

May 28, 2025

To,

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex,
Bandra (E), Mumbai-400051
Symbol: CAPINVIT

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai- 400001
Scrip Code: 544338

Subject: Annual Valuation Report for assets of Capital Infra Trust for FY 2024-25

Dear Sir/ Madam,

Pursuant to applicable provisions of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder ("**SEBI InvIT Regulations**"), we hereby submits the Valuation Report for assets of the Capital Infra Trust ("CIT") for the year ended on March 31, 2025, as issued by Mr. S Sundararaman, Registered Valuer having IBBI Registration Number: IBBI/RV/06/2018/10238.

Further, Pursuant to Regulation 10 of the SEBI InvIT Regulations, 2014, the Net Asset Value ("NAV") of units of CIT as on March 31, 2025 based on the above-mentioned Valuation Report issued by the Independent Valuer is Rs. 82.26 per unit as calculated below:

Particulars	March 31, 2025
Assets (A)	49121.77
Liabilities (at book value) (B)	26468.25
Net Assets (A-B) (C)	22653.52
Non-controlling interest	-
Net assets attributable to CIT	22653.52
Number of units (D)	275.40
NAV per unit	82.26

Kindly take the above information on your records.

The above information is also available on the website of Capital Infra Trust i.e. <https://capitalinfratrust.com/>.

For Capital Infra Trust (InvIT)

By Order of the Board
Gawar Investment Manager Private Limited (as the Investment Manager to InvIT)

Shubham Jain
Company Secretary and Compliance Officer

Copy to:

Trustee to the InvIT
Axis Trustee Services Limited
Axis House, P B Marg, Worli, Mumbai,
Maharashtra, India – 400025

Debt Security Trustee
IDBI Trusteeship Services Limited
Ground Floor, Universal Insurance Building
Sir P.M. Road, Fort, Mumbai, Maharashtra – 400001



Prepared for:

Capital Infra Trust (“the Trust”)

Gawar Investment Manager Private Limited (“the Investment Manager”)

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

Fair Enterprise Valuation

Valuation Date: 31st March 2025

Report Date: 28th May 2025

**Mr. S Sundararaman,
Registered Valuer,**

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

Email chennaissr@gmail.com

Phone No: +91 97909 28047

GST No: 33AHUPS0102L1Z8

RV/SSR/05/R01

Date: 28th May 2025

Capital Infra Trust (Erstwhile National Infrastructure Trust)

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

Unit No. 1401-1403, 14th Floor,
Tower B, SAS Tower,
Medicity, Sector 38,
Gurugram, Haryana -122001.

Gawar Investment Manager Private Limited

(acting as the Investment Manager to Capital Infra Trust)

Unit No. 1401-1403, 14th Floor,
Tower B, SAS Tower,
Medicity, Sector 38,
Gurugram, Haryana -122001.

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 10th April, 2025 (EL Ref. No.: RV/SSR/EL/A/05) as an independent valuer, as defined under Regulation 2(zzf) of the SEBI InvIT Regulations, by **Gawar Investment Manager Private Limited** ("**GIMPL**" or "**the Investment Manager**") acting as the investment manager for **Capital Infra Trust (Erstwhile National Infrastructure Trust)** ("**the Trust**" or "**the InvIT**" or "**the CIT**"), an infrastructure investment trust, registered with the **Securities Exchange Board of India** ("**SEBI**") with effect from 7th March 2024, bearing registration number IN/InvIT/23-24/00029 and **Axis Trustee Services Limited** ("**the Trustee**") acting on behalf of the Trust for the purpose of the financial valuation of the special purpose vehicles (defined below and hereinafter together referred as "**the SPVs**") of the Trust as per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time ("**SEBI InvIT Regulations**").

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

The Investment Manager has appointed me to undertake valuation of the following 9 special purpose vehicle (hereinafter referred to as "**SPVs**"):

Sr. No.	Name of the SPV	Term
1	Gawar Narnaul Highway Private Limited	GNHPL
2	Gawar Khajuwala Bap Highway Private Limited	GKBHPL
3	Hardiya Hasanpur Highway Private Limited	HHHPL
4	Gawar Rohna Jhajjar Highway Private Limited	GRJHPL
5	Gawar Kiratpur Nerchowk Highway Private Limited	GKNHPL
6	Gawar Rohna Sonapat Highways Private Limited	GRSHPL
7	Dewas Ujjain Highway Private Limited	DUHPL
8	Gawar Bangalore Highways Private Limited	GBHPL
9	Gawar Nainital Highways Private Limited	GNHPL II

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

I am enclosing the Report providing opinion on the fair enterprise value of the SPVs as defined hereinafter on a going concern basis as at 31st 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 and Cash Equivalents to meet those liabilities. The attached Report details the valuation methodologies used, calculations performed and the conclusion reached with respect to this valuation.

I was further requested by the Investment Manager to provide the adjusted enterprise value of the SPVs as at 31st 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 31st 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 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.

By nature, valuation is based on estimates and it includes the risks and uncertainties relating to the events occurring in the future. Accordingly, the actual figures in future may differ from these estimates and may have a significant impact on the valuation of the SPVs.

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

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

The valuation provided by RV and the valuation conclusion are included herein and the Report complies with the SEBI InvIT Regulations and guidelines, circular or notification issued by the Securities and Exchange Board of India ("**SEBI**") thereunder as amended from time-to-time.

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

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

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

Yours faithfully,



S. Sundararaman
Registered Valuer
IBBI Registration No.: IBBI/RV/06/2018/10238
Asset Class: Securities or Financial Assets
Place: Chennai
UDIN: 25028423BMOMXN2230

Definition, Abbreviation & Glossary of terms

Abbreviations	Meaning
Capex	Capital Expenditure
CCIE	Conciliation Committee of Independent Experts
CCIL	Clearing Corporation of India Limited
CCM	Comparable Companies Multiples
COD	Commercial Operation Date
DBOT	Design Build, Operate and Transfer
CTM	Comparable Transactions Multiples
DCF	Discounted Cash Flow
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ERP	Equity Risk Premium
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FDI	Foreign Direct Investment
FY	Financial Year Ended 31 st March
GAD	General Arrangement Drawing
Government of NCT	Government of National Capital Territory
HAM	Hybrid Annuity Model
HSRBDCL	Haryana State Road & Bridge Development Corporation Limited
Ind AS	Indian Accounting Standards
INR	Indian Rupee
Investment Manager/ GIMPL	Gawar Investment Manager Private Limited
IVS	ICAI Valuation Standards 2018
Kms	Kilometers
MMR	Major Maintenance and Repairs
Mn	Million
MoRTH	Ministry of Road Transport and Highways
NAV	Net Asset Value Method
NH	National Highway
NHAI	National Highways Authority of India
NHDP	National Highways Development Project
NS-EW	North- South and East-West Corridors
O&M	Operation & Maintenance
PPP	Public Private Partnership
RFID	Radio Frequency Identification
RV	Registered Valuer
ROW	Right of Way
ROB	Railway over Bridge
SBHPL	Sadbhav Bangalore Highway Private Limited

SEBI	Securities and Exchange Board of India
Abbreviations	Meaning
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
SIPL	Sadbhav Infrastructure Project Limited
SNHPL	Sadbhav Nainital Highway Private Limited
Sponsor/ GCL	Gawar Construction Limited
SPV	Special Purpose Vehicle
Trustee	Axis Trustee Services Limited

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1. Executive Summary

1.1. The Trust

- (i) Capital Infra Trust (“**the Trust**”) Erstwhile National Infrastructure Trust, was established on 25th September 2023 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882. The Trust is registered as an Indian infrastructure investment trust with the Securities and Exchange Board of India (“**SEBI**”), pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time (“**the SEBI InvIT Regulations**”), with effect from 7th March 2024, bearing registration number IN/InvIT/23-24/00029. The Trust has acquired the SPVs and would be responsible for holding the SPVs in trust and for the benefit of the unitholders, undertaking the activities and other duties specified as per the SEBI InvIT Regulations.
- (ii) Capital Infra Trust (Erstwhile National Infrastructure Trust) is an infrastructure investment trust established to acquire, manage and invest infrastructure assets across sectors and/or securities of companies engaged in the infrastructure sector. The Trust currently owns a portfolio of 9 HAM road assets.
- (iii) Axis Trustee Services Limited (“**the Trustee**”) has been appointed as the Trustee of the Trust.
- (iv) The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 17th January 2025.
- (v) The InvIT currently involves owning, operating & maintaining a portfolio of 9 road projects (9 HAM Projects) in the states of Haryana, Rajasthan, Uttarakhand, Himachal Pradesh, Madhya Pradesh, Bihar & Karnataka.
- (vi) The unit holding pattern of the Trust as on 31st March 2025 is as follows:

Sr No	Particulars	No. of Units	%
1	Sponsor & sponsor group	116,006,250	42.12%
2	Mutual Funds	31,790,104	11.54%
3	Financial Institutions/Banks	7,499,850	2.72%
4	Insurance Companies	30,696,899	11.15%
5	Provident/pension funds	10,714,547	3.89%
6	Foreign Portfolio Investors	12,494,394	4.54%
7	Alternative Investment Fund	17,282,939	6.28%
8	Non-institutional investors	48,915,017	17.76%
	Total	275,400,000	100.00%

1.2. The Sponsor

- (i) Gawar Construction Limited (“**the Sponsor**” or “**Settlor**” or “**GCL**”) has floated an infrastructure investment trust under the SEBI InvIT Regulations called “**Capital Infra Trust**” (Erstwhile National Infrastructure Trust).
- (ii) Gawar Construction Limited was established in 1997 and restructured as a limited company in 2008. It is an infrastructure development and construction company in India, with over 15 years of experience, primarily engaged in the construction of road and highway projects across 19 states in India for various government/ semi-government bodies and statutory authorities including National Highway Authority of India (NHAI), Ministry of Road Transport & Highways (MoRTH), Military Engineering Services (MES) and Central Public Works Department (CPWD). The Sponsor has undertaken over 100 road construction projects since 2008.

1.3. The Investment Manager

- i. Gawar Investment Manager Private Limited has been appointed as the Investment Manager to the Trust by the Trustee and will be responsible to carry out the duties of such person as mentioned under the SEBI InvIT Regulations.

ii. Shareholding of the Investment Manager as on 31st March 2025 is as under:

Sr. No	Particulars	No. of shares	%
1	Gawar Construction Limited	14,999,900	99.99%
2	Ravinder Kumar *	100	Negligible
Total		15,000,000	100.00%

* as a nominee shareholder of Gawar Investment Manager Private Limited

Source: Investment Manager

1.4. Financial Assets to be Valued

The financial assets under consideration are valued at Enterprise Value and Adjusted Enterprise Value:

Sr. No.	Name of the SPV
1	Gawar Narnaul Highway Private Limited (GNHPL)
2	Gawar Khajuwala Bap Highway Private Limited (GKBHPL)
3	Hardiya Hasanpur Highway Private Limited (HHHPL)
4	Gawar Rohna Jhajjar Highway Private Limited (GRJHPL)
5	Gawar Kiratpur Nerchowk Highway Private Limited (GKNHPL)
6	Gawar Rohna Sonapat Highways Private Limited (GRSHPL)
7	Dewas Ujjain Highway Private Limited (DUHPL)
8	Gawar Bangalore Highways Private Limited (GBHPL)
9	Gawar Nainital Highways Private Limited (GNHPL II)

(Together referred to as “the SPVs”)

1.5. Purpose of Valuation

- (i) In this regard, the Investment Manager has appointed me, S. Sundararaman (“**Registered Valuer**” or “**RV**” or “**I**” or “**My**” or “**Me**”) bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake fair valuation of the SPVs at the enterprise level as per the extant provisions of the SEBI InvIT Regulations issued by SEBI. Enterprise Value (“**EV**”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any Cash and Cash Equivalents to meet those liabilities.
- (ii) 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.
- (iii) 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(s) 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.

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.

(Please refer appendix 6 for further information about myself)

1.6. Scope of Valuation

(i) Nature of the Asset to be Valued

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

Further, at 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.

(ii) 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.

(iii) Valuation Date

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

The Valuation Date considered for the fair enterprise valuation of the SPVs is 31st March 2025 ("**Valuation Date**"). The attached Report is drawn up by reference to accounting and financial information as on 31st March 2025. The RV is not aware of any other events having occurred since 31st March 2025 till date of this Report ("**Report Date**") which he deems to be significant for his valuation analysis.

(iv) 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.

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1.7. Summary of Valuation

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

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

Under the DCF Method, the Free Cash Flow to Firm (“**FCFF**”) has been used for the purpose of valuation of each of the SPVs. In order to arrive at the fair EV of the individual SPVs under the DCF Method, I have relied on Audited Financial Statements as at 31st 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.

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

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

Sr. No	SPVs	Approximate Projection Period (Balance Concession Period)	WACC	INR Mn	
				Fair EV*	Fair Adj EV**
1	GNHPL	~10 Years 9 Months	7.14%	4,159	4,629
2	GKBHPL	~10 Years 10 Months	7.14%	2,823	3,335
3	HHHPL	~13 Years 1 Months	7.14%	5,491	6,060
4	GRJHPL	~10 Years 3 Months	7.14%	2,715	3,007
5	GKNHPL	~13 Years 2 Months	7.14%	11,673	11,746
6	GRSHPL	~11 Years 10 Months	7.14%	4,247	4,571
7	DUHPL	~13 Years 3 Months	7.14%	3,462	3,745
8	GBHPL	~10 Years 9 Months	6.92%	5,206	5,647
9	GNHPL II	~9 Years 7 Months	7.01%	3,650	3,943
Total				43,426	46,682

* 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 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.
(Refer Appendix 1 & 2 for the detailed workings)

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

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

- a. WACC by increasing / decreasing it by 0.5%
- b. WACC by increasing / decreasing it by 1.0%
- c. Total Expenses by increasing / decreasing it by 20%
- d. Bank Rate by increasing / decreasing it by 0.25%

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1. Fair Enterprise Valuation Range based on

a. WACC parameter (0.5%)

Sr. No	SPVs	WACC +0.5%	EV	Base WACC	EV	INR Mn	
						WACC - 0.5%	EV
1	GNHPL	7.64%	4,072	7.14%	4,159	6.64%	4,250
2	GKBHPL	7.64%	2,769	7.14%	2,823	6.64%	2,878
3	HHHPL	7.64%	5,353	7.14%	5,491	6.64%	5,635
4	GRJHPL	7.64%	2,659	7.14%	2,715	6.64%	2,774
5	GKNHPL	7.64%	11,399	7.14%	11,673	6.64%	11,959
6	GRSHPL	7.64%	4,148	7.14%	4,247	6.64%	4,351
7	DUHPL	7.64%	3,377	7.14%	3,462	6.64%	3,550
8	GBHPL	7.42%	5,080	6.92%	5,206	6.42%	5,336
9	GNHPL II	7.51%	3,593	7.01%	3,650	6.51%	3,709
Total			42,449		43,426		44,442

b. WACC parameter (1.0%)

Sr. No	SPVs	WACC +1.0%	EV	Base WACC	EV	INR Mn	
						WACC - 1.0%	EV
1	GNHPL	8.14%	3,987	7.14%	4,159	6.14%	4,344
2	GKBHPL	8.14%	2,717	7.14%	2,823	6.14%	2,936
3	HHHPL	8.14%	5,220	7.14%	5,491	6.14%	5,785
4	GRJHPL	8.14%	2,605	7.14%	2,715	6.14%	2,834
5	GKNHPL	8.14%	11,135	7.14%	11,673	6.14%	12,257
6	GRSHPL	8.14%	4,052	7.14%	4,247	6.14%	4,459
7	DUHPL	8.14%	3,296	7.14%	3,462	6.14%	3,642
8	GBHPL	7.92%	4,959	6.92%	5,206	5.92%	5,472
9	GNHPL II	8.01%	3,538	7.01%	3,650	6.01%	3,769
Total			41,509		43,426		45,498

c. Total Expenses by increasing / decreasing it by 20%

Sr. No	SPVs	INR Mn		
		EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GNHPL	3,998	4,159	4,320
2	GKBHPL	2,649	2,823	2,996
3	HHHPL	5,231	5,491	5,751
4	GRJHPL	2,581	2,715	2,850
5	GKNHPL	11,319	11,673	12,027
6	GRSHPL	4,073	4,247	4,403
7	DUHPL	3,286	3,462	3,627
8	GBHPL	4,930	5,206	5,417
9	GNHPL II	3,512	3,650	3,788
Total		41,580	43,426	45,180

2. Adjusted Enterprise Valuation Range based on

a. WACC parameter (0.5%)

INR Mn							
Sr. No	SPVs	WACC +0.50%	Adjusted EV	Base WACC	Adjusted EV	WACC -0.5%	Adjusted EV
1	GNHPL	7.64%	4,541	7.14%	4,629	6.64%	4,720
2	GKBHPL	7.64%	3,281	7.14%	3,335	6.64%	3,390
3	HHHPL	7.64%	5,922	7.14%	6,060	6.64%	6,204
4	GRJHPL	7.64%	2,951	7.14%	3,007	6.64%	3,065
5	GKNHPL	7.64%	11,471	7.14%	11,746	6.64%	12,031
6	GRSHPL	7.64%	4,471	7.14%	4,571	6.64%	4,675
7	DUHPL	7.64%	3,661	7.14%	3,745	6.64%	3,833
8	GBHPL	7.42%	5,522	6.92%	5,647	6.42%	5,778
9	GNHPL II	7.51%	3,886	7.01%	3,943	6.51%	4,001
Total			45,705		46,682		47,698

b. WACC parameter (1.0%)

INR Mn							
Sr. No	SPVs	WACC +1.00%	Adjusted EV	Base WACC	Adjusted EV	WACC -1.00%	Adjusted EV
1	GNHPL	8.14%	4,457	7.14%	4,629	6.14%	4,814
2	GKBHPL	8.14%	3,229	7.14%	3,335	6.14%	3,448
3	HHHPL	8.14%	5,789	7.14%	6,060	6.14%	6,354
4	GRJHPL	8.14%	2,896	7.14%	3,007	6.14%	3,125
5	GKNHPL	8.14%	11,208	7.14%	11,746	6.14%	12,329
6	GRSHPL	8.14%	4,375	7.14%	4,571	6.14%	4,783
7	DUHPL	8.14%	3,579	7.14%	3,745	6.14%	3,926
8	GBHPL	7.92%	5,401	6.92%	5,647	5.92%	5,913
9	GNHPL II	8.01%	3,831	7.01%	3,943	6.01%	4,062
Total			44,765		46,682		48,754

c. Total Expenses by increasing / decreasing it by 20%

INR Mn				
Sr. No	SPVs	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GNHPL	4,468	4,629	4,790
2	GKBHPL	3,161	3,335	3,509
3	HHHPL	5,800	6,060	6,320
4	GRJHPL	2,873	3,007	3,141
5	GKNHPL	11,392	11,746	12,099
6	GRSHPL	4,397	4,571	4,727
7	DUHPL	3,570	3,745	3,911
8	GBHPL	5,371	5,647	5,858
9	GNHPL II	3,804	3,943	4,080
Total		44,836	46,682	48,436

3. Fair Enterprise Valuation Range based on

a. Bank Rate by decreasing / increasing it by 0.25%

Sr. No	SPVs	INR Mn					
		Bank Rate -0.25%	EV	Base Bank Rate	EV	Bank Rate +0.25%	EV
1	GNHPL	6.00%	4,107	6.25%	4,159	6.50%	4,212
2	GKBHPL	6.00%	2,780	6.25%	2,823	6.50%	2,865
3	HHHPL	6.00%	5,414	6.25%	5,491	6.50%	5,567
4	GRJHPL	6.00%	2,684	6.25%	2,715	6.50%	2,747
5	GKNHPL	6.00%	11,521	6.25%	11,673	6.50%	11,810
6	GRSHPL	6.00%	4,191	6.25%	4,247	6.50%	4,304
7	DUHPL	6.00%	3,411	6.25%	3,462	6.50%	3,512
8	GBHPL	6.00%	5,159	6.25%	5,206	6.50%	5,254
9	GNHPL II	6.00%	3,625	6.25%	3,650	6.50%	3,673
Total			42,892		43,426		43,943

2. Procedures adopted for current valuation exercise

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

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

- (i) Requested and received financial and qualitative information relating to the SPVs;
- (ii) Obtained and analyzed data available in public domain, as considered relevant by me;
- (iii) 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;
- (iv) 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;
- (v) Analysis of other publicly available information;
- (vi) Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by me;
- (vii) Conducted physical site visit of the road stretch of the SPVs;
- (viii) Determination of fair value of the EV of the SPVs on a going concern basis till the end of the concession period as at the Valuation Date and determination of fair value of the Adjusted EV of the SPVs on a going concern basis till the end of the concession period as at the Valuation Date on request of the Investment Manager.

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3. Overview of InvIT and SPVs

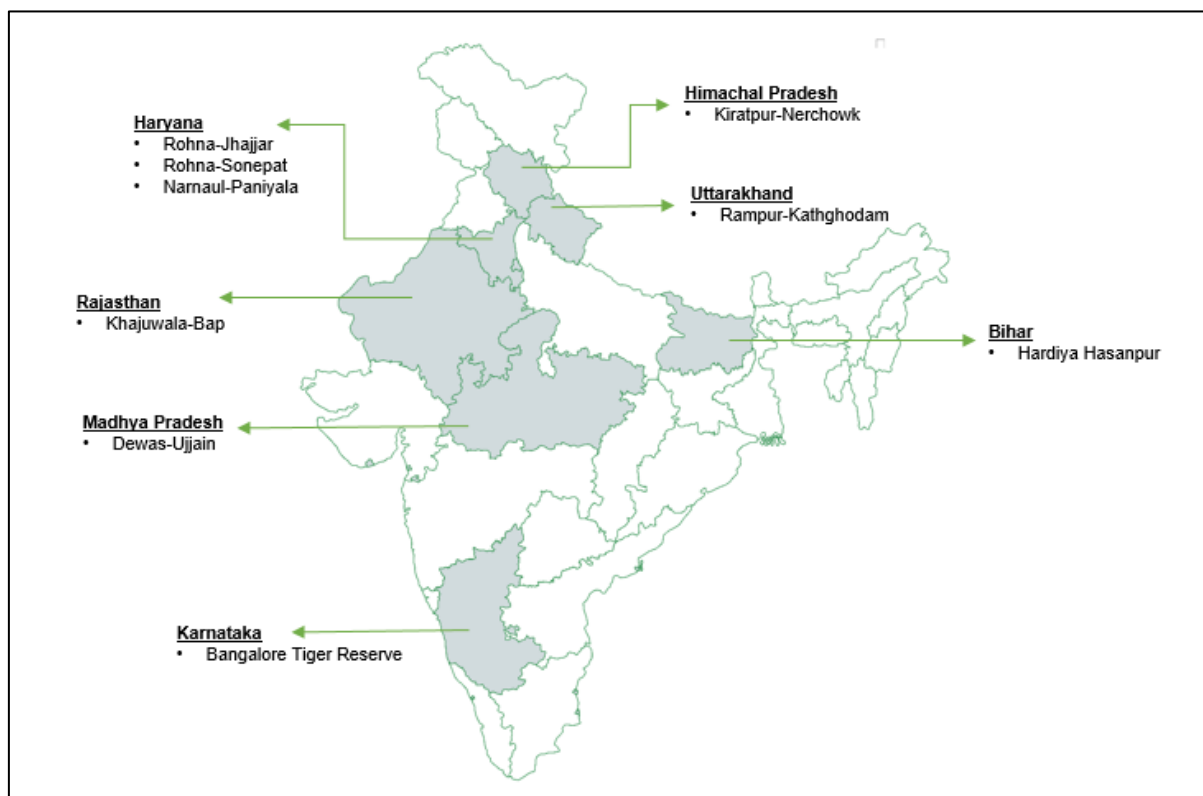
3.1. InvIT / Capital Infra Trust (Erstwhile National Infrastructure Trust) (“the Trust”)

- Capital Infra Trust (the “**Trust**”) erstwhile National Infrastructure Trust, was established on 25th September 2023 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882. The Trust is registered as an Indian infrastructure investment trust with the Securities and Exchange Board of India (“**SEBI**”), pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, with effect from 7th March 2024, bearing registration number IN/InvIT/23-24/00029. The Trust has acquired the SPVs and would be responsible for holding the SPVs in trust and for the benefit of the unitholders, undertaking the activities and other duties specified as per the SEBI InvIT Regulations.
- Capital Infra Trust (Erstwhile National Infrastructure Trust) is an infrastructure investment trust established to acquire, manage and invest in a portfolio of infrastructure assets across sectors and/or securities of companies engaged in the infrastructure sector.
- Axis Trustee Services Limited (“**the Trustee**”) has been appointed as the Trustee of the Trust.
- The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 17th January 2025.
- Following is the table of the Trust as on the Report date displaying the amount of debt outstanding in the SPVs provided by the Trust:

				INR Mn
Sr. No	SPV	Equity Stake Acquired	Acquisition Cost of Trust’s Equity Stake	Outstanding Debt from the Trust to the SPV
1	GNHPL	100%*	2,247	3,095
2	GKBHPL	100%*	2,672	1,828
3	HHHPL	100%*	1,785	4,640
4	GRJHPL	100%*	1,278	2,007
5	GKNHPL	100%*	4,529	7,410
6	GRSHPL	100%*	2,174	3,230
7	DUHPL	100%*	1,148	2,932
8	GBHPL	100%*	162	5,565
9	GNHPL II	100%*	502	3,350

**CIT holds 100% effective ownership in all SPVs, with a 99.99% direct stake and the remaining negligible interest held by its nominee.*

- Following is a map of India showing the area covered by the SPVs of the Trust:



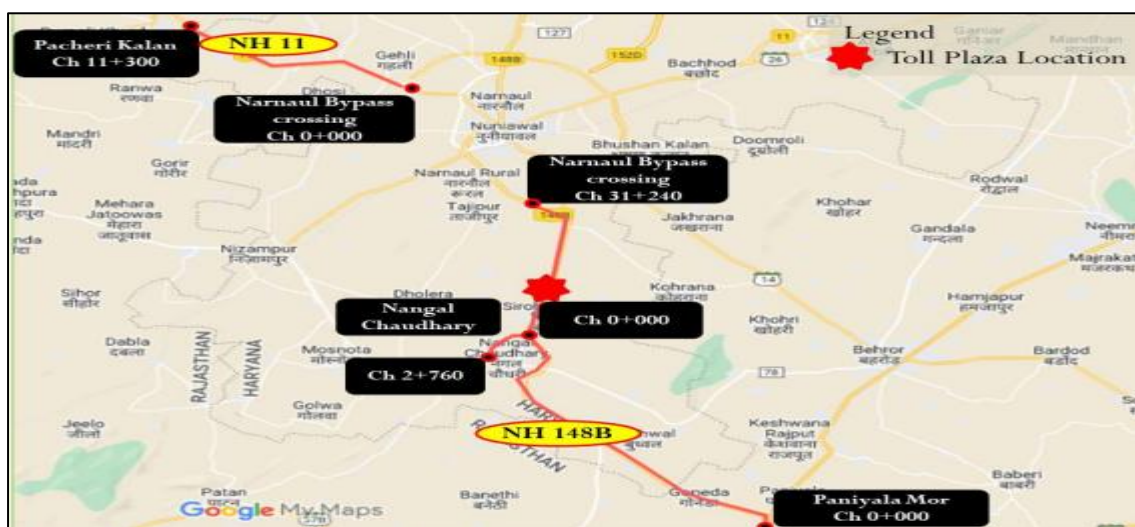
Source: Investment Manager

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3.2. Background of the SPVs

(i) Gawar Narnaul Highway Private Limited (“GNHPL”)

- GNHPL was incorporated on 8th February 2019 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GNHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- The Project Highway starts from Paniyala Mor with junction at NH-48 having Design Ch 0+000 and ends at Narnaul Bypass at Design Ch. 31+240, Nizampur link road having Design Ch. 0+000 to Ch. 2+760 and NH-11 starting from Narnaul Bypass crossing having Design Ch 0+000 and ends at Pacheri Kalan at Design Ch 11+300 in the state of Haryana.
- The project corridor passes through the towns/villages Paniyala Mor, Nangal Chaudhary, Sirohi Bahali, Narnaul, Khatoti, and Pacheri Kalan.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

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- Summary of project details of GNHPL are as follow

Parameters	Details
Lane Kms	242.48 Lane Kms
Nos. of Lanes	4/6
NH / SH	NH 148B
State Covered	Haryana and Rajasthan
Area (Start and End)	Narnaul- Paniyala Mor
Bid Project Cost	INR 11,370 Mn
LOA Date	15 th January 2019
Appointed Date	19 th September 2020
Name of EPC Contractor	M/s Gawar Construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	9 th January 2021
COD	9 th January 2021
Nos. of Annuities	30
Construction Period	910 days from Appointed date
Operational Period	15 years from COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	For SPV
1	Total Length of the Project Highway	45.300 Km
2	Total length of Service Roads	71.307 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	New Jersey Crash Barrier	56.520 Km
7	Rigid Pavement for Main carriageway	25.821 Km
8	Flexible Pavement for Main carriageway	19.479 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	12 Nos.
11	Truck Lay Bays	2 Nos.
12	Emergency call box	21 Nos.
13	Major/Minor Junction	36 Nos.
14	FOB	1 Nos.
15	No of Vehicular underpasses	11 Nos.
16	Vehicle overpass	0 Nos.
17	No of Subways	0 Nos.
18	No of Flyovers	0 Nos.
19	Pedestrian/Cattle Underpass	17 Nos.
20	ROB	0 Nos.
21	Major Bridges	2 Nos.
22	Minor Bridges	7 Nos.
23	Box/Slab Culverts	52 Nos.
24	Pipe Culverts	0 Nos.

Source: Investment Manager

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

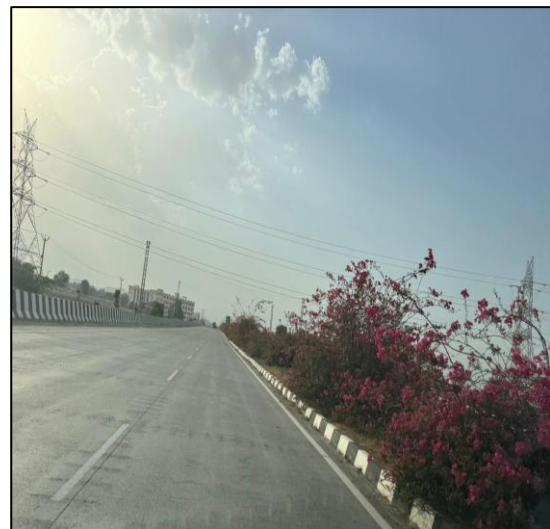
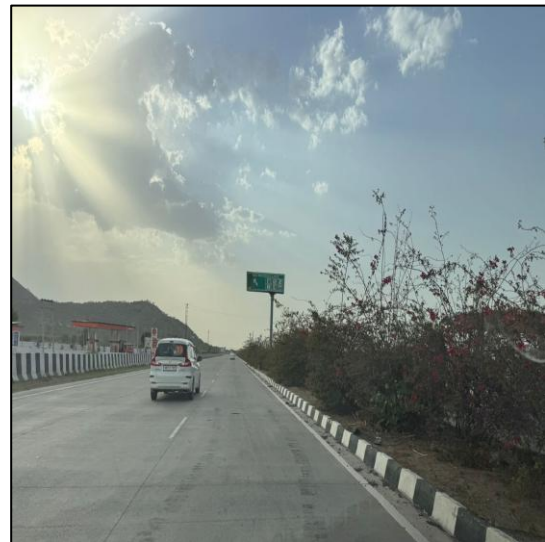
Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	60,999,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		6,10,00,000	100%

*Nominee of Capital Infra Trust

Source: Investment Manager

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

- My team had conducted physical site visit of the road stretch of GNHPL on 14th May 2025. Refer below for the pictures of the road stretch:



(ii) **Gawar Khajuwala Bap Highway Private Limited (“GKBHPL”)**

- GKBHPL was incorporated on 18th April 2018 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GKBHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- It was incorporated for the purpose of upgradation to 2 lanes with paved shoulder/ 4 lane of Khajuwala - Poogal section (Design Chainage 0.000to Chainage 30.812) and Poogal-Bap section of NH – 911 section (Design Chainage 1.430 to Chainage 182.725) (Total Length 212.107 km) under Bharatmala Pariyojna in the state of Rajasthan on Hybrid Annuity Mode.
- The Project Highway connects Beriyanwala/Khajuwala -Alladin ka Bera - Poogal – Dantour – Jaggasar – Gokul – Godu – Ranjeetpura-Charanwala – Nokh – Bap sections in the State of Rajasthan. (Package No. NHA/BM/10). It serves movement of army vehicles to the border area and also a number of remote villages are also provided connectivity by this road. The total length of the project corridor is 212.107 km (existing length).
- The Project Road passes through three districts namely Bikaner, Jaisalmer and Jodhpur.
- The map below illustrates the location of the Project and the corridor it covers



Source: Investment Manager

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- The summary project details of GKBHPL are as follows:

Parameters	Details
Lane Kms	424.21 Lane Kms
Nos. of Lanes	2
NH / SH	NH 911
State Covered	Rajasthan
Area (Start and End)	Khajuwala- Bap
Bid Project Cost	INR 8,950 Mn
LOA Date	27 th March 2018
Appointed Date	22 nd May 2019
Name of EPC Contractor	M/s Gawar Construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	20 th January 2021
COD	30 th October 2021
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	212.107 Km
2	Total length of Service Roads	5.800 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	0 Nos.
7	Flexible Pavement for Main carriageway	212.107 Km
8	Rigid Pavement for Main carriageway	0 Km
9	Total length of Slip Roads	0 Km
10	Toll Plaza	3 Nos.
11	Bus Bays / Bus Shelters	71 Nos.
12	Truck Lay Bays	2 Nos.
13	No of Rest Areas	4 Nos.
14	Major Junction	13 Nos.
15	Minor Junctions	78 Nos.
16	No of Vehicular underpasses	3 Nos.
17	Vehicle overpass	0 Nos.
18	No of Subways	0 Nos.
19	Elevated Structure	0 Nos.
20	Syphon pipe culverts	54 Nos.
21	Pedestrian/Cattle Underpass	0 Nos.
22	Foot Over Bridge	0 Nos.
23	ROB	0 Nos.
24	Major Bridges	0 Nos.
25	Minor Bridges	5 Nos.
26	Box/Slab Culverts	107 Nos.
27	Pipe Culverts	24 Nos.

Source: Investment Manager

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

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	52,999,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		53,000,000	100%

*Nominee of Capital Infra Trust

Source: Investment Manager

- My team had conducted physical site visit of the road stretch of GKBHPL on 22nd May 2025. Refer below for the pictures of the road stretch:



(iii) Hardiya Hasanpur Highway Private Limited (“HHHPL”)

- HHHPL was incorporated on 22nd September 2020 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of HHHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- HHHPL was incorporated for purpose of four Laning of Rajauli-Bakhtiyarpur section of new NH-20 (Old NH-31) from Design Ch 54+405 to Design Ch 101+630 (Design Length 47.225 km) in the State of Bihar on Hybrid Annuity Mode.
- The existing Project Highway starts at km 54.405 Hardiya and ends at km. 101.630 at Hasanpur in the state of Bihar. The Start co-ordinate of the Project is Latitude 24°36'11.88" N and Longitude 85°30'49.68" E. The end co-ordinate of the Project is Latitude 25°0'24.84" N and Longitude 85°31'38.28" E.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

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- Summary of project details are as follows:

Parameters	Details
Lane Kms	188.9 Lane Kms
Nos. of Lanes	4
NH / SH	NH 20
State Covered	Bihar
Area (Start and End)	Rajauli-Bakhtiyarpur
Bid Project Cost	INR 10,440 Mn
LOA Date	14 th September 2020
Appointed Date	28th April 2021
Name of EPC Contractor	M/s Gawar Construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	27 th April 2023
COD	Pending
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	47.225 Km
2	Total length of Service Roads	31.559 Km
3	Rigid Crash Barrier	29.111 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	0 Nos.
7	Rigid Pavement for Main carriageway	47.225 Km
8	Emergency Call box	20 Nos.
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	20 Nos.
11	Truck Lay Bays	2 Nos.
12	No of Rest Areas	1 Nos.
13	Major Junction	14 Nos.
14	Minor Junctions	73 Nos.
15	Vehicular Underpass	10 Nos.
16	Light Vehicular underpasses	4 Nos.
17	Small Vehicular underpasses	1 Nos.
18	Vehicle overpass	10 Nos.
19	No of Subways	0 Nos.
20	No of Flyovers	2 Nos.
21	Pedestrian/Cattle Underpass	0 Nos.
22	ROB	1 Nos.
23	Major Bridges	2 Nos.
24	Minor Bridges for Main Carriageway	0 Nos.
25	Box/Slab Culverts	107 Nos.
26	Pipe Culverts	64 Nos.

Source: Investment Manager

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

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	24,099,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		24,100,000	100%

*Nominee of Capital Infra Trust

Source: Investment Manager

- My team had conducted physical site visit of the road stretch of HHHPL on 13th May 2025. Refer below for the pictures of the road stretch:



(iv) Gawar Rohna Jhajjar Highway Private Limited (“GRJHPL”)

- GRJHPL was incorporated on 20th April 2018 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GRJHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- GRJHPL was incorporated for the development, maintenance and management of National Highway No. 334B. The project corridor is situated in Haryana, passing through Rohna, Sampla, Hassangarh, Chara, and Bhaproda, all within the state. It commences at Rohna/Hassangarh with NH 334B at Design Ch. 44+800 and concludes at Jhajjar, connecting to NH 71 at Design Ch. 80+250.
- Spanning a total of 35.450 kilometers, the corridor traverses the towns/villages of Rohna, Hassangarh, Bhainsru Kalan, Bhainsru Khurd, Nayabans, Sampla, Bhaproda, Chara, and Jhajjar.
- The existing highway is a 2-lane road, while the Chhara Bypass is a 4-lane road, with plans to upgrade the entire route to 4 lanes with earthen shoulders. The road runs through a plain terrain.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

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- Summary of project details of GRJHPL are as follows:

Parameters	Details
Lane Kms	141.80 Lane Kms
Nos. of Lanes	4
NH / SH	NH 334B
State Covered	Haryana
Area (Start and End)	Rohna- Jhajjar
Bid Project Cost	INR 7,180 Mn
LOA Date	26 th March 2018
Appointed Date	18 th December 2018
Name of EPC Contractor	M/s Gawar Construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	10 th July 2020
COD	31 st July 2020
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	35.450 Km
2	Total length of Service Roads	40.116 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	0 Nos.
7	Flexible Pavement for Main carriageway	0 Km
8	Rigid Pavement for Main carriageway	35.450 Km
9	Total length of Slip Roads	0 Km
10	Toll Plaza	1 No.
11	Bus Bays / Bus Shelters	22 Nos.
12	Truck Lay Bays	2 Nos.
13	No of Rest Areas	0 Nos.
14	Grade Separated Intersection without Ramps	16 Nos.
15	At-Grade Intersections	26 Nos.
16	Vehicular underpasses	10 Nos.
17	Light Vehicular underpasses	0 Nos.
18	Vehicle overpass	0 Nos.
19	No of Subways	0 Nos.
20	No of Flyovers	4 Nos.
21	Pedestrian/Cattle Underpass	0 Nos.
22	ROB	1 Nos.
23	Major Bridges	0 Nos.
24	Minor Bridges	5 Nos.
25	Slab Culverts	6 Nos.
26	Pipe/Box Culverts	16 Nos.

Source: Investment Manager

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

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	38,999,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		39,000,000	100%

*Nominee of Capital Infra Trust
Source: Investment Manager

- My team had conducted physical site visit of the road stretch of GRJHPL on 14th May 2025. Refer below for the pictures of the road stretch:



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(v) Gawar Kiratpur Nerchowk Highway Private Limited (“GKNHPL”)

- GKNHPL was incorporated on 23rd October 2020 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GKNHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- GKNHPL was incorporated to identify, formulate, aid, promote, finance, establish, build, construct, erect, equip, operate, maintain, control, upgrade, regulate, modify, takeover, and / or to undertake development of balance Work for four laning of Kiratpur to Nerchowk Section of NH-2.
- It is equipped with closed-circuit television cameras and Intelligent Traffic Management System (ITMS) and the maximum speed limit has been fixed at 60km/hour. The ITMS will automatically issue challan for speeding violations.
- The Project Highway length is 47.753 km in Himachal Pradesh. The project has two link road one from Noni chowk to Bharari Village and other is ACC link road which connect Barmana to Dehar Village.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

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- Summary of project details of GKNHPL are as follows:

Parameters	Details
Lane Kms	177.33 Lane Kms
Nos. of Lanes	4
NH / SH	NH 21
State Covered	Punjab and Himachal Pradesh
Area (Start and End)	Kiratpur- Ner Chowk
Bid Project Cost	INR 20,980 Mn
LOA Date	16 th October 2020
Appointed Date	12 th August 2021
Name of EPC Contractor	M/s Gawar construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	7 th June 2023
COD	5 th September 2023
Nos. of Annuities	30
Construction Period	910 days from Appointed date
Operational Period	15 years from COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	47.753 Km
2	Total length of Service Roads	3 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Approaches to underpasses	0 Km
6	No of Tunnel	5 Nos.
7	Flexible Pavement for Main carriageway	44.10 Km
8	Rigid Pavement for Main carriageway	3.34 Km
9	Total length of Slip Roads	0 Km
10	Toll Plaza	1 No.
11	Bus Bays / Bus Shelters	19 Nos.
12	Truck Lay Bays	1 Nos.
13	No of Rest Areas	1 Nos.
14	Major Junction	9 Nos.
15	Minor Junctions	9 Nos.
16	No of Vehicular underpasses	3 Nos.
17	Vehicle overpass	0 Nos.
18	No of Subways	0 Nos.
19	Elevated Structure	0 Nos.
20	No of Flyovers	1 Nos.
21	Pedestrian/Cattle Underpass	2 Nos.
22	ROB	2 Nos.
23	Major Bridges	22 Nos.
24	Minor Bridges for Main Carriageway	15 Nos.
25	Box/Slab Culverts	115 Nos.
26	Pipe Culverts	30 Nos.

Source: Investment Manager

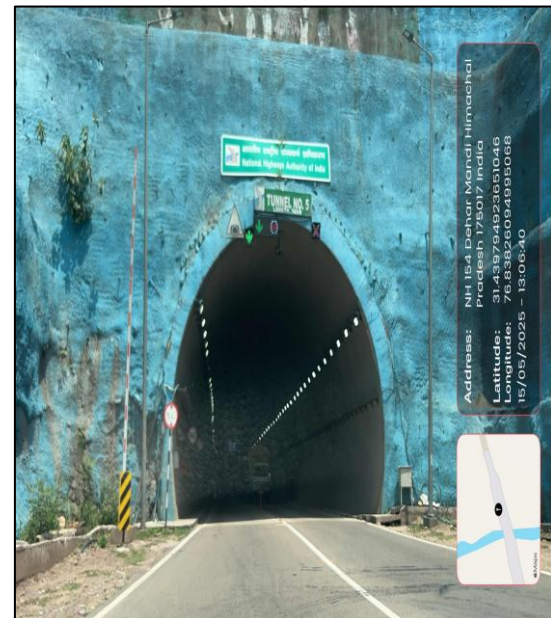
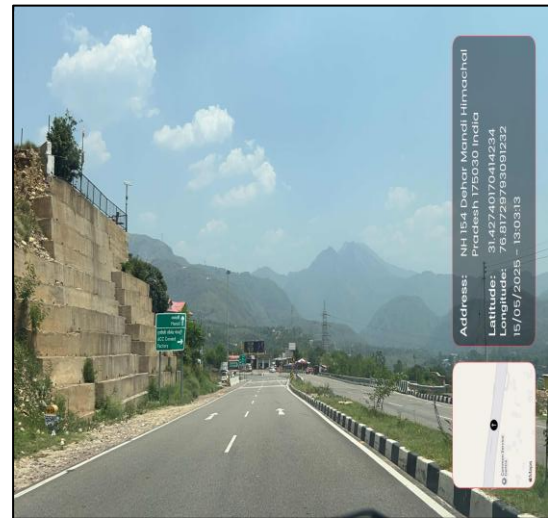
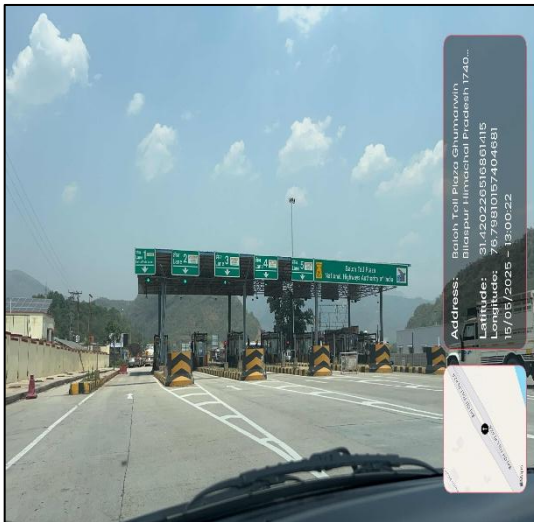
- The shareholding of GKNHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	56,999,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		57,000,000	100%

*Nominee of Capital Infra Trust

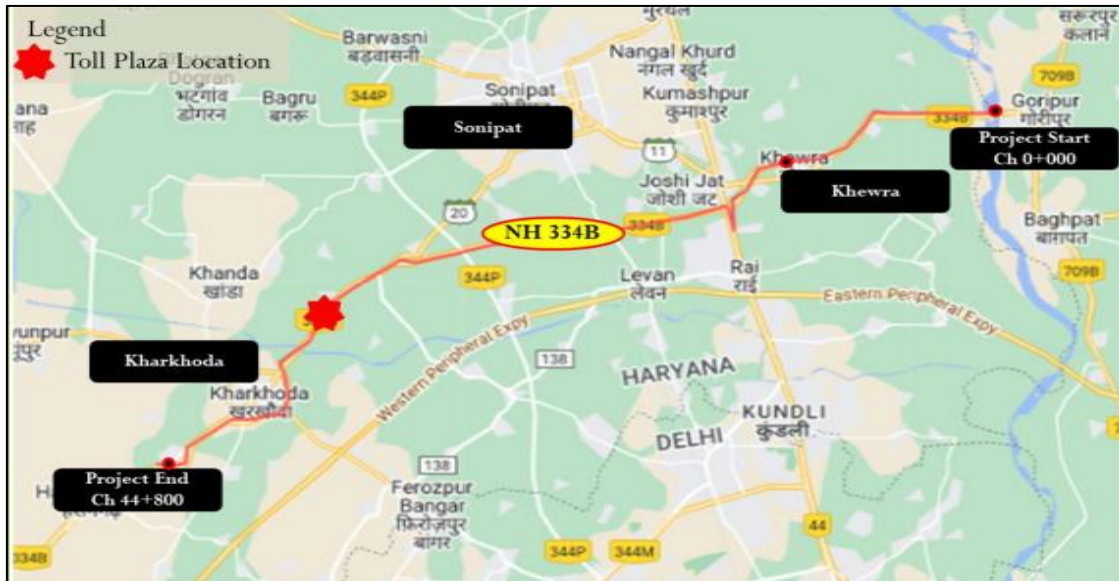
Source: Investment Manager

- My team had conducted physical site visit of the road stretch of GKNHPL on 15th May 2025. Refer below for the pictures of the road stretch:



(vi) Gawar Rohna Sonapat Highways Private Limited (“GRSHPL”)

- GRSHPL was incorporated on 1st April 2019 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GRSHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- The Project includes UP/ Haryana border to Rohna section starts from km 0.000 and ends at km 44.800. The Start co-ordinate of the Project is Latitude 28°59'11.136156" N and Longitude 77°11'49.689996" E. The end co-ordinate of the Project is Latitude 28°50'44.67444" N and Longitude 76°51'47.667924" E.
- The Project corridor also includes 4 bypass around Khewra, Bahalgarh, Sonapat and Rohna along with new alignment at one location.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details of GRSHPL are as follows:

Parameters	Details
Lane Kms	160.88 Lane Kms
Nos. of Lanes	2/4
NH / SH	NH 334B
State Covered	Haryana
Area (Start and End)	Rohna- Sonapat
Bid Project Cost	INR 10,200 Mn
LOA Date	28 th February 2019
Appointed Date	22 nd January 2020
Name of EPC Contractor	M/s Gawar Construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	29 th January 2022
COD	5 th April 2022
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	40.500 Km
2	Total length of Service Roads	39.240 Km
3	Widening	0 Km
4	New Alignment including bypass	0 Km
5	Emergency Call Box	2 Nos.
6	No of Bypass Roads	4 Nos.
7	Flexible Pavement for Main carriageway	19.035 Km
8	Total length of Slip Roads	21.465 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	32 Nos.
11	Truck Lay Bays	2 Nos.
12	No of Rest Areas	0 Nos.
13	Interchange	0 Nos.
14	Major/Minor Junction	44 Nos.
15	Grade Separator Intersections	11 Nos.
16	Vehicular underpasses	6 Nos.
17	Light Vehicular underpasses	2 Nos.
18	Vehicle overpass	0 Nos.
19	No of Subways	0 Nos.
20	Grade Separator Flyovers	10 Nos.
21	Pedestrian/Cattle Underpass	3 Nos.
22	ROB	1 Nos.
23	Major Bridges	1 Nos.
24	Minor Bridges	7 Nos.
25	Box/Slab Culverts	26 Nos.
26	Pipe Culverts	4 Nos.

Source: Investment Manager

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

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	59,999,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
	Total	60,000,000	100%

*Nominee of Capital Infra Trust

Source: Investment Manager

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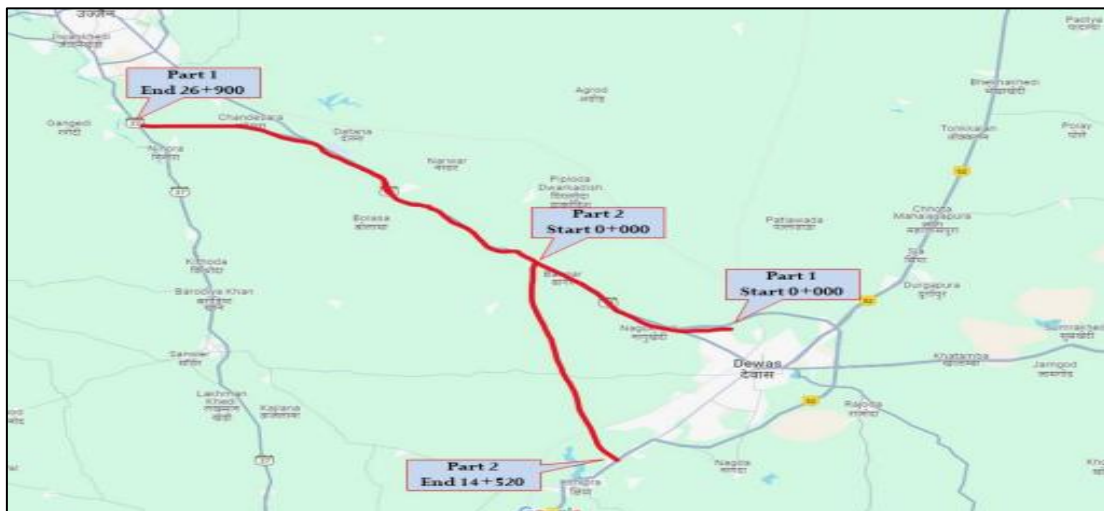
- My team had conducted physical site visit of the road stretch of GRSHPL on 14th May 2025. Refer below for the pictures of the road stretch:



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(vii) **Dewas Ujjain Highway Private Limited (“DUHPL”)**

- DUHPL was incorporated on 24th November 2020 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of HHHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- DUHPL was incorporated for the purpose of for Four Laning of Dewas Ujjain section of NH-148 NG and Construction of 4-Lane Ujjain Bypass Part-I and Part-II in the State of Madhya Pradesh.
- The Project includes Dewas Ujjain section starts from km 0.000 and ends 19.733, Ujjain Bypass starts from km.19.733 and ends at km 26.900 (Part-I) and Dewas Bypass starts at km 0.000 and ends at 14.520 (Part-II).
- The Project corridor also includes bypass around Ujjain along with minor realignment at three locations and 4 new construction stretches.
- DUHPL has received COD for Project Length of 40.25 km out of the total Project Length of 41.42 km w.e.f. 1st October 2023.
- The project highway passes through the built-up areas of towns and villages enroute. Important towns along the alignment are Gangedi, Chandesara, Daatana, Bolasa, Bangar etc.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

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- Summary of project details are as follows:

Parameters	Details
Lane Kms	165.68 Lane Kms
Nos. of Lanes	4
NH / SH	NH 148
State Covered	Madhya Pradesh
Area (Start and End)	Dewas-Ujjain
Bid Project Cost	INR 7,160 Mn
LOA Date	29 th October 2020
Appointed Date	28th April 2021
Name of EPC Contractor	M/s Gawar Construction Ltd
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	3 rd June 2023
COD	1 st October 2023
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from PCOD/COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	41.420 Km
2	Total length of Service Roads	20.720 Km
3	Width of Service/Slip Road	5.75-8.5 m
4	Bypass Length	21.417 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	1 No.
7	Rigid Pavement for Main carriageway	0.4142 Km
8	Flexible Pavement for Main carriageway	41.000 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	60 Nos.
11	Truck Lay Bays	2 Nos.
12	No of Rest Areas	0 Nos.
13	Major Junction	5 Nos.
14	Minor Junctions	29 Nos.
15	No of Vehicular underpasses	4 Nos.
16	Light Vehicular underpass	2 Nos.
17	Small Vehicular underpass	5 Nos.
18	No of Flyovers	5 Nos.
19	Pedestrian/Cattle Underpass	0 Nos.
20	ROB	1 Nos.
21	Major Bridges	1 Nos.
22	Minor Bridges	11 Nos.
23	Box/Slab Culverts	69 Nos.
24	Pipe Culverts	1 Nos.

Source: Investment Manager

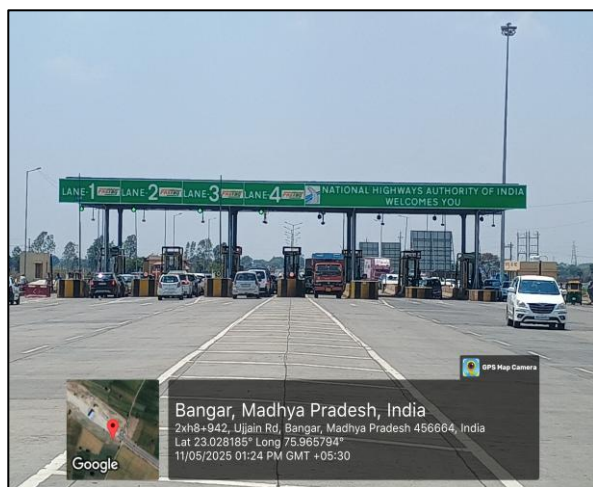
- The shareholding of DUHPL as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	18,999,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		19,000,000	100%

**Nominee of Capital Infra Trust*

Source: Investment Manager

- My team had conducted physical site visit of the road stretch of DUHPL on 11th May 2025. Refer below for the pictures of the road stretch:



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(viii) Gawar Bangalore Highways Private Limited (“GBHPL”)

- GBHPL was incorporated on 28th November 2022 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GBHPL is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
- SBHPL was the original bidder for the Project SPV, and was also responsible as the EPC contractor for the construction and development of the Project.
- The appointed date of the project was declared as 21st August 2021. However, there had been delay in implementation of project primarily on account of delay in land acquisition. Only about 80.10 Km length out of total project length of 170.92 Km was physically made available by 146th day from the appointed date. Further the original concessionaire had been facing financial crunch as occurrence of COVID- 19.
- Due to inordinate delays in fulfilment of the obligations by the Authority and Original Concessionaire, they entered into Settlement Agreement on 16th August 2021 wherein the PCOD was agreed to be issued retrospectively from 31st December 2020 for the completed length of 81.175 Km and extension of time was granted for completion of balance work.
- In spite of the Settlement Agreement, the Original Concessionaire failed to adhere to the terms of Settlement. Therefore, the Senior Lender carried out a bidding process for the Substitution of the Original Concessionaire through which GCL was selected. The senior lenders proposed the authority on 14th October 2022 to approve the Substitution of the Original Concessionaire with the Nominated Company.
- The Authority gave ‘in principal’ approval for the substitution of the Original Concessionaire with a new SPV to be incorporated by Nominated Company. The Authority gave final approval on 30th December 2020. Pursuant to an Endorsement Agreement dated 13th February 2023, GCL has acquired the said SPV.
- GBHPL was incorporated for the purpose of Two/Four laning of BRT Tiger Reserve Boundary to Bangalore section of NH-209 (Existing chainage from km 287.500 to km 458.420) in the State of Karnataka on Hybrid Annuity mode under NHDP Phase IV.
- The existing Project Highway starts from BRT Tiger Reserve at km 287.500 and ends at Bangalore section of NH-209 at km 458.420 in the state of Karnataka. The Project stretch is a part of Chamrajanagar-Kollegala-Malavalli-Kanakpura-Bangalore route.
- The project road has 3 nos of toll Plaza’s proposed at km.298.940, km 359.800 and km 448.900 (as Concession Agreement)
- GBHPL has completed 99.70% of physical progress as on 31st March 2025.
- The SPV has received PCC2 for the length of 83.165 Km as on 29th October 2024.
- There has been a de-scope in the project for a length of 6.58 Km.
- The map below illustrates the location of the Project and the corridor it covers:



Source: Investment Manager

- Summary of project details are as follows:

Parameters	Details
Lane Kms	382.52 Lane Kms
Nos. of Lanes	2/4
NH / SH	NH 209
State Covered	Karnataka
Area (Start and End)	Bengaluru to BRT Tiger Reserve Boundary
Bid Project Cost	INR 10,080 Mn
LOA Date	26 th October 2016
Appointed Date	21 st August 2017
Name of EPC Contractor	M/s Gawar Construction Ltd. (previously M/s Sadbhav Infrastructure Projects Ltd.)
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	31 st December 2020
COD	Pending
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from PCOD/COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	164.34 Km
2	Total length of Service Roads	6.60 Km
3	Width of Service/Slip Road	5.5 m
4	Bypass Length	0 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	0 No.
7	Rigid Pavement for Main carriageway	0 Km
8	Flexible Pavement for Main carriageway	164.34 Km
9	Toll Plaza	3 Nos.
10	Bus Bays / Bus Shelters	148 Nos.
11	Truck Lay Bays	4 Nos.
12	No of Rest Areas	0 Nos.
13	Major Junction	39 Nos.
14	Minor Junctions	166 Nos.
15	No of Vehicular underpasses	6 Nos.
16	Light Vehicular underpass	3 Nos.
17	Small Vehicular underpass	0 Nos.
18	No of Flyovers	0 Nos.
19	Pedestrian/Cattle Underpass	0 Nos.
20	ROB	1 Nos.
21	Major Bridges	6 Nos.
22	Minor Bridges	48 Nos.
23	Box/Slab Culverts	188 Nos.
24	Pipe Culverts	211 Nos.

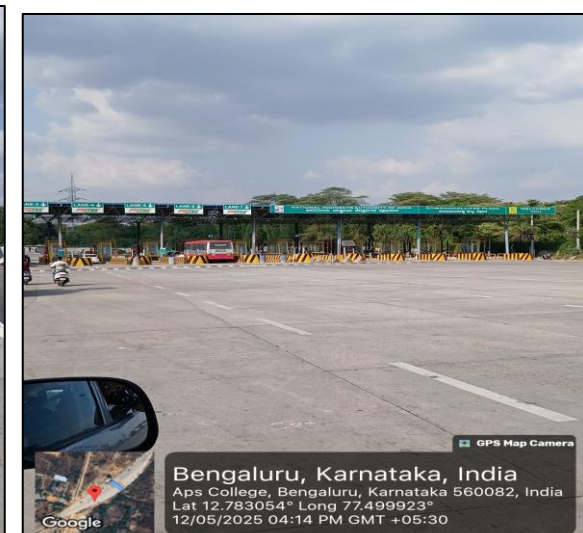
Source: Investment Manager

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

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	2,39,09,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		2,39,10,000	100%

*Nominee of Capital Infra Trust
Source: Investment Manager

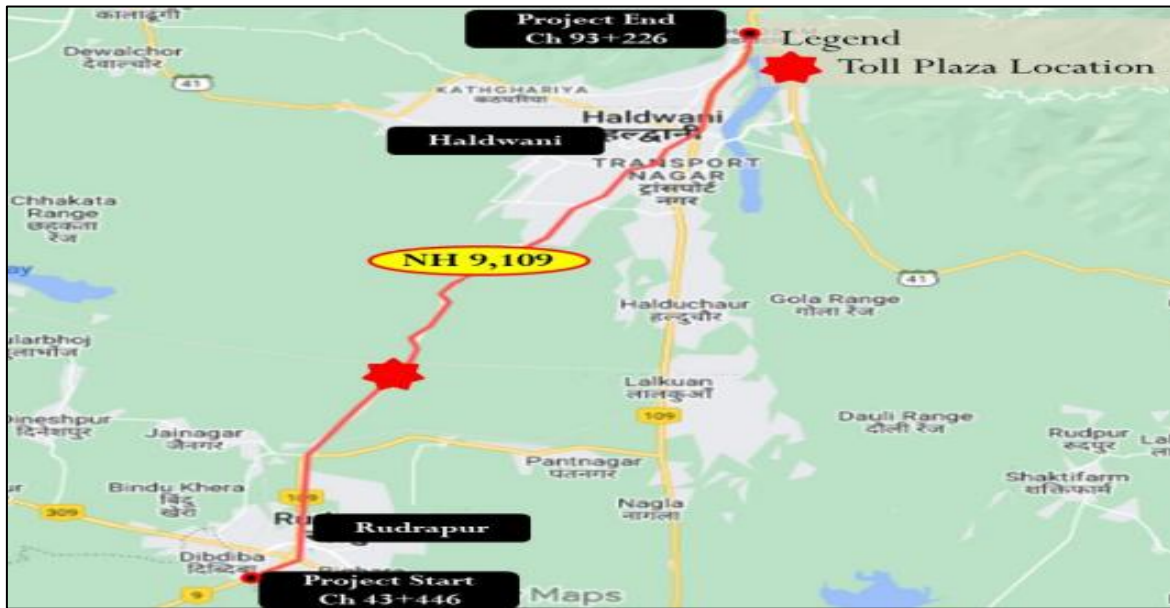
- My team had conducted physical site visit of the road stretch of GBHPL on 12th May 2025. Refer below for the pictures of the road stretch:



- (ix) **Gawar Nainital Highways Private Limited (“GNHPL II”)**
- GNHPL II was incorporated on 9th April 2023 as a private limited company under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. The registered office of GNHPL II is located at DSS-378 Sector 16-17, Hissar HR 125001 IN.
 - SIPL through its SPV named SNHPL was the original bidder for the Project SPV, and was also responsible as the EPC contractor for the construction and development of each of the Projects.
 - However, the work on the project was substantially delayed for the reason not attributable to Original Concessionaire such as delay in handing of ROW to the site by the Authority free from encumbrances, delay in receipt of approval of estimate for shifting of Utilities, delay in approval of estimate and drawings of ROB from Railway Department, delays due to Force Majeure Event (i.e. the first and second wave of COVID- 19, etc).
 - The matters pertaining to extension of time was referred to CCIE. Accordingly, a settlement agreement was entered between the Authority and SNHL on 25th October 2021 wherein the PCOD was agreed to be issued retrospectively from 27th October 2019 for the completed road having a length of 18.085 Km. Length of project. The balance road was agreed to be completed by 30th June 2022 and the ROB by 30th September 2022.
 - Subsequent to signing of Settlement Agreement, the project got delayed on account of several reasons like continuing effect of force Majeure, delay in approval of GAD for the ROB, flash floods in Gola River, un-seasonal rainfalls, delay in issuance of soil extraction permission and State Assemblies election related duties but mainly due to financial issues of Original Concessionaire.
 - Furthermore, the Original Concessionaire again requested for Extension of timeline of the project. The approval of GAD for ROB was approved by railway authority on 9th February 2023.
 - The Original Concessionaire on 20th February 2023 requested the Senior Lender for Harmonious Substitution with the SPV to be incorporated by GCL (Nominated Company) after which the senior Lender requested authority for Harmonious Substitution on 10th March 2023.. The authority gave ‘in principal’ approval on 17th April 2023. The Authority conveyed final approval for Harmonious Substitution on 12th July 2023.Pursuant to an Endorsement Agreement dated 14th July 2023, GCL has acquired the said SPV.
 - GNHPL II was incorporated for the purpose of 4-Laning of Rampur – Kathgodam section of NH87 (New NH no. 09, 109) from km 42.791 (Design Chainage km 43.446) to km 88.000 (Design Chainage km 93.226) [Package – II] in the State of Uttarakhand under NHDP Phase – III on Hybrid Annuity Mode.
 - The Project starts at Rampur km 43.446 and ends at Kathgodam km 93.226. The Start co-ordinate of the Project is Latitude 28°57’36.20427” N and Longitude 79°23’8.0817” E. The end co-ordinate of the Project is Latitude 29°16’10.41564” N and Longitude 79°32’40.33271” E.
 - GNHPL II has completed 97.22% of physical progress (excluding De-link portion) and 99.90% (including De-link portion) as on 31st March 2025.
 - The Project corridor also includes 1 bypass around Haldwani of length 13.202 km along with realignment at two locations.
 - There has been a de-scope in the project for a length of 0.16 Km.

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



Source: Investment Manager

- Summary of project details are as follows:

Parameters	Details
Lane Kms	175.62 Lane Kms
Nos. of Lanes	4
NH / SH	NH 87
State Covered	Uttarakhand
Area (Start and End)	Rampur- Kathghodam
Bid Project Cost	INR 5,601 Mn
LOA Date	31 st March 2016
Appointed Date	28 th October 2017
Name of EPC Contractor	M/s Gawar Construction Ltd. (previously M/s Sadbhav Infrastructure Projects Ltd.)
Model	HAM
Project Type	DBOT
Concession Granted by	NHAI
PCOD	27 th October 2019
COD	Pending
Nos. of Annuities	30
Construction Period	730 days from Appointed date
Operational Period	15 years from PCOD/COD

Source: Investment Manager

- The salient features of the project are as follows:

Sr. No.	Salient Features	As per Site
1	Total Length of the Project Highway	49.780 Km
2	Total length of Service Roads	3.150 Km
3	Total length of Slip Roads	7.800 Km
4	Bypass Length	13.202 Km
5	Approaches to underpasses	0 Km
6	No of Bypass Roads	1 No.
7	Rigid Pavement for Main carriageway	49.780 Km
8	Flexible Pavement for Main carriageway	0 Km
9	Toll Plaza	1 Nos.
10	Bus Bays / Bus Shelters	32 Nos.
11	Truck Lay Bays	0 Nos.
12	No of Rest Areas	0 Nos.
13	Major/Minor Junction	36 Nos.
14	Emergency Call Box	0 Nos.
15	No of Vehicular underpasses	1 Nos.
16	Light Vehicular underpass	0 Nos.
17	Railway Under Bridge	1 Nos.
18	No of Flyovers	0 Nos.
19	Pedestrian/Cattle Underpass	0 Nos.
20	ROB	1 Nos.
21	Major Bridges	2 Nos.
22	Minor Bridges	8 Nos.
23	Box/Slab Culverts	56 Nos.
24	Pipe Culverts	10 Nos.

Source: Investment Manager

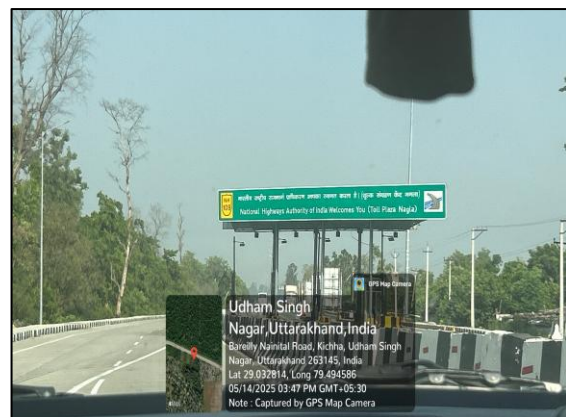
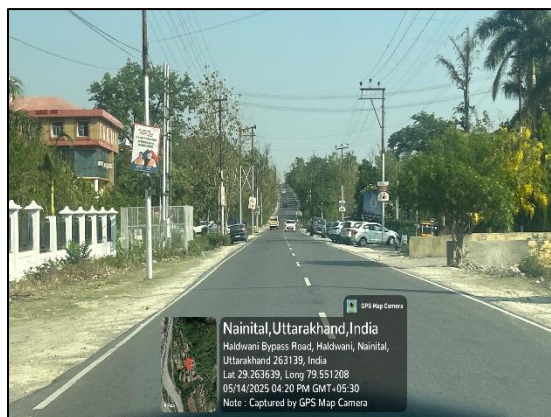
- The shareholding of GNHPL II as on Valuation Date is as follows:

Sr. No.	Particulars	No. of Shares	%
1	Capital Infra Trust (erstwhile National Infrastructure Trust) (represented by Trustee)	97,99,900	99.99%
2	Manish Kumar Satnaliwala *	100	Negligible
Total		98,00,000	100%

*Nominee of Capital Infra Trust

Source: Investment Manager

- My team had conducted physical site visit of the road stretch of GNHPL II on 14th May 2025. Refer below for the pictures of the road stretch:

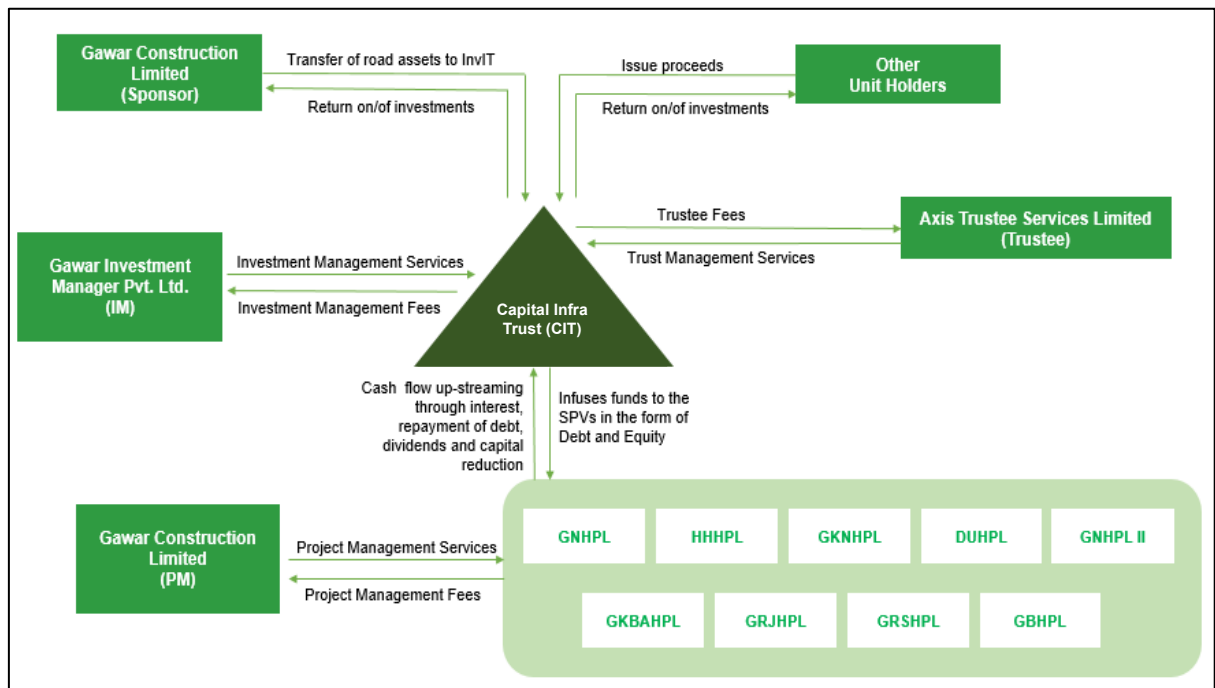




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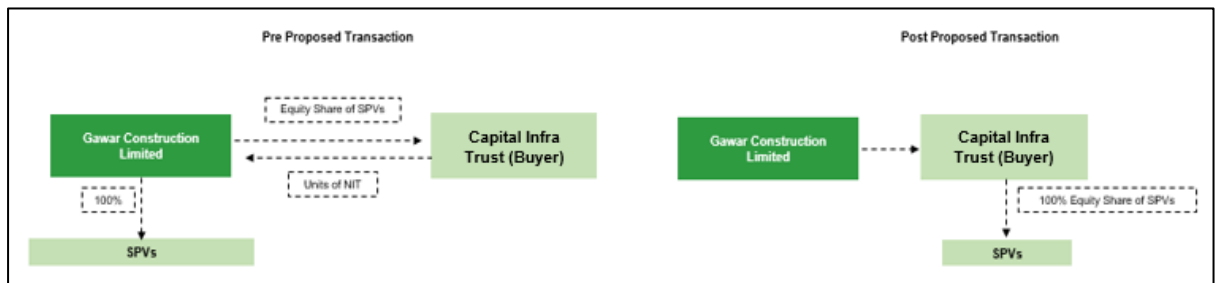
4. Structure of the Trust

4.1. Following is the structure of Capital Infra Trust (Erstwhile National Infrastructure Trust):



Source: Investment Manager

4.2 Following is the acquisition structure:



4.3 Disclosure of the fact whether the transaction is a related party or not:

Sr. No	SPV	Previous Owner	Date of Transfer	Trust Holding (as on Report Date)	Whether a Related party of Trust at Acquisition date
1	GNHPL	GCL	13 th Jan 25	100%*	Yes
2	GKBHPL	GCL	13 th Jan 25	100%*	Yes
3	HHHPL	GCL	13 th Jan 25	100%*	Yes
4	GRJHPL	GCL	13 th Jan 25	100%*	Yes
5	GKNHPL	GCL	13 th Jan 25	100%*	Yes
6	GRSHPL	GCL	13 th Jan 25	100%*	Yes
7	DUHPL	GCL	13 th Jan 25	100%*	Yes
8	GBHPL	GCL	13 th Jan 25	100%*	Yes
9	GNHPL II	GCL	13 th Jan 25	100%*	Yes

*CIT holds 100% effective ownership in all SPVs, with a 99.99% direct stake and the remaining negligible interest held by its nominee.

Source: Investment Manager

5. Overview of the Industry

5.1 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 Rs 11.21 lakh crore.

During the Financial Year 2024–25, the National Highway Authority of India (NHAI) constructed 5,614 km of National Highways, exceeding its target of 5,150 km. Capital expenditure for highway development reached a record ₹2,50,000 crore, surpassing the target of ₹2,40,000 crore. This included both government budgetary support and NHAI's own funds. Compared to previous years, this marked a 21% increase from ₹2,07,000 crore in FY 2023–24 and a 45% rise from ₹1,73,000 crore in FY 2022–23

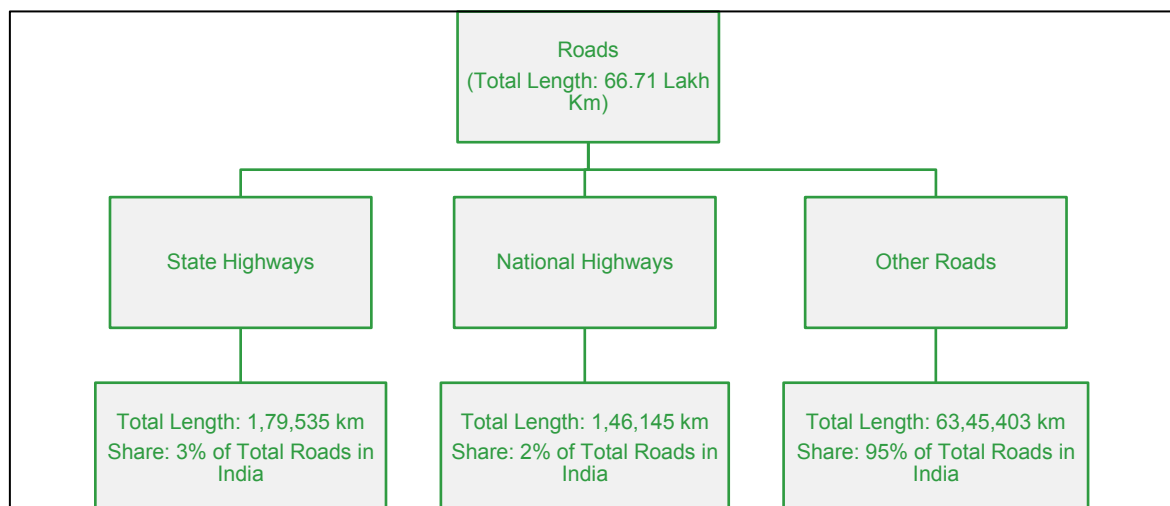
Rs1.5 lakh crore have been outlaid for 50-year interest free loans to states for capital expenditure and incentives for reforms.

The second asset monetization plan for 2025-30 is to be launched for generating capital of Rs 10 lakh crore for new projects.

5.2 Road Network in India

5.2.1 As of December 2024, India is the second-largest road network in the world, with National Highways extending over 146,195 km and serving as the country's primary arterial routes. To further strengthen and expand this network, the Government has launched several major initiatives, including the Bharatmala Pariyojana (along with NHDP), the Special Accelerated Road Development Programme for the Northeastern Region (SARDP-NE), the Left Wing Extremism (LWE) road development projects such as the Vijayawada-Ranchi Road, and Externally Aided Projects (EAP).

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.



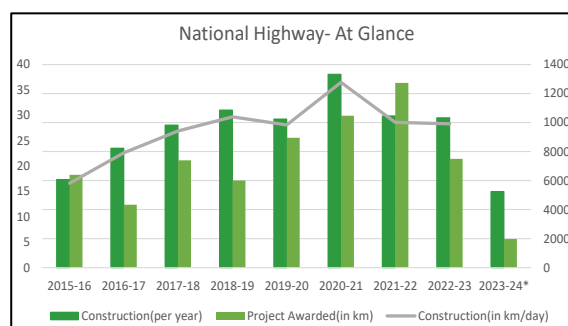
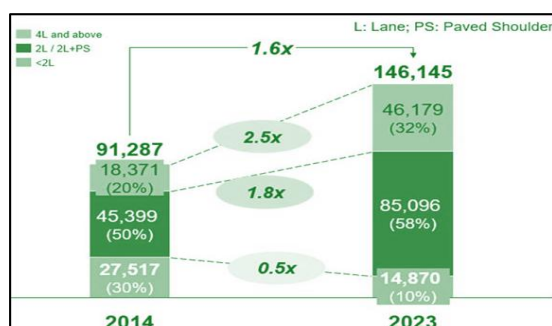
Source: MoRTH, Government of India

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

5.2.3 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	12,349	8,581	33.83
2024-25(till Dec'24)	5853	3100	21.28



Source: MoRTH, Government of India

5.3 Government Agencies for Road Development

- 5.3.1 The Ministry of Road Transport & Highway (“**MoRTH**”) is responsible for development of Road Transport and Highways in general and construction & maintenance of National Highways.
- 5.3.2 The National Highways Authority of India (“**NHAI**”) is an autonomous agency of the Government of India, set up in 1988 and is responsible for implementation of National Highways Development Project (“**NHDP**”).
- 5.3.3 In 2025, the Indian government, through the Ministry of Road Transport and Highways (MoRTH), is focusing on constructing 10,000 km of national highways, including 5,800 km of high-speed corridors, and developing 700+ wayside amenities (WSAs) along national highways and expressways. A significant allocation of Rs 1,16,292 crore has been made towards roads and bridges in the 2025-26 financial year.
- 5.3.4 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 Northeastern States (SARDP- NE) and National Highways Interconnectivity Improvement Project (NHIP) were also taken up by MoRTH. Further, Bharatmala Pariyojana is ongoing. For majority of the projects under NHDP and Bharatmala Pariyojana, NHAI is the implementation agency. Other NH related programmes/works are being implemented through agencies like National Highways Infrastructure Development Corporation Limited (NHIDCL), State Public Works Departments (PWDs), State Road Development Corporations and the Border Road Organization.
- 5.3.5 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.
- 5.3.6 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.

- 5.3.7 MoRTH has defined a Vision 2047 for the National Highways sector which serves as the guiding principle for the Master Plan of National Highways and allied infrastructure. Vision 2047 for the National Highways aims to provide equity, efficiency and strategic connectivity to meet 5 key objectives which are to access to high-speed corridor within 100-150 km to all citizens, India to rank amongst top 10 countries in G20 for high-speed corridor density, equitable access to National Highways in under-developed regions, improve passenger convenience with world class Passenger Amenities, reduction in logistics cost as a share of GDP
- 5.3.8 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 incentivizing timely work by concessionaires. According to revised norms, the NHAI will have to hand over 90% of the project land (vacant and ready to build) to private developers, thus creating a more market-friendly sector and attracting more private players.
- 5.3.9 Roads in the jurisdiction of state governments are under different categories like State Highways ("SHs") and Major District Roads. They are being developed/ upgraded through State PWDs and State Road Development Corporations. Pradhan Mantri Gram Sadak Yojana is being implemented for rural roads through the Ministry of Rural Affairs with active participation by state governments. Further, roads within urban areas are maintained/ developed mostly with PWDs and Urban Local Bodies.
- 5.3.10 State Governments have a significant role to play in developing the SHs, Major District Roads, Other District Roads to ensure the last mile connectivity. States have varying levels of maturity in terms of road infrastructure development due to issues such as inadequate identification and prioritization of projects, funding shortfall, limited institutional capacity to implement projects, etc.

5.4 Trend of Road and Highways Construction

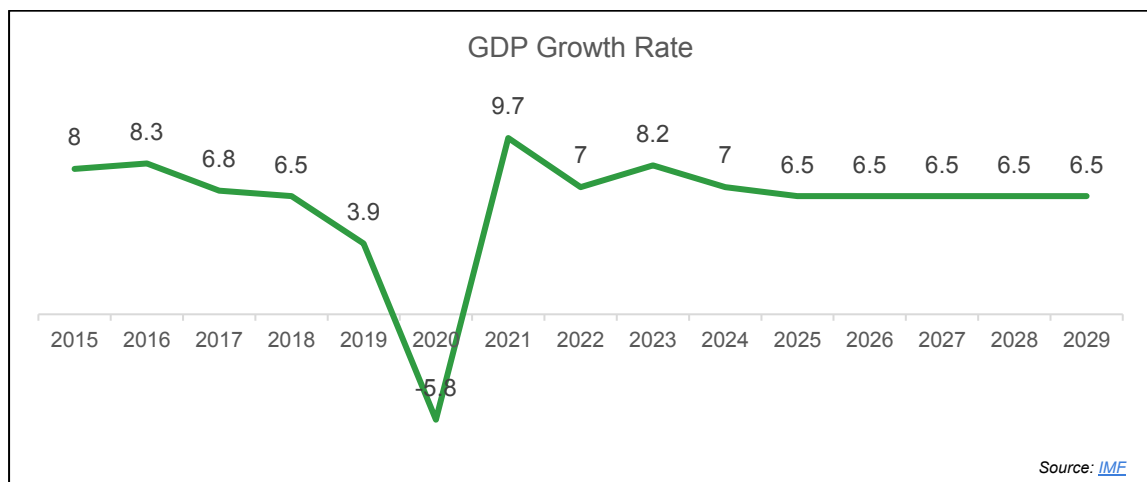
- 5.4.1 The current rate of road construction is almost three times that in 2007-08.
- 5.4.2 The length of India's National Highway network has surged by 60 per cent in the last 10 years from 91,287 km in 2014 to 146,195 km in 2024, making it the second largest road network in the world, according to the year-end review of the Ministry of Road Transport and Highways.
- 5.4.3 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 Rs. 5,35,000 crore (US\$ 76.55 billion). Under this scheme, 22 greenfield projects (8,000 km length) are being constructed; this is worth Rs. 3.26 lakh crore (US\$ 43.94 billion).
- 5.4.4 The government aims to take this up to 100 km per day in the next few years.
- 5.4.5 National Highway network grown by 60%; rising from 91,287 km in 2014 to 146,195 km by December 2024.
- 5.4.6 National High-Speed Corridors increase from 93 km in 2014 to 2,474 km by December 2024
- 5.4.7 Cabinet Committee on Economic Affairs chaired by Hon'ble Prime Minister approves development of 8 important National High Speed Corridor projects with a Length of 936 km at a cost of Rs. 50,655 Crore across the country
- 5.4.8 Under Asset Monetisation following TOT (Toll Operate and Transfer) model, NHAI monetises four TOT bundles realising Rs. 15,968 Crore during FY 2023-24 totalling Rs. 42,334 Crore by 2024
- 5.4.9 MoRTH plans network of 35 Multimodal Logistics Parks to be developed as part of Bharatmala Pariyojana.
- 5.4.10 Out of 108 (3700 km) port connectivity road projects, 8 (294 km) are completed, 28 (1808 km) are awarded and DPR under-progress for 72 (1595 km) projects
- 5.4.11 With the Government permitting 100% Foreign Direct Investment (FDI) in the road sector, several foreign companies have formed partnerships with Indian players to capitalise on the sector's growth. Cumulative FDI inflows in construction development stood at US\$ 33.91 billion between April 2000 - March 2024.
- 5.4.12 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.

- 5.4.13 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.
- 5.4.14 Hon'ble Prime Minister inaugurates 2,320m long cable-stayed Sudarshan Setu Bridge (Okha-Beyt Dwarka Signature bridge), built at a cost of around Rs. 980 Crore connecting Okha mainland and Beyt Dwarka island; iconic bridge will also serve as a major tourist attraction of Devbhumi Dwarka.
- 5.4.15 All India Tourist Permit Module developed by NIC allows tourist vehicle operators to transport tourists and their luggage across India, simplifying interstate travel, enhancing mobility and supporting the tourism sector by eliminating need for multiple permits.
- 5.4.16 Government is formulating scheme to provide cashless treatment to victims of road accidents caused by use of motor vehicles in 2024.
- 5.4.17 Vehicle Scrapping (as on 16th December 2024), 80 Registered Vehicle Scrapping Facilities are operational across 19 States/UTs, 66 additional centres are under construction.
- 5.4.18 High priority accorded to identification and rectification of blackspots (accidents prone spots) on National Highways in 2024, making concerted efforts towards improvement of road safety through engineering measures.
- 5.4.19 So far, 18 projects with a length of 424 km have been awarded and 189 km has been constructed under Port and Coastal Connectivity Roads Category. Various projects envisaged under Bharatmala Scheme are providing linkage/ connectivity to different major/ minor ports in various coastal States including the State of Gujarat, Maharashtra, Karnataka, Kerala, Tamil Nadu, Andhra Pradesh, Odisha and West Bengal.
- 5.4.20 The Indian government launched Gati Shakti-National Master Plan, which has consolidated a list of 81 high impact projects, out of which road infrastructure projects were the top priority. The major highway projects include the Delhi-Mumbai expressway (1,350 kilometres), Amritsar-Jamnagar expressway (1,257 kilometres) and Saharanpur-Dehradun expressway (210 kilometres).
- 5.4.21 The main aim of this program is a faster approval process by digitizing the process through a dedicated Gati shakti portal.
- 5.4.22 The development of market for roads and highways is projected to exhibit a CAGR of 36.16% during 2016-2025, on account of growing government initiatives to improve transportation infrastructure in the country.

5.5 Economic and Financial Outlook

5.5.1 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.

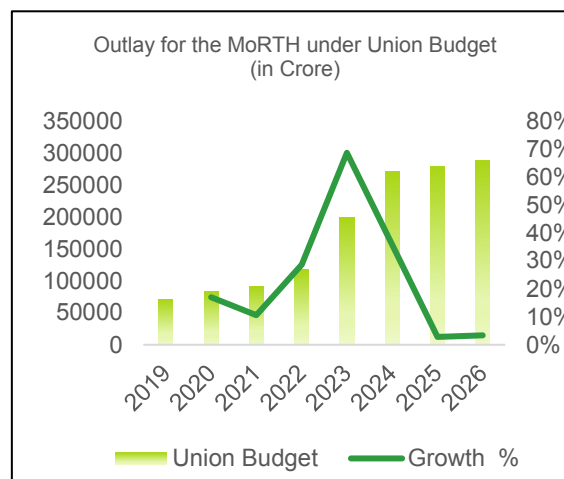


5.5.2 Government Spending

The Ministry of Road and Transport have been allocated Rs2.87 lakh 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 (NHAI) at Rs1.7 lakh crore.

National Highways Authority of India (NHAI) spent a record-breaking Rs. 2,07,000 crore (US\$ 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.



5.5.3 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.

5.6 Implementation of important projects and expressways:

5.6.1 Bharatmala Pariyojna

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

The Bharatmala 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 Mn)
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
Sub Total	24,800	38,50,000
Other works - under NHDP	10,000	15,00,000
Total	34,800	53,50,000

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

5.6.2 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.

5.6.3 Eastern peripheral and western peripheral expressway

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

5.6.4 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 US\$ 157 million (Rs. 1,292.65 crores).

5.6.5 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.

5.6.6 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 Rs. ~2.87 lakh crore (US\$ 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 Rs. 11.21 lakh crore (US\$ 129.0 billion), up 10.1% from revised budget estimate of Rs. 10.18 lakh crore (US\$ 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. Government as on March 2025 awarded 501 Wayside Amenities (WSAs) along National Highways/Expressways. Out of these, 94 Wayside Amenities have been made operational. The development of more than 700 WSAs is likely to be completed by the Financial Year 2028-2029.

5.7 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 Rs. 53.5 lakh Mn (US\$ 741.51 billion).
- c. Road building in India is second least expensive in Asia.

5.8 Asset Monetisation

5.8.1 **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.

5.8.2 **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.

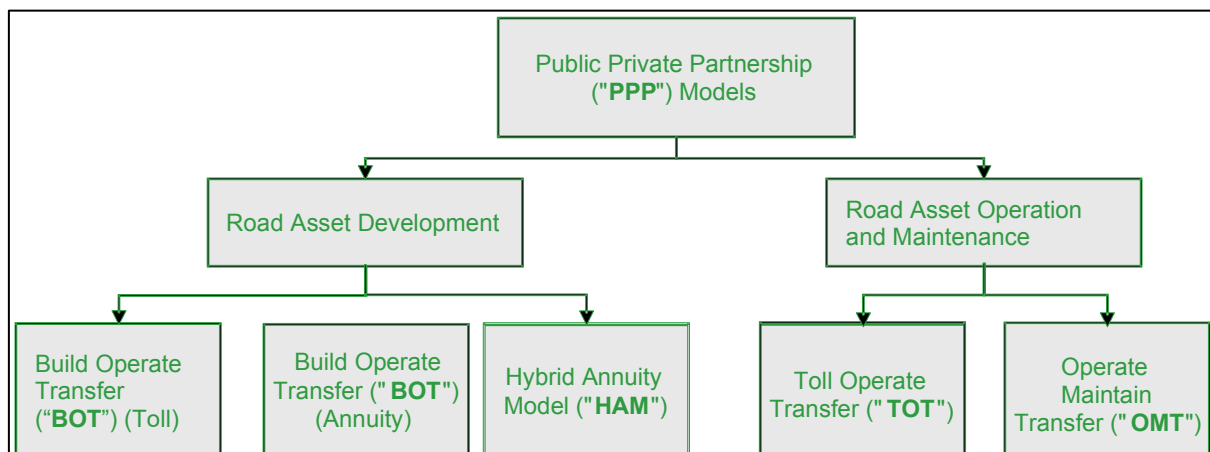
5.8.3 **Securitization through SPVs Model** – A SPV/DME (100% owned by NHAI), has been created by bundling road assets under consideration and securitizing the future user fee from the road assets. NHAI will collect tolls, maintain the road assets and periodically transfer payments to the SPV sufficient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

5.9 Utility Corridors

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

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

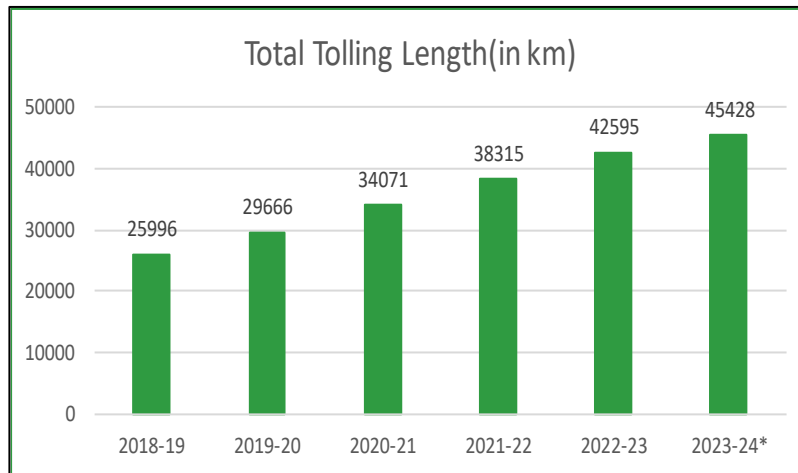
5.10.1 India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector. PPP has been a major contributor to the success story of the roads and highway sector in India. With the emergence of private players over the last decade, the road construction market has become 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.



5.11 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.



- **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.

5.12 Major Events of 2024

- On 25th January 2024, the Hon'ble Prime Minister dedicated multiple road development projects worth over ₹5,000 crore in Bulandshahr, Uttar Pradesh, including the Aligarh-Bhadwas four-laning (part of NH-34), widening of the Meerut-Karnal border road (NH-709A), and four-laning of the Shamli-Muzaffarnagar section (NH-709AD Package-II).
- Three National Highway projects developed at a cumulative cost of approximately ₹2,110 crore were inaugurated in Sambalpur, Odisha, which include the four-laning of Rimuli-Koida (NH-215/NH-520), Biramitrapur-Brahmani Bypass End (NH-23/NH-143), and Brahmani Bypass End-Rajamunda section (NH-23/NH-143) on 3rd February 2024.
- On 4th February 2024 in Guwahati, Assam, the Hon'ble Prime Minister inaugurated two four-laning projects from Dolabari to Jamuguri and from Biswanath Chariali to Gohpur to improve connectivity to Itanagar and facilitate regional development.
- In Jammu & Kashmir, the Prime Minister laid the foundation stone for key road projects including two packages of the Delhi-Amritsar-Katra Expressway, Phase II of the Srinagar Ring Road, upgrades to the 161 km Srinagar-Baramulla-Uri stretch (NH-01), and the construction of the Kulgam and Pulwama bypasses (NH-444) on 20th February 2024.
- To improve road connectivity in Varanasi, Uttar Pradesh, multiple projects were inaugurated and initiated on 23rd February 2024, including four-laning of NH-233 (Ghaghara Bridge-Varanasi), NH-56 (Sultanpur-Varanasi), NH-35 (Varanasi-Hanumana), and six-laning of NH-19 (Varanasi-Aurangabad), along with the Varanasi-Ranchi-Kolkata Expressway (Package-1).
- On 25th February 2024 in Gujarat, the Hon'ble Prime Minister inaugurated the 2,320-metre Sudarshan Setu Bridge (Okha-Beyt Dwarka), built at a cost of around ₹980 crore, and laid the foundation stone for widening the Dhoraji-Jamkandorna-Kalavad section of NH-927.

- In Tamil Nadu, the Prime Minister dedicated four road projects worth approximately ₹4,586 crore, including four-laning of the Jittandahalli-Dharmapuri section (NH-844), two-laning with paved shoulders of the Meensurutti-Chidambaram section (NH-81), four-laning of the Oddanchatram-Madathukulam section (NH-83), and two-laning with paved shoulders of the Nagapattinam-Thanjavur section (NH-83) on 28th February 2024.
- On 11th March 2024 in Gurugram, Haryana, the Hon'ble Prime Minister inaugurated National Highway projects worth over ₹1 lakh crore, including the 19 km Haryana section of the Dwarka Expressway, UER-II Package 3 in Delhi, Lucknow Ring Road packages in Uttar Pradesh, NH-16 section in Andhra Pradesh, NH-21 in Himachal Pradesh, NH section in Karnataka, and 42 other projects across various states. Foundation stones were also laid for major projects such as 14 packages of the Bengaluru-Kadapa-Vijayawada Expressway in Andhra Pradesh, Belgaum-Hungund-Raichur section in Karnataka, Shamli-Ambala Highway in Haryana, Amritsar-Bathinda corridor in Punjab, along with 39 additional projects across the country.
- In Varanasi, Uttar Pradesh, the Hon'ble Prime Minister inaugurated and laid the foundation stone for road projects worth over ₹19,000 crore, including the Lucknow Ring Road, six-laning of Chakeri to Allahabad section of NH-2, Rampur-Rudrapur spur, Kanpur Ring Road, and Raebareli-Prayagraj section of NH-24B/NH-30 on 10th March 2024.
- On 9th March 2024 in Siliguri, two road projects worth over ₹3,000 crore were inaugurated, including the four-laning of the Ghoshpukur-Dhupguri section of NH-27 and the four-lane Islampur Bypass.
- In Betia, Bihar, two road projects were inaugurated on NH-28A and NH-104, and the foundation stone was laid for a six-lane cable bridge across the Ganga on 6th March 2024.
- In Sangareddy, Telangana, two road projects on NH-161 and NH-167 were inaugurated, and the foundation stone was laid for six-laning of a 29 km stretch of NH-65 on 5th March 2024.
- On 5th March 2024 at Chandikhole, Odisha, three NH projects were inaugurated on NH-49, NH-18, and NH-16, and the foundation stone was laid for eight-laning of the Chandikhole-Paradip section.
- At Aurangabad, Bihar, key NH projects worth over ₹18,100 crore were inaugurated, including sections of NH-227, NH-131G, NH-319, and flyovers, along with foundation stones laid for multiple Greenfield highways and elevated corridors on 2nd March 2024.
- On 2nd March 2024 at Krishnanagar, West Bengal, the four-laning of the 100 km Farakka-Raiganj section of NH-12 was inaugurated at a cost of ₹1,986 crore
- The Hon'ble Union Minister for Roads Transport and Highways inaugurated and laid the foundation stone for 12 National Highways projects in Kasargod, Kerala, spanning 105 km and valued at over Rs. 1464 crore, aimed at enhancing connectivity between Tamil Nadu and Kerala on 5th March 2024
- On 10th January 2024, the Hon'ble Union Minister for Roads Transport and Highways inaugurated 29 National Highways projects worth over Rs. 4,000 crore in Hoshiarpur, Punjab, including the construction of 4-laning sections and bypasses on several key routes,
- The Hon'ble Union Minister for Roads Transport and Highways laid the foundation stones for 15 National Highways projects in Bhopal, Madhya Pradesh, valued at Rs. 8,038 crore, covering 499 km, including several key widening and bypass construction projects on 30th January 2024.
- On 13th February 2024, the Hon'ble Union Minister for Roads Transport and Highways inaugurated and laid foundation stones for 30 National Highways projects in Haridwar, Uttarakhand, worth Rs. 4,755 crore, including the widening of key roads and the construction of elevated flyovers.
- The Hon'ble Minister for Roads Transport and Highways inaugurated 28 National Highways projects in Shri Jagannath Puri, Odisha, with an investment of Rs. 6,600 crore, including 6-laning and 4-laning of key highway sections to enhance connectivity on 15th February 2024.
- On 22nd February 2024, the Hon'ble Minister for Roads Transport and Highways inaugurated and laid the foundation stones for 18 National Highway Projects in Shivamogga, Karnataka, valued at Rs. 6,168 crore, and for another 18 projects in Belagavi, Karnataka, worth Rs. 7,290 crore, aimed at advancing regional connectivity.
- The Hon'ble Minister for Roads Transport and Highways inaugurated 6 National Highway projects worth Rs. 3,946 crore in Ahmedpur and 3 National Highway projects worth Rs. 122.9 crore in Dharashi, Maharashtra on 23rd February 2024.
- On 1st March 2024, the Hon'ble Minister for Roads Transport and Highways inaugurated and laid foundation stones for 8 National Highway projects worth Rs. 4,142 crore in Rai Bareli, Uttar Pradesh, and laid the foundation for 10 projects worth Rs. 10,000 crore in Jaunpur, Uttar Pradesh.

- The Hon'ble Minister for Roads Transport and Highways inaugurated and laid the foundation stone for 15 National Highway projects and one ropeway project valued at Rs. 4,000 crore in Hamirpur, Himachal Pradesh, including a ropeway to reduce the pilgrimage journey to Bijli Mahadev on 5th March 2024.
- On 10th March 2024, the Hon'ble Minister for Roads Transport and Highways inaugurated and laid foundation stones for 22 National Highway projects spanning 268 km, valued at Rs. 4,000 crore in Mysuru, Karnataka.
- The Hon'ble Minister for Roads Transport and Highways laid the foundation stone for the upgradation of 2-lane National Highway projects worth Rs. 2,500 crore in Khunti, Jharkhand on 11th March 2024.
- The Hon'ble Minister for Roads Transport and Highways dedicated to the nation a 6-lane, access-controlled 7 km road project with elevated viaducts from Manohar International Airport to Dhargal on NH-166S in Goa, costing Rs. 1,183 crore, aimed at enhancing tourism and connectivity.

5.13 Growth Drivers

5.13.1 Robust Demand:

In the period of April to March 2025, domestic sales of passenger vehicles reached 43,01,848 units. Sales of commercial vehicles totalled 9,56,671 units during the same period. Three-wheeler sales were recorded at 7,41,420 units, while two-wheeler sales amounted to 1,96,07,332 units. These figures reflect the strong demand across various segments in the automotive industry during this period.

5.13.2 Increasing Investment:

Under the Union Budget 2025-26, the government has allocated Rs. 2,87,333.3 crore (US\$ 33.07 billion) to the Ministry of Road Transport and Highways, reflecting a modest increase of 2.41% compared to the FY25.

5.13.3 Policy Support:

Infrastructure development is a critical driver of economic growth and development, and a reliable source of funding is essential to support the timely and efficient deployment of large-scale infrastructure projects. As such, NaBFID aims to be a key partner in helping India achieve its ambitious infrastructure development objectives – responsibly and sustainably. To achieve its US\$ 5 trillion ambition, it is imperative for infrastructure investment to grow annually at the rate of 8-10% over the next 5 years. NaBFID is playing a pivotal role in helping India meet its arduous infrastructural resolve, by providing the necessary financing, expertise, technology, and analytics to support the development of this sector.

5.14 Challenges & Issues in the Sector

5.14.1 Land Acquisition Delays & Cost:

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

5.14.2 Regulatory Approvals & Disputes:

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

5.14.3 Operational Issues:

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

5.14.4 Financing road construction projects:

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

5.14.5 Climate Change:

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

5.14.6 Economy and cost effectiveness:

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

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 Rs 3,46,400 Mn.

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 US\$ 18-20 trillion in the next 25 years to become a US\$ 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 Rs. 50,655 crore (US\$ 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 Pradhan Mantri Gram Sadak Yojana (PMGSY) has constructed 69,666.09 km of road length across India from 2022 to February 2025 under various ongoing initiatives. The government has also approved PMGSY-IV to connect 25,000 unconnected habitations, with a proposed 62,500 km of road length to be constructed at a cost of ₹70,125 crore from 2024-25 to 2028-29

viii. Improve safety standards

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. 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

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

- The OPEC Fund for International Development (the OPEC Fund) is providing a US\$100 million loan to the government of India for the financing of the Chennai Peripheral Ring Road Project – Sections II & III in partnership with the Asian Infrastructure Investment Bank (AIIB) and the State of Tamil Nadu. The loan will support the construction of more than 50 km of new roads, helping to ease congestion and commercial traffic to ports, while reducing pollution and travel times. Chennai port handles the second largest volume of containers in India.
- To date, the OPEC Fund has provided over US\$350 million of public sector financing in India for around 20 projects. The loans have supported energy, health, agriculture, education, transport and water & sanitation projects and promoted sustainable economic growth.
- The World Bank, JICA, and ADB have provided loan assistance for various road projects in India. For example, the World Bank has signed an agreement for the construction of Green National Highway Corridors Project (GNHCP) with loan assistance of \$500 million.

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 standardized 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 highway sector in India has been at the forefront of performance and innovation. The government is committed towards expanding the National Highway network to 2 lakh kilometers by 2025 emphasizing the construction of the World Class Road infrastructure in time bound & target-oriented way. India has a well-developed framework for Public-Private-Partnerships (PPP) in the highway sector.
- 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 ₹11.21 lakh crore under the National Infrastructure Pipeline 2025-26. This allocation is part of the Union Budget 2025-26 and represents a 3.1% increase in GDP.

Sources: IBEF Roads Report, February 2025; ICRA reports, website of Ministry of Road Transport and Highways, Government of India, Press Information Bureau.

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6. Valuation Methodology and Approach

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

Cost Approach

- 6.4. 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

- 6.5. 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.

Market Approach

- 6.6. 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

- 6.7. 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

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

Market Price Method

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

Income Approach

- 6.10. 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

- 6.11. 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.

Conclusion on Valuation Approach

- 6.12. 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.

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6.13. 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 Statement as at 31st March 2025 for all the SPVs, prepared as per Indian Accounting Standards (Ind AS) are as under:

Sr. No	SPVs	INR Mn	
		Book EV* 31 st March 2025	Adjusted EV** 31 st March 2025
1	GNHPL	4,010	4,480
2	GKBHPL	2,347	2,859
3	HHHPL	4,806	5,375
4	GRJHPL	2,531	2,822
5	GKNHPL	10,523	10,595
6	GRSHPL	4,161	4,485
7	DUHPL	3,056	3,339
8	GBHPL	5,191	5,632
9	GNHPL II	3,264	3,557
Total		39,889	43,145

* 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 and Cash Equivalents to meet those liabilities.

** Adjusted Enterprise Value of the SPVs is derived as the EV as defined above plus Cash and Cash Equivalents of the SPVs as at the Valuation Date.

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

6.14. 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 independent Comparable Transactions, I was unable to apply the CTM method as a measure of valuation. Currently, the equity shares of the SPVs are not listed on any recognized stock exchange of India. Hence, I was unable to apply market price method.

6.15. Income Approach

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

Currently, All of the SPVs except HHHPL, GBHPL and GNHPL II are fully completed and are revenue generating. In case of HHHPL GBHPL and GNHPL II, the SPVs have received PCOD and are partially completed. In case of GBHPL and GNHPL II, the SPVs are likely to incur capital expenditure in order to complete the balance project work. The revenue of the SPVs is based on tenure, annuity payments, operations and other factors that are unique to each of the SPVs.

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

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

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7. Valuation of the SPVs

- 7.1 In the present exercise, my objective is to determine the Fair Enterprise Value of the SPVs as per the DCF Method. 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. Accordingly, in the present case, I have considered it appropriate to consider cash flows at FCFF (Free Cash Flow to Firm) level i.e., cash flows that are available to all the providers of capital (equity shareholders, preference shareholders and lenders). Therefore, cash flows required to service lenders and preference shareholders such as interest, dividend, repayment of principal amount and even additional fund raising are not considered in the calculation of FCFF.
- 7.2 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. 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.
- 7.3 Following are the major steps I have considered in order to arrive at the EV of the SPVs as per the DCF Method:
- Determination of Free Cash Flows to Firm which included:
 - a) Obtaining the financial projections to determine the cash flows expected to be generated by the SPVs from the Investment Manager;
 - b) Analyzed the projections and its underlying assumptions to assess the reasonableness of the cash flows;
 - Determination of the discount rate; and
 - Applying the discount rate to arrive at the present value of the cash flows.
- 7.4 The key conclusions of the projections provided to me by the Investment Manager are:

7.4.1 Revenue cash flows

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

Payment NHAI during the Construction Period:

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

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

- a. **Annuity payments:** The Bid Project Cost remaining, adjusted for the price index multiple, to be paid in pursuance of the respective concession agreements (i.e. the Balance Completion Cost) is eligible to be received by the respective SPVs by way of specified biannual installments as mentioned in their respective concession agreement for the balance period of operations.
- b. **Interest:** As per the concession agreements, the SPVs are entitled to receive interest on reducing Balance Completion Cost equal to applicable Bank Rate (as decided by the Monetary Policy Committee and published by the Reserve Bank of India) + 3.00% spread. Such interest is due and payable along with each of the biannual installments as mentioned above;

Quarter	Bank Rate	Notes
Q1 FY2023–24	6.75%	Rate effective from February 8, 2023.
Q2 FY2023–24	6.75%	No change during this quarter.
Q3 FY2023–24	6.75%	No change during this quarter.
Q4 FY2023–24	6.75%	No change during this quarter.
Q1 FY2024–25	6.75%	No change during this quarter.
Q2 FY2024–25	6.75%	No change during this quarter.
Q3 FY2024–25	6.75%	No change during this quarter.
Q4 FY2024–25	6.50%	Reduced by 25 basis points on February 7, 2025.
Q1 FY2025-26	6.25%	Reduced by 25 basis points on April 9, 2025.

The above table represents the Bank Rate of past 2 years and one quarter. 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 9th April, 2025. 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%.

Sr. No	SPV	Annuities received till valuation date	Balance annuities to be received	Bank rate or MCLR	Bank Rate considered	Interest Rate Considered
1	GNHPL	8	22	Bank Rate	6.25%	9.25%
2	GKBHPL	8	22	Bank Rate	6.25%	9.25%
3	HHHPL	3	27	Bank Rate	6.25%	9.25%
4	GRJHPL	4	21	Bank Rate	6.25%	9.25%
5	GKNHPL	3	27	Bank Rate	6.25%	9.25%
6	GRSHPL	6	24	Bank Rate	6.25%	9.25%
7	DUHPL	3	27	Bank Rate	6.25%	9.25%
8	GBHPL	8	22	Bank Rate	6.25%	9.25%
9	GNHPL II	10	20	Bank Rate	6.25%	9.25%

- c. **Operation and Maintenance Revenue:** In lieu of O&M expenses to be incurred by SPV, SPVs are eligible for certain O&M income (as defined in the respective concession agreement) at each biannual installment date, duly adjusted for an appropriate inflation rate.

7.4.2 Operating and Maintenance Expenses:

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

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 include 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. The following table shows the broad breakup of O&M expenses (inclusive of PM expenses), Insurance cost and the other expenses for FY 26, which is used in our valuation:

Particulars	INR Mn								
	GNHPL	GKBHPL	HHHPL	GRJHPL	GKNHPL	GRSHPL	DUHPL	GBHPL	GNHPL II
O&M cost, PM Fees (Incl Insurance expense)	84	103	99	71	141	80	69	143	74
Independent Engineer Fees	3	4	5	5	16	6	6	6	16
Escalation Construction Cost*	-	-	272	-	315	-	99	-	-
Other expenses	44	25	28	23	54	29	25	13	-
Total	131	131	404	99	525	115	200	162	89

*As represented by the Investment Manager, the escalation construction cost is a pass-through amount which has to be paid by the SPVs to the EPC Contractor i.e. Gawar Construction Limited.

Operation & Maintenance cost are projected to escalate by ~5% p.a. based on the contract provided by the Investment Manager (“**Project Management Agreement**”) and executed between the Trustee, the Investment Manager, GCL and the CIT SPVs.

Similarly, Independent Engineer fees are also projected to escalate by ~5% p.a. The insurance costs are escalated by ~5% every three years. The other expenses are escalated by ~5.5% p.a. except in GBHPL and GNHPL II.

7.4.3 Estimating the MMR Costs

Major maintenance expenses will be incurred on a periodic basis. These are the costs incurred to bring the road assets back to its earlier condition or keep the road assets in its normal condition as per the concession agreement terms. These expenses are primarily related to the construction or re-laying of the top layer of the road. Accordingly, such costs include considerable amounts of materials and labour.

MMR cost are projected to escalate by ~5% p.a. based on the Project Management Agreement contract provided by the Investment Manager and executed between the Trustee, the Investment Manager, GCL and the CIT SPVs.

7.4.4 Capital Expenditure (“Capex”):

As represented by the Investment Manager, regarding the Capex (subject to availability of land from NHAI), there is projected capex amounting to INR 134 Mn & INR 187 Mn in GBHPL and GNHPL II respectively.

7.4.5 Direct Taxes: As per the discussions with the Investment Manager, the new provisions of Income Tax Act, 1961 (Section 115BAA) have been considered for the projected period of all SPVs except GBHPL & GNHPL II for which Old Tax Regime has been followed. The SPVs have been filing their income tax returns basis the IND AS Income, adjusted for adjustments prescribed by Income Computation and Deduction Standards III & IV, which can be substantiated from the tax audit reports of the respective SPVs. I have relied on the representation of the Investment Manager for the projected tax outflow for the projected period.

7.4.6 Working Capital:

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

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

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

7.5 Impact of Ongoing Material Litigation on Valuation

As on 31st March 2025, there are no ongoing material litigations except as shown in Appendix 5. Further, Investment Manager has informed us that majority of the tax litigations are low to medium risk and accordingly no material outflow is expected against the litigations, hence no impact has been factored on the valuation of the SPVs. Further, I have been informed by the Investment Manager that the tax litigations prior to acquisition of SPVs by the Trust shall be covered by an indemnity given by the Sponsor (Gawar

Construction Limited) for a period of eight years (from date of such transfer) through the Share Purchase Agreement ("SPA") to be executed between the Trust and the Sponsor.

7.6 Calculation of Weighted Average Cost of Capital for the SPVs

7.6.1 **Cost of Equity:**

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

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

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

Wherein:

K(e) = cost of equity

R_f = risk free rate

ERP = Equity Risk Premium

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

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

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

7.6.2 **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 31st 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 September 2024 used a risk-free rate of 6.69%.

7.6.3 **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 years of Nifty 50 index from year 2000 to 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 for each rolling period and accordingly I have arrived at ERP in the range of 6.2%, 6.4% & 8.1% which averages ~7.0%. Based on the aforementioned, a 7% equity risk premium for India is considered appropriate. For comparison, the previous valuation as of September 2024 used an Equity Risk Premium of 7.00%.

7.6.4 **Debt-Equity Ratio:**

I have considered the target debt-equity ratio as per the industry standards. I have considered the industry bench mark 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.

Current Debt- EV Ratio of CIT is ~54.41%.

Given the risk profile of HAM projects, and considering the leverage at 70-80% of the total project cost based on a rating agencies 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 asset was found to be appropriate. For comparison, the previous valuation as of September 2024 used a Debt-Equity Ratio of 70%.

7.6.5 **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 SPVs, I find it appropriate to consider the beta of PG InvIT and IRB InvIT fund for an appropriate period. The beta so arrived, is further adjusted based on the factors of mentioned SPVs like

completion of projects, revenue certainty, past collection trend, lack of execution uncertainty, etc. to arrive at the adjusted unlevered beta appropriate to the SPVs.

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

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

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

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

Accordingly, as per above, I have arrived at re-levered betas of the SPVs.

(Refer Appendix 3 for detailed workings)

7.6.6 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 SPVs. .

7.6.7 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) = Cost of debt

T = tax rate as applicable

For valuation exercise, pre-tax cost of debt has been considered as 7.68%, as per Management Representation Letter for all the SPVs. For comparison, in the previous valuation exercise as of September 2024, a Cost of Debt of 8.25% was considered.

Given the risk profile of HAM projects, and considering the leverage at 70-80% of the total project cost based on a rating agencies 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 asset was found to be appropriate. For comparison, the previous valuation as of September 2024 used a Debt-Equity Ratio of 70%.

7.6.8 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. For comparison, the previous valuation as of September 2024 is shown in the below Table:

Particulars	GNHPL	GKBHPL	HHHPL	GRJHPL	GKNHPL	GRSHPL	DUHPL	GBHPL	GNHPL II
Sep-24	7.53%	7.53%	7.53%	7.53%	7.53%	7.60%	7.53%	7.96%	8.03%
Mar-25	7.14%	7.14%	7.14%	7.14%	7.14%	7.14%	7.14%	6.92%	7.01%

(Refer Appendix 2 for detailed workings).

7.6.9 Cash Accrual Factor (CAF) and Discounting Factor

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

In case of HAM Projects, the annuities are received bi-annually at a predetermined date and the concession agreement provides that the annuities would be realized in 15 days from the annuity date. Hence we have considered the annuity realizations date for the purpose of determination of the CAF Accordingly, the cash flows during each year of the projected period are discounted back from the respective annuity realization to Valuation Date.

Discounted cash flow is equal to sum of the cash flow in each period divided by discounting factor, where the discounting factor is determined by raising one plus discount rate (WACC) to the power of the CAF.

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

Where,

CF = Cash Flows,

CAF = Cash accrual factor for particular period

R = Discount Rate (i.e. WACC)

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

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8 Valuation Conclusion

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

Sr. No	SPVs	Approximate Projection Period (Balance Concession Period)	WACC	INR Mn	
				Fair EV*	Fair Adj EV**
1	GNHPL	~10 Years 9 Months	7.14%	4,159	4,629
2	GKBHPL	~10 Years 10 Months	7.14%	2,823	3,335
3	HHHPL	~13 Years 1 Months	7.14%	5,491	6,060
4	GRJHPL	~10 Years 3 Months	7.14%	2,715	3,007
5	GKNHPL	~13 Years 2 Months	7.14%	11,673	11,746
6	GRSHPL	~11 Years 10 Months	7.14%	4,247	4,571
7	DUHPL	~13 Years 3 Months	7.14%	3,462	3,745
8	GBHPL	~10 Years 9 Months	6.92%	5,206	5,647
9	GNHPL II	~9 Years 7 Months	7.01%	3,650	3,943
Total				43,426	46,682

(Refer Appendix 1 for detailed workings)

* 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 and Cash Equivalents to meet those liabilities.

** Adjusted Enterprise Value of the SPVs is derived as the EV as defined above plus Cash and Cash Equivalents of the SPVs as at the Valuation Date.

- 8.4** EV is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any Cash and Cash Equivalents to meet those liabilities.
- 8.5** Adjusted Enterprise Value is derived as EV as defined above plus Cash and Cash Equivalents of the SPVs as at 31st March 2025.
- 8.6** 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.
- 8.7** 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.
- 8.8** 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%
 - Bank Rate by increasing / decreasing it by 0.25%

1. Fair Enterprise Valuation Range based on

a. WACC parameter (0.5%)

INR Mn							
Sr. No	SPVs	WACC +0.5%	EV	Base WACC	EV	WACC - 0.5%	EV
1	GNHPL	7.64%	4,072	7.14%	4,159	6.64%	4,250
2	GKBHPL	7.64%	2,769	7.14%	2,823	6.64%	2,878
3	HHHPL	7.64%	5,353	7.14%	5,491	6.64%	5,635
4	GRJHPL	7.64%	2,659	7.14%	2,715	6.64%	2,774
5	GKNHPL	7.64%	11,399	7.14%	11,673	6.64%	11,959
6	GRSHPL	7.64%	4,148	7.14%	4,247	6.64%	4,351
7	DUHPL	7.64%	3,377	7.14%	3,462	6.64%	3,550
8	GBHPL	7.42%	5,080	6.92%	5,206	6.42%	5,336
9	GNHPL II	7.51%	3,593	7.01%	3,650	6.51%	3,709
Total			42,449		43,426		44,442

b. WACC parameter (1.0%)

INR Mn							
Sr. No	SPVs	WACC +1.0%	EV	Base WACC	EV	WACC - 1.0%	EV
1	GNHPL	8.14%	3,987	7.14%	4,159	6.14%	4,344
2	GKBHPL	8.14%	2,717	7.14%	2,823	6.14%	2,936
3	HHHPL	8.14%	5,220	7.14%	5,491	6.14%	5,785
4	GRJHPL	8.14%	2,605	7.14%	2,715	6.14%	2,834
5	GKNHPL	8.14%	11,135	7.14%	11,673	6.14%	12,257
6	GRSHPL	8.14%	4,052	7.14%	4,247	6.14%	4,459
7	DUHPL	8.14%	3,296	7.14%	3,462	6.14%	3,642
8	GBHPL	7.92%	4,959	6.92%	5,206	5.92%	5,472
9	GNHPL II	8.01%	3,538	7.01%	3,650	6.01%	3,769
Total			41,509		43,426		45,498

c. Total Expenses by increasing / decreasing it by 20%

INR Mn				
Sr. No	SPVs	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%
1	GNHPL	3,998	4,159	4,320
2	GKBHPL	2,649	2,823	2,996
3	HHHPL	5,231	5,491	5,751
4	GRJHPL	2,581	2,715	2,850
5	GKNHPL	11,319	11,673	12,027
6	GRSHPL	4,073	4,247	4,403
7	DUHPL	3,286	3,462	3,627
8	GBHPL	4,930	5,206	5,417
9	GNHPL II	3,512	3,650	3,788
Total		41,580	43,426	45,180

2. Adjusted Enterprise Valuation Range based on

a. WACC parameter (0.5%)

							INR Mn
Sr. No	SPVs	WACC +0.50%	Adjusted EV	Base WACC	Adjusted EV	WACC -0.5%	Adjusted EV
1	GNHPL	7.64%	4,541	7.14%	4,629	6.64%	4,720
2	GKBHPL	7.64%	3,281	7.14%	3,335	6.64%	3,390
3	HHHPL	7.64%	5,922	7.14%	6,060	6.64%	6,204
4	GRJHPL	7.64%	2,951	7.14%	3,007	6.64%	3,065
5	GKNHPL	7.64%	11,471	7.14%	11,746	6.64%	12,031
6	GRSHPL	7.64%	4,471	7.14%	4,571	6.64%	4,675
7	DUHPL	7.64%	3,661	7.14%	3,745	6.64%	3,833
8	GBHPL	7.42%	5,522	6.92%	5,647	6.42%	5,778
9	GNHPL II	7.51%	3,886	7.01%	3,943	6.51%	4,001
Total			45,705		46,682		47,698

b. WACC parameter (1.0%)

							INR Mn
Sr. No	SPVs	WACC +1.00%	Adjusted EV	Base WACC	Adjusted EV	WACC -1.00%	Adjusted EV
1	GNHPL	8.14%	4,457	7.14%	4,629	6.14%	4,814
2	GKBHPL	8.14%	3,229	7.14%	3,335	6.14%	3,448
3	HHHPL	8.14%	5,789	7.14%	6,060	6.14%	6,354
4	GRJHPL	8.14%	2,896	7.14%	3,007	6.14%	3,125
5	GKNHPL	8.14%	11,208	7.14%	11,746	6.14%	12,329
6	GRSHPL	8.14%	4,375	7.14%	4,571	6.14%	4,783
7	DUHPL	8.14%	3,579	7.14%	3,745	6.14%	3,926
8	GBHPL	7.92%	5,401	6.92%	5,647	5.92%	5,913
9	GNHPL II	8.01%	3,831	7.01%	3,943	6.01%	4,062
Total			44,765		46,682		48,754

c. Total Expenses by increasing / decreasing it by 20%

					INR Mn
Sr. No	SPVs	EV at Expenses +20%	EV at Base Expenses	EV at Expenses -20%	
1	GNHPL	4,468	4,629	4,790	
2	GKBHPL	3,161	3,335	3,509	
3	HHHPL	5,800	6,060	6,320	
4	GRJHPL	2,873	3,007	3,141	
5	GKNHPL	11,392	11,746	12,099	
6	GRSHPL	4,397	4,571	4,727	
7	DUHPL	3,570	3,745	3,911	
8	GBHPL	5,371	5,647	5,858	
9	GNHPL II	3,804	3,943	4,080	
Total		44,836	46,682	48,436	

1. Fair Enterprise Valuation Range based on

a. Bank Rate by decreasing / increasing it by 0.25%

Sr. No	SPVs	INR Mn					
		Bank Rate -0.25%	EV	Base Bank Rate	EV	Bank Rate +0.25%	EV
1	GNHPL	6.00%	4,107	6.25%	4,159	6.50%	4,212
2	GKBHPL	6.00%	2,780	6.25%	2,823	6.50%	2,865
3	HHHPL	6.00%	5,414	6.25%	5,491	6.50%	5,567
4	GRJHPL	6.00%	2,684	6.25%	2,715	6.50%	2,747
5	GKNHPL	6.00%	11,521	6.25%	11,673	6.50%	11,810
6	GRSHPL	6.00%	4,191	6.25%	4,247	6.50%	4,304
7	DUHPL	6.00%	3,411	6.25%	3,462	6.50%	3,512
8	GBHPL	6.00%	5,159	6.25%	5,206	6.50%	5,254
9	GNHPL II	6.00%	3,625	6.25%	3,650	6.50%	3,673
Total			42,892		43,426		43,943

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

9.1 Scope of Work

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

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

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

9.2 Limitations

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.

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.

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.

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.

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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 against which units of Capital Infra Trust for an equal amount have been allotted to GCL under the respective Share Purchase Agreements for 100% Equity for all the SPVs.

Sr. No	SPVs	Acquisition date	Purchase Price (INR Mn)
1	GNHPL	13 th Jan 25	2,247
2	GKBHPL	13 th Jan 25	2,672
3	HHHPL	13 th Jan 25	1,785
4	GRJHPL	13 th Jan 25	1,278
5	GKNHPL	13 th Jan 25	4,529
6	GRSHPL	13 th Jan 25	2,174
7	DUHPL	13 th Jan 25	1,148
8	GBHPL	13 th Jan 25	162
9	GNHPL II	13 th Jan 25	502

B. Valuation of the project in the previous 3 years (for existing projects of the InvIT)

The Trust has acquired from GCL the SPVs, viz GNHPL, GKBHPL, HHHPL, GRJHPL, GKNHPL, GRSHPL, DUHPL, GBHPL and GNHPL II. Since the valuation for the below-mentioned SPVs was done for DOD & FOD only. The fair enterprise value was not concluded beyond March 2024. The following is the summary of the past EVs and the date of acquisition of the SPVs:

Sr. No	SPVs	Mar-24	Sep-24
1	GNHPL	4,704	4,367
2	GKBHPL	3,139	2,958
3	HHHPL	6,121	5,925
4	GRJHPL	3,003	2,891
5	GKNHPL	12,030	11,965
6	GRSHPL	4,749	4,626
7	DUHPL	3,711	3,620
8	GBHPL	5,189	5,518
9	GNHPL II	2,972	3,273
Total		45,619	45,143

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

As informed by the Investment Manager, there are no pending applications for government sanctions/ approvals by the SPVs (related to the road stretches of the SPVs) which are pending as on 31st March 2025. The list of sanctions/ approvals obtained by the SPVs till 31st March 2025 is provided in Appendix 4.1 to Appendix 4.9.

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

The Investment Manager has confirmed that the SPVs are not required to take any periodic clearances and hence there are no up to date/ overdue periodic clearances as on 31st March 2025.

E. Statement of assets included:

The details of the assets of the SPVs as per the provisional financial statements at 31st March 2025 are as mentioned below:

SPVs	INR Mn		
	Net Fixed Assets	Non-Current Assets	Current Assets
GNHPL	-	3,296	1,424
GKBHPL	-	1,806	1,284
HHHPL	-	3,829	1,813
GRJHPL	-	2,068	850
GKNHPL	-	8,563	2,509
GRSHPL	-	3,484	1,245
DUHPL	-	2,458	1,117
GBHPL	-	4,298	1,545
GNHPL II	-	2,383	1,373
Total	-	32,184	13,159

Source: Investment Manager

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

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

Historical and forecasted major repairs

SPV	INR Mn													
	Mar 26	Mar 27	Mar 28	Mar 29	Mar 30	Mar 31	Mar 32	Mar 33	Mar 34	Mar 35	Mar 36	Mar 37	Mar 38	Mar 39
GNHPL		224	236						316	332				
GKBHPL			333	350					297	312	328			
HHHPL				122	128						172	180		
GRJHPL		197						264						
GKNHPL					286	300							402	422
GRSHPL		249	261					333	350					
DUHPL				264	278					355	372			
GBHPL	504	529						676	710					
GNHPL II	4	1	31	5	34	171	5	40		51				

Source: Investment Manager

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

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

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

As informed by the Investment Manager, as on 31st March 2025, there are no ongoing material litigations except those shown in Appendix 5. Further, the Investment Manager has informed us that majority of the tax litigations are low to medium risk and accordingly no material outflow is expected against the litigations, hence no impact has been factored on the valuation of the SPVs. Further, I have been informed by the Investment Manager that the tax litigations prior to acquisition of SPVs by the Trust shall be covered by an indemnity given by the Sponsor (Gawar Construction Limited) for a period of eight years (from date of such transfer) through the Share Purchase Agreement ("SPA") to be executed between the Trust and the Sponsor.

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

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

10 Sources of Information

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

- 10.1 Audited Financial Statements of all SPVs for Financial Year ended 31st March 2024 and 31st March 2025.
- 10.2 Projected financial information for the remaining project life for each of the SPVs;
- 10.3 Technical Due Diligence Report for all the SPVs dated May 2024, prepared by Cube Highways Technology Private Limited for projected MMR and O&M Costs;
- 10.4 Details of projected Major Maintenance & Repairs (MMR) Expenditure and Capital Expenditure (Capex);
- 10.5 Signed O&M contracts;
- 10.6 Details of brought forward losses (as per Income Tax Act) of the SPVs as at 31st March 2025;
- 10.7 Concession Agreement of each of the SPVs with their respective concessioning authority;
- 10.8 List of licenses / approvals, details of tax litigations, civil proceeding and arbitrations of the SPVs;
- 10.9 Shareholding pattern as on Valuation Date of the SPVs and other entities mentioned in this Report;
- 10.10 Management Representation Letter by the Investment Manager dated 27th May 2025;
- 10.11 Relevant data and information about the SPVs provided by the Investment Manager either in written or oral form or in the form of soft copy;
- 10.12 Information provided by leading database sources, market research reports and other published data.

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

For the purpose of Calculation of Raw beta, we have sourced the data from S&P Capital IQ.

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

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

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11 Exclusions and Limitations

- 11.1** My Report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 11.2** Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than the valuation date of 31st 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.
- 11.3** This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of my engagements; (ii) the Valuation Date and (iii) are based on the financial information of the SPVs till 31st March 2025. The Investment Manager has represented that the business activities of the SPVs have been carried out in normal and ordinary course between 31st March 2025 and the Report Date and that no material changes have occurred in the operations and financial position between 31st March 2025 and the Report date, except for any events disclosed by the Investment Manager during the valuation exercise.
- 11.4** The scope of my assignment did not involve me performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of my work. The assignment did not involve me to conduct the financial or technical feasibility study. I have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the SPVs or any of other entity mentioned in this Report and have considered them at the value as disclosed by the SPVs in their regulatory filings or in submissions, oral or written, made to me.
- 11.5** In addition, I do not take any responsibility for any changes in the information used by me to arrive at my conclusion as set out here in which may occur subsequent to the date of my Report or by virtue of fact that the details provided to me are incorrect or inaccurate.
- 11.6** I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the SPVs or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base my Report.
- 11.7** This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of SEBI InvIT Regulations. However, I will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report, without my written consent.
- 11.8** It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.
- 11.9** Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.
- 11.10** This Report is based on the information received from the sources as mentioned in Section 10 of this Report and discussions with the Investment Manager. I have assumed that no information has been withheld that could have influenced the purpose of my Report.
- 11.11** Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. I have arrived at an indicative EV based on my analysis. While I have provided an assessment of the value based on an analysis of information available to me and within the scope of my engagement, others may place a different value on this business.

- 11.12** Any discrepancies in any table / appendix between the total and the sums of the amounts listed are due to rounding-off.
- 11.13** Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.
- 11.14** I do not carry out any validation procedures or due diligence with respect to the information provided/extracted or carry out any verification of the assets or comment on the achievability and reasonableness of the assumptions underlying the financial forecasts, save for satisfying ourselves to the extent possible that they are consistent with other information provided to me in the course of this engagement.
- 11.15** My conclusion assumes that the assets and liabilities of the SPVs, reflected in their respective latest balance sheets remain intact as of the Report date.
- 11.16** Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my associates, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, I make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. I expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. I am not liable to any third party in relation to the issue of this Report.
- 11.17** The scope of my work has been limited both in terms of the areas of the business & operations which I have reviewed and the extent to which I have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 11.18** For the present valuation exercise, I have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by me.
- 11.19** In the particular circumstances of this case, my liability (in contract or under any statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by me from the Investment Manager, as laid out in the engagement letter for such valuation work.
- 11.20** In rendering this Report, I have not provided any legal, regulatory, tax, accounting or actuarial advice or opinion and accordingly I do not assume any responsibility or liability in respect thereof.
- 11.21** This Report does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- 11.22** 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.
- 11.23** 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.
- 11.24** 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.

Limitation of Liabilities

- 11.25** It is agreed that, having regard to the RV's interest in limiting the personal liability and exposure to litigation of its personnel, the Sponsor, the Settlor, the Investment Manager and the Trust will not bring any claim in respect of any damage against any of RV personally.
- 11.26** In no circumstances RV shall be responsible for any consequential, special, direct, indirect, punitive or incidental loss, damages or expenses (including loss of profits, data, business, opportunity cost, goodwill or indemnification) in connection with the performance of the services whether such damages are based on breach of contract, tort, strict liability, breach of warranty, negligence, or otherwise, even if the Investment Manager had contemplated and communicated to RV the likelihood of such damages. Any decision to act upon the deliverables (including this Report) is to be made by the Investment Manager and no communication by RV should be treated as an invitation or inducement to engage the Investment Manager to act upon the deliverable(s).
- 11.27** It is clarified that the Investment Manager will be solely responsible for any delays, additional costs, or other liabilities caused by or associated with any deficiencies in their responsibilities, misrepresentations, incorrect and incomplete information including information provided to determine the assumptions.
- 11.28** RV will not be liable if any loss arises due to the provision of false, misleading or incomplete information or documentation by the Investment Manager.
- 11.29** 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
Asset Class: Securities or Financial Assets
Place: Chennai
UDIN: 25028423BMOMXN2230

Appendix 1 – Valuation of SPVs as on 31st March 2025

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

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Appendix 1.1 – Valuation of GNHPL as on 31st March 2025 under the DCF Method

INR Mn															
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Jul-25	214	70	186	470	(65)	-	-	16	(38)	(87)	383	7.14%	0.3	0.98	375
Jan-26	27	71	369	467	(66)	-	-	-	(65)	(131)	336	7.14%	0.8	0.95	318
Jul-26	187	186	92	464	(68)	(112)	-	-	(63)	(244)	221	7.14%	1.3	0.91	202
Jan-27	182	187	93	462	(69)	(112)	-	-	(61)	(242)	220	7.14%	1.8	0.88	194
Jul-27	177	195	87	459	(72)	(118)	-	-	(59)	(248)	211	7.14%	2.3	0.85	180
Jan-28	173	196	87	456	(73)	(118)	-	-	(56)	(247)	210	7.14%	2.8	0.82	173
Jul-28	167	81	205	453	(76)	-	-	-	(53)	(129)	324	7.14%	3.3	0.80	258
Jan-29	156	82	212	450	(77)	-	-	-	(51)	(127)	323	7.14%	3.8	0.77	248
Jul-29	146	85	217	447	(80)	-	-	-	(48)	(128)	319	7.14%	4.3	0.74	237
Jan-30	134	86	224	444	(80)	-	-	-	(45)	(126)	318	7.14%	4.8	0.72	228
Jul-30	123	89	229	441	(84)	-	-	-	(42)	(126)	314	7.14%	5.3	0.69	218
Jan-31	111	90	236	437	(85)	-	-	-	(40)	(124)	313	7.14%	5.8	0.67	210
Jul-31	99	93	241	434	(88)	-	-	-	(36)	(125)	309	7.14%	6.3	0.65	200
Jan-32	87	94	248	429	(89)	-	-	-	(33)	(122)	307	7.14%	6.8	0.62	192
Jul-32	74	98	254	426	(93)	-	-	-	(30)	(123)	303	7.14%	7.3	0.60	183
Jan-33	61	99	262	422	(94)	-	-	-	(27)	(120)	301	7.14%	7.8	0.58	176
Jul-33	50	260	103	414	(97)	(158)	-	-	(23)	(279)	135	7.14%	8.3	0.56	76
Jan-34	45	260	96	401	(97)	(158)	-	-	(20)	(275)	125	7.14%	8.8	0.54	68
Jul-34	40	273	88	401	(102)	(166)	-	-	(17)	(284)	116	7.14%	9.3	0.53	61
Jan-35	35	275	96	406	(104)	(166)	-	-	(13)	(283)	123	7.14%	9.8	0.51	63
Jul-35	28	112	254	394	(107)	-	-	-	(9)	(116)	278	7.14%	10.3	0.49	137
Jan-36*	15	80	284	380	(76)	-	-	50	(5)	(31)	349	7.14%	10.8	0.47	165
Enterprise Value															4,159
<i>Adjustments:</i>															
Cash and Cash Equivalents															470
Adjusted Enterprise Value															4,629

*Upto 8 January 2036

Appendix 1.2 – Valuation of GKBHPL as on 31st March 2025 under the DCF Method

															INR Mn
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHA1	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Jul-25	187	70	132	389	(65)	-	-	15	(35)	(85)	305	7.14%	0.3	0.98	297
Jan-26	30	71	289	390	(66)	-	-	-	(54)	(120)	270	7.14%	0.8	0.94	255
Jul-26	156	74	158	388	(72)	-	-	-	(52)	(124)	263	7.14%	1.3	0.91	240
Jan-27	144	74	167	386	(72)	-	-	-	(50)	(123)	263	7.14%	1.8	0.88	232
Jul-27	135	245	4	384	(73)	(167)	-	-	(49)	(289)	95	7.14%	2.3	0.85	81
Jan-28	135	245	1	381	(74)	(167)	-	-	(47)	(287)	94	7.14%	2.8	0.82	77
Jul-28	135	257	(13)	379	(76)	(175)	-	-	(45)	(296)	83	7.14%	3.3	0.79	66
Jan-29	136	257	(17)	376	(77)	(175)	-	-	(42)	(294)	82	7.14%	3.8	0.77	63
Jul-29	134	84	155	374	(81)	-	-	-	(40)	(120)	253	7.14%	4.3	0.74	188
Jan-30	123	85	164	371	(81)	-	-	-	(38)	(119)	253	7.14%	4.8	0.72	181
Jul-30	111	89	170	369	(85)	-	-	-	(35)	(120)	249	7.14%	5.3	0.69	172
Jan-31	98	89	179	366	(85)	-	-	-	(33)	(118)	248	7.14%	5.8	0.67	166
Jul-31	85	93	185	363	(89)	-	-	-	(30)	(119)	244	7.14%	6.3	0.65	158
Jan-32	72	93	195	360	(89)	-	-	-	(28)	(117)	243	7.14%	6.8	0.62	151
Jul-32	57	97	202	357	(93)	-	-	-	(25)	(118)	239	7.14%	7.3	0.60	144
Jan-33	43	98	213	354	(94)	-	-	-	(22)	(116)	238	7.14%	7.9	0.58	138
Jul-33	30	251	66	347	(97)	(149)	-	-	(20)	(265)	82	7.14%	8.3	0.56	46
Jan-34	25	251	60	336	(97)	(149)	-	-	(17)	(262)	74	7.14%	8.9	0.54	40
Jul-34	21	263	53	337	(101)	(156)	-	-	(14)	(272)	65	7.14%	9.3	0.52	34
Jan-35	17	265	60	341	(103)	(156)	-	-	(11)	(270)	71	7.14%	9.9	0.51	36
Jul-35	13	276	43	332	(107)	(164)	-	-	(8)	(279)	53	7.14%	10.3	0.49	26
Jan-36*	10	243	67	320	(73)	(164)	-	(10)	(5)	(252)	68	7.14%	10.9	0.47	32
Enterprise Value															2,823
<i>Adjustments:</i>															
Cash and Cash Equivalents															512
Adjusted Enterprise Value															3,335

*Upto 19 January 2036

Appendix 1.3 – Valuation of HHHPL as on 31st March 2025 under the DCF Method

INR Mn															
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHA1	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Apr-25	292	217	2	510	(202)	-	-	59	(14)	(158)	353	7.14%	0.1	0.99	350
Oct-25	87	218	204	508	(202)	-	-	58	(81)	(225)	283	7.14%	0.6	0.96	271
Apr-26	279	220	7	506	(205)	-	-	(118)	(79)	(402)	104	7.14%	1.1	0.93	96
Oct-26	274	78	151	503	(69)	-	-	82	(76)	(63)	440	7.14%	1.6	0.90	394
Apr-27	264	81	156	501	(72)	-	-	38	(74)	(108)	394	7.14%	2.1	0.86	341
Oct-27	254	82	163	499	(73)	-	-	-	(71)	(144)	355	7.14%	2.6	0.84	297
Apr-28	245	149	103	497	(76)	(61)	-	-	(70)	(207)	290	7.14%	3.1	0.81	234
Oct-28	238	149	106	494	(76)	(61)	-	-	(67)	(205)	289	7.14%	3.6	0.78	225
Apr-29	232	156	104	492	(79)	(64)	-	-	(65)	(209)	283	7.14%	4.1	0.75	213
Oct-29	225	156	107	489	(80)	(64)	-	-	(63)	(207)	282	7.14%	4.6	0.73	205
Apr-30	217	93	176	486	(83)	-	-	-	(59)	(143)	343	7.14%	5.1	0.70	241
Oct-30	206	93	183	483	(84)	-	-	-	(57)	(141)	342	7.14%	5.6	0.68	233
Apr-31	195	97	189	480	(87)	-	-	-	(54)	(141)	339	7.14%	6.1	0.66	222
Oct-31	183	98	197	477	(88)	-	-	-	(51)	(139)	338	7.14%	6.6	0.63	214
Apr-32	170	101	202	474	(92)	-	-	-	(48)	(140)	334	7.14%	7.1	0.61	205
Oct-32	157	102	212	471	(92)	-	-	-	(45)	(138)	333	7.14%	7.6	0.59	197
Apr-33	144	106	218	468	(96)	-	-	-	(42)	(139)	329	7.14%	8.1	0.57	188
Oct-33	130	107	227	464	(97)	-	-	-	(39)	(136)	328	7.14%	8.6	0.55	181
Apr-34	116	111	234	460	(101)	-	-	-	(36)	(137)	323	7.14%	9.1	0.53	173
Oct-34	101	112	244	457	(102)	-	-	-	(33)	(134)	322	7.14%	9.6	0.52	166
Apr-35	87	206	160	453	(106)	(86)	-	-	(30)	(222)	231	7.14%	10.1	0.50	115
Oct-35	77	206	162	445	(106)	(86)	-	-	(27)	(219)	226	7.14%	10.6	0.48	109
Apr-36	67	215	150	432	(110)	(90)	-	-	(23)	(223)	208	7.14%	11.1	0.46	97
Oct-36	57	216	159	432	(111)	(90)	-	-	(19)	(221)	211	7.14%	11.6	0.45	95
Apr-37	46	127	265	438	(117)	-	-	-	(15)	(131)	306	7.14%	12.1	0.43	133
Oct-37	29	127	270	426	(117)	-	-	-	(11)	(128)	299	7.14%	12.6	0.42	125
Apr-38*	11	47	354	411	(42)	-	-	56	(5)	8	420	7.14%	13.1	0.40	170
Enterprise Value															5,491
<i>Adjustments:</i>															
Cash and Cash Equivalents															569
Adjusted Enterprise Value															6,060

*Upto 24 April 2038

Appendix 1.4 – Valuation of GRJHPL as on 31st March 2025 under the DCF Method

															INR Mn	
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHA1	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF	
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N	
Jul-25	146	53	108	308	(49)	-	-	8	(23)	(64)	244	7.14%	0.3	0.98	239	
Jan-26	24	53	229	306	(50)	-	-	-	(41)	(90)	216	7.14%	0.8	0.95	204	
Jul-26	129	154	22	305	(52)	(98)	-	-	(39)	(189)	115	7.14%	1.3	0.91	105	
Jan-27	128	155	21	303	(52)	(98)	-	-	(38)	(188)	115	7.14%	1.8	0.88	101	
Jul-27	125	58	118	302	(54)	-	-	-	(36)	(90)	211	7.14%	2.3	0.85	180	
Jan-28	118	58	123	300	(55)	-	-	-	(34)	(89)	211	7.14%	2.8	0.82	173	
Jul-28	112	61	126	298	(57)	-	-	-	(33)	(90)	208	7.14%	3.3	0.80	166	
Jan-29	105	61	131	296	(57)	-	-	-	(31)	(89)	208	7.14%	3.8	0.77	160	
Jul-29	97	64	133	294	(60)	-	-	-	(29)	(89)	205	7.14%	4.3	0.74	152	
Jan-30	90	64	139	293	(60)	-	-	-	(27)	(88)	205	7.14%	4.8	0.72	147	
Jul-30	82	67	142	291	(63)	-	-	-	(26)	(89)	202	7.14%	5.3	0.69	140	
Jan-31	74	67	147	288	(64)	-	-	-	(24)	(87)	201	7.14%	5.8	0.67	135	
Jul-31	66	70	150	286	(66)	-	-	-	(22)	(88)	198	7.14%	6.3	0.65	128	
Jan-32	58	70	156	284	(67)	-	-	-	(19)	(86)	198	7.14%	6.8	0.63	124	
Jul-32	51	206	25	281	(70)	(132)	-	-	(18)	(219)	62	7.14%	7.3	0.60	38	
Jan-33	49	206	21	277	(70)	(132)	-	-	(15)	(217)	59	7.14%	7.8	0.58	35	
Jul-33	46	76	146	268	(72)	-	-	-	(13)	(85)	183	7.14%	8.3	0.56	103	
Jan-34	38	77	154	269	(73)	-	-	-	(11)	(84)	185	7.14%	8.8	0.54	101	
Jul-34	30	80	162	273	(77)	-	-	-	(8)	(85)	187	7.14%	9.3	0.53	99	
Jan-35	21	80	164	265	(77)	-	-	-	(6)	(83)	182	7.14%	9.8	0.51	93	
Jul-35*	11	56	188	256	(53)	-	-	(10)	(3)	(66)	190	7.14%	10.3	0.49	93	
Enterprise Value																2,715
Adjustments:																
Cash and Cash Equivalents																291
Adjusted Enterprise Value																3,007

* Upto 6 July 2035

Appendix 1.5 – Valuation of GKNHPL as on 31st March under the DCF Method

															INR Mn
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHA1	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Jun-25	581	456	-37	1,000	(420)	-	-	135	(67)	(352)	649	7.14%	0.2	0.98	639
Dec-25	346	124	526	995	(106)	-	-	166	(161)	(100)	895	7.14%	0.7	0.95	851
Jun-26	543	127	319	990	(109)	-	-	165	(157)	(102)	888	7.14%	1.2	0.92	817
Dec-26	525	128	331	984	(110)	-	-	164	(153)	(99)	885	7.14%	1.7	0.89	786
Jun-27	506	133	340	979	(115)	-	-	73	(148)	(190)	789	7.14%	2.2	0.86	677
Dec-27	486	134	354	974	(116)	-	-	-	(144)	(260)	714	7.14%	2.7	0.83	592
Jun-28	465	138	364	968	(120)	-	-	-	(139)	(259)	709	7.14%	3.2	0.80	567
Dec-28	444	139	378	961	(121)	-	-	-	(135)	(256)	706	7.14%	3.7	0.77	546
Jun-29	425	295	236	956	(125)	(143)	-	-	(132)	(400)	556	7.14%	4.2	0.75	415
Dec-29	411	296	243	950	(126)	(143)	-	-	(127)	(396)	554	7.14%	4.7	0.72	400
Jun-30	397	309	237	943	(131)	(150)	-	-	(122)	(403)	540	7.14%	5.2	0.70	377
Dec-30	384	310	242	936	(132)	(150)	-	-	(117)	(399)	537	7.14%	5.7	0.67	362
Jun-31	367	156	406	929	(137)	-	-	-	(109)	(246)	683	7.14%	6.2	0.65	445
Dec-31	344	157	421	922	(138)	-	-	-	(103)	(242)	681	7.14%	6.7	0.63	428
Jun-32	320	163	432	915	(143)	-	-	-	(97)	(241)	674	7.14%	7.2	0.61	409
Dec-32	294	164	449	908	(145)	-	-	-	(91)	(236)	671	7.14%	7.7	0.59	394
Jun-33	269	170	461	900	(151)	-	-	-	(85)	(236)	664	7.14%	8.2	0.57	377
Dec-33	242	171	479	892	(152)	-	-	-	(79)	(231)	661	7.14%	8.7	0.55	362
Jun-34	214	177	491	882	(157)	-	-	-	(72)	(230)	653	7.14%	9.2	0.53	345
Dec-34	186	178	510	874	(159)	-	-	-	(66)	(224)	650	7.14%	9.7	0.51	332
Jun-35	156	184	524	865	(165)	-	-	-	(59)	(223)	642	7.14%	10.2	0.49	317
Dec-35	126	185	537	848	(165)	-	-	-	(52)	(217)	631	7.14%	10.7	0.48	301
Jun-36	99	403	318	820	(171)	(201)	-	-	(47)	(419)	401	7.14%	11.2	0.46	185
Dec-36	80	406	334	820	(173)	(201)	-	-	(40)	(414)	406	7.14%	11.7	0.45	181
Jun-37	60	425	344	830	(181)	(211)	-	-	(33)	(424)	405	7.14%	12.2	0.43	174
Dec-37	41	425	339	804	(181)	(211)	-	-	(25)	(417)	388	7.14%	12.7	0.42	161
Jun-38*	18	114	640	773	(104)	-	-	(78)	(11)	(192)	581	7.14%	13.2	0.40	233
Enterprise Value															11,673
<i>Adjustments:</i>															
Cash and Cash Equivalents															72
Adjusted Enterprise Value															11,746

* Upto 4 June 2038

Appendix 1.6 – Valuation of GRSHPL as on 31st March 2025 under the DCF Method

INR Mn															
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHA1	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Jul-25	210	62	180	452	(57)	-	-	58	(45)	(44)	407	7.14%	0.4	0.97	397
Jan-26	69	62	318	450	(58)	-	-	-	(66)	(124)	326	7.14%	0.9	0.94	307
Jul-26	187	188	73	448	(60)	(124)	-	-	(64)	(248)	199	7.14%	1.4	0.91	181
Jan-27	183	188	74	445	(61)	(124)	-	-	(62)	(247)	199	7.14%	1.9	0.88	175
Jul-27	180	197	66	443	(63)	(131)	-	-	(60)	(253)	189	7.14%	2.4	0.85	161
Jan-28	176	197	67	440	(64)	(131)	-	-	(57)	(252)	189	7.14%	2.9	0.82	155
Jul-28	171	71	196	438	(66)	-	-	-	(55)	(122)	316	7.14%	3.4	0.79	251
Jan-29	162	71	202	435	(67)	-	-	-	(53)	(120)	315	7.14%	3.9	0.77	241
Jul-29	152	74	206	432	(70)	-	-	-	(51)	(120)	312	7.14%	4.4	0.74	231
Jan-30	142	74	213	429	(70)	-	-	-	(48)	(118)	311	7.14%	4.9	0.71	222
Jul-30	131	77	218	426	(73)	-	-	-	(45)	(119)	308	7.14%	5.4	0.69	212
Jan-31	121	78	225	423	(74)	-	-	-	(43)	(117)	306	7.14%	5.9	0.67	204
Jul-31	110	81	230	420	(77)	-	-	-	(40)	(117)	303	7.14%	6.4	0.64	195
Jan-32	98	81	238	417	(78)	-	-	-	(37)	(115)	302	7.14%	6.9	0.62	188
Jul-32	89	250	75	414	(81)	(167)	-	-	(34)	(281)	132	7.14%	7.4	0.60	80
Jan-33	85	250	75	410	(81)	(167)	-	-	(31)	(279)	131	7.14%	7.9	0.58	76
Jul-33	81	262	63	406	(85)	(175)	-	-	(28)	(288)	118	7.14%	8.4	0.56	67
Jan-34	78	263	62	403	(86)	(175)	-	-	(25)	(285)	117	7.14%	8.9	0.54	64
Jul-34	73	92	230	395	(89)	-	-	-	(22)	(111)	284	7.14%	9.4	0.52	149
Jan-35	62	92	229	383	(89)	-	-	-	(19)	(107)	275	7.14%	9.9	0.51	139
Jul-35	51	96	236	383	(93)	-	-	-	(15)	(108)	275	7.14%	10.4	0.49	134
Jan-36	39	98	251	388	(94)	-	-	-	(12)	(106)	282	7.14%	10.9	0.47	133
Jul-36	27	101	249	377	(98)	-	-	-	(8)	(106)	271	7.14%	11.4	0.46	124
Jan-37*	14	76	272	363	(73)	-	-	82	(5)	4	367	7.14%	11.9	0.44	162
Enterprise Value															4,247
Adjustments:															
Cash and Cash Equivalents															324
Adjusted Enterprise Value															4,571

*Upto 28 January 2037

Appendix 1.7 – Valuation of DUHPL as on 31st March 2025 under the DCF Method

INR Mn															
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Jul-25	197	153	7	356	(149)	-	-	(72)	(26)	(248)	109	7.14%	0.3	0.98	107
Jan-26	24	54	277	355	(50)	-	-	57	(53)	(47)	309	7.14%	0.8	0.95	292
Jul-26	178	56	120	354	(53)	-	-	57	(52)	(48)	306	7.14%	1.3	0.91	280
Jan-27	170	57	126	353	(53)	-	-	56	(51)	(47)	305	7.14%	1.8	0.88	270
Jul-27	161	59	131	351	(55)	-	-	42	(49)	(62)	289	7.14%	2.3	0.85	247
Jan-28	153	60	138	350	(56)	-	-	-	(48)	(103)	247	7.14%	2.8	0.82	204
Jul-28	146	194	9	349	(58)	(132)	-	-	(46)	(237)	112	7.14%	3.3	0.80	90
Jan-29	145	195	8	347	(58)	(132)	-	-	(45)	(235)	112	7.14%	3.8	0.77	86
Jul-29	145	204	-2	346	(61)	(139)	-	-	(43)	(243)	103	7.14%	4.3	0.74	77
Jan-30	145	204	-4	345	(62)	(139)	-	-	(41)	(242)	103	7.14%	4.8	0.72	74
Jul-30	143	68	132	343	(64)	-	-	-	(40)	(104)	239	7.14%	5.3	0.69	166
Jan-31	134	68	139	341	(65)	-	-	-	(38)	(102)	239	7.14%	5.8	0.67	160
Jul-31	125	71	144	340	(67)	-	-	-	(36)	(103)	237	7.14%	6.3	0.65	153
Jan-32	115	72	151	338	(68)	-	-	-	(34)	(102)	236	7.14%	6.8	0.63	148
Jul-32	105	75	156	336	(71)	-	-	-	(32)	(103)	234	7.14%	7.3	0.60	141
Jan-33	95	75	165	335	(71)	-	-	-	(30)	(102)	233	7.14%	7.8	0.58	136
Jul-33	84	78	171	333	(75)	-	-	-	(28)	(103)	231	7.14%	8.3	0.56	130
Jan-34	73	79	179	331	(75)	-	-	-	(26)	(101)	230	7.14%	8.8	0.54	125
Jul-34	64	259	6	329	(78)	(177)	-	-	(24)	(279)	50	7.14%	9.3	0.53	26
Jan-35	63	260	4	327	(79)	(177)	-	-	(21)	(278)	49	7.14%	9.8	0.51	25
Jul-35	63	272	-11	325	(82)	(186)	-	-	(19)	(288)	37	7.14%	10.3	0.49	18
Jan-36	64	273	-17	320	(83)	(186)	-	-	(17)	(285)	34	7.14%	10.8	0.47	16
Jul-36	62	89	160	311	(86)	-	-	-	(14)	(100)	211	7.14%	11.3	0.46	97
Jan-37	51	90	170	312	(87)	-	-	-	(12)	(98)	214	7.14%	11.8	0.44	95
Jul-37	40	95	182	316	(91)	-	-	-	(9)	(100)	216	7.14%	12.3	0.43	93
Jan-38	28	95	186	309	(91)	-	-	-	(6)	(98)	211	7.14%	12.8	0.41	87
Jul-38*	16	65	218	299	(62)	-	-	64	(4)	(1)	298	7.14%	13.3	0.40	119
Enterprise Value															3,462
<i>Adjustments:</i>															
Cash and Cash Equivalents															284
Adjusted Enterprise Value															3,745

*Upto 1 July 2038

Appendix 1.8 – Valuation of GBHPL as on 31st March 2025 under the DCF Method

INR Mn															
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Jun-25	244	469	-139	575	(81)	(252)	(134)	69	(76)	(473)	101	6.92%	0.3	0.98	99
Dec-25	209	335	41	585	(81)	(252)	-	47	(70)	(357)	228	6.92%	0.8	0.95	216
Jun-26	245	352	-11	586	(84)	(265)	-	44	(68)	(373)	213	6.92%	1.3	0.92	195
Dec-26	246	352	-10	587	(84)	(265)	-	44	(65)	(371)	217	6.92%	1.8	0.89	192
Jun-27	243	89	257	588	(88)	-	-	65	(62)	(85)	503	6.92%	2.3	0.86	432
Dec-27	230	89	271	589	(88)	-	-	-	(60)	(148)	442	6.92%	2.8	0.83	366
Jun-28	216	93	281	590	(92)	-	-	-	(57)	(149)	441	6.92%	3.3	0.80	354
Dec-28	202	93	297	591	(92)	-	-	-	(54)	(146)	445	6.92%	3.8	0.78	346
Jun-29	187	97	309	593	(96)	-	-	-	(51)	(147)	446	6.92%	4.3	0.75	334
Dec-29	171	97	326	593	(96)	-	-	-	(48)	(144)	449	6.92%	4.8	0.73	326
Jun-30	155	101	339	595	(100)	-	-	-	(45)	(145)	450	6.92%	5.3	0.70	315
Dec-30	137	101	358	596	(100)	-	-	-	(42)	(142)	454	6.92%	5.8	0.68	308
Jun-31	123	446	28	597	(105)	(338)	-	-	(39)	(482)	115	6.92%	6.3	0.66	76
Dec-31	122	446	30	598	(105)	(338)	-	-	(36)	(478)	119	6.92%	6.8	0.63	76
Jun-32	121	467	11	599	(109)	(355)	-	-	(32)	(496)	102	6.92%	7.3	0.61	63
Dec-32	120	467	12	600	(109)	(355)	-	-	(27)	(492)	108	6.92%	7.8	0.59	64
Jun-33	115	115	367	598	(114)	-	-	-	(23)	(137)	460	6.92%	8.3	0.57	264
Dec-33	97	115	380	592	(114)	-	-	-	(20)	(134)	458	6.92%	8.8	0.56	254
Jun-34	77	120	399	596	(119)	-	-	-	(16)	(135)	461	6.92%	9.3	0.54	248
Dec-34	57	120	428	605	(119)	-	-	-	(12)	(132)	474	6.92%	9.8	0.52	246
Jun-35	35	125	440	601	(124)	-	-	-	(8)	(133)	468	6.92%	10.3	0.50	235
Dec-35*	13	63	518	594	(65)	-	-	(121)	(3)	(190)	404	6.92%	10.8	0.49	196
Enterprise Value															5,206
<i>Adjustments:</i>															
Cash and Cash Equivalents															441
Adjusted Enterprise Value															5,647

*Upto 30 December 2035

Appendix 1.9 – Valuation of GNHPL II as on 31st March 2025 under the DCF Method

INR Mn															
Period	Finance Income	O&M Income	Changes in Financial Asset	Total Inflow from NHAI	Routine O&M Expense	MMR	Capex	WCap	Tax	Total Outflow	FCFF	WACC	CAF	DF	PV of FCFF
	A	B	C	D=A+B+C	E	F	G	H	I	J=E+F+G+H+I	K=D+J	L	M	N	O=K*N
Apr-25	187	266	550	1,003	(45)	(2)	(187)	76	(38)	(196)	807	7.01%	0.1	0.99	802
Oct-25	56	55	217	328	(45)	(2)	-	3	(23)	(67)	261	7.01%	0.6	0.96	251
Apr-26	153	55	119	327	(48)	(0)	-	-	(46)	(94)	233	7.01%	1.1	0.93	216
Oct-26	146	55	125	326	(48)	(0)	-	-	(44)	(92)	234	7.01%	1.6	0.90	210
Apr-27	138	74	112	324	(50)	(16)	-	-	(42)	(108)	216	7.01%	2.1	0.87	187
Oct-27	131	74	117	323	(50)	(16)	-	-	(40)	(106)	217	7.01%	2.6	0.84	182
Apr-28	124	62	135	321	(52)	(2)	-	-	(38)	(92)	229	7.01%	3.1	0.81	185
Oct-28	115	62	142	319	(52)	(2)	-	-	(36)	(90)	229	7.01%	3.6	0.78	179
Apr-29	107	81	131	318	(54)	(17)	-	-	(34)	(106)	212	7.01%	4.1	0.76	161
Oct-29	98	81	137	316	(54)	(17)	-	-	(32)	(104)	213	7.01%	4.6	0.73	156
Apr-30	91	158	66	314	(57)	(86)	-	-	(31)	(174)	140	7.01%	5.1	0.71	99
Oct-30	87	158	68	312	(57)	(86)	-	-	(28)	(170)	142	7.01%	5.6	0.68	97
Apr-31	81	70	159	310	(60)	(3)	-	-	(24)	(86)	225	7.01%	6.1	0.66	149
Oct-31	71	70	167	308	(60)	(3)	-	-	(21)	(83)	225	7.01%	6.6	0.64	144
Apr-32	61	92	151	304	(62)	(20)	-	-	(19)	(100)	204	7.01%	7.1	0.62	126
Oct-32	52	92	153	297	(62)	(20)	-	-	(16)	(98)	199	7.01%	7.6	0.60	119
Apr-33	42	74	182	297	(65)	-	-	-	(14)	(78)	219	7.01%	8.1	0.58	127
Oct-33	30	74	197	301	(65)	-	-	-	(11)	(76)	225	7.01%	8.6	0.56	126
Apr-34	18	104	171	294	(68)	(26)	-	-	(9)	(102)	192	7.01%	9.1	0.54	104
Oct-34*	7	42	237	286	(12)	(26)	-	(182)	(4)	(224)	62	7.01%	9.6	0.52	32
Enterprise Value															3,650
<i>Adjustments:</i>															
Cash and Cash Equivalents															293
Adjusted Enterprise Value															3,943

*Upto 24 October 2034

Appendix 2 – Weighted Average Cost of Capital (WACC) of the SPVs as on 31st March 2025

Particulars	GNHPL	GKBHPL	HHHPL	GRJHPL	GKNHPL	GRSHPL	DUHPL	GBHPL	GNHPL II	Remarks
Risk Free Rate (Rf)	6.55%	6.55%	6.55%	6.55%	6.55%	6.55%	6.55%	6.55%	6.55%	Note 1
Equity Risk Premium (ERP)	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	Note 2
Beta (Relevered)	0.55	0.55	0.55	0.55	0.55	0.55	0.55	0.53	0.54	Note 3
Base Cost of Equity	10.40%	10.40%	10.40%	10.40%	10.40%	10.40%	10.40%	10.28%	10.33%	Base Ke = Rf + (β x ERP)
Company Specific Risk Premium (CSRP)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	Risk Premium/ Discount Specific to the SPVs
Adjusted Cost of Equity (Ke)	10.40%	10.40%	10.40%	10.40%	10.40%	10.40%	10.40%	10.28%	10.33%	Adjusted Ke = Rf + (β x ERP) + CSRP
Pre-Tax Cost of Debt	7.68%	7.68%	7.68%	7.68%	7.68%	7.68%	7.68%	7.68%	7.68%	As per Management Representation Letter
Tax Rate of SPV	25.17%	25.17%	25.17%	25.17%	25.17%	25.17%	25.17%	28.71%	27.21%	Average tax rate for the life of the SPVs have been considered
Post-Tax Cost of Debt (Kd)	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.48%	5.59%	Effective cost of debt. Kd = Pre tax Kd * (1- Effective Tax Rate)
Debt / (Debt+Equity)	70%	70%	70%	70%	70%	70%	70%	70%	70%	The debt - equity ratio computed as [D/(D+E)] is considered as 70% as per industry standard.
WACC	7.14%	7.14%	7.14%	7.14%	7.14%	7.14%	7.14%	6.92%	7.01%	WACC = [Ke*(1-D/(D+E))]+[Kd*(1-t)*(D/(D+E))]

Particulars	Remarks
Note 1	Risk Free Rate has been considered based on zero coupon yield curve as at 31 st March 2025 of Government Securities having maturity period of 10 years, as quoted on CCIL's website
Note 2	Based on historical realized returns on equity investments over a risk-free rate represented by 10 years government bonds, a 7% equity risk premium is considered appropriate for India
Note 3	Beta has been considered based on the beta of companies operating in the similar kind of business in India

Appendix 3 – Calculation of Unlevered and Relevered Beta

A. Calculation of Unlevered Beta

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

Particulars	Raw Beta	Debt to Market Capitalisation	Effective Tax Rate (%)	Unlevered Beta
IRB InvIT Fund	0.14	5.27%	25.17%	0.14
PG InvIT	0.40	70.64%	25.17%	0.26
Average				0.20

B. Calculation of Re-Levered Beta

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

Particulars	GNHPL	GKBHPL	HHHPL	GRJHPL	GKNHPL	GRSHPL	DUHPL	GBHPL	GNHPL II
Unlevered Beta	0.20	0.20	0.20	0.20	0.20	0.20	0.20	0.20	0.20
Debt Equity Ratio	2.33	2.33	2.33	2.33	2.33	2.33	2.33	2.33	2.33
Effective Tax Rate of SPV	25.17%	25.17%	25.17%	25.17%	25.17%	25.17%	25.17%	28.71%	27.21%
Relevered Beta	0.55	0.55	0.55	0.55	0.55	0.55	0.55	0.53	0.54

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Source: Information provided by database sources, market research, other published data and internal workings. Raw Beta Considered has been derived from S&P Capital IQ.

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.

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 Capital 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 Capital Infra Trust, particularly in the context of computing beta for valuation purposes. Moreover, like Capital 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 Capital 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. Capital 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 emphasizes 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 4.1 – GNHPL: Summary of approval and licences

Sr. No	Approvals	Date of Issue	Valid upto	Issuing Authority
1	License for Use of Explosives	01-Mar-16		Directorate General of Mine Safety
2	Grant of Consent for Emission of Air	30-Jan-17		Haryana State Pollution Control
3	Agreement for purchase of Boulders	06-Sep-18		Agreement Between GNHPL & Haryana Mining Company
4	License for crushing mines	30-Apr-19		Agreement Between GNHPL & Licensor
5	NOC for Land Acquisiton			Gram Panchayat, Mahendragarh
6	Water Permit: Memo no-4545	03-Jul-19		Executive Engineer, Public Health Engineering Div No. 3 Narnaul
7	Permission for diversion of Forest Land	02-Aug-19		Ministry of Environment, Forest & Climate Change
8	Submission of Compensation amount for Land Acquisition	20-Aug-19		District Revenue Officer, Narnaul
9	Consent to Establish: HSPCB/Consent/ : 313298219MAHCTE6913339	18-Sep-19	17-Sep-21	Haryana State Pollution Control
10	Permission for diversion of Forest Land	14-Nov-19		Office of Forest Department, Mahendragarh
11	Labour License: CLRA/ALCKARNAL/2019/L-445	18-Nov-19	17-Nov-20	Government of India Office of the Licensing Officer
12	Permission for cutting of Trees	19-Nov-19		Forest Department, Govt. of Haryana
13	Certificate Of Registration For Employer: BOCW/ALCKARNAL/2019/R-103	18-Nov-19		Government of India Office of the Registering Officer

Source: Investment Manager

Appendix 4.2 – GKBHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Letter of Award	27-Mar-18		National Highway Authority of India
2	Forest Department Letter for Tree Cutting	11-Jul-18		Office of Deputy Conservator of Forest, Bikaner
3	Forest Department Letter for Tree Cutting	26-Oct-18		Forest Department, Jaisalmer
4	Permission granted for Quarry Location	07-Jan-19		Office of Mining Engineer, Mines and Geology, Bikaner
5	Approval for draining water from bore well	16-Jan-19		Executive Engineer, PHED- Bikaner
6	NOC for Land Acquisition	28-Mar-19		Notary Govt. of India
7	NOC for Land Acquisition	18-Apr-19		GramPanchayat, Ghodu
8	NOC: Ref no-19	23-Apr-19		GramPanchayat, Chhapoli
9	Letter of Land Availability	04-May-19		National Highway Authority of India
10	Approval of Water Pipeline shifting by PHED	20-May-19		National Highway Authority of India
11	Letter of Appointed Date	22-May-19		National Highway Authority of India
12	Permission granted for Borrow Area	24-May-19		Office of Mining Engineer, Mines and Geology, Bikaner
13	Gradation for Granular Sub Base (Grading V)	08-Jun-19		National Highway Authority of India
14	NOC: Ref no-28	20-Jun-19		GramPanchayat, Chhapoli
15	Permission for Borrow Earth	04-Jul-19		Office of Mining Engineer, Mines and Geology, Bikaner
15	Approval of Electrical Utility	30-Jul-19		National Highway Authority of India
16	Labour License	31-Jul-19		Project Director, Bikaner

Source: Investment Manager

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
17	NOC for Land Acquisition	27-Sep-19		GramPanchayat, 17 KHM
18	Forest Department Letter for Tree Cutting	25-Nov-19		Forest Department, Jodhpur
19	Consent to Establish: 2019-2020/SCMG/4691	19-Nov-19	30-Apr-24	Rajasthan State Pollution Control Board
20	Consent to Establish: 2019-2020/SCMG/4692	19-Nov-19	31-Oct-24	Rajasthan State Pollution Control Board
21	Consent to Establish: 2019-2020/SCMG/4693	19-Nov-19	30-Apr-24	Rajasthan State Pollution Control Board
22	Consent to Establish: 2019-2020/SCMG/4694	19-Nov-19	31-Oct-24	Rajasthan State Pollution Control Board
23	Testing of Schedule-I as per Concession Agreement	16-Dec-20		Sterling Indo Tech
24	Consent to Establish: 2019-2020/SCMG/4694	19-Nov-19	31-Oct-24	Rajasthan State Pollution Control Board

Source: Investment Manager

Appendix 4.3 – HHHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	No objection certificate	12-Sep-18	NA	Gram Panchayat - Amtaro
2	Consent to operate: JSPCB/HO/RNC/CTO-6175967/2019/2474	15-Dec-19	30-Sep-21	Jharkhand State Pollution Control Board
3	Certificate Of Registration For Employer: BOCW/ALCPATNA/2021/R-47	25-Aug-21	NA	Government of India Office of the Registering Officer
4	Emission Consent Order: ref no-401	18-Mar-21	02-Feb-26	Bihar State Pollution Control Board
5	Discharge Consent Order: ref no-402	18-Mar-21	02-Feb-26	Bihar State Pollution Control Board
6	Permission for Tree cutting	24-Apr-21		Department of Environment, Forest & Climate Change
7	Permission for Tree cutting	01-Jun-21		Department of Environment, Forest & Climate Change
8	CLRA/ALCPATNA/2021/L-227	18-Aug-21	17-Aug-22	Government of India Office of the Licensing Officer
9	GAD Approval: W-3/162/03/ROB/CH: 85+800/NH-31	14-Apr-22		East Central Railway

Source: Investment Manager

Appendix 4.4 – GRJHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Water Permit: GAWAR/R/R-J/NH-334B/2018/49	27-Nov-18	NA	Office of executive Engineer, Bahdurgarh
2	Consent to Establish: HSPCB/Consent/ : 313298219JHACTE6557261	15-May-19	02-May-21	Haryana State Pollution Control
3	LOA: UMC/18-19/Aug/018	16-Aug-18		United Mining Corporation
4	Certificate Of Registration For Employer: BOCW/ALCKARNAL/2019/R-6	04-Feb-19		Government of India Office of the Registering Officer
5	Permission for Deep hole drilling and blasting	03-Mar-17		Directorate General of Mines Safety
6	Permission for setting up Cement Mix plant	13-Feb-19		Directorate of Town & Country Planning, Haryana
7	Approval of GAD for ROB	24-Oct-18		CGM cum Regional Officer (Chandigarh), NHAI
8	Permission of clearance from Pollution Control Board for setting up Batching Plant	15-May-19		Haryana State Pollution Control
8	Permission of Village Panchayat and State Government for Borrow Earth	21-Dec-18		
9	Permission for Tree Cutting	01-Oct-18		Divisional Forest Officer, Govt. of Haryana

Source: Investment Manager

Appendix 4.5 – GKNHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Permission for Operating facility for generation, storage and disposal of Hazardous Wastes	14-Feb-22	31-Mar-27	H.P. State Pollution Control Board
2	BIL-HWA-FRESH/2021-22-18-WMM Plant			H.P. State Pollution Control Board
3	BIL-HWA-FRESH/2021-22-19- RMC Plant at Vill Alsu			H.P. State Pollution Control Board
4	BIL-HWA-FRESH/2021-22-20- HMP Delag			H.P. State Pollution Control Board
5	BIL-HWA-FRESH/2021-22-21- RMC Plant at Jatta			H.P. State Pollution Control Board
6	BIL-HWA-FRESH/2021-22-22- Mobile Stone Crusher			H.P. State Pollution Control Board
7	BIL-HWA-FRESH/2021-22-23- WMM Plant at Sannour			H.P. State Pollution Control Board
8	BIL-HWA-FRESH/2021-22-240- RMC Plant at Bharari			H.P. State Pollution Control Board
9	Labour License: CLRA/ALCCHANDIGARH/2021/L-190	13-Oct-21	12-Oct-22	Government of India Office of the Licensing Officer
10	No Objection Certificate	05-Mar-21		GramPanchayat, Alsoo, District Mandi

Source: Investment Manager

Appendix 4.6 – GRSHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	No Objection Certificate	-	-	GramPanchayat, Khedi Battar
2	Permission for Tree Cutting	01-Oct-18		Divisional Forest Officer, Govt. of Haryana
3	Approval of permission for cutting of trees	09-Oct-18		Ministry of Environment, Forest & Climate Change
4	Approval of GAD for ROB	18-Oct-18		General Manager, Engineer- Northern' Railway
5	Approval to Establish of Batching plant by Pollution Control Board	15-May-19		Haryana State Pollution Control
6	NOC for installation of RMC	20-Nov-19		Gram Panchayat, Fatehpur District
7	Approval for Borrow Area	31-Jan-20		Assistant Mining Engineer, Mines & Geology Department
8	Approval to Establish Hot Mix Plant (Asphalt Plant)	03-Mar-20		Haryana State Pollution Control
9	Approval of Extension of Time	06-Aug-20		National Highway Authority of India
10	Approval of Splitting the Contract price weightage as per Schedule G	10-Aug-20		National Highway Authority of India
11	Supplementary Concession Agreement	17-Sep-20		Agreement between GNHPL & NHAI
12	Approval of Revised Pavement Design	24-Jun-20		National Highway Authority of India
13	Approval granted for cutting of trees	25-Jun-20		Forest Department, Sonapat
14	Approval to Establish Hot Mix Plant (Asphalt Plant)	09-Jul-20		Haryana State Pollution Control
15	Approval to Establish of Batching plant by Pollution Control Board	02-Nov-20		Haryana State Pollution Control
16	Water Permit: Memo no-766	16-Jul-19		Municipal Corporation, Sonapat

Source: Investment Manager

Appendix 4.7 – DUHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Permission for cutting of Trees	22-Apr-21		National Highway Authority of India
2	CTE-Fresh : CTE-89281	12-Jul-21		M.P. Pollution Control Board
3	CCA-Renewal : AW-88161	13-Jun-21	30-Jun-22	M.P. Pollution Control Board
4	Permission for drawing of earth	15-Jun-21		District Collector, Dewas
5	CTE-Fresh : CTE-89343	14-Jul-21		M.P. Pollution Control Board
6	No objection certificate : P/Q/2021-22	18-Jun-21		Gram Panchayat- Narwar Janpad, Ujjain
7	Permission for Extraction of Boulders	27-Sep-21		District Collector, Dewas
8	Environmental Clearance: 174/DEIAA/2017	17-Oct-17		District level Environmental Impact Assessment Authority (DEIAA), Dewas

Source: Investment Manager

Appendix 4.8 – GBHPL: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Consent of Establishment (CFE) - CTE-337851	26-May-23	16-May-28	Karnataka State Pollution Control Board
2	Consent of Operation (CFO-Air,Water) - AW-106717	25-Jun-18	31-Dec-27	Karnataka State Pollution Control Board
3	Consent of Operation (CFO-Air,Water) - AW-107051	30-Jul-18	31-Dec-27	Karnataka State Pollution Control Board
4	Consent of Operation (CFO-Air) - A-316388	20-Dec-19	30-Sep-29	Karnataka State Pollution Control Board
5	CLRA/ALCBANGALORE/2023/120077/L-1	19-May-23	18-May-24	Government of India Office of the Licensing Officer
6	BOCW/ALCBANGALORE/2023/74972/R-51	19-May-23	NA	Government of India Office of the Registering Officer

Source: Investment Manager

Appendix 4.9 – GNHPL II: Summary of approval and licences

Sr. No.	Approvals	Date of Issue	Valid upto	Issuing Authority
1	Provisional Completion Certificate	08-Dec-21		National Highway Authority of India
2	Certificate of incorporation	19-Apr-23		Registrar of Companies, Central Registration Centre
3	In-principle approval by NHAI for the substitution of SNHPL	17-Apr-23		National Highway Authority of India
4	Signing of Endorsment Agreement between SNHPL & GNHPL II	14-Jul-23		Government of India

Source: Investment Manager

Appendix 5.1 – Summary of Ongoing GST Cases

Sr.No	Name of the Company	State	Type of Notice/Summon	Notice Date	Amount (INR Mn)	Status as on 31-03-2025
1	Gawar Bangalore Highways Pvt Ltd.	KTK	Summon u/s 70 issued for making Inquiry	21-Aug-23	Not Quantified	Reply Filed, Pending at department end
2	Gawar Bangalore Highways Pvt Ltd.	KTK	Summon u/s 70 issued for making Inquiry	20-Dec-23	Not Quantified	Reply Filed, Pending at department end
3	Gawar Khajuwala BAP highway Pvt. Ltd.	RJ	ASMT-10	19-Jul-23	3.89	Reply Filed, Pending at department end
4	Gawar Khajuwala BAP highway Pvt. Ltd.	RJ	ASMT-10	19-Jul-23	0.32	Reply Filed, Pending at department end
5	Gawar Kiratpur Nerchowk Highway Pvt. Ltd.	HP	General Investigation	25-Oct-21	Not Quantified	Reply Filed, Pending at department end
6	Gawar Kiratpur Nerchowk Highway Pvt. Ltd.	HP	Summon u/s 70 issued for making Inquiry	02-Feb-24	Not Quantified	Reply Filed, Pending at department end
7	Gawar Narnaul Highway Pvt. Ltd. - HR	HR	Summon u/s 70 issued for making Inquiry	19-Apr-21	Not Quantified	Reply Filed, Pending at department end
8	Gawar Narnaul Highway Pvt. Ltd. - HR	HR	Summon u/s 70 issued for making Inquiry	15-Sep-21	Not Quantified	Reply Filed, Pending at department end
9	Gawar Narnaul Highway Pvt. Ltd. - HR	HR	Summon u/s 70 issued for making Inquiry	24-Jul-24	Not Quantified	Reply Filed, Pending at department end
10	Gawar Narnaul Highway Pvt. Ltd.- Delhi	DLH	DRC-01	12-Jan-24	Not Quantified	Reply Filed, Pending at department end
11	Gawar Narnaul Highway Pvt. Ltd.- Delhi	HR	Audit Requisition Ref.	18-Sep-24	Not Quantified	NA
12	Gawar Rohna Jhajjar Highway Pvt. Ltd.	HR	Summon u/s 70 issued for making Inquiry	09-Apr-21	Not Quantified	Reply Filed, Pending at department end
13	Gawar Rohna Jhajjar Highway Pvt. Ltd.	HR	ADT-01	21-Aug-24	Not Quantified	Reply Filed, Pending at department end
14	Gawar Rohna Sonapat Highways Pvt. Ltd.	HR	ADT-01 Audit Notice	11-Jul-23	Not Quantified	SPV is under jurisdiction of DGGI
15	Hardiya Hasanpur Highway Pvt. Ltd	BH	General Investigation	12-May-23	Not Quantified	Reply Filed, Pending at department end

Appendix 5.2 – Summary of Ongoing Income Tax Cases

Name of the Company	Forum	Petition/Appeal against	Petition/Appeal filing date	Status	Issue	Client remarks for 31.03.25
Gawar Kiratpur Nerchowk Highway Private Limited	Faceless Assessment unit	Income Tax Department		Pending	Income tax scurtiny assessment u/s 143(3)	62.40
Gawar Kiratpur Nerchowk Highway Private Limited	CIT(A)	Order u/s 143(3)	26-04-2024	Pending	Disallow of Finance Expenses	2.63
Gawar Narnaul Highway Private Limited	CIT(A)	Intimation u/s 143(1) and Rectification intimation u/s 154	17-04-2024	Pending	TDS Credit of Rs. Rs.1,36,34,348 is not allowed by CPC applying Rule 37BA as per intimation under section 143(1)	15.11
Gawar Rohna Jhajjar Highway Private Limited	CIT(A)	Refund pending due to rule 37BA		Pending	TDS Credit Disallowed	13.74
Gawar Khajuwal	CIT(A)	Refund pending due to rule 37BA		Pending	TDS Credit Disallowed	5.06
Gawar Khajuwal	CIT(A)	Refund pending due to rule 37BA		Pending	TDS Credit Disallowed	33.72

Appendix 6 – Brief Details about the Valuer

Professional Experience

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 specialization 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)
- Registered Insolvency Professional
- IBBI Registered Valuer

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Registration Details

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

<< End of Report >>