads and highway sector in India. With the emergence of private players over the last decade, the road construction market has become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



**4.11 Road Asset Development Models**

- BOT Toll

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



## ANNEXURE III (Contd.)

- BOT Annuity

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

- HAM

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

### 4.12 Major Events of 2023 and 2024

- In March 2024, Prime Minister Narendra Modi inaugurated and laid the foundation stone for 112 national highway projects across various states, with a total worth of approximately USD 12.04 billion (INR 1 Lakhs Crore).
- The country's first elevated eight-lane access control Dwarka expressway of 29.6 km length is built at a cost of INR 1 Lakhs Crore (USD 12.04 billion).
- In FY24 approximately 12,300 km of National Highways were constructed.
- Delhi-Vadodara Expressway: The Hon'ble Prime Minister dedicated to the nation 244.50 km long stretch of Delhi-Vadodara Expressway developed at a cost of about INR 1,18,950 million.
- The Hon'ble Prime Minister dedicated to the nation a road project 'four laning of 59 km long Suryapet to Khammam section of NH-365BB' built at a cost of about INR24,600 million.
- The Hon'ble Prime Minister laid the foundation stone of key road projects that are part of Nagpur -Vijayawada Economic Corridor.
- Foundation Stone laying for Karnataka Section of Six Lane Surat – Chennai Expressway (1270 Km)
- Hon'ble Prime Minister dedicated 118 km long Bengaluru-Mysuru Expressway to the nation and laid the foundation stone for the 92 km Mysuru-Kushalnagar 4-lane highway in Mandya, Karnataka
- Hon'ble Prime Minister inaugurated and laid the foundation stone of road projects worth about INR37,000 million at Chennai, Tamil Nadu.
- Hon'ble Prime Minister inaugurated and laid the foundation stones for upgradation of two lanes roads in Rajsamand and Udaipur.
- Foundation stones of five **National Highway projects worth INR 64,000** million were laid in Raipur on 07<sup>th</sup> July 2023.
- **Sustainable Road with Bio-Bitumen:** India's first eco-friendly road using lignin-based bio-bitumen was inaugurated on December 21, 2024, on the Nagpur-Mansar Bypass
- **PMGSY Phase IV Approval:** The government approved INR70,125 Crore for Phase IV of PMGSY to improve rural connectivity and upgrade bridges in August 2024.
- **Bengaluru–Chennai Expressway:** The Karnataka section of the Bengaluru–Chennai Expressway was completed and opened for traffic on December 9, 2024, with full completion expected by August 2025.

### 4.13 Growth Drivers

#### 4.13.1 Robust Demand :

Growing domestic trade flows have led to rise in commercial vehicles and freight movement; supported by rise in production of commercial vehicles which commands stronger road network in India. Higher individual discretionary spending has led to increased spending on two and four wheelers. Domestic sales of passenger vehicles, three-wheelers and two-wheelers, reached 3,069,499, 260,995, and 13,466,412 units, respectively in FY22. Road's traffic

## ANNEXURE III (Contd.)

share of the total traffic in India has grown from 13.8% to 65% in freight traffic and from 32% to 90% in passenger traffic over 1951–2019.

### 4.13.2 Increasing Investment :

Huge investment have been made in the sector with total investment increasing more than three times from 2014-15 to 2018-19. Plans are in place to raise up to INR 45,00,000 million through monetisation, of which INR 3,00,000 million will be raised through ToT mode and INR 1,50,000 million through InvITs. NHAI will bid out nearly 75% of new highway projects on PPP. Projects worth over INR 5000 million will preferably be executed through PPP mode.

### 4.13.3 Policy Support :

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

## 4.14 Challenges & Issues in the Sector

### 4.14.1 Land Acquisition Delays & Cost :

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

### 4.14.2 Regulatory Approvals & Disputes :

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

### 4.14.3 Operational Issues :

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

### 4.14.4 Financing road construction projects :

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

### 4.14.5 Climate Change:

- The road sector is vulnerable to climate change impacts. Climate change and extreme weather events pose a significant challenge to the safety, reliability, effectiveness and sustainability of road transportation systems. Tsunami waves, wildfires, floods and hurricanes constitute a big risk for passengers, vehicles and goods, as well as for the integrity of the transport infrastructure.

## ANNEXURE III (Contd.)

- Since reliable road transport is an essential driver of economic growth and social wellbeing worldwide, national road authorities and motorway operators must adapt the infrastructure to climate change and increase the resilience of road transport to extreme weather

## 4.14.6 Economy and cost effectiveness:

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

**a. Recent Initiatives by Government**

## i. Bhoomi Rashi – Land Acquisition Portal

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

## ii. Central Road and Infrastructure Fund (CRIF)

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

## iii. National Investment Fund (NIF)

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

## iv. Investment in roads and other infrastructure

- CareEdge Ratings estimates that India will require additional infrastructure investment of USD 18-20 trillion in the next 25 years to become a USD 25-30 trillion economy by 2047.
- The Cabinet Committee on Economic Affairs, has given the approval for the development of eight key National High-Speed Corridor projects, spanning a total length of 936 km, with an investment of INR 50,655 Crore (USD 6.09 billion) nationwide.

## v. FASTag – Electronic Toll Collection

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

## vi. Revival of languishing projects

Projects which were languishing for a number of years have been attempted to be revived, with the help of a number of policy measures taken by the government. Some of the policy measures like Premium deferment in stressed projects, extension of concession period for languishing projects to the extent of delay not attributable to concessionaires, One Time Capital Support for physical completion of languishing projects that have achieved at least 50 per cent physical progress, through one time fund infusion by NHAI, subject to adequate due diligence on a case to case basis.

## vii. Rural development

The Central government launched the Pradhan Mantri Gram Sadak Yojana on December 25, 2000 to provide all-weather road connectivity to the eligible unconnected habitations in rural areas. Over 7 Lakhs kilometres of roads

## ANNEXURE III (Contd.)

have been constructed under the first and second phases of the scheme, which is currently in its third phase. Under the Union Budget 2024-25, the Government of India allocated INR1,90,000 million (USD 2,370 million) for Pradhan Mantri Gram Sadak Yojana (PMGSY).

### viii. Improve safety standards

In October 2021, the Government of India has announced rules to improve road safety, such as fixed driving hours for commercial truck drivers and a mandate to install sleep detection sensors in commercial vehicles. In October, 2020, a memorandum of understanding (MoU) has been signed with the National Highways Authority of India (NHAI) by Guru Nanak Dev University (GNDU) to conduct advanced research on various aspects, including highway architecture, protection and revitalisation. The GNDU will undertake studies on ~137 km length of the National Highways passing through Pathankot, Gurdaspur and Amritsar districts.

### ix. Portfolios in roads & highways sector

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

### x. International Tie-ups

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

### xi. Encourage private funding to reduce finance constraints

- FDI inflows in construction development stood at USD 33.91 billion between April 2000 – March 2024.
- Indian Government and Asian Development Bank signed USD 500 million loan agreement to build the longest bridge across river Ganga, in Bihar.
- The Government of India and New Development Bank (NDB) recently signed two loan agreements for USD 646 million for upgrading the state highway and district road networks in Andhra Pradesh.

## b. Outlook

- i. Development and maintenance of road infrastructure is a key Government priority, the sector has received strong budgetary support over the years. During the past years, the standardised processes for Public Private Partnership & public funded projects and a clear policy framework relating to bidding and tolling have also been developed.
- ii. The major initiatives undertaken by the Government such as National Infrastructure Pipeline (NIP) and the PM Gati Shakti National Master Plan will raise productivity, and accelerate economic growth and sustainable development.
- iii. The highways sector in India has been at the forefront of performance and innovation. The government is committed towards expanding the National Highway network to 2 Lakhs kilometers by 2025 emphasising the construction of the World Class Road infrastructure in time bound & target oriented way. India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector.
- iv. The Asian Development Bank ranked India at the first spot in PPP operational maturity and also designated India as a developed market for PPPs. The Hybrid Annuity Model (HAM) has balanced risk appropriated between private and public partners and boosted PPP activity in the sector.
- v. The Government of India has allocated INR 111 Lakhs Crore (USD 1.4 trillion) under the National Infrastructure Pipeline for 2020-25. The roads sector is likely to account for 18% capital expenditure over FY25.

Sources: IBEF Roads Report, August 2024; ICRA reports, website of Ministry of Road Transport and Highways, Government of India

## ANNEXURE III (Contd.)

**5. VALUATION METHODOLOGY AND APPROACH**

**5.1 The present valuation exercise is being undertaken in order to derive the fair EV of the SPVs.**

**5.2. The valuation exercise involves selecting a method suitable for the purpose of valuation, by exercise of judgment by the valuers, based on the facts and circumstances as applicable to the business of the Company to be valued.**

**5.3. There are three generally accepted approaches to valuation:**

- (a) "Cost" approach
- (b) "Market" approach
- (c) "Income" approach

**5.4. Cost Approach**

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

**Net Asset Value ("NAV") Method**

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

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

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

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

**5.5. Market Approach**

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

**Comparable Companies Multiples ("CCM") Method**

The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

**Comparable Transactions Multiples ("CTM") Method**

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

**Market Price Method**

Under this method, the market price of an equity share of the Company as quoted on a recognised 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.

## ANNEXURE III (Contd.)

### 5.6. Income Approach

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

#### DCF Method

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

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

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

### 5.7. Conclusion on Valuation Approach

It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond my control. In performing my analysis, I have made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the SPVs. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the SPVs, and other factors which generally influence the valuation of companies and their assets.

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

#### 5.7.1 Cost Approach

The existing book value of EV of the SPVs comprising of the value of its Net fixed assets, Financial assets, Other non-current assets and working capital based on the audited financial statements as at 31<sup>st</sup> March 2025 prepared as per Indian Accounting Standards (Ind AS) are as under :

INR Lakhs	March 31, 2025	
	Book EV (INR Lakhs)	Adjusted Book EV (INR Lakhs)
AM 2	52,345	60,883
CGRG	40,425	46,900
CTHPL	37,335	37,720
DME	26,124	28,080
GSY	64,065	66,200
MCP	1,64,491	1,78,338
<b>Total</b>	<b>3,84,784</b>	<b>4,18,119</b>

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

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

## ANNEXURE III (Contd.)

In the present case, the SPVs operate and maintain the project facilities in accordance with the terms and conditions under the relevant concession agreement(s). During the concession period, the HAM SPVs operate and maintain their respective road assets and earn revenues through annuity payment that are pre-determined as per the respective concession agreement. And in case of the Toll SPVs operates and maintains the road asset and earns revenue through charges and collection of user fee in the form of Toll revenue. The charges, fees or tolls that may be collected are notified by relevant government authority, which are usually revised annually as specified in the relevant concessions and toll notifications. In such scenario, the true worth of the business is reflected in its future earning capacity rather than the cost of the project. Accordingly, I have not considered the cost approach for the current valuation exercise.

### 5.7.2 Market Approach

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

### 5.7.3 Income Approach

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

- **For HAM Assets,**

Currently HAM SPVs are completed and are revenue generating. The revenue of the SPVs is based on tenure, annuity payments, operations and other factors that are unique to each of the SPVs.

The revenue of the HAM SPVs is mainly derived from the annuity payments (annuity fees), interest income on balance annuity payments (which is linked to bank rate) and O&M payments (adjusted for inflation), that is defined under respective Concession Agreement for operation period for the HAM assets.

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

- **For Toll Asset,**

Currently, the Toll SPV is completed and revenue generating. The revenue of the Toll SPV is based on tenure, traffic volumes, operations, macro-economic factors like GDP growth, WPI, and other factors that are unique to the SPV. The Toll SPV derive almost all of the revenue from its toll-road operations (toll collections) over the operation period. Traffic plying through the toll road is primarily dependent on sustained economic development in the regions that they operate in and government policies relating to infrastructure development. The Toll SPV are substantially dependent on the accuracy of their respective traffic volume forecasts. The rights in relation to the underlying assets of the Toll SPV shall be transferred after the expiry of the Concession Period. Accordingly, since the Toll SPV is generating income based on pre-determined agreement mechanism and since the Investment Manager has provided me with the financial projections of the Toll SPV for the balance tenor of the concession agreements, DCF Method under the income approach has been considered as the appropriate method for the present valuation exercise.

## ANNEXURE III (Contd.)

**6. VALUATION OF THE SPVS**

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

**Valuation**

**6.2. The key assumptions of the projections provided to me by the Investment Manager are:**

**Key Assumptions:**
**6.2.1. Revenue cash flows**

- For HAM SPVs,

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

Payment by NHAI / State Authority during the Construction Period:

HAM SPVs other than AM2 having their Concession Agreement with the NHAI were eligible to receive 40% of the Bid Project Cost and AM2 having its Concession Agreement with the PWD(M) was eligible to receive 60% of the Bid Project Cost, adjusted for the price index multiple, in 5 equal installments during the construction period. I have been represented by the Investment Manager that all the SPVs have received the agreed portion of the inflation adjusted bid project cost (of 40% or 60% as applicable) as per their respective concession agreement. Hence, no further cash flow receipts are attributable towards this segment of cash flows.

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

- Annuity payments:** The Bid Project Cost remaining, adjusted for the price index multiple, to be paid in pursuance of the respective concession agreements (i.e. the Balance Completion Cost) is eligible to be received by the respective SPVs by way of specified biannual installments as mentioned in their respective concession agreement for the balance period of operations.
- Interest:** As per the concession agreements, the SPVs are entitled to receive interest on reducing Balance Completion Cost equal to applicable Bank Rate (as decided by the Monetary Policy Committee and published by the Reserve Bank of India) + 3.00% spread. Such interest is due and payable along with each of the biannual installments as mentioned above; and

As of the Valuation Date, the prevailing Bank Rate was 6.50%. Subsequently, the rate was reduced by 25 basis points, bringing it down to 6.25% on 9<sup>th</sup> April. For the purpose of this valuation Exercise, the Investment Manager has provided the projection of all the SPV's considering the Bank rate to be 6.25%.

For comparison, the previous valuation as of December 31, 2023 used Bank Rate of 6.75%

- Operation and Maintenance Revenue:** In lieu of O&M expenses to be incurred by SPV, SPVs are eligible for certain O&M income (as defined in the respective concession agreement) at each biannual installment date, duly adjusted for an appropriate inflation rate.

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

Particulars	INR Lakhs				
	AM2	CGRG	CTHPL	DME	GSY
First NHAI Payment Amount	5,732	4,527	4,285	3,863	6,516
Second NHAI Payment Amount	7,414	3,246	5,380	3,791	5,696
Third NHAI Payment Amount	5,350	3,437	5,845	3,564	5,243
Fourth NHAI Payment Amount	6,523	4,238	5,705	3,403	5,059
Fifth NHAI Payment Amount	5,513	4,550	5,741	3,567	5,094
Sixth NHAI Payment Amount	6,411	4,059	5,748	3,276	5,123
Seventh NHAI Payment Amount	-	4,576	5,741	3,474	5,840
Eighth NHAI Payment Amount	-	3,976	-	3,519	6,509
Ninth NHAI Payment Amount	-	5,559	-	3,934	-
Tenth NHAI Payment Amount	-	-	-	3,948	-
Eleventh NHAI Payment Amount	-	-	-	3,957	-
Twelfth NHAI Payment Amount	-	-	-	3,937	-

## ANNEXURE III (Contd.)

Particulars	INR Lakhs				
	AM2	CGRG	CTHPL	DME	GSY
Thirteenth NHAI Payment Amount	-	-	-	3,890	-
<b>Total Annuity received</b>	<b>36,943</b>	<b>38,168</b>	<b>38,446</b>	<b>48,123</b>	<b>45,079</b>
<b>No. of Annuities Received till 31-Dec-23</b>	<b>6</b>	<b>9</b>	<b>7</b>	<b>13</b>	<b>8</b>
<b>No. of Annuities yet to be Received</b>	<b>14</b>	<b>21</b>	<b>23</b>	<b>17</b>	<b>22</b>

- For Toll SPV,

Revenue cash flows for the SPV:

The SPV is responsible for designing, building, financing, operating, maintaining and transferring the project to the authority at the end of the concession period. The right and responsibility for tolling is with the SPV. The SPV earns revenue primarily in the form of toll revenue.

Toll Revenue: As per the concession agreement of the SPV, the Concessionaire is allowed to levy, demand, collect and appropriate the fees (called as toll fees) from vehicles and persons liable to payment of fees for using their road stretch or any part thereof and refuse entry of any vehicle to the road asset if the due fee is not paid. Toll revenues depend on toll receipts, which in turn depend on traffic volumes and toll fees on the toll roads.

#### Concession Period

The Concession Period refers to the period where the Concessionaire has the responsibility to construct the road asset and post-construction is granted with the exclusive rights, license and authority to demand, collect and appropriate fee, operate, manage and maintain the project highway subject to the terms and conditions mention in their respective concession agreement. The cash flow projections are prepared by the Investment Manager for the balance concession period remaining from the Valuation Date. The Concession Period for MCP will end on 26<sup>th</sup> September, 2037.

#### Traffic Volumes

Traffic volumes are directly or indirectly affected by a number of factors, many of which are outside of the control of the SPV, including: fuel prices in India; the frequency of traveler use; the quality, convenience and travel efficiency of alternative routes outside the SPV's network of toll roads; the convenience and extent of a toll road's connections with other parts of the local, state and national highway networks; the availability and cost of alternative means of transportation, including rail networks and air transport; the level of commercial, industrial and residential development in areas served by the SPV's projects; adverse weather conditions; and seasonal holidays.

#### Toll Rates

During the concession period, the SPV operate and maintain the road asset and earn revenues through charges, fees or tolls generated from the asset. The amount of charges, fees or tolls that they may collect are notified by the relevant government authorities, which are usually revised annually as specified in the relevant concession agreement considering National Highways Fee (Determination of Rates and Collection) Rules, 2008, published by NHAI in toll notification for SPV on annual basis.

The toll rates for the projected period have been derived in the manner stipulated in the concession agreement of the SPV.

In the present case, the Investment Manager has appointed Crisil Intelligence, CRISIL Limited an independent third-party research agency to forecast the traffic volumes and toll revenues for the SPV. As confirmed by the Investment Manager, the traffic volumes and toll revenues for SPV have been estimated by the traffic consultant after considering overall structure and condition of the projects including analysis of demand and supply and strategic geographical locations of the individual road projects. This was one of the most important input in projecting the toll revenues.

#### 6.2.2. Expenditure:

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

#### 6.2.3. Operation and Maintenance Costs (Routine) ("O&M Costs")

These are routine costs incurred every year. These costs are related to the normal wear and tear of the road and hence involve repairing the patches damaged mainly due to heavy traffic movement. O&M Costs also includes staff salaries, project management fees, professional fees, insurance, security expenses, electricity, etc. The primary purpose of these expenses is to maintain the road as per the specifications mentioned in the respective concession agreement. SPV is generally responsible for carrying out operation and maintenance activities at its road during its concession period. Within the scope of such operation and maintenance obligations, the SPV may be required to undertake routine maintenance of

## ANNEXURE III (Contd.)

project roads, maintain and comply with safety standards to ensure smooth and safe traffic movement, deploy adequate human resources for incident management, maintain proper medical and sanitary arrangements for personnel deployed at the site, prevent any unauthorised entry to and exit from the project as may be required.

The Investment Manager has provided the estimated O&M costs for the projected period and I have corroborated the said expenses with the Technical Due Diligence report of the respective SPV prepared by the external professional agency (Samarth InfraEngg Technocrats Private Limited) for estimating major maintenance expenses and O&M Costs for the projected period.

### Major Maintenance and Repairs Costs ("MMR Costs")

#### Estimating the MMR Costs

Period maintenance expenses will be incurred on periodic basis say every 3 years or more. These are the costs incurred to bring the road assets back to its earlier condition or keep the road assets in its present condition. These expenses are primarily related to the construction or re-laying of the top layer of the road. Accordingly such costs includes considerable amounts of materials and labour.

The Investment Manager has provided the estimated MMR cost for the projected period and I have corroborated the said expenses with the Technical Due Diligence report of the respective SPV prepared by the external professional agency (Samarth InfraEngg Technocrats Private Limited) for estimating major maintenance expenses and O&M Costs for the projected period.

#### 6.2.4. Capital Expenditure ("Capex"):

As represented by the Investment Manager, regarding the maintenance Capex, the same has already been considered in the Operation & Maintenance expenditure and Major Maintenance and Repairs expenditure for the projected period.

#### 6.2.5. Direct Taxes:

As per the discussions with the Investment Manager, taxes payable by DME and MCP for the projected period shall be MAT rates or normal tax rates, whichever is beneficial. While projecting the tax numbers, 80-IA benefits under the Income Tax Act, 1961 has been considered wherever applicable to arrive at tax payable by the SPVs.

Further the Investment Manager has provided that rest of the SPVs have opted to pay tax under new regime for corporates under section 115BAA.

As per the discussions with the Investment Manager, for DME the Company wishes to continue with old tax regime till FY 32 and avail the benefits of additional depreciation, section 115JB and section 80IA and thereafter shift to the new tax regime (the base tax rate of 22%). I have relied on the representation of the Investment Manager for the projected tax outflow for the projected period.

#### 6.2.6. Working Capital:

The Investment Manager has provided projected Working Capital information for the SPVs. I have relied on the same.

#### 6.2.7. GST Claim:

- i. On Annuity and O&M Payments: As per the clarification notification of Ministry of Road Transport & Highways as on 27<sup>th</sup> August 2021 vis-à-vis Ministry of Finance circular dated 17<sup>th</sup> June 2021, SPVs are eligible to claim reimbursement of GST on annuity and O&M payments, considering change in law, after adjusting GST input credit lying with the SPVs. Accordingly, following GST Claim % has been considered throughout the projected period in each SPVs as represented by Investment Manager:

Sr no	SPV	GST Claim %	
			Adjusted Book EV (INR Lakhs)
1	AM2	0.00%	0.00%
2	CGRG	8.67%	8.67%
3	CTHPL	8.07%	8.07%
4	DME	0.00%	10.41%
<b>5</b>	<b>GSY</b>	<b>8.47%</b>	<b>8.47%</b>

*\*However, as represented by Management, AM2 and DME have paid output GST on entire Bid Project Cost at the time of construction. Accordingly, Both the SPVs are not liable to pay GST on annuity receipt throughout the projected period and are not eligible to claim any reimbursement of GST on annuity.*

## ANNEXURE III (Contd.)

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

### 6.3. Impact of Ongoing Material Litigation on Valuation

As on March 31, 2025, there are ongoing litigations as shown in Appendix 7. Further, Investment Manager has informed us that majority of the cases are low to medium risk and accordingly no material outflow is expected against the litigations, hence no impact has been factored on the valuation of the SPV.

### 6.4. Calculation of Weighted Average Cost of Capital

#### 6.4.1. Cost of Equity:

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

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

$$K(e) = R_f + [ERP \times \text{Beta}] + \text{CSR P}$$

Wherein:

K(e) = cost of equity

R<sub>f</sub> = risk free rate

ERP = Equity Risk Premium

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

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

For valuation exercise, I have arrived at adjusted cost of equity for each of the SPVs based on the above calculation. (Refer Appendix 2 & 3 for detailed workings).

#### 6.4.2. Risk Free Rate:

I have applied a risk free rate of return of 6.55% on the basis of the zero coupon yield curve as on 28<sup>th</sup> March 2025 for government securities having a maturity period of 10 years, as quoted on the website of Clearing Corporation of India Limited. For comparison, the previous valuation as of 31<sup>st</sup> December 2023 used Risk Free Rate of 7.13%.

#### 6.4.3. Equity Risk Premium ("ERP"):

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

For my estimation of the ERP, I have considered rolling historical returns of 10, 15 & 20 year of Nifty 50 index from year 2000 to March 2025. The 10 year rolling return, 15 year rolling return and the 20 year return for several periods were calculated. I have computed equity risk premium by averaging the above rolling returns for each period and accordingly I have arrived at ERP in the range of 6.2%, 6.4% and 8.1% which averages to ~ 7.0%. On the basis of above, a 7% Equity Risk Premium is considered appropriate for India. (Valuer analysis based on data from NSE Website). For comparison, the previous valuation as of 31<sup>st</sup> December 2023 used ERP of 7.0%

## ANNEXURE III (Contd.)

### 6.4.4. Debt-Equity Ratio

I have considered the target debt-equity ratio as per the industry standards. I have considered the industry benchmark since the cost of capital is a forward looking measure, and captures the cost of raising new funds to buy the asset at any valuation date (not the current actually deployed). Specifically, such benchmark is required to consider the nature of the asset class, and the comparative facts from the industry to arrive at the correct assumption

Given, the risk profile of HAM projects, and considering the leverage at 70% - 80% of the total project cost based on a rating agency report available in public domain, and further considering the InvIT Regulations allowing in general upto 70% leverage in assets where AAA rating has been obtained, a debt to equity ratio of 70% for HAM assets was found to be appropriate. As regards the toll assets, given their risk profile, debt equity percentage is typically lower in such industry based on a rating agency report available in public domain. Accordingly, considering the above factors, a debt-to-equity ratio of 50% was found to be appropriate.

### 6.4.5. Beta:

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

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

For the valuation of the Toll SPV, I find it appropriate to consider the beta of IRB InvIT Fund, IRB Infrastructure Developers Limited and Dilip Buildcon Limited for an appropriate period.

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

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

Further I have re-levered it based on debt-equity at 70:30 based on the industry Debt: Equity ratio of HAM based projects and debt-equity at 50:50 based on the industry Debt: Equity ratio of Toll based projects using the following formula:

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

Accordingly, as per above, I have arrived at re-levered betas of the SPVs. (Refer Appendix 2 & 3 for detailed workings)

### 6.4.6. Company Specific Risk Premium ("CSRP"):

As the risk inherent in achieving the future cash flows. In the present case, considering the counter-party risk for Discount Rate is the return expected by a market participant from a particular investment and shall reflect not only the time value of money but also the risk inherent in the asset being valued as well certain SPVs, considering the length of the explicit period for the SPVs, and basis my discussion with Investment Manager, I found it appropriate to 0% CSRP for the five HAM SPVs and 1% CSRP for the Toll SPV.

### 6.4.7. Cost of Debt:

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

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

Wherein:

$$K(d) = \text{Cost of debt}$$

T = tax rate as applicable

For valuation exercise, pre-tax cost of debt has been considered as 8.02% for all the Assets which, as represented by the Investment Manager, shall become effective from June 2025. For comparison, the previous valuation as of 31<sup>st</sup> December 2023 used Cost of Debt of 8.25%.

## ANNEXURE III (Contd.)

### 6.4.8. Weighted Average Cost of Capital (WACC):

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

Formula for calculation of WACC:

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

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

(Refer Appendix 2 & 3 for detailed workings).

For comparison, the previous valuation as of 31<sup>st</sup> December 2023 used WACC as follows:

SPV	AM2	CGRG	CTHPL	DME	GSY	MCP
<b>WACC</b>	7.70%	7.90%	8.00%	7.98%	7.59%	10.07%

### 6.4.9. Cash Accrual Factor (CAF) and Discounting Factor

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

Since the cash inflows in case of HAM Assets are receivable on the predetermined dates as per the concession agreement it could be inaccurate to assume that the cash proceeds are all received at the end of each year. As a compromise, cash accrual factor is integrated into DCF models to assume that FCFs are received on the predetermined dates as per concession agreement. Accordingly, the cash flows of HAM assets during each year of the projected period are discounted back from the predetermined dates as per concession agreement to Valuation Date.

In case of the Toll assets, the cash inflows and outflows occur continuously year-round, it could be inaccurate to assume that the cash proceeds are all received at the end of each year. As a compromise, mid-year discounting is integrated into DCF models to assume that FCFs are received in the middle of the annual period. Accordingly, the cash flows for Toll assets during each year of the projected period are discounted back from the mid-year to Valuation Date.

Discounted cash flow is equal to sum of the cash flow in each period divided by discounting factor, where the discounting factor is determined by raising one plus discount rate (WACC) to the power of the CAF.

$$\text{DCF} = [\text{CF}_1 / (1+r)^{\text{CAF}_1}] + [\text{CF}_2 / (1+r)^{\text{CAF}_2}] + \dots + [\text{CF}_n / (1+r)^{\text{CAF}_n}]$$

Where,

CF = Cash Flows,

CAF = Cash accrual factor for particular period

R = Discount Rate (i.e. WACC)

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

## 7. VALUATION CONCLUSION

- 7.1. The current valuation has been carried out based on the discussed valuation methodology explained herein earlier. Further, various qualitative factors, the business dynamics and growth potential of the business, having regard to information base, management perceptions, key underlying assumptions and limitations were given due consideration.

**ANNEXURE III (Contd.)**

- 7.2. I have been represented by the Investment Manager that there is no potential devolvement on account of the contingent liability as of valuation date; hence no impact has been factored in to arrive at fair EV of the SPVs.
- 7.3. Based on the above analysis, the fair EV and Adjusted Enterprise Value as on the Valuation Date of the SPVs is as mentioned below:

							INR Lakhs
Sr. No.	SPVs	Last Date	Approximate Balance Period	WACC	Enterprise Value*	Adjusted Enterprise Value**	
1	AM 2	10-Nov-31	~6 Years 7 Months	7.66%	64,698	73,236	
2	CGRG	05-Aug-35	~10 Years 4 Months	7.57%	46,246	52,721	
3	CTHPL	25-Aug-36	~11 Years 5 Months	8.07%	40,332	40,717	
4	DME	25-Jun-33	~8 Years 3 Months	7.83%	25,934	27,889	
5	GSY	1-Nov-35	~10 Years 7 Months	7.40%	64,946	67,081	
6	MCP***	26-Sep-37	~12 Years 6 Months	9.97%	3,48,070	3,61,918	
<b>Total</b>					<b>5,90,227</b>	<b>6,23,562</b>	

(Refer Appendix 1 for detailed workings)

\* Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.

The above mentioned EV and Adjusted EV represents the value EV calculated at 100% equity stake level for MCP and since InvIT is currently proposing to acquire only 49% equity stake in MCP, the above mentioned values should be adjusted in this context for 49% equity stake level. In this regard, I have calculated EV and Adjusted EV at 100% equity stake level and 49% equity stake level in the below table for MCP.

					INR Lakhs
SPVs	Enterprise Value		Adjusted Enterprise Value		
	at 100% equity stake level	at 49% equity stake level	at 100% equity stake level	at 49% equity stake level	
MCP	3,48,070	1,70,554	3,61,918	1,77,340	

- 7.4. EV is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash or cash equivalents to meet those liabilities.
- 7.5. Adjusted Enterprise Value is derived as EV as defined plus cash or cash equivalents of the SPVs as at March 31, 2025.
- 7.6. The fair EV of the SPVs is estimated using DCF method. The valuation requires Investment Manager to make certain assumptions about the model inputs including forecast cash flows, discount rate, and credit risk.
- 7.7. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

## ANNEXURE III (Contd.)

7.8. Accordingly, I have conducted a quantitative sensitivity analysis on certain model inputs, the results of which are as indicated below:

- WACC by increasing / decreasing it by 0.5%
- WACC by increasing / decreasing it by 1.0%
- Total Expenses by increasing / decreasing it by 20%
- Total Revenue by increasing / decreasing it by 10% for Toll Asset,

**1. Fair Enterprise Valuation Range based on**

**a. Fair Enterprise Valuation Range based on WACC parameter (0.5%)**

INR Lakhs

Sr. No	SPVs	WACC +0.50%	EV	Base WACC	EV	WACC -0.50%	EV
1	AM2	8.16%	63,793	7.66%	64,698	7.16%	65,627
2	CGRG	8.07%	45,307	7.57%	46,246	7.07%	47,219
3	CTHPL	8.57%	39,532	8.07%	40,332	7.57%	41,160
4	DME	8.33%	25,496	7.83%	25,934	7.33%	26,384
5	GSY	7.90%	63,625	7.40%	64,946	6.90%	66,316
6	MCP	10.47%	3,38,584	9.97%	3,48,070	9.47%	3,57,957
	<b>Total</b>		<b>5,76,337</b>		<b>5,90,227</b>		<b>6,04,662</b>

**b. Fair Enterprise Valuation Range based on WACC parameter (1.0%)**

INR Lakhs

Sr. No	SPVs	WACC +1.00%	EV	Base WACC	EV	WACC -1.00%	EV
1	AM2	8.66%	62,912	7.66%	64,698	6.66%	66,580
2	CGRG	8.57%	44,400	7.57%	46,246	6.57%	48,226
3	CTHPL	9.07%	38,757	8.07%	40,332	7.07%	42,016
4	DME	8.83%	25,070	7.83%	25,934	6.83%	26,846
5	GSY	8.40%	62,349	7.40%	64,946	6.40%	67,735
6	MCP	10.97%	3,29,479	9.97%	3,48,070	8.97%	3,68,265
	<b>Total</b>		<b>5,62,966</b>		<b>5,90,227</b>		<b>6,19,668</b>

**c. Fair Enterprise Valuation Range based on Expenses parameter (20%)**

INR Lakhs

Sr. No	SPVs	EV at Expenses -20%	EV at Base Expenses	EV
1	AM2	68,080	64,698	61,297
2	CGRG	48,980	46,246	43,352
3	CTHPL	45,947	40,332	35,197
4	DME	28,620	25,934	22,924
5	GSY	67,374	64,946	62,433
6	MCP	3,63,380	3,48,070	3,32,761
	<b>Total</b>	<b>6,22,381</b>	<b>5,90,227</b>	<b>5,57,963</b>

**d. Fair Enterprise Valuation Range based on Revenue parameter (10%)**

INR Lakhs

Sr. No	SPVs	EV at Revenue -10%	EV at Base Revenue*	EV at Revenue +10%
1	AM2	68,080	64,698	61,297

\*Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of the equity

**ANNEXURE III (Contd.)**

*share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.*

The above mentioned EV and Adjusted EV represents the value EV calculated at 100% equity stake level for MCP and since InvIT is currently holding only 49% equity stake in MCP, the above mentioned values should be adjusted in this context for 49% equity stake level.

**8. ADDITIONAL PROCEDURES TO BE COMPLIED WITH IN ACCORDANCE WITH SEBI INVIT REGULATIONS****Scope of Work**

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

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

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

**Limitations**

- 8.2 This Report is based on the information provided by the representatives of the Investment Manager. The exercise has been restricted and kept limited to and based entirely on the documents, records, files, registers and information provided to me. I have not verified the information independently with any other external source.
- 8.3 I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as original, and the conformity of the copies or extracts submitted to me with that of the original documents.
- 8.4 I have assumed that the documents submitted to me by the representatives of Investment Manager in connection with any particular issue are the only documents related to such issue.
- 8.5 I have reviewed the documents and records from the limited perspective of examining issues noted in the scope of work and I do not express any opinion as to the legal or technical implications of the same.

## ANNEXURE III (Contd.)

**Analysis of Additional Set of Disclosures for the SPVs****A. Purchase Price of the SPVs by the InvIT**

As informed by the Investment manager, following are the purchase price of the SPVs of the InvIT acquired from the Sponsor in FY25:

Sr. No	SPVs	Equity Stake	Purchase Consideration (INR Lakhs)
1	AM2	100%	13,432
2	CGRG	100%	11,105
3	CTHPL	100%	10,981
4	DME	100%	7,411
5	GSY	100%	15,057
6	MCP	49%	75,013
	<b>Total</b>		<b>1,33,000</b>

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

As informed by the Investment Manager, there are no pending applications for government sanctions/ approvals by the SPVs (related to the road stretches of the SPVs) which are pending as on March 31, 2025. The list of sanctions/ approvals obtained by the SPVs till March 31, 2025 is provided in Appendix 6.1 to Appendix 6.6.

**C. List of up to date/ overdue periodic clearances:**

The Investment Manager has confirmed that the SPVs are not required to take any periodic clearances and hence there are no up to date/ overdue periodic clearances as on March 31, 2025.

**D. Statement of assets included:**

The details of assets of the SPVs as per the audited financial statements at March 31, 2025 are as mentioned below:

INR Lakhs					
Sr. No	SPVs	Net Fixed Assets	Net Intangible Asset	Non-Current Assets	Current Assets
1	AM 2	17	-	41,879	25,837
2	CGRG	4	-	30,203	17,367
3	CTHPL	5	-	45,350	11,869
4	DME	7	-	19,490	9,051
5	GSY	3	-	51,923	14,906
6	MCP	27	1,75,581	1,91,247	11,057
	<b>Total</b>	<b>62</b>	<b>1,75,581</b>	<b>3,80,091</b>	<b>90,088</b>

Source: Investment Manager

**E. Amount of outstanding debt payable by SPV to InvIT as at the Valuation Date:**

The amount of InvIT Debt outstanding (including accrued interest) as per the audited financial statements as at March 31, 2025 of each of the SPVs is as mentioned below:

INR Lakhs		
Sr. No.	SPVs	InvIT Debt
1	AM 2	34,550
2	CGRG	56,997
3	CTHPL	76,646
4	DME	28,017
5	GSY	68,956
6	MCP	1,70,531
	<b>Total</b>	<b>4,35,697</b>

Source: Investment Manager

**ANNEXURE III (Contd.)**
**F. Estimates of already carried and proposed major repairs and improvements along with estimated time of completion:**

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

**Historic major repairs**

INR Lakhs

SPV	FY 25
AM2	2,726
CGRG	-
CTHPL	-
DME	-
GSY	-
MCP	-

Source: Investment Manager

**Forecasted major repairs**

INR Lakhs

SPVs	FY 26	FY 27	FY 28	FY 29	FY 30	FY 31	FY 32	FY 33	FY 34	FY 35	FY 36	FY 37	FY 38
AM2	2,219	-	-	15,824	-	-	88	-	-	-	-	-	-
CGRG	685	1,041	1,093	1,148	181	-	635	419	4,635	-	1,015	-	-
CTHPL	162	5,297	5,165	-	-	87	345	40	-	6,000	7,143	327	-
DME	3,824	163	16	-	73	-	-	6,770	-	-	-	-	-
GSY	1,079	601	631	662	158	-	315	367	4,280	-	596	-	-
MCP	536	432	28,880	-	274	-	855	7,260	1,162	8,616	-	21,305	18,974

Source: Investment Manager

**G. Valuation of the project in past 3 years:**

Sr. No	SPVs	EV as at 30 <sup>th</sup> Sep 2023	EV as at 31 <sup>st</sup> Dec 2023
1	AM2	69,993	65,311
2	CGRG	59,209	53,997
3	CTHPL	56,915	53,396
4	DME	34,405	36,036
5	GSY	77,697	73,215
6	MCP	3,78,462	3,64,744
	<b>Total</b>	<b>6,78,680</b>	<b>6,46,700</b>

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

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

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

As informed by the Investment Manager, as on 31<sup>st</sup> March 2025, there are no ongoing material litigations, except indirect tax litigations as shown in Appendix 7. Further, Investment Manager has informed us that majority of the tax litigations are low to medium risk and accordingly no material outflow is expected against the litigations, hence no impact has been factored on the valuation of the SPVs.

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

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

## ANNEXURE III (Contd.)

### 9. SOURCES OF INFORMATION

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

- Audited Financial Statements of the SPVs for Financial Year ("FY") ended 31<sup>st</sup> March 2025.
- Projected financial information for the remaining project life for each of the SPVs;
- Pass orders and milestone payment order issued by NHAI & respective authority for all the Annuity SPVs
- Details of projected Major Maintenance & Repairs (MMR) Expenditure and Capital Expenditure (Capex);
- Technical Due Diligence Study Report dated February 2025 for all the SPVs, prepared by M/s Samarth InfraEngg Technocrats Private Limited for projected Major Maintenance & Repairs and O&M Costs;
- Traffic Study Report dated May 2025 for the Toll SPV, prepared by Crisil Intelligence, CRISIL Limited for projected Traffic Volumes.
- Concession Agreement of each of the SPVs with the respective authority;
- List of licenses / approvals, details of tax litigations, civil proceeding and arbitrations of the SPVs;
- Shareholding pattern as on Valuation Date of the SPVs and other entities mentioned in this Report;
- Management Representation Letter by the Investment Manager dated May 28, 2025;
- Relevant data and information about the SPVs provided by the Investment Manager either in written or oral form or in the form of soft copy;
- Information provided by leading database sources, market research reports and other published data.

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

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

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

### 10. EXCLUSIONS AND LIMITATIONS

- 10.1. My Report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 10.2. Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than the valuation date of 31<sup>st</sup> March 2025 ("Valuation Date") mentioned in the Report and as per agreed terms of my engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 10.3. This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of my engagements; (ii) the Valuation Date and (iii) are based on the financial information of the SPVs till 31<sup>st</sup> March 2025. The Investment Manager has represented that the business activities of the SPVs have been carried out in normal and ordinary course between 31<sup>st</sup> March 2025 and the Report Date and that no material changes have occurred in the operations and financial position between 31<sup>st</sup> March 2025 and the Report date, except for any events disclosed by the Investment Manager during the valuation exercise.
- 10.4. The scope of my assignment did not involve me performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of

**ANNEXURE III (Contd.)**

my work. The assignment did not involve me to conduct the financial or technical feasibility study. I have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the SPVs or any of other entity mentioned in this Report and have considered them at the value as disclosed by the SPVs in their regulatory filings or in submissions, oral or written, made to me.

- 10.5. In addition, I do not take any responsibility for any changes in the information used by me to arrive at my conclusion as set out here in which may occur subsequent to the date of my Report or by virtue of fact that the details provided to me are incorrect or inaccurate.
- 10.6. I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the SPVs or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base my Report.
- 10.7. This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of SEBI InvIT Regulations. However, I will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report, without my written consent.
- 10.8. It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- 10.9. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.
- 10.10. This Report is based on the information received from the sources as mentioned in Section 9 of this Report and discussions with the Investment Manager. I have assumed that no information has been withheld that could have influenced the purpose of my Report.
- 10.11. Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. I have arrived at an indicative EV based on my analysis. While I have provided an assessment of the value based on an analysis of information available to me and within the scope of my engagement, others may place a different value on this business.
- 10.12. Any discrepancies in any table / appendix between the total and the sums of the amounts listed are due to rounding-off.
- 10.13. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.
- 10.14. I do not carry out any validation procedures or due diligence with respect to the information provided/extracted or carry out any verification of the assets or comment on the achievability and reasonableness of the assumptions underlying the financial forecasts, save for satisfying ourselves to the extent possible that they are consistent with other information provided to me in the course of this engagement.
- 10.15. My conclusion assumes that the assets and liabilities of the SPVs, reflected in their respective latest balance sheets remain intact as of the Report date.
- 10.16. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my associates, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, I make no representation or warranty, express or implied, in respect of the

**ANNEXURE III (Contd.)**

completeness, authenticity or accuracy of such factual statements. I expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. I am not liable to any third party in relation to the issue of this Report.

- 10.17. The scope of my work has been limited both in terms of the areas of the business & operations which I have reviewed and the extent to which I have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 10.18. For the present valuation exercise, I have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by me.
- 10.19. In the particular circumstances of this case, my liability (in contract or under any statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by me from the Investment Manager, as laid out in the engagement letter for such valuation work.
- 10.20. In rendering this Report, I have not provided any legal, regulatory, tax, accounting or actuarial advice or opinion and accordingly I do not assume any responsibility or liability in respect thereof.
- 10.21. This Report does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- 10.22. I am not an advisor with respect to legal, tax and regulatory matters for the transaction occurred. No investigation of the SPVs' claim to title of assets has been made for the purpose of this Report and the SPVs' claim to such rights have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 10.23. I have no present or planned future interest in the Trustee, Investment Manager or the SPVs and the fee for this Report is not contingent upon the values reported herein. My valuation analysis should not be construed as investment advice; specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Investment Manager or SPVs.
- 10.24. I have submitted the draft valuation report to the Trust and Investment Manager for confirmation of accuracy of the factual data used in my analysis and to prevent any error or inaccuracy in this Report.
- 10.25. Limitation of Liabilities
- i. It is agreed that, having regard to the RV's interest in limiting the personal liability and exposure to litigation of its personnel, the Sponsor, the Transferor, the Investment Manager and the Trust will not bring any claim in respect of any damage against any of RV personally.
  - ii. In no circumstances RV shall be responsible for any consequential, special, direct, indirect, punitive or incidental loss, damages or expenses (including loss of profits, data, business, opportunity cost, goodwill or indemnification) in connection with the performance of the services whether such damages are based on breach of contract, tort, strict liability, breach of warranty, negligence, or otherwise, even if the Investment Manager had contemplated and communicated to RV the likelihood of such damages. Any decision to act upon the deliverables (including this Report) is to be made by the Investment Manager and no communication by RV should be treated as an invitation or inducement to engage the Investment Manager to act upon the deliverable(s).
  - iii. It is clarified that the Investment Manager will be solely responsible for any delays, additional costs, or other liabilities caused by or associated with any deficiencies in their responsibilities, misrepresentations, incorrect and incomplete information including information provided to determine the assumptions.
  - iv. RV will not be liable if any loss arises due to the provision of false, misleading or incomplete information or documentation by the Investment Manager.

**ANNEXURE III (Contd.)**

10.26. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.

**Yours faithfully,**

**S. Sundararaman**

Registered Valuer

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

Place: Chennai

UDIN: 25028423BMOMXM1072

## ANNEXURE III (Contd.)

APPENDIX 1.1 – VALUATION OF AM2 AS ON 31<sup>ST</sup> MARCH, 2025

Year	AM 2											INR Lakhs			
	Financial Income	Construction Revenue	O&M Income	Changes in Financial Asset	Total Inflow	Expenses	MM Expense	Changes in Working Capital	Tax Outflow	Free Cash Flow to Firm	Cash Accrual Factor	WACC	Discounting Factor	PV of FCFF	
	A	B	C	D	E = A+B+C+D	F	G	H	I	J = E+G+H+I	K	L	M	N = J/M	
10-May-25	4,747	-	2,790	1,128	8,665	(617)	(2,219)	4,750	(1,353)	9,226	0.19	7.66%	0.99	9,096	
10-Nov-25	4,599	-	571	3,282	8,452	(617)	-	204	(1,410)	6,629	0.70	7.66%	0.95	6,297	
10-May-26	4,297	-	586	3,436	8,319	(655)	-	-	(1,382)	6,282	1.19	7.66%	0.92	5,754	
10-Nov-26	3,980	-	586	3,629	8,195	(655)	-	-	(1,342)	6,199	1.70	7.66%	0.88	5,470	
10-May-27	3,643	-	615	3,869	8,126	(683)	-	-	(1,326)	6,117	2.19	7.66%	0.85	5,204	
10-Nov-27	3,285	-	615	4,097	7,997	(683)	-	-	(1,284)	6,030	2.70	7.66%	0.82	4,942	
10-May-28	3,084	-	8,558	(3,692)	7,949	(709)	(7,912)	(706)	-	(1,378)	3.19	7.66%	0.79	(1,088)	
10-Nov-28	3,438	-	8,558	(4,191)	7,805	(709)	(7,912)	(732)	-	(1,548)	3.70	7.66%	0.76	(1,178)	
10-May-29	3,544	-	678	5,910	10,132	(736)	-	856	(332)	9,920	4.19	7.66%	0.73	7,280	
10-Nov-29	2,998	-	678	6,251	9,927	(736)	-	582	(1,754)	8,019	4.70	7.66%	0.71	5,670	
10-May-30	2,413	-	731	6,735	9,880	(787)	-	-	(1,739)	7,355	5.19	7.66%	0.68	5,014	
10-Nov-30	1,790	-	731	7,146	9,668	(787)	-	-	(1,676)	7,205	5.70	7.66%	0.66	4,732	
10-May-31	1,121	-	822	7,695	9,638	(810)	(66)	-	(1,655)	7,107	6.19	7.66%	0.63	4,501	
10-Nov-31	402	-	274	8,743	9,418	(278)	(22)	(2,465)	(1,729)	4,924	6.70	7.66%	0.61	3,004	
<b>Enterprise Value</b>														<b>64,698</b>	
(+/-) Closing cash or cash equivalents as at the Valuation Date															<b>8,538</b>
<b>Adjusted Enterprise Value</b>														<b>73,236</b>	

## ANNEXURE III (Contd.)

 APPENDIX 1.2 – VALUATION OF CGRG AS ON 31<sup>ST</sup> MARCH, 2025

Year	CGRG										INR Lakhs			
	Financial Income	Changes in Financial Asset	O&M Income	Construction revenue	Total Inflow	Expenses	MM Expense	Changes in Working Capital	Tax Outflow	Free Cash Flow to Firm		Cash Accrual Factor	WACC	Discounting Factor
	A	B	C	D	E = A+B+C+D	F	G	H	I	J = E+F+G+H+I	K	L	M	N = J/M
05-AUG-25	2,628	1,285	926	-	4,838	(591)	(342)	743	(625)	4,023	0.43	7.57%	0.97	3,898
01-FEB-26	2,539	1,233	926	18	4,715	(609)	(342)	700	(440)	4,023	0.92	7.57%	0.93	3,761
05-AUG-26	2,456	1,208	1,116	-	4,780	(604)	(520)	331	(399)	3,587	1.43	7.57%	0.90	3,231
01-FEB-27	2,372	1,199	1,116	-	4,687	(604)	(520)	-	(390)	3,173	1.92	7.57%	0.87	2,757
05-AUG-27	2,289	1,285	1,172	-	4,746	(634)	(546)	-	(376)	3,189	2.43	7.57%	0.84	2,670
01-FEB-28	2,200	1,280	1,172	-	4,652	(634)	(546)	-	(367)	3,104	2.92	7.57%	0.81	2,508
05-AUG-28	2,112	1,376	1,230	-	4,718	(666)	(574)	-	(352)	3,127	3.43	7.57%	0.78	2,434
01-FEB-29	2,016	1,373	1,230	-	4,620	(666)	(574)	-	(344)	3,036	3.93	7.57%	0.75	2,280
05-AUG-29	1,913	1,974	780	-	4,667	(699)	(91)	-	(455)	3,422	4.43	7.57%	0.72	2,476
01-FEB-30	1,775	2,029	780	-	4,584	(699)	(91)	-	(448)	3,346	4.93	7.57%	0.70	2,335
05-AUG-30	1,634	2,215	778	-	4,627	(788)	-	-	(445)	3,394	5.43	7.57%	0.67	2,282
01-FEB-31	1,480	2,286	778	-	4,544	(788)	-	-	(438)	3,317	5.93	7.57%	0.65	2,152
05-AUG-31	1,326	2,172	1,078	-	4,576	(775)	(318)	-	(357)	3,126	6.43	7.57%	0.63	1,955
01-FEB-32	1,175	2,246	1,078	-	4,498	(775)	(318)	-	(351)	3,054	6.93	7.57%	0.60	1,842
05-AUG-32	1,017	2,506	1,008	-	4,531	(819)	(210)	-	(360)	3,142	7.44	7.57%	0.58	1,826
01-FEB-33	843	2,567	1,008	-	4,417	(819)	(210)	-	(348)	3,040	7.93	7.57%	0.56	1,704
05-AUG-33	701	506	3,156	-	4,363	(864)	(2,318)	-	-	1,181	8.44	7.57%	0.54	638
01-FEB-34	666	510	3,156	-	4,331	(864)	(2,318)	-	-	1,150	8.93	7.57%	0.52	599
05-AUG-34	592	2,937	900	-	4,429	(924)	-	-	-	3,504	9.44	7.57%	0.50	1,760
01-FEB-35	387	3,014	900	-	4,301	(924)	-	-	(276)	3,100	9.93	7.57%	0.48	1,502
05-AUG-35	197	2,328	1,697	-	4,221	(706)	(1,015)	1,119	(111)	3,508	10.44	7.57%	0.47	1,638
<b>Enterprise Value</b>														<b>46,246</b>
(+) Closing cash or cash equivalents as at the Valuation Date														<b>6,475</b>
<b>Adjusted Enterprise Value</b>														<b>52,721</b>

ANNEXURE III (Contd.)

APPENDIX 1.3 – VALUATION OF CTHPL AS ON 31<sup>ST</sup> MARCH, 2025

Year	CTHPL											INR Lakhs		
	Financial Income	Changes in Financial Asset	O&M Income	Construction Revenue	Total Inflow	Expenses	MM Expense	Changes in Working Capital	Tax Outflow	Free Cash Flow to Firm	Cash Accrual Factor	WACC	Discounting Factor	PV of FCFF
	A	B	C	D	E = A+B+C+D	F	G	H	I	J = E-F+G+H+I	K	L	M	N = J*M
25-Aug-25	2,088	2,155	822	-	5,066	(745)	(81)	806	(631)	4,415	0.48	8.07%	0.96	4,252
25-Feb-26	1,957	2,280	822	-	5,059	(745)	(81)	805	(520)	4,518	0.99	8.07%	0.93	4,185
25-Aug-26	1,857	(295)	3,427	-	4,989	(782)	(2,649)	325	-	1,883	1.48	8.07%	0.89	1,678
25-Feb-27	1,875	(310)	3,427	-	4,992	(782)	(2,649)	326	-	1,887	1.99	8.07%	0.86	1,617
25-Aug-27	1,893	(374)	3,407	-	4,927	(828)	(2,583)	320	-	1,836	2.48	8.07%	0.82	1,514
25-Feb-28	1,916	(395)	3,407	-	4,928	(828)	(2,583)	137	-	1,655	2.99	8.07%	0.79	1,312
25-Aug-28	1,902	2,113	858	-	4,873	(862)	-	-	-	4,011	3.49	8.07%	0.76	3,060
25-Feb-29	1,773	2,220	858	-	4,851	(862)	-	-	(311)	3,678	3.99	8.07%	0.73	2,698
25-Aug-29	1,639	2,225	925	-	4,789	(929)	-	-	(435)	3,425	4.49	8.07%	0.71	2,418
25-Feb-30	1,503	2,348	925	-	4,777	(929)	-	-	(423)	3,425	4.99	8.07%	0.68	2,325
25-Aug-30	1,361	2,356	995	-	4,712	(956)	(43)	-	(398)	3,315	5.49	8.07%	0.65	2,166
25-Feb-31	1,218	2,483	995	-	4,695	(956)	(43)	-	(385)	3,312	5.99	8.07%	0.63	2,081
25-Aug-31	1,069	2,391	1,175	-	4,635	(1,006)	(173)	-	(333)	3,123	6.49	8.07%	0.60	1,888
25-Feb-32	924	2,508	1,175	-	4,607	(1,006)	(173)	-	(317)	3,111	6.99	8.07%	0.58	1,809
25-Aug-32	769	2,719	1,063	-	4,552	(1,048)	(20)	-	(337)	3,147	7.49	8.07%	0.56	1,760
25-Feb-33	603	2,844	1,063	-	4,510	(1,048)	(20)	-	(321)	3,122	7.99	8.07%	0.54	1,679
25-Aug-33	431	2,916	1,105	-	4,452	(1,115)	-	-	(304)	3,033	8.49	8.07%	0.52	1,570
25-Feb-34	253	3,012	1,105	-	4,370	(1,115)	-	-	(275)	2,981	8.99	8.07%	0.50	1,484
25-Aug-34	115	(38)	4,150	-	4,222	(1,158)	(3,000)	-	-	70	9.49	8.07%	0.48	33
25-Feb-35	118	(46)	4,150	-	4,222	(1,158)	(3,000)	-	-	65	9.99	8.07%	0.46	30
25-Aug-35	130	(659)	4,796	-	4,267	(1,230)	(3,571)	(27)	-	(561)	10.49	8.07%	0.44	(249)
25-Feb-36	170	(831)	4,796	-	4,136	(1,230)	(3,571)	(51)	-	(716)	10.99	8.07%	0.43	(305)
25-Aug-36	174	2,445	1,370	-	3,988	(1,049)	(327)	623	-	3,235	11.49	8.07%	0.41	1,326
<b>Enterprise Value</b>														<b>40,332</b>
(+) Closing cash or cash equivalents as at the Valuation Date														385
<b>Adjusted Enterprise Value</b>														<b>40,717</b>

## ANNEXURE III (Contd.)

 APPENDIX 1.4 – VALUATION OF DME AS ON 31<sup>ST</sup> MARCH, 2025

DME Year	INR Lakhs													
	Financial Income	Changes in Financial Asset	O&M Income	Construction Revenue	Total Inflow	Expenses	MM Expense	Changes in Working Capital	Tax Outflow	Free Cash Flow to Firm	Cash Accrual Factor	WACC	Discounting Factor	PV of FCFF
A	B	C	D	E = A+B+C+D	F	G	H	I	J = E+F+G+H+I	K	L	M	N = J*M	
25-Jun-25	1,210	13	2,492	-	3,714	(587)	(1,912)	(15)	(210)	991	0.32	7.83%	0.98	967
25-Dec-25	1,211	(47)	2,492	-	3,655	(587)	(1,912)	(71)	(210)	876	0.82	7.83%	0.94	823
25-Jun-26	1,192	1,746	696	-	3,633	(622)	(82)	239	(207)	2,962	1.32	7.83%	0.91	2,682
25-Dec-26	1,106	1,810	696	-	3,612	(622)	(82)	-	(192)	2,717	1.82	7.83%	0.87	2,368
25-Jun-27	1,017	1,923	647	-	3,586	(644)	(8)	-	(177)	2,758	2.32	7.83%	0.84	2,316
25-Dec-27	922	1,995	647	-	3,564	(644)	(8)	-	(160)	2,752	2.82	7.83%	0.81	2,225
25-Jun-28	825	2,052	670	-	3,547	(674)	-	-	(143)	2,729	3.32	7.83%	0.78	2,125
25-Dec-28	724	2,117	670	-	3,511	(674)	-	-	(126)	2,711	3.82	7.83%	0.75	2,033
25-Jun-29	621	2,123	740	-	3,484	(708)	(36)	-	(108)	2,632	4.32	7.83%	0.72	1,900
25-Dec-29	517	2,196	740	-	3,454	(708)	(36)	-	(90)	2,620	4.82	7.83%	0.70	1,821
25-Jun-30	409	2,278	740	-	3,428	(744)	-	-	(71)	2,613	5.32	7.83%	0.67	1,750
25-Dec-30	299	2,324	740	-	3,363	(744)	-	-	(51)	2,567	5.82	7.83%	0.64	1,655
25-Jun-31	187	2,281	802	-	3,270	(806)	-	-	(32)	2,432	6.32	7.83%	0.62	1,510
25-Dec-31	74	2,391	802	-	3,267	(806)	-	-	(12)	2,449	6.82	7.83%	0.60	1,464
25-Jun-32	38	(4,304)	7,585	-	3,319	(820)	(6,770)	(1,182)	(6)	(5,459)	7.32	7.83%	0.58	(3,143)
25-Dec-32	170	2,235	815	-	3,220	(820)	-	15	(29)	2,386	7.82	7.83%	0.55	1,323
25-Jun-33	63	2,600	455	-	3,118	(461)	-	1,310	(10)	3,957	8.32	7.83%	0.53	2,113
<b>Enterprise Value</b>														<b>25,934</b>
(+) Closing cash or cash equivalents as at the Valuation Date														<b>1,955</b>
<b>Adjusted Enterprise Value</b>														<b>27,889</b>

ANNEXURE III (Contd.)

APPENDIX 1.5 – VALUATION OF GSY AS ON 31<sup>ST</sup> MARCH, 2025

Year	Changes in Financial Income		O&M Income	Total Inflow	Expenses			MM Expense	Changes in Working Capital			Free Cash Flow to Firm	Cash Accrual Factor	WACC	Discounting Factor			PV of FCFF
	A	B			C	E = A+B+C+D	F		G	H	I				J = E+G+H+I	K	L	
01-May-25	3,207	1,797	1,020	6,024	(482)	(482)	(540)	916	(1,154)	4,765	0.17	7.40%	0.99	4,708				
01-Nov-25	3,110	1,864	1,020	5,994	(482)	(482)	(540)	910	(627)	5,256	0.67	7.40%	0.95	5,010				
01-May-26	3,009	2,039	808	5,856	(511)	(511)	(300)	139	(656)	4,529	1.17	7.40%	0.92	4,167				
01-Nov-26	2,898	2,157	808	5,863	(511)	(511)	(300)	-	(647)	4,404	1.67	7.40%	0.89	3,909				
01-May-27	2,782	2,189	842	5,812	(531)	(531)	(315)	-	(636)	4,330	2.17	7.40%	0.86	3,709				
01-Nov-27	2,663	2,304	842	5,808	(531)	(531)	(315)	-	(625)	4,337	2.67	7.40%	0.83	3,584				
01-May-28	2,539	2,348	884	5,770	(559)	(559)	(331)	-	(612)	4,268	3.17	7.40%	0.80	3,404				
01-Nov-28	2,411	2,454	884	5,749	(559)	(559)	(331)	-	(600)	4,260	3.67	7.40%	0.77	3,277				
01-May-29	2,276	2,761	667	5,704	(594)	(594)	(79)	-	(653)	4,378	4.17	7.40%	0.74	3,251				
01-Nov-29	2,126	2,892	667	5,685	(594)	(594)	(79)	-	(638)	4,373	4.67	7.40%	0.72	3,133				
01-May-30	1,968	3,064	613	5,646	(619)	(619)	-	-	(652)	4,375	5.17	7.40%	0.69	3,025				
01-Nov-30	1,802	3,206	613	5,622	(619)	(619)	-	-	(636)	4,367	5.67	7.40%	0.67	2,912				
01-May-31	1,631	3,126	824	5,581	(675)	(675)	(158)	-	(636)	4,165	6.17	7.40%	0.64	2,681				
01-Nov-31	1,462	3,258	824	5,544	(675)	(675)	(158)	-	(653)	4,148	6.67	7.40%	0.62	2,576				
01-May-32	1,285	3,377	855	5,517	(684)	(684)	(183)	-	(655)	4,094	7.17	7.40%	0.60	2,454				
01-Nov-32	1,102	3,508	855	5,466	(684)	(684)	(183)	-	(636)	4,063	7.68	7.40%	0.58	2,349				
01-May-33	940	1,606	2,845	5,392	(720)	(720)	(2,140)	-	(26)	2,506	8.17	7.40%	0.56	1,398				
01-Nov-33	856	1,542	2,845	5,243	(720)	(720)	(2,140)	-	-	2,383	8.68	7.40%	0.54	1,283				
01-May-34	743	3,773	750	5,266	(763)	(763)	-	-	(501)	4,003	9.17	7.40%	0.52	2,080				
01-Nov-34	536	4,026	750	5,313	(763)	(763)	-	-	(523)	4,026	9.68	7.40%	0.50	2,018				
01-May-35	327	3,565	1,319	5,211	(821)	(821)	(511)	-	(365)	3,515	10.17	7.40%	0.48	1,701				
01-Nov-35	126	4,687	220	5,032	(141)	(141)	(85)	751	(586)	4,971	10.68	7.40%	0.47	2,320				
<b>Enterprise Value</b>														<b>64,946</b>				
(+/-) Closing cash or cash equivalents as at the Valuation Date														<b>2,135</b>				
<b>Adjusted Enterprise Value</b>														<b>67,081</b>				

## ANNEXURE III (Contd.)

 APPENDIX 1.6 – VALUATION OF MCP AS ON 31<sup>ST</sup> MARCH, 2025

MCP													INR Lakhs	
Year	Revenue	EBITDA	Major Maintenance Expense	Capital Expenditure	Changes in Working Capital	Taxation	FCFF	CAF	WACC	Discounting Factor	PV of FCFF			
A	B	C	D	E	F	G=B+C+D+E+ F	H	I	J = E+F+G+H+I	K				
FY 26	41,068	37,025	(536)	(1,075)	-	(2,744)	32,671	0.50	9.97%	0.95	31,154			
FY 27	45,463	41,247	(432)	-	-	(3,482)	37,333	1.50	9.97%	0.87	32,372			
FY 28	50,142	45,674	(28,880)	-	-	(4,247)	12,546	2.50	9.97%	0.79	9,892			
FY 29	55,713	50,961	-	-	-	(4,935)	46,026	3.50	9.97%	0.72	33,000			
FY 30	60,773	55,664	(274)	-	-	(5,756)	49,633	4.50	9.97%	0.65	32,359			
FY 31	66,303	60,716	-	-	-	(6,639)	54,077	5.50	9.97%	0.59	32,059			
FY 32	71,929	66,048	(855)	-	-	(7,563)	57,631	6.50	9.97%	0.54	31,068			
FY 33	78,340	72,022	(7,260)	-	-	(8,615)	56,148	7.50	9.97%	0.49	27,524			
FY 34	85,867	79,098	(1,162)	-	-	(9,851)	68,085	8.50	9.97%	0.45	30,349			
FY 35	93,884	86,680	(8,616)	-	-	(11,176)	66,888	9.50	9.97%	0.41	27,112			
FY 36	1,03,373	95,681	-	-	-	(13,145)	82,536	10.50	9.97%	0.37	30,420			
FY 37	1,12,855	1,04,696	(21,305)	-	-	(17,158)	66,233	11.50	9.97%	0.34	22,198			
FY 38*	60,810	56,375	(18,974)	-	-	(9,850)	27,551	12.25	9.97%	0.31	8,602			
<b>NPV of Explicit Period</b>												<b>3,48,108</b>		
PV of Working Capital Received												(37)		
<b>Enterprise Value</b>												<b>3,48,070</b>		
(+/-) Closing cash or cash equivalents as at the Valuation Date												13,847		
<b>Adjusted Enterprise Value**</b>												<b>3,61,918</b>		

\*Up to 26 September 2037

\*\*Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL") and 49% is held by the Trust. As represented by the Investment Manager, the InvIT currently holds only 49% equity stake of MCP as per the terms of the Concession Agreement. However, the Trust, will be entitled to acquire 100% of the equity share capital of MCP only after a period of one year from the COD of MCP which is as per the terms of the requirements prescribed by the NHAI and as per the Concession Agreement.

The above mentioned EV and Adjusted EV represents the value EV calculated at 100% equity stake level for MCP and since InvIT is currently holding only 49% equity stake in MCP, the above mentioned values should be adjusted in this context for 49% equity stake level. In this regard, I have calculated EV and Adjusted EV at 100% equity stake level and 49% equity stake level in the below table for MCP:

SPVs	Enterprise Value		Adjusted Enterprise Value	
	at 100% equity stake level	at 49% equity stake level	at 100% equity stake level	at 49% equity stake level
MCP	3,48,070	1,70,554	3,61,918	1,77,340

## ANNEXURE III (Contd.)

**APPENDIX 2 – WEIGHTED AVERAGE COST OF CAPITAL OF THE HAM SPVS AS ON 31<sup>ST</sup> MARCH, 2025****Appendix 2.1: Calculation of WACC of HAM SPVs as on 31<sup>st</sup> March, 2025**

Particulars	AM-2	CGRG	CTHPL	DME	GSY	Remarks
Risk free rate (Rf)	6.55%	6.55%	6.55%	6.55%	6.55%	Risk Free Rate has been considered based on zero coupon yield curve as at 28 <sup>th</sup> March, 2025 of Government Securities having maturity period of 10 years , as quoted on CCIL's website
Equity Risk Premium (ERP)	7.00%	7.00%	7.00%	7.00%	7.00%	Based on historical realised returns on equity investments over a risk free rate represented by 10 years government bonds, a 7% equity risk premium considered appropriate for India
Beta (Re-levered)	0.57	0.57	0.60	0.59	0.55	Re-levered Beta (Refer <b>Appendix 2.2</b> and <b>Appendix 2.3</b> for detailed computation)
Cost of Equity	10.56%	10.52%	10.76%	10.65%	10.43%	Adjusted Ke = Rf (ERP)*β
Company Specific Risk Premium	0.00%	0.00%	0.00%	0.00%	0.00%	Evaluated Based on operational & financial parameters
Revised Cost of Equity (Ke)	10.56%	10.52%	10.76%	10.65%	10.43%	Adjusted Ke = Rf (ERP)*β + CSRP
Pre-Tax Cost of Debt	8.02%	8.02%	8.02%	8.02%	8.02%	As represented by the Investment Manager
Tax Rate of SPV	20.10%	21.33%	13.87%	17.47%	23.98%	Tax rate applicable to the SPV is considered
Post Tax Cost of Debt (Kd)	6.41%	6.31%	6.91%	6.62%	6.10%	Effective cost of debt. Kd = Pre tax Kd * (1-Effective Tax Rate)
Debt:Equity (DE) Ratio	70.00%	70.00%	70.00%	70.00%	70.00%	Debt : Equity ratio computed as [D/(D+E)]
WACC	7.66%	7.57%	8.07%	7.83%	7.40%	WACC = [Ke * (1 - D/(D+E))] + [Kd * (1-t) * D/(D+E)]

**Appendix 2.2: Calculation of Unlevered Beta for HAM SPVs as on 31<sup>st</sup> March, 2025**

Particulars	Raw Beta	Debt to Market Capitalisation	Effective Tax Rate	Unlevered Beta
IRB InvIT Fund	0.40	70.64%	25.17%	0.26
PG InvIT	0.14	5.27%	25.17%	0.14
<b>Average</b>				<b>0.20</b>

Source: NSE / Internal Workings / Comparable Companies' Financial Statements

Where, **Unlevered Beta = Levered Beta / [1 + (Debt/Equity) \* (1 - t)]**

**Appendix 2.3: Calculation of Re-levered Beta for HAM SPVs as on 31<sup>st</sup> March, 2025**

Particulars	AM-2	CGRG	CTHPL	DME	GSY
Unlevered Beta	0.20	0.20	0.20	0.20	0.20
Debt-Equity Ratio Considered	2.33	2.33	2.33	2.33	2.33
Effective Tax Rate of SPV	20.10%	21.33%	13.87%	17.47%	23.98%
Re-levered Beta	0.57	0.57	0.60	0.59	0.55

Source: Bloomberg / NSE / Internal Workings

Where, **Re-levered Beta = Unlevered Beta \* [1 + (Debt/Equity) \* (1 - t)]**

**Justification of Companies used for calculation of Beta for SPV:**

The following companies are integral players in the Indian infrastructure sector and contributes significantly to the development, operation and maintenance of infrastructure project. Their strong market presence, diversified portfolios and consistent involvement in the key infrastructure projects make them relevant for the computation of beta of HAM SPV in the context of road business valuation.

## ANNEXURE III (Contd.)

### 1. IRB InvIT Fund

The IRB InvIT Fund is a dedicated infrastructure trust that manages toll road assets across India, with a portfolio comprising six operational highway projects. Its focused strategy within the transportation infrastructure sector and operational maturity positions it as a relevant peer in the broader infrastructure trust landscape. Structurally, IRB InvIT shares several characteristics with Nxt-Infra Trust – both are SEBI-registered InvITs with stable, income-generating infrastructure assets and long-term cash flow visibility. These similarities make IRB InvIT a reasonable comparable for evaluating Nxt-Infra Trust, particularly in the context of computing beta for valuation purposes. Moreover, like Nxt-Infra Trust, IRB InvIT is currently operating and generating cash flows from completed assets, thereby offering a realistic proxy for risk return dynamics in the infrastructure domain. Both entities offer annuity-like cash flows, similar investor profiles, and comparable regulatory frameworks. For these reasons, IRB InvIT is considered an appropriate peer for beta estimation in the valuation analysis of Nxt-Infra Trust.

### 2. PG InvIT

PowerGrid InvIT (PG InvIT) primarily owns and operates high-voltage power transmission lines, which form a critical component of India's electricity infrastructure. The trust earns regulated revenues through long-term, fixed-fee contracts with utilities, offering predictable and stable cash flows over extended periods. Nxt-Infra Trust, while operating in a different sector—Roads Sector—shares key structural and financial characteristics with PG InvIT. Both entities are SEBI-registered InvITs with long term contracted revenues, asset-heavy models, and yield-focused investment propositions. These similarities support the application of standard infrastructure valuation methodologies such as the Discounted Cash Flow (DCF) approach, which emphasises long-term cash flow generation and yield expectations. From a capital market perspective, both InvITs are designed to deliver long-term returns to investors through consistent distributions, making them suitable peers in a comparative valuation context.

## APPENDIX 3 – WEIGHTED AVERAGE COST OF CAPITAL FOR THE TOLL SPV AS ON 31<sup>ST</sup> MARCH, 2025

### Appendix 3.1: Calculation of WACC of Toll SPV as on 31<sup>st</sup> March, 2025

Particulars	MCP	Remarks
Risk free return (Rf)	6.55%	Risk Free Rate has been considered based on zero coupon yield curve as at 28 <sup>th</sup> March 2025 of Government Securities having maturity period of 10 years, as quoted on CCIL's website
Market Risk Premium (ERP)	7.00%	Based on historical realised returns on equity investments over a risk free rate represented by 10 years government bonds, a 7% equity risk premium is considered appropriate for India
Beta (Relevered)	0.82	Re-levered Beta (Refer <b>Appendix 3.2</b> and <b>Appendix 3.3</b> for detailed computation)
<b>Cost of Equity (Ke)</b>	<b>12.32%</b>	<b>Base Ke = Rf + (β x ERP)</b>
Company Specific Risk Premium (CSRP)	1.00%	Based on SPV specific risk(s)
<b>Revised Cost of Equity (Ke)</b>	<b>13.32%</b>	<b>Adjusted Ke = Rf + (β x ERP) + CSRP</b>
Pre-tax Cost of Debt (Kd)	8.02%	As represented by the Investment Manager
Tax rate of SPV	17.47%	Tax Rate Applicable to the SPV is considered
<b>Post-tax Cost of Debt (Kd)</b>	<b>6.62%</b>	<b>Effective cost of debt. Kd = Pre tax Kd * (1-Effective Tax Rate)</b>
Debt/(Debt+Equity)	50.00%	Debt : Equity ratio computed as [D/(D+E)]
<b>WACC</b>	<b>9.97%</b>	<b>WACC = [Ke * (1 - D/(D+E))] + [Kd * (1-t) * D/(D+E)]</b>

### Appendix 3.2: Calculation of Unlevered Beta for Toll SPV as on 31<sup>st</sup> March, 2025

Particulars	Raw Beta	Debt to Market Capitalisation	Effective Tax Rate	Unlevered Beta
IRB InvIT Fund	0.40	70.64%	25.17%	0.26
IRB Infrastructure Developers Limited	1.59	241.83%	25.17%	0.56
Dilip Buildcon Limited	1.20	168.99%	25.17%	0.53
<b>Average</b>				<b>0.45</b>

Source: NSE / Internal Workings / Comparable Companies' Financial Statements

## ANNEXURE III (Contd.)

Where, **Unlevered Beta = Levered Beta / [1 + (Debt/Equity) \* (1 - t)]**

**Appendix 3.3: Calculation of Re-levered Beta for Toll SPV as on 31<sup>st</sup> March, 2025**

Particulars	MCP
Unlevered Beta	0.45
Debt-Equity Ratio Considered	1.00
Effective Tax Rate of SPV	17.47%
<b>Re-levered Beta</b>	<b>0.82</b>

**Source:** Bloomberg / NSE / Internal Workings

Where, **Re-levered Beta = Unlevered Beta \* [1 + (Debt/Equity) \* (1 - t)]**

**Justification of Companies used for calculation of Beta for SPV:**

The following companies are integral players in the Indian infrastructure sector and contributes significantly to the development, operation and maintenance of infrastructure project. Their strong market presence, diversified portfolios and consistent involvement in the key infrastructure projects make them relevant for the computation of beta of Toll SPV in the context of road business valuation.

**1. IRB InvIT Fund**

The IRB InvIT Fund is a dedicated infrastructure trust that manages toll road assets across India, with a portfolio comprising six operational highway projects. Its focused strategy within the transportation infrastructure sector and operational maturity positions it as a relevant peer in the broader infrastructure trust landscape. Structurally, IRB InvIT shares several characteristics with Nxt-Infra Trust – both are SEBI-registered InvITs with stable, income-generating infrastructure assets and long-term cash flow visibility. These similarities make IRB InvIT a reasonable comparable for evaluating Nxt-Infra Trust, particularly in the context of computing beta for valuation purposes. Moreover, like Nxt-Infra Trust, IRB InvIT is currently operating and generating cash flows from completed assets, thereby offering a realistic proxy for risk return dynamics in the infrastructure domain. Both entities offer annuity-like cash flows, similar investor profiles, and comparable regulatory frameworks. For these reasons, IRB InvIT is considered an appropriate peer for beta estimation in the valuation analysis of Nxt-Infra Trust.

**2. IRB Infrastructure Developers Limited**

IRB Infrastructure Developers Limited is India's leading and the largest integrated and first multi-national transport infrastructure developer in roads and highways sector, with major presence in the BOT (Build Operate Transfer) space. Thus, we find it appropriate to consider IRB Infrastructure Developers Limited as a comparable company for Toll.

**3. Dilip Buildcon Limited**

Dilip Buildcon Limited (DBL) is a large road construction company with capabilities in Roads & Highways, Metro, Irrigation, Special Bridges, Urban developments, etc with presence in 19 states and 1 union territory in India. DBL's business comprises of (a) Construction business, under which DBL undertake road, airport, metro rail viaduct and mining excavation projects on an EPC basis; (b) Infrastructure, maintenance and operations business, under which DBL undertake maintenance and operation of BOT road projects, DBL maintains roads and highways and conduct toll operations of BOT projects. Thus, we find it appropriate to consider DBL as a comparable company for Toll.

## ANNEXURE III (Contd.)

**APPENDIX 4: SUMMARY OF OPERATING EXPENSES OF HAM SPVS**

						INR Lakhs
AM-2	Electricity Expense	Manpower Cost	Other O&M Cost	Labour Cess	CSR Expense	Total
10-May-25	-	151	424	-	42	617
10-Nov-25	-	151	424	-	42	617
10-May-26	-	158	432	-	64	655
10-Nov-26	-	158	432	-	64	655
10-May-27	-	166	454	-	63	683
10-Nov-27	-	166	454	-	63	683
10-May-28	-	175	476	-	58	709
10-Nov-28	-	175	476	-	58	709
10-May-29	-	183	500	-	53	736
10-Nov-29	-	183	500	-	53	736
10-May-30	-	193	543	-	52	787
10-Nov-30	-	193	543	-	52	787
10-May-31	-	200	561	-	49	810
10-Nov-31	-	67	187	-	25	278

						INR Lakhs
CGRG	Electricity Expense	Manpower Cost	Other O&M Cost	Labour Cess	CSR Expense	Total
05-Aug-25	68	49	466	8	-	591
01-Feb-26	68	49	484	8	-	609
05-Aug-26	72	51	473	9	-	604
01-Feb-27	72	51	473	9	-	604
05-Aug-27	75	54	496	9	-	634
01-Feb-28	75	54	496	9	-	634
05-Aug-28	79	56	521	9	-	666
01-Feb-29	79	56	521	9	-	666
05-Aug-29	83	59	547	10	-	699
01-Feb-30	83	59	547	10	-	699
05-Aug-30	87	62	628	10	-	788
01-Feb-31	87	62	628	10	-	788
05-Aug-31	92	65	603	11	4	775
01-Feb-32	92	65	603	11	4	775
05-Aug-32	96	68	633	11	9	819
01-Feb-33	96	68	633	11	9	819
05-Aug-33	101	72	665	12	14	864
01-Feb-34	101	72	665	12	14	864
05-Aug-34	106	75	718	13	12	924
01-Feb-35	106	75	718	13	12	924

						INR Lakhs
CTHPL	Electricity Expense	Manpower Cost	Other O&M Cost	Labour Cess	CSR Expense	Total
25-Aug-25	184	49	509	3	-	745
25-Feb-26	184	49	509	3	-	745
25-Aug-26	193	51	534	3	-	782
25-Feb-27	193	51	534	3	-	782
25-Aug-27	203	54	568	4	-	828
25-Feb-28	203	54	568	4	-	828
25-Aug-28	213	57	589	4	-	862
25-Feb-29	213	57	589	4	-	862

ANNEXURE III (Contd.)

INR Lakhs

CTHPL	Electricity Expense	Manpower Cost	Other O&M Cost	Labour Cess	CSR Expense	Total
25-Aug-29	223	59	642	4	-	929
25-Feb-30	223	59	642	4	-	929
25-Aug-30	235	62	655	4	-	956
25-Feb-31	235	62	655	4	-	956
25-Aug-31	246	65	690	4	-	1,006
25-Feb-32	246	65	690	4	-	1,006
25-Aug-32	259	69	716	4	-	1,048
25-Feb-33	259	69	716	4	-	1,048
25-Aug-33	272	72	761	5	5	1,115
25-Feb-34	272	72	761	5	5	1,115
25-Aug-34	285	76	789	5	2	1,158
25-Feb-35	285	76	789	5	2	1,158
25-Aug-35	299	80	846	5	0	1,230
25-Feb-36	299	80	846	5	0	1,230
25-Aug-36	253	67	723	5	0	1,049
05-Aug-35	77	55	550	13	11	706

INR Lakhs

DME	Electricity Expense	Manpower Cost	Other O&M Cost	Labour Cess	CSR Expense	Total
25-Jun-25	99	77	404	3	4	587
25-Dec-25	99	77	404	3	4	587
25-Jun-26	104	81	429	3	4	622
25-Dec-26	104	81	429	3	4	622
25-Jun-27	110	85	444	3	2	644
25-Dec-27	110	85	444	3	2	644
25-Jun-28	115	89	466	4	0	674
25-Dec-28	115	89	466	4	0	674
25-Jun-29	121	94	489	4	0	708
25-Dec-29	121	94	489	4	0	708
25-Jun-30	127	98	515	4	-	744
25-Dec-30	127	98	515	4	-	744
25-Jun-31	133	103	566	4	0	806
25-Dec-31	133	103	566	4	0	806
25-Jun-32	140	109	566	4	1	820
25-Dec-32	140	109	566	4	1	820
25-Jun-33	72	56	328	5	1	461

## ANNEXURE III (Contd.)

INR Lakhs

GSY	Electricity Expense	Manpower Cost	Other O&M Cost	Labour Cess	CSR Expense	Total
01-May-25	41	43	396	-	1	482
01-Nov-25	41	43	396	-	1	482
01-May-26	43	45	419	-	3	511
01-Nov-26	43	45	419	-	3	511
01-May-27	46	48	433	-	5	531
01-Nov-27	46	48	433	-	5	531
01-May-28	48	50	455	-	6	559
01-Nov-28	48	50	455	-	6	559
01-May-29	50	53	485	-	6	594
01-Nov-29	50	53	485	-	6	594
01-May-30	53	55	505	-	6	619
01-Nov-30	53	55	505	-	6	619
01-May-31	56	58	552	-	9	675
01-Nov-31	56	58	552	-	9	675
01-May-32	58	61	553	-	12	684
01-Nov-32	58	61	553	-	12	684
01-May-33	61	64	580	-	15	720
01-Nov-33	61	64	580	-	15	720
01-May-34	64	67	619	-	13	763
01-Nov-34	64	67	619	-	13	763
01-May-35	67	71	670	-	12	821
01-Nov-35	11	12	112	-	6	141

## APPENDIX 5: SUMMARY OF REVENUE, EXPENSES AND EBITDA OF TOLL SPV

INR Lakhs

MCP	Toll Revenue	Toll Collection and Patrolling Expense	Routine Maintenance	CSR Expense	EBITDA
	A	B	C	D	E=A-B-C-D
FY 26	41,068	1,028	2,981	34	37,025
FY 27	45,463	1,080	3,108	29	41,247
FY 28	50,142	1,134	3,264	71	45,674
FY 29	55,713	1,190	3,427	136	50,961
FY 30	60,773	1,250	3,598	261	55,664
FY 31	66,303	1,312	3,895	380	60,716
FY 32	71,929	1,378	3,967	536	66,048
FY 33	78,340	1,447	4,165	705	72,022
FY 34	85,867	1,519	4,374	876	79,098
FY 35	93,884	1,595	4,592	1,016	86,680
FY 36	1,03,373	1,675	4,856	1,161	95,681
FY 37	1,12,855	1,758	5,063	1,337	1,04,696
FY 38	60,810	905	2,720	810	56,375

## ANNEXURE III (Contd.)

## Appendix 6.1 – AM-2: Summary of approvals and licences

Sr. No.	Description of the permits	Issuing Authority	Date of Issue	Validity
1	Labour License No. 1952700110028171	Govt. of Maharashtra, Licensing dept.	23-02-2021	28-02-2022
2	BOCW Certificate No. 1952702310006606	Govt of Maharashtra	01-03-2019	28-02-2020
3	Labour License No. 1952700110028171	Govt. of Maharashtra, Licensing dept.	03-06-2019	29-02-2020
4	Forest Department clearance Paratwada - Ghatang	Govt of Maharashtra, Forest Dept	05-03-2021	Lifetime
5	Forest Department clearance Paratwada - Ghatang	Govt of Maharashtra, Forest Dept	05-03-2021	Lifetime
6	Forest Department clearance Paratwada - Ghatang	Govt of Maharashtra, Forest Dept	19-10-2020	Lifetime
7	Forest Department clearance Paratwada - Ghatang	Govt of Maharashtra, Forest Dept	19-10-2020	Lifetime
8	Forest Department clearance Paratwada - Ghatang	Govt of Maharashtra, Forest Dept	19-10-2020	Lifetime
9	Letter of Appointment	Public Works department	28-05-2019	
10	Provisional certificates	G-Eng Advisory Services, JV Global Infra Solutions, AICONS Engineering Pvt Ltd, JV Real Strength Infrastructure, M.S.Consultant JV Krishna Techno Consult	11-11-2021	Lifetime
11	Completion certificate	G-Eng Advisory Services, JV Global Infra Solutions, AICONS Engineering Pvt Ltd, JV Real Strength Infrastructure, M.S.Consultant JV Krishna Techno Consult	29-07-2022	Lifetime

Source: Investment Manager

## Appendix 6.2 – CGRG: Summary of approvals and licences

Sr. No.	Description of the permits	Issuing Authority	Date of issue	Validity/ Current status
1	Forest Department clearance HRB023/2015-CHA	Ministry of Environment, Forest and Climate Change	28-05-2015	Lifetime
2	Letter of Appointment NHAI/PIU-DDNMBL(CGRG)/14629	NHAI	06-03-2018	Lifetime
3	Forest Department clearance 8B/USP/06/288/2015/1090	Ministry of Environment, Forest and Climate Change		26-09-2023
4	Certificate of registration of labour license	Ministry of Labour and Employment	15-03-2018	14-03-2019
5	Renewal of certificate of registration dated Feb 19, 2019	Ministry of Labour and Employment		14-03-2020

Source: Investment Manager

## Appendix 6.3 – CTHPL: Summary of approvals and licences

Sr. No.	Description of the permits	Issuing Authority	Date of Issue	Validity
1	Registration Certificate No. BOCW/ALC/NAGPUR/2019/R-10	Ministry of Labour	11-02-2020	18-02-2021
2	Water Clearance	Government of Maharashtra	21-02-2019	Lifetime
3	Forest Clearance	Forest Officer, Jalgaon	28-08-2018	Lifetime
4	Provisional Certificate	Independent Engineer	01-09-2021	Lifetime
5	Completion Certificate	Independent Engineer	22-12-2022	Lifetime

Source: Investment Manager

## Appendix 6.4 – DME: Summary of approvals and licences

Sr. No.	Description of the permits	Issuing Authority	Date of Issue	Validity
1	Part permission for felling/transplant of 1000 trees	DEPARTMENT OF FOREST AND WILD LIFE	24-11-2016	Lifetime
2	Part permission for felling/transplant of 1000 trees	DEPARTMENT OF FOREST AND WILD LIFE	29-11-2016	Lifetime
3	Certification of registration	Labour and Employment Department	10-02-2017	Lifetime
4	Completion Certificate	Independent Engineer	29-10-2018	Lifetime
5	Labour License AU-1/46/2/2017-R	Office of the Licensing Officer	30-08-2023	29-08-2024
6	IWAI/PR/NW-1/Nav.Clearance/2014-15 Vol II	Inland Waterways Authority of India	24-11-2016	Lifetime
7	CLRA/ALC/NEW/DLEH1/2019/101	Labour and Employment Department	03-08-2022	29-07-2023
8	LEI Code	Legal Entity Identifier of India		17-08-2024
9	NHAI/PIU/GZB/DME-1/12027/GEN/2017	National Highways Authority of India	06-03-2017	Lifetime
10	NHAI/PIU/GZB/DME-1/12021/CONC/2017	National Highways Authority of India	08-01-2018	Lifetime
11	Provisional Completion Certificate	Independent Engineer	28-06-2018	Lifetime

Source: Investment Manager

## ANNEXURE III (Contd.)

**Appendix 6.5 – GSY: Summary of approvals and licences**

Sr. No.	Description of the permits	Issuing Authority	Date of Issue	Validity
1	Forest Clearance HRBO23/2015- CHA	Ministry of Environment, Forest and Climate Change	28-05-2015	Lifetime
2	Water Clearance 57772/UPPCB/Saharanpur(UPPCBROYCTO/wat	U.P. Pollution Control Board	21-05-2019	Lifetime
3	Registration Certificate F.No. D-57 (17)2018/ALC	Ministry of Labour and Employment	28-02-2018	Lifetime
4	LEI Code	Legal Entity Identifier of India		15-05-2024
5	Confirmation of transfer of 100% shareholding	National Highways Authority of India	31-10-2022	Lifetime
6	Glg/crusher/Y.nagar/L-15	Department of Mines and Geology	22-11-2017	Lifetime
7	Permission for storage of diesel at camp	Collector and District Magistrate	27-04-2018	Lifetime
8	Forest Clearance	Ministry of Environment, Forest and Clearance	06-04-2018	Lifetime
9	Water Clearance 57772/UPPCB/Saharanpur(UPPCBROYCTO/wat	U.P. Pollution Control Board	11-05-2019	31-07-2020
10	Completion Certificate	Independent Engineer	10-02-2020	Lifetime

Source: Investment Manager

**Appendix 6.6 – MCP: Summary of approvals and licences**

Sr. No.	Description of the permits	Issuing Authority	Date of Issue	Validity
1	Provisional Certificate - I	Independent Engineer	31-03-2022	Lifetime
2	Provisional Certificate - II	Independent Engineer	25-04-2023	Lifetime
3	Labour License - Haryana Section	Office of the Licensing Officer	21-09-2023	20-09-2024
4	Labour License - Delhi Section	Office of the Licensing Officer	21-09-2023	20-09-2024
5	Principal Employers License	National Highways Authority of India	18-06-2020	Lifetime
6	DG Certificate - I	Executive Engineer	20-05-2021	Lifetime
7	DG Certificate - II	Executive Engineer	06-08-2021	Lifetime
8	Forest Clearance	Office of the Deputy Conservator of Forest	23-10-2017	Lifetime

Source: Investment Manager

**APPENDIX 7 – SUMMARY OF ONGOING LITIGATIONS**

AM2						
Sr. No.	Entity	Nature of the Matter	Pending Before	Financial Claim / Impact (INR Crs)	Brief summary of the facts of the matter	Current Status
1	AM-2	Department of Public Works	NA	0.11	RIPL has received a letter from the Executive Engineer, Department of Public Works, Government of Maharashtra dated 25 January 2022 in connection with the royalty penalty imposed by Revenue Department in Pckg-91A claiming a sum of INR 10,89,600 (Indian Rupees Ten Lakhs Eighty Nine Thousand and Six Hundred). RIPL vide its letter dated 7 February 2022 has informed the NHAJ that the subcontractor, M/s Ajaydeep Infracon Pvt. Ltd. has filed a writ petition before High Court, Nagpur Bench against orders passed by Tehsildar and as such the matter is subjudice. RIPL has requested NHAJ to await the decision of High Court, Nagpur Bench in this regard. There is no further correspondence issued by the Authority in this regard. No payment has been withheld by the Authority till date on this account.	No Change
2	AM-2	Indirect Taxation	Additional Director Maresh Kumar DGGI, Mumbai	12.00	Penalty for non payment of tax within prescribed time	Demand reduced to NIL Penalty of Rs 12 Cr along with interest has been raised Appeal filed before Commissioner Appeal on 14.1.2025
3	AM-2	Indirect Taxation	Superintendent Group 15 - Circle V	0.88	Notice for Conducting Audit for FY 2017-18 to FY 2022-23	Relevant submission made. DRC 01A recd on 25.4.2025. Personal Hearing to be held on 10.5.2025
CGRG						
Sr. No.	Entity	Nature of the Matter	Pending Before	Financial Claim / Impact (INR Crs)	Brief summary of the facts of the matter	Current Status
1	CGRG	Indirect Taxation	Deputy Commissioner (Anti Evasion) Central Goods & Services Tax Commissionerate – Dehradun	66.00	Difference in turnover between GSTR-3B and TDS return uploaded by NHAJ for Financial Year 2019-2020 to Financial Year 2021-2022	Reply given closure Letter awaited
2	CGRG	Indirect Taxation	Superintendent CGST Range II Roorkee	16.81	Difference in GST Liability declared in GSTR-1 and GSTR-3B for FY 2020-21 to FY 2023-24	Submission made before AO. Reply awaited from AO. No demand raised only Enquiry
3	CGRG	Indirect Taxation	CGST Range Sarsawa	20.48	Excess Availment of ITC regar	Reply submitted. No Demand raised, enquiry only
CTHPL						
Sr. No.	Entity	Nature of the Matter	Pending Before	Financial Claim / Impact (INR Crs)	Brief summary of the facts of the matter	Current Status
1	CTHPL	Indirect Taxation	Mr. B.R Nirapure (Superintendent) Bhusawal range	11.44	Mismatch in GSTR 1 and GSTR 3B Turnover for FY 2022-23	Reply submitted. No Demand raised, enquiry only
DME						
Sr. No.	Entity	Nature of the Matter	Pending Before	Financial Claim / Impact (INR Crs)	Brief summary of the facts of the matter	Current Status
1	DME	Indirect Taxation	Sales Tax Officer Class II / AVATO Ward 94:Zone 8:Delhi	17.07	Reversal of Proportionate ITC for exempt supply	As assessment Order issued. Appeal Filed

ANNEXURE III (Contd.)

MCP						
Sr. No.	Entity	Nature of the Matter	Pending Before	Financial Claim / Impact (INR Crs)	Brief summary of the facts of the matter	Current Status
1	MCP	Statutory or Regulatory	NA	0.20	<p>A show cause notice bearing reference no. HSPCB/KAR/2021/5185 dated 26 November 2021 was issued by Haryana State Pollution Control Board to NHAI for action under Section 31-A of Air (Prevention and Control of Pollution) Act, 1981 and violation of direction issued by Central Pollution Control Board under Section 5 of Environmental (Protection) Act, 1986 due to non-implementation of proper dust control measures which was then referred to WIFL by NHAI vide notice bearing reference no. NHAI/PIUSNP/PCPB/2021/D-6566 dated 29 November 2021.</p> <p>Authority, relying on letter from Haryana State Pollution Control Board, vide letter dated 24 December 2021 informed the Concessionaire to deposit Environmental Compensation of Rs. 20,00,000/- for violation of Graded Response Action Plan. The Concessionaire vide letter dated 27 December 2021 notified the Authority about the measures taken for control of dust emission. Authority vide letter dated 06 January 2022 informed that the compliance submitted by the Concessionaire is not satisfactory, requested for proper justification and directed to deposit Environmental Compensation of Rs. 20,00,000/-.</p> <p>The Concessionaire again vide letter dated 11 January 2022 submitted detailed justification and requested Authority to relieve the Concessionaire from Environmental Compensation of Rs. 20,00,000/- since the Concessionaire has complied as per the notice.</p> <p>A show cause notice bearing reference no. HSPCB/KAR/2021/5185 dated 26 November 2021 was issued by Haryana State Pollution Control Board to NHAI for action under Section 31-A of Air (Prevention and Control of Pollution) Act, 1981 and violation of direction issued by Central Pollution Control Board under Section 5 of Environmental (Protection) Act, 1986 due to non-implementation of proper dust control measures which was then referred to WIFL by NHAI vide notice bearing reference no. NHAI/PIUSNP/PCPB/2021/D-6566 dated 29 November 2021.</p> <p>Authority, relying on letter from Haryana State Pollution Control Board, vide letter dated 24 December 2021 informed the Concessionaire to deposit Environmental Compensation of Rs. 20,00,000/- for violation of Graded Response Action Plan. The Concessionaire vide letter dated 27 December 2021 notified the Authority about the measures taken for control of dust emission. Authority vide letter dated 06 January 2022 informed that the compliance submitted by the Concessionaire is not satisfactory, requested for proper justification and directed to deposit Environmental Compensation of Rs. 20,00,000/-.</p> <p>The Concessionaire again vide letter dated 11 January 2022 submitted detailed justification and requested Authority to relieve the Concessionaire from Environmental Compensation of Rs. 20,00,000/- since the Concessionaire has complied as per the notice.</p>	No Change
2	MCP	Statutory or Regulatory	NA	0.20	<p>Show cause notice bearing reference no. HSPCB/KAR/2021/5969 dated 10 December 2021 was issued by Haryana State Pollution Control Board to NHAI for environmental compensation of INR 20,00,000 (Indian Rupees Twenty Lakhs) due to C&amp;D waste and garbage dumping on both sides of the highway which was then referred to WIFL by NHAI vide notice bearing reference no. NHAI/PIUSNP/NH-44/M-6/12021/D-7054 dated 24 December 2021 as WIFL is bound to indemnify NHAI as per Article 42.1.1 of the Concession Agreement for WIFL.</p> <p>WIFL issued a letter to its sub-contractor, New India Structure Private Limited intimating about the show cause notices and requesting it to indemnify in terms of clause 8.6.2 (a) of the contract agreement dated 4 June 2020.</p> <p>WIFL responded to NHAI vide its letter bearing reference nos. WIFL/NHAI/Site/2022/1261, WIFL/NHAI/Site/2022/1296 dated 27 December 2021 and 11 January 2022 that WIFL has taken curative measures in accordance with Graded Response Action Plan issued by Central Pollution Control Board and thereby requested waiver of the environmental compensation of INR 20,00,000 (Indian Rupees Twenty Lakhs) levied by NHAI.</p>	No Change
3	MCP	Statutory or Regulatory	NA	0.10	<p>HSPCB issued a show cause notice to WIFL dated 15 November, 2022 informing that the air quality index is of poor quality due to appropriate measures not being undertaken by WIFL and asked WIFL to deposit an amount of INR 10,00,000 (Indian Rupees Ten Lakhs) as environmental compensation by way of demand draft in favour of HSPCB. WIFL vide its letter dated 12 December 2022 replied that appropriate measures are being implemented by WIFL to curb the pollution and requested NHAI to pursue HSPCB to relieve the environmental compensation of INR 10,00,000 (Indian Rupees Ten Lakhs) imposed on WIFL and NHAI vide letter dated 19 December 2022 requested HSPCB to revoke the show cause notice and withdraw the penalty of INR 10,00,000 (Indian Rupees Ten Lakhs) imposed on WIFL.</p> <p>Subsequently the Concessionaire has deposited an amount of INR 10,00,000 (Indian Rupees Ten Lakhs) vide letter 2037 dated 10.03.2023 against the imposition of penalty by HSPCB vide notice dated 15.11.2022.</p>	No Change
4	MCP	Arbitration	Delhi High Court, New Delhi	4.10	<p>Prior to taking over of Mukarba project on 06.08.2020, Pan India Infra Projects Pvt Ltd (PIPL) was main EPC Contractor of Mukarba Chowk – Panipat Toll Roads Ltd.</p> <p>Vidya Projects Pvt Ltd (Vidya) was a sub-contractor to PIPL.</p> <p>As per Vidya, the outstanding amount of Rs. 6,10,00,000/- is from PIPL. Upon instruction from Essel Group, the part payment of Rs. 1,96,00,000/- was made to Vidya.</p> <p>Vidya demanded unpaid dues of Rs. 4,10,00,000/- of PIPL/MCPTRL from WIFPL.</p> <p>Vidya invoked arbitration on 25.11.2021 as per the Substitution and Amendment Agreement dated 25.06.2020 executed between Essel, PIPL, MCPTRL and Vidya.</p> <p>Vidya has filed Section.11 petition for appointment of arbitrator before Hon'ble Delhi High Court.</p>	<p>WIFPL filed the reply on 22.03.2022.</p> <p>Vidya filed the Rejoinder on 10.05.2022.</p> <p>On 26.05.2023, WIFPL submitted additional affidavit, stating that the agreement is not stamped.</p> <p>The last hearing was on 04.01.24. The present petition is disposed of as withdrawn, with a liberty to the petitioner to take recourse to civil remedies as available under law.</p>
5	MCP	Commercial Suit for recovery before the Hon'ble Delhi High Court	Delhi High Court, New Delhi	INR 4,10,00,000 with pendente-lite and future interest @ 12% pa	<p>On 04.01.2024, the arbitration petition of Vidya Project was disposed of as withdrawn by Vidya. On the said date, the Court has granted liberty to Vidya to pursue other civil remedies available to it under law. Accordingly, Vidya first filed a pre-litigation mediation before the Mediation Centre of the Delhi High Court as prescribed under the Commercial Court Act, 2015. The said mediation failed and therefore, Vidya has filed a commercial suit for recovery for its allegedly unpaid dues of Rs. 4,10,00,000 with pendente-lite and future interest at 12% pa.</p>	<p>Vidya has also filed an application seeking condonation of delay in filing its recovery suit. We have filed a reply to this application objecting to condonation of this delay. We have filed our Application for Leave to Defend. The matter is next listed for hearing on 31.07.2025.</p>

## ANNEXURE III (Contd.)

### APPENDIX 8 – BRIEF DETAILS ABOUT THE VALUER

#### Professional Experience

- Mr. S. Sundararaman is a fellow member from the Institute of Chartered Accountants of India, Graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI) and has completed the Post Qualification Certification courses of ICAI on IFRS, Valuation.
- He is a registered Insolvency Professional and a Registered Valuer for Securities or Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India (IBBI) after passing the respective Examinations.
- He possesses more than 30 years of experience in servicing large and medium sized clients in the areas of Corporate Advisory including Strategic Restructuring, Governance, Acquisitions and related Valuations and Tax Implications apart from Audit and Assurance Services.
- His areas of specialisation include valuation for various Infrastructure Companies including valuation for Investment Infrastructure Trusts (InvITs).

#### Professional Qualifications & Certifications

- FCA
- Grad CWA
- Certificate Courses on Valuation
- Certificate Course on IFRS
- Information Systems Audit (DISA of ICAI)
- Insolvency Professional
- IBBI Registered Valuer

#### Contact Details:

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**Mobile:** +91 97909 28047

**Email:** chennaiissr@gmail.com

#### Registration Details

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

# **Financial Statements**

## Annexure IV

# Independent Auditor's Report

### To the Unitholders of Nxt-Infra Trust

#### Report on the Audit of the Standalone Financial Statements

##### OPINION

We have audited the accompanying standalone financial statements of Nxt-Infra Trust ("the InvIT"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Unitholder's Equity for the year then ended, the Statement of Net Assets at fair value as at March 31, 2025, the Statement of Total Returns at fair value, the Statement of Net Distributable Cash Flows ('NDCF') of the InvIT for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Trusts) Regulations, 2014, as amended including any guidelines and circulars issued thereunder (together referred as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) including InvIT Regulations, of the state of affairs of the InvIT as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in unitholder's equity for the year ended March 31, 2025, its net assets at fair value as at March 31, 2025, its total returns at fair value and the net distributable cash flows of the InvIT for the year ended March 31, 2025.

##### BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), issued by the Institute of Chartered Accountants of India ('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 InvIT in accordance with the 'Code of Ethics' issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the InvIT regulations, 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 audit opinion on the standalone financial statements.

##### EMPHASIS OF MATTER

We draw attention to Note 8 of the standalone financial statements, which describes the presentation/classification of "Unit Capital" as "Equity" instead of the applicable requirements of Ind AS 32 - Financial Instruments: Presentation, in order to comply with the relevant InvIT Regulations. Our opinion is not modified in respect of this matter.

##### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2025. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Independent Auditor's Report (contd.)

Key audit matters	How our audit addressed the key audit matter
<p><b>Acquisition of subsidiaries/Joint Venture</b> (as described in Note 2.3 and 34 of the standalone financial statements)</p> <p>During the year, the InvIT had entered into a share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited ('Actis') for acquisition of 100% equity stake in five subsidiaries and 49% equity stake in a joint venture for a consideration of Rs 13,300 million (paid in the form of issue of 133 million units of Rs 100 each to Actis). The InvIT has also determined the fair valuation of the assets acquired and the liabilities assumed on the date of acquisition at Rs 14,907.37 million, including the fair value of the derivative asset acquired with respect to the InvIT's right to acquire balance 51% equity in the joint venture at a fixed consideration in future.</p> <p>The Investment Manager has made an evaluation of substance of the transaction and has assessed that the same is an asset acquisition under common control and the difference between the fair value of the net assets acquired by InvIT and consideration paid by the InvIT is in the nature of non-reciprocal capital contributions by Actis being controlling unitholder, both pre-acquisition and post-acquisition. Accordingly, the difference of Rs 1,607.37 million has been recorded as a capital reserve in the financial statements. Further, based on the fair valuation determined on date of acquisition, the Investment Manager has also impaired a portion of the loans given by the InvIT to certain subsidiaries on acquisition date and subsequently measured these loans at fair value.</p> <p>Being a material transaction in the current year and the judgments involved in accounting for the transaction, including estimates used in determining fair value of the net assets acquired, the same has been considered as a key audit matter.</p>	<p><b>Our audit procedures included the following:</b></p> <ul style="list-style-type: none"> <li>• Read and evaluated the key terms of the underlying agreements applicable to the acquisitions including agreement with Actis, whereby Actis upon the acquisition of balance 51% equity stake in joint venture is obligated to offer these shares to the InvIT for a fixed consideration.</li> <li>• Obtained and read the fair valuation reports issued by the independent valuer engaged by the Investment manager for measuring the assets acquired and liabilities assumed at fair value. Assessed independent valuer's objectivity and independence.</li> <li>• Obtained Investment manager's assessment on accounting for acquisition at fair value instead of transaction value including specific reasons for difference between fair value of net assets acquired and consideration paid and basis of recording the difference in capital reserve.</li> <li>• Involved valuation specialists to review assumptions used by the independent valuer engaged by the Investment manager in arriving at the fair value of assets and liabilities of the subsidiaries and joint ventures on the date of acquisition and subsequently as at March 31, 2025.</li> <li>• Assessed investment manager's determination of fair value of loans and derivative asset as at date of acquisition and as at March 31, 2025 based on the valuation reports issued by the independent valuer.</li> <li>• Assessed disclosures made in the financial statements regarding the acquisition.</li> </ul>
<p><b>Impairment assessment of investment in subsidiaries and joint venture</b> (as described in note 2.2(b)(iv), 2.3 and 4 of the standalone financial statements)</p> <p>Investment in subsidiaries and jointly controlled entities are measured at cost less impairment as per Ind AS 27 - 'Separate Financial Statements'. Where an indication of impairment exists, the InvIT tests these investments for impairment in accordance the policy applicable to 'Impairment of non-financial assets; and the carrying amount of the investment is assessed and written down to its recoverable amount, being higher of fair value less costs of disposal and value in use. The value in use of the investments is determined based on the discounted cash flow model using judgements / estimates on discount rates, future operating income and cost, inflation etc.</p> <p>Considering the above, impairment of investment in subsidiaries/joint venture is determined to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the InvIT's accounting policies with respect to impairment and obtained understanding of the valuation methodology applied by the investment manager in determining the recoverable amount including key estimates relating to discount rates, future operating income and cost, inflation etc.</li> <li>• Obtained and read the fair valuation reports issued by the independent valuer engaged by the Investment manager. Assessed independent valuer's objectivity and independence.</li> <li>• Involved valuation specialists to review the valuation methodology and the assumptions used.</li> <li>• Assessed disclosures made in the financial statements.</li> </ul>

## Independent Auditor's Report (contd.)

### OTHER INFORMATION

The Investment Manager of Walter Infra Manager Private Limited 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 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 do 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 such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

### RESPONSIBILITIES OF MANAGEMENT FOR THE STANDALONE FINANCIAL STATEMENTS

The Investment Manager is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in unitholder's equity for the year ended March 31, 2025, the net assets at fair value as at March 31, 2025, the total returns at fair value of the InvIT and the net distributable cash flows of the InvIT for the year ended March 31, 2025 in accordance with the requirements of the InvIT Regulations; the Indian Accounting Standards as defined in Rule 2(l)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records for safeguarding of the assets of the InvIT 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 the design, implementation and maintenance of adequate internal 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.

In preparing the standalone financial statements, Investment Manager is responsible for assessing the InvIT'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 Investment Manager either intends to liquidate the InvIT or to cease operations, or has no realistic alternative but to do so.

Those Investment Manager is also responsible for overseeing the InvIT's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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 SAs 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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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 opinion on effectiveness of the InvIT's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Investment Manager.

## Independent Auditor's Report (contd.)

- 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 InvIT'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 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 InvIT to cease to continue as a going concern.
- 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, that we identify during our audit.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2025 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.

### OTHER MATTER

The standalone financial statements of the InvIT includes information for the year ended March 31, 2024 as comparative financial information which have been prepared solely based on the information as compiled by the Investment Manager and approved by the Board of Directors of Investment Manager and has not been subjected to audit.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Based on our audit and as required by InvIT 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;
- B. The Standalone Balance Sheet, and the Statement of Standalone Profit and Loss are in agreement with the books of account; and
- C. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards (Ind AS) as defined in Rule 2(l)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For **SRBC & COLLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**per Suresh Yadav**

Partner

Place of Signature: Mumbai

Membership Number: 119878

Date: May 29, 2025

UDIN: 25119878BMNYXB5948

# Standalone Balance Sheet

as at March 31, 2025

(All amounts in INR millions unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and equipment	3	0.16	-
Financial assets			
i. Investments	4	11,793.72	-
ii. Loans	5	37,535.24	-
iii. Other financial assets	6	8,248.77	-
<b>Total Non-Current Assets</b>		<b>57,577.89</b>	<b>-</b>
<b>Current assets</b>			
Financial assets			
i. Cash and cash equivalents	7	344.30	-
ii. Loans	5	3,720.73	-
iii. Other financial assets	6	0.06	-
<b>Total Current Assets</b>		<b>4,065.09</b>	<b>-</b>
<b>Total Assets</b>		<b>61,642.98</b>	<b>-</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Unit capital	8	25,941.17	-
Other equity	9	3,877.13	-
<b>Total Unit Holder's Equity</b>		<b>29,818.30</b>	<b>-</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
i. Borrowings	10	30,420.60	-
Deferred tax liabilities (Net)	11	201.93	-
<b>Total Non-Current liabilities</b>		<b>30,622.53</b>	<b>-</b>
<b>Current liabilities</b>			
Financial liabilities			
i. Borrowings	12	1,034.40	-
ii. Trade payables	13		
a. Total outstanding dues of micro enterprises and small enterprises		-	-
b. Total outstanding dues of creditors other than micro enterprises and small enterprises		7.14	-
iii. Other financial liabilities	14	158.95	-
Other current liabilities	15	1.20	-
Current tax liabilities (net)		0.46	-
<b>Total Current Liabilities</b>		<b>1,202.15</b>	<b>-</b>
<b>Total Liabilities</b>		<b>31,824.68</b>	<b>-</b>
<b>Total Equity and Liabilities</b>		<b>61,642.98</b>	<b>-</b>
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements  
As per our report of even date

**For S R B C & Co LLP**

Chartered Accountants

ICAI Firm's Registration No :324982E/E300003

**per Suresh Yadav**

Partner

Membership No: 119878

Place : Mumbai

Date : May 29, 2025

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as an Investment Manager of Nxt-Infra Trust)**
**Sumit Sen**

Director

DIN: 06734410

Place: Mumbai

Date : May 29, 2025

**Gaurav Chaturvedi**

Director &amp; Chief Financial Officer

DIN: 08884892

Place: Mumbai

Date : May 29, 2025

**Aditi Tawde**

Company Secretary

ICSI Membership no. ACS: 28753

Place: Mumbai

Date : May 29, 2025

# Standalone Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

Particulars	Notes	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
<b>I. INCOMES AND GAINS:</b>			
Fair value gain or loss / Interest Income on loans given to subsidiaries	17	4,171.58	-
Interest income on deposit with banks		73.18	-
Other income	18	1,350.71	-
<b>Total Income (I)</b>		<b>5,595.47</b>	<b>-</b>
<b>II. EXPENSES AND LOSSES:</b>			
Valuation expenses		1.06	-
Audit fees		6.19	-
Investment management fees	19	37.80	-
Depreciation and amortisation expense	20	0.09	-
Finance costs	21	1,979.40	-
Impairment of Investment in subsidiary	4(b)	255.70	-
Other expenses	22	5.11	-
<b>Total expenses (II)</b>		<b>2,285.35</b>	<b>-</b>
<b>III. Profit before tax (I-II)</b>		<b>3,310.12</b>	<b>-</b>
<b>IV. Tax expense</b>	23		
Current tax		32.26	-
Deferred tax		201.93	-
<b>Total Tax expense</b>		<b>234.19</b>	<b>-</b>
<b>V. Profit for the year / period (III-IV)</b>		<b>3,075.93</b>	<b>-</b>
<b>VI. Other comprehensive income</b>			
Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax)		-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax)		-	-
<b>Other comprehensive income for the period / year (net of tax)</b>		<b>-</b>	<b>-</b>
<b>VII. Total comprehensive income for the period / year (net of tax) (V+VI)</b>		<b>3,075.93</b>	<b>-</b>
Earnings per unit (issue value of INR100 per unit)	24	14.27	-
Basic and diluted (in INR)			
Summary of material accounting policies	2.2	-	-

The accompanying notes are an integral part of the standalone financial statements  
As per our report of even date

**For S R B C & Co LLP**  
Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as an Investment Manager of Nxt-Infra Trust)**

**per Suresh Yadav**  
Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

**Sumit Sen**  
Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

**Gaurav Chaturvedi**  
Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

**Aditi Tawde**  
Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Standalone Statement of Cash Flow

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>3,310.12</b>	-
Non-cash adjustment to reconcile profit before tax to net cash flows	-	-
Impairment of investment in subsidiaries	255.70	-
Gain on remeasurement of instrument measured at FVTPL	(1,350.71)	-
Finance costs	1,979.40	-
Interest income on loans given to subsidiaries (including net gain on fair value)	(4,171.58)	-
Income from investment in Fixed deposit	(73.18)	-
Depreciation	0.09	-
<b>Operating (loss)/gain before working capital changes</b>	<b>(50.16)</b>	-
Movements in assets and liabilities:	-	-
- trade payables	7.14	-
- other current and non-current financial liabilities	-	-
- other current and non current liabilities	1.20	-
- other current and non current financial asset	(0.06)	-
- other current and non current asset	-	-
<b>Cash (used in) Operations</b>	<b>(41.88)</b>	-
<b>Direct taxes (paid)/refund</b>	<b>(31.80)</b>	-
<b>Net cash flow (used in) operating activities (A)</b>	<b>(73.68)</b>	-
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property plant and equipment	(0.25)	-
Interest received on fixed deposits	17.69	-
Investment in fixed deposits	(1,122.58)	-
Interest Received from subsidiaries / joint venture	2,841.67	-
Senior loan given to subsidiaries / joint venture	(31,967.88)	-
Subordinated loan given to subsidiaries / joint venture	(14,307.46)	-
Subordinated loan given to subsidiaries	-	-
Repayment of subordinated loan by subsidiaries / joint venture	1,436.93	-
Repayment of senior loan by subsidiaries / joint venture	2,201.54	-
<b>Net cash flow (used in) investing activities (B)</b>	<b>(40,900.34)</b>	-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of unit capital	15,200.00	-
Issue expenses	(111.91)	-
Distribution to unitholders	(3,253.09)	-
Proceeds from long term borrowings	32,217.88	-
Repayment of long term borrowings	(719.28)	-
Finance cost paid	(2,015.28)	-
<b>Net cash flow generated from financing activities (C)</b>	<b>41,318.32</b>	-
<b>Net increase in cash and cash equivalents (D=A+B+C)</b>	<b>344.30</b>	-
<b>Cash and cash equivalents as at beginning of year (E)</b>	-	-
<b>Cash and cash equivalents as at the end of year (D+E)</b>	<b>344.30</b>	-

Standalone Statement of Cash Flow  
for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

Components of cash and cash equivalents	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Balances with banks		
- In current accounts	6.09	-
- Deposit with original maturity of less than 3 months	338.21	-
<b>Total cash and cash equivalents</b>	<b>344.30</b>	<b>-</b>

The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in the "Indian Accounting Standard (Ind AS) 7- Statement of Cash Flows" issued by the Institute of Chartered Accountants of India

**Changes in liabilities arising from financing activities in terms of Ind AS 7:**

	As at April 1, 2024	Net cash flow	Others*	As at March 31, 2025
Borrowings (including current maturities and interest)	-	31498.60	(43.60)	31,455.00
<b>Total</b>	<b>-</b>	<b>31498.60</b>	<b>(43.60)</b>	<b>31,455.00</b>

**Long term borrowings (including current maturities and interest accrued)**

	As at April 1, 2023	Net cash flow	Others*	As at March 31, 2024
Borrowings (including current maturities and interest)	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* Others consist of interest accrued and other borrowing cost accrued during the year

During the year ended March 31, 2025, the InvIT had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited for acquisition of 100% equity stake in its five subsidiaries and 49% equity stake in its joint venture (refer note 34). As against this, the InvIT had issued 133 million units with issue price of Rs 100 per unit as consideration against above sale of shares. The same being non-cash transaction is not reflected in standalone cash flow statement.

The accompanying notes are an integral part of the standalone financial statements

Refer note 2.2 of summary of material accounting policies.

As per our report of even date

**For S R B C & Co LLP**  
Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as an Investment Manager of Nxt-Infra Trust)**

**per Suresh Yadav**  
Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

**Sumit Sen**  
Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

**Gaurav Chaturvedi**  
Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

**Aditi Tawde**  
Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Standalone Statement of Changes in Unitholder's Equity

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

## A. UNIT CAPITAL (REFER NOTE 8)

Particulars	No. of units	INR in millions
<b>Balance as at October 26, 2023 (refer note 36)</b>	-	-
Add: Units issued during the year	-	-
Less: Issue related expenses	-	-
<b>Balance as at March 31, 2024</b>	-	-
<b>Balance as at April 01, 2024</b>	-	-
Add: Units issued during the year	28,50,00,000.00	28,500.00
Less: Issue related expenses	-	(111.91)
Less: Repayment of unit capital (refer note (ii) below)	-	(2,446.92)
<b>Balance as at March 31, 2025</b>	<b>28,50,00,000.00</b>	<b>25,941.17</b>

## B. OTHER EQUITY

Particulars	Reserves and surplus		
	Capital Reserve	Retained earnings	Total
<b>Balance as at October 26, 2023 (refer note 36)</b>	-	-	-
Profit for the year	-	-	-
Other comprehensive income for the year	-	-	-
Less : Distribution to unitholders during the year	-	-	-
<b>Balance as at March 31, 2024</b>	-	-	-
<b>Balance as at April 01, 2024</b>	-	-	-
Profit for the year	-	3,075.93	3,075.93
Other comprehensive income for the year	-	-	-
On account of acquisition (Refer note 9)	1,607.37	-	1,607.37
Less : Distribution to unitholders during the year (refer note (ii) below)	-	(806.17)	(806.17)
<b>Balance as at March 31, 2025</b>	<b>1,607.37</b>	<b>2,269.76</b>	<b>3,877.13</b>

### Notes:

- (i) The distributions made by Nxt Infra Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of Nxt Infra under InvIT regulations.
- (ii) The board of directors of the Investment Manager have approved the following distributions to the unitholders which has been paid by the InvIT in the current year:-
  - a) INR 2,288.03 million paid and approved at meeting held on November 14, 2024 for distribution of INR 8.0282 per unit to the unitholders which comprise of INR 1.3665 per unit in the form of interest and INR 6.6617 per unit in the form of return of capital.
  - b) INR 965.06 million paid and approved at meeting held on February 10, 2025, distribution of INR 3.386 per unit to the unitholders which comprise of INR 1.462 Per unit in the form of interest , INR 1.924 per unit in the form of return of capital.
- (iii) The Board of directors of Investment manager in their meeting on May 29, 2025 have approved distribution of INR 6.5921 per unit to the unitholders, which comprises of INR 1.9463 per unit in the form of interest and INR 4.6458 per unit in the form of return of capital which is payable within 5 working days from the record date. The above distribution has been declared after March 31, 2025 and hence not included in the year ended March 31, 2025.

The accompanying notes are an integral part of the standalone financial statements  
As per our report of even date

### For S R B C & Co LLP

Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

### per Suresh Yadav

Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

### For and behalf of the Board of Directors of Walter Infra Manager Private Limited (as an Investment Manager of Nxt-Infra Trust)

### Sumit Sen

Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

### Gaurav Chaturvedi

Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

### Aditi Tawde

Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Disclosures Pursuant to SEBI Circulars

as at and for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

**ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 6 OF CHAPTER 4 TO THE MASTER CIRCULAR NO. SEBI/HO/ DDHS-POD-2/P/CIR/2024/44 DATED MAY 15, 2024 AS AMENDED INCLUDING ANY GUIDELINES AND CIRCULARS ISSUED THEREUNDER ("SEBI CIRCULARS")**

## A. Statement of Net Distributable Cash Flows (NDCFs) of Nxt Infra Trust

Description	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Cash flows from operating activities of the InvIT</b>	<b>(73.68)</b>	-
Add: Cash flows received from SPV's / Investment entities which represent distributions of NDCF computed as per relevant framework	7,884.80	-
Add: Treasury income / income from investing activities of the Trust (interest income received from FD, any investment entities as defined in Regulation 18(5), tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments which will be considered on a cash receipt basis.	17.69	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or Investment Entity adjusted for the following	-	-
- Applicable capital gains and other taxes	-	-
- Related debts settled or due to be settled from sale proceeds	-	-
- Directly attributable transaction costs	-	-
- Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-
<b>Total cash inflow at InvIT level (A)</b>	<b>7,828.81</b>	-
Less: Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss account of the Trust.	1,970.53	-
Less: Debt repayment at Trust level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	719.28	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any:	-	-
- loan agreement entered with financial institution, or	-	-
- terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs, or	-	-
- terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs, or	-	-
- agreement pursuant to which the Trust operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or	7.00	-
- statutory, judicial, regulatory, or governmental stipulations; or	-	-
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	0.25	-
<b>Total cash outflows / retention at Nxt Infra level (B)</b>	<b>2,697.06</b>	-
<b>Net Distributable Cash Flows (C) = (A-B)</b>	<b>5,131.75</b>	-

Disclosures Pursuant to SEBI Circulars  
as at and for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

**B. STATEMENT OF NET ASSETS AT FAIR VALUE**

Particulars	As at March 31, 2025		As at March 31, 2024 (Refer note 36)	
	Book value	Fair value	Book value	Fair value
A. Assets	61,642.98	63,095.82	-	-
B. Liabilities	31,824.68	31,824.68	-	-
C. Net Assets (A-B)	29,818.30	31,271.14	-	-
D. Number of units	28,50,00,000	28,50,00,000	-	-
<b>E. NAV (C/D)</b>	<b>104.63</b>	<b>109.72</b>	-	-

**Notes:**

- As the units have been issued during the year ended March 31, 2025, accordingly, disclosures in respect of number of units and NAV per unit have not been presented in the comparative period ended March 31, 2024.
- The fair value of assets as at March 31, 2025 is based solely on the fair valuation report dated May 28, 2025 of the independent valuer appointed by Investment Manager under the InvIT Regulations using the discounted cash flow model after adjusting cash and cash equivalent, current liabilities etc. in the enterprise value.

**C. STATEMENT OF TOTAL RETURNS AT FAIR VALUE**

Particular	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Total comprehensive income (as per the statement of profit and loss)	3,075.93	-
Add/ (Less): other changes in fair value not recognised in total comprehensive income	(1,912.17)	-
<b>Total Return</b>	<b>1,163.76</b>	-

**Notes:**

- As all the subsidiaries and joint venture have been acquired in the current year, there is no change in the fair value disclosed in the previous year.
- Fair value of assets as at March 31, 2025 and other changes in fair value for the period then ended as disclosed above are based on independent fair valuation done by the independent valuer appointed by investment manager under the InvIT regulations.
- Changes in fair value for the year ended March 31, 2025 is calculated from the date of acquisition of the SPV's (refer note 34).

The accompanying notes are an integral part of the standalone financial statements  
As per our report of even date

**For S R B C & Co LLP**  
Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as an Investment Manager of Nxt-Infra Trust)**

**per Suresh Yadav**  
Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

**Sumit Sen**  
Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

**Gaurav Chaturvedi**  
Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

**Aditi Tawde**  
Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Notes to Standalone Financial Statements

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

## NOTES:

### 1. INVIT INFORMATION

- Nxt Infra Trust ('the InvIT' or 'Trust') was set up as an irrevocable trust under the Indian Trust Act, 1882 pursuant to trust deed dated October 26, 2023. The InvIT has been registered as an Infrastructure Investment Trust with Securities Exchange Board of India ('SEBI') under the Securities Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 vide Certificate of Registration (IN/InvIT/23-24/0028) dated November 08, 2023. The Trustee to the InvIT is Catalyst Trusteeship Services Limited (the "Trustee"). The Sponsor of the InvIT is Actis Highway Infra Limited (the "Sponsor"), Project Manager of the InvIT is Walter Infra Project Private Limited (the "Project Manager") and Investment Manager for the InvIT is Walter Infra Manager Private Limited (the "Investment Manager").

The InvIT has completed the acquisition of five subsidiaries and one joint venture from its Sponsor on June 28, 2024. Further, the InvIT has completed its private placement of 152 million units with issue price of Rs 100 per unit and the units of the InvIT have

been listed with the national stock exchange on July 2, 2024. The proceeds from the issue of these units (Rs 15,200 million) and additional borrowings raised by the InvIT of Rs 31,968 million have been advanced as loans to the subsidiaries / joint venture for repayment of their external borrowings and optionally convertible debentures to the Sponsor group on July 2, 2024.

The object and purpose of the Trust, as described in the Trust Deed, is to carry on the activity of an infrastructure investment trust as permissible under the InvIT Regulations to raise funds through the Trust, to make investments in accordance with the InvIT Regulations and the investment strategy and to carry on the activities as may be required for operating the Trust, including incidental and ancillary matters thereto. The principal activity of the InvIT is to own and invest in infrastructure assets primarily in the SPV's operating in the road infrastructure development sector in India in accordance with the provisions of the InvIT Regulations and Trust deed.

As at March 31, 2025, the InvIT has the following operational entities ('Special Purpose Vehicles' or 'SPVs') which has principal activities of construction and operation of national highways projects:

Name of the Company:	Country of Incorporation	% of holding as on	
		March 31, 2025	March 31, 2024
Nxt - Infra MCP Highways Private Limited ("MCP")	India	49%*	-
Nxt - Infra CT Highways Private Limited ("CTHPL")	India	100%	-
Nxt - Infra CGRG Highways Private Limited ("CGRG")	India	100%	-
Nxt - Infra GSY Highways Private Limited ("GSY")	India	100%	-
DM Expressway Private Limited ("DME")	India	100%	-
NI Road Road Infra Private Limited ("WRIPL")	India	100%	-

\*Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL"), and in terms of the securities subscription and purchase agreement dated June 9, 2022 ("SSPA") entered into between our Sponsor and WEL, our Sponsor is entitled to acquire 100% of the equity share capital of MCP. However, in terms of the requirements of the service concession agreement entered into with NHAI, a change in ownership of MCP may be undertaken only with the prior approval of the NHAI and only after a period of one year from the Commercial operation date (COD) of MCP. Pursuant to letter of assignment dated June 18, 2024, the sponsor in accordance with clause 14.5 of the SSPA, has assigned the SSPA in favour of the InvIT with effect from June 18, 2024, in accordance with the terms set out in the said letter of assignment which inter-alia provides that the InvIT agrees to comply with the terms of transaction documents. Further, the Sponsor, Trustee, and the Investment Manager entered into a Right Of First Refusal Agreement pursuant to which the Trust has the ability to acquire the remaining 51% of the issued and paid-up equity share capital of MCP at a subsequent date for a fixed consideration of INR 2,690 millions.

The Standalone Financial Statements were approved for issue in accordance with resolution passed by the Board of Directors of the Investment Manager, acting on behalf of the InvIT on May 29, 2025.

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### 2. MATERIAL ACCOUNTING POLICIES

#### 2.1 Basis of Preparation

The Standalone financial statements of the InvIT comprise of the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Standalone Statement of Changes in Unit Holders' Equity, and Standalone Statement of Cash Flow for the year then ended, the Standalone Statement of Assets at fair value as at March 31, 2025, the Standalone Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') of the InvIT for the year then ended and a summary of material accounting policies and other explanatory notes (collectively, the "Standalone Financial Statements") prepared in accordance with requirement of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time including circulars, notifications, clarifications and guidelines issued thereunder ("InvIT Regulations") and SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/CIR/2024/44 dated May 15, 2024 as amended issued under the SEBI InvIT Regulations ("SEBI Circulars"); 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 Standalone Financial Statements have been prepared on a historical cost convention and on an accrual basis except for certain financial assets and liabilities which has been measured at fair value (refer accounting policy regarding financial instruments).

The Standalone Financial Statements are presented in INR, which is the functional currency of the InvIT. All values are rounded to the nearest million rupees, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding-off are expressed as 0.00.

The InvIT has prepared the financial statements on the basis that it will continue to operate as a going concern.

#### 2.2 Summary of material accounting policies

The following are the material accounting policies applied by InvIT in preparing its Standalone financial statements:

##### a. Current versus non-current classification

InvIT presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is classified 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 realised 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 are classified as non-current.

A liability is classified as current when:

It is expected to be settled in 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

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

##### Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The InvIT has ascertained its operating cycle being a period of twelve months for the purpose of classification of assets and liabilities as current and non-current.

#### b. Financial instruments

##### i Initial recognition

Financial instruments i.e. Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial instrument at its fair value plus transaction costs that are

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss

### ii Financial Assets - Subsequent Measurement

For the purposes of subsequent measurement, financial assets are classified in following categories:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through profit or loss

#### Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions :

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

#### Financial assets at fair Value through Profit and Loss (FVTPL)

All financial assets which are not classified as measured at amortized cost as described above, are measured at FVTPL. This includes all derivative financial assets. On initial recognition, InvIT may irrevocably designate a financial asset that otherwise

meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

### iii Financial Assets - Derecognition

A financial asset is derecognised only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the InvIT has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the InvIT has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the InvIT has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the InvIT has not retained control of the financial asset. Where the InvIT retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### iv Financial Assets - Impairment

At each reporting date, InvIT assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by InvIT on terms that InvIT would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### v Financial liabilities - Classification

Financial liabilities issued by the InvIT are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

### vi Financial liabilities - Subsequent Measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- a) Financial liabilities measured at amortised cost
- b) Financial liabilities measured at FVTPL (fair value through profit or loss)

#### a) Financial liabilities measured at amortised cost

After initial recognition, financial liabilities are subsequently measured at

amortized cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

#### b) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at fair value through profit or loss are carried in the statement of profit and loss at fair value with changes in fair value recognized in the statement of profit and loss.

### vii Financial liabilities - Derecognition

A financial liability is derecognised 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 derecognition 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.

### viii Reclassification

The InvIT determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVOCI, and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### ix Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, InvIT currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### c. Fair values measurement

The InvIT measures financial instruments, such as, investment in debt and equity 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 to the InvIT.

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.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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 recognised in the financial statements on a recurring basis, the InvIT 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.

For the purpose of fair value disclosures, InvIT 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.

### d. Investment in subsidiaries and joint ventures

Investment in subsidiaries and jointly controlled entities are measured at cost less impairment as per Ind AS 27 - 'Separate Financial Statements'. However, in case of investments acquired under a common control (asset acquisition), the InvIT recognises the investments at their fair value on the date of acquisition as deemed cost irrespective of the actual consideration paid and any difference between the fair value of the investment acquired and consideration paid is recognised within equity as 'capital reserve'. Where an indication of impairment exists, the InvIT tests these investments for impairment in accordance the policy applicable to 'Impairment of non-financial assets; and the carrying amount of the investment is assessed and written down to its recoverable amount. On disposal of investments, the difference between the net disposal proceeds and carrying amounts are recognised in the statement of profit and loss.

### e. Interest Income

For all financial instruments measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in the statement of profit and loss. In case of financial assets fair valued through profit and loss (loans given to subsidiaries and joint venture), fair value gain / loss is included in interest income recognised on such loans at their coupon rate.

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### f. Dividend Income

Income from dividend on investment is accrued in the year in which it is declared, whereby the InvIT's right to receive is established.

### g. Taxes

#### Current Income Tax

Tax expense comprises current tax expense and deferred tax.

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received, after considering the uncertainty if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

The InvIT is a business trust registered under InvIT Regulation. Hence, the interest and dividend received or receivable by the InvIT from its subsidiaries (being domestic Indian companies) is exempt from tax in case of receipt from a special purpose vehicle as defined under section 10(23FC) of the Income Tax Act, 1961. Further, any expenditure incurred in relation to earning the exempt income is not tax deductible in view of the provision of section 14A of the Income Tax Act. The Income of the InvIT, other than exempt income, is chargeable to tax at the maximum marginal rate in force.

#### Deferred tax

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which InvIT expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled, and it is probable that the temporary differences will not reverse in the foreseeable future. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in the case of a history of recent losses, InvIT recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable, respectively, that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### Goods and service tax taxes paid on assets acquired or on expenses incurred

Expenses and assets are recognised net of the amount of goods and service taxes paid, except when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable, or when receivables and payables are stated with the amount of tax included.

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### h. Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount and the impairment loss is recognized in the Statement of Profit and Loss. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. 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 group of assets. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assumptions of the time value of money and the risks specified to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

A previously recognised impairment loss, if any, is reversed when there is an indication of reversal, however, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there was no impairment.

### i. Borrowing Cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition or construction of an asset, which necessarily takes a substantial period of time to get ready for their intended use, are capitalised as part of the cost of that asset.

Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended use are complete.

All other borrowing costs are recognised as an expense in the Standalone Statement of Profit and Loss in the period in which they are incurred.

### j. Provisions and Contingencies

A provision is recognised if, as a result of a past event, InvIT has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured based on the investment manager's estimate to settle the obligation at the balance sheet date and are discounted to the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

#### Contingencies

A contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Alternatively, it may be a present obligation that arises from past events but is not recognised because:

It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or

The amount of the obligation cannot be measured with sufficient reliability.

### k. Unitholder's equity

Under the provisions of the InvIT Regulations, the InvIT is required to distribute to unitholders not less than 90% of the net distributable cash flows of the InvIT for each financial year. Accordingly, Unit Capital contains a contractual obligation to pay cash to unitholders. Thus, in accordance with the requirement of Ind AS 32 Financial Instruments: Presentation, the Unit Capital contains a liability element, which should be classified and treated accordingly. However, SEBI Circulars require the Unit Capital to be presented/

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

classified as "Equity", which is at variance with the requirements of Ind-AS 32.

In order to comply with the aforesaid SEBI requirements, the InvIT has presented unit capital as equity and costs attributable to the issue of units have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

### **I. Distribution to unit holders**

The InvIT 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. Consistent with Unit Capital being classified as equity, the distribution to Unitholders is also presented in the Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of the Investment Manager.

### **m. Earnings per unit**

Basic Earnings Per Unit is calculated by dividing the net profit or loss for the period attributable to unit holders by the weighted average number of units outstanding during the year.

For the purpose of calculating Diluted Earnings Per Unit, the net profit or loss for the period attributable to unit holders and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential equity units.

### **n. Operating segments**

The principal activity of InvIT is to own and invest in infrastructure assets primarily in the SPVs operating in the road sector in India in accordance with the provisions of the InvIT Regulations and Trust Deed.

The Board of Directors of the Investment Manager is responsible for allocating resources and assessing the performance of the InvIT and thus are the Chief Operating Decision Maker (CODM).

Segment results that are reported to the Investment Manager (CODM) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the period to acquire property

and equipment and intangible assets other than goodwill.

### **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, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of InvIT's cash management.

### **p. Events after the Reporting Period**

If the InvIT receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its standalone financial statements. The InvIT will adjust the amounts recognized in its standalone financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting event, the InvIT will not change the amounts recognized in its standalone financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

## **2.3 Significant accounting judgements, estimates and assumptions**

The preparation of the standalone financial statements requires Investment manager to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities; and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

### (All amounts in INR millions unless otherwise stated)

liabilities within the next financial year, are described below. For preparation of Standalone financial statements, InvIT based its assumptions and estimates on parameters available at the time of preparation of financial statement. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of InvIT. Such changes are reflected in the assumptions when they occur.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the key judgement, estimation and assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### Fair value measurement :

Where assets and liabilities are measured or disclosed at fair value for the financial reporting purposes, InvIT determines the appropriate valuation techniques and inputs for fair value measurements (refer note 29).

Further, SEBI Circulars issued under the InvIT Regulations require disclosures relating to net assets at fair value and total returns at fair value. In estimating the fair value of investments in subsidiaries (which constitute substantial portion of the net assets), the InvIT engages independent qualified external valuers to perform the valuation.

The Investment manager works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The Investment manager reports the valuation report and findings to the Board of the Investment Manager half yearly to explain the cause of fluctuations in the fair value of the projects. The inputs to the valuation models are taken from significant unobservable input where a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, interest rate, future cost etc. Changes in assumptions about these factors could affect the fair value.

#### Acquisition of subsidiaries :

Refer Note 34 on acquisition of subsidiaries and joint venture by the InvIT during the year. The Investment Manager has made an evaluation of substance of the transaction and has assessed that the same is an asset

acquisition under common control and the difference between the fair value of the net assets acquired by InvIT (Rs 14,907.37 million) and consideration paid by the InvIT through issue of units (Rs 13,300 million) is in the nature of non-reciprocal capital contributions by Actis Highway Infra Limited (the sponsor) being controlling unitholder, both pre-acquisition and post-acquisition. Accordingly, the difference of Rs 1,607.37 million has been recorded as a capital reserve in the financial statements. Further, based on the fair valuation determined on date of acquisition, the Investment Manager has also impaired a portion of the loans given by the InvIT to certain subsidiaries.

#### Classification of investment as joint venture

The InvIT has acquired 49% equity stake in NXT-Infra MCP Highways Private Limited ('MCP') in the current year. The investment manager has assessed that the InvIT does not have 'control' as defined under Ind AS under the contractual agreement as it does not give the InvIT the ability to direct relevant activities that significantly affect the investee's (MCP) returns. However, all decisions regarding 'reserved matters' have to be taken unanimously by the shareholders. Accordingly, investment manager has assessed that the InvIT has a joint control on MCP and accordingly classified the investment as a joint venture.

#### Impairment of Non-Financial Assets (including subsidiaries and joint ventures)

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market price less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows (consisting of annuity, interest rate, discount rate, future operating income and cost as well as finance cost) are derived from the Business Projections and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. Further, the Investment manager has not considered any claim or awards which receivable from various authorities in the impairment assessment of subsidiaries and associates.

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**2.4 Changes in accounting policies and disclosures**

**i. New Standard and Interpretations and Amendments adopted by InvIT**

The accounting policies adopted in the preparation of the standalone financial statements are consistent except for amendments to the existing Indian Accounting Standards (Ind AS).

The InvIT applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2024. The InvIT has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

**(a) Ind AS 117 Insurance Contracts**

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated August 12, 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after April 1, 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply.

The application of Ind AS 117 had no impact on the InvIT's standalone financial statements as the InvIT has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

**ii. Standards notified but not yet effective**

There are other amendments and standards that are notified, but not yet effective, upto the date of issuance of the InvIT's standalone financial statements.

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**3 PROPERTY, PLANT AND EQUIPMENT (PPE)**

Particulars	Computer	Total
<b>Gross block</b>		
<b>As at October 26, 2023</b>	-	-
Additions	-	-
Disposals	-	-
Adjustment for fair value	-	-
<b>As at March 31, 2024</b>	-	-
Additions	0.25	0.25
Disposals	-	-
Adjustment for fair value	-	-
<b>As at March 31, 2025</b>	<b>0.25</b>	<b>0.25</b>
<b>Depreciation</b>		
<b>As at October 26, 2023</b>	-	-
Charge for the year	-	-
Disposals	-	-
Impairment	-	-
<b>As at March 31, 2024</b>	-	-
Charge for the year	(0.09)	(0.09)
Disposals	-	-
Impairment	-	-
<b>As at March 31, 2025</b>	<b>(0.09)</b>	<b>(0.09)</b>
<b>Net Block</b>		
<b>As at March 31, 2024</b>	-	-
<b>As at March 31, 2025</b>	<b>0.16</b>	<b>0.16</b>

**4 INVESTMENTS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Investment measured at cost :</b>		
<b>[Investment in Equity Instruments (Unquoted)]</b>		
<b>In Equity Shares of Subsidiary Companies: (Note a)</b>		
DM Expressway Pvt Ltd	255.70	-
[49,99,999 equity share (March 31, 2024 : Nil) of INR 10 each fully paid up]		
Less: Impairment allowance (Note b)	(255.70)	-
	-	-
NXt-Infra CGRG Highways Pvt Ltd	-	-
[49,995 equity share (March 31, 2024 : Nil) of INR 10 each fully paid up]		
NXt-Infra CT Highways Pvt Ltd	-	-
[9,99,999 equity share (March 31, 2024 : Nil) of INR 10 each fully paid up]		
NXt-Infra GSY Highways Pvt Ltd	-	-
[49,995 equity share (March 31, 2024 : Nil) of INR 10 each fully paid up]		
NI Road Infra Pvt Ltd	3,713.52	-
[3,95,13,684 equity share (March 31, 2024 : Nil) of INR 10 each fully paid up]		

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>In Equity Shares of Joint Venture company: (Note a)</b>		
NXt-Infra MCP Highways Pvt Ltd	8,080.20	-
[1,18,51,814 equity share (March 31, 2024 : Nil) of INR 10 each fully paid up]		
<b>Total non-current Investments</b>	<b>11,793.72</b>	<b>-</b>
Aggregate of unquoted investments	12,049.42	-
Aggregate amount of impairment in value of investments	255.70	-

**Note (a) :**

During the year ended March 31, 2025, the InvIT had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited for acquisition of 100% equity stake in its five subsidiaries and 49% equity stake in its joint venture (refer note 34). As against this, the InvIT had issued 133 million units with issue price of Rs 100 per unit as consideration against above sale of shares. The InvIT has carried out fair valuation of the assets and liabilities on the date of acquisition and has accordingly recognised the investment in the subsidiaries and joint venture at fair value of the net assets so determined which has been considered as the deemed cost of acquisition of these investments and subsequently tested for impairment.

**Note (b) :**

Post acquisition, consequent to increase in operational cost of the hybrid annuity asset based on technical study done by management, impairment of INR 255.70 million has been recorded for the year ended March 31, 2025. The recoverable amount of the investments has been computed based on value in use calculation for the underlying projects (based on discounted cash flow model). The valuation exercise so carried out considers various factors including cash flow projections which includes annuity, future operating income and costs as well as interest rates, discount rates (7.83%) etc.

**5 LOANS (UNSECURED, CONSIDERED GOOD)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Financial instruments fair valued through profit and loss</b>		
<b>Non-current</b>		
Loan to subsidiaries - Senior loan	26,978.39	-
Loan to subsidiaries - Subordinated loan	10,556.85	-
<b>Total</b>	<b>37,535.24</b>	<b>-</b>
<b>Current</b>		
Loan to subsidiaries - Senior loan*	3,720.73	-
<b>Total</b>	<b>3,720.73</b>	<b>-</b>

\* Includes accrued interest on loan of INR 932.74 million

**Term of loan:**

The InvIT has granted interest bearing loan to its subsidiaries and joint venture and has been given to refinance their existing loans. The loan carry coupon rate ranging from 10% to 14% p.a.

Repayment of the principal amount of the senior loan shall be due and payable by the Borrower to the Lender as per the repayment schedule only if

- (A) on the relevant principal repayment date(s), Free Cashflows are available with the Borrower to make such payments in full or partly and

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

(B) the Lender has sent a letter to the Borrower requesting it to make payment on the relevant repayment date.

If the Borrower is unable to pay any portion of the principal and Interest (including any accrued Interest in relation to a preceding Interest Period) on the respective due dates, in accordance with the agreement, due to the unavailability of Free Cashflows, such an event shall not be a default or Event of Default under the Facilities, and shall not entitle the Lender to initiate any action whatsoever in relation the Facilities to claim such principal and interest amounts.

The Borrower shall repay the principal amount of the Subordinated Facility to the Lender on such date(s) as may be agreed between the Borrower and the Lender from time to time as and when surplus cash is available at the Borrower.

### Note:

For the above senior loan and subordinated loan, the contractual term do not give rise on specified date to cash flows that are solely payments of principal and interest and hence accordingly the loan are fair valued through profit and loss. For the purpose of determining fair value, valuation exercise has been performed using the discounted cash flow model.

## 6 OTHER FINANCIAL ASSETS (UNSECURED, CONSIDERED GOOD) (CARRIED AT AMORTIZED COST)

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Non-current</b>		
Deposits with banks with original maturity more than 12 months#	1,122.57	-
Accrued interest on fixed deposit	55.49	-
Derivative asset* (Refer note 34)	7,070.71	-
<b>Total</b>	<b>8,248.77</b>	-
<b>Current</b>		
Security deposits	0.06	-
<b>Total</b>	<b>0.06</b>	-

# Deposits are earmarked against consideration payable for acquisition of balance 51% in joint venture.

\* Right to acquire balance 51% equity stake in joint venture which is fair valued through profit and loss (fair value on date of acquisition was INR 5,720.00 million).

## 7 CASH AND CASH EQUIVALENTS (AT AMORTISED COST)

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
Balance with banks		
- in current account	6.09	-
- in Fixed deposit with original maturity of less than 3 months	338.21	-
<b>Total</b>	<b>344.30</b>	-

Balances with banks on current accounts does not earn interest. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash-requirement of the Trust and earn interest at the respective deposit rates.

## 8 UNIT CAPITAL

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
Issued, subscribed and fully paid up		
285,000,000 (March 31, 2024: Nil) units (issue price of INR 100 each)	28,500.00	-

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**a. Reconciliation of units outstanding at the beginning and at the end of reporting period**

	Number of units	Amount
<b>As at October 26, 2023</b>		
Units issued during the period	-	-
<b>As at March 31, 2024</b>	-	-
<b>As at April 01, 2024</b>	-	-
Units issued during the period	28,50,00,000	28,500.00
Issue expenses	-	-111.91
Less: Repayment of unit capital	-	-2,446.92
<b>As at March 31, 2025</b>	<b>28,50,00,000</b>	<b>25,941.17</b>

**Note:**

- a) The InvIT had issued 15,20,00,000 units for cash price at INR 100 per unit, aggregating to 15,200 million to the sponsor and eligible investors by way of initial offer through private placement in accordance with Securities Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 including the rules, circulars and guidelines issued there under during the year ended March 31, 2025.

Additionally, pursuant to the share purchase agreement with Actis Highway Infra Limited dated June 18, 2024. The InvIT had issued its 13,30,00,000 units in exchange of 100% stake in 5 subsidiaries and 49% in 1 joint venture.

- b) During the year, the InvIT has repaid INR 8.59 per unit to Unitholders. Such repayments of Unit capital to Unitholders represents repayment of debt by SPVs to the InvIT, being part of net distributable cash flow (NDCF) distributed to Unitholders pursuant to InvIT regulations and circulars.

**b. Terms/rights attached to units**

The Trust has only one class of units. Each unit represents an undivided beneficial interest in the Trust. Each holder of unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every twelve months in each financial year in accordance with the InvIT Regulations. The Investment Manager approves distributions. The distribution will be in proportion to the number of units held by the unitholders. The Trust declares and pays distribution in Indian rupees.

A unitholder has no equitable or proprietary interest in the projects of the InvIT and is not entitled to any share in the transfer of the projects (or any part thereof) or any interest in the projects (or any part thereof) of InvIT. A unitholder's right is limited to the right to require due administration of InvIT in accordance with the provisions of the Trust Deed and the Investment Management Agreement.

**c. Unitholders holding more than 5 % Units in the Trust**

	March 31, 2025		March 31, 2024	
	Numbers	% holding	Numbers	% holding
Actis Highway Infra Limited	24,50,00,000	85.96%	-	0.00%

- d. The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of incorporation till the balance sheet date. Further the Trust has not issued any units for consideration other than cash from the date of incorporation till the balance sheet date, except for the acquisition of subsidiaries and joint venture as explained above.

- e. Under the provisions of the InvIT Regulations, the InvIT is required to distribute to unitholders not less than 90% of the net distributable cash flows of the InvIT for each financial year. Accordingly, the unit capital contains a contractual obligation to pay cash to the unitholders. Thus, in accordance with requirement of Ind AS 32- Financial Instruments: Presentation, the unit capital contains liability component which should be classified and treated accordingly. However, SEBI Circulars requires the unit capital to be presented/classified as "Equity", which is in variance from the requirements of Ind AS 32. In order to comply with the aforesaid SEBI requirements, the InvIT has presented unit capital as equity in these audited standalone financial results. Consistent with unit capital being classified as equity, the distributions to unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**9 OTHER EQUITY**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Capital Reserve (Refer note (i))</b>		
Balance at the beginning of the year / period	-	-
Add :- On account of acquisition	1,607.37	-
Add :- Movement during the year / period	-	-
Balance at the end of the year / period	<b>1,607.37</b>	-
<b>Retained earnings (Refer note (ii))</b>		
Balance as per last financial statements	-	-
Add: Profit for the year	3,075.93	-
Les: Distribution to unitholders	(806.17)	-
<b>Closing balance</b>	<b>2,269.76</b>	-
<b>Total</b>	<b>3,877.13</b>	-

**Note :**

i) **For capital reserve (refer note 34).**

ii) **Retained Earnings**

Retained earnings represents the profits earned by the InvIT till date, less distribution done to unitholders, if any based on approval of the Board of Directors of Investment Manager.

**10 LONG TERM BORROWINGS (CARRIED AT AMORTISED COST)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Term loan - Secured*</b>		
Bank	9,775.00	-
Finance Institution	21,679.97	-
<b>Total non current borrowing</b>	<b>31,454.97</b>	-
<b>Less : Current maturities of non current borrowings (Refer note 12)</b>	<b>(1,034.37)</b>	-
<b>Subtotal</b>	<b>(1,034.37)</b>	-
<b>Total</b>	<b>30,420.60</b>	-

\* includes effect of transaction cost paid to lender on upfront basis.

**Term loans from bank and financial institution in Indian rupees are secured by:**

First pari passu charge on all moveable assets and the receivables of the InvIT in relation to the Project SPVs, present and future including but not limited to:

- A) all receivables of the Borrower from the Project SPVs;
- B) the Borrower's rights in respect of the loans and advances made by the Borrower to Project SPVs and / or any Project SPV Debt;
- C) the interest and principal repayment of loans advanced by the Borrower to Project SPVs;
- D) dividends and any other amounts to be paid / payable by the Project SPVs to the Borrower;
- E) inventories, contractual rights, securities, patents, trademarks, other intellectual property, equipment and/or insurances (in each instance, if any); and

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

- F) all other current assets of the Borrower, including all the Borrower's tangible and intangible assets, including but not limited to its goodwill, undertaking and uncalled capital, both present and future.
- G) The SDF InvIT Escrow Account in which the Free Cash Flows of the SDF Project SPVs will be deposited/ credited or any other account opened / maintained by the InvIT in relation to such SDF Project SPVs; and
- H) The DSRA and the DSRA Amount. Provided that the DSRA and the DSRA Amount shall be exclusively retained and charged separately for each facility under the Senior Debt Facilities, and shall not be shared pari passu with all Senior Lenders
- I) Undertaking to Pay cum Indemnity of all the Project SPVs ("Undertaking to Pay").

### Terms of repayment of Term loan from bank and financial institution

Nature of borrowings	Repayment and interest terms
Secured Term loan from Axis bank	Repayable in 43 quarterly installments starting from September 30, 2024 to March 31, 2035. Interest rate for the facility is Repo rate plus spread of 185 bps payable monthly. The repo rate is reset on the date it is revised by the RBI. Spread shall be reset as per the credit rating of the Borrower (as determined by a Credit Rating Agency), present applicable interest rate is 8.35% p.a.
Secured Term loan from NABFID	Repayable in 43 quarterly installments starting from September 30, 2024 to March 31, 2035. Interest rate for the facility is 1 year NLR plus spread of 15 bps payable monthly. The 1 year NLR is reset on every drawdown anniversary Date. Spread shall be reset as per the credit rating of the Borrower (as determined by a Credit Rating Agency), present applicable interest rate is 8.35% p.a.

### Financial Covenants:

The InvIT has satisfied all the financial covenants prescribed in the terms of loan agreement as at reporting date. The InvIT has not defaulted in any loan repayment during the year.

### Undrawn borrowing facility

The InvIT has INR 4,282 million (March 31, 2024 : Nil) undrawn committed borrowing facilities (excluding non-fund based facilities).

## 11 DEFERRED TAX LIABILITIES (NET)

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>Deferred tax liability</b>		
Difference in carrying value and tax base on remeasurement of instrument measured at FVTPL	201.93	-
<b>Total</b>	<b>201.93</b>	<b>-</b>

## 12 CURRENT BORROWINGS

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>A. Term Loan from Bank/Finance Institution - Secured</b>		
Current maturities of non current borrowings (refer note 10)		
- Bank	321.00	-
- Finance Institution	713.37	-
Interest accrued but not due	0.03	-
<b>Total</b>	<b>1,034.40</b>	<b>-</b>

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**13 TRADE PAYABLES (CARRIED AT AMORTISED COST)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
Trade payables		
- total outstanding dues of micro and small enterprises	-	-
- total outstanding dues of creditors other than micro and small enterprises	7.14	-
<b>Total</b>	<b>7.14</b>	<b>-</b>

Ageing schedule as at March 31, 2025	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	7.14	-	-	-	-	-	7.14
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>7.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7.14</b>

Ageing schedule as at March 31, 2024	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

**14 OTHER FINANCIAL LIABILITIES (CARRIED AT AMORTISED COST)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
Pay when collect liability*	151.20	-
Accrued expense	7.75	-
<b>Total</b>	<b>158.95</b>	<b>-</b>

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

\* Pursuant to letter of assignment dated June 18, 2024, the sponsor in accordance with clause 14.5 of the SSPA, has assigned the SSPA in favour of the InvIT with effect from June 18, 2024, in accordance with the terms set out in the said letter of assignment which inter-alia provides that the InvIT agrees to comply with the terms of transaction documents. Accordingly, Investment manager has recorded a liability with respect to certain identified receivables in the subsidiaries which in collection of required to be paid to the erstwhile owner. Beside the above, the investment manager has assessed the likelihood of occurrence of all other passthrough claims as 'remote' on date of acquisition.

**15 OTHER CURRENT LIABILITIES**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
Statutory dues payables	1.20	-
<b>Total</b>	<b>1.20</b>	<b>-</b>

**16 OTHER CURRENT LIABILITIES**

	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
Provision of tax (net of advance tax )	0.46	-
<b>Total</b>	<b>0.46</b>	<b>-</b>

**17 FAIR VALUE GAIN OR LOSS / INTEREST INCOME ON LOANS**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Fair value gain or loss / Interest income on loans given to subsidiaries and joint venture (Refer Note 26)*	4,171.58	-
<b>Total</b>	<b>4,171.58</b>	<b>-</b>

\* Includes net gain of INR 395.97 million on fair valuation of loans given.

**18 OTHER INCOME**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Gain on remeasurement of instrument measured at fair value through profit and loss (Derivative Asset) (refer note 6)	1,350.71	-
<b>Total</b>	<b>1,350.71</b>	<b>-</b>

**19 INVESTMENT MANAGEMENT FEES**

Pursuant to the investment management agreement dated October 26, 2023, investment manager is entitled to management fees of cost plus 5% (five percent). The management fee will be approved by the board of the investment manager every year. Accordingly, the amount recorded in standalone statement of profit and loss for the year ended March 31, 2025 is INR 37.80 million (March 31, 2024: Nil) towards investment management fees. There are no changes during the year in the methodology for computation of fees paid to investment manager.

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

## 20 DEPRECIATION

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Depreciation on Property, Plant and equipment	0.09	-
<b>Total</b>	<b>0.09</b>	<b>-</b>

## 21 FINANCE COST

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Interest on Loan from bank	612.79	-
Interest on Loan from financial institution	1,354.36	-
Other finance cost	12.25	-
<b>Total</b>	<b>1,979.40</b>	<b>-</b>

## 22 OTHER EXPENSES

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Legal & Professional Fees	2.53	-
Rent	0.21	-
Membership fees	2.36	-
Miscellaneous expenses	0.01	-
<b>Total</b>	<b>5.11</b>	<b>-</b>

## 23 TAX EXPENSE

The major component of income tax expenses are as under:

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
<b>A. Income tax (income) / expense recognised in the statement of profit and loss:</b>		
<b>Current tax</b>		
Current tax on profit for the year / period	32.26	-
<b>Total current tax charge</b>	<b>32.26</b>	<b>-</b>
<b>Deferred tax</b>		
Deferred tax charge for the year / period	201.93	-
<b>Total deferred tax charge</b>	<b>201.93</b>	<b>-</b>
<b>Tax expenses reported in the statement of profit and loss</b>	<b>234.19</b>	<b>-</b>

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**Reconciliation of tax expenses and the accounting profit multiplied by India's domestic tax rate:**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
<b>Accounting profit before tax</b>	<b>3,310.12</b>	-
Statutory income tax rate (in %)	42.74%	42.74%
<b>Expected income tax expenses at InvIT's applicable statutory income tax rate</b>	<b>1,414.88</b>	-
Tax effect of adjustments to reconcile expected income tax expenses to reported income tax expenses		
Difference in tax rate (relating to deferred tax)	(375.43)	-
Tax on disallowance of expenses as income is exempt	977.84	-
Tax impact on exemption u/s 10 (23FC) of the Income Tax Act, 1961 available to the InvIT	(1,783.10)	-
<b>Total tax expense</b>	<b>234.19</b>	-
Consequent to reconciliation items shown above, the effective tax rate (%)	7%	0%

**Note:**

- i.) The income of business trust in the form of interest or dividend earned received from subsidiaries is exempt from tax in accordance with section 10 (23FC) of the Income Tax Act, 1961. However, all other incomes are taxable to the InvIT based on maximum marginal rate.

**24 EARNINGS PER UNIT (EPU)**

Basic EPU amounts are calculated by dividing the profit for the year attributable to unitholders by the weighted average number of units outstanding during the year. Diluted EPU amounts are calculated by dividing the profit for the year attributable to unitholders 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 into unit capital.

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

	March 31, 2025	March 31, 2024
Profit / (loss) attributable to unitholders (INR in million) (A)	3,075.93	-
Number of units outstanding at the end of the period/ year (in absolute number)	28,50,00,000	-
Weighted average number of units at the end of the period/ year (in absolute number) (B)	21,55,06,849	-
<b>Basic and diluted earning per unit (INR /unit)** (A/B)</b>	<b>14.27</b>	-

Issue price per unit (in INR)

\* The InvIT has issued its Unit to unitholders upon completion of its listing in June 2024 and accordingly, EPU disclosure in comparative period is not applicable and hence not given.

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

**25 CONTINGENT LIABILITIES AND COMMITMENTS**

The InvIT has no contingent liabilities and other commitments as at March 31, 2025 (March 31, 2024 : Nil). The InvIT has no commitments except with respect to acquisition of balance equity stake of 51% in the joint venture (refer note 34) (March 2024 : Nil)

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**26 RELATED PARTY DISCLOSURE**

**Statement of Related Party Transactions:**

**I. List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures**

**(a) Name of related party and nature of its relationship:**

**i. Subsidiaries**

Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)

Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)

DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)

Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)

NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)

**ii. Joint venture**

Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)

**(b) Other related parties under Ind AS - 24 with whom transactions have taken place during the year**

Entity with significant influence over the InvIT

Actis Highway Infra Limited (Sponsor of Nxt-Infra Trust)

Walter Infra Manager Private Limited (Investment Manager of Nxt-Infra Trust)

**II. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations**

**(a) Parties of Trust**

Actis Highway Infra Limited (Sponsor of Nxt-Infra Trust)

Catalyst Trusteeship Limited (Trustee of Nxt-Infra Trust)

Walter Infra Manager Private Limited - Investment Manager of Nxt-Infra Trust

Walter Infra Project Manager Private Limited (Project Manager of Nxt-Infra Trust)

**(b) Promoters, Directors and Partners of the persons mentioned in (a) above**

Particulars	Sponsor	Investment Manager	Trustee	Project Manager
<b>a. Directors</b>	Ravindranath Santosh Kumar Hazareesing	Anil Kumar Choudhary	Ravindra Prabhakar Marathe	Sumit Sen
	Kishore Sunil Banymandhub	Jyoti Davar	Umesh Manohar Salvi	Ralf Nowack
		Rajat kumar Mishra	Jayesh Dharmendra Pandit	Jayanta Dixit
		Rakshit Jain (Resigned w.e.f. May 08, 2025)	Pravin Hari Kutumbe	Gaurav Chaturvedi (Resigned w.e.f. March 27, 2025)
		Ralf Nowack	Rewati Sudhir Paithankar	
		Sumit Sen		
		Gaurav Chaturvedi (appointed w.e.f April 1, 2025)		

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

2. Transactions with the related parties during the period/year.

Particulars	Relation	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
<b>a) Issue of unit capital</b>		<b>24,500.00</b>	-
Actis Highway Infra Limited	Sponsor	24,500.00	-
<b>(b) Unsecured senior loan given to subsidiaries / Joint venture</b>		<b>31,967.88</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	Subsidiary	4,409.89	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	Subsidiary	4,658.93	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	Subsidiary	2,900.01	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	Subsidiary	5,634.81	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	11,349.20	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	Subsidiary	3,015.04	-
<b>(c) Unsecured subordinated loan given to subsidiaries / Joint venture</b>		<b>14,307.48</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	Subsidiary	1,439.24	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	Subsidiary	2,942.44	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	Subsidiary	206.12	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	Subsidiary	1,718.05	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	7,575.23	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	Subsidiary	426.40	-
<b>(d) Repayment of senior loan from subsidiaries / Joint venture</b>		<b>2,201.49</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	Subsidiary	301.33	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	Subsidiary	300.78	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	Subsidiary	205.00	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	Subsidiary	274.00	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	1,113.09	-

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Particulars	Relation	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	Subsidiary	7.29	-
<b>(e) Repayment of subordinated loan from subsidiaries / Joint venture</b>		<b>1,436.94</b>	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	Subsidiary	420.78	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	Subsidiary	30.45	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	985.71	-
<b>(f) Interest income from senior loan / Joint venture</b>		<b>2,598.69</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	Subsidiary	337.48	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	Subsidiary	355.16	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	Subsidiary	220.70	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	Subsidiary	441.26	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	989.68	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	Subsidiary	254.41	-
<b>(g) Interest income from subordinated loan / Joint venture</b>		<b>1,175.71</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	Subsidiary	114.35	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	Subsidiary	233.78	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	Subsidiary	16.33	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	Subsidiary	128.33	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	662.07	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	Subsidiary	20.85	-
<b>(h) Purchase of equity shares from Actis Highway Infra Limited in below SPVs's</b>	Sponsor	<b>13,300.00</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)			-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)			-

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Particulars	Relation	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)			-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)			-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)			-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)			-
<b>(i) Investment management fees</b>		<b>37.80</b>	<b>-</b>
Walter Infra Manager Private Limited (Refer note 19)	Investment Manager	37.80	-
<b>(j) Distribution to unitholder</b>		<b>2,796.51</b>	<b>-</b>
Actis Highway Infra Limited - Return of capital	Sponsor	2,103.49	-
Actis Highway Infra Limited - interest	Sponsor	693.02	-

**3. Outstanding amount - payable/receivable as at the end of the Year.**

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>(a) Unsecured senior loan receivable from subsidiaries / Joint venture</b>	<b>29,766.38</b>	<b>-</b>
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	4,108.56	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	4,358.15	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	2,626.01	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	5,429.81	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	10,236.10	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	3,007.75	-
<b>(b) Unsecured subordinated loan receivable from subsidiaries / Joint venture</b>	<b>12,870.54</b>	<b>-</b>
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	1,439.24	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	2,942.44	-
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	175.67	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	1,297.27	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	6,589.52	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	426.40	-

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer note 36)
<b>(c) Interest receivable on senior loan from subsidiaries / Joint venture</b>	<b>452.51</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	101.31	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	217.31	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	133.89	-
<b>(d) Interest receivable on subordinated loan from subsidiaries / Joint venture</b>	<b>480.23</b>	-
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)	50.60	-
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)	146.72	-
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)	34.59	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	227.47	-
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	20.85	-

**4. Terms & Condition with Related Party**

Refer note 5 for term relating to loan given to subsidiaries and joint ventures.

**5. Details in respect of related party transactions involving acquisition of assets as required by Chapter 3 to the SEBI Circulars are as follows:-**

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 36)
Acquisition of InvIT assets	13,300.00	-
Disposal of an InvIT asset	-	-

Note:

**(a) Summary of valuation on date of acquisition:-**

The InvIT has determined the fair value of the assets acquired and liabilities assumed on the date of acquisition as summarised below:-

Name of the entity	Fair value of net assets	WACC
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)#	(1,473.98)	8.80%
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)#	(581.85)	8.40%
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	255.70	8.80%
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	3,713.52	8.60%

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Name of the entity	Fair value of net assets	WACC
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)#	(655.03)	8.70%
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)*	8,080.20	11.60%

# Negative fair value of net assets on date of acquisition has been appropriated towards the fair value loan given by the InvIT to the entity.

\* The InvIT owns 49% equity stake and assessed the same as a joint venture. Accordingly the fair value of net assets reflected above is 49%.

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

Following are the material condition / Obligations in relation to the transaction

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

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

No external financing obtained for the acquisition by the InvIT as the InvIT has issued its units for acquisition of equity shares of the above entities from the Sponsor (Refer Note 34).

**(d) Any fees or Commissions received or to be received by an associate of the related party in relation to the transaction:**

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

**27 DISCLOSURE OF FINANCIAL INSTRUMENTS BY CATEGORY\***

	As at March 31, 2025			As at March 31, 2024		
	Cost	FVTPL	Amortised cost	Cost	FVTPL	Amortised cost
Investment in equity instruments of subsidiaries & joint venture	11,793.72	-	-	-	-	-
Loans	-	41,255.97	-	-	-	-
Cash and cash equivalents	-	-	344.30	-	-	-
Other financial assets	-	7,070.71	1,178.12	-	-	-
<b>Total Financial assets</b>	<b>11,793.72</b>	<b>48,326.68</b>	<b>1,522.42</b>	<b>-</b>	<b>-</b>	<b>-</b>
Borrowings	-	-	31,455.00	-	-	-
Trade payables	-	-	7.14	-	-	-
Other financial liabilities	-	-	158.95	-	-	-
<b>Total Financial liabilities</b>	<b>-</b>	<b>-</b>	<b>31,621.09</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* Considering that there is no item of fair value through other comprehensive income, the same is not disclosed.

**28 FAIR VALUE DISCLOSURES FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the InvIT does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled. The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**29 FAIR VALUE HIERARCHY**

The following table provides the fair value measurement hierarchy of the InvIT's assets and liabilities :

	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
<b>March 31, 2025</b>				
<b>Financial assets</b>				
<b>Asset measure at fair value through profit and loss</b>				
Loans	-	-	41,255.97	41,255.97
Derivative asset	-	-	7,070.71	7,070.71
	-	-	<b>48,326.68</b>	<b>48,326.68</b>
<b>March 31, 2024</b>	-	-	-	-

Standalone statement of net asset at fair value and standalone statement of total returns at fair value require disclosures regarding fair value of net assets (liabilities considered at book values). Since the fair values of assets other than investment in subsidiaries approximate their book values, hence only investment in subsidiaries has been disclosed above.

There have been no transfers between level 1, level 2 and level 3 during the years.

Valuation technique used to determine fair value:

- Inputs included in Level 1 of Fair Value Hierarchy are based on prices quoted in stock exchange.
- Inputs included in Level 2 of Fair Value Hierarchy have been valued based on inputs from banks, other recognised institutions and NAV declared by fund.
- Inputs included in Level 3 of Fair Value Hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/or Discounted Cash Flow Method.

Note: All financial instruments for which fair value is disclosed are categorised within the fair value hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

The fair values of the financial assets and financial liabilities included in the level 3 category above has been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

The InvIT is required to present the Statement of total assets at fair value and Statement of total returns at fair value as per paragraph 6 of chapter 4 to the master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated 15 may 2024 as a part of these standalone financial statements - Refer Statement of Net assets at fair value and Statement of Total Returns at fair value. The inputs to the valuation models for computation of fair value of assets for the above mentioned statements are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, revenue growth for toll entities, Inflation rates, etc.

The significant unobservable inputs used in the fair value measurement required for disclosures as above categorised within Level 3 of the fair value hierarchy as above together with a quantitative sensitivity analysis as at March 31, 2025 and March 31, 2024 are as shown below:

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**Description of significant unobservable inputs to valuation:**

Significant unobservable inputs	Input for March 31, 2025	Input for March 31, 2024	Sensitivity of input to the fair value	Increase / (decrease) in fair value as at March 31, 2025	Increase / (decrease) in fair value as at March 31, 2024
WACC	7.40% - 9.97%	-	0.50%	(905.24)	-
		-	(0.50%)	939.34	-
Expenses	100%	-	20.00%	2,434.67	-
		-	(20.00%)	(2,445.56)	-

\* The InvIT had acquired all subsidiaries during the year and hence above comparative disclosure for March 31, 2024 has not been given.

### 30 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The InvIT's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the InvIT's and its projects operations. The InvIT's financial assets comprise mainly of investment, loan, cash and bank balance and other financial assets (including derivative asset).

The InvIT may be exposed to market risk, credit risk and liquidity risk. The board of directors of investment manager have overall responsibility for establishment and oversees the InvIT's risk management framework. All derivative activities for risk management purposes are carried out by investment manager which has appropriate skills, experience and supervision. It is the InvIT's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors of Investment manager reviews and agrees policies for managing each of these risks, which are summarised below.

#### A. Market Risk

Market risk is the risk that the fair value of future cash flow of financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rates risk, currency risk and other price risk, such as equity prices risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and debt.

##### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The InvIT is exposed to interest risk of changes in market interest rates relate primarily to the InvIT's long-term debt obligations with floating interest rates. Long-term borrowings consist of floating rate obligations linked to the applicable benchmark rates, which may typically be adjusted at certain intervals in accordance with prevailing interest rates. Increases in interest rates would increase interest expenses relating to outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect ability to service long-term debt which in turn may adversely affect results of operations. The loan given to the subsidiaries & joint ventures are at fixed rate and any change is a mutually agreed between the parties.

##### Exposure to interest rate risk

The interest rate profile of the InvIT's interest - bearing financial instruments as reported to management is as follows:

	As at March 31, 2025	As at March 31, 2024
<b>Fixed-rate instruments</b>		
Financial assets	44,097.69	-
Financial liabilities	-	-

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>Variable-rate instruments</b>		
Financial assets	-	-
Financial liabilities	31,498.60	-

### Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 50 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Sensitivity analysis	Impact on profit before tax		Impact on equity, net of tax	
	Year ended March 31, 2025	Period ended March 31, 2024	Year ended March 31, 2025	Period ended March 31, 2024
Interest rate				
- increase by 50 basis points	(157.49)	-	(90.17)	-
- decrease by 50 basis points	157.49	-	90.17	-

### Equity price risk

The InvIT's investments in equity shares of subsidiaries are susceptible to market price risk arising from uncertainties about future values of those investments. Reports on the net asset value are submitted to the unitholders on regular basis. The Board of Directors of the Investment Manager reviews and approves all equity investment decisions and take unitholders approval as per InvIT Regulations.

At the reporting date, the exposure to equity investments in subsidiary & Joint venture at fair value was INR 11,793.72 million (March 31, 2024: Nil).

### Foreign Currency Risk:-

Foreign currency risk is the risk that the fair value or the future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The InvIT did not have any exposure in foreign currency as at March 31, 2025 and March 31, 2024.

### Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The InvIT is exposed to credit risk from its investing activities including loans to subsidiaries, deposits with banks and other financial instruments. Credit risk from balances with banks and financial instruments is managed by the Investment manager in accordance with the InvIT's policies. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. As at March 31, 2025 and March 31, 2024, the credit risk is considered low since substantial transactions of the InvIT are with its subsidiaries. Further, as the underlying loans to the subsidiaries / joint venture are fair valued, the credit risk is adjusted in the carrying value of these assets.

### Liquidity risk

Liquidity risk is the risk that the InvIT will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The InvIT's approach for managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the InvIT's reputation. The InvIT invest in bank deposits to meet the immediate obligations.

Notes to Standalone Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**Exposure to liquidity risk**

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The other financial liabilities are with short term durations. The table below summarises the maturity profile of the Trust's financial liabilities based on contractual undiscounted payments:

	Carrying amount	Contractual cash flows				
		Total	On demand	Less than 1 year	1-5 years	More than 5 years
<b>As at March 31, 2025</b>						
Borrowings #	31,455.00	45,992.41	-	3,608.78	25,854.87	16,528.75
Trade payables	7.14	7.14	-	7.14	-	-
Other financial liabilities	158.95	158.95	-	158.95	-	-
<b>Total</b>	<b>31,621.09</b>	<b>46,158.50</b>	<b>-</b>	<b>3,774.87</b>	<b>25,854.87</b>	<b>16,528.75</b>
<b>As at March 31, 2024</b>						
Borrowings	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-
	-	-	-	-	-	-

# Borrowings include interest accrued and future interest obligations.

**31 CAPITAL MANAGEMENT**

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

The InvIT manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the InvIT may adjust the distribution to unitholders, return of capital to unitholders or issue new units (subject to the provisions of InvIT regulations which require distribution of at least 90% of the net distributable cash flows of the InvIT to unitholders). The InvIT monitors capital using Debt-Equity ratio, which is net debt divided by total capital plus net debt. The InvIT includes within net debt, interest bearing loans and borrowings less cash and short-term deposits.

	As at March 31, 2025	As at March 31, 2024
Total borrowings	31,455.00	-
Less: cash and cash equivalents	344.30	-
<b>Net debt (A)</b>	<b>31,799.30</b>	<b>-</b>
Unit capital	25,941.17	-
Other equity	3,877.13	-
<b>Total capital (B)</b>	<b>29,818.30</b>	<b>-</b>
<b>Capital and net debt (C=A+B)</b>	<b>61,617.60</b>	<b>-</b>
<b>Gearing ratio (A/C)</b>	<b>51.61%</b>	<b>0.00%</b>

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025 and March 31, 2024.

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### 32 ISSUE OF UNITS

During the year, the InvIT has completed its private placement of 152 million units with issue price of Rs 100 per unit and the units of the InvIT have been listed with the national stock exchange on July 2, 2024. The proceeds from the issue of these units is Rs 15,200 million.

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

Particulars	Amount proposed to be Utilised as per FPM	Utilised upto March 31, 2025	Unutilised upto March 31, 2025
Providing loans to the Project SPVs for redemption of optionally convertible debentures, including any accrued interest, in whole or part, issued by them to the Sponsor Group	13,895.10	13,895.10	-
Issue expenses (listing fees, SEBI filing fees and other regulatory expenses for listing the units)*	26.30	-	-
General purposes #	1,278.60	182.33	-
<b>Total</b>	<b>15,200.00</b>	<b>14,077.43</b>	<b>1,122.57</b>

\* The Investment Manager has incurred Rs 61.77 million of issue expenses including fees payable to advisors in relation to the issue, upfront fees for loan taken by the InvIT, listing fees, SEBI filing fees and other regulatory expenses etc. In terms of the provisions of the Final Placement Memorandum (FPM) and investment management agreement, the investment manager has waived off its entitlement to receive aforesaid amount incurred on behalf of the InvIT.

# Amount utilised includes INR 22.37 million towards payment of interest of Optionally Convertible Debentures as stated in FPM.

Net proceeds unutilised as at March 31, 2025 are temporarily invested in deposits with banks and shall be utilised for payment of consideration for acquisition of balance 51% equity interest in joint venture.

### 33 SEGMENT REPORTING

The principal activity of InvIT is to own and invest in infrastructure assets primarily in the SPVs operating in the road infrastructure development sector in India in accordance with the provisions of the InvIT Regulations and Trust deed. The Board of Directors of the Investment Manager allocates the resources and assess the performance of the InvIT and thus are the Chief Operating Decision Maker (CODM). In accordance with the requirements of Ind AS 108 - "Segment Reporting", the CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed. As the InvIT and its assets operates only in India, no separate geographical segment is disclosed.

### 34 ACQUISITION OF SUBSIDIARIES AND JOINT VENTURE

During the year ended March 31, 2025, the InvIT had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited for acquisition of 100% equity stake in its five subsidiaries namely NXT-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited), NXT-Infra CGRG Highways Private Limited (Formerly known as MBL (CGRG) Road Limited), DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited), NXT-Infra CT Highways Private Limited (Formerly known as Chikhali- Tarsod Highways Private Limited) and Welspun Road Infra Private Limited and 49% equity stake in its joint venture namely NXT-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited).

As against this, the InvIT had issued 133 million units with issue price of Rs 100 per unit as consideration against above sale of shares. The equity shares of above five subsidiaries and joint venture were transferred to the InvIT on June 28, 2024 and thereby the InvIT obtained control over the subsidiaries and joint control over the joint Venture.

By virtue of the securities subscription and purchase agreement dated June 09, 2022 and addendum thereto between the Sponsor and the erstwhile owners of the project SPV's (Welspun Enterprises Limited), the Sponsor is entitled to acquire the balance 51% equity share in the joint venture on completion of two years from the obtaining the commercial operation date certificate from National Highway Authority of India ('NHAI') for a fixed consideration of Rs 2,690 million. Further, the

## Notes to Standalone Financial Statements for the year ended March 31, 2025 (contd.)

**(All amounts in INR millions unless otherwise stated)**

InvIT has also entered into an agreement with the Sponsor, whereby the Sponsor upon the acquisition of balance 51% equity stake in joint venture, is obligated to offer these shares to InvIT for the same consideration as aforesaid.

The InvIT has carried out fair valuation of the assets and the liabilities on the date of acquisition and has accordingly recognised the investment in the subsidiaries and the joint venture at the fair value of the net assets so determined. Further, the InvIT has also recognised a derivative asset with respect to its the right to acquire 51% equity in the joint venture at fair value on date of acquisition. Based on the above, the InvIT has recognised deemed equity amounting to Rs 1,607.37 million on date of acquisition.

### 35 EVENTS OCCURRING AFTER REPORTING PERIOD

The Board of directors of Investment manager in their meeting on May 29, 2025 have approved distribution of INR 6.5921 per unit to the unitholders, which comprises of INR 1.9463 per unit in the form of interest and INR 4.6458 per unit in the form of return of capital which is payable within 5 working days from the record date. The above distribution has been declared after March 31, 2025 and hence not included in the year ended March 31, 2025.

### 36 COMPARATIVE FIGURES:

The InvIT was set up on October 26, 2023 as an irrevocable trust under the Indian Trust Act, 1882. There were no transactions in the InvIT between October 26, 2023 to March 31, 2024 as compiled and approved by the Board of Directors of the Investment manager and have not been subject to audit.

As per our report of even date

#### **For S R B C & Co LLP**

Chartered Accountants

ICAI Firm's Registration No :324982E/E300003

#### **per Suresh Yadav**

Partner

Membership No: 119878

Place : Mumbai

Date : May 29, 2025

#### **For and behalf of the Board of Directors of Walter Infra Manager Private Limited (as an Investment Manager of Nxt-Infra Trust)**

#### **Sumit Sen**

Director

DIN: 06734410

Place: Mumbai

Date : May 29, 2025

#### **Gaurav Chaturvedi**

Director & Chief Financial Officer

DIN: 08884892

Place: Mumbai

Date : May 29, 2025

#### **Aditi Tawde**

Company Secretary

ICSI Membership no. ACS: 28753

Place: Mumbai

Date : May 29, 2025

# Independent Auditor's Report

## To the Unit Holders of Nxt-Infra Trust

### Report on the Audit of the Consolidated Financial Statements

#### OPINION

We have audited the accompanying consolidated financial statements of Nxt-Infra Trust (hereinafter referred to as "the InvIT"), its subsidiaries (the InvIT and its subsidiaries together referred to as "the Group") and its joint venture comprising of the consolidated Balance sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flow and the consolidated Statement of Changes in Unit Holder's Equity for the year then ended, the consolidated Statement of Net Assets at fair value as at March 31, 2025, the consolidated Statement of Total Returns at fair value, the Statement of Net Distributable Cash Flows (NDCFs) of the InvIT and each of its subsidiaries and joint venture for the year then ended and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended including guidelines and circulars issued thereunder (together referred as the "InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) including InvIT Regulations, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2025, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in Unit Holder's equity for the year ended on that date, its consolidated net assets at fair value as at March 31, 2025, its consolidated total returns at fair value and the net distributable cash flows of the InvIT and each of its subsidiaries and joint venture for the year ended March 31, 2025.

#### BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing

(SAs), issued by the Institute of Chartered Accountants of India ('ICAI'). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its joint venture in accordance with the 'Code of Ethics' issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the InvIT regulations, 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 audit opinion on the consolidated financial statements.

#### EMPHASIS OF MATTER

We draw attention to Note 16 of the consolidated financial statements, which describes the presentation/classification of "Unit Capital" as "Equity" instead of the applicable requirements of Ind AS 32 - Financial Instruments: Presentation, in order to comply with the relevant InvIT Regulations. Our opinion is not modified in respect of this matter.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the Investment Manager, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

## Independent Auditor's Report (contd.)

Key audit matters	How our audit addressed the key audit matter
<p><b>Acquisition of subsidiaries/Joint Venture</b> (as described in Note 2.3 and 49 of the consolidated financial statements)</p> <p>During the year, the InvIT had entered into a share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited ('Actis') for acquisition of 100% equity stake in five subsidiaries and 49% equity stake in a joint venture for a consideration of Rs 13,300 million (paid in the form of issue of 133 million units of Rs 100 each to Actis). The InvIT has also determined the fair valuation of the assets acquired and the liabilities assumed on the date of acquisition (i.e July 02, 2024) at Rs 14,907.37 million, including the fair value of the derivative asset acquired with respect to the InvIT's right to acquire balance 51% equity in the joint venture at a fixed consideration in future.</p> <p>The Investment Manager has made an evaluation of substance of the transaction and has assessed that the same is an asset acquisition under common control and the difference between the fair value of the net assets acquired by InvIT and consideration paid by the InvIT is in the nature of non-reciprocal capital contributions by Actis being controlling unitholder, both pre-acquisition and post-acquisition. Accordingly, the difference of Rs 1,607.37 million has been recorded as a capital reserve in the financial statements.</p> <p>Being a material transaction in the current year and the judgments involved in accounting for the transaction, including estimates used in determining fair value of the net assets acquired, the same has been considered as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Read and evaluated the key terms of the underlying agreements applicable to the acquisitions including agreement with Actis, whereby Actis upon the acquisition of balance 51% equity stake in joint venture is obligated to offer these shares to the InvIT for a fixed consideration.</li> <li>• Obtained and read the fair valuation reports issued by the independent valuer engaged by the Investment manager for measuring the assets acquired and liabilities assumed at fair value. Assessed independent valuer's objectivity and independence.</li> <li>• Obtained Investment manager's assessment on accounting for acquisition at fair value instead of transaction value including specific reasons for difference between fair value of net assets acquired and consideration paid and basis of recording the difference in capital reserve.</li> <li>• Involved valuation specialists to review assumptions used by the independent valuer engaged by the Investment manager in arriving at the fair value of assets and liabilities of the subsidiaries and joint ventures on the date of acquisition and subsequently as at March 31, 2025.</li> <li>• Assessed investment manager's determination of fair value of derivative asset as at date of acquisition and as at March 31, 2025 based on the valuation reports issued by the independent valuer.</li> <li>• Assessed disclosures made in the financial statements regarding the acquisition.</li> </ul>
<p><b>Impairment assessment of receivable under service concession arrangements and investments accounted under equity method</b> (as described in note 2.2(c)(iv), and 2.3 of the consolidated financial statements)</p> <p>As at March 31, 2025, the Group has receivables under the service concession agreements for its hybrid annuity assets in its subsidiaries which are recognised in accordance with Appendix D of Ind AS 115. Further, the Group has acquired 49% in Nxt-Infra MCP Highways Private Limited which has been assessed as a joint venture and accordingly accounted under the equity method as per Ind AS 28.</p> <p>In accordance with the policy applicable to 'Impairment of non-financial assets', the carrying amount of the aforesaid assets are assessed and written down to its recoverable amount. For this purpose, the value in use is determined based on the discounted cash flow model using judgements / estimates on discount rates, future operating income and cost, inflation etc.</p> <p>Accordingly, the above is considered as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the InvIT's accounting policies with respect to impairment and obtained understanding of the valuation methodology applied by the investment manager in determining the recoverable amount including key estimates relating to discount rates, future operating income and cost, inflation etc.</li> <li>• Obtained and read the fair valuation reports issued by the independent valuer engaged by the Investment manager. Assessed independent valuer's objectivity and independence.</li> <li>• Assessed investment manager's determination of recoverable amount of the receivable under service concession arrangements / investments accounted under equity method.</li> <li>• Involved valuation specialists to review the valuation methodology and the assumptions used.</li> <li>• Assessed disclosures made in the financial statements.</li> </ul>

## Independent Auditor's Report (contd.)

### OTHER INFORMATION

The Investment Manager of Walter Infra Manager Private Limited is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

The report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

### RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Investment Manager is responsible for the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in unit holder's equity of the Group and its joint venture for the year ended March 31, 2025, the consolidated net assets at fair value as at March 31, 2025, the consolidated total returns at fair value of the InvIT and the net distributable cash flows of the InvIT and each of its subsidiaries and joint venture in accordance with the requirements of the InvIT Regulations; the Indian Accounting Standards as defined in Rule 2(l)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records for safeguarding of the assets of their respective companies 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 the design, implementation and maintenance of adequate internal controls, that were operating effectively for

ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Investment Manager, as aforesaid.

In preparing the consolidated financial statements, the Board of Directors of the Investment Manager and respective Board of Directors of the companies included in the Group and its joint venture are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Investment Manager either intends to liquidate the Group or its joint venture or to cease operations, or has no realistic alternative but to do so.

The Investment Manager and respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of their respective companies.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 SAs 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 consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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.

## Independent Auditor's Report (contd.)

- 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 opinion on effectiveness of the InvIT's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 and its joint venture 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 consolidated 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 Group or its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by 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.

We communicate with those charged with governance of the InvIT and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2025 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.

### OTHER MATTER

We did not audit the financial statements and other financial information, in respect of 5 subsidiaries, whose financial statements include total assets of Rs 26,787.47 million as at March 31, 2025, and total revenues of Rs 3,078.44 million and net cash inflows of Rs 588.87 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the Investment Manager. The consolidated financial statements also include the Group's share of net loss of Rs. 206.55 million for the year ended March 31, 2025, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Investment Manager. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Investment Manager.

## Independent Auditor's Report (contd.)

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries and joint venture as noted in the 'other matter' paragraph, we report that:

- A. We/the other auditors whose report we have relied upon 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;
- B. The Consolidated Balance Sheet, and the Consolidated Statement of Profit and Loss are in agreement with the books of account; and

- C. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards (Ind AS) as defined in Rule 2(l)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For **S R B C & COLLP**  
Chartered Accountants  
ICAI Firm Registration Number: 324982E/E300003

**per Suresh Yadav**  
Partner

Place of Signature: Mumbai      Membership Number: 119878  
Date: May 29, 2025                      UDIN: 25119878BMNYWY9052

# Consolidated Balance Sheet

as at March 31, 2025

(All amounts in INR millions unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and equipment	3	3.73	-
Investments Accounted for Using Equity Method	4	7,356.13	-
Financial assets			
i. Receivable under service concession arrangements	5	18,148.76	-
ii. Loans	6	17,644.56	-
iii. Other financial assets	7	8,262.24	-
Non Current Tax Asset (net)	8	323.34	-
Other non-current assets	9	102.03	-
<b>Total Non-Current Assets</b>		<b>51,840.79</b>	-
<b>Current assets</b>			
Financial assets			
i. Trade receivables	10	550.81	-
ii. Cash and cash equivalent	11	2,150.82	-
iii. Bank Balances other than (i) above	12	142.23	-
iv. Receivable under service concession arrangements	13	4,755.90	-
v. Loans	6	1,315.58	-
vi. Other financial assets	14	0.81	-
Other current assets	15	647.72	-
<b>Total Current Assets</b>		<b>9,563.87</b>	-
<b>Total Assets</b>		<b>61,404.66</b>	-
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Unit capital	16	25,941.17	-
Other equity	17	2,736.50	-
<b>Total Unit Holders's Equity</b>		<b>28,677.67</b>	-
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	18	30,420.60	-
Provision	19	4.62	-
Deferred tax liabilities (Net)	20	641.66	-
<b>Total Non-Current liabilities</b>		<b>31,066.88</b>	-
<b>Current liabilities</b>			
Financial liabilities			
i. Borrowings	21	1,034.40	-
ii. Trade payables			
a. Total outstanding dues of micro enterprises and small enterprises			
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	22	436.99	-
iii. Other financial liabilities	23	167.74	-
Provision	24	0.08	-
Other current liabilities	25	20.44	-
Current tax liabilities (net)	26	0.46	-
<b>Total Current Liabilities</b>		<b>1,660.11</b>	-
<b>Total Liabilities</b>		<b>32,726.99</b>	-
<b>Total Equity and Liabilities</b>		<b>61,404.66</b>	-
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date

**For S R B C & CO LLP**  
Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as Investment Manager of Nxt-Infra Trust)**

**per Suresh Yadav**  
Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

**Sumit Sen**  
Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

**Gaurav Chaturvedi**  
Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

**Aditi Tawde**  
Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

Particulars	Notes	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b>I. INCOMES AND GAINS:</b>			
Revenue from operations	27	2,886.33	-
Fair value gain or loss / Interest income on loans given	28	1,733.60	-
Interest income on deposit with banks		97.57	-
Other income	29	1,481.98	-
<b>Total Income (I)</b>		<b>6,199.48</b>	<b>-</b>
<b>II. EXPENSES AND LOSSES:</b>			
Sub-contracting charges	30	774.19	-
Valuation expenses		1.06	-
Audit fees		6.19	-
Insurance expenses		27.84	-
Employee benefit expense	31	48.37	-
Investment management fees	32	37.80	-
Project management fees	33	18.35	-
Depreciation and amortisation expense	34	1.96	-
Finance costs	35	1,987.15	-
Other expenses	36	332.32	-
<b>Total expenses (II)</b>		<b>3,235.23</b>	<b>-</b>
<b>III. Profit before share of profit / (loss) of Joint venture and Tax (I-II)</b>		<b>2,964.25</b>	<b>-</b>
<b>IV. Share of Profit / (loss) of joint venture (net of tax)</b>		<b>(724.07)</b>	<b>-</b>
<b>V. Profit before tax (III+IV)</b>		<b>2,240.18</b>	<b>-</b>
<b>VI. Tax expense</b>	37		
Current tax		103.22	-
Tax expenses of earlier years		15.64	-
Deferred tax		186.12	-
<b>Total Tax expense</b>		<b>304.98</b>	<b>-</b>
<b>VII. Profit for the year / period (V-VI)</b>		<b>1,935.20</b>	<b>-</b>
<b>VIII. Other comprehensive income</b>			
Other comprehensive income not to be reclassified to profit or loss in subsequent years (net of tax)		0.10	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax)		-	-
<b>Other comprehensive income for the period / year (net of tax)</b>		<b>0.10</b>	<b>-</b>
<b>IX. Total comprehensive income for the period / year (net of tax) (VII+VIII)</b>		<b>1,935.30</b>	<b>-</b>
<b>Net profit for the year/period attributable to:</b>			
- Unit holders		1,935.20	-
- Non controlling interests		-	-
<b>Other comprehensive income for the year attributable to:</b>			
- Unit holders		0.10	-
- Non controlling interests		-	-
<b>Total comprehensive income for the year attributable to :</b>			
- Unit holders		1,935.30	-
- Non controlling interests		-	-
<b>Earnings per unit (issue value of INR100 per unit)</b>	38		
- Basic and diluted (in INR)		8.98	-
Summary of material accounting policies	2.2		

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date

## For S R B C & CO LLP

Chartered Accountants

ICAI Firm's Registration No :324982E/E300003

## per Suresh Yadav

Partner

Membership No: 119878

Place : Mumbai

Date : May 29, 2025

## For and behalf of the Board of Directors of Walter Infra Manager Private Limited (as Investment Manager of Nxt-Infra Trust)

## Sumit Sen

Director

DIN: 06734410

Place: Mumbai

Date : May 29, 2025

## Gaurav Chaturvedi

Director & Chief Financial Officer

DIN: 08884892

Place: Mumbai

Date : May 29, 2025

## Aditi Tawde

Company Secretary

ICSI Membership no. ACS: 28753

Place: Mumbai

Date : May 29, 2025

# Consolidated Statement of Cash Flow

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b>A. CASH FLOW (USED IN) OPERATING ACTIVITIES</b>		
<b>Net profit as per statement of profit and loss</b>		
<b>Profit before tax</b>	<b>2,240.18</b>	-
Non-cash adjustment to reconcile profit before tax to net cash flows		
- Depreciation on Property, Plant and equipment	1.96	-
- Interest income on financial assets at fair value through profit and loss ('FVTPL')	(9.12)	-
- Net gain on remeasurement of instrument measured at FVTPL	(1,337.09)	-
- Finance costs	1,987.15	-
- Share of Profit / (loss) of joint venture (net of tax)	724.07	-
- Interest income on loans given to Joint venture	(1,651.75)	-
- Interest income from others	(96.52)	-
- Finance income on financial assets carried on amortised cost	(1,973.46)	-
- Allowance for expected credit loss	18.53	-
- Modification loss on financial assets carried at amortised cost	175.94	-
<b>Operating (loss)/gain before working capital changes</b>	<b>79.89</b>	-
Movements in assets and liabilities:		
- Increase in trade payables	294.24	-
- Increase in other current and non-current financial liabilities	(0.41)	-
- (Decrease) / Increase in other current and non current liabilities	(116.84)	-
- Decrease / (Increase) in Receivable under service concession arrangements	899.57	-
- Decrease in Trade Receivables	681.29	-
- Decrease in other current and non current financial asset	605.64	-
- Decrease in other current and non current asset	353.04	-
<b>Cash generated / (used in) Operations</b>	<b>2,796.42</b>	-
<b>Direct taxes (paid)/refund</b>	<b>(192.22)</b>	-
<b>Net cash flow generated from operating activities (A)</b>	<b>2,604.19</b>	-
<b>B. CASH FLOW (USED IN) INVESTING ACTIVITIES</b>		
Purchase of property plant and equipment	(3.10)	-
Interest Income on investment	9.12	-
Investment in Fixed deposits	839.98	-
Proceeds from sale of investment	192.02	-
Interest Received from Joint ventures	1,424.28	-
Interest received under service concession arrangements	2,202.48	-
Senior loan given to Joint venture	(11,349.20)	-
Subordinated loan given to Joint venture	(7,575.23)	-
Repayment of Subordinated loan to Joint venture	985.71	-
Repayment of senior loan to Joint venture	1,113.09	-
<b>Net cash flow (used in) investing activities (B)</b>	<b>(12,160.85)</b>	-
<b>C. CASH FLOW (USED IN)/GENERATED FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of unit capital	15,200.00	-
Issue expenses	(111.91)	-
Proceeds from long term borrowings	32,217.88	-
Repayment of long term borrowings	(21,447.39)	-
Repayment of Optionally Convertible Debentures (OCDs)	(9,209.91)	-
Interest paid	(2,858.51)	-
Distribution to unitholders	(3,300.00)	-
<b>Net cash flow generated from financing activities (C)</b>	<b>10,490.16</b>	-
<b>Net increase in cash and cash equivalents (D=A+B+C)</b>	<b>933.50</b>	-
<b>Cash and cash equivalents as at beginning of year (E)</b>	<b>-</b>	-
<b>Addition on account of acquisition (F)</b>	<b>1,217.32</b>	-
<b>Cash and cash equivalents as at the end of year (D+E+F)</b>	<b>2,150.82</b>	-

Consolidated Statement of Cash Flow  
for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

Components of cash and cash equivalents	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Balances with banks		
- In current accounts	848.75	-
- Deposit with original maturity of less than 3 months	1,302.07	-
<b>Total cash and cash equivalents</b>	<b>2,150.82</b>	<b>-</b>

**Reconciliation between opening and closing balances for liabilities arising from financing activities (including current maturities) and investing activities :-**

**Long term borrowings (including current maturities and interest accrued)**

	As at April 1, 2024	Net cash flow	Others*	As at March 31, 2025
Borrowings (including current maturities and interest)	-	631.29	30,823.71	31,455.00
<b>Total</b>	<b>-</b>	<b>631.29</b>	<b>30,823.71</b>	<b>31,455.00</b>

**Long term borrowings (including current maturities and interest accrued)**

	As at October 26, 2023	Net cash flow	Others*	As at March 31, 2024
Borrowings (including current maturities and interest)	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* Others consist of addition on account of acquisition amounting to INR 30,820 million and unamortisation of upfront fees paid during the year.

During the year ended March 31, 2025, the InvIT had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited for acquisition of 100% equity stake in its five subsidiaries and 49% equity stake in its joint venture (refer note 49). As against this, the InvIT had issued 133 million units with issue price of Rs 100 per unit as consideration against above sale of shares. The same being non-cash transaction is not reflected in consolidated cash flow statement.

The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in the "Indian Accounting Standard (Ind AS) 7- Statement of Cash Flows" issued by the Institute of Chartered Accountants of India

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

**per Suresh Yadav**

Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as Investment Manager of Nxt-Infra Trust)**

**Sumit Sen**

Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

**Gaurav Chaturvedi**

Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

**Aditi Tawde**

Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Consolidated Statement of Changes in Unitholder's Equity

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

## A. UNIT CAPITAL (REFER NOTE 16)

Particulars	No. of units	INR in millions
<b>Balance as at October 26, 2023 (Refer note 51)</b>		
Add: Units issued during the year	-	-
<b>Balance as at March 31, 2024</b>	-	-
<b>Balance as at April 1, 2024</b>		
Add: Units issued during the year	28,50,00,000	28,500.00
Less: Issue related expenses	-	(111.91)
Less: Repayment of unit capital (refer note (ii) below)	-	(2,446.92)
<b>Balance as at March 31, 2025</b>	<b>28,50,00,000</b>	<b>25,941.17</b>

## B. OTHER EQUITY

Particulars	Reserves and surplus		
	Capital Reserve	Retained earnings	Total
<b>Balance as at October 26, 2023 (Refer note 51)</b>	-	-	-
Profit for the year	-	-	-
Other comprehensive income for the year	-	-	-
Less : Distribution during the year	-	-	-
<b>Balance as at March 31, 2024</b>	-	-	-
<b>Balance as at April 1, 2024</b>	-	-	-
Profit for the year	-	1,935.20	1,935.20
Other comprehensive income for the year	-	-	-
On account of acquisition (Refer note 49)	1,607.37	-	1,607.37
Less : Distribution to unitholders during the year (refer note (ii) below)	-	(806.17)	(806.17)
<b>Balance as at March 31, 2025</b>	<b>1,607.37</b>	<b>1,129.03</b>	<b>2,736.40</b>

### Note:

- (i) The distributions made by Nxt Infra Trust to its unitholders are based on the Net Distributable Cash Flows (NDCF) of Nxt Infra under InvIT regulations.
- (ii) The board of directors of the Investment Manager have approved the following distributions to the unitholders which has been paid by the InvIT in the current year:-
  - a) INR 2,288.03 million paid and approved at meeting held on November 14, 2024 for distribution of INR 8.0282 per unit to the unitholders which comprise of INR 1.3665 per unit in the form of interest and INR 6.6617 per unit in the form of return of capital.
  - b) INR 965 million paid and approved at meeting held on February 10, 2025, distribution of INR 3.386 per unit to the unitholders which comprise of INR 1.462 Per unit in the form of interest, INR 1.924 per unit in the form of Return of Capital.
- (iii) The Board of directors of Investment manager in their meeting on May 29, 2025 have approved distribution of INR 6.5921 per unit to the unitholders, which comprises of INR 1.9463 per unit in the form of interest and INR 4.6458 per unit in the form of return of capital which is payable within 5 working days from the record date. The above distribution has been declared after March 31, 2025 and hence not included in the year ended March 31, 2025.

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date

### For S R B C & CO LLP

Chartered Accountants

ICAI Firm's Registration No :324982E/E300003

### per Suresh Yadav

Partner

Membership No: 119878

Place : Mumbai

Date : May 29, 2025

### For and behalf of the Board of Directors of Walter Infra Manager Private Limited (as Investment Manager of Nxt-Infra Trust)

### Sumit Sen

Director

DIN: 06734410

Place: Mumbai

Date : May 29, 2025

### Gaurav Chaturvedi

Director & Chief Financial Officer

DIN: 08884892

Place: Mumbai

Date : May 29, 2025

### Aditi Tawde

Company Secretary

ICSI Membership no. ACS: 28753

Place: Mumbai

Date : May 29, 2025

# Disclosures Pursuant to SEBI Circulars

as at and for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

**ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 6 OF CHAPTER 4 TO THE MASTER CIRCULAR NO. SEBI/HO/ DDHS-POD-2/P/CIR/2024/44 DATED MAY 15, 2024 AS AMENDED INCLUDING ANY GUIDELINES AND CIRCULARS ISSUED THEREUNDER ("SEBI CIRCULARS")**

## A. Statement of Net Distributable Cash Flows (NDCFs)

### I. Nxt Infra Trust ('InvIT')

Description	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b>Cash flows from operating activities of the InvIT</b>	<b>(73.68)</b>	-
Add: Cash flows received from SPV's / Investment entities which represent distributions of NDCF computed as per relevant framework	7,884.80	-
Add: Treasury income / income from investing activities of the Trust (interest income received from FD, any investment entities as defined in Regulation 18(5), tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments which will be considered on a cash receipt basis.	17.69	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or Investment Entity adjusted for the following	-	-
- Applicable capital gains and other taxes	-	-
- Related debts settled or due to be settled from sale proceeds	-	-
- Directly attributable transaction costs	-	-
- Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-
<b>Total cash inflow at InvIT level (A)</b>	<b>7,828.81</b>	-
Less: Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss account of the Trust.	1,970.53	-
Less: Debt repayment at Trust level (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt in any form or funds raised through issuance of units)	719.28	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any:	-	-
- loan agreement entered with financial institution, or	-	-
- terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs, or	-	-
- terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs, or	-	-
- agreement pursuant to which the Trust operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or	7.00	-

Disclosures Pursuant to SEBI Circulars  
as at and for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

Description	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
- statutory, judicial, regulatory, or governmental stipulations; or	-	-
Less: any capital expenditure on existing assets owned / leased by the InvIT, to the extent not funded by debt / equity or from contractual reserves created in the earlier years	0.25	-
<b>Total cash outflows / retention at Nxt Infra level (B)</b>	<b>2,697.06</b>	-
<b>Net Distributable Cash Flows (C) = (A-B)</b>	<b>5,131.75</b>	-

## II. SPV level NDCF

Description	Year ended March 2025					
	CTHPL	CGRG	GSY	DME	WRIPL	MCP
<b>Cash flows from operating activities of the InvIT</b>	<b>412.75</b>	<b>626.80</b>	<b>727.98</b>	<b>293.17</b>	<b>(63.09)</b>	<b>2,587.26</b>
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	658.17	535.91	364.36	396.89	317.10	33.68
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-	-	-
- Applicable capital gains and other taxes	-	-	-	-	-	-
- Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-
- Directly attributable transaction costs	-	-	-	-	-	-
- Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-
<b>Total cash inflow at SPV level (A)</b>	<b>1,070.92</b>	<b>1,162.71</b>	<b>1,092.34</b>	<b>690.06</b>	<b>254.01</b>	<b>2,620.94</b>
Less: Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss account of the Trust.	-	-	-	-	-	-
Less: Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust) (Refer note 1 below)	550.00	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any:	-	-	-	-	-	-
- loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or	-	-	-	-	-	-

Disclosures pursuant to SEBI Circulars  
as at and for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

Description	Year ended March 2025					
	CTHPL	CGRG	GSY	DME	WRIPL	MCP
- terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or	-	-	-	-	-	-
- terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos,	-	-	-	-	-	-
- agreement pursuant to which the SPV/ HoldCo operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or (Refer note 2 below)	41.05	119.62	59.20	79.00	21.50	151.56
- statutory, judicial, regulatory, or governmental stipulations; or (Refer note 3 below)	-	-	42.50	28.00	104.50	-
Less: any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years	0.31	0.18	0.24	0.86	1.68	1.08
<b>Total cash outflows / retention at SPV level (B)</b>	<b>591.36</b>	<b>119.80</b>	<b>101.94</b>	<b>107.86</b>	<b>127.68</b>	<b>152.64</b>
Add: Surplus cash available in SPVs due to : (C)						
(i) 10% of NDCF withheld in line with the Regulation in any earlier year or half year or	-	-	-	-	-	-
(ii) Such surplus being available in a new SPV on acquisition of such SPV by InvIT	46.12	87.56	158.73	44.17	22.06	1,204.09
(iii) Any other reason, excluding if such surplus cash is available due to any debt raise could be considered for distribution by the SPV to the InvIT, or by the Trust to its Unitholders in part or in full	-	-	-	-	760.39	100.00
<b>Net Distributable Cash Flows (C) = (A-B)</b>	<b>525.68</b>	<b>1,130.47</b>	<b>1,149.13</b>	<b>626.37</b>	<b>908.78</b>	<b>3,772.39</b>

**Notes:**

1. INR 550 millions represents repayment of loan to NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited).
2. Amount determined by investment manager for operational costs of projects basis contractual agreement and expected cash flows till next annuity date.
3. Amount set aside for statutory payments

**II. SPV level NDCF**

Description	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)					
	CTHPL	CGRG	GSY	DME	WRIPL	MCP
<b>Cash flows from operating activities of the InvIT</b>	-	-	-	-	-	-
Add: Treasury income / income from investing activities (interest income received from FD, tax refund, any other income in the nature of interest, profit on sale of Mutual funds, investments, assets etc., dividend income etc., excluding any Ind AS adjustments. Further clarified that these amounts will be considered on a cash receipt basis)	-	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or shares of SPVs or Investment Entity adjusted for the following	-	-	-	-	-	-

Disclosures pursuant to SEBI Circulars  
as at and for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

Description	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)					
	CTHPL	CGRG	GSY	DME	WRIPL	MCP
- Applicable capital gains and other taxes	-	-	-	-	-	-
- Related debts settled or due to be settled from sale proceeds	-	-	-	-	-	-
- Directly attributable transaction costs	-	-	-	-	-	-
- Proceeds reinvested or planned to be reinvested as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations	-	-	-	-	-	-
Add: Proceeds from sale of infrastructure investments, infrastructure assets or sale of shares of SPVs/ Hold cos or Investment Entity not distributed pursuant to an earlier plan to re-invest as per Regulation 18(7) of InvIT Regulations or any other relevant provisions of the InvIT Regulations, if such proceeds are not intended to be invested subsequently	-	-	-	-	-	-
<b>Total cash inflow at SPV level (A)</b>	-	-	-	-	-	-
Less: Finance cost on Borrowings, excluding amortisation of any transaction costs as per Profit and Loss account of the Trust.	-	-	-	-	-	-
Less: Debt repayment (to include principal repayments as per scheduled EMI's except if refinanced through new debt including overdraft facilities and to exclude any debt repayments / debt refinanced through new debt, in any form or equity raise as well as repayment of any shareholder debt / loan from Trust)	-	-	-	-	-	-
Less: any reserve required to be created under the terms of, or pursuant to the obligations arising in accordance with, any:	-	-	-	-	-	-
- loan agreement entered with banks / financial institution from whom the Trust or any of its SPVs/ HoldCos have availed debt, or	-	-	-	-	-	-
- terms and conditions, covenants or any other stipulations applicable to debt securities issued by the Trust or any of its SPVs/ HoldCos, or	-	-	-	-	-	-
- terms and conditions, covenants or any other stipulations applicable to external commercial borrowings availed by the Trust or any of its SPVs/ HoldCos,	-	-	-	-	-	-
- agreement pursuant to which the SPV/ HoldCo operates or owns the infrastructure asset, or generates revenue or cashflows from such asset (such as, concession agreement, transmission services agreement, power purchase agreement, lease agreement, and any other agreement of a like nature, by whatever name called); or	-	-	-	-	-	-
- statutory, judicial, regulatory, or governmental stipulations; or	-	-	-	-	-	-
Less: any capital expenditure on existing assets owned / leased by the SPV or Holdco, to the extent not funded by debt / equity or from reserves created in the earlier years	-	-	-	-	-	-
<b>Total cash outflows / retention at SPV level (B)</b>	-	-	-	-	-	-

Disclosures pursuant to SEBI Circulars  
as at and for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

Description	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)					
	CTHPL	CGRG	GSY	DME	WRIPL	MCP
Add: Surplus cash available in SPVs due to : (C)						
(i) 10% of NDCF withheld in line with the Regulation in any earlier year or half year or	-	-	-	-	-	-
(ii) Such surplus being available in a new SPV on acquisition of such SPV by InvIT	-	-	-	-	-	-
(iii) Any other reason, excluding if such surplus cash is available due to any debt raise could be considered for distribution by the SPV to the InvIT, or by the Trust to its Unitholders in part or in full	-	-	-	-	-	-
<b>Net Distributable Cash Flows (C) = (A-B)</b>	-	-	-	-	-	-

**B. STATEMENT OF NET ASSETS AT FAIR VALUE**

Particulars	As at March 31, 2025		As at March 31, 2024 (Refer note 51)	
	Book value	Fair value	Book value	Fair value
A. Assets	61,404.66	63,998.13	-	-
B. Liabilities	32,726.99	32,726.99	-	-
C. Net Assets (A-B)	28,677.67	31,271.14	-	-
D. Number of units	28,50,00,000	28,50,00,000	-	-
<b>E. NAV (C/D)</b>	<b>100.62</b>	<b>109.72</b>	-	-

**Notes:**

- As the units have been issued during the year ended March 31, 2025, accordingly, disclosures in respect of number of units and NAV per unit have not been presented in the comparative period ended March 31, 2024.
- The fair value of assets as at March 31, 2025 is based solely on the fair valuation report dated May 28, 2025 of the independent valuer appointed by Investment Manager under the InvIT Regulations. Fair values of assets have been arrived using discounted cash flow model after adjusting the cash and cash equivalents, current liabilities, etc. in the enterprise value.

**Project wise breakup of fair value assets as at March 31, 2025**

Project	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Nxt - Infra CT Highways Private Limited ("CTHPL")	6,021.65	-
Nxt - Infra CGRG Highways Private Limited ("CGRG")	5,339.10	-
Nxt - Infra GSY Highways Private Limited ("GSY")	6,771.07	-
DM Expressway Private Limited ("DME")	2,835.07	-
NI Road Infra Private Limited ("WRIPL")	8,006.89	-
Nxt - Infra MCP Highways Private Limited ("MCP")	9,377.96	-
Other Assets of the Trust	25,646.39	-
<b>Total Assets</b>	<b>63,998.13</b>	-

Disclosures pursuant to SEBI Circulars  
as at and for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

**C. STATEMENT OF TOTAL RETURNS AT FAIR VALUE**

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Total comprehensive income (as per the statement of profit and loss)	1,935.30	-
Add/ (Less): other changes in fair value not recognised in total comprehensive income	(771.54)	-
<b>Total Return</b>	<b>1,163.76</b>	-

**Notes:**

- i. As all the subsidiaries and joint venture have been acquired in the current year, there is no change in the fair value disclosed in the previous year.
- ii. Fair value of assets as at March 31, 2025 and other changes in fair value for the period then ended as disclosed above are based on independent fair valuation done by the independent valuer appointed by investment manager under the InvIT regulations.
- iii. Changes in fair value for the year ended March 31, 2025 is calculated from the date of acquisition of the SPV's (refer note 49).

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

**per Suresh Yadav**

Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

**For and behalf of the Board of Directors of Walter Infra Manager Private Limited  
(as Investment Manager of Nxt-Infra Trust)**

**Sumit Sen**

Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

**Gaurav Chaturvedi**

Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

**Aditi Tawde**

Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025

# Notes to Consolidated Financial Statements

for the year ended March 31, 2025

(All amounts in INR millions unless otherwise stated)

## NOTES:

### 1. INVIT INFORMATION

- The Consolidated financial statements comprise financial statements of Nxt Infra Trust ('the Holding Entity, 'the Parent' or 'the InvIT' or 'Trust') and its subsidiaries (collectively referred as a 'the Group') and its joint venture for the year ended March 31, 2025. 'The InvIT was set up as an irrevocable trust under the Indian Trust Act, 1882 pursuant to trust deed dated October 26, 2023. The InvIT has been registered as an Infrastructure Investment Trust with Securities Exchange Board of India ('SEBI') under the Securities Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 vide Certificate of Registration (IN/InvIT/23-24/0028) dated November 08, 2023. The Trustee to the InvIT is Catalyst Trusteeship Services Limited (the "Trustee"). The Sponsor of the InvIT is Actis Highway Infra Limited (the "Sponsor"), Project Manager of the InvIT is Walter Infra Project Private Limited (the "Project Manager") and Investment Manager for the InvIT is Walter Infra Manager Private Limited (the "Investment Manager").

The InvIT has completed the acquisition of five subsidiaries and one joint venture from its Sponsor on June 28, 2024 (Refer Note 3). Further, the InvIT has completed its private placement of 152 million units with issue price of Rs 100 per unit and the units of the InvIT have been listed with the national stock exchange on July 2, 2024. The proceeds from the issue of these units (Rs 15,200 million) and additional borrowings raised by the InvIT of Rs 31,968 million have been advanced as loans to the subsidiaries / joint venture for repayment of their external borrowings and optionally convertible debentures to the Sponsor group on July 2, 2024.

The object and purpose of the Trust, as described in the Trust Deed, is to carry on the activity of an infrastructure investment trust as permissible under the InvIT Regulations to raise funds through the Trust, to make investments in accordance with the InvIT Regulations and the investment strategy and to carry on the activities as may be required for operating the Trust, including incidental and ancillary matters thereto. The principal activity of the InvIT is to own and invest in infrastructure assets primarily in the SPV's operating in the road infrastructure development sector in India in accordance with the provisions of the InvIT Regulations and Trust deed .

The Consolidated Financial Statements were approved for issue in accordance with resolution passed by the Board of Directors of the Investment Manager, acting on behalf of the InvIT on May 29, 2025.

### 2. MATERIAL ACCOUNTING POLICIES

#### 2.1 Basis of Preparation

The Consolidated financial statements comprise of the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Statement of Changes in Unit Holders' Equity and the Consolidated Statement of Cash Flow for the year then ended, the Consolidated Statement of Net Assets at fair value as at March 31, 2025, the Consolidated Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') of the InvIT and each of its subsidiaries and its joint venture for the year then ended and a summary of material accounting policies and other explanatory notes (collectively, the "Consolidated Financial Statements") prepared in accordance with requirement of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time including circulars, notifications, clarifications and guidelines issued thereunder ("InvIT Regulations") and SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/CIR/2024/44 dated May 15, 2024 as amended issued under the SEBI InvIT Regulations ('SEBI Circulars'); 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 Consolidated Financial Statements have been prepared on a historical cost convention and on an accrual basis except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The Consolidated Financial Statements are presented in INR, which is the functional currency of the Group. The Group does not have any foreign operation and has assessed the functional currency to be INR. All values are rounded to the nearest million rupees, unless otherwise indicated. Certain amounts that are required to be disclosed and do not appear due to rounding-off are expressed as 0.00.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the InvIT and its subsidiaries and joint venture as at March 31, 2025. Control is achieved when the InvIT is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- i) Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- iii) The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including: (i) The contractual arrangement with the other vote holders of the investee; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights, other vote holders or other parties; (iv) the size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders; (v) any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all entities used for the purpose

of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March.

The procedure for preparing Consolidated Financial Statements of the Group are stated below –

- i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date;
- ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any difference;
- iii) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group. Ind AS 12, Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the unitholders of the Trust and to the non-controlling interests (if any), even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the group.

When a change in the ownership interest of a subsidiary resulting to the loses of control over a subsidiary, it

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

(i) derecognises the assets and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests, (iii) recognises the fair value of the consideration received, (iv) recognises the fair value of any investment retained and (v) recognises any surplus or deficit in profit or loss. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair

value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in associate.

The Group has the following operational entities ('Special Purpose Vehicles' or 'SPVs') which has principal activities of construction and operation of national highways projects on Build Operate and Transfer basis (BOT) which has been included in the Consolidated financial statement of the Group:

Name of the Company:	Country of Incorporation	% of holding as on	
		March 31, 2025	March 31, 2024
Nxt - Infra MCP Highways Private Limited ("MCP")	India	49%*	-
Nxt - Infra CT Highways Private Limited ("CTHPL")	India	100%	-
Nxt - Infra CGRG Highways Private Limited ("CGRG")	India	100%	-
Nxt - Infra GSY Highways Private Limited ("GSY")	India	100%	-
DM Expressway Private Limited ("DME")	India	100%	-
NI Road Infra Private Limited ("WRIPL")	India	100%	-

\*Presently, 51% of the issued and paid-up equity share capital of MCP is held by Welspun Enterprises Limited ("WEL"), and in terms of the securities subscription and purchase agreement dated June 9, 2022 ("SSPA") entered into between our Sponsor and WEL, our Sponsor is entitled to acquire 100% of the equity share capital of MCP. However, in terms of the requirements of the service concession agreement entered into with NHAI, a change in ownership of MCP may be undertaken only with the prior approval of the NHAI and only after a period of one year from the Commercial operation date (COD) of MCP. Pursuant to letter of assignment dated June 18, 2024, the sponsor in accordance with clause 14.5 of the SSPA, has assigned the SSPA in favour of the InvIT with effect from June 18, 2024, in accordance with the terms set out in the said letter of assignment which inter-alia provides that the InvIT agrees to comply with the terms of transaction documents. Further, the Sponsor, Trustee, and the Investment Manager entered into a Right Of First Refusal Agreement pursuant to which the Trust has the ability to acquire the remaining 51% of the issued and paid-up equity share capital of MCP at a subsequent date for a fixed consideration of INR 2,690 million.

### 2.2 Summary of material accounting policies

The following are the material accounting policies applied by the Group in preparing its Consolidated financial statements:

#### a. Current versus non-current classification

The Group presents assets and liabilities in the 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 realised 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 are classified as non-current.

A liability is current when:

It is expected to be settled in 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 terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has ascertained its operating cycle being a period of twelve months for the purpose of classification of assets and liabilities as current and non-current.

### b. Business Combination

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs or considered as assets acquisition if assets or group of assets does not constitute of business. In case of a business, at the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109 Financial Instruments, it is measured in accordance with the appropriate Ind AS and is recognized in profit and loss.

Goodwill on consolidation is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. Capital reserve on consolidation represents excess of the net identifiable assets acquired and liabilities assumed over the cost of acquisition at each point of time of making the investment in the subsidiary. Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

### Asset acquisitions

In case of acquisition of an asset or a group of assets that does not constitute a business, the

cost of the group shall be allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction or event does not give rise to goodwill. In case of an asset acquisition under a common control transaction, the Group recognises the identified assets and liabilities at their fair value on the date of acquisition as deemed cost irrespective of the actual consideration paid and any difference between the fair value of the investment acquired and consideration paid is recognised within equity as 'capital reserve'.

### c. Financial instruments

#### i Initial recognition

Financial instruments i.e. Financial Assets and Financial Liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial instrument at its fair value plus transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### ii Financial Assets - Subsequent Measurement

For the purposes of subsequent measurement, financial assets are classified in following categories:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through profit or loss

#### Financial assets at amortized cost

A financial asset is measured at amortised cost if it meets both of the following conditions are met:

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

- a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

### Financial assets at fair Value through Profit and Loss (FVTPL)

All financial assets which are not classified as measured at amortised cost or fair valued through other comprehensive income (FVOCI) as described above, are measured at FVTPL. This includes all derivative financial assets. On initial recognition, Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

Financial Assets under Service Concession Arrangements (Appendix D of "Ind AS 115 – Revenue from Contracts with Customers")

The Group constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period

of time. These arrangements may include infrastructure used in a public-to-private service concession arrangement for its entire useful life.

The Group recognises the considerations given by the grantor i.e. National Highway Authority of India ("NHA") and Public Works Department ("PWD") in accordance with Appendix D-'Service Concession Arrangements' of Ind AS 115-'Revenue from Contracts with Customers'. The Group recognises a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor of the contract for the services performed under the concession agreement; the grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law.

The Group recognises the above financial asset at fair value on the date of completion of construction and subsequently measures it at amortised cost using the effective interest method. In case of movement in the market rate of interest, the Group re-estimates its cash flows and alters the effective interest rate. When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset in accordance with Ind AS, the Group recalculates the gross carrying amount of the financial asset and recognises a modification gain or loss in profit or loss. The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate.

### iii Financial Assets - Derecognition

A financial asset is derecognised only when

- i) The Group has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### iv Financial Assets - Impairment

At each reporting date, Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by Group on terms that Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Ind AS 109 requires expected credit losses to be measured through a loss allowance. SPV Group and Investment Entity measures

loss allowances at an amount equal to lifetime expected credit losses for all trade receivable and/or contract assets that do not constitute a financing transaction, For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### v Financial liabilities - Classification

Financial liabilities issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

### vi Financial liabilities - Subsequent Measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- a) Financial liabilities measured at amortised cost
  - b) Financial liabilities measured at FVTPL (fair value through profit or loss)
- a) Financial liabilities measured at amortised cost

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

- b) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at fair value through profit or loss are carried in the statement of profit and loss at fair value with changes in fair value recognised in the statement of profit and loss.

### vii Financial liabilities - Derecognition

A financial liability is derecognised 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 derecognition 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.

### viii Reclassification

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVOCI, and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

### ix Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### d. Fair values measurement

The Group measures financial instruments, such as, investment in debt and equity 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 to the Group.

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.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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 recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, Group 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.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### e. Investment in joint venture

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries. The Group's investments in its joint venture is accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. If an entity's share of losses of the joint venture equals or exceeds its interest in the joint venture, the entity discontinues recognizing its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the entity resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognised. The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statement of profit and loss.

The financial statements of the joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in the joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence,

the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of joint venture' in the statement of profit or loss.

### f. Revenue from contracts with customer

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 Group and its joint venture expects to be entitled in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Utility Shifting Income is recognised as and when the work is completed and the same is certified by the Authority.

The accounting policies for the specific revenue streams of SPV's as summarised below.

### i) Income from Service Concession Arrangement

The SPV's constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the Group receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used to the extent the Group has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services.

For service contracts (including maintenance contracts) in which the Group has the right

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

to consideration from the customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date, revenue is recognised when services are performed and contractually billable. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Group allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract.

In the financial asset model, the amount due from the grantor meets the definition of a receivable which is measured at fair value on initial recognition. Based on business model assessment, the SPV's measures such financial assets at amortised cost. The amount initially recognised plus the cumulative interest on that amount is calculated using the effective interest method calculated on fixed annuity in accordance with the Ind AS 109 and recognised under other operating income in the financial statements. Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expire.

When it is probable that total contract costs will exceed total contract revenue, expected loss, if any, on a contract is recognised as expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

### ii) Variable consideration

Group's claim for bonus, incentives and other claims in rates relating to execution of contracts are recognised as revenue in the year in which said claims are finally accepted by the clients. Claims under arbitration/ disputes are accounted as income based on final award. Expenses on arbitration are accounted as incurred.

### iii) Contract Balances

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If SPV's performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets represent revenue recognised in excess of amounts billed and include unbilled receivables. Unbilled receivables, which represent an unconditional right to payment subject only to the passage of time, are reclassified to accounts receivable when they are billed under the terms of the contract.

Receivable under the service concession agreement is initially recorded as a contract asset till the date of receipt of provisional commercial operation date (PCOD). On PCOD, an unconditional contractual right to receive cash is established under the service concession arrangement and accordingly the receivable is recorded as a financial asset from PCOD date.

#### Trade receivable

A trade receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Revenue earned from construction activities, but yet to be billed to customers, is initially recognised as contract assets and reclassified to trade receivables when the right to consideration becomes unconditional. We refer to the accounting policies on financial assets in this note for more information.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which SPV's has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

before SPV's transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when SPV's performs under the contract.

Amounts received before the related work is performed are disclosed in the balance sheet as contract liability and termed as advances received from customers.

### iv) Recognition of interest income and insurance claim

Interest income on investments is accrued on a time basis by reference to the principal outstanding and the effective interest rate. Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

### v) Toll income

Income from Toll Operations is recognised in line with the Appendix C to Ind AS 115 - Service Concession Arrangements. The revenue is recognised in the period of collection which generally coincide as and when the traffic passes through toll plazas.

## g. Taxes

### Current Income Tax

Tax expense comprises current tax expense and deferred tax.

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received, after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

### Deferred tax

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement

of deferred tax reflects the tax consequences that would follow from the manner in which Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled, and it is probable that the temporary differences will not reverse in the foreseeable future. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in the case of a history of recent losses, Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable, respectively, that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### Goods and service tax taxes paid on assets acquired or on expenses incurred

Expenses and assets are recognised net of the amount of goods and service taxes paid, except when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable, or when receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### h. Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount and the impairment loss is recognised in the Statement of Profit and Loss. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. 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 group of assets. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assumptions of the time value of money and the risks specified to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

A previously recognised impairment loss, if any, is reversed when there is an indication of reversal, however, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there was no impairment.

### i. Borrowing Cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition or construction of an asset, which

necessarily takes a substantial period of time to get ready for their intended use, are capitalised as part of the cost of that asset.

Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended use are complete.

All other borrowing costs are recognised as an expense in the Consolidated Statement of Profit and Loss in the period in which they are incurred.

### j. Provisions and Contingencies

A provision is recognised if, as a result of a past event, Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured based on the investment manager's estimate to settle the obligation at the balance sheet date and are discounted to the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

### Contingencies

A contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Alternatively, it may be a present obligation that arises from past events but is not recognised because:

It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or

The amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognise a contingent liability but disclose the same as per the requirements of Ind AS 37.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### k. Unitholder's equity

Under the provisions of the InvIT Regulations, the InvIT is required to distribute to unitholders not less than 90% of the net distributable cash flows of the InvIT for each financial year. Accordingly, Unit Capital contains a contractual obligation to pay cash to unitholders. Thus, in accordance with the requirement of Ind AS 32 Financial Instruments: Presentation, the Unit Capital contains a liability element, which should be classified and treated accordingly. However, SEBI Circulars require the Unit Capital to be presented/classified as "Equity", which is at variance with the requirements of Ind-AS 32.

In order to comply with the aforesaid SEBI requirements, the InvIT has presented unit capital as equity and costs attributable to the issue of units have been reduced from the Unitholders capital in accordance with Ind AS 32 Financial Instruments: Presentation.

### l. Distribution to unit holders

The InvIT 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. Consistent with Unit Capital being classified as equity, the distribution to Unitholders is also presented in the Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of the Investment Manager.

### m. Earnings per unit

Basic Earnings Per Unit is calculated by dividing the net profit or loss for the period attributable to unit holders by the weighted average number of units outstanding during the year.

For the purpose of calculating Diluted Earnings Per Unit, the net profit or loss for the period attributable to unit holders and the weighted average number of units outstanding during the period are adjusted for the effects of all dilutive potential equity units.

### n. Operating segments

The principal activity of Group is to own and invest in infrastructure assets primarily in the SPVs operating in the road sector in India in accordance with the provisions of the InvIT Regulations

and Trust deed. The Board of Directors of the Investment Manager is responsible for allocating resources and assess the performance of the Group and thus are the Chief Operating Decision Maker (CODM).

Segment results that are reported to the Investment manager (CODM) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property and equipment and intangible assets other than goodwill.

### 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, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of Group's cash management.

### p. Events after the Reporting Period

If the InvIT receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its standalone financial statements. The InvIT will adjust the amounts recognised in its standalone financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting event, the InvIT will not change the amounts recognised in its standalone financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

## 2.3 Significant accounting judgements, estimates and assumptions

The preparation of the Consolidated financial statements requires investment manager to make

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

**(All amounts in INR millions unless otherwise stated)**

judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. For preparation of Consolidated financial statements, The Group based its assumptions and estimates on parameters available at the time of preparation of financial statement. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the key judgement, estimation and assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### **Classification of investment as joint venture**

The InvIT has acquired 49% equity stake in Nxt-Infra MCP Highways Private Limited ('MCP') in the current year. The investment manager has assessed that the InvIT does not have 'control' as defined under Ind AS under the contractual agreement as it does not give the InvIT the ability to direct relevant activities that significantly affect the investee's (MCP) returns. However, all decisions regarding 'reserved matters' have to be taken unanimously by the shareholders. Accordingly, investment manager has assessed that the InvIT has a joint control on MCP and accordingly classified the investment as a joint venture.

### **Acquisition of subsidiaries :**

Refer Note 34 on acquisition of subsidiaries and joint venture by the InvIT during the year. The Investment Manager has made an evaluation of substance of the

transaction and has assessed that the same is an asset acquisition under common control and the difference between the fair value of the net assets acquired by InvIT (Rs 14,907.37 million) and consideration paid by the InvIT through issue of units (Rs 13,300 million) is in the nature of non-reciprocal capital contributions by Actis Highway Infra Limited (the sponsor) being controlling unitholder, both pre-acquisition and post-acquisition. Accordingly, the difference of Rs 1,607.37 million has been recorded as a capital reserve in the financial statements.

### **Service Concession arrangement**

The Group recognises the considerations given by the grantor i.e. National Highway Authority of India ('NHAI') in accordance with Appendix D to Ind AS 115 - 'Revenue from Contracts with Customers'. The Group recognises contract assets under Ind AS 115 during the construction period. Upon completion of assets, the Group classifies the contract asset as financial assets to the extent that it has an unconditional contractual right to receive cash in accordance with Ind AS 109. Ind AS 109 requires a financial asset to be measured at its fair value and any difference between the initial measurement of the financial asset in accordance with Ind AS 109 and subsequently measure at amortised cost using effective interest method.

To determine effective interest rate, there are significant judgement and estimates involve annuity and interest on annuity inflows, estimations on cost to maintain the asset and other operational efficiencies. These inputs are based on circumstances existing and management judgement / assumption on the future expectations based on current situations. Judgements include management view on expected earnings in future years, changes in interest rates, cost inflation, government policy changes, etc. These input assumptions could affect the estimation and accordingly these assumptions are reviewed periodically.

### **Fair value measurement**

Where assets and liabilities are measured or disclosed at fair value for the financial reporting purposes, Group determines the appropriate valuation techniques and inputs for fair value measurements. (Refer note 44)

Further, SEBI Circulars issued under the Group Regulations require disclosures relating to net assets at fair value and total returns at fair value. In estimating the fair value of investments in subsidiaries (which constitute substantial portion of the net assets), the Group engages independent qualified external valuers to perform the valuation.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

The Investment manager works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The Investment manager reports the valuation report and findings to the Board of the Investment Manager half yearly to explain the cause of fluctuations in the fair value of the projects. The inputs to the valuation models are taken from significant unobservable input where, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, interest rate, future cost etc. Changes in assumptions about these factors could affect the fair value.

### Impairment of Non-Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market price less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows (consisting of annuity, interest rate, discount rate, future operating income and cost as well as finance cost) are derived from the Business Projections and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. Further, the Investment manager has not considered any claim or awards which receivable from various authorities in the impairment assessment of subsidiaries and associates.

### Impairment of financial assets

Impairment testing for financial assets is done at least once annually and upon occurrence of an indication of impairment. The recoverable amount of the individual financial assets is determined based on value-in-use calculations which required use of assumption. These assumptions are about risk of default and expected credit loss. The Group makes judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group's past history, existing condition and forward-looking estimates at the end of each reporting year of counter party's credit worthiness.

## 2.4 Changes in accounting policies and disclosures

### i. New Standard and Interpretations and Amendments adopted by InvIT

The accounting policies adopted in the preparation of the consolidated financial statements are consistent except for amendments to the existing Indian Accounting Standards (Ind AS).

The InvIT applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2024. The InvIT has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

#### (a) Ind AS 117 Insurance Contracts

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated August 12, 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after April 1, 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply.

The application of Ind AS 117 had no impact on the Group's consolidated financial statements as the InvIT has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

### ii. Standards notified but not yet effective

There are other amendments and standards that are notified, but not yet effective, upto the date of issuance of the Group's consolidated financial statements.

### iii. Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, up to the date of issuance of the Group's consolidated financial statements.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**3 PROPERTY, PLANT AND EQUIPMENT (PPE)**

Particulars	Freehold Land	Laptops and Computers	Furniture and fixture	Office equipment	Vehicle	Total
<b>Gross carrying amount (cost)</b>						
<b>As at March 31, 2024</b>	-	-	-	-	-	-
Addition on account of acquisition	0.06	2.96	0.14	0.07	0.50	3.73
Additions	-	2.62	0.40	0.09	-	3.10
Disposals	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>0.06</b>	<b>5.58</b>	<b>0.54</b>	<b>0.16</b>	<b>0.50</b>	<b>6.83</b>
<b>Accumulated depreciation</b>						
<b>As at March 31, 2024</b>	-	-	-	-	-	-
Addition on account of acquisition	-	1.06	0.02	-	0.06	1.14
Additions	-	1.71	0.06	0.07	0.11	1.96
Disposals	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>-</b>	<b>2.77</b>	<b>0.08</b>	<b>0.07</b>	<b>0.17</b>	<b>3.10</b>
<b>Net Block</b>						
<b>As at March 31, 2024</b>	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>0.06</b>	<b>2.81</b>	<b>0.46</b>	<b>0.09</b>	<b>0.33</b>	<b>3.73</b>

**4 INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Investment Accounted for using Equity Method :</b>		
<b>In Equity Shares of Joint Venture company (Unquoted):</b>		
NXt-Infra MCP Highways Pvt Ltd (Refer note 40)	7,356.13	-
[1,18,51,814 equity share (March 31, 2024 : Nil) of INR 100 each fully paid up]		
<b>Total</b>	<b>7,356.13</b>	<b>-</b>

**5 NON CURRENT FINANCIAL ASSETS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Receivable Under Service Concession Arrangements	18,148.76	-
<b>Total</b>	<b>18,148.76</b>	<b>-</b>

**6 LOANS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Non-current</b>		
Senior loan given to joint venture	5,180.67	-
Subordinated loan given to joint venture	10,556.85	-
Loans to others	1,907.04	-
<b>Total</b>	<b>17,644.56</b>	<b>-</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Current</b>		
Senior loan given to joint venture	1,315.58	-
<b>Total</b>	<b>1,315.58</b>	<b>-</b>

**Note :**

- The Group has granted interest bearing loan to its joint venture. The loan has been given to its joint venture to refinance its existing loans. The loan carry coupon rate of 13% p.a. in senior loan and 14% p.a. in subordinate loan.

**Term of loan:**

The InvIT has granted interest bearing loan to its joint venture and has been given to refinance their existing loans. The loan carry coupon rate ranging from 10% to 14% p.a.

Repayment of the principal amount of the senior loan shall be due and payable by the Borrower to the Lender as per the repayment schedule only if

- on the relevant principal repayment date(s), Free Cashflows are available with the Borrower to make such payments in full or partly and
- the Lender has sent a letter to the Borrower requesting it to make payment on the relevant repayment date.

If the Borrower is unable to pay any portion of the principal and Interest (including any accrued Interest in relation to a preceding Interest Period) on the respective due dates, in accordance with the agreement, due to the unavailability of Free Cashflows, such an event shall not be a default or Event of Default under the Facilities, and shall not entitle the Lender to initiate any action whatsoever in relation the Facilities to claim such principal and interest amounts.

The Borrower shall repay the principal amount of the Subordinated Facility to the Lender on such date(s) as may be agreed between the Borrower and the Lender from time to time as and when surplus cash is available at the Borrower.

For the above senior loan and subordinated loan, the contractual term do not give rise on specified date to cash flows that are solely payments of principal and interest and hence accordingly the loan are fair valued through profit and loss. For the purpose of determining fair value, valuation exercise has been performed using the discounted cash flow model.

- The Group has granted interest bearing loan to erstwhile owners (Welpsun Enterprises Limited) at a coupon rate 6% p.a. as part of the transaction documents executed on acquisition which will settled on acquisition of balance 51% equity stake in joint venture.

## 7 OTHER FINANCIAL ASSETS

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Non-current</b>		
Security deposits	13.47	-
Deposit with Bank with original maturity of more than 12 months#	1,122.57	-
Interest receivable	55.49	-
Derivative assets* (Refer note 35)	7,070.71	-
<b>Total</b>	<b>8,262.24</b>	<b>-</b>

# Deposits are earmarked against consideration payable for acquisition of balance 51% in joint venture.

\* Right to acquire balance 51% equity stake in joint venture which is fair valued through profit and loss (fair value on date of acquisition was INR 5,720.00 million).

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**8 NON-CURRENT TAX ASSETS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Income tax assets (net of provision)	323.34	-
<b>Total</b>	<b>323.34</b>	-

**9 OTHER NON-CURRENT ASSETS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Non-current</b>		
Balance with government authorities - Indirect tax	102.03	-
<b>Total</b>	<b>102.03</b>	-

**10 TRADE RECEIVABLES**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Unsecured - considered good	590.76	-
Unsecured - credit impaired	-	-
Less: Allowance for expected credit loss	(39.95)	-
<b>Total</b>	<b>550.81</b>	-

Ageing schedule as at March 31, 2025	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - Considered Good	-	133.70	91.61	314.73	8.63	2.14	550.81
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	-	-	25.66	14.29	39.95
<b>Subtotal</b>	<b>-</b>	<b>133.70</b>	<b>91.61</b>	<b>314.73</b>	<b>34.29</b>	<b>16.43</b>	<b>590.76</b>
Less: Allowance for expected credit loss	-	-	-	-	-	-	(39.95)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>550.81</b>

Ageing schedule as at March 31, 2024	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Ageing schedule as at March 31, 2024	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

#### 11 CASH AND CASH EQUIVALENT

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Balance with banks		
- current account	848.75	-
Deposit with banks with original maturity of less than 3 months	1,302.07	-
<b>Total</b>	<b>2,150.82</b>	-

Balances with banks on current accounts does not earn interest. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash-requirement of the Group and earn interest at the respective deposit rates.

#### 12 OTHER BANK BALANCES

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Term deposit with original maturity for more than 3 months but less than 12 months	139.11	-
Deposit with bank held as security with government authority	3.12	-
<b>Total</b>	<b>142.23</b>	-

#### 13 RECEIVABLE UNDER SERVICE CONCESSION ARRANGEMENTS

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Receivable Under Service Concession Arrangements	4,755.90	-
<b>Total</b>	<b>4,755.90</b>	-

#### 14 OTHER FINANCIAL ASSETS

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Security deposit	0.13	-
Other receivables	0.68	-
<b>Total</b>	<b>0.81</b>	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**15 OTHER CURRENT ASSETS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Advance to vendors	2.33	-
Contract asset	6.23	-
Balances with government authorities - Indirect taxes	628.63	-
Prepaid Expenses	10.53	-
<b>Total</b>	<b>647.72</b>	<b>-</b>

**16 UNIT CAPITAL**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Issued, subscribed and fully paid up 285,000,000 (March 31, 2024: Nil) units (issue price of INR 100 each)	28,500.00	-

**a. Reconciliation of units outstanding at the beginning and at the end of reporting period**

Particulars	Number of units	Amount (In millions)
<b>As at October 26, 2023</b>		
Units issued during the period	-	-
<b>As at March 31, 2024</b>	-	-
<b>As at April 1, 2024</b>	-	-
Units issued during the period	28,50,00,000	28,500.00
Less: Issue related expenses	-	(111.91)
Less: Repayment of unit capital	-	(2,446.92)
<b>As at March 31, 2025</b>	<b>28,50,00,000</b>	<b>25,941.17</b>

**Note:**

- a) The InvIT had issued 15,20,00,000 units for cash price at INR 100 per unit, aggregating to 15,200 million to the sponsor and eligible investors as defined final offer document by way of initial offer through private placement in accordance with Securities Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014 including the rules, circulars and guidelines issued there under during the year ended March 31, 2025. Additionally, pursuant to the share purchase agreement with Actis Highway Infra Limited dated June 18, 2024. The InvIT had issued its 13,30,00,000 units in exchange of 100% stake in 5 subsidiaries and 49% in 1 joint venture.
- b) During the year, the InvIT has repaid INR 8.59 per unit to Unitholders. Such repayments of Unit capital to Unitholders represents repayment of debt by SPVs to the InvIT, being part of net distributable cash flow (NDCF) distributed to Unitholders pursuant to InvIT regulations and circulars.

**b. Terms/rights attached to units**

The Trust has only one class of units. Each unit represents an undivided beneficial interest in the Trust. Each holder of unit is entitled to one vote per unit. The Unitholders have the right to receive at least 90% of the Net Distributable Cash Flows of the Trust at least once in every twelve months in each financial year in accordance with the InvIT Regulations. The Investment Manager approves distributions. The distribution will be in proportion to the number of units held by the unitholders. The Trust declares and pays distribution in Indian rupees.

A unitholder has no equitable or proprietary interest in the projects of the InvIT and is not entitled to any share in the transfer of the projects (or any part thereof) or any interest in the projects (or any part thereof) of InvIT. A unitholder's right is limited to the right to require due administration of InvIT in accordance with the provisions of the Trust Deed and the Investment Management Agreement.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

c. Unitholders holding more than 5% Units in the Trust

	March 31, 2025		March 31, 2024	
	Numbers	% holding	Numbers	% holding
Actis Highway Infra Limited	24,50,00,000	85.96%	-	-

d. The Trust has not allotted any fully paid-up units by way of bonus units nor has it bought back any class of units from the date of incorporation till the balance sheet date. Further the Trust has not issued any units for consideration other than cash from the date of incorporation till the balance sheet date.

e. Under the provisions of the InvIT Regulations, the InvIT is required to distribute to unitholders not less than 90% of the net distributable cash flows of the InvIT for each financial year. Accordingly, the unit capital contains a contractual obligation to pay cash to the unitholders. Thus, in accordance with requirement of Ind AS 32- Financial Instruments: Presentation, the unit capital contains liability component which should be classified and treated accordingly. However, SEBI Circulars requires the unit capital to be presented/classified as "Equity", which is in variance from the requirements of Ind AS 32. In order to comply with the aforesaid SEBI requirements, the InvIT has presented unit capital as equity in these audited standalone financial results. Consistent with unit capital being classified as equity, the distributions to unitholders is also presented in Statement of Changes in Unitholders' Equity when the distributions are approved by the Board of Directors of Investment Manager.

## 17 OTHER EQUITY

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Capital Reserve (Refer note (i))</b>		
Balance at the beginning of the year / period	-	-
Add :- on account of acquisition	1,607.37	-
Add :- movement during the year / period	-	-
Balance at the end of the year / period	<b>1,607.37</b>	-
<b>Retained earnings (Refer note (ii))</b>		
Balance at the beginning of the year / period	-	-
Add: profit for the year / period	1,935.20	-
Add: Other comprehensive income	0.10	-
Less: Distribution to unitholders	(806.17)	-
<b>Closing balance</b>	<b>1,129.13</b>	-
<b>Total</b>	<b>2,736.50</b>	-

Note :

i) **Capital Reserve (Refer note 49)**

ii) **Retained Earnings**

Retained earnings represents the profits earned by the InvIT till date, less distribution done to unitholders, if any based on approval of the Board of Directors of Investment Manager.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**18 NON CURRENT BORROWINGS (CARRIED AT AMORTISED COST)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Term loan - Secured*</b>		
Bank	9,775.00	-
Finance Institution	21,679.97	-
<b>Subtotal</b>	<b>31,454.97</b>	-
<b>Less : Current maturities of non current borrowings (refer note 21)</b>	1,034.37	-
<b>Total borrowings</b>	<b>30,420.60</b>	-

\* includes effect of transaction cost paid to lender on upfront basis.

**Term loans from bank and financial institution in Indian rupees are secured by:**

First pari passu charge on all moveable assets and the receivables of the InvIT in relation to the Project SPVs, present and future including but not limited to:

- A) all receivables of the Borrower from the Project SPVs;
- B) the Borrower's rights in respect of the loans and advances made by the Borrower to Project SPVs and / or any Project SPV Debt;
- C) the interest and principal repayment of loans advanced by the Borrower to Project SPVs;
- D) dividends and any other amounts to be paid / payable by the Project SPVs to the Borrower;
- E) inventories, contractual rights, securities, patents, trademarks, other intellectual property, equipment and/or insurances (in each instance, if any); and
- F) all other current assets of the Borrower, including all the Borrower's tangible and intangible assets, including but not limited to its goodwill, undertaking and uncalled capital, both present and future.
- (g) The SDF InvIT Escrow Account in which the Free Cash Flows of the SDF Project SPVs will be deposited/ credited or any other account opened / maintained by the InvIT in relation to such SDF Project SPVs; and
- (h) The DSRA and the DSRA Amount. Provided that the DSRA and the DSRA Amount shall be exclusively retained and charged separately for each facility under the Senior Debt Facilities, and shall not be shared pari passu with all Senior Lenders
- (i) Undertaking to Pay cum Indemnity of all the Project SPVs ("Undertaking to Pay").

**Terms of repayment of Term loan from bank and financial institution**

**Nature of borrowings**

Secured Term loan from Axis bank

**Repayment and interest terms**

Repayable in 43 quarterly installments starting from September 30, 2024 to March 31, 2035. Interest rate for the facility is Repo rate plus spread of 185 bps payable monthly. The repo rate is reset on the date it is revised by the RBI. Spread shall be reset as per the credit rating of the Borrower (as determined by a Credit Rating Agency), present applicable interest rate is 8.35% p.a.

Secured Term loan from NABFID

Repayable in 43 quarterly installments starting from September 30, 2024 to March 31, 2035. Interest rate for the facility is 1 year NLR plus spread of 0.15% payable monthly. The 1 year NLR is reset on every drawdown anniversary Date. Spread shall be reset as per the credit rating of the Borrower (as determined by a Credit Rating Agency), present applicable interest rate is 8.35% p.a.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**Financial Covenants:**

The InvIT has satisfied all the financial covenants prescribed in the terms of loan agreement as at reporting date. The InvIT has not defaulted in any loan repayment during the year.

**Undrawn borrowing facility**

The InvIT has INR 4,282 million (March 31, 2024 : Nil) undrawn committed borrowing facilities (excluding non-fund based facilities).

**19 NON CURRENT PROVISION**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Employee benefit</b>		
Provision for Gratuity	3.91	-
Provision for Leave encashment	0.71	-
<b>Total</b>	<b>4.62</b>	<b>-</b>

**20 DEFERRED TAX LIABILITIES (NET)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Deferred tax liability</b>		
Taxable temporary difference in revenue recognition with respect to hybrid annuity service concession arrangements	441.86	-
Taxable temporary difference in carrying value and tax base on remeasurement of instrument measured at FVTPL	201.93	-
<b>Deferred tax Asset</b>		
Deductible temporary difference due to depreciation	(0.15)	-
Deductible temporary difference on expected credit allowance	(1.98)	-
<b>Deferred tax liability (net)</b>	<b>641.66</b>	<b>-</b>

**21 CURRENT BORROWING**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>A. Term Loan from Bank/Finance Institution - Secured</b>		
Current maturities of non current borrowings (refer note 18)		
- Bank	713.37	-
- Finance Institution	321.00	-
Interest accrued but not due	0.03	-
<b>Total</b>	<b>1,034.40</b>	<b>-</b>

**22 TRADE PAYABLES (CARRIED AT AMORTISED COST)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Trade payables		
- total outstanding dues of micro and small enterprises	-	-
- total outstanding dues of creditors other than micro and small enterprises	436.99	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
- to related parties	-	-
- to others	-	-
<b>Total</b>	<b>436.99</b>	<b>-</b>

Ageing schedule as at March 31, 2025	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	7.14	317.23	78.51	17.29	14.53	2.29	436.99
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>7.14</b>	<b>317.23</b>	<b>78.51</b>	<b>17.29</b>	<b>14.53</b>	<b>2.29</b>	<b>436.99</b>

Ageing schedule as at March 31, 2024	Outstanding for following periods from the due date of payment						Total
	Current but not due	Less than 6 months	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Notes:-**

- a) Trade payable are non interest bearing and generally have credit period of 30-90 days.
- b) Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006
- c) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
i) The principal amount remaining unpaid to any supplier at the end of each accounting year;	-	-
ii) The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
iii) The amount of interest paid by the buyer in terms of section 16 of the MSME Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSME Act 2006.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSME Act 2006	-	-

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Group and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the consolidated financial statements as at the reporting date based on the information received and available with the Group. On the basis of such information, no interest is payable to any micro and small enterprises. These have been relied by the auditor.

### 23 OTHER FINANCIAL LIABILITIES (CARRIED AT AMORTISED COST)

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Current</b>		
Accrued expense	7.75	-
Pay when collect liability*	151.20	-
Other payables	8.79	-
<b>Total</b>	<b>167.74</b>	<b>-</b>

\* Pursuant to letter of assignment dated June 18, 2024, the sponsor in accordance with clause 14.5 of the SSPA, has assigned the SSPA in favour of the InvIT with effect from June 18, 2024, in accordance with the terms set out in the said letter of assignment which inter-alia provides that the InvIT agrees to comply with the terms of transaction documents. Accordingly, Investment manager has recorded a liability with respected to certain identified receivables in the subsidiaries which in collection of required to be paid to the erstwhile owner. Beside the above, the investment manager has assessed the likelihood of occurrence of all other passthrough claims as 'remote' on date of acquisition.

### 24 CURRENT PROVISION

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>Provision for employee benefits</b>		
- Gratuity	0.06	-
- Leave benefits	0.02	-
<b>Total</b>	<b>0.08</b>	<b>-</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

**25 OTHER CURRENT LIABILITIES**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Contract Liability (Advance from customer)	9.65	-
Statutory dues payable	9.93	-
Other payables	0.86	-
<b>Total</b>	<b>20.44</b>	-

**26 CURRENT TAX LIABILITY (NET)**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Provision of tax (net of advance tax )	0.46	-
<b>Total</b>	<b>0.46</b>	-

**27 REVENUE FROM OPERATIONS**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b><u>Revenue from contracts with customers</u></b>		
Revenue from operation and maintenance	825.19	-
Revenue from construction contract	87.68	-
	<b>912.87</b>	-
<b><u>Other operating revenue</u></b>		
Finance income on financial assets carried on amortised cost	1,973.46	-
	<b>1,973.46</b>	-
<b>Total</b>	<b>2,886.33</b>	-

**Disclosure as required by the Appendix D of Ind AS 115**

**(a) Disaggregation of Revenue**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b><u>Revenue from contracts with customers</u></b>		
Revenue from operation and maintenances and construction contract	912.87	-
<b>Total Revenue from Contract with Customers</b>	<b>912.87</b>	-

**(b) Reconciliation of revenue recognised in the statement of profit and loss with the contracted price**

There are no reconciling items in the revenue recognised in the statement of profit and loss with contracted price.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

(c) Performance Obligation

Outstanding Performance as at	Total	Time for expected conversion to Revenue					
		Up to 1 years	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Beyond 5 years
March 31, 2025	14,378.24	1,388.26	1,326.72	1,336.48	2,440.18	758.11	7,128.49
March 31, 2024	-	-	-	-	-	-	-

(d) Contract balances

	Amount			
	Contract Assets	Contract Liability	Trade Receivables	Service concession receivable
Opening balance as at October 26, 2024	-	-	-	-
Closing balance as at March 31, 2024	-	-	-	-
<b>Net Increase/(Decrease)</b>	-	-	-	-
Opening balance as at April 1, 2024	-	-	-	-
<b>Closing balance as at March 31, 2025</b>	<b>6.09</b>	<b>9.65</b>	<b>550.81</b>	<b>22,904.66</b>
<b>Net Increase/(Decrease)</b>	<b>6.09</b>	<b>9.65</b>	<b>550.81</b>	<b>22,904.66</b>

Contract Assets - The balances represent advances given to suppliers which are adjusted against milestone / annuity billings and is generally expected to be completed within a period of one year.

Contract Liabilities - The balances represent advances received from customers (authority) which are adjusted against milestone / annuity billings and is generally expected to be completed within a period of one year.

28 FAIR VALUE GAIN OR LOSS / INTEREST INCOME ON LOANS GIVEN

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Fair value gain or loss / Interest income on loan given to Joint Venture	1,651.75	-
Interest income on loan given to others	81.85	-
<b>Total</b>	<b>1,733.60</b>	<b>-</b>

29 OTHER INCOME

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Interest income on financial assets at fair value through profit and loss ('FVTPL')	9.12	-
Interest on income tax refund	14.67	-
Gain on remeasurement of instrument measured at fair value through profit and loss (Derivative Asset) (Refer not 7)	1,350.71	-
Insurance claim	107.48	-
<b>Total</b>	<b>1,481.98</b>	<b>-</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

### 30 SUB-CONTRACTING CHARGES

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Sub-contracting, civil and repair work	87.44	-
Operation and maintenance expenses	664.60	-
Independent Engineer fees	9.72	-
Labour cess	12.43	-
<b>Total</b>	<b>774.19</b>	-

### 31 EMPLOYEE BENEFIT EXPENSE

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Salaries, wages and bonus	42.82	-
Gratuity expense	0.19	-
Contribution to provident and other funds	2.73	-
Staff welfare expenses	2.63	-
<b>Total</b>	<b>48.37</b>	-

### 32 INVESTMENT MANAGEMENT FEES

Pursuant to the Investment Management agreement dated October 26, 2023, Investment Manager is entitled to fees @ 5% on cost plus basis from investment manager per annum. Accordingly, the amount recorded in audited consolidated financial results for the year ended March 31, 2025 is INR 37.80 million towards investment management fees. There are no changes in the methodology for computation of fees paid to Investment Manager.

### 33 PROJECT MANAGEMENT FEES

Pursuant to the Project Management agreement dated April 25, 2024, Project Manager is entitled to fees @ 5% on cost plus basis from each of the subsidiaries and joint venture per annum. Accordingly, the amount recorded in the audited consolidated financial results for the year ended March 31, 2025 is INR 18.35 million towards project management fees. There are no changes in the methodology for computation of fees paid to Project Manager.

### 34 DEPRECIATION AND AMORTISATION EXPENSE

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Depreciation on Property, Plant and equipment	1.96	-
<b>Total</b>	<b>1.96</b>	-

### 35 FINANCE COSTS

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Interest on Term Loan	1,967.15	-
Other finance costs	20.00	-
<b>Total</b>	<b>1,987.15</b>	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)  
(All amounts in INR millions unless otherwise stated)

### 36 OTHER EXPENSES

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Legal & Professional Fees	26.01	-
Rent	5.08	-
Power fuel and other charges	44.35	-
Hire charges	5.95	-
Rates and taxes	6.94	-
Travelling & Conveyance expense	6.19	-
Security Expense	4.25	-
Member and Subscription Expenses	3.27	-
Corporate social responsibility	13.14	-
Expected credit allowance	18.53	-
Net loss on financial assets measured at fair value through profit and loss	13.62	-
Modification loss on financial assets carried at amortised cost (Refer note (a) below)	175.94	-
Miscellaneous expenses	9.05	-
<b>Total</b>	<b>332.32</b>	<b>-</b>

**Note : a)**

Post acquisition, consequent to significant increase in operational cost of a subsidiary (hybrid annuity asset) based on technical study undertaken, the investment manager has accounted for the change as a modification in accordance with Ind AS. Accordingly, the Group has recalculated the gross carrying amount of the financial asset for the subsidiary and recognised a modification loss. The gross carrying amount of the financial asset is recalculated as the present value of the modified contractual cash flows that are discounted at the financial asset's original effective interest rate.

### 37 TAX EXPENSE

The major component of income tax expenses are as under:

**(a) Income tax expense recognised in the statement of profit and loss:**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b>Current tax</b>		
Current tax	103.22	-
Tax expenses of earlier years	15.64	-
	<b>118.86</b>	<b>-</b>
<b>Deferred tax</b>		
Deferred tax	186.12	-
<b>Total deferred tax charge</b>	<b>186.12</b>	<b>-</b>
<b>Tax expenses reported in the statement of profit and loss</b>	<b>304.98</b>	<b>-</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**Reconciliation of tax expenses and the accounting profit multiplied by India's domestic tax rate:**

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b>Accounting profit before tax</b>	<b>2,964.25</b>	-
Statutory income tax rate (in %)	25.17%	25.17%
<b>Expected income tax expenses at InvIT's applicable statutory income tax rate</b>	<b>746.10</b>	-
Tax effect of adjustments to reconcile expected income tax expenses to reported income tax expenses	-	-
Adjustment of tax related to earlier period	15.64	-
Tax on disallowance of expenses as income is exempt (Refer note i.)	575.22	-
Tax on permanent difference	(57.54)	-
Tax impact on exemption u/s 10 (23FC) of the Income Tax Act, 1961 available to the InvIT (Refer note i.)	(1,049.99)	-
Deductible temporary differences on which DTA is not recognised (Refer note b.)	184.07	-
Income taxable at different tax rate in Subsidiary	10.50	-
Income taxable at different tax rate in Holding Company	19.00	-
Difference in tax rate (related to deferred tax)	(138.02)	-
<b>Total tax expense</b>	<b>304.98</b>	-
Consequent to reconciliation items shown above, the effective tax rate (%)	<b>10%</b>	-

**Note:**

- i.) The income of business trust in the form of interest or dividend earned received from subsidiaries is exempt from tax in accordance with section 10 (23FC) of the Income Tax Act, 1961. However, all other incomes are taxable to the InvIT based on maximum marginal rate.

**(b) Unrecognised tax losses**

Unrecognised tax losses for which no deferred tax have been recognised are attributable to the following

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Unrecognised tax losses	337.52	-

As at reporting date, there is no reasonable certainty that sufficient taxable profits will be available in the future year against which unutilised tax losses can be utilised and thus no deferred tax asset has been recognised

**(c) Details of expiration of unused tax losses**

The details of expiration of unused tax losses as per Income Tax laws as at reporting date are as follows

	As at March 31, 2025		Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)	
	Carry forward losses	Expiry assessment year	Carry forward losses	Expiry assessment year
AY 2025-26	337.52	2033-34	-	-
<b>Total</b>	<b>337.52</b>	<b>-</b>	<b>-</b>	<b>-</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**38 EARNINGS PER SHARE (EPU)**

Basic EPU amounts are calculated by dividing the profit for the year / period attributable to unitholders by the weighted average number of units outstanding during the year / period.

Diluted EPU amounts are calculated by dividing the profit for the year / period attributable to unitholders by the weighted average number of units outstanding during the year / period plus the weighted average number of units that would be issued on conversion of all the dilutive potential unit capital.

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

	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Profit attributable to unitholders (INR in million) (A)	1,935.20	-
Number of units outstanding at the end of the year / period (in absolute number)*	28,50,00,000	-
Weighted average number of units at the end of the year / period (in absolute number) (B)	21,55,06,849	-
<b>Basic and diluted earning per unit (INR /unit)** (A/B)</b>	<b>8.98</b>	<b>-</b>

\* The InvIT has issued its unit to unitholders upon completion of its listing in June 2024 and accordingly, EPU disclosure in corresponding and comparative period is not applicable and hence not given.

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

**39 CONTINGENT LIABILITIES AND COMMITMENTS**

	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Claims against the Company not acknowledged as debts		
(i) Indirect tax matters (penalty on delayed payment of GST on construction services; disallowance of input tax credit)	291.29	-
(ii) Direct tax matters	1.58	-
<b>Total</b>	<b>292.87</b>	<b>-</b>

The InvIT has no commitments except with respect to acquisition of balance stake of 51% in the joint venture (refer note 49) (March 2024 : Nil)

**40 INVESTMENT IN JOINT VENTURE**

**Note :**

During the year ended March 31, 2025, the InvIT had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited for acquisition of 49% equity stake in its joint venture namely NXT-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited). The investment manager has assessed that the Group has joint control on the entity based on the contractual agreements (refer note 2.3). On acquisition date, the investment has been recorded at its fair value and subsequently accounted for under the equity method as per Ind AS 28.

**Summarised Balance Sheet of the joint venture:-**

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Current assets, including cash and cash equivalents	1,105.69	-
Non-current assets	19,124.70	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
Current liabilities, including tax payable	2,188.53	-
Non-Current Liabilities	17,261.16	-
<b>Equity as per joint venture audited financial statements (A)</b>	<b>780.70</b>	<b>-</b>
<b>Consolidation adjustments:-</b>		
Add: Increase in fair value of intangible assets (right to collect toll) on acquisition date	15,307.20	-
Less: Amortisation impact on above fair value	(987.57)	-
Less: Reversal of deferred tax asset on losses	(87.84)	-
<b>Total consolidation adjustments (B)</b>	<b>14,231.80</b>	<b>-</b>
<b>Adjusted equity (A + B)</b>	<b>15,012.50</b>	<b>-</b>
Equity interest in joint venture	49%	-
<b>Carrying amount of the investment in consolidated financial statements</b>	<b>7,356.13</b>	<b>-</b>

**Summarised statement of profit and loss of the joint venture:**

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Revenue from operations	3,173.23	-
Other Income	95.42	-
Construction Expenses	795.22	-
Depreciation and Amortisation	1,213.32	-
Finance cost	1,786.35	-
Employee Benefit Expenses	31.80	-
Other expense	92.50	-
<b>Profit before tax</b>	<b>(650.54)</b>	<b>-</b>
Income tax expense	(229.00)	-
<b>Profit/ (Loss) for the year</b>	<b>(421.53)</b>	<b>-</b>
Other comprehensive income (net of tax)	(0.26)	-
<b>Total comprehensive income as per audited financial statements of joint venture (A)</b>	<b>(421.79)</b>	<b>-</b>
<b>Consolidation adjustments:-</b>		
Less: Amortisation impact on fair value (stated above)	(987.57)	-
Less: Reversal of deferred tax asset on losses	(87.84)	-
Add: Others	19.49	-
<b>Total consolidation adjustments (B)</b>	<b>(1,055.92)</b>	<b>-</b>
<b>Adjusted comprehensive income (A + B)</b>	<b>(1,477.71)</b>	<b>-</b>
Equity interest in joint venture	49%	-
<b>Group share of profit / (loss) as per statement of profit and loss</b>	<b>(724.07)</b>	<b>-</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

**Movement in investment accounted under equity method:-**

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Fair value on date of acquisition	8,080.20	-
Add: Group share of profit / (loss) for the year / period	(724.07)	-
<b>Closing balance</b>	<b>7,356.13</b>	-

**41 RELATED PARTY DISCLOSURE**

**Statement of Related Party Transactions:**

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

**Name of related party and nature of its relationship:**

**I. Entity with significant influence over the InvIT**

Actis Highway Infra Limited (Sponsor of Nxt-Infra Trust)

Walter Infra Manager Private Limited (Investment Manager of Nxt-Infra Trust)

**II. Joint venture**

Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)

**III. Parties of Trust**

Actis Highway Infra Limited (Sponsor of Nxt-Infra Trust)

Catalyst Trusteeship Limited (Trustee of Nxt-Infra Trust)

Walter Infra Manager Private Limited - Investment Manager of Nxt-Infra Trust

Walter Infra Project Manager Private Limited (Project Manager of Nxt-Infra Trust)

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

Particulars	Sponsor	Investment Manager	Trustee	Project Manager
<b>a. Directors</b>	Ravindranath Santosh Kumar Hazareesing	Anil Kumar Choudhary	Ravindra Prabhakar Marathe	Sumit Sen
	Kishore Sunil Banymandhub	Jyoti Davar	Umesh Manohar Salvi	Ralf Nowack
	-	Rajat Kumar Mishra	Jayesh Dharmendra Pandit	Jayanta Dixit
	-	Rakshit Jain (Resigned w.e.f. May 08, 2025)	Pravin Hari Kutumbe	Gaurav Chaturvedi (Resigned w.e.f. March 27, 2025)
	-	Ralf Nowack	Rewati Sudhir Paithankar	-
	-	Sumit Sen	-	-
	-	Gaurav Chaturvedi (appointed w.e.f. April 1, 2025)	-	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

2. Transactions with the related parties during the year/ period:

Particulars	Relation	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
<b>a) Issue of unit capital</b>		<b>24,500.00</b>	-
Actis Highway Infra Limited	Sponsor	24,500.00	-
<b>(b) Investment Management fees</b>		<b>37.80</b>	-
Walter Infra Manager Private Limited	Investment Manager	37.80	-
<b>(c) Project Management fees</b>		<b>18.35</b>	-
Walter Infra Project Manager Private Limited	Project Manager	18.35	-
<b>(d) Unsecured senior loan given to Joint venture</b>		<b>11,349.20</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	11,349.20	-
<b>(e) Unsecured subordinated loan given to Joint venture</b>		<b>7,575.23</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	7,575.23	-
<b>(f) Repayment of senior loan from Joint venture</b>		<b>1,113.09</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	1,113.09	-
<b>(g) Repayment of subordinated loan from Joint venture</b>		<b>985.71</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	985.71	-
<b>(h) Interest income senior loan from Joint venture</b>		<b>989.68</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	989.68	-
<b>(i) Interest income subordinated loan from Joint venture</b>		<b>662.07</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	Joint venture	662.07	-
<b>(j) Distribution to unitholder</b>		<b>2,796.52</b>	-
Actis Highway Infra Limited - Return of capital	Sponsor	2,103.49	-
Actis Highway Infra Limited - interest	Sponsor	693.02	-

3. Outstanding amount - payable/receivable as at the end of the year/ period:

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>(a) Unsecured senior loan receivable from Joint venture</b>	<b>10,236.10</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	10,236.10	-
<b>(b) Unsecured subordinated loan receivable from Joint venture</b>	<b>6,589.52</b>	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	6,589.52	-
<b>(c) Interest receivable on senior loan from Joint venture</b>	-	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	-	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer note 51)
<b>(d) Interest receivable on subordinated loan from Joint venture</b>	<b>227.47</b>	
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	227.47	-
<b>(e) Unsecured outstanding loan</b>	-	-
Nxt-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited)	-	-

**4. Terms & Condition with Related Party**

Refer note 6 for term relating to loan given to joint venture.

**5. Details in respect of related party transactions involving acquisition of assets as required by Chapter 3 to the SEBI Circulars are as follows:-**

Particulars	Year ended March 31, 2025	Period ended from October 26, 2023 to March 31, 2024 (Refer note 51)
Acquisition of InvIT assets	13,300.00	-
Disposal of an InvIT asset	-	-

Note:

**(a) Summary of valuation on date of acquisition:-**

The InvIT has determined the fair value of the assets acquired and liabilities assumed on the date of acquisition as summarised below:-

Name of the entity	Fair value of net assets	WACC
Nxt-Infra CT Highways Private Limited (Formerly known as Chilkhali-Tarsod Highways Private Limited)#	(1,473.98)	8.80%
Nxt-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited)#	(581.85)	8.40%
DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited)	255.70	8.80%
NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited)	3,713.52	8.60%
Nxt-Infra CGRG Highways Private Limited (Formerly known as MBL(CGRG) Road Limited)#	(655.03)	8.70%
Nxt-Infra MCP Highways Private Limited* (Formerly known as Welspun Infra Facility Private Limited)	8,080.20	11.60%

# Negative fair value of net assets on date of acquisition has been appropriated towards the fair value loan given by the InvIT to the entity.

\* The InvIT owns 49% equity stake and assessed the same as a joint venture. Accordingly the fair value of net assets reflected above is 49%.

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

Following are the material condition / Obligations in relation to the transaction

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

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

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

No external financing obtained for the acquisition by the InvIT as the InvIT has issued its units for acquisition of equity shares of the above entities from the Sponsor (Refer Note 3).

(d) **Any fees or Commissions received or to be received by an associate of the related party in relation to the transaction:**

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

**42 DISCLOSURE OF FINANCIAL INSTRUMENTS BY CATEGORY \***

	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Loans	17,053.10	1,907.04	-	-
Cash and cash equivalents	-	2,150.82	-	-
Other bank balance	-	142.23	-	-
Receivable under service concession arrangements	-	22,904.66	-	-
Trade Receivable	-	550.81	-	-
Other financial assets	7,070.71	1,192.34	-	-
<b>Total Financial assets</b>	<b>24,123.81</b>	<b>28,847.90</b>	-	-
Borrowings	-	31,455.00	-	-
Trade payables	-	436.99	-	-
Other financial liabilities	-	167.74	-	-
<b>Total Financial liabilities</b>	-	<b>32,059.73</b>	-	-

\* Considering that there is no item of fair value through other comprehensive income, the same is not disclosed.

**43 FAIR VALUE DISCLOSURES FOR FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the InvIT does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**44 FAIR VALUE HIERARCHY**

The following table provides the fair value measurement hierarchy of the InvIT's assets and liabilities :

	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
<b>March 31, 2025</b>				
<b>Financial assets</b>				
<b>Assets for which fair value disclosure is given</b>				
<b>Financial assets</b>	-	-	-	-
Loans	-	-	17,053.10	17,053.10
Derivative asset	-	-	7,070.71	7,070.71
	-	-	<b>24,123.81</b>	<b>24,123.81</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
<b>March 31, 2024</b>				
<b>Financial assets</b>				
<b>Assets for which fair value disclosure is given</b>				
Loans	-	-	-	-
Derivative asset	-	-	-	-
	-	-	-	-

Statement of net asset at fair value and standalone statement of total returns at fair value require disclosures regarding fair value of net assets (liabilities considered at book values). Since the fair values of assets other than investment in subsidiaries approximate their book values, hence only investment in subsidiaries has been disclosed above.

There have been no transfers between level 1, level 2 and level 3 during the years.

Valuation technique used to determine fair value:

- Inputs included in Level 1 of Fair Value Hierarchy are based on prices quoted in stock exchange.
- Inputs included in Level 2 of Fair Value Hierarchy have been valued based on inputs from banks, other recognised institutions and NAV declared by fund.
- Inputs included in Level 3 of Fair Value Hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/or Discounted Cash Flow Method.

Note: All financial instruments for which fair value is disclosed are categorised within the fair value hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

The fair values of the financial assets and financial liabilities included in the level 3 category above has been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

The InvIT is required to present the Statement of total assets at fair value and Statement of total returns at fair value as per paragraph 6 of chapter 4 to the master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated 15 May 2024 as a part of these consolidated financial statements - Refer Statement of Net assets at fair value and Statement of Total Returns at fair value. The inputs to the valuation models for computation of fair value of assets for the above mentioned statements are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, revenue growth for toll entities, Inflation rates, etc.

The significant unobservable inputs used in the fair value measurement required for disclosures as above categorised within Level 3 of the fair value hierarchy as above together with a quantitative sensitivity analysis as at March 31, 2025 and March 31, 2024 are as shown below:

**Description of significant unobservable inputs to valuation:**

Significant unobservable inputs	Input for March 31, 2025	Input for March 31, 2024	Sensitivity of input to the fair value	Increase / (decrease) in fair value as at March 31, 2025	Increase / (decrease) in fair value as at March 31, 2024
WACC	7.40% - 9.97%	-	0.50%	(905.24)	-
		-	(0.50%)	939.34	-
Expenses	100%	-	20.00%	2,434.67	-
		-	(20.00%)	(2,445.56)	-

\* The InvIT had acquired all subsidiaries during the year and hence above comparative disclosure for March 31, 2024 has not been given.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### 45 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The InvIT's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the InvIT's operations. The InvIT's financial assets comprise mainly of investment, loan, cash and bank balance and other financial assets that derive directly from its operations.

The InvIT may be exposed to market risk, credit risk and liquidity risk. The board of directors of investment manager have overall responsibility for establishment and oversees the InvIT's risk management framework. All derivative activities for risk management purposes are carried out by investment manager which has appropriate skills, experience and supervision. It is the InvIT's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors of Investment manager reviews and agrees policies for managing each of these risks, which are summarised below.

#### Market risk

Market risk is the risk that the fair value of future cash flow of financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rates risk, currency risk and other price risk, such as equity prices risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and debt.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The InvIT is exposed to interest risk of changes in market interest rates relate primarily to the InvIT's long-term debt obligations with floating interest rates. Long-term borrowings consist of floating rate obligations linked to the applicable benchmark rates, which may typically be adjusted at certain intervals in accordance with prevailing interest rates. Increases in interest rates would increase interest expenses relating to outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect ability to service long-term debt which in turn may adversely affect results of operations. The loan given to the joint ventures are at fixed rate and any change is a mutually agreed between the parties.

#### Exposure to interest rate risk

The interest rate profile of the InvIT's interest - bearing financial instruments as reported to management is as follows:

	As at March 31, 2025	As at March 31, 2024
<b>Fixed-rate instruments</b>		
Financial assets	21,527.01	-
Financial liabilities	-	-
<b>Variable-rate instruments</b>		
Financial assets	22,904.66	-
Financial liabilities	31,455.00	-

#### Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 50 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Sensitivity analysis	Impact on profit before tax		Impact on equity, net of tax	
	Year ended March 31, 2025	Period ended March 31, 2024	Year ended March 31, 2025	Period ended March 31, 2024
Interest rate				
- increase by 50 basis points	(42.75)	-	(31.99)	-
- decrease by 50 basis points	42.75	-	31.99	-

#### Equity price risk

The InvIT's investments in equity shares of joint venture are susceptible to market price risk arising from uncertainties about future values of those investments. Reports on the net asset value are submitted to the unitholders on regular basis. The Board of Directors of the Investment Manager reviews and approves all equity investment decisions and take unitholders approval as per InvIT Regulations.

At the reporting date, the exposure to equity investments in joint venture at carrying value was INR 8,080.21 million (March 31, 2024: Nil).

#### Foreign Currency Risk:-

Foreign currency risk is the risk that the fair value or the future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The InvIT did not have any exposure in foreign currency as at March 31, 2025 and March 31, 2024.

#### Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The InvIT is exposed to credit risk from its investing activities including loans to joint venture, deposits with banks and other financial instruments. Credit risk from balances with banks and financial instruments is managed by the Investment manager in accordance with the InvIT's policies. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. As at March 31, 2025 and March 31, 2024, the credit risk is considered low since substantial transactions of the InvIT are with its joint venture.

#### Liquidity risk

Liquidity risk is the risk that the InvIT will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The InvIT's approach for managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the InvIT's reputation. The InvIT invest in bank deposits to meet the immediate obligations.

#### Exposure to liquidity risk

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The other financial liabilities are with short term durations. The table below summarises the maturity profile of the Trust's financial liabilities based on contractual undiscounted payments:

	Carrying amount	Contractual cash flows				
		Total	On demand	Less than 1 year	1-5 years	More than 5 years
<b>As at March 31, 2025</b>						
Borrowings #	31,455.00	45,992.41	-	3,608.78	25,854.87	16,528.75
Trade payables	436.99	436.99	-	436.99	-	-
Other financial liabilities	167.74	167.74	-	167.74	-	-
<b>Total</b>	<b>32,059.73</b>	<b>46,597.14</b>	<b>-</b>	<b>4,213.51</b>	<b>25,854.87</b>	<b>16,528.75</b>

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

	Carrying amount	Contractual cash flows				
		Total	On demand	Less than 1 year	1-5 years	More than 5 years
<b>As at March 31, 2024</b>						
Borrowings	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-
	-	-	-	-	-	-

# Borrowings include interest accrued and future interest obligations.

#### 46 CAPITAL MANAGEMENT

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

The InvIT manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the InvIT may adjust the distribution to unitholders, return of capital to unitholders or issue new units (subject to the provisions of InvIT regulations which require distribution of at least 90% of the net distributable cash flows of the InvIT to unitholders). The InvIT monitors capital using Debt-Equity ratio, which is net debt divided by total capital plus net debt. The InvIT includes within net debt, interest bearing loans and borrowings less cash and short-term deposits.

	As at March 31, 2025	As at March 31, 2024
Total borrowings	31,455.00	-
Less: cash and cash equivalents	2,150.82	-
<b>Net debt (A)</b>	<b>33,605.82</b>	-
Corpus contribution	-	-
Unit capital	25,941.17	-
Other equity	2,736.50	-
<b>Total capital (B)</b>	<b>28,677.67</b>	-
<b>Capital and net debt (C=A+B)</b>	<b>62,283.49</b>	-
<b>Gearing ratio (A/C)</b>	<b>53.96%</b>	-

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025 and March 31, 2024.

#### 47 ISSUE OF UNITS

During the year, the InvIT has completed its private placement of 152 million units with issue price of Rs 100 per unit and the units of the InvIT have been listed with the national stock exchange on July 2, 2024. The proceeds from the issue of these units is Rs 15,200 million.

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

Particulars	Amount proposed to be Utilised as per FPM	Utilised upto March 31, 2025	Unutilised upto March 31, 2025
Providing loans to the Project SPVs for redemption of optionally convertible debentures, including any accrued interest, in whole or part, issued by them to the Sponsor Group	13,895.10	13,895.10	-

Notes to Consolidated Financial Statements  
for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

Particulars	Amount proposed to be Utilised as per FPM	Utilised upto March 31, 2025	Unutilised upto March 31, 2025
Issue expenses (listing fees, SEBI filing fees and other regulatory expenses for listing the units)*	26.30	-	-
General purposes#	1,278.60	182.33	-
<b>Total</b>	<b>15,200.00</b>	<b>14,077.43</b>	<b>1,122.57</b>

\* The Investment Manager has incurred Rs 61.77 million of issue expenses including fees payable to advisors in relation to the issue, upfront fees for loan taken by the InvIT, listing fees, SEBI filing fees and other regulatory expenses etc. In terms of the provisions of the Final Placement Memorandum (FPM) and investment management agreement, the investment manager has waived off its entitlement to receive aforesaid amount incurred on behalf of the InvIT.

# Amount utilised includes INR 22.37 million towards payment of interest of Optionally Convertible Debentures as stated in FPM.

Net proceeds unutilised as at March 31, 2025 are temporarily invested in deposits with banks and shall be utilised for payment of consideration for acquisition of balance 51% equity interest in joint venture.

#### 48 SEGMENT REPORTING

The principal activity of Group is to own and invest in infrastructure assets primarily in the SPVs operating in the road infrastructure development sector in India in accordance with the provisions of the InvIT Regulations and Trust deed. The Board of Directors of the Investment Manager allocates the resources and assess the performance of the InvIT and thus are the Chief Operating Decision Maker (CODM). In accordance with the requirements of Ind AS 108 - "Segment Reporting", the CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed. As the Group and its assets operates only in India, no separate geographical segment is disclosed. With respect to subsidiaries under hybrid annuity model, entire revenue from operation is arising from a single customer with whom subsidiaries has entered into service concession arrangement.

#### 49 ACQUISITION OF SUBSIDIARIES AND JOINT VENTURE

During the year ended March 31, 2025, the InvIT had entered into share purchase agreement dated June 18, 2024 with Actis Highway Infra Limited for acquisition of 100% equity stake in its five subsidiaries namely NXT-Infra GSY Highways Private Limited (Formerly known as MBL(GSY) Road Limited), NXT- Infra CGRG Highways Private Limited (Formerly known as MBL (CGRG) Road Limited), DM Expressway Private Limited (Formerly known as Welspun Delhi Meerut Expressway Private Limited), NXT-Infra CT Highways Private Limited (Formerly known as Chikhali- Tarsod Highways Private Limited) and NI Road Infra Private Limited (Formerly known as Welspun Road Infra Private Limited) and 49% equity stake in its joint venture namely NXT-Infra MCP Highways Private Limited (Formerly known as Welspun Infra Facility Private Limited). As against this, the InvIT had issued 133 million units with issue price of Rs 100 per unit as consideration against above sale of shares. The equity shares of above five subsidiaries and joint venture were transferred to the InvIT on June 28, 2024 and thereby the InvIT obtained control over the subsidiaries and joint control over the joint Venture.

By virtue of the securities subscription and purchase agreement dated June 09, 2022 and addendum thereto between the Sponsor and the erstwhile owners of the project SPV's (Welspun Enterprises Limited), the Sponsor is entitled to acquire the balance 51% equity share in the joint venture on completion of two years from the obtaining the commercial operation date certificate from National Highway Authority of India ('NHAI') for a fixed consideration of Rs 2,690 million. Further, the InvIT has also entered into an agreement with the Sponsor, whereby the Sponsor upon the acquisition of balance 51% equity stake in joint venture, is obligated to offer these shares to InvIT for the same consideration as aforesaid.

The InvIT has carried out fair valuation of the assets and the liabilities on the date of acquisition and has accordingly recognised the assets and liabilities of these subsidiaries and the joint venture at the fair value of the net assets so determined. Further, the InvIT has also recognised a derivative asset with respect to its the right to acquire 51% equity in the joint venture at fair value on date of acquisition. Based on the above, the InvIT has recognised deemed equity amounting to Rs 1,607.37 million on date of acquisition.

## Notes to Consolidated Financial Statements for the year ended March 31, 2025 (contd.)

(All amounts in INR millions unless otherwise stated)

### 50 OTHER INFORMATION

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) The Group does not have any transactions with companies struck off.
- (iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the respective financial year.
- (iv) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (v) The Group has not been declared as a willful defaulter by any bank or financial institution or other lender.

### 51 EVENTS OCCURRING AFTER REPORTING PERIOD

The Board of directors of Investment manager in their meeting on May 29, 2025 have approved distribution of INR 6.5921 per unit to the unitholders, which comprises of INR 1.9463 per unit in the form of interest and INR 4.6458 per unit in the form of return of capital which is payable within 5 working days from the record date. The above distribution has been declared after March 31, 2025 and hence not included in the year ended March 31, 2025.

### 52 COMPARATIVE FIGURES:

The InvIT was set up on October 26, 2023 as an irrevocable trust under the Indian Trust Act, 1882. There were no transactions in the InvIT between October 26, 2023 to March 31, 2024 as compiled and approved by the Board of Directors of the Investment manager and have not been subject to audit. Further, as the acquisition of subsidiaries and joint ventures have taken place in the current year, the consolidated financial statements of the InvIT have been prepared from the date of acquisition.

As per our report of even date

#### For S R B C & CO LLP

Chartered Accountants  
ICAI Firm's Registration No :324982E/E300003

#### per Suresh Yadav

Partner  
Membership No: 119878  
Place : Mumbai  
Date : May 29, 2025

#### For and behalf of the Board of Directors of Walter Infra Manager Private Limited (as Investment Manager of Nxt-Infra Trust)

#### Sumit Sen

Director  
DIN: 06734410  
Place: Mumbai  
Date : May 29, 2025

#### Gaurav Chaturvedi

Director & Chief Financial Officer  
DIN: 08884892  
Place: Mumbai  
Date : May 29, 2025

#### Aditi Tawde

Company Secretary  
ICSI Membership no. ACS: 28753  
Place: Mumbai  
Date : May 29, 2025





Nxt-Infra Trust

Principal place of Business

Office no. 501, 5<sup>th</sup> Floor, Vikas Hub, Vikas Centre,  
Dr. C. G. Road, Wadavli Village, Chembur East,  
Mumbai -400 074, Maharashtra, India

Investment Manager

Walter Infra Manager Private Limited

Unit No. S-39, 2nd Floor, 'Vasant Square Mall' Plot  
No. A, Community Centre, Pocket-V, Sector-B,  
Vasant Kunj, New Delhi - 110 070, India

