

IRB Infrastructure private limited

(A subsidiary of
IRB INFRASTRUCTURE DEVELOPERS LTD)



Registered Office :

IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.
Tel: 91 - 22 - 6640 4299 • Fax: 91 - 22 - 6640 4274 • e-mail: info@irbfl.co.in • www.irbfl.co.in
CIN : U28920MH1997PTC112628

Date – June 2, 2022

Corporate Relationship Department, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001.	Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai.
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Dear Sir/ Ma'am,

Re - Scrip Code: 540526; Symbol: IRBINVIT

Sub – Annual General Meeting of IRB InvIT Fund.

Please note that 5th Annual General Meeting of IRB InvIT Fund is convened on June 27, 2022 through Video conferencing.

Pursuant to Regulation 23 of SEBI (Infrastructure Investment Trusts) Regulations, 2014, we are enclosing herewith:

1. The Annual Report for the period ended March 31, 2022;
2. Notice of the 5th Annual General Meeting of IRB InvIT Fund to be held on June 27, 2022 through Video Conferencing.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

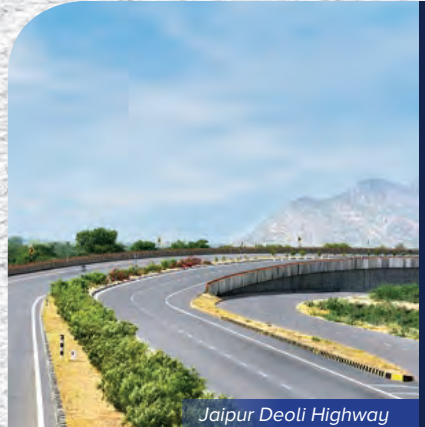
**For IRB Infrastructure Private Limited
(Investment Manager to IRB InvIT Fund)**

**Vinod Kumar Menon
Whole Time Director & CEO**

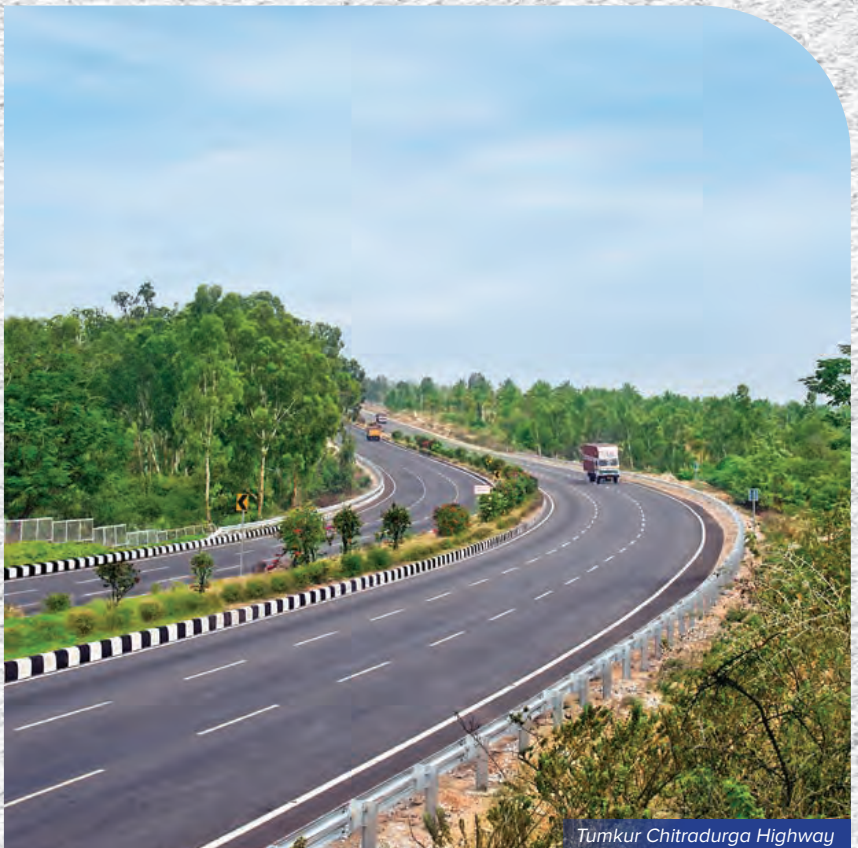
ANNUAL
REPORT
2021-22



Pathankot Amritsar Highway



Jaipur Deoli Highway



Tumkur Chitradurga Highway



Tumkur Chitradurga Highway



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Corporate Information

IRB InvIT Fund (Trust)

Registered Office

IRB Complex,
Chandivali Farm, Chandivali Village,
Andheri (E), Mumbai - 400 072,
Maharashtra, India

SEBI Registration No:

IN/InvIT/15-16/0001
Tel.: 022 6640 4299
Fax: 022 6640 4274
E-mail: info@irbinvit.co.in
Website: www.irbinvit.co.in

Compliance Officer:

Ms. Swapna Vengurlekar

Bankers/Lenders

State Bank of India
IDFC First Bank Ltd.
Indian Bank

Auditors

Suresh Surana & Associates LLP

Securities Information

BSE Ltd.: 540526
National Stock Exchange of India Ltd.:
IRBINVIT
ISIN: INE183W23014

Investment Manager

IRB Infrastructure Private Limited
CIN: U28920MH1997PTC112628

Registered Office

IRB Complex,
Chandivali Farm, Chandivali Village,
Andheri (E), Mumbai - 400 072,
Maharashtra, India
Tel.: +91 22 6640 4299
Fax: +91 22 6640 4274
E-mail: info@irbfl.co.in
Website: www.irbfl.co.in

Board of Directors

Mr. R. P. Singh
Chairman of the Board

Mr. Sunil Tandon
Independent Director

Mr. Vinod Kumar Menon
Whole-time Director and CEO

Mr. Nikesh Jain
Independent Director

Key Managerial Personnel

Mr. Vinod Kumar Menon
Whole-time Director and CEO

Mr. Rushabh Gandhi
Chief Financial Officer

Ms. Swapna Vengurlekar
*Company Secretary and
Compliance Officer*

Trustee of the Trust

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg,
Ballard Estate
Mumbai - 400 001
Tel.: +91 22 4080 7000
Fax: +91 6631 1776
E-mail: itsl@idbitrustee.co.in

Contact Persons

- Mr. Shivaji Gunware
- Mr. Naresh Sachwani

Registrar & Transfer Agent

Kfin Technologies Limited
Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500 032
Tel.: +91 40 6716 2222, 7961 1000

Valuer

Mr. S. Sundararaman
5B, "A" Block, 5th Floor,
Mena Kampala Arcade, New #18 & 20,
Thiagaraya Road,
T. Nagar, Chennai - 600 017
Tel: +91 4428154192
Fax: +91 4442132024
IBBI Registration Number -
IBBI/RV/06/2018/10238

Review Opinion Report

Baker Tilly DHC Business Private Limited
Devarati, 1st Floor,
8 Dr Rajendra Road,
Kolkata - 700 020



Tumkur Chitradurga Highway

IRB InvIT: Efficiently Managing Assets and Delivering Sustained Returns

IRB InvIT Fund (IRB InvIT), backed by marquee investors, is India's first infrastructure investment trust formed to democratize ownership of road assets and providing consistent returns to investors.

We operate and maintain a portfolio of well-established road assets in a highly-efficient manner to ensure seamless traffic flow and thus high toll collections. Over the years, continual improvement in effectively managing operating cost and a robust financial structure marked by AAA credit rating and low-cost debt, have enabled us to sustainably generate higher cash flows for distribution among unitholders.

Having a solid financial position and backing from the Sponsors, we are well-positioned to take advantage of the growth potential in India's road sector. We intend to continually and cautiously review and enhance our portfolio to drive more value creation.

Profile

IRB InvIT is an infrastructure investment trust. Established in 2017, it provides investors a platform to invest in cash flow (toll) generating road infrastructure assets. The Trust raised capital by issuing units to investors which was subsequently listed on the stock exchanges. It obtained the Registration no. IN/InvIT/15-16/0001 from the Securities and Exchange Board of India (SEBI), under SEBI (Infrastructure Investment Trusts) Regulations, 2014.

What Makes IRB InvIT an Attractive Investment Asset

AAA Rated

AAA/Stable rating from both CARE ratings and India ratings

Value Accretive Growth

Stable cumulative returns of ₹ 50.30/ unit of distribution to unit holders involving ₹ ~29,200 millions of cash distributed in less than five years

Assets with Proven Track Record

Seven geographically diversified assets with a proven track record of growth in traffic and toll

Operational Efficiency

Fixed price O&M agreement for a period of 10 years with project manager

Optimal Capital Structure

Low debt equity of 0.27:1 providing headroom for growth

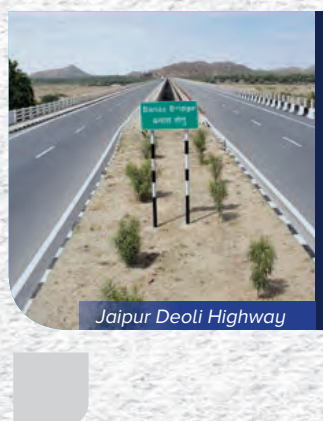
Low Cost of Financing

Low financing cost of 7.25%

Note: Bharuch-Surat project has been successfully handed over to the Authority on March 31, 2022



Talegaon Amravati Highway



Performing Resiliently Across Our Geographically Diversified Portfolio

Over an existence of last 5 years, we have been maintaining a solid and geographically diversified portfolio of seven toll generating road assets, managed in pursuant to National Highways Authority of India's (NHAI) Concession Agreements. These assets have a strong track record of consistent growth in traffic and toll collections.

Despite the persistent challenging scenarios arising out of the COVID-19 Pandemic and Farmers' agitation in some part of the Country, these assets continued to deliver a solid performance in the second consecutive year, i.e., FY22, reinforcing their quality and growth potentials.

How IRB InvIT Assets Performed

13.95%

Increase in per day gross toll collections from ₹ 4.3 Crore in FY 2020-21 to ₹ 4.9 Crore in FY 2021-22

₹ 3.92 Million

Average per day collections at Pathankot-Amritsar BOT Project toll plazas during December 2021 to March 2022

₹ 11,586 Million

Total EBITDA from projects as compared to ₹ 9,343 Million in FY 2020-21

₹ 17,753 Million

Total Gross Toll Collections as compared to ₹ 14,873 Million in FY 2020-21

₹ 14,003 Million

Total Net Income from operations as compared to ₹ 11,609 Million in FY 2020-21

Jaipur Deoli Highway



Jaipur Deoli Highway



Project-wise Performance in FY 2021-22

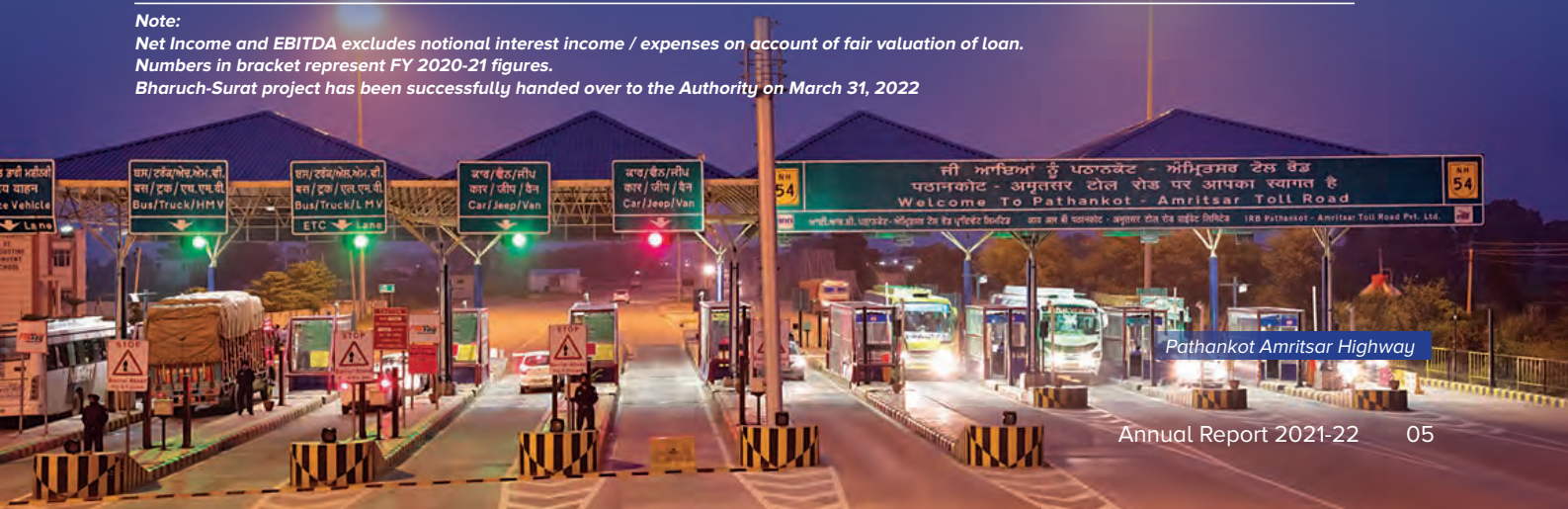
IDAA Infrastructure Limited (IDAA) Bharuch - Surat BOT Project 65 km (47.35 km six-lane and 17.65 km four-lane)	Gross Toll Collections ₹ 2,981 Million (₹ 2,377 Million)	Net Income ₹ 3,005 Million (₹ 2,375 Million)	EBITDA ₹ 2,329 Million (₹ 1,787 Million)
IRB Surat Dahisar Tollway Limited (IRBSD) Surat - Dahisar BOT Project 239 km six-lane carriageway	Gross Toll Collections ₹ 8,205 Million (₹ 6,702 Million)	Net Income ₹ 4,033 Million (₹ 3,399 Million)	EBITDA ₹ 3,867 Million (₹ 2,991 Million)
IRB Talegaon Amravati Tollway Limited (IRBTA) Talegaon - Amravati BOT Project 66.73 km four-lane carriageway	Gross Toll Collections ₹ 798 Million (₹ 725 Million)	Net Income ₹ 790 Million (₹ 726 Million)	EBITDA ₹ 526 Million (₹ 553 Million)
IRB Jaipur Deoli Tollway Limited (IRBJD) Jaipur - Deoli BOT Project 148.77 km six-lane carriageway	Gross Toll Collections ₹ 1,202 Million (₹ 1,025 Million)	Net Income ₹ 1,213 Million (₹ 1,043 Million)	EBITDA ₹ 742 Million (₹ 606 Million)
IRB Tumkur Chitradurga Tollway Limited (IRBTC) Tumkur - Chitradurga BOT Project 114.00 km six-lane carriageway	Gross Toll Collections ₹ 2,963 Million (₹ 2,626 Million)	Net Income ₹ 2,759 Million (₹ 2,681 Million)	EBITDA ₹ 2,603 Million (₹ 2,612 Million)
M.V.R Infrastructure & Tollways Limited (MVR) Omaller - Salem - Namakkal BOT Project 68.63 km four-lane carriageway	Gross Toll Collections ₹ 1,189 Million (₹ 963 Million)	Net Income ₹ 942 Million (₹ 755 Million)	EBITDA ₹ 810 Million (₹ 647 Million)
IRB Pathankot Amritsar Toll Road Limited (IRBPA) Pathankot - Amritsar BOT Project 102.42 km four-lane carriageway	Gross Toll Collections ₹ 415 Million (₹ 455 Million)	Net Income ₹ 1,231 Million (₹ 596 Million)	EBITDA ₹ 810 Million (₹ 189 Million)

Note:

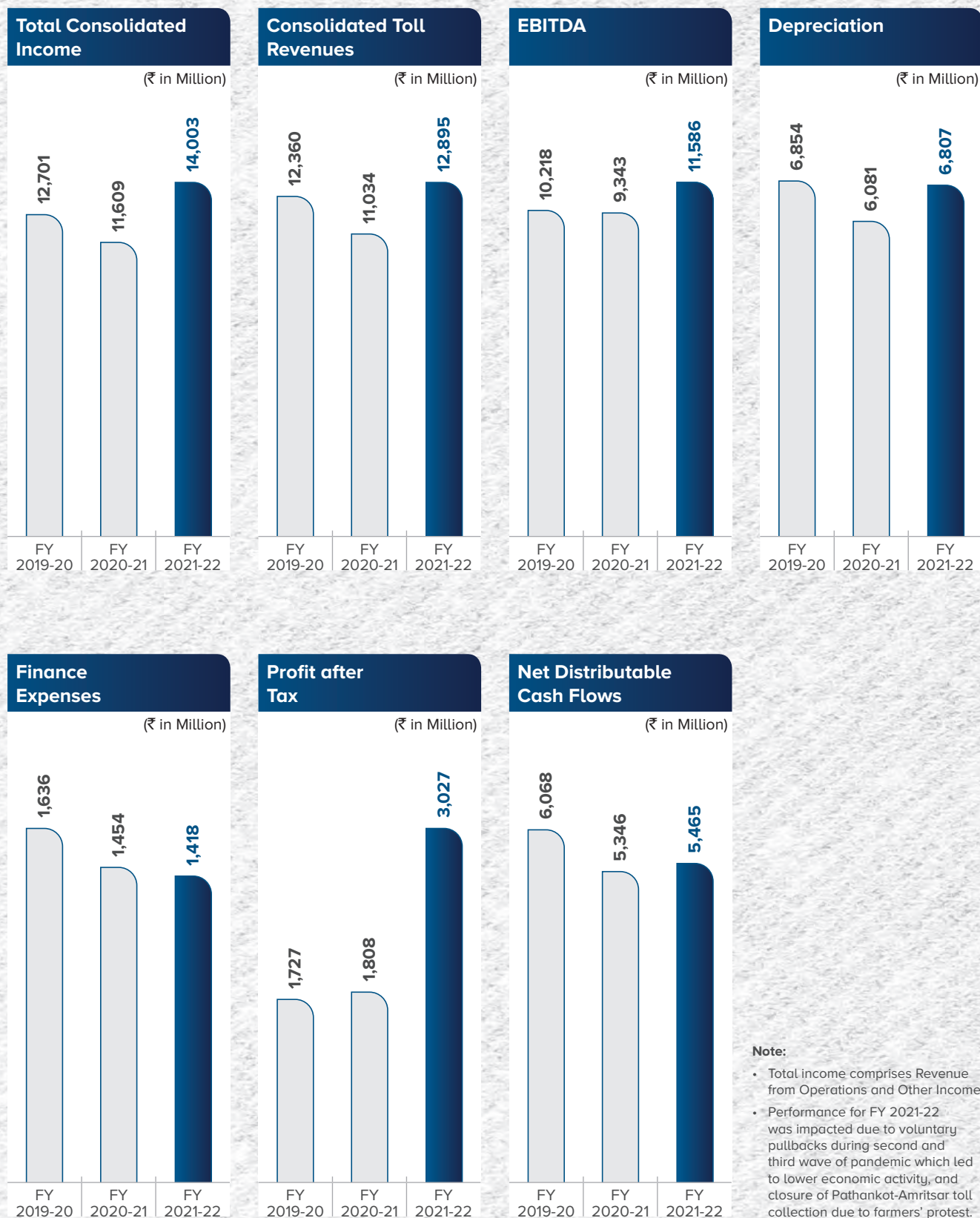
Net Income and EBITDA excludes notional interest income / expenses on account of fair valuation of loan.

Numbers in bracket represent FY 2020-21 figures.

Bharuch-Surat project has been successfully handed over to the Authority on March 31, 2022



Track Record of Strong and Stable Performance



Investment Manager's Message



Backed by a resurgent economy and sharp tariff rate revision of 10.2% from April 2022 in four of our assets, we expect healthy growth in revenue for these projects

Dear Unitholders,

On behalf of the Board of Directors of Investment Manager, it gives me great pleasure to share the performance highlights of IRB InvIT Fund ("the Trust") for FY 2021-22.

FY 2021-22 witnessed the 2nd and 3rd waves of COVID-19 pandemic resulting in partial lockdown which restricted business activity across all projects. In addition to this, farmers' agitation hampered the operations of our project in Punjab for nearly nine months. Despite the above challenges, your Trust was able to distribute ₹ 9.00 per unit for FY 2021-22, aggregating a total distribution of ₹ 50.30 per unit since listing in May 2017.

On completion of the respective concession periods, the Bharuch-Surat BOT Project was handed over to NHAI at the end of FY 2021-22 and Surat-Dahisar BOT Project was handed over to NHAI in May 2022. During the year, we have re-financed a significant part of the external debt of the Trust resulting in interest savings of 0.35% p.a. Your Trust continues to enjoy AAA ratings for its debt.

In the last few months, we have seen a good recovery in traffic. Our toll collection through FASTag (ETC) has reached more than 95%, resulting in further efficiency and transparency. Backed by a resurgent economy and sharp tariff rate revision of 10.2% from April 2022 in four of our assets, we expect healthy growth in revenue for these projects.

We are actively engaged in evaluation of potential acquisition opportunities. We are also looking at the projects of the Sponsor Company. We will reach out to our esteemed unitholders after due diligence and full evaluation.

I would like to thank all the stakeholders, including our Sponsor/ Project Manager, staff, and vendors who have done a tremendous job despite the challenges posed by COVID. To conclude, I once again express my sincere gratitude to all the unitholders for the continued faith in the Trust, and the valuable support and guidance from time to time.

Thank you.

R. P. Singh

Chairman of the Board,

Investment Manager of the Trust

Talegaon Amravati Highway

Environment, Social and Governance

Environment

Operating Responsibly

We are committed to operating in an environmentally and socially responsible manner and have adopted a 'We Care' attitude towards it. We demonstrate this through sustained and well-planned initiatives including:

- Ensuring all parties to the Trust imbibe 'We Care' attitude across their functions and initiatives
- Ensuring environmental and social consciousness in operations and maintenance of all Portfolio Assets under the Trust
- Deploying advanced technology-based equipment and machinery, and systems-driven approach in all process to enhance productivity and efficiency
- Undertaking efforts around adequate tree plantations, re-cycling of construction materials, water conservation, minimizing environmental impact of operations and optimizing resource usage to low carbon footprint

Social

Ensuring Health and Wellbeing of Employees

We undertake initiatives around employee health & safety and well-being, and strive for a performance-driven culture. This helps in enhancing employee motivation and productivity for driving organizational growth.

Key employees related initiatives include:

- Adopting a culture of health and safety excellence led by strong leadership and people commitment at all levels. We ensure stringently following all the health and safety guidelines laid down by regulatory to achieve our prime objective of zero high risk incidents
- Having in place a robust talent management program focused on acquiring talent with diverse knowledge and skills, and constantly engaging with them to enhance their productivity. This helps in driving operational performance while ensuring lower costs and risks
- Supporting development of local people and economy through local procurement of goods and services as well as hiring local people wherever possible

Giving back to Society

We strive for holistic development of communities, especially the underprivileged, through facilitating projects aimed at bringing positive change at scale and also remaining responsive to their needs.

Key social initiatives include:

We encourage parties to Trust to promote and facilitate health and educational initiatives, especially focused on girl child in coordination with local bodies, voluntary organizations and other Government departments.

Governance

Ensuring Interest of all Stakeholders

We undertake sustained engagements with all stakeholders to understand and address their issues on priority basis. Further, we interact with the Regulators towards improving regulatory framework in the interest of all stakeholders. Our efforts are helping us build strong Stakeholder Relations and reduce grievances.

Experienced and Diverse Board

IRB InvIT is managed by Investment Manager. They have a robust top management and Board with members having diverse skills and experience. Some of their professionals have made strategic contribution in development of banking and infrastructure sectors over last four decades. Their Board has significant independence with atleast half members being Independent which ensures considering interest of all stakeholders.

Transparent and Ethical Practices

We have well-defined policies and Code of Conduct which governs all actions of the Trust and related parties, thereby ensuring conducting business in an ethical manner. We have also since inception appointed renowned Audit firm to ensure our accounts are true and fair. The Trust does not have any instances relating to unethical practices or frauds.

Further, as on March 31, 2022, 95% of our toll collection is done electronically through FASTag/ETC which ensures high level of efficiency and transparency.

Trustee

Our Trustee, IDBI Trusteeship Services Ltd, plays active role in ensuring that all conduct and actions of the Trust is carried out in line with its stated objectives and the regulatory requirement.

Strong Governance with Able Leadership

The business operations of the Investment Manager are managed by a team of professionals with experience in the road infrastructure sector.

In accordance with the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, atleast half of the Board of Directors of the Investment Manager are independent, and are not directors or members of the governing board of another infrastructure investment trust.

Brief profiles of the Directors and Key Management Personnel are narrated below.

Board of Directors of Investment Manager

Mr. Rajinder Pal Singh - Retd. IAS

Director and Chairman of the Board
Master's in Mathematics

Mr. Sunil Tandon - Retd. IAS

Independent Director
MBA (Financial Management & Strategy)

Mr. Vinod Kumar Menon

Whole-time Director & Chief Executive Officer (CEO)
B. Tech (Civil Engineering)

Mr. Nikesh Jain

(w.e.f. March 16, 2022)
Chartered Accountant

Key Management Personnel

Mr. Vinod Kumar Menon

Whole-time Director & Chief Executive Officer (CEO)
B. Tech (Civil Engineering)

Mr. Rushabh Gandhi

Chief Financial Officer
CA, LLB

Ms. Swapna Vengurlekar

Company Secretary & Compliance Officer
B.Com, LLB, CS

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Report of Investment Manager

for the year ended March 31, 2022

Activities of the Trust

IRB InvIT Fund (the Trust) has been settled by IRB Infrastructure Developers Limited (the “Sponsor”) pursuant to the Indenture of Trust in Mumbai, India, as an irrevocable trust in accordance with the Trusts Act. The Trust has been registered with SEBI as an Infrastructure Investment Trust under Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the InvIT Regulations) (Registration Number: IN/InvIT/15-16/0001). The object and purpose of the Trust is to carry on the activity of an infrastructure investment trust under the InvIT Regulations, to raise resources in accordance with the InvIT Regulations and to make investments in accordance with its investment strategy.

The Trust owns, operates and maintains a portfolio of seven toll-road assets in the Indian states of Maharashtra, Gujarat, Rajasthan, Karnataka, Tamil Nadu and Punjab. These toll roads are operated and maintained pursuant to concessions granted by the NHAI. The Trust is listed on both the Stock exchanges i.e. National Stock Exchange of India Limited and BSE Limited since May 18, 2017.

Financial Statements

The Summary of financial information on Consolidated & Standalone Financial Statement of the Trust as on March 31, 2022 is as follows:

Particulars	(Amt in Lakhs)			
	Consolidated		Standalone	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Total Income	140,034.35	116,088.81	54,768.04	57,901.75
Total Expenditure	106,435.25	98,006.50	19,466.49	12,447.90
Profit before tax	33,599.10	18,082.31	35,301.55	45,453.85
Less: Provision for tax				
Tax expenses	3,333.11	(1.85)	-	-
Profit after tax	30,265.99	18,084.16	35,301.55	45,453.85
Add: Profit at the beginning of the year	(95,850.79)	(80,227.27)	9,997.81	(1,787.04)
Profit available for appropriation	(65,584.80)	(62,143.11)	45,299.36	43,666.81
Less: Appropriations:				
Unit Issue Expenses	-	-	-	-
Interest Distribution	30,766.50	33,669.00	30,766.50	33,669.00
Other comprehensive income/(loss) for the period	10.01	(38.68)	-	-
Balance Carried Forward to Balance Sheet	(96,341.29)	(95,850.79)	14,532.86	9,997.81

Management Discussion and Analysis

The Management Discussion and Analysis Report form a part of the Annual Report and include various matters specified under the InvIT Regulations.

Assets of the Trust

Project wise brief details of all the assets of the Trust are as follows:

Particulars	IDAA Infrastructure Limited (IDAA)	IRB Surat Dahisar Tollway Limited (IRBSD)	IRB Talegaon Amravati Tollway Limited (IRBTA)	IRB Jaipur Deoli Tollway Limited (IRBJD)	IRB Tumkur Chitradurga Tollway Limited (IRBTC)	M.V.R. Infrastructure and Tollways Limited (MVR)	IRB Pathankot Amritsar Toll Road Limited (IRBPA)
Concession period (in years)	15	12	22	25	26	20	20
Concession start date	January 2, 2007	February 20, 2009	September 3, 2010	June 14, 2010	June 4, 2011	August 14, 2006	December 30, 2010
Concession end date without reduction/ extension	January 1, 2022	February 19, 2021	September 2, 2032	June 13, 2035	June 3, 2037	August 13, 2026	December 30, 2030
Concession end date with reduction/ extension	March 31, 2022	May 25, 2022	May 20, 2037	October 4, 2040	September 25, 2037	December 20, 2026	October 21, 2035

IRB InvIT Fund

Particulars	IDAA Infrastructure Limited (IDAA)	IRB Surat Dahisar Tollway Limited (IRBSD)	IRB Talegaon Amravati Tollway Limited (IRBTA)	IRB Jaipur Deoli Tollway Limited (IRBJD)	IRB Tumkur Chitradurga Tollway Limited (IRBTC)	M.V.R. Infrastructure and Tollways Limited (MVR)	IRB Pathankot Amritsar Toll Road Limited (IRBPA)
Tolling start date	September 25, 2009	February 20, 2009	April 24, 2013	September 27, 2013	June 4, 2011	August 14, 2009	November 27, 2014
Total project cost (₹ in Million)	14,054.90	25,285.74	8,925.95	17,746.96	11,420.00	3,075.99	14,453.10
No. of Toll plazas	1	4	1	2	2	1	2
Km Length	65.00	239.00	66.73	148.77	114.00	68.63	102.42
Lane Km	390.00	1,434.00	267.00	595.00	684.00	275.00	410.00
State	Gujarat	Maharashtra & Gujarat	Maharashtra	Rajasthan	Karnataka	Tamil Nadu	Punjab
National Highway	NH 8	NH 8	NH 6	NH 12	NH 4	NH 7	NH 15

The Trust has not invested in under-construction projects.

During the period, the Trust has neither acquired any new assets nor divested any of its existing Assets.

IDAA Infrastructure Limited has successfully completed Concession Period of Six/Four laning of Km. 198/000 to 263/400, Bharuch–Surat section of NH-8 in Gujarat on Build, Operate & Transfer (BOT) basis - Package BOT 2 on March 31, 2022 and handed over the Project Highway including Project Assets to National Highways Authority of India (NHAI) in terms of the Concession Agreement.

IRB Surat Dahisar Tollway Limited has successfully completed Concession Period of “Six laning of Surat Dahisar section of NH 8 from Km. 263.00 to Km. 502.00, in the State of Gujarat and Maharashtra executed as BOT (Toll) on DBFO pattern under NHDP Phase V” (“**Project**”) on May 25, 2022 and handed over the Project Highway including Project Assets to National Highways Authority of India (NHAI) in terms of the Concession Agreement.

Project-wise Revenue from the Underlying Projects

Details of Project wise Gross Toll collection from the underlying assets are as follows:

(Amt in Lakhs)									
Particulars	Q1	Q2	Q3	Q4	For the Year ended March 31, 2022	For the Year ended March 31, 2021*	For the Year ended March 31, 2020	For the Year ended March 31, 2019	For the Year ended March 31, 2018
IDAA	5,911.39	7,545.54	8,121.29	8,229.96	29,808.18	23,772.44	24,705.63	22,818.66	21,612.42
IRBSD	17,063.69	20,096.87	22,288.15	22,603.49	82,052.20	67,020.23	72,141.18	67,716.88	63,622.68
IRBTA	1,749.03	2,049.24	2,080.44	2,096.56	7,975.27	7,249.05	7,204.74	6,836.38	6,164.94
IRBJD	2,308.08	2,903.87	3,244.29	3,568.02	12,024.26	10,252.17	10,086.88	9,756.26	11,962.52
IRBTC	5,840.08	7,719.91	8,018.18	8,052.41	29,630.58	26,261.09	27,036.72	27,787.08	25,679.64
MVR	2,131.54	3,003.63	3,376.43	3,378.33	11,889.93	9,633.41	10,125.19	9,600.70	8,513.81
IRBPA**	0.11	0.02	533.75	3,612.80	4,146.68	4,551.57	12,315.34	12,185.67	12,020.35
Total	35,003.92	43,319.08	47,662.53	51,541.57	177,527.10	148,739.96	163,615.68	156,701.63	149,576.36

* Toll Collection for the year is for 346 days as tolling was suspended up to 19.04.2020 as per NHAI Circular due to Covid-19 pandemic across the Country

** Toll collection stopped due to farmer's protests in the state of Punjab in the month of October, 2020 and recommenced tolling on December 16, 2021. IRBPA has filed interim claims with NHAI as per the provisions of Concession Agreement.

Summary of the Valuation

The Investment Manager has submitted full valuation report for the financial year ended March 31, 2022 as received from the Valuer with the Stock Exchanges within stipulated time period. The summary of full valuation report is enclosed as “**Annexure A**”.

The Toll Revenue and O&M Cost Projection Report issued by M/s. GMD Consultants, Technical Consultant, for each Project SPV was submitted to the Stock Exchanges within stipulated time period.

Valuation of Assets and NAV

Statement of Net Assets at Fair Value as at March 31, 2022

Particulars	Amt in Lakhs
A. Assets	14,39,601.13
B. Liabilities	8,52,810.09
C. Net Assets	5,86,791.04
Outstanding units	5,805
NAV at Fair Value amount in ₹ (Per Unit)	101.08

Borrowings

Details of Borrowings or repayment of borrowings on standalone and consolidated are as follows:

Particulars	Opening Balance (April 1, 2021)	Loan availed / moratorium during the period	Loan repaid during the period	(Amt in Lakhs) Closing Balance (March 31, 2022)
Secured loan				
Loan from SBI	101,632.95	-	3,675.00	97,957.95
Loan from IDFC First Bank / Indian Bank	45,997.50	-	1,750.00	44,247.50
Total	147,630.45	-	5,425.00	142,205.45

Credit Rating

CARE Ratings Limited has reaffirmed "CARE AAA" to the Trust's long term bank facilities of ₹ 1,462.04 Crores with a stable outlook.

India Ratings and Research (Ind-Ra) has affirmed the Trust's long term senior debt rating at "IND AAA" with stable outlook.

Investment Manager

IRB Infrastructure Private Limited is the Investment Manager (IM) of the Trust and has been designated as such pursuant to the Investment Management Agreement dated March 3, 2016. The Investment Manager is responsible for making investment decisions with respect to the underlying assets or projects of the Trust (Project SPVs), including any further investment or divestment of its assets, in accordance with Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the InvIT Regulations) and the Investment Management Agreement.

Directors of Investment Manager

Sr. No.	Name of Director	DIN	Designation
1.	Mr. Rajinder Pal Singh	02943155	Non-Executive Non-Independent Director
2.	Mr. Vinod Kumar Menon	03075345	Whole-time Director & Chief Executive Officer
3.	Mr. Sunil Tandon	00874257	Independent Director
4.	Mr. Nikesh Jain	06837475	Independent Director

During the year under review, Mr. Rajinder Pal Singh, Independent Director of the Company has completed second term as an Independent Director of the Investment Manager w.e.f. February 13, 2022 and was appointed as Non-Executive Non-Independent Director w.e.f. February 14, 2022.

Mr. Nikesh Jain was appointed as an Independent Director of the Investment Manager with effect from March 16, 2022 for a term of 5 years.

Brief Profiles of the Investment Manager's Directors**a) Mr. Rajinder Pal Singh (DIN: 02943155)**

Mr. Rajinder Pal Singh, aged 70 years, is a Non-Executive Director and Chairman of the Board of Investment Manager. He holds a master's degree in mathematics from Advanced Centre for Pure Mathematics, Punjab University, Chandigarh. He taught pure mathematics & statistics to graduate classes, before he joined the Indian Administrative Service. He has wide experience in regulatory areas of finance, industry, urban development and infrastructure. He worked both as Commissioner of Hyderabad Municipal Corporation & Vice Chairman of Hyderabad Urban Development Authority. He was also the Managing Director of Andhra Pradesh Industrial Development Corporation and Commissioner of Taxation in Andhra Pradesh. He was posted to Punjab & Sind Bank as its Chairman from March, 2005 to September, 2009. He retired as Secretary to Government of India in the Department of Industrial Policy & Promotions and post retirement was appointed by the Government of India as Chairman of National Highways Authority of India (NHAI). At present, he is a Director of Maruti Suzuki India Limited, Nirlon Limited and Macrotech Developers Limited.

b) Mr. Vinod Kumar Menon (DIN: 03075345)

Mr. Vinod Kumar Menon, aged 56 years, is a Whole Time Director & Chief Executive Officer of the Investment Manager. He holds a Bachelor of Technology degree in Civil Engineering. He has experience of 35 years in the fields of infrastructure development

and management. Previously, he was the president (business development) of the Sponsor. He currently serves as the vice-president of the National Highway Builder Federation - a non-profit organisation.

c) Mr. Sunil Tandon (DIN: 00874257)

Mr. Sunil Tandon, aged 64 years, is an Independent Director of the Investment Manager. He is a former IAS officer with a master's degree in Business Administration (specialisation in Financial Management & Strategy) from the Strathclyde Business School, UK. He has over 42 years in the private sector and in the government; experience spans the entire spectrum from implementation of policy to policy formulation and conceiving and grounding of large infrastructure projects. He held positions of CEO and MD of various large corporates such as SKIL Group, Pipavav Port, Pipavav Rail, GMR Infrastructure, Capital Partners, 50 HZ India Private Limited, etc. He held senior positions in state and central governments and specialises in setting up ("concept to completion") large infrastructure projects (Ports, Defence Shipyards, Airports, Railways, Expressways, Special Economic Zones), project management and finance, joint ventures, mergers and acquisitions, public administration, public private partnership and advising corporates and state governments on risk mitigation strategies for large projects. He has worked with and advised State Governments of Madhya Pradesh, Chhattisgarh, Tamil Nadu, Andhra Pradesh, Gujarat, Rajasthan and Orissa, on large infrastructure projects and Public Private Partnerships. He also served as Nodal officer in the Ministry of Finance, Government of India for various projects financed by various foreign government agencies and organizations and worked with various foreign governments. He was former Chairman of several Infrastructure Committees of Trade bodies such as CII, Assocham and FICCI. He served as Secretary to the Union Minister of State for Finance and Deputy Secretary/Director in the Ministry of Finance.

d) Mr. Nikesh Jain (DIN: 06837475)

Mr. Nikesh Jain, aged 46 years, is an Independent Director of the Investment Manager. He is a fellow member of the Institute of Chartered Accountants of India and partner of JMR Associates LLP (since 2012). He is the Senior Partner of JMR Associates LLP and is in charge of assurance & advisory practice. He has experience of over twenty years in the field of Statutory Audits, Internal Audit, and also diversified experience in Valuations of shares, Initial Public Offer, Consolidation of mid-size Companies, Due Diligence, Valuation of Business, Merger, Acquisition, International and Domestic Taxation, FEMA & RBI Compliances, NBFC, Goods and Service Tax and Accounting System Monitoring Assignments. Earlier, he worked with many renowned Chartered Accountant Firms.

Board Meetings

For the period ended March 31, 2022, the Board of Directors of Investment Manager of the Trust met 5 times on May 15, 2021, August 7, 2021, October 23, 2021, February 8, 2022 and March 16, 2022.

Further, circular resolutions were passed by the Board of Directors on April 29, 2021, July 27, 2021, September 15, 2021, December 10, 2021 and December 25, 2021.

Details regarding the attendance of the Directors at the Board Meetings held during the period ended March 31, 2022, are provided in the following table:

Director	No. of Board Meetings Attended
Mr. Rajinder Pal Singh	5
Mr. Vinod Kumar Menon	5
Mr. Sunil Tandon	5
Mr. Nikesh Jain*	0

**Appointed w.e.f. March 16, 2022 as an Independent Director*

Brief Profiles of the Investment Manager's Key Personnel

a) Mr. Vinod Kumar Menon

For details in relation to Mr. Vinod Kumar Menon, see "Brief Profiles of the Investment Manager's Directors".

b) Mr. Rushabh Gandhi

Mr. Rushabh Rakesh Gandhi, aged 32 years, is a qualified Chartered Accountant (ICAI) and also holds a degree in Law. Previously, he served as the CFO of the Sponsor. He has been associated with IRB Group for more than 10 years. He has experience in Accounts, Audit, Finance, Taxation and business reorganisation. He has also been actively participating in the fund raising activities of IRB Group in last 8 years.

c) Ms. Swapna Vengurlekar

Ms. Swapna Vengurlekar, aged 31 years, has been designated as the Company Secretary and Compliance Officer by the Investment Manager with respect to the Trust. She joined the Sponsor Group in May 2015. She has done B. Com and LL.B. from Mumbai University. She is an associate member of the Institute of Company Secretaries of India. She has more than ten years of experience in the field of Corporate Affairs and Compliances of Company Law and Securities Law. Prior joining to Sponsor Group, she was associated with M/s. Makarand M. Joshi & Co., Practising Company Secretary and SKP Crossborder Consulting Private Limited.

Details of the Holding by the Investment Manager and its Directors in the Trust

As on March 31, 2022, as per the disclosures received from the Directors of Investment Manager, following Investment Manager's Director(s) holds Units of the Trust:

Director	No. of Units held
Mr. Vinod Kumar Menon	30,000

Summary of the Standalone Financial Statements of the Investment Manager

The Investment Manager has no subsidiaries. For a summary of the financial statements of the Investment Manager, as derived from the standalone financial statements of the Investment Manager, prepared in accordance with Ind AS and the Companies Act, 2013 as of and for the financial year ended March 31, 2022, please refer website of Investment Manager i.e. www.irbfi.co.in.

Codes / Policies

In order to adhere the good governance practices in IRB InvIT Fund, the Investment Manager has adopted the following policies in relation to IRB InvIT Fund:

Code of Conduct

The Investment Manager has adopted a Code of Conduct in relation to the Trust and parties to the Trust.

Distribution Policy

The Investment Manager has adopted the Distribution Policy as disclosed in Final Offer Document to ensure proper, accurate and timely distribution for IRB InvIT Fund. The Distributable Income of IRB InvIT Fund is calculated in accordance with the Distribution Policy, The InvIT Regulations and any circular, notification or guidance issued thereunder.

Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons of IRB InvIT Fund (the “UPSI Policy”)

The Investment Manager has adopted the UPSI Policy (as a part of PIT) to ensure that IRB InvIT Fund complies with applicable law, including the SEBI InvIT Regulations or such other laws, regulations, rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.

Policy in relation to Related Party Transactions

To ensure proper approval, supervision and reporting of the transactions between IRB InvIT Fund and its Related Parties, the Board of Directors of the Investment Manager has adopted the Policy in relation to Related Party Transactions as disclosed in Final Offer Document, to regulate the transactions between IRB InvIT Fund and its Related Parties.

Representatives on the Board of Directors of each Project SPVs

The Investment Manager, in consultation with the Trustee, has appointed the majority of the Board of Directors of Project SPVs. Further, the Investment Manager ensures that in every meeting, including annual general meeting of Project SPVs, the voting of the Trust is exercised.

Committees

In compliance with requirement of the Companies Act, 2013 and Rules made thereunder, Investment Manager’s Board of Directors constituted the following Committees as on March 31, 2022:

- i) Audit Committee;
- ii) Nomination and Remuneration Committee and
- iii) Corporate Social Responsibility Committee

The Chairman of the Board, in consultation with the Company Secretary and the respective Chairman of these Committees, determines the frequency of the meetings of these Committees. The recommendations of the Committees are submitted to the Board for approval.

i) Audit Committee

The Audit Committee comprises of Board of Directors of the Investment Manager. The chairperson of the Audit Committee is an independent director. All members and Chairman of the Audit Committee are financially literate and have accounting and related financial management expertise.

The Composition of Audit Committee as on March 31, 2022 consists of the following member’s viz.:

1. Mr. Sunil Tandon, Chairman
2. Mr. Vinod Kumar Menon, Member
3. Mr. Nikesh Jain, Member*

**Appointed w.e.f. March 16, 2022*

The Company Secretary acts as the Secretary of the Audit Committee.

The composition, role, terms of reference as well as powers of the Audit Committee are in accordance with the Companies Act, 2013 and InvIT Regulations, as applicable.

The brief terms of reference of the Audit Committee, inter alia, includes overseeing of the Company’s financial reporting process, reviewing the financial statements with the Management, recommending appointment/ re-appointment of auditors, fixation of audit fees, reviewing the adequacy of internal audit function, holding periodic discussions with auditors about their scope and adequacy of internal control systems, discussing on any significant findings made by Internal Auditor’s and following it up with action. The Audit Committee also reviews the financials of IRB InvIT Fund and matters related thereto.

The Audit Committee met 4 times for the period ended March 31, 2022 viz. May 15, 2021, August 7, 2021, October 23, 2021 and February 8, 2022.

The following table presents the details of attendance at the Audit Committee meetings held during the period ended March 31, 2022:

Sr. No.	Name of the Member	No. of meetings attended
1.	Mr. Sunil Tandon	4
2.	Mr. Vinod Kumar Menon	4
3.	Mr. Nikesh Jain*	NA

**Appointed w.e.f. March 16, 2022 as an Independent Director*

ii) Nomination & Remuneration Committee

The Nomination and Remuneration Committee comprises of Board of Directors of the Investment Manager.

The Composition of Nomination & Remuneration Committee as on March 31, 2022 consists of the following member's viz.:

1. Mr. Sunil Tandon, Chairman
2. Mr. Rajinder Pal Singh, Member
3. Mr. Vinod Kumar Menon, Member

The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

The brief terms of reference of the Nomination and Remuneration Committee are to determine persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance, formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

The Nomination and Remuneration Committee met 3 times for the period ended March 31, 2022 viz. on May 15, 2021, February 8, 2022 and March 16, 2022.

The following table presents the details of attendance at the Nomination and Remuneration Committee meetings for the period ended March 31, 2022:

Sr. No.	Name of the Member	No. of meetings attended
1.	Mr. Rajinder Pal Singh	3
2.	Mr. Vinod Kumar Menon	3
3.	Mr. Sunil Tandon	3

Remuneration Policy

The Nomination and Remuneration Committee has laid down the criteria for determining qualifications, positive attributes and independence of a person proposed to be appointed as a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The Policy ensures –

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

iii) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee comprises of board of directors of the Investment Manager.

The Composition of Corporate Social Responsibility Committee as on March 31, 2022 consists of the following members viz.:

1. Mr. Sunil Tandon, Chairman
2. Mr. Vinod Kumar Menon, Member

The Corporate Social Responsibility Committee met on August 7, 2021 during the period ended March 31, 2022.

The following table presents the details of attendance at the Corporate Social Responsibility Committee meeting for the period ended March 31, 2022:

Sr. No.	Name of the Member	No. of meetings attended
1.	Mr. Sunil Tandon	1
2.	Mr. Vinod Kumar Menon	1

The terms of reference of CSR Committee inter-alia includes:

1. formulate and recommend to the Board, a CSR Policy that shall indicate the activities to be undertaken by the company in the areas or subject specified in Schedule VII of the Companies Act, 2013 and rules made thereunder;

2. recommend of the amount of expenditure to be incurred on the activities referred to in clause (1) above; and
3. monitor the CSR Policy of the company from time to time.

Functions, Duties and Responsibilities of the Investment Manager

The functions, duties and responsibilities of the Investment Manager are in accordance with the Investment Management Agreement and the InvIT Regulations. The Board of the Investment Manager comprises of majority of the Independent Directors having extensive experience in Infrastructure Sector and Project financing. The business operations of the Investment Manager are managed by a team of professionals with experience in the road infrastructure sector.

Sponsor and the Project Manager

IRB Infrastructure Developers Limited is the Sponsor of the Trust. The Sponsor is one of the largest infrastructure development and construction companies in India. The Sponsor has been listed on the Indian Stock Exchanges since 2008.

As of March 31, 2022; the Sponsor's portfolio comprises of 24 projects including 19 Build- Operate-Transfer (BOT), 1 Toll-Operate-Transfer (TOT) and 4 Hybrid Annuity Model (HAM) projects. The Sponsor has 20% share in India's ambitious and prestigious Golden Quadrilateral projects.

For more details about the Sponsor, please refer to www.irb.co.in

Functions, Duties and Responsibilities of the Project Manager

The Project Manager has agreed to provide professional services to carry out operations and management of the Project SPVs, including making arrangements for the appropriate maintenance, either directly or through the appointment of appropriate agents, in accordance with the terms and conditions of the relevant concession agreement, project implementation agreement and the InvIT Regulations.

Trustee

The Sponsor has settled the Trust pursuant to the Indenture of Trust dated October 16, 2015, as amended on February 17, 2017, and appointed IDBI Trusteeship Services Limited (the "Trustee") in accordance with the provisions of the InvIT Regulations.

The Trustee is registered with SEBI as a debenture trustee under the Debenture Trustees Regulations, having SEBI registration number IND000000460. The Trustee's SEBI registration certificate is valid unless it is suspended or cancelled by the SEBI.

Background of the Trustee

The Trustee is a trusteeship company registered with SEBI as a debenture trustee, and is jointly promoted by IDBI Bank Limited, Life Insurance Corporation and General Insurance Corporation for providing corporate and other trusteeship services.

The Trustee is permitted to engage in the following activities:

- i) Debenture / bond trustee;
- ii) Security trustee/ facility agent;
- iii) Securitization trustee;
- iv) Share pledge trustee / share monitoring agent;
- v) Escrow agent;
- vi) Venture Capital Fund (VCF) trustees/ Alternative Investment Fund (AIF) Trustees;
- vii) Safe keeping / lockers services;
- viii) Management of private trusts / execution of wills; and
- ix) Special corporate services (e.g. provision of nominee directors)

The Trustee has experience in providing trusteeship services to a range of corporates and institutions. The Trustee is not an Associate of the Sponsor or the Investment Manager. Further, Trustee (i) is not debarred from accessing the securities market by the SEBI; (ii) is not a promoter, director or person in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust which is debarred from accessing the capital market under any order or directions made by the SEBI; or (iii) is not in the list of the willful defaulters published by the RBI.

To the best of the knowledge of the Trustee, none of the promoters or directors of the Trustee (i) is debarred from accessing the securities market by SEBI; (ii) is a promoter, director or person in control of any other company or a sponsor, investment manager or trustee of an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; or (iii) is in the list of willful defaulters published by the RBI.

The Board of Directors of the Trustee as on March 31, 2022 is as follows:

Sr. No.	Name	Designation	DIN
1.	Ms. Padma Betail	Managing Director and CEO	00937921
2.	Mr. J. Samuel Joseph	Chairman	02262530
3.	Mr. Pradeep Kumar Jain	Director	07829987
4.	Ms. Madhuri J. Kulkarni	Director	07787126
5.	Ms. Jayashree Vijay Ranade	Director	09320683

Valuer

As per confirmation received from the Valuer, the detail of the Valuer is as follows:

Mr. S. Sundararaman

Registered Valuer

IBBI Registration Number - IBBI/RV/06/2018/10238

5B, "A" Block, 5th Floor, Mena Kampala Arcade, New #18 & 20, Thiagaraya Road, T. Nagar, Chennai – 600 017

General Disclosures

- 1) Except as stated otherwise in this report and in any other public disclosures, during the period under review, there are no changes in the clauses of trust deed, investment management agreement or any other agreement pertaining to activities of the Trust.
- 2) During the period, there are no material regulatory changes that had impacted or may impact cash flows of the underlying projects.
- 3) During the period, there is no change in material contracts or any new risk in performance of any contract pertaining to the Trust.
- 4) Except otherwise specified, during the period under review, there were no legal proceedings which may have significant bearing on the activities or revenues or cash flows of the IRB InvIT Fund.
- 5) Except otherwise specified, during the period under review, there were no material changes, events or material and price sensitive information to be disclosed for IRB InvIT Fund.

- 6) Information of the contact person of the Trust

Ms. Swapna Vengurlekar

Compliance Officer

Address: IRB Complex, Chandivali Farm, Chandivali Village,

Andheri (East), Mumbai – 400 072

Tel: +91 22 6640 4299

Fax: +91 22 6640 4274

E-mail: swapna.vengurlekar@irbfl.co.in

Unit Price Performance of the Trust

Particulars	BSE (₹)	NSE (₹)
Unit price quoted on the exchange at the beginning (Closing price of April 1, 2021)	56.27	55.68
Unit price quoted on the exchange at the end (Closing price of March 31, 2022)	52.43	52.59
Highest unit price (July 26, 2021)	60.44	-
Highest unit price (July 19, 2021)	-	60.00
Lowest unit price (April 22, 2021)	50.25	50.05

Yield Details:

Particulars	FY22	FY21	FY20	FY19	FY18
Yield (%) based on average rate	17%	21%	22%	16%	11%

Monthly highest and lowest unit price

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2021	56.99	50.25	56.25	50.05
May, 2021	56.04	52.96	56.25	53.00
June, 2021	57.40	53.95	57.48	54.00
July, 2021	60.44	55.08	60.00	55.23
August, 2021	59.72	54.00	59.70	54.11
September, 2021	59.00	56.00	59.00	56.00
October, 2021	59.71	56.01	59.67	55.91
November, 2021	58.00	55.56	58.15	55.80
December, 2021	58.37	54.05	58.00	54.00
January, 2022	58.38	54.50	58.38	54.42
February, 2022	59.49	54.10	59.95	54.20
March, 2022	55.50	52.01	55.89	52.00

Average daily volume traded

Month	Average daily volume	
	BSE	NSE
April, 2021	48,553	509,079
May, 2021	80,000	320,250
June, 2021	35,476	451,023
July, 2021	57,857	406,309
August, 2021	43,101	350,032
September, 2021	96,154	204,081
October, 2021	38,264	319,933
November, 2021	65,230	266,256
December, 2021	25,442	299,077
January, 2022	34,345	291,984
February, 2022	72,147	326,415
March, 2022	74,064	729,892

UNITHOLDING PATTERN FOR THE YEAR ENDED MARCH 31, 2022

Category	Category of Unit Holder	No. of Unit Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held
(A)	Sponsor(s) / Investment Manager / Project Manager(s) and their associates/related parties						
(1)	Indian						
(a)	Individuals / HUF	14910000	2.57	0	0	0	0
(b)	Central/State Govt.	0	0	0	0	0	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0
(d)	Any Other (specify)						
	BODIES CORPORATES	92705000	15.97	0	0	0	0
	Sub- Total (A) (1)	107615000	18.54	0	0	0	0
(2)	Foreign						
(a)	Individuals (Non Resident Indians / Foreign Individuals)	0	0	0	0	0	0
(b)	Foreign government	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0
(d)	Foreign Portfolio Investors	0	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0	0
	Sub- Total (A) (2)	0	0	0	0	0	0
	Total unit holding of Sponsor & Sponsor Group* (A) = (A)(1)+(A)(2)	107615000	18.54	0	0	0	0
(B)	Public Holding						
(1)	Institutions						
(a)	Mutual Funds	38090000	6.56	0	0	0	0
(b)	Financial Institutions/Banks	2200000	0.38	0	0	0	0
(c)	Central/State Govt.	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0
(e)	Insurance Companies	13190000	2.27	0	0	0	0
(f)	Provident/pension funds	975000	0.17	0	0	0	0
(g)	Foreign Portfolio Investors	168894421	29.09	0	0	0	0
(h)	Foreign Venture Capital investors	0	0	0	0	0	0
(i)	Any Other (specify)	0	0	0	0	0	0
	Sub- Total (B) (1)	223349421	38.48	0	0	0	0

Category	Category of Unit Holder	No. of Unit Held	As a % of Total Outstanding Units	No. of units mandatorily held		Number of units pledged or otherwise encumbered	
				No. of units	As a % of total units held	No. of units	As a % of total units held
(2)	Non-Institutions						
(a)	Central Government/State Governments(s)/President of India	0	0	0	0	0	0
(b)	Individuals	174945580	30.14	0	0	0	0
(c)	NBFCs registered with RBI	465000	0.08	0	0	0	0
(d)	Any Other (specify)	74124999	12.77	0	0	0	0
	TRUSTS	807500	0.14	0	0	0	0
	NON RESIDENT INDIANS	4697848	0.81	0	0	0	0
	CLEARING MEMBERS	720906	0.12	0	0	0	0
	BODIES CORPORATES	67898745	11.70	0	0	0	0
	Sub- Total (B) (2)	249535579	42.99	0	0	0	0
	Total Public Unit holding (B) = (B) (1)+(B)(2)	472885000	81.46	0	0	0	0
	Total Units Outstanding (C) = (A) + (B)	580500000	100.00	0	0	0	0

* includes Units held by Associates / Related Parties of Investment Manager, Sponsor & Project Manager

Distributions

The Investment Manager on behalf of the Trust has made four distribution(s) aggregating to ₹ 9.00 per Unit for the period ended March 31, 2022 to the Unitholders of the Trust (₹ 4.80 per Unit in the form of Interest & ₹ 4.20 per Unit in the form of Return of Capital). The Distribution was paid to Unitholders within time period stipulated in InvIT Regulations.

Investor Complaints

The status of complaints is reported to the Board and the Trustee on a quarterly basis. During period ended March 31, 2022, the investor complaints received by the Company were general in nature, which were responded in time to the unitholders. Details of unitholders' complaints on quarterly basis are also submitted to stock exchanges.

Status report on number of Investor's complaints/requests received and replied by the Trust for the financial year 2021-22:

INVESTOR GRIEVANCE TABLE FOR THE FINANCIAL YEAR 01.04.2021 TO 31.03.2022		
Complaints	All complaints including SCORES complaints	SCORES complaints
Number of investor complaints pending at the beginning of the year.	0	0
Number of investor complaints received during the year.	806	1
Number of investor complaints disposed of during the year.	806	1
Number of investor complaints pending at the end of the year.	0	0
Average time taken for redressal of complaints	1 Working Day	NA

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system.

The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Your Trust has been registered on SCORES and Investment Manager makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

Green Initiative

Investment Manager is concerned about the environment and utilizes natural resources in a sustainable way. InvIT Regulations allows the Trust to send official documents to their Unitholders electronically.

In terms of the InvIT Regulations, Investment Manager propose to send documents like the Notice convening the general meetings, Financial Statements, Auditor's Report and other documents to the email address provided by you with the relevant depositories.

We request you to update your email address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred email.

Issue and Buyback of Units

During the period, the Trust has not issued any additional Units. Further, during the period, the Trust has not bought back any Units.

Material Litigations and Regulatory Actions

Brief details of material litigations and regulatory actions, which are pending, against the Trust, sponsor(s), Investment Manager, Project Manager(s), or any of their associates and the Trustee if any, as at the end of the period are provided as “Annexure B”.

Risk Factors

(In this section “We”, “Our”, “InvIT” means “the Trust and/or Project SPVs owned by the Trust”)

Risks Related to our Organization and the Structure of the Trust

1. The debt financing provided by the Trust to each of the Project SPVs comprises of certain unsecured, interest-free and interest-bearing loans as well as loans that is secured by a subordinate charge on (i) the cash flows deposited in the escrow account and (ii) the escrow account of such Project SPV. The payment obligations of the respective Project SPVs in relation to such debt financing will be subordinated to all existing and future obligations of the Project SPVs towards any secured senior lenders.
2. Any payment by the Project SPVs, including in an event of termination of the relevant concession agreement, is subject to a mandatory escrow arrangement which restricts their flexibility to utilize the available funds.
3. We must maintain certain investment ratios, which may present additional risks to us.
4. The Valuation Report, and any underlying reports, are not opinions on the commercial merits of the Trust or the Project SPVs, nor are they opinions, expressed or implied, as to the future trading price of the Units or the financial condition of the Trust, and the valuation contained therein may not be indicative of the true value of the Project SPVs' assets.
5. Certain of the Project SPVs have experienced losses in prior years and any losses in the future could adversely affect our business, financial condition and results of operations, our ability to make distributions to the Unitholders and the trading price of our Units.
6. We may not be able to make distributions to Unitholders or the level of distributions may fall.

Risks Related to Our Business and Industry

7. Our failure to extend applicable concession agreements or our inability to identify and acquire new road assets that generate comparable or higher revenue, profits or cash flows than the Project SPVs may have a material adverse impact on our business, financial condition and results of operations and our ability to make distributions.
8. The Project SPVs' toll-road concessions may be terminated prematurely under certain circumstances.
9. A decline in traffic volumes would materially and adversely affect our business prospects, financial condition and results of operations and our ability to make distributions to Unitholders.
10. Certain investigations are pending against the Related Parties of the Sponsor, the outcome of which may materially and adversely affect the Sponsor / our reputation, business and financial condition.
11. IRB Tumkur Chitradurga Tollway Limited (IRBTC) and M.V.R. Infrastructure and Tollways Limited (MVR) are required to pay annual premiums / negative grants in consideration for being granted the right to build and operate their respective projects. Failure to make such payments could result in the termination of the relevant concession agreement by the NHAI.
12. Changes in the policies adopted by governmental entities or in the relationships of any member of the Trust Group with the Government or State Governments could materially and adversely affect our business, financial performance and results of operations.
13. Certain provisions of the standard form of concession agreement may be non-negotiable or untested, and the concession agreements may contain certain restrictive terms and conditions which may be subject to varying interpretations.
14. We may be subject to increases in costs, including operation and maintenance costs, which we cannot recover by increasing toll fees under the concession agreements.
15. Certain actions of the Project SPVs require the prior approval of the NHAI, and no assurance can be given that the NHAI will approve such actions in a timely manner or at all.
16. Leakage of the toll fees on the Project SPVs' roads may materially and adversely affect our revenues and financial condition.
17. We will depend on certain directors, executive officers and key employees of the Investment Manager, the

Project Manager and the Project SPVs, and such entities may be unable to retain such personnel or to replace them with similarly qualified personnel, which could have a material, adverse effect on the business, financial condition, results of operations and prospects of the Trust Group.

18. There can be no assurance that we will be able to successfully undertake future acquisitions of road assets or efficiently manage the infrastructure road assets we have acquired or may acquire in the future.
19. The Project SPVs' concessions are illiquid in nature, which may make it difficult for us to realise, sell or dispose of our shareholdings in the Project SPVs.
20. The Project SPVs may be required to undertake certain development of the Road Assets owned by the Trust, which may present additional risks to us.
21. The Project SPVs may not be able to comply with their maintenance obligations under the concession agreements, which may result in the termination of the concession agreements, the suspension of the Project SPVs' rights to collect tolls or the requirement that the Project SPVs pay compensation or damages to the NHAI.
22. Our insurance policies may not provide adequate protection against various risks associated with our operations.
23. The Project SPVs, the Sponsor, the Investment Manager, the Project Manager and the Trustee are involved in certain legal and other proceedings, which may not be decided in their favour.
24. We do not own the "IRB" trademark and logo. Our license to use the "IRB" trademark and logo may be terminated under certain circumstances and our ability to use the trademark and logo may be impaired
25. We will depend on various third parties to undertake certain activities in relation to the operation and maintenance of the Initial Road Assets. Any delay, default or unsatisfactory performance by these third parties could materially and adversely affect our ability to effectively operate or maintain the Initial Road Assets.
26. The Project SPVs may be held liable for the payment of wages to the contract labourers engaged indirectly in our operations.
27. Our contingent liabilities could adversely affect our results of operations, cash flows and financial condition.
28. Our actual results may be materially different from the expectations expressed or implied in the Revenue,

Profit and Cash Flow Projections and the assumptions in the Final Offer Document are inherently uncertain and are subject to significant business, economic, financial, regulatory and competitive risks and uncertainties that could cause actual results to differ materially from those projected.

29. Our business will be subject to seasonal fluctuations that may affect our cash flows.
30. Certain Project SPVs' operations and revenue are, currently, geographically concentrated in Gujarat, Maharashtra and other Indian states and consequently will be exposed to certain risks emanating therefrom.
31. The Initial Road Assets are concentrated in the infrastructure sector and toll-road industry in India, and our business could be adversely affected by an economic downturn in that sector or industry.
32. Political and other agitations against the collection of tolls may affect our ability to collect tolls over prolonged periods, which could have a material, adverse effect on our business, results of operation and financial condition.
33. The cost of implementing new technologies for collection of tolls and monitoring our projects could materially and adversely affect our business, financial condition and results of operations.
34. We may be unable to renew or maintain the statutory and regulatory permits and approvals required to operate the Initial Road Assets.
35. Compliance with, and changes in, safety, health and environmental laws and regulations in India may materially and adversely affect our business.
36. The Project SPVs' financing agreements entail interest at variable rates, and any increases in interest rates may adversely affect our results of operations, financial condition and cash flows.
37. The Project SPVs are subject to restrictive covenants under their financing agreements that could limit our flexibility in managing our business or to use cash or other assets.
38. We have obtained a credit rating of IND AAA for the senior debt of the Trust from India Ratings and Research, assuming the Trust's consolidated "external debt" (including debt availed by InvIT and the Project SPVs from banks and institutions but excluding debt infused by InvIT into the Project SPVs) as on September 30, 2021 would be up to ₹ 14.49 billion. We have also obtained a credit rating of CARE AAA from CARE Ratings, assuming that the debt exposure of the Trust Group at ₹ 14.62

billion as on June 30, 2021. Any downgrade of our credit rating may restrict our access to capital and materially and adversely affect our business, financial condition and results of operations.

39. We will enter into related-party transactions. There can be no assurance that we could not have achieved more favourable terms if such transactions had been entered into with third parties.

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

40. The Sponsor, whose interests may be different from the other Unitholders, will be able to exercise significant influence over certain activities of the Trust.
41. The Right of First Offer (ROFO)/ Right of First Refusal (ROFR) Deed and the Future Assets Agreement will terminate in certain circumstances and shall be subject to the terms of the concession agreement and applicable law.
42. The Sponsor is a listed company and operates other road assets, and anything that impacts the business, results of operations and trading price of the Sponsor's equity shares may have a material, adverse effect on the Trust and the trading price of the Units.
43. The Investment Manager may not be able to implement its investment or corporate strategies and the fees payable to the Project Manager are dependent on various factors.
44. Parties to the Trust are required to maintain the eligibility conditions specified under Regulation 4 of the InvIT Regulations on an ongoing basis. The Trust may not be able to ensure such ongoing compliance by the Sponsor, the Investment Manager, the Project Manager and the Trustee, which could result in the cancellation of the registration of the Trust.

45. The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Trust. There can be no assurance that the Investment Manager will be able to comply with such requirements.

Risks Related to Tax

46. Changes in legislation or the rules relating to tax regimes could materially and adversely affect our business, prospects and results of operations.
47. Some of our road assets enjoy certain benefits under Section 80-IA of the Income Tax Act and any change in these tax benefits applicable to us may materially and adversely affect our results of operations.
48. Tax laws are subject to changes and differing interpretations, which may materially and adversely affect our operations.
49. Entities operating in India are subject to a variety of Government and State Government tax regimes and surcharges and changes in legislation or the rules relating to such tax regimes and surcharges could materially and adversely affect our business.
50. Investors may be subject to Indian taxes arising out of capital gains on the sale of Units. The provisions of the Income-tax Act, 1961 (Act) provide that the dividend received from a business trust (REITs/ InvITs qualify as a business trust under the Act) is taxable in the hands of the unitholders where the Special Purpose Vehicle (SPV) in which the business trust holds a controlling interest (and which has declared dividends to the business trust which have been, in turn, declared/ distributed by the business trust to its unitholders) has opted to be governed by the provisions of section 115BAA of the Act.

Annexure A

Summary of Valuation Report

I. Summary of Valuation

I. a) Background & Scope

IRB Infrastructure Developers Limited (hereinafter referred to as “IRB”) is a listed infrastructure development company, undertaking development of various infrastructure projects via the Public Private Partnership (“PPP”) model in the toll road sector. IRB has sponsored and floated an Infrastructure Investment Trust (“Trust”) which has been registered as IRB InvIT Fund (hereinafter referred to as the “InvIT”) under the SEBI (Infrastructure Investment Trusts) Regulations, 2014 and subsequent amendment (“SEBI InvIT Regulations, 2014”). The Units issued by the InvIT got listed on both the BSE Limited and the National Stock Exchange of India Limited on May 18, 2017.

Based on the discussions with the management of InvIT, we understand that as per Chapter V and Regulation 21(4) of the SEBI InvIT Regulations, 2014, an annual valuation of the assets of the Trust shall be conducted by an independent valuer at the end of the financial year ending as on March 31 for a publicly offered InvIT.

For this purpose, the InvIT and IRB Infrastructure Private Limited (“Investment Manager”) (hereinafter both together referred to as “Client”) has requested for my assistance to act as the “Valuer of the InvIT” and carry out fair valuation of the InvIT in accordance with the SEBI InvIT Regulations, 2014 as on March 31, 2022 (“Valuation Date”).

I declare that:

- I am competent to undertake the valuation
- 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 under sub-regulation 10 of regulation 21 of SEBI InvIT Regulation, 2014

I. b) Valuation Approach & Assumptions

We have estimated the fair value of the InvIT using Sum of the Parts method by adding the individual Enterprise Value (EV) of each SPV and adjusting with below the line items of the consolidated unaudited financials of the InvIT as on March 31, 2022. EV of each SPV has been estimated using Discounted Cash Flows (“DCF”) method under the Income Approach.

For the purpose of this valuation exercise, the Valuer has been provided with the financial projections of the SPVs under Indian Accounting Standard (IND AS) by the management of Investment Manager of IRB InvIT Fund (hereinafter referred to as the “Management”) as on the Valuation Date. The projections are based on the best judgement of the Management on the future cash

flows supported by the traffic surveys conducted by an independent traffic consultancy firm GMD Consultants, i.e. the technical report consultant.

In addition to the aforementioned financial projections, the following approach and assumptions have been considered for the valuation exercise:

- The Free Cash Flows to Firm under the Discounted Cash Flow Method has been used for the purpose of the valuation of each of the SPVs.
- The Weighted Average Cost of Capital for each of the SPVs has been considered as the discount rate for respective SPVs for the purpose of valuation.

I. c) Conclusion of Value

Based on the methodology and assumptions discussed above, we have arrived at the Fair Enterprise Value (“EV”) of all the Six SPVs as on the Valuation Date

Table 1.1: Fair Enterprise Value of all the Six SPVs as on the Valuation Date (INR Millions)

Name of the SPV	Fair Enterprise Value
IRB Surat Dahisar Tollway Limited	852
IRB Talegaon Amravati Tollway Limited	10,279
IRB Jaipur Deoli Tollway Limited	18,483
IRB Tumkur Chitradurga Tollway Limited	21,024
MVR Infrastructure & Tollways Limited	4,151
IRB Pathankot Amritsar Toll Road Limited	17,142
Total Fair Enterprise Value of all the Six SPVs	71,931

The Fair Enterprise Value of all the Six SPVs have further been adjusted for net debt, working capital and net impact of other long term assets/ liabilities based on the consolidated unaudited financial statements of the InvIT as on March 31, 2022 to arrive at the Fair Value of the InvIT as on the Valuation Date.

Table 1.2: Fair Value of IRB InvIT Fund as on the Valuation Date (INR Mn)

Particulars	Fair Equity Value
Total Fair Enterprise Value of all the 6 SPVs	71,931
Less: Net Debt	(14,221)
Add: Cash & Bank Balance	352
Add: Investment in mutual fund	2,151
Add/(Less): Present value of IM & other expense payable by Trust	(1,377)
Add / (Less): Other working capital adjustment	(157)
Fair Value of the InvIT	58,679

Annexure B

Material Litigation and Regulatory Action

Except as stated in this report and annexures, there is no material litigation or regulatory action, pending against (i) the Trust, the Sponsor, the Investment Manager, the Project Manager, the Trustee, and (ii) the Associates of the Trust, the Sponsor, the Project Manager and the Investment Manager. As per confirmation provided by the Sponsor, the Project Manager or their Associates, except as stated in this report and annexures (i) There are no material update on litigations & regulatory actions against them disclosed earlier (ii) There are no additional material litigations or regulatory actions which may have bearing on their activities or revenues or cash flows.

Material Litigation against the Investment Manager and the Project SPVs

IRB Infrastructure Private Limited

Pending Civil Litigation against the IRB Infrastructure Private Limited

Anishaben (“Appellant”) preferred an appeal before the Additional District Judge of Nadiad against Special Land Acquisition Officer, the IRB Infrastructure Pvt. Ltd., NHAI and Collector, Kheda (“Respondents”) seeking that the order (“Order”) passed by the Additional Senior Civil Judge, Nadiad be dismissed on account of erroneous assessment of documental proofs and other proofs. Pursuant to the Order, the Appellant’s tentative stay order under Order 39 Rule 1 of the CPC was rejected by the Additional Senior Civil Judge, Nadiad on the grounds that the public interest would be hampered if the stay was imposed. The Appellant had originally filed a civil case bearing No. 168 of 2015 before the Principal Senior Civil Judge, Nadiad against the Respondents seeking that the Respondents be prohibited from constructing, farming, entering the Appellant’s land or constructing any illegal structure on the ground that the alleged construction by Respondents resulted in causing damage to the crops of the Appellant and was done without completing the procedure for land acquisition. The matter is currently pending.

Pending Regulatory Action against the IRB Infrastructure Private Limited

The Assistant Conservator of Forests, Forest Department, Pune, has issued notice to the Investment Manager directing to show cause as to why no legal proceedings should be initiated against the Investment Manager under the provisions of the Indian Wildlife Protection Act, 1972, for negligence on the part of the Investment Manager in the installation and

repairing of the compound adjoining the Mumbai – Pune Expressway which is meant to prevent wild animals from entering the highway. Such negligence resulted in the death of 1 (one) male leopard. The notice demands the Investment Manager to record its statement personally in the offices of the Assistant Conservator of Forests, Forest Department, Pune. Mhaiskar Infrastructure Private Limited has replied to the said notice. No further communication has been received in this regard.

IRB Jaipur Deoli Tollway Ltd. (“IJDTL”)

Pending Civil Litigation against IJDTL

1. Jagannath University (the “Petitioner”) had filed a writ petition before the Rajasthan High Court against the project manager of IJDTL and certain others (the “Respondent”) seeking that the Respondents be directed to issue monthly pass to the buses/ vehicles of the Petitioner for the toll fee of ₹ 215 per month as per the notification dated April 8, 2013 and (b) any other appropriate relief in favour of the Petitioner which the court deems fit. The said relief has been sought on the alleged grounds that the Respondents had previously issued a monthly pass of a higher denomination without taking into consideration the non-commercial nature of the vehicles of the Petitioner, which was in violation of Clause 3 of the notification dated April 8, 2013. Further, the Petitioner has also filed a stay application before the Rajasthan High Court seeking that during the pendency of the writ petition, the Respondents be directed to permit the vehicles of the Petitioner on the toll fee of ₹ 215 per month. The project manager of IJDTL has filed its reply denying the averments made by the Petitioner. The matter is currently pending.
2. Girdhari Lal Jat had filed writ petition against IJDTL and others in Rajasthan high Court, Jaipur Bench, with respect to the National Highway 12 (Jaipur – Tonk - Deoli section), praying that directions to be given to respondents to take stern action in the matter of removal of illegal barricades in the villages Khajalpura, Dhar Mod, Barkheda and Bhadarwas, to do enquiry against the wrongdoers who have been involved in installing the said illegal barriers, etc. The matter is pending.

Taxation Proceedings involving IJDTL

There are one direct tax proceedings pending against IJDTL, which involve an aggregate amount of ₹ 15.27 million.

IRB Pathankot Amritsar Toll Road Limited ("IPATRL")

Other Proceedings involving IPATRL

1. IPATRL has initiated arbitration proceedings against National Highways Authority of India ("NHAI") before the Hon'ble Arbitration Tribunal. IPATRL requested to NHAI to extend the concession period by 518 days, and requested to release compensation of ₹ 252.25 crores incurred during the extended period, as the Extension of Time (EOT) of 518 days was duly recommended by the Independent Engineer for delay in completion of construction on account of the reasons not attributable to IPATRL. However, NHAI rejected the claims of IPATRL. Subsequently, IPATRL invoked arbitration against NHAI.

The Hon'ble Arbitral Tribunal pronounced unanimous Award on July 13, 2021 in favour of IPATRL and granted, i) extension in Concession Period by 518 days; ii) compensation of ₹ 252.251 Cr along with 9% interest w.e.f. November 27, 2014 till the date of realisation; and iii) cost of arbitration of ₹ 1.58 Crores. Further, the Hon'ble Tribunal passed an order on July 27, 2021 incorporating the factual corrections in the Award in response to IPATRL's application under Section 33 of the Arbitration and Conciliation Act 1996. IPATRL submitted a demand to NHAI requesting for implementation of the terms of the said Award.

However, NHAI challenged Award in the Delhi High Court and filed a petition under section 34 under Arbitration and Conciliation Act 1996 on 26.11.2021 which was dismissed by the Court on 08.03.2022. IPATRL has served a legal notice for execution of the Award on 30.03.2022. No response received yet from NHAI.

2. In the month of September 2020, Government of India passed three new Farm bills in the Parliament. This drew flak among some group of farmers in the state of Punjab who forcefully stopped the operation of the toll plazas in Punjab. IPATRL had notified this event as the Force Majeure under Indirect Political Event and submitted its claim for the period i.e. 01.10.2020 to 15.12.2021 amounting to ₹ 121.28 crores and consequent extension to Concession Period by 441 days in terms of Clause 34.7.2 (b) and 34.6.2 (b) of the Concession Agreement respectively. Since no written settlement reached between the Parties, IPATRL crystallised this matter as the dispute and subsequently invoked arbitration as per Clause 44.3 of the Concession Agreement. The matter is pending.

Pending Regulatory Action involving IPATRL

Employees' State Insurance Corporation, sub-regional office Marol ("ESI") issued a notice to IPATRL demanding payment of ₹ 83,637/- towards pending employers' contributions and employees' contributions required to be paid by IPATRL, in its capacity as the principal employer, under Section 40 read

with Section 39 of the Employees' State Insurance Act, 1948. Further, ESI has also directed IPATRL to show cause as to why the assessment of an amount of ₹ 5.83 million towards contributions payable in respect of the employees should not be recovered from IPATRL. IPATRL has replied to the aforementioned notice. No further communication has been received in this regard.

IRB Surat Dahisar Tollway Ltd. ("ISDTL")

Pending Civil Litigation against ISDTL

1. Mr. Vasantrai Harilal Gohil and Mr. Vijay Vasantrai Gohil (the "**Plaintiffs**") have filed a special civil suit before the Court of the Civil Judge (Senior Division) at Vasai, against the Sponsor, certain directors of the Sponsor and ISDTL. The Plaintiffs have alleged that on January 5, 2011, certain employees of the Sponsor acted violently and forcefully with them when they could not provide a money change at the toll plaza at Khanivade, Taluka Vasai. The Plaintiffs have alleged that they were chased, threatened and beaten by the employees of the Sponsor which resulted in serious injuries. The Plaintiffs have sought a direction that the Sponsor and its directors be directed to pay the medical expenses of ₹ 0.5 million incurred by the Plaintiffs along with damages of ₹ 50 million with interest. The Plaintiffs have also sought a direction from the court requiring the Sponsor and the directors to disclose on oath, their respective movable and immovable property and to record charge of ₹ 50.5 million over such property until the decretal amount is paid. The Plaintiffs have filed an application for adding ISDTL as a necessary party in the suit. The ISDTL, its directors and employees have filed their reply in the matter. The Civil Judge (Senior Division) at Vasai has vide its Judgement dated July 9, 2019 directed the respondents jointly and severally to pay ₹ 50 Lakhs with interest at the rate of 9% p.a. to the Plaintiffs. ISDTL has filed writ petition in Bombay High Court challenging the Judgement of the Vasai Court Dated July 9, 2019. The plaintiffs have also challenged the judgement before the Bombay high court. Both the matters are pending.
2. Jimmy Gonsalves and another (the "**Petitioners**") have filed a public interest litigation before the High Court of Bombay against the MoRTH, NHAI, ISDTL and Ideal Road Builders Private Limited and certain others (the "**Respondents**"). The Petitioners have inter alia alleged that commuters are facing hardship and inconvenience due to traffic at Varsova Creek bridge and that ISDTL has denied its duty to build a new bridge on Varsova Creek, and have sought inter alia, that MoRTH be directed to take steps for the construction of a third bridge on Varsova Creek and that all vehicles travelling from Khaniwade toll on NH-8 and Ghodbunder Road toll on the state highway be exempt from toll till the completion of said new bridge. ISDTL and Ideal Road Builders Private Limited are yet to file their respective replies in this matter. The matter is currently pending.

M.V.R. Infrastructure and Tollways Ltd. ("MITL")**Pending Civil Litigation against MITL**

Certain colleges in Salem (the **"Petitioners"**) have filed 25 writ petitions before the High Court of Madras, against MITL and others (collectively the **"Respondents"**) alleging the legality of act of collecting entry fee at increased rates from college buses. The Petitioners have sought the directions against Respondents to collect entry fee at toll plaza for educational institution vehicles at par with that of school buses. An order was passed by the High Court of Madras, which took into consideration various petitions filed against MITL regarding the above mentioned issue and held that the discounted rates were only applicable to school buses carrying school students and not to college buses. However, the High Court of Madras passed an order granting an interim stay and ordered MITL to collect entry fee from the college buses of the Petitioners at par with the rates applicable to school buses. The matter is currently pending.

Other Proceedings involving MITL

- MITL had initiated arbitration proceedings against National Highways Authority of India ("NHAI") before the Arbitration Tribunal for its claim to the tune of ₹ 5.14 Crores (towards positive Change of scope for construction of additional arm of flyover) and ₹ 0.26 Crore (negative Change of Scope on account of deletion of 19 hume pipe culverts) (hereinafter referred to as "Reference 1"). The conciliation meeting between NHAI and MITL meeting was concluded. As NHAI did not respond on the matter, MITL invoked Arbitration proceedings against NHAI. The arbitration proceedings have concluded and the Hon'ble Arbitral Tribunal has pronounced the Award in favour of MITL on February 17, 2022 and NHAI was directed to pay ₹ 4,89,71,505/-. In case the payment is not made within a period of two months, MITL will be entitled to interest @ 8% per annum from the date of Award till date of payment of the aforesaid amount by the NHAI to the MITL.
- National Highways Authority of India ("NHAI") had filed an application for permission to file Additional Counter Claim on 28/02/2020 in the arbitration matter Reference 1. Hon'ble Arbitral Tribunal has directed that the amendment with respect to the counterclaim of NHAI will be dealt with in a separate proceeding simultaneously with the (Reference 1) proceedings. Thus, the arbitration proceedings initiated by NHAI (Claimant) before the Hon'ble Tribunal for ₹ 12.61 Crore (Flyover at KM188/850 – left out structure on LHS) & ₹ 7.77 Crore (towards provision of safety structure i.e. pedestrian guard rail & safety barriers) (hereinafter referred to as "Reference 2"). The arbitration proceedings are in progress and the matter is pending.

Taxation Proceedings involving MITL

- There are one direct tax proceedings pending against MITL, which involve an aggregate amount of ₹ 9.46 million.

IDAA Infrastructure Ltd. ("IDAAIL")**Taxation Proceedings involving IDAAIPL**

There are one indirect tax proceedings pending against IDAAIL, which involve an aggregate amount of ₹ 9.37 million.

IRB Tumkur Chitradurga Tollway Ltd (ITCTL)**Other Proceedings involving IRB Tumkur Chitradurga Tollway Ltd**

Due to a dispute on the deferred premium calculation of the previous years and revocation of deferment sanction between the IRB Tumkur Chitradurga Tollway Limited (Subsidiary Company or Concessionaire) and the NHAI, the Concessionaire had filed an appeal with the Honorable High Court of Delhi against the Section 9 order dated November 25, 2019. As per the interim order of the Division Bench of Honorable Delhi High Court, withdrawals from Escrow Account are not permitted till final order in the matter. NHAI has also appealed against the order dated November 25, 2019. The matter has been disposed off by the Division Bench and referred to Arbitration. The Arbitration Tribunal has been constituted and the Concessionaire has already filed the appeal for relief from the embargo on escrow account. The next meeting of the Tribunal is slated on May 31, 2022.

Further, NHAI filed a petition on March 26, 2021 before the Hon'ble Delhi High Court to initiate a contempt proceeding against the alleged contemnor for wilfully and deliberately disobeying the order dated December 19, 2019 of the Hon'ble Delhi High Court passed in the FAO (OS) (Comm) no. 370/2019 putting embargo on the operation of the Escrow Account. The Concessionaire has filed the reply denying such contempt with evidence. The matter was disposed off.

IRB Talegaon Amravati Tollway Limited

Arun Rohidas Patil has filed Public Interest Litigation in Bombay High Court, Nagpur Bench, alleging the quality of various roads in Maharashtra. The petitioners have alleged that the quality of roads from Nagpur to Dhule is not in good condition and there are pot holes on the road. The IRB Talegaon Amravati Tollway Limited is recently involved in this Public Interest Litigation after the order of High Court to make concessionaire as a party in the Public Interest Litigation. The company is in the course of filing its reply in the matter. The matter is pending.

Material Litigations against the Sponsor**IRB Infrastructure Developers Limited**

Kishore Mukherjee has filed Writ Petition / PIL in the Calcutta High Court against the IRB Infrastructure Developers Limited and others. The petitioners has prayed that the notice for tender for Palsit to Dankuni project should be stopped, Environment Impact Assessment should be obtained and pending the disposal of the matter the Respondents should be directed not to uproot any trees from Panagarh to Dankuni in NH 19. IRB Infrastructure Developers Limited is in the process to file its reply in the matter. The matter is pending.

Material Litigations against the Trustee

Pending Civil Litigations against the Trustee

1. Hubtown Limited (the **"Plaintiff"**) had filed a case before the High Court of Bombay against the Trustee and its directors (the **"Defendants"**) for having informed the bankers of the Plaintiff regarding the defaults committed by the Plaintiff. The Trustee has stated that the Plaintiff is a guarantor for the debt for which the Trustee is acting as a debenture trustee and in case of defaults, the relevant documents authorize the Trustee to share information about such default to CIBIL/RBI and other creditors. The aggregate amount claimed is ₹ 3,000 million. The matter is currently pending in the Court for settlement.
2. SBI Cap Trustee (the **"Plaintiff"**) had filed a suit before the City Civil Court, Bangalore against the Trustee and others (the **"Defendants"**) requiring sale of pledged shares for a particular price by SREI Fund/Investors, for whom the Trustee was acting as the share pledge trustee. The Plaintiff was acting for a consortium of lenders and has residual interest. The aggregate claim amount is ₹ 1,550.3 million. The Branch Manager of SBI along with their counsel submitted to the Court that they are willing to explore settlement. The court referred the matter for pre-conciliation efforts. In the afternoon session our Advocate appeared before the Conciliator. Advocate briefly explained the dispute to Conciliator. The plaintiff informed the Conciliator that if Trinity provides the details of the loan transaction and a statement of accounts in relation to the same, this information would help them resolve the dispute quickly. The case is listed next on 30.09.2021 for further conciliation. As no representative was present on behalf of the Company, the Court has recorded and there is no settlement between the parties. The case had been adjourned to February 4, 2022 for the parties to proceed with the litigation. The matter is now listed on April 13, 2022 to carry out the amendment and filing amended plain. The matter is pending.
3. Balmer Lawrie and Company Limited and another (the **"Plaintiffs"**) had filed a petition before the Calcutta High Court against the Trustee and certain others (the **"Defendants"**) challenging the validity of the sale transaction of 1,48,20,000 shares in Transafe Services Limited by the Defendant to the Plaintiff. The Plaintiffs have inter alia sought (a) the recovery of consideration received by the Defendants for the allegedly void contract being ₹ 237.12 million and (b) interest at the rate of 18% per annum on the decretal amount. The success of the petitioner against the Trustee in the instant petition being agitated is remote. The matter is currently pending.
4. Loancore Servicing Solutions Private Limited (the **"Petitioner"**) had filed a company petition no. 293/59/ND/2019 before the National Company Law Tribunal (**"NCLT"**), Principal Bench at New Delhi against the Religare Enterprise Limited and others including the Trustee (the **"Respondents"**), alleging that the respondents sold the shares of the Religare Enterprise Limited under the dominion and control of the Petitioners to Respondent no. 3-5. It is further alleged that the trustee appropriated the shares and had transferred them to the Respondents no. 3 to 5. It is furthermore alleged that the pledged shares had been sold to consciously deprive the Petitioner of its rights and to facilitate an illegal takeover of Respondent no. 1 by the trustee through Respondent no. 5 acting in concert. The alleged damages claim amount is ₹ 700 million is against Respondent no. 2 to 5. The NCLT has refused to pass any interim orders as asked by the petitioner. The Petitioners has failed to produce any evidence or otherwise establish that it has any form of contractual privity or other relationship of any manner with the Trustee and therefore has absolutely no locus to make any claims against the Trustee. The success of the Petitioner against the Trustee in the instant petition being agitated is remote. However, as the petition is pending before the NCLT, Delhi. The next date of hearing is May 19, 2022. No hearing took place on last occasion.
5. Future Corporate Resources Limited (**"FCRL"**) in the matter of FCRL ESOP Trust. SEBI Adjudicating Officer has passed an order dated February 3, 2021 on the ground of Insider Trading against eight persons including FCRL Employees Trust of which ITSL is a Trustee. FCRL along with FCRL Employee Welfare Trust has been jointly and severally directed to disgorge an amount of ₹ 2,75,68,650/-. ITSL has submitted that ITSL as a Trustee has acted on the instruction of the committee and not liable for Insider Trading and has not gained or received any amount. ITSL and FCRL Employee Welfare Trust are separate. All the said persons have filed appeal before SAT against the said SEBI order dated the February 3, 2021. SAT has given the next date of hearing in the month of June 13, 2022. The matter is sub-judice.

Management Discussion and Analysis

1. Industry Review

India's infrastructure opportunity

Infrastructure sector is a key driver for the Indian economy. Growing urbanisation, demand for energy and financing needs for sustainable living pose a challenge for the infrastructural setup in the country. Infrastructure, and the lack of it, is envisaged as the primary growth constraint, while good infrastructure is widely recognized as an enabler of growth. In the coming era of supply chain disruptions, new technologies and reversal of financial deleveraging, infrastructure growth must keep pace with the need created for it. The sector is accountable for propelling India's overall development and garners intense focus from the government for introducing policies that would ensure time-bound formation of world-class infrastructure in the country. The opportunities in the sector have seen an incremental curve over previous years and are growing to establish the sector as a key driver in India's development story at a high rate. The Government of India has given a significant push for capital expenditures for key infrastructure sectors, especially highways. The total allocation for the highways sector has increased to ₹ 1.99 lakh crore from ₹ 1.18 lakh crore in the fiscal years 2021 to 2022. (Source: Government of India, Ministry of Finance, Union Budget 2022-2023)

National Infrastructure Pipeline

In December 2019, the Government launched the National Infrastructure Pipeline (NIP), an investment plan unveiled by the central government for enhancing infrastructure in identified sectors is a first-of-its-kind exercise to provide world-class infrastructure in an efficient manner across the country and improve the quality of life for all citizens. NIP will enable a forward outlook on infrastructure projects which will create jobs, improve ease of living, and provide equitable access to infrastructure for all, thereby making growth more inclusive. NIP includes economic and social infrastructure projects.

It is envisaged that during the FY 2020-25, sectors such as energy (24%), roads (18%), urban (17%) and railways (12%) amount to 71% of the projected infrastructure investments in India, with a total capital expenditure projected at ₹ 111 lakh crores. The Centre (39%) and states (40%) are expected to have an almost equal share in implementing the NIP in India, followed by the private sector (21%). The roads sector is likely to account for 18% capital expenditure over FY 2019-25.

The FY 22 was the challenging year for the India's infrastructure sector as the country was trying to recover from the impact of the COVID-19 pandemic. The Government of India announced the Union Budget for FY 23 which also focused on the NIP, since it will require a major increase in funding both from the government and the financial sector, the finance ministry has proposed to take three concrete steps to boost the NIP. Firstly, through institutional structures; secondly, by a big thrust on monetizing assets, and thirdly by enhancing the share of capital expenditure in central and state budgets.

Out of the total expected capital expenditure of ₹ 111 lakh crore, projects worth ₹ 44 lakh crore (40% of NIP) are under implementation, projects worth ₹ 33 lakh crores (30%) are at conceptual stage and projects worth ₹ 22 lakh crores (20%) are under development. Information regarding project stage are unavailable for projects worth ₹ 11 lakh crores (10%).

Pradhan Mantri (PM) Gati Shakti National Master Plan (NMP)

The seven drivers of PM Gati Shakti are Roads, Railways, Airports, Ports, Mass Transport, Waterways and Logistics Infrastructure. The scope of PM Gati Shakti National Master Plan will encompass all seven drivers for economic transformation, seamless multimodal connectivity and logistics efficiency. The projects in the National Infrastructure Pipeline will be aligned with the PM Gati Shakti framework. The PM Gati Shakti master plan for expressways will be formulated in 2022-2023 to facilitate faster movement of people and goods. The National Highways network will be expanded by 25,000 km in 2022-2023. (Source: Highlights of the Union Budget 2022-23, February 1, 2022)

Road and Highway sector

India has the second-largest road network in the world, spanning a total of 5.89 million kilometers (kms). This road network transports 64.5% of all goods in the country and 90% of India's total passenger traffic uses road network to commute. Road transportation has gradually increased over the years with improvement in connectivity between cities, towns and villages in the country.

As per Ministry of Road Transport and Highways (MoRTH), FY 2020-21 was the year of consolidation of the gains that accrued from major policy decisions

taken in the previous six years, a time for monitoring of ongoing projects, tackling road blocks and adding to the already impressive pace of work achieved last year. The Ministry provided several relief measures to enable the highway sector to overcome the debilitating impact of the second wave of COVID-19.

During the year the MoRTH and its associated organizations have carried forward the good work of the previous years, expanding the National Highways network in the country, taking various steps to make these highways safe for the commuters and making best efforts to minimize adverse impact on the environment. As a result, in the past seven years, length of National Highways has gone up by 50% from 91,287 km (as of April 2014) to 1,41,190 km as on 31st March 2022 out of the set target of 2,00,000 kms for 2024-25. The Ministry has scaled new heights in expanding the Highway infrastructure throughout the country, despite nation-wide lockdown due to COVID-19 pandemic in the FY 2022.

The MoRTH has envisaged an ambitious highway development programme Bharatmala Pariyojana which includes development of about 65,000 km NHs. Under Phase-I of Bharatmala Pariyojana, the MoRTH has approved implementation of 34,800 km of NHs in 5 years (2017-18 to 2021-22) with an outlay of ₹ 5,35,000 crores.

The programme 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 expressways. Multi-modal integration is also built into this program. This includes 5,000 km of the national corridors, 9,000 km of economic corridors, 6,000 km of feeder corridors and inter corridors, 2,000 km of border roads, 2,000 km of coastal roads and port connectivity roads and 800 km of green field expressways. Phase I will also subsume 10,000 km of balance roadworks under the NHDP.

According to the MoRTH Annual Report 2021 22, Bharatmala Pariyojana envisages 60% projects on Hybrid Annuity Mode, 10% projects on BOT (Toll) Mode and 30% projects on EPC mode respectively. 604 road projects with an aggregate length of 20,965 km have been approved and awarded under Bharatmala Pariyojana, including 131 of residual NHDP works of aggregate length of 5,529 kms with a total capital cost of ₹ 6,41,713 cr (up to 31.12.2021). (Source: MoRTH Annual Report 2021 22)

Details of National Highway length constructed per day during last five financial years are as follows:

Year	Length in Km	Pace (Km per day)
2016-17	8,231	22.55
2017-18	9,829	26.93
2018-19	10,855	29.74
2019-20	10,237	27.97
2020-21	13,327	36.51

(Source: MoRTH Annual Report 2021-22)

The MoRTH achieved the record breaking milestone of constructing 37 km highways per day in fiscal years 2020 2021 from 28 km highways per day in fiscal years 2019 2020. (Source: MoRTH press release titled "Year End Review 2021: Ministry of Road Transport and Highways" dated December 31, 2021). Despite COVID 19, MoRTH has constructed 10,457 km of National Highways upto March in 2021-22 as compared to 13,327 km in 2020-21 and awarded 12,731 km of National Highway in the fiscal year 2021 2022 as compared to 10,964 km in the previous year.. The pace of execution has been impacted in fiscal year 2021 2022, owing to prolonged monsoons which has affected productive days for an extended period.

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. The approach is driven by seven engines, namely, Roads, Railways, Airports, Ports, Mass Transport, Waterways, and Logistics Infrastructure. All seven engines will pull forward the economy in unison. The projects pertaining to these 7 engines in the NIP will be aligned with PM Gati Shakti framework.

Out of 860 identified nodes of economic importance under the PM Gati Shakti National Master Plan (NMP), it is intended to connect 783 nodes under Bharatmala Pariyojana Phase I (BMP I). The GoI has announced taking up projects for establishing the connectivity over identified economic nodes including augmentation of National Highway Network in synergy with PM Gati Shakti National Master Plan.

FASTag implementation has also reduced the wait time at National Highway fee plazas significantly, resulting in enhanced user experience. In order to ensure that the payment of fees at Toll Plazas is through Electronic means only and vehicles pass seamlessly through the Fee Plazas, the FASTag drive has been very well supported by the highway users as it has achieved over 95% penetration with more than three crore users in the country. Many of the toll plazas have even reached

about 99% penetration. Toll collection through FASTag has seen a consistent growth, crossing ₹ 100 crore per day mark.

Growth Drivers

To accelerate the pace of construction, several initiatives have been taken to revive the stalled projects and expedite completion of new projects:

- Identification of Model National Highway in the state for development by the Government.
- Streamlining of land acquisition and acquisition of major portion of land prior to invitation of bids.
- Award of projects after adequate project preparation in terms of land acquisition, clearances etc.
- Disposal of cases in respect of Change of Scope (CoS) and Extension of Time (EoT) in a time bound manner.
- Procedure for approval of General Arrangement Drawing for ROBs simplified and made online.
- Close coordination with other Ministries and State Governments.
- One-time fund infusion
- Regular review at various levels and identification/removal of bottlenecks in project execution
- Proposed exit for Equity Investors
- Securitization of road sector loans
- Disputes Resolution mechanism revamped to avoid delays in completion of projects.
- As an integral part of Atmanirbhar Bharat, the various relief measures have been taken by the MoRTH for providing relief to Contractors/Developers/Concessionaires of Road Sector from the impact of COVID, subsequent lockdown and other measures taken to prevent spread of COVID.
- The several steps undertaken by the Government under Atmanirbhar Bharat includes granting time extensions for 3 to 9 months, relaxation in contract provisions for ensuring cash flow, direct payment to sub-contractors and release of retention/security money to augment cash flow, waiver of penalty in case of delay in submission of Performance Security (for new Contracts), to expedite the construction work to achieve the target.
- Mandatory Electronic toll collection through FASTag with effect from February 15, 2021.
- For faster settlement of claims through conciliation and reduce liabilities, NHAI has vigorously started

the process of conciliation by constituting three Conciliation Committees of Independent Experts (CCIE) of three members each.

- NHAI has drawn up a plan to monetise stretches of a total 21,700 km in the next three years, starting from 2022-23.

In addition, there are a few more initiatives that will drive growth for the infrastructure sector in India:

Massive infrastructure push: The Union Budget has given much-needed impetus to infrastructure development which could reduce trade and transaction costs and improve factor productivity. Moreover, the focus on roads and railways will create a unified market in India for seamless movement of goods and human resources. The Government of India has given a massive push to the infrastructure sector. The total budgetary outlay increased by 68.59 %, from ₹ 1,18,101 crore in FY 22 to ₹ 1,99,107 crore for the FY 23.

NH expansion: PM Gati Shakti Master Plan for Expressways will be formulated in 2022-23 to facilitate faster movement of people and goods. The National Highways network will be expanded by 25,000 km in 2022-23. Length of national highways to reach 200,000 km.

Growing demand: With the increase in consumer demand and nuclear families, need for two-wheelers and compact cars has been on the rise and is expected to grow even further. The market for roads and highways in India 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. Almost 40% (824) of the 1,824 PPP projects awarded in India until December 2019 were related to roads.

Government initiatives:

The government has tried to improve the rate of awarding over the years. HAM has seen a significant share of awarding recently, which is expected to increase going forward.

Under PM Gati Shakti NMP, the Ministry plans to develop 22 Greenfield Expressways, 23 other key infrastructure projects & other highway projects and 35 Multi-Modal Logistics Parks (MMLPs), as part of the Bharatmala Pariyojana and other schemes of the Ministry. Some of the major Expressways and Corridors, which are under construction stage are Delhi – Mumbai Expressway, Ahmedabad – Dholera Expressway, Delhi-Amritsar-Katra Expressway, Bengaluru-Chennai Expressway, Ambala-Kotputli Expressway, Amritsar-Bhatinda-Jamnagar Expressway, Raipur-VZG Expressway, Hyderabad-VZG Expressway, UER II, Chennai-Salem Expressway and Chittor-Thatchur Expressway.

Increasing investments: 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.

Opportunities

Here are some trends that are ensuring seamless travel, better infrastructure and connectivity:

Electronic toll collection: National Electronic Toll Collection (FASTag) programme, the flagship initiative of MoRTH and NHAI 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 which is made compulsory with effect from February 15, 2021.

Different models: The type of Public-Private Partnership (PPP) models used in road projects are Build Operate Transfer (BOT) toll, TOT and HAM (Hybrid Annuity Model). The government has already started developing new, flexible policies to create investor-friendly highway development initiatives by monetising highway assets under TOT mode. The next fiscal year is likely to witness an increase in the award of contracts under the TOT and HAM model.

FDI in roads: Cumulative FDI in construction development (includes Townships, housing, built-up infrastructure and construction-development projects) stood at US\$ 25.93 billion between April 2000 and September 2020. The Government's move to cut GST rates on construction equipment from 28% to 18% is expected to give boost to the industry.

National Infrastructure Pipeline: The final report of NIP Task Force has projected total infrastructure investment of ₹ 111 lakh crore during the period FY 2020-25. The sectors such as energy (24 per cent), roads (18 per cent), urban (17 per cent) and railways (12 per cent) amount to around 71 per cent of the projected infrastructure investments in India.

Atmanirbhar Bharat: Relief for Contractors / Developers of Road Sector: As an integral part of Atmanirbhar Bharat, the various measures have been taken by the MoRTH for providing relief to Contractors/ Developers/ Concessionaires of Road Sector from the impact of COVID, subsequent lockdown and other measures taken to prevent spread of COVID.

Other favourable policies: These include 100% exit policy for stressed BOT players, providing secured status for PPP projects while lending, and proposal to scrap slow-moving highway projects, among others.

Highlights of Union Budget 2021-22

- The Government has been stepped up the Capex from nearly ₹ 5.54 lakh crore last year to around ₹ 7.50 lakh crore in this year's Budget, i.e. 2.2 times more than the spend of FY 2019-20 and will account for 2.9% of India's GDP. The Government has allocated ₹ 1,99,09 crore to the MoRTH.
- National Highways Network to be expanded by 25000 Km in 2022-23. ₹ 20,000 Crore to be mobilized for National Highways Network expansion.
- The government expanded the 'National Infrastructure Pipeline (NIP)' to 7,400 projects. ~217 projects worth ₹ 1.10 lakh crore (US\$ 15.09 billion) were completed as of 2020.
- The government has launched Performance Linked Incentive (PLI) to create manufacturing global champions across 13 sectors with amount committed nearly ₹ 1.97 lakh crore in next 5 years starting FY 22. An accelerated development of highways to include development of 2,500 Kms access control highways, 9,000 Km of economic corridors, 2,000 Kms of coastal and land port roads and 2,000 Kms of strategic highways.
- Some of the major Expressways and Corridors, which are under construction stage are Delhi – Mumbai Expressway, Ahmedabad – Dholera Expressway, Delhi-Amritsar-Katra Expressway, Bengaluru-Chennai Expressway, Ambala-Kotputli Expressway, Amritsar-Bhatinda-Jamnagar Expressway, Raipur-VZG Expressway, Hyderabad-VZG Expressway, UER II, Chennai-Salem Expressway and Chittoor-Thatchur Expressway.

Bharatmala Pariyojana: Phase-I

Bharatmala Pariyojana is the umbrella programme for the highways sector unrolled in FY 18. The programme aims to optimise the efficiency of road traffic movement across the country by bridging critical infrastructure gaps. Under this programme, the MoRTH has taken up a detailed review of the NH network with a view to develop road connectivity to border areas; develop coastal roads, including road connectivity for non-major ports; improve the efficiency of national corridors; and develop economic corridors, inter-corridors and feeder routes; along with integration with Sagarmala, etc.

The Bharatmala Pariyojana envisages the development of about 26,000 kms length of economic corridors, which along with Golden Quadrilateral (GQ) and North-South and East-West (NS-EW) corridors are expected to carry the majority of the freight traffic on roads. Further, about 8,000 kms of inter-corridors and about 7,500 kms of feeder routes have been identified for improving the

effectiveness of economic corridors, GQ and NS-EW corridors. The programme envisages the development of ring roads / bypasses and elevated corridors to decongest the traffic passing through cities and enhances logistic efficiency. 28 cities have been identified for ring roads and 125 choke points and 66 congestion points have been identified for their improvements. Further, to reduce congestion on proposed corridors, enhance logistic efficiency and reduce logistics costs of freight movements, 35 locations have been identified for development of multimodal logistics parks.

The Bharatmala Pariyojana (approved for estimated cost of ₹ 6,92,324 crore including other ongoing schemes) is to be funded from cess (₹ 2,37,024 crore) collected from petrol and diesel (as per Central Road & Infrastructure Fund Act, 2000; erstwhile CRF Act, 2000), amount collected from toll (₹ 46,048 crore) apart from additional budgetary support (₹ 59,973 crore), expected monetisation of NHs through TOT (₹ 34,000 crore), Internal & Extra Budgetary Resources (IEBR) (₹ 2,09,279 crores) and private sector investment (₹ 1,06,000 crore) as per Financing Plan up to 2021-22.

Development of Phase-I of Bharatmala Pariyojana

Sr. No.	Scheme	Length (kms)	Cost (₹ crores)
1	Economic Corridors	9,000	1,20,000
2	Inter-Corridors & feeder roads	6,000	80,000
3	National Corridor Efficiency improvement	5,000	1,00,000
4	Border & International connectivity roads	2,000	25,000
5	Coastal & port connectivity roads	2,000	20,000
6	Expressways	800	40,000
	Sub Total	24,800	3,85,000
7	Ongoing Projects, including NHDP*	10,000	1,50,000
	Total	34,800	5,35,000

Outlook

The Highway sector is the one segment that has consistently been weathering the broader economy's travails and even the pandemic shock. It has been able to recover from Covid-19 at a much faster rate than expected. To further accelerate the development of road infrastructure and enable seamless connectivity across country while reducing overall logistics costs at the same time, the Government of India (GoI) has lined up INR 1.99 lakh crore for the road and highway sector in the Union Budget for 2022-23, increasing it by 68%.

The ambitious target for expanding the National Highways network by 25,000 km in 2022-23 at an all-time high pace of over 68 km per day compared with around 37 km per day achieved, the highest so far, in 2020-21. While models such as hybrid annuity and toll-operate transfer have supported the government's ambitious plans, initiatives such as PM Gati Shakti Yojana and Bharatmala Pariyojana will play a key role in the growth of road and highway infrastructure sector going forward.

Furthermore, there are tremendous opportunities in the near and long term for the infrastructure space in India. The government's ambitious infrastructure development programmes provide significant opportunities for investors and market players to help transform the sector and partner India's socio-economic progress. Robust demand, higher investments, attractive opportunities and policy support changed the face of the road sector in the country within three years. The government is

implementing various projects across the length and breadth of the country to solve the woes of the common man. The MoRTH has introduced notable trends that will make India take lead position in road infrastructure in the times to come.

2. Trust Overview

IRB InvIT Fund is the Trust settled by its Sponsor, IRB Infrastructure Developers Limited and is registered under the SEBI (Infrastructure Investment Trusts) Regulations, 2014. It comprises of seven operational road projects having length of 4,055 lane km with four of the road projects forming part of Golden quadrilateral and one forming part of east-west corridor. It has presence across six states in India with average residual concession period of ~17 years.

The Sponsor of the Trust i.e. IRB Infrastructure Developers Ltd., is one of the largest infrastructure development and construction companies in India in terms of net worth in roads and highways sector. The Sponsor has been listed on the Stock Exchanges since 2008. As of March 31, 2022, the Sponsor has 24 road projects, under various stages of development and operations.

Consequent to the formation transactions, on May 9, 2017, the Trust acquired an initial portfolio comprising the six Project special purpose vehicles (SPVs), all of which were wholly owned by the Sponsor and its subsidiaries. On September 28, 2017, the Trust further acquired its seventh project 'Pathankot Amritsar' on NH 15 in Punjab from the Sponsor and its subsidiary.

Distribution

The InvIT regulations require the Trust to distribute minimum 90% of the cash flow, once in half year. The InvIT Regulations provide that not less than 90% of net distributable cash flows of each project SPV are required to be distributed to the Trust in proportion to its holding in each of the project SPVs, subject to applicable provisions of the Companies Act, 2013. Further, not less than 90% of net distributable cash flows of the Trust shall be distributed to the unitholders.

Such distributions shall be declared and made not less than once in every six months in every financial year and shall be made not later than fifteen days from the date of such declaration.

For FY 2021-22, the Net Distributable Cash Flow (NDCF) of the Trust was ₹ 54,646.78 lakhs, out of which the Trust has distributed 95.60%. The Total pay-out from the NDCF for FY 2021-22 was ₹ 9.00 per unit to the unitholders.

Statement of Net distributable cash flows (NDCFs) of IRB InvIT

(₹ in Lakhs)

Sr. No.	Particulars	Year ended 31 st March 2022	Year ended 31 st March 2021
1	Cash flows received from Project SPVs in the form of interest	41,284.74	44,391.68
2	Cash flows received from Project SPVs in the form of dividend	-	-
3	Any other income accruing at the Trust level and not captured above, including but not limited to interest/return on surplus cash invested by the Trust	312.22	338.99
4	Cash flows received from the project SPVs towards the repayment of the debt issued to the Project SPVs by the Trust	31,022.75	22,393.89
5	Total cash inflow at the Trust level (A)	72,619.71	67,124.56
	Less:		
6	Any payment of fees, interest and expense incurred at the Trust level, including but not limited to the fees of the Investment Manager	(12,547.93)	(9,355.06)
7	Income tax (if applicable) at the Standalone Trust Level	-	-
8	Repayment of external debt	(5,425.00)	(4,309.46)
9	Total cash outflows / retention at the Trust level (B)	(17,972.93)	(13,664.52)
10	Net Distributable Cash Flows (C) = (A+B)	54,646.78	53,460.04

Factors affecting Operations

The business of Project SPVs' prospects and results of operations and financial condition are affected by a number of factors including the following key factors:

Terms of the Concession Agreements for tariff revision

Toll fees are pre-determined by the relevant government entities and cannot be modified to reflect the prevailing circumstances other than the annual adjustments to account for inflation as specified in the Concession Agreements.

For the current seven projects, the tariff revision structure and details of the last revision are as follows:

Co. Name	Tariff rate revision	Revision date	FY 2021-22 (%)
IRB Surat Dahisar Tollway Limited (IRBSD)	Linked to WPI* (as an average for preceding year)	September 1, every year	1.31%
IDAA Infrastructure Limited (IDAA)	Linked to WPI	July 1, every year	7.89%
M.V.R. Infrastructure & Tollways Limited (MVR)	Linked to WPI	September 1, every year	7.89%
IRB Jaipur Deoli Tollway Limited (IRBJD)	3% + 40% of WPI	April 1, every year	3.78%
IRB Tumkur Chitradurga Tollway Limited (IRBTC)	3% + 40% of WPI	April 1, every year	3.78%
IRB Talegaon Amravati Tollway Limited (IRBTA)	3% + 40% of WPI	April 1, every year	3.78%
IRB Pathankot Amritsar Toll Road Limited (IRBPA)	3% + 40% of WPI	April 1, every year	3.78%

*Wholesale price index

Growth in Traffic Volumes

The Trust's target portfolio revenue of CAGR of 9.5-10% can be achieved with tariff revision of 4.5-5% combined with traffic growth of 5-5.5%. Going by historical performance, the intrinsic potential as well as current performance of the projects owned by the Trust, it is envisaged that the Trust will achieve its targets.

Operating and Maintenance cost

The Concession Agreement spells out significant costs during the concession period including operating and maintenance expenses, such as periodic maintenance required to be performed. Periodic maintenance involves repair of wear and tear of roads, including overlaying the surface of the roads, if required.

The O&M of seven Project SPVs is managed by the IRB Infrastructure Developers Limited, (Sponsor and Project Manager), as per the fixed price agreements/contracts executed by respective Project SPVs. The O&M cost covers routine and periodic maintenance, details for FY 2021-22 and FY 2020-21 are as follows:

Project Name	Maintenance Cost (₹ in Lakhs) FY 2021-22	Maintenance Cost (₹ in Lakhs) FY 2020-21
IDAA	10,682	4,030
IRBSD	2,356	3,754
IRBJD	5,460	5,293
IRBTA	3,581	1,101
IRBTC	351	1,168
MVR	451	433
IRBPA	4,258	4,929
Total	27,139	20,708

Regulatory Commitments

As per the Concession Agreements, some of the Project SPVs are required to pay revenue share/premium to the NHAI.

Tumkur – Chitradurga is obligated to pay fixed amount of premium to NHAI. As per the deferred premium agreement, in the case of Tumkur – Chitradurga project, part of the premium obligation is shown as premium deferment and balance amount is paid to NHAI during the year.

In case of the Surat – Dahisar project, revenue share is paid to the NHAI which was 50% till February 19, 2022 and 51% w.e.f. February 20, 2022 and is set to increase by 1% every year.

In case of Omalur – Salem project, revenue share is paid to the NHAI at a fixed rate per annum which is ~ 22.50% of gross toll revenues.

Interest Rates Scenario:

Interest rates impact both growth and inflation. Higher the interest rate, higher is the cost of capital. This reflects

on the slowdown of investments in the economy. Interest rate is a significant factor affecting any new acquisition of asset. Banks and financial institutions provide the debt under floating or fixed rate depending on the asset class, Cash flow generation and the credit rating of the borrower.

The acquisition of Pathankot- Amritsar project was funded through 100% debt from a bank at a floating rate of interest with annual reset. The interest rates are linked to Marginal Cost of Funds Based Lending Rate (MCLR) of the bank with a spread margin of 30 basis points. It is perceived that any change in the interest rate on the reset date would affect the cash flows of the Fund. However, rising interest rate will have a direct impact on inflation that in turn results in higher tariff revision for the projects, thus mitigating the risk of higher interest rate on cash flows of the Fund.

General economic conditions in India - level of investment and activity in infrastructure development sector

The central and state governments have renewed their focus on infrastructure that is evident from the fact that the budgetary allocations for construction and augmentation of roads and highways in India have increased significantly. This increased budgetary allocation, when complemented by the private sector participation would generally result in large infrastructure projects in India.

Innovative bidding structures like HAM and TOT provide scopes for increase in portfolios of highway developers. This would provide huge scope for future acquisitions for the Trust and thereby enhance stakeholders' value.

Financial Review

Internal accruals are robust even after considering all expenses, taxes and repayment of debt.

The total consolidated income for FY 2021-22 has increased to ₹ 1,400 crores from ₹ 1,161 crores in FY 2020-21.

The consolidated toll revenues for FY 2021-22 has increased to ₹ 1,289 crores from ₹ 1,103 crores for FY 2020-21. *The current and previous year toll numbers are impacted due to various waves of Covid-19 pandemic which led to partial/ full lockdown imposed in various states.* Moreover, due to the farmers' protest in the state of Punjab, tolling for the Amritsar Pathankot project was halted since the beginning of October 2020. The toll operations resumed on 16th December 2021 and the collections post resumption are very encouraging.

EBITDA for FY 2021-22 improved to ₹ 1,159 crores from ₹ 934 crores in FY 2020-21.

Interest costs (including interest on premium deferment) for FY 2021-22 stood at ₹ 142 crores as against ₹ 145 crores for FY 2020-21.

Depreciation (including amortization) for FY 2021-22 increased to ₹ 681 crores from ₹ 608 crores in FY 2020-21.

Profit before tax for the year ended March, 2022 increased to ₹ 336 crores from ₹ 181 crores in March, 2021.

Profit after tax for the year ended March, 2022 increased to ₹ 303 crores from ₹ 181 crores in March, 2021.

Critical Accounting Policies:

The preparation of financial statements in conformity with applicable accounting standards and the Companies Act, 2013 requires the Trust management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations at the end of the reporting period. By their nature, these judgements are subject to a degree of uncertainty. Although these estimates are based upon the best knowledge of the Trust's management of current events and actions, the actual results could differ from these estimates.

While all aspects of the financial statements should be read and understood in assessing their current and expected financial condition and results, the Trust believes that the following critical accounting policies warrant particular attention:

Intangible assets

Toll Collection Rights:

- Toll collection rights are stated at cost net of accumulated amortisation and impairment losses.
- Toll collection rights awarded by the grantor against construction service rendered by the Project SPV on Design, Build, Finance, Operate, Transfer (DBFOT) basis, which consists of direct and indirect expenses on construction of roads, bridges, culverts, infrastructure and other assets at the toll plazas.
- Toll collection rights are amortised over the period of concession, using revenue-based amortisation as per exemption provided in Indian Accounting Standard (Ind AS) 101. Under this method, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the economic benefits of the assets will be used. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous

estimates, the amortisation of toll collection rights is changed prospectively to reflect any variations in the estimates.

- Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognised.
- Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Premium Obligation

As per the service concession agreement, some of the SPVs are obligated to pay the annual fixed amount of premium to NHAI. This premium obligation has been capitalised as an intangible asset since it is paid towards getting the right to earn revenue by constructing and operating the roads during the concession period. Hence, total premium payable as per the service concession agreement is upfront, capitalised at fair value of the obligation at the date of transition.

Besides, gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset of the Trust and are recognised in the statement of profit or loss when the asset is derecognised.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Amortisation

Toll collection rights are amortised over the period of concession, using revenue-based amortisation as per exemption provided in Ind AS 101. Under this method, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the Trust. If there is any change in the projected revenue from previous estimates, the amortisation of toll collection rights is changed prospectively to reflect any changes in the estimates.

Premium deferment

The balance sheet of the Trust reflects premium deferral (i.e. premium payable less paid after adjusting premium deferment) as aggregated under premium deferred obligation. Interest payable on the above is aggregated under premium deferral obligation.

Interest on premium deferral is capitalised during the construction period and thereafter charged to the statement of profit and loss.

Provisions

Generally, provisions are recognised when the Fund has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources of economic benefits will be required to settle the obligation and a reliable estimate can be made of the obligation amount. When the Fund expects some or the entire provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss, net of any reimbursement.

Provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Principal Components in the consolidated profit and loss

Income items

The Project SPVs income consists of revenue from operations and other income. Revenue from operations primarily consists of income from toll collection. Further, during the construction period of a project, the NHAI may ask the Project SPVs to carry out utility shifting work (which is incidental to the construction of the toll road and typically involves the shifting of utilities that are located at the construction site) or may award the Project SPVs additional scope of work that is separately paid by the NHAI. Revenue from such utility shifting or change in scope contract and the sale of materials, among others, also forms part of the Project SPVs operating revenue. However, this is not significant as compared to toll revenue. Other operating income also includes compensation income on account of suspension of toll operations in one of the projects due to farmers' protest.

The term Other income includes interest income on bank deposits, interest on an income tax refund, interest unwinding on loan given, dividend income, gains on sale of property, plant and equipment, gain on sale of investments and certain miscellaneous income. Other income also includes any gain on sale of investments and fixed assets.

Expense items

Expenses are made up of: (i) road work and site expenses, (ii) employee benefits expense and (iii) depreciation and amortisation expenses, (iv) finance cost, and (v) other expenses.

Road work and site expenses

This expenditure includes contract expenses relating to utility shifting or change in scope contracts, operation and maintenance expenses, road works expenses, cost of material sold, independent engineer fees, sub-contracting and security expenses, and site and other direct expenses.

Employee benefits expenses

This nomenclature includes salaries, wages and bonus paid to the Trust employees, contribution towards provident fund and other funds, gratuity expenses and staff welfare expenses.

Depreciation and amortization

Depreciation and amortisation account shows depreciation on property, plant and equipment and amortisation of intangible assets of the Trust.

Finance costs

Finance costs of the Trust include interest on loans from banks/financial institutions, interest on premium deferment and other borrowing costs.

Other expenses

The day to day working of the Trust involves a number of administrative expenses which are listed as Other expenses. These include various administrative costs such as power and fuel costs, rent, rates and taxes, water charges, repairs and maintenance, travel and conveyance expenses, vehicle expenses, printing and stationery expenses, director sitting fees, advertisement expenses, legal and professional expenses, payments to the SPVs auditor, bank charges, insurance and other miscellaneous expenses.

Human Resource

At IRB InvIT, the focus on human resource development is a continuous process and is demonstrated through various employee engagement initiatives and regular talent management reviews. The key highlights for last year were preparation and implementation of detailed career path for high potential employees, filling vacancies through internal talent resourcing, skip level meetings across organisation for creating a transparent working environment. We have also undertaken an initiative to optimise the manpower cost for better productivity and improved accountability thereby creating a performance orientated career model amongst all its members.

Risk Management

The opportunity in the business of toll collection is the upbeat traffic movement which would help in improving the toll collection and thereby increase the return to the unit holders. Having said that, the biggest risk that the projects face is the slowdown in traffic and diversion of traffic. To overcome such risk, we have enough safeguards in the concession agreement with NHAI

wherein our losses would be either cash reimbursed, or we would be provided an extension of time in our concession period.

Internal control and systems

IRB InvIT has a strong internal control system to manage its operations, financial reporting and compliance requirements. The investment manager has clearly defined roles and responsibilities for all managerial positions. All the business parameters are regularly monitored, and effective steps are taken to control them. Regular internal audits are undertaken to ensure that responsibilities are executed effectively. The audit committee of the Board of Directors of Investment Manager periodically reviews the adequacy and effectiveness of internal control systems and suggests improvements to further strengthen them.

Cautionary Statement

The terms 'IRB InvIT', and 'the Trust' are interchangeably used and mean IRB InvIT and its Project SPVs' as may be applicable.

This annual report contains certain forward-looking statements and may contain certain projections. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue', 'seek to' or other words or phrases of similar import. Similarly, statements that describe strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements and projections are subject to risks, uncertainties and assumptions. Actual results may differ materially from those suggested by forward-looking statements or projections due to risks or uncertainties associated without expectations with respect to, but not limited to, regulatory changes pertaining to the infrastructure sector in India and the Trust's ability to respond to them, the Trust's ability to successfully implement its strategy and objectives, the Trust's growth and expansion plans, technological changes, the Trust's exposure to market risks, general economic and political conditions in India that have an impact on the Trust's business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and

taxes and changes in competition in the infrastructure sector. Certain important factors that could cause the Trust's actual results to differ materially from expectations include, but are not limited to, the following:

- the business and investment strategy of the Trust;
- expiry or termination of the Project SPVs' respective concession agreements;
- future earnings, cash flow and liquidity;
- potential growth opportunities;
- financing plans;
- the competitive position and the effects of competition on the Trust's investments;
- the general transportation industry environment and traffic growth; and
- regulatory changes and future Government policy relating to the transportation industry in India.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated. Forward-looking statements and projections reflect current views as of the date hereof and are not a guarantee of future performance or returns to investors. These statements and projections are based on certain beliefs and assumptions that in turn are based on currently available information.

Although the investment manager believes that the assumptions upon which these forward-looking statements and projections are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements and projections based on these assumptions could be incorrect. None of the Trust, the trustee, the investment manager and their respective affiliates/advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

There can be no assurance that the expectations reflected in the forward-looking statements and projections will prove to be correct. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements and projections and not to regard such statements to be a guarantee or assurance of the Trust's future performance or returns to investors.

Independent Auditors' Report

To,

The Unit holders of IRB InvIT Fund

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **IRB InvIT Fund** (hereinafter referred to as "the Fund") and its subsidiaries (the Fund and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Changes in Unit Holders' Equity and the consolidated Statement of cash flows for the year then ended, and the consolidated Statement of Net Assets at fair value as at March 31, 2022, the consolidated Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') of the Fund and each of its subsidiaries for the year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder, in the manner so required and give a true and fair view in conformity with Indian Accounting Standards (Ind AS) and/or any addendum thereto as defined

in the Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, its consolidated profit and total comprehensive income, its consolidated movement of the unit holders' funds and its consolidated cash flows for the year ended March 31, 2022, its consolidated net assets at fair value as at March 31, 2022, its consolidated total returns at fair value and the net distributable cash flows of the Fund and each of its subsidiaries for the year ended March 31, 2022.

Basis of Opinion

We conducted our audit of consolidated financial statements in accordance with the Standards on Auditing (SAs) issued by Institute of Chartered Accountants of India ("ICAI"). *Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI and we have fulfilled our other ethical responsibilities in accordance with the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1	Assessing Impairment of Intangible assets (note 3.21 and 4)	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the appropriateness of the Fund's valuation methodology applied in determining the recoverable amount. In making this assessment, we also evaluated the objectivity, independence and competency of specialists involved in the process. Assessed, based on the report of external expert, the assumptions around the key drivers of the cash flow forecasts, discount rates, revenue projection based on the independent expert's traffic study reports after considering the impact on account of COVID-19 scenario, etc. Assessed the appropriateness of the weighted average cost of capital used in the determining recoverable amount by engaging valuation expert.

The Group operates toll assets which is constructed on Build Operate and Transfer (BOT) basis. The carrying value of the toll collection rights as at March 31, 2022 is ₹ 1,095,040.42 Lakhs. In accordance with its accounting policy and requirements under Ind AS 36 "Impairment of Assets", the Management has performed an impairment assessment by comparing the carrying value of the toll collection rights to their recoverable amount. For impairment testing, value in use has been determined by forecasting and discounting future cash flows. Further, the value in use is highly sensitive to changes in critical variable used for forecasting the future cash flows including traffic projections and discounting rates.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
	<p>The determination of the recoverable amount of the toll collection right involves significant judgment and accordingly, the evaluation of impairment of toll collection rights has been determined as a key audit matter.</p> <p>Also, refer Note 4 to the consolidated financial statements.</p>	<ul style="list-style-type: none"> Discussed/Evaluated potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. Assessed the recoverable value headroom by performing sensitivity analysis of key assumptions used. Tested the arithmetical accuracy of the model.
2	<p>Toll revenue in respect of toll collection under the Service Concession Agreement</p> <p>The Group's right to collect toll under the concession agreement with National Highway (NHA) Authority of India falls within the scope of Appendix C of Ind AS 115, "Service Concession Arrangements". The Group operates and earns revenue by collecting toll on the road constructed. This involves cash collection and automated toll collection using customized equipment installed at the toll plazas for correctly identifying vehicle type, calculating fare and for appropriate billing and collection. The Group uses information technology systems for the related automated and IT dependent controls.</p> <p>Refer Note 3.8 and Note 21 to the consolidated financial statements</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Obtained an understanding of the processes and control placed for toll collection and evaluating the key controls around such process and testing those controls for the operating effectiveness. Checked a selection of Information Technology General Controls (ITGCs) supporting the integrity of the tolling system operation, including access, operations and change management controls. Verified the reconciliation of toll collection as per transaction report (generated from toll system) with cash deposited in bank and revenue recorded in the books. Reviewed the management rationalization, by multiplying that toll rate charged for each category of vehicle as per NHA's notification with the number of vehicles (as per Schedule M submitted with NHA) and its reconciliation with the revenue recorded in accounts. On test check basis, traced the daily collection from bank statement to daily cash toll collected and the revenue recorded in the books. Performed analytics procedures on transactions to detect unusual transactions for further examination. Performed revenue cut off procedures.
3	<p>Provisioning for resurfacing expense</p> <p>As per the Concession Agreement, the Group is obligated to carry out resurfacing of the roads. The Group estimates the provision required towards resurfacing in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets". The estimate made by the Group over the concession period, involves detailed calculation and judgment. In view of the nature of provision and amount involved, the provision for resurfacing expense is considered to be a key audit matter.</p> <p>Refer Note 3.17, Note 17 and Note 38 to the consolidated financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Understood the Group's process associated with the estimation of resurfacing obligation. Verified the requirement under Concession Agreement and Group's policies. Tested the assumption used in determining the resurfacing provisions. Tested the arithmetical accuracy and also verified the disclosure in the consolidated financial statements.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
4	<p>Computation and disclosures as prescribed in the InvIT regulations relating to Statement of Net Assets and Total Returns at Fair Value</p> <p>(as described in note 38 and in Statement of Net assets at fair value and Statement of total returns at fair value of the consolidated financial statements)</p> <p>As per the provisions of InvIT Regulations, the Fund is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets. For this purpose, fair value is determined by forecasting and discounting future cash flows. The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates etc.</p> <p>Accordingly, the aforementioned computation and disclosures are determined to be a key audit matter in our audit of the consolidated financial statements.</p>	<p>Our audit procedures include the following-</p> <ul style="list-style-type: none"> Read the requirements of SEBI InvIT regulations for disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value. Assessed the appropriateness of independent valuer's and management's valuation methodology applied in determining the fair values. Tested controls implemented by management to determine inputs for fair valuation as well as assumptions used in the fair valuation. We involved valuation specialists to: <ul style="list-style-type: none"> a) Assess the valuation reports issued by the independent valuer engaged by the management and compared key property related data used as input with actual data. b) Assess the key assumptions included in the cash flow forecasts by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. c) Discuss changes in key drivers as compared to actual performance with management in order to evaluate whether the inputs and assumptions used in the valuation models by management and independent valuer were reasonable, including considerations due to current economic and market conditions including effects of COVID-19 pandemic. Tested the arithmetical accuracy of computation in the Statement of Net Assets and Total Returns at Fair Value Read/Assessed the disclosures in the standalone financial statements for compliance with the relevant requirements of InvIT Regulations.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The management of IRB Infrastructure Private Limited ("Investment Manager") is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Investment Manager's Report including Annexures to Investment Manager's Report and Investment Manager's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

Investment Manager is responsible for the preparation of these consolidated financial statements that give a true and

fair view of the consolidated financial position as at March 31, 2022, consolidated financial performance including other comprehensive income, consolidated movement of the unit holders' funds and the consolidated cash flows for the year ended March 31, 2022, its consolidated net assets at fair value as at March 31, 2022, its consolidated total returns at fair value of the Fund and the net distributable cash flows of the Fund and each of its subsidiaries in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended read with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder (together referred to as the "InvIT Regulations").

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the up and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the management of the Fund, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it

exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express a opinion on the consolidated financial statements. We are responsible

for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For companies included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Fund included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matters

We did not audit the financial statements and other financial information of 7 subsidiaries, whose financial statements reflect total assets of ₹ 1,228,288.68 Lakhs and net assets

of ₹ 76,536.09 Lakhs as at March 31, 2022, total revenues of ₹ 144,968.10 Lakhs and net cash inflows amounting to ₹ 3,025.78 Lakhs for the year ended on that date, as considered in the consolidated financial statements before giving effect to elimination of intra-group transactions. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of InvIT regulations, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our reports on the Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and reports of the other auditors.

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by InvIT Regulations, we report that;

- a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) The Consolidated Balance Sheet, and the Consolidated Statement of Profit and Loss including other comprehensive income dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements; and
- c) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

FOR SURESH SURANA & ASSOCIATES LLP

Chartered Accountants

Firm's Reg. No. 121750W/W-100010

(Ramesh Gupta)

Partner

Place: Mumbai

Membership No. 102306

Dated: May 07, 2022

UDIN: 22102306AIOQQF9747

Consolidated Balance Sheet

as at March 31, 2022

(₹ in Lakhs)

	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4	106.55	107.56
Intangible assets	4	1,095,040.42	1,162,829.30
Intangible assets under development	4	142.98	212.09
Financial assets			
Investments	5	0.40	0.40
Deferred tax assets (net)	8	-	3,220.33
Total non-current assets		1,095,290.35	1,166,369.68
Current assets			
Financial assets			
i) Investments	5	21,510.86	15,856.15
ii) Cash and cash equivalents	9	1,432.43	4,436.01
iii) Bank balances other than (ii) above	10	67,592.29	35,141.25
iv) Loans	6	3.91	5.80
v) Other financial assets	7	9,221.85	1,192.59
Income tax assets (net)	11	611.72	722.09
Other current assets	12	103.64	329.67
Total current assets		100,476.70	57,683.56
Total assets		1,195,767.05	1,224,053.24
EQUITY AND LIABILITIES			
Equity			
Initial settlement amount	13	0.10	0.10
Unit capital	13	510,259.50	531,157.50
Other equity	14	(96,341.29)	(95,850.79)
Total equity		413,918.31	435,306.81
Non-current liabilities			
Financial liabilities			
i) Borrowings	15	184,165.14	184,441.46
ii) Other financial liabilities	16	507,727.80	532,255.14
Provisions	17	1,498.49	1,303.65
Deferred tax liabilities (net)	8	37.51	-
Total non-current liabilities		693,428.94	718,000.25
Current liabilities			
Financial liabilities			
i) Borrowings	18	5,425.00	5,425.00
ii) Trade payables	19		
a) Total outstanding dues of micro enterprises and small enterprises		12.83	9.42
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,981.51	1,074.63
iii) Other financial liabilities	16	79,430.16	53,323.14
Other current liabilities	20	270.84	214.37
Provisions	17	1,299.46	10,699.62
Total current liabilities		88,419.80	70,746.18
Total liabilities		781,848.74	788,746.43
Total equity and liabilities		1,195,767.05	1,224,053.24
Summary of significant accounting policies	3		

See accompanying notes to the consolidated financial statements.

As per our report of even date
For Suresh Surana & Associates LLP
Chartered Accountants
Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
Partner
Membership No.: 102306

Place: Mumbai
Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-
Vinod Kumar Menon
CEO & Wholtime Director
DIN : 03075345

Sd/-
Rushabh Gandhi
Chief Financial Officer
Membership No: 142334

Place : Mumbai
Date : May 07, 2022

Sd/-
Sunil Tandon
Director
DIN : 00874257

Sd/-
Swapna Vengurlekar
Company Secretary
Membership No: A32376

Consolidated Statement of Profit and Loss

for the year ended March 31, 2022

(₹ in Lakhs)

	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
Income			
Revenue from operations	21	139,156.62	114,283.26
Other income	22	877.73	1,805.55
Total income		140,034.35	116,088.81
Expenses			
Operating expenses	23	5,898.96	6,717.01
Project management fees		13,069.00	12,186.00
Employee benefits expense	24	2,594.14	2,428.55
Insurance and security expenses		75.68	142.80
Trustee fees		29.50	29.50
Annual listing fees		60.81	60.81
Investment management fees		1,278.15	590.00
Repairs and maintenance		0.82	11.75
Depreciation and amortisation expenses	25	68,072.75	60,806.39
Finance costs	26	14,184.37	14,538.21
Other expenses	27	1,171.07	495.48
Total expenses		106,435.25	98,006.50
Profit before tax		33,599.10	18,082.31
Tax expenses	46		
Current tax (including tax adjustments related to earlier years/ periods)		75.27	(1.85)
Deferred tax (MAT credit)		3,257.84	-
Total tax expenses		3,333.11	(1.85)
Profit after tax (A)		30,265.99	18,084.16
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods			
Re-measurement gains/ (losses) on defined benefit plans (net of tax)		10.01	(38.68)
Other comprehensive income/(loss) for the year, net of tax (B)		10.01	(38.68)
Total comprehensive income for the year, net of tax: (A+B)		30,276.00	18,045.48
Profit for the year		30,265.99	18,084.16
Attributable to:			
Unit holders		30,265.99	18,084.16
Non-controlling interests		-	-
Total comprehensive income for the year		30,276.00	18,045.48
Attributable to:			
Unit holders		30,276.00	18,045.48
Non-controlling interests		-	-
Earnings per unit	28		
- Basic		5.21	3.12
- Diluted		5.21	3.12
As per our report of even date attached			
Summary of significant accounting policies	3		

See accompanying notes to the consolidated financial statements.

As per our report of even date

For Suresh Surana & Associates LLP

Chartered Accountants

Firm's Reg no. 121750W/W-100010

Sd/-

Ramesh Gupta

Partner

Membership No.: 102306

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-

Vinod Kumar Menon

CEO & Wholetime Director

DIN : 03075345

Sd/-

Sunil Tandon

Director

DIN : 00874257

Sd/-

Rushabh Gandhi

Chief Financial Officer

Membership No: 142334

Sd/-

Swapna Vengurlekar

Company Secretary

Membership No: A32376

Place: Mumbai

Date : May 07, 2022

Place : Mumbai

Date : May 07, 2022

Consolidated Statement of Cash Flows

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash flow from operating activities		
Profit before tax	33,599.10	18,082.31
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expenses	68,072.75	60,806.39
Provision for resurfacing expenses	4,845.11	5,818.15
Change in Fair value on mutual funds	(199.30)	141.99
Extinguishment of premium liability	(1,379.35)	-
Gain on sale of Investments (net)	(233.58)	(551.64)
Gain on sale of assets (net)	-	(204.81)
Finance costs	13,608.08	14,157.88
Interest income on fixed deposits	(36.86)	(28.19)
Operating profit before working capital changes	118,275.95	98,222.08
Movement in working capital:		
Increase/(decrease) in trade payables	910.30	(2,126.83)
Increase/(decrease) in provisions	(14,040.43)	(8,497.88)
Increase/(decrease) in other financial liabilities	5,259.08	4,778.56
Increase/(decrease) in other liabilities	56.47	87.98
Decrease/(increase) in loans	1.89	8.68
Decrease/(increase) in other financial assets	(8,025.66)	(89.67)
Decrease/(increase) in other current assets	225.97	439.97
Cash generated from operations	102,663.57	92,822.89
Taxes paid (net)	35.12	120.47
Net cash flow from operating activities	102,698.69	92,943.36
Cash flows from investing activities		
Purchase of intangible assets	(134.03)	(9,888.02)
Proceeds from sale of intangible assets	7.62	5,597.92
Sale/(purchase) of current investments (net)	(5,221.83)	(10,097.82)
Increase in balance with Escrow bank	(29,638.13)	(35,063.19)
Acquisition / Redemption of bank deposits (having original maturity of more than three months) (net)	(2,808.67)	(1.91)
Interest received	33.25	28.20
Net cash flow (used in) investing activities	(37,761.79)	(49,424.82)
Cash flows from financing activities		
Repayment of unit capital to the unit holders	(20,898.00)	(11,610.00)
Distribution to unitholders	(30,766.50)	(33,669.00)
Repayment of non-current borrowings	(5,425.00)	(190.01)
Finance costs paid	(10,850.98)	(12,617.83)
Net cash flows used in financing activities	(67,940.48)	(58,086.84)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(3,003.58)	(14,568.30)
Cash and cash equivalents at the beginning of the year	4,436.01	19,004.31
Cash and cash equivalents at the end of the year (refer note 9)	1,432.43	4,436.01
Components of cash and cash equivalents		
Balances with scheduled banks:		
- Escrow accounts	1,114.11	4,259.40
- Current accounts	253.52	114.86
Cash on hand	64.80	61.75
Total Cash and Cash Equivalents (refer note 9)	1,432.43	4,436.01

Consolidated Statement of Cash Flows (contd.)

for the year ended March 31, 2022

Reconciliation between opening and closing balances for liabilities arising from financing activities:

	(₹ in Lakhs)
Particulars	Borrowings
March 31, 2020	188,440.52
Cash flow	
- Interest	(12,617.83)
- Proceeds / (Repayment)	(190.01)
Accrual for the year	14,244.05
March 31, 2021	189,876.73
Cash flow	
- Interest	(10,850.98)
- Proceeds / (Repayment)	(5,425.00)
Transfer to borrowings	2,294.00
Accrual for the year	13,695.39
March 31, 2022	189,590.14

Notes:

1. All figures in bracket are outflow.
2. The Consolidated cash flow statement has been prepared under Indirect Method as per Ind AS 7 "Statement of Cash Flows".
3. Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

Summary of Significant accounting policies (refer note 3)

See accompanying notes to the consolidated financial statements.

As per our report of even date

For Suresh Surana & Associates LLP

Chartered Accountants

Firm's Reg no. 121750W/W-100010

Sd/-

Ramesh Gupta

Partner

Membership No.: 102306

**For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)**

Sd/-

Vinod Kumar Menon

CEO & Wholetime Director

DIN : 03075345

Sd/-

Rushabh Gandhi

Chief Financial Officer

Membership No: 142334

Sd/-

Sunil Tandon

Director

DIN : 00874257

Sd/-

Swapna Vengurlekar

Company Secretary

Membership No: A32376

Place: Mumbai

Date : May 07, 2022

Place : Mumbai

Date : May 07, 2022

Consolidated Statement of Changes in Unit Holders Equity

for the year ended March 31, 2022

(₹ in Lakhs)

	No of units	As at March 31, 2022	No of units	As at March 31, 2021
a. Unit Capital:				
At the beginning of the year	580,500,000	531,157.50	580,500,000	542,767.50
Issued during the year	-	-	-	-
Less: Capital reduction during the year (refer note 45)	-	(20,898.00)	-	(11,610.00)
At the end of the year	580,500,000	510,259.50	580,500,000	531,157.50

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
b. Initial Settlement Amount		
At the beginning of the year	0.10	0.10
Received during the year	-	-
At the end of the year	0.10	0.10

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
c. Other equity		
Retained earnings		
At the beginning of the year	(95,850.79)	(80,227.27)
Profit/(loss) for the year	30,265.99	18,084.16
Other comprehensive income	10.01	(38.68)
Interest distribution * (refer note 41)	(30,766.50)	(33,669.00)
At the end of the year	(96,341.29)	(95,850.79)

* Pertains to the distributions made during the financial year along with the distribution related to the last quarter of FY 2020-21 and does not include the distribution relating to the last quarter of FY 2021-22 which will be paid after March 31, 2022.

Summary of Significant accounting policies (refer note 3)

See accompanying notes to the consolidated financial statements.

As per our report of even date
For Suresh Surana & Associates LLP
 Chartered Accountants
 Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
 Partner
 Membership No.: 102306

Place: Mumbai
 Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-
Vinod Kumar Menon
 CEO & Wholetime Director
 DIN : 03075345

Sd/-
Rushabh Gandhi
 Chief Financial Officer
 Membership No: 142334

Place : Mumbai
 Date : May 07, 2022

Sd/-
Sunil Tandon
 Director
 DIN : 00874257

Sd/-
Swapna Vengurlekar
 Company Secretary
 Membership No: A32376

Disclosures Pursuant to SEBI Circulars

(SEBI Circular No. CIR/IMD/DF/114/2016 dated 20- Oct-2016 and no CIR/IMD/DF/127/2016 dated 29-Nov-2016 issued the InvIT regulations)

A. Consolidated Statement of Net Assets at Fair Value.

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Book value	Fair value	Book value	Fair value
A. Total assets	1,195,767.05	1,439,601.13	1,224,053.25	1,427,483.33
B. Total liabilities	781,848.74	852,810.09	788,746.43	819,384.76
C. Net Assets (A - B)	413,918.31	586,791.04	435,306.82	608,098.57
D. Number of units (in Lakhs)	5,805	5,805	5,805	5,805
E. NAV (C/D)	71.30	101.08	74.99	104.75

Project wise break up of fair value of total assets:

(₹ in Lakhs)

Name of the project	As at March 31, 2022	As at March 31, 2021
IDAA Infrastructure Limited (IDAA)	18,295.01	27,152.49
IRB Talegaon Amravati Tollway Limited (IRBTA)	102,907.87	114,073.30
IRB Jaipur Deoli Tollway Limited (IRBJD)	185,285.35	184,957.55
IRB Surat Dahisar Tollway Limited (IRBSD)	53,971.59	87,026.35
IRB Tumkur Chitradurga Tollway Limited (IRBTC)	894,926.35	816,173.01
M.V.R Infrastructure and Tollways Limited (MVR)	69,807.74	61,221.97
IRB Pathankot Amritsar Toll Road Limited (IRBPA)	179,842.68	174,931.16
Subtotal	1,505,036.59	1,465,535.83
Assets in IRB InvIT Fund	(65,435.46)	(38,052.50)
Total assets	1,439,601.13	1,427,483.33

B. Consolidated Statement of Total Returns at Fair Value :

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Total comprehensive income (As per the statement of profit and loss)	30,276.00	18,045.48
Add/Less: other changes in fair value (e.g., in investment property, property, plant & equipment (if cost model is followed)) not recognized in total comprehensive income	172,872.73	172,791.75
Total Return	203,148.73	190,837.23

Note:

The fair value of investments in Project SPV's are computed on the basis of the fair value of the underlying Toll Collection Rights as at March 31, 2022 along with the book values of other assets and liabilities accounted in respective Project SPV's financial statements as at March 31, 2022.

Fair value of assets as at March 31, 2022 and as at March 31, 2021 and other changes in fair value for the year then ended as disclosed in the above tables are derived based on the fair valuation reports issued by the independent valuer appointed under the InvIT Regulations.

Summary of Significant accounting policies (refer note 3)

See accompanying notes to the consolidated financial statements.

As per our report of even date

For Suresh Surana & Associates LLP

Chartered Accountants

Firm's Reg no. 121750W/W-100010

Sd/-

Ramesh Gupta

Partner

Membership No.: 102306

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

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Vinod Kumar Menon

CEO & Wholtime Director

DIN : 03075345

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Sunil Tandon

Director

DIN : 00874257

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Rushabh Gandhi

Chief Financial Officer

Membership No: 142334

Sd/-

Swapna Vengurlekar

Company Secretary

Membership No: A32376

Place: Mumbai

Date : May 07, 2022

Place : Mumbai

Date : May 07, 2022

Disclosures Pursuant to SEBI Circulars

(SEBI Circular No CIR/MD/DF/114/2016 dated October 20, 2016 and No CIR/MD/DF/127/2016 dated November 29, 2016 issued under the InvIT Regulations)

Statement of Net Distributable Cash Flows (NDCF) of IRB InvIT Fund

		(₹ in Lakhs)	
Sr. No.	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
1	Cash flows received from Project SPVs in the form of Interest (Refer note 1)	41,284.74	44,391.68
2	Cash flows received from Project SPVs in the form of Dividend	-	-
3	Any other income accruing at the Trust level and not captured above, including but not limited to interest/return on surplus cash invested by the Trust	312.22	338.99
4	Cash flows received from the project SPVs towards the repayment (Net) of the debt issued to the Project SPVs by the Trust (Refer note 2)	31,022.75	22,393.89
5	Total cash inflow at the Trust level (A)	72,619.71	67,124.56
	Less:		
6	Any payment of fees, interest and expense incurred at the Trust level, including but not limited to the fees of the Investment Manager (Refer note 3)	(12,547.93)	(9,355.06)
7	Income tax (if applicable) at the Standalone Trust Level	-	-
8	Repayment of external debt	(5,425.00)	(4,309.46)
9	Total cash outflows / retention at the Trust level (B)	(17,972.93)	(13,664.52)
10	Net Distributable Cash Flows (C) = (A+B)	54,646.78	53,460.04

Note:

- 1) Excludes interest due but not received of ₹ 13,171.08 lakhs (Previous year ₹ 13,171.08 lakhs) for the year ended March 31, 2022.
- 2) Netted – off with long-term unsecured loan given to Project SPV's.
- 3) Excludes interest of ₹ Nil (Previous year ₹ 4,119.45 lakhs) which was not paid on account of moratorium availed as per RBI circular dated March 27, 2020 and May 22, 2020.

Statement of Net Distributable Cash Flows (NDCF) of underlying SPVs

IDAA Infrastructure Limited (IDAA)

		(₹ in Lakhs)	
Sr. No.	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	(463.50)	(340.69)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	23,237.41	15,970.84
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add: Interest paid to the Fund	365.85	2,122.88
5	Add :- Provision for Resurfacing Expenses (Net)	(4,703.47)	1,540.80
6	Add: Non-cash expenses	-	-
7	Less :- NHAI Premium	-	-
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	18,899.79	19,634.52
10	Net Distributable Cash Flows (C) = (A+B)	18,436.29	19,293.83

Statement of Net Distributable Cash Flows (NDCF) of underlying SPVs

IRB Surat Dahisar Tollway Limited (IRBSD)

		(₹ in Lakhs)	
Sr. No.	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	(2,980.19)	(314.68)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	31,170.02	26,920.37
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add:- Interest paid to the Fund	2,039.73	3,307.71
5	Add :- Provision for Resurfacing Expenses	(1,916.55)	(957.33)
6	Add:- Non-cash expenses	8,381.22	-
7	Less :- NHAI Premium	-	-
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	39,674.43	29,270.75
10	Net Distributable Cash Flows (C) = (A+B)	36,694.23	28,956.07

Disclosures Pursuant to SEBI Circulars

(SEBI Circular No CIR/MD/DF/114/2016 dated October 20, 2016 and No CIR / MD / DF / 127 / 2016 dated November 29, 2016 issued under the InvIT Regulations)

Statement of Net Distributable Cash Flows (NDCF) of underlying SPVs

IRB Talegaon Amravati Tollway Limited (IRBTA)

(₹ in Lakhs)

Sr. No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	(2,056.27)	(1,668.83)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	1,294.14	1,042.37
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add: Interest paid to the Fund	5,891.65	5,989.17
5	Add :- Provision for Resurfacing Expenses	(1,163.67)	448.03
6	Add: Non-cash expenses	-	-
7	Less :- NHAI Premium	-	-
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	6,022.12	7,479.57
10	Net Distributable Cash Flows (C) = (A+B)	3,965.85	5,810.74

Statement of Net Distributable Cash Flows (NDCF) of underlying SPVs

M.V.R Infrastructure and Tollways Limited (MVR)

(₹ in Lakhs)

Sr. No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	101.99	(254.56)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	3,122.11	2,329.19
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add :- Interest paid to the Fund	4,823.94	4,392.56
5	Add :- Provision for Resurfacing Expenses	390.05	333.38
6	Add: Non-cash expenses	-	-
7	Less :- NHAI Premium	-	-
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	8,336.10	7,055.13
10	Net Distributable Cash Flows (C) = (A+B)	8,438.09	6,800.57

Statement of Net Distributable Cash Flows (NDCF) of underlying SPVs

IRB Jaipur Deoli Tollway Limited (IRBJD)

(₹ in Lakhs)

Sr. No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	(7,177.12)	(9,602.59)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	2,092.72	1,672.27
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add: Interest paid to the Fund	14,119.76	13,986.94
5	Add :- Provision for Resurfacing Expenses	(1,419.08)	(1,372.05)
6	Add: Non-cash expenses	(1,610.44)	-
7	Less :- NHAI Premium	-	-
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	13,182.96	14,287.16
10	Net Distributable Cash Flows (C) = (A+B)	6,005.84	4,684.57

Disclosures Pursuant to SEBI Circulars

(SEBI Circular No CIR/MD/DF/114/2016 dated October 20, 2016 and No CIR / MD / DF / 127 / 2016 dated November 29, 2016 issued under the InvIT Regulations)

Statement of Net Distributable Cash Flows (NDCFs) of underlying SPVs

IRB Pathankot Amritsar Toll Road Limited (IRBPA)

(₹ in Lakhs)

Sr. No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	(3,282.77)	(13,725.25)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	938.64	995.47
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add: Interest paid to the Fund	14,073.71	14,618.94
5	Add :- Provision for Resurfacing Expenses	(947.54)	(1,697.59)
6	Add: Non-cash expenses	(11,533.96)	-
7	Less :- NHAI Premium	-	-
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	2,530.85	13,916.82
10	Net Distributable Cash Flows (C) = (A+B)	(751.92)	191.57

Statement of Net Distributable Cash Flows (NDCFs) of underlying SPVs

IRB Tumkur Chitradurga Tollway Limited (IRBTC)

(₹ in Lakhs)

Sr. No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Profit after tax as per Statement of profit and loss/income and expenditure (A)	2,366.31	(2,363.27)
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	7,725.26	12,749.51
3	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), if deemed necessary by the Investment Manager	-	-
4	Add: Interest paid to the Fund*	13,171.08	13,171.08
5	Add :- Provision for Resurfacing Expenses	535.38	(999.29)
6	Add: Non-cash expenses	1,388.02	(908.11)
7	Less :- NHAI Premium	(20,576.00)	(19,332.77)
8	Less :- Principal repayment	-	-
9	Total Adjustments (B)	2,243.74	4,680.42
10	Net Distributable Cash Flows (C) = (A+B)	4,610.05	2,317.15

* Interest due but not paid

As per the interim order of the Division Bench of Hon'ble High Court, withdrawals from Escrow Account of IRBTC are not permitted till final order in the matter. Kindly refer note 39 (c) for further details.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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

1. Nature of Operations

The IRB InvIT Fund (the “Fund” / “Trust”) is a trust constituted by “The Indenture of Trust” dated October 16, 2015 registered under the Registration Act, 1908 and under the Securities Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014. The Fund is settled by the Sponsor, IRB Infrastructure Developers Limited (“IRB” or the “Sponsor”), an infrastructure development company in India. The Trustee

to the Fund is IDBI Trusteeship Services Limited (the “Trustee”) and Investment manager for the Fund is IRB Infrastructure Private Limited (the “Investment Manager”).

The Fund has been formed to invest in infrastructure assets primarily being in the road sector in India. All of the Fund’s road projects are implemented and held through special purpose vehicles (“Project SPVs/ Subsidiaries”).

The consolidated financial statements comprise of financial statement of IRB InvIT Fund and its seven subsidiaries (collectively, “the Group”) for the year ended March 31, 2022.

The road projects included in the Fund’s portfolio comprises as listed below:-

Sr. No.	Subsidiary Name	Principal Nature of activity	Country of Incorporation	Extent of Control as at March 31, 2022	Extent of Control as at March 31, 2021
1	IDAA Infrastructure Limited (IDAA)	Infrastructure	India	100%	100%
2	IRB Talegaon Amravati Tollway Limited (IRBTA)	Infrastructure	India	100%	100%
3	IRB Jaipur Deoli Tollway Limited (IRBJD)	Infrastructure	India	100%	100%
4	IRB Surat Dahisar Tollway Limited (IRBSD)	Infrastructure	India	100%	100%
5	IRB Tumkur Chitradurga Tollway Limited (IRBTC)	Infrastructure	India	100%	100%
6	M.V.R Infrastructure and Tollways Limited (MVR)	Infrastructure	India	100%	100%
7	IRB Pathankot Amritsar Toll Road Limited (IRBPA)	Infrastructure	India	100%	100%

The registered office of the investment manager is IRB Complex, Chandivali Farm, Chandivali Village, Andheri-East, Mumbai – 400 072.

The consolidated financial statements were authorised for issue in accordance with resolution passed by the board of directors of the investment manager on May 7, 2022.

2. Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, prescribed under Section 133 of the Companies Act, 2013 (“Ind AS”) read with SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended and the circulars issued thereunder (“InvIT Regulations”) and other accounting principles generally accepted in India.

The consolidated financial statements have been prepared on an accrual basis and under the historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The consolidated financial statements are presented in Indian Rupee (‘INR’) which is also the Group’s functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated. Wherever the amount represented ‘0’ (zero) construes value less than Rupees five hundred.

3. Summary of significant accounting policies

3.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Fund and its subsidiaries as at March 31, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a Subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the Subsidiaries.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of each of the subsidiaries used for the purpose of consolidation are drawn up to same reporting date as that of the Group, i.e., year ended on 31st March.

Consolidation procedure:

- i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the Subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- iii. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- iv. Non-controlling interests in the net assets of consolidated subsidiaries consists of:
 - a) The amount of equity attributed to non-controlling interests at the date on which investment in a Subsidiary came into existence;
 - b) The non-controlling interest share of movement in equity since the date parent relationship came into existence;
 - c) Non-controlling interest share of net profit/(loss) of consolidated Project SPV for the year is identified and adjusted against the profit after tax of the Group.

3.2 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at fair value on acquisition date and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the

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impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

3.3 Asset acquisition

The acquisition of an asset or a group of assets that does not constitute a business. In such cases the acquirer shall identify and recognise the individual identifiable assets acquired including those assets that meet the definition of, and recognition criteria for, intangible assets in Ind AS 38, Intangible Assets and liabilities assumed. The cost of the group is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction or event does not give rise to goodwill.

3.4 Use of estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3.5 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

3.6 Foreign currencies

The Group's financial statements are presented in INR, which is also the Group's functional currency. The group does not have any foreign operation and has assessed the functional currency to be INR.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

3.7 Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an annual basis, the Management of Investment Manager presents the valuation results to the Audit Committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 33 and 38)
- Financial instruments (including those carried at amortised cost) (note 33)
- Quantitative disclosure of fair value measurement hierarchy (note 34)

3.8 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is the principal in its revenue arrangements because it typically controls the services before transferring them to the customer.

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Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised.

Toll revenue

The income from Toll collection is recognised on the actual collection of toll revenue.

Toll collection charges

Revenue is recognised on actual collection of toll revenue (net of amount paid to NHAI) as per the Supplementary agreement with NHAI.

Contract revenue (construction contracts)

Contract revenue associated with the utility shifting incidental to construction of road are recognized as revenue by reference to the stage of completion of the projects at the balance sheet date. The stage of completion of project is determined by the proportion that contract cost incurred for work performed up to the balance sheet date bears to the estimated total contract costs.

The Group's operations involve levying of goods and service tax (GST) on the construction work. GST is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Claim Revenue

Claims are recognised as revenue as per relevant terms of the concession agreement with the authority when it is probable that such claims will be accepted by the customer that can be measured reliably.

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a

financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Dividends

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.9 Government Grants

Grants and subsidies from the Government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant / subsidy will be received.

Grant received are considered as a part of the total outlay of the construction project and accordingly, the same is reduced from the gross value of assets

3.10 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discount or rebates are deducted in arriving at the purchase price. When significant parts of the plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Depreciation is calculated on written down value method (WDV) using the useful lives as prescribed under the Schedule II to the Companies Act, 2013 or re-assessed by the Group.

The Group has estimated the following useful lives for its tangible fixed assets:

Asset class	Useful life
Plant & Machinery	9 years - 15 years
Office equipment	5 years
Computers	3 years
Servers	6 years
Vehicles	8 years
Furniture & fixtures	10 years
Toll Equipment	7 years

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An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.11 Intangible assets

Intangible assets are stated at cost, less accumulated amortisation and impairment losses.

Toll Collection Rights

Toll collection rights are stated at cost net of accumulated amortisation and impairment losses. Cost includes:

Toll Collection Rights awarded by the grantor against construction service rendered by the Project SPV on DBFOT basis - Direct and indirect expenses on construction of roads, bridges, culverts, infrastructure and other assets at the toll plazas.

Premium Obligation

As per the service concession agreement, the Group is obligated to pay the annual fixed amount of premium to National Highway Authorities of India (NHAI). This premium obligation has been capitalized as Intangible Asset given it is paid towards getting the right to earn revenue by constructing and operating the roads during the concession period. Hence, total premium payable as per the service concession agreement has been upfront capitalized at fair value of the obligation at the date of transition.

Intangible assets are amortised over the period of concession, using revenue based amortisation as per Exemption provided in Ind AS 101. Under this method, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortisation of toll collection rights is changed prospectively to reflect any changes in the estimates.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

3.12 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Goods and service tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of goods and service tax paid, except:

When the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

When receivables and payables are stated with the amount of tax included. The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables in the balance sheet.

3.13 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use OR sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.14 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

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Group as a lessee

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.15 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3.16 Premium Deferment

Premium Deferral (i.e. premium payable less paid after adjusting premium deferment) is aggregated under premium deferred obligation in the balance sheet. The interest payable on the above is aggregated under premium deferral obligation. Interest on premium deferral is capitalised during the construction period and thereafter charged to the statement of profit and loss.

3.17 Resurfacing expenses

As per the Concession Agreement, the Group is obligated to carry out resurfacing of the roads under concession. Provision required for resurfacing expenses are measured at the present value of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance cost.

3.18 Contingent liabilities and Contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

3.19 Retirement and other employee benefits

Defined contribution plan

Retirement benefits in the form of provident fund, Pension Fund and Employees state Insurance Fund are a defined contribution scheme and the contributions are charged to the Statement of profit and loss of the period when the employee renders related services. There are no other obligations other than the contribution payable to the respective authorities.

Defined benefit plan

Gratuity liability for eligible employees are defined benefit obligation and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Obligation is measured at the present value of estimated future cash flows using discounted rate that is determined by reference to market yields at the balance sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation.

Re-measurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

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Past service costs are recognised in statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Short term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. A liability is recognised for the amount expected to be paid i.e. under short-term cash bonus, if the Company has a present legal or constructive obligations to pay this amount as a result of past service provided by the employees, and the amount of obligation can be estimated reliably.

Leave encashment

As per the leave encashment policy of the Group, the employees have to utilise their eligible leave during the calendar year and lapses at the end of the calendar year. Accrual towards compensated absences at the end of the financial year is based on last salary drawn and outstanding leave absence at the end of the financial year.

3.20 Financial instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through Statement of Profit and Loss, directly attributable transaction cost to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market

place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories;

- at amortised cost
- at fair value through profit or loss (FVTPL)
- at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit and loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified at FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses

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& reversals and foreign exchange gain or loss in the Statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has designated certain debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily de-recognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

3.21 Impairment of assets

Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Group recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial assets increases significantly since its initial recognition.

The impairment losses and reversals are recognized in Statement of Profit and Loss.

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Trade Receivables

The Group has evaluated the impairment provision requirement under Ind AS 109 and has listed down below major facts for trade and other receivables impairment provisioning:

Trade receivable from NHAI are considered to be good and there are neither been any past instances of default and also management doesn't expect any default in case of Group receivables.

Other Financial Assets mainly consists of Loans to employees and Security deposits and other deposits, interest accrued on Fixed deposits, loans to related party, Retention money receivable from NHAI, Grant receivable from NHAI and other receivables and advances measured at amortised cost.

Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or Group's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Groups financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Retention money payable

Retention money payable is measured at fair value initially. Subsequently, they are measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition,

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business

model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in Statement of profit and loss.
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured fair value. Cumulative gain or loss previously recognized in OCI is reclassified to Statement of profit and loss at the reclassification date.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention

to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.22 Contributed Equity

Units are classified as equity. Incremental costs attributable to the issue of units are directly recorded in equity, net of tax.

3.23 Distribution to unit holders

The Group recognises a liability to make cash distributions to unit holders when the distribution is authorised and a legal obligation has been created. As per the InvIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Investment Manager. A corresponding amount is recognised directly in equity.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

3.24 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

3.25 Asset held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

3.26 Earnings Per Unit (EPU)

Basic earnings per unit are calculated by dividing the net profit for the year attributable to unit holders by the weighted average number of units outstanding during the year.

For the purpose of calculating diluted earnings per unit, the weighted average numbers of units outstanding during the year are adjusted for the effects of all dilutive potential units.

3.27 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its consolidated financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its consolidated financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the entity is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its consolidated financial statements.

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its consolidated financial statements.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 4 : Property, Plant and Equipment

Particulars	Land		Plant and machinery		Office equipments		Computer		Vehicles		Furniture and fixture		Total	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Gross Block														
Opening Balance	98.61	98.61	4.67	4.67	7.92	7.77	2.42	2.69	1.35	1.35	6.07	6.07	121.03	121.15
Additions	-	-	-	-	-	0.27	-	-	-	-	-	-	-	0.27
Deletion / adjustment	-	-	-	-	-	0.12	-	0.27	-	-	-	-	-	0.39
Closing Balance	98.61	98.61	4.67	4.67	7.92	7.92	2.42	2.42	1.35	1.35	6.07	6.07	121.03	121.03
Depreciation														
Opening Balance	-	-	2.68	2.14	4.42	4.04	1.69	1.37	0.67	0.45	4.01	3.65	13.47	11.65
Additions	-	-	0.42	0.54	0.25	0.48	0.10	0.33	-	0.22	0.24	0.36	1.01	1.93
Deletion/ adjustment	-	-	-	-	-	0.10	-	0.01	-	-	-	-	-	0.11
Closing Balance	-	-	3.10	2.68	4.67	4.42	1.79	1.69	0.67	0.67	4.25	4.01	14.48	13.47
Net Block	98.61	98.61	1.56	1.98	3.25	3.50	0.63	0.73	0.68	0.68	1.82	2.06	106.55	107.56

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Intangible Assets

(₹ in Lakhs)

Particulars	Toll Collection Rights		Premium to NHAI		Total	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Gross Block						
Opening Balance	737,117.39	742,853.31	667,304.55	667,304.55	1,404,421.94	1,410,157.86
Additions	290.45	144.37	-	-	290.45	144.37
Deletion/ Adjustment	1.92	5,880.29	-	-	1.92	5,880.29
Closing Balance	737,405.92	737,117.39	667,304.55	667,304.55	1,404,710.47	1,404,421.94
Depreciation						
Opening Balance	200,353.68	150,800.13	41,238.96	30,475.23	241,592.64	181,275.36
Additions	61,570.63	50,040.73	6,501.08	10,763.73	68,071.71	60,804.46
Deletion/ Adjustment	5.70	487.18	-	-	5.70	487.18
Closing Balance	261,930.01	200,353.68	47,740.04	41,238.96	309,670.05	241,592.64
Net Block	475,475.91	536,763.71	619,564.51	626,065.59	1,095,040.42	1,162,829.30

Notes :

Toll Collection Rights includes toll equipments

Intangible assets under development

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	212.09	-
Additions during the year	149.34	212.09
Capitalised during the year	218.45	-
Total	142.98	212.09

Intangible assets (Work in Progress) - Cost have not exceeded and completion is not overdue.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Less than 1 year	142.98	212.09
1-2 Years	-	-
2-3 Years	-	-
More than 3 years	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Financial Assets		
Note 5 : Investments		
A) Non - current investments		
Investments in Government or trust securities (unquoted) (at amortised cost)		
National saving certificates	0.40	0.40
Total (A)	0.40	0.40
B) Current investments		
a) Investments in mutual funds (quoted) (at fair value through profit and loss)		
Aditya Birla Sun Life- Liquid Fund- Direct Plan Growth 4,539,703.54 units @ ₹ 343.1252 (March 31, 2021 : 28,66,008.32 units @ ₹ 331.532)	15,576.87	9,501.76
L&T Liquid Fund 27,449.668 units @ ₹ 2,914.9581 (March 31, 2021 : Nil)	800.15	-
Aditya Birla Sun Life Overnight Fund- Direct Plan Growth Nil units @ ₹ Nil (March 31, 2021 : 1,03,343.78 units @ ₹ 1,112.937)	-	1,150.15
SBI Magnum Low Duration Fund Direct Plan Growth 1,76,462.90 units @ ₹ 2909.3029 (March 31, 2021 : 1,86,147.18 units @ ₹ 2,795.764) [(Mutual fund held for DSRA ₹ 5,133.84 lakhs (March 31, 2021 : ₹ 5,204.23 lakhs)]	5,133.84	5,204.24
Total (B)	21,510.86	15,856.15
Total (A+B)	21,511.26	15,856.55
Aggregate book value of quoted investments	21,511.26	15,856.55
Market value of quoted investments	21,510.86	15,856.15
Aggregate amount of unquoted investments	0.40	0.40

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-current	Current	Non-current
Note 6 : Loans				
(Unsecured, considered good, unless otherwise stated)				
Loans to employees	3.91	-	5.80	-
Total	3.91	-	5.80	-

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-current	Current	Non-current
Note 7 : Other Financial Assets				
Receivable from government authorities	8,214.94	-	359.34	-
Interest accrued on fixed deposits	3.62	-	0.02	-
Retention money receivables	233.42	-	231.12	-
Other receivables *	705.63	-	533.89	-
Security and other deposits	64.24	-	68.22	-
Total	9,221.85	-	1,192.59	-

* Other receivables for the previous year March 31, 2021 includes ₹ 76.20 lakhs receivable from lenders on account of compounded interest paid during the moratorium period.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 8 : Deferred Tax Assets (net)		
Deferred tax assets:		
Unused Tax credit (MAT)	-	3,257.84
Deferred tax assets (A)	-	3,257.84
Deferred tax liabilities:		
Difference in depreciation and other differences in block of Property, plant and equipment as per tax books & financial books	37.51	37.51
Deferred tax liabilities (B)	37.51	37.51
Deferred tax assets (net) (A-B)	(37.51)	3,220.33

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 9 : Cash and Cash Equivalents		
Cash and bank balances		
Balances with banks:		
- on current accounts	253.52	114.86
- on escrow accounts	1,114.11	4,259.40
Cash on hand	64.80	61.75
Total	1,432.43	4,436.01

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 10 : Bank Balances other than Cash and Cash Equivalent		
- Unpaid distribution accounts	48.28	44.04
- on escrow accounts	64,701.32	35,063.19
- Original maturity of less than 3 Months *	2,807.50	-
- Original maturity of more than 3 months but less than 12 months	35.19	34.02
Total	67,592.29	35,141.25

* Lien marked by bank

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 11 : Income Tax Assets (net)		
Advance income-tax (net of provision for tax)	611.72	722.09
Total	611.72	722.09

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 12 : Other Current Assets		
Advance with suppliers	32.22	104.04
Work-in-progress	-	138.90
Prepaid expenses	5.57	8.34
Duties and taxes receivables	65.85	78.39
Total	103.64	329.67

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note : 13 : Equity		
I. Unit capital		
580,500,000 (March 31, 2021: 580,500,000) units (issue price : ₹ 102)	510,259.50	531,157.50
	510,259.50	531,157.50
Initial settlement amount	0.10	0.10

Rights of Unit holders

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

- right to receive income or distributions with respect to the units held;
- right to attend the annual general meeting and other meetings of the unit holders of the Fund;
- right to vote upon any matters/resolutions proposed in relation to the Fund;
- right to receive periodic information having a bearing on the operations or performance of the Fund in accordance with the InvIT Regulations; and
- right to apply to the Fund to take up certain issues at meetings for unit holders approval.

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

Limitation to the Liability of the unit holders

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

II. Reconciliation of the number of units outstanding and the amount of unit capital:

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of units	Amount ₹ in Lakhs	No. of units	Amount ₹ in Lakhs
At the beginning of the year	580,500,000	531,157.50	580,500,000	542,767.50
Issued during the year	-	-	-	-
Less: Capital reduction during the year	-	20,898.00	-	11,610.00
At the end of the year	580,500,000	510,259.50	580,500,000	531,157.50

Details of unit holders holding more than 5% units :

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of units	% of total unit capital	No. of units	% of total unit capital
IRB Infrastructure Developers Limited	92,705,000	15.97%	92,705,000	15.97%
Government Of Singapore	45,245,000	7.79%	45,782,500	7.89%
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Hybrid '95 Fund	37,100,000	6.40%	37,100,000	6.40%

Details of Sponsor units

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of units	% Holding	No. of units	% Holding
IRB Infrastructure Developers Limited	92,705,000	15.97%	92,705,000	15.97%

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note : 14 : Other Equity		
Retained earnings		
At the beginning of the year	(95,850.79)	(80,227.27)
Profit/(loss) for the year	30,265.99	18,084.16
Other comprehensive income/(loss) for the year		
Re-measurement gains/ (losses) on defined benefit plans	10.01	(38.68)
Interest distribution (refer note 45)	(30,766.50)	(33,669.00)
At the end of the year	(96,341.29)	(95,850.79)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note : 15 : Borrowings		
Non-current borrowings		
Term loans		
Indian rupee loan from banks (secured)	142,205.45	147,630.45
Less : current maturities expected to be settled within 12 month from balance sheet date	(5,425.00)	(5,425.00)
	136,780.45	142,205.45
Unamortised transaction cost	(946.42)	(1,033.73)
From other parties		
Deferred premium obligation (secured)	32,065.45	29,771.45
Interest payable on premium deferment	16,265.66	13,498.29
Total	184,165.14	184,441.46

1. Indian Rupee Loan from Banks

- Secured by first charge on escrow account and on receivable of fund arising out of principal and interest payment of the loans by Fund to subsidiaries.
- Pledge of shares held of 51% of share holding in the total paid-up equity share capital of IRB Jaipur Deoli Tollway Limited and IRB Pathankot Amritsar Toll Road Limited.
- Interest rates on Indian rupee loan is ranging from 7.25% p.a. to 8.15% p.a. (Previous year: 7.25% p.a. to 8.15% p.a.). The Indian rupee loans from banks is repayable in unstructured monthly instalment as per the repayment schedule specified in loan agreement with the Lenders.
- As per RBI Circular dated March 27, 2020 and May 22, 2020, the Group has availed moratorium from March, 2020 to August, 2020.

2. Deferred Premium Obligation

National Highways Authority of India has approved deferment of premium obligation which carries interest rate @2% above the RBI bank rate. The repayment is in accordance with the cash surplus accruing to the Company over the concession period.

There have been no breaches in the financial covenants with respect to borrowings.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-current	Current	Non-current
Note 16 : Other Financial Liabilities				
Interest accrued on borrowings	-	-	10.27	-
Premium obligation/ negative grant to NHAI	64,935.85	506,031.31	44,081.87	530,558.65
Unclaimed distribution	48.28	-	44.04	-
Deposits	8.12	-	13.12	-
Retention money payable	291.06	-	224.30	-
Revenue share payable	13,580.36	-	8,360.46	-
Employee benefits payable	207.49	-	229.99	-
Other payable	359.00	-	359.09	-
Capital creditors	-	1,696.49	-	1,696.49
Total	79,430.16	507,727.80	53,323.14	532,255.14

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non-current	Current	Non-current
Note 17 : Provisions				
Provision for employee benefits				
- Leave encashment	5.82	-	8.33	-
- Gratuity (refer note 44)	20.80	239.68	20.64	217.76
Others				
Resurfacing expenses *	1,272.84	1,258.81	10,670.65	1,085.89
Total	1,299.46	1,498.49	10,699.62	1,303.65

* The above provisions are based on current best estimation of expenses that may be required to fulfil the resurfacing obligation as per the service concession agreement with regulatory authorities. It is expected that significant portion of the costs will be incurred over the period. The actual expense incurred may vary from the above. No reimbursements are expected from any sources against the above obligation.

The movement in resurfacing expenses is as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Opening balance	11,756.54	14,460.60
Add : Provision made during the year	4,845.11	5,818.16
Less: Utilised during the year	(14,070.00)	(8,522.22)
Closing balance	2,531.65	11,756.54

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note : 18 : Current Borrowings		
Current maturities of long-term borrowings	5,425.00	5,425.00
Total	5,425.00	5,425.00

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 19 : Trade payables		
Total outstanding dues of micro enterprises and small enterprises (refer note 32)	12.83	9.42
Total outstanding dues of creditors other than micro and small enterprises	1,981.51	1,074.63
Total	1,994.34	1,084.05

Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 90 day terms.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 20 : Other Current Liabilities		
Advance from customers	32.22	67.35
Duties and taxes payable	238.62	147.02
Total	270.84	214.37

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 21 : Revenue from Operations		
Income arising out of toll collection (net of revenue share paid to NHAI)	128,857.01	110,249.09
Toll collection charges (net of additional revenue share paid to NHAI)	96.94	87.03
Contract revenue (utility shifting)	802.32	472.34
Other operating income	9,400.35	3,474.80
Total	139,156.62	114,283.26
Disaggregated revenue information		
The table below presents disaggregated revenue from contracts with customers		
Income from services (Revenue from contracts with Customers)		
Services transferred over time		
Income from toll collection	128,857.01	110,249.09
Contract revenue (Utility shifting)	802.32	472.34
Toll collection charges	96.94	87.03
Revenue from contracts with customers	129,756.27	110,808.46
Other operating revenue		
Other operating income	9,400.35	3,474.80
Total revenue from operation	139,156.62	114,283.26

Performance Obligation

Income from toll collection

The performance obligation in service of toll collection is recorded as per rates notified by NHAI and approved by management and payment is generally due at the time of providing services.

Contract revenue

The performance obligation under contractual agreements is due on completion of work as per terms of contracts.

Contract balances

There are no reconciling items in the revenue recognised in the statement of profit and loss with contracted price.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 22 : Other Income		
Interest income on		
- Bank deposits	36.86	28.19
- Others	354.46	1,139.39
Profit on sale of investments (net)	233.58	551.64
Change in fair value on mutual funds	199.30	(141.99)
Profit on sale of intangible assets	-	204.81
Other non operating income	53.53	23.51
Total	877.73	1,805.55

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 23 : Operating Expenses		
Operation and maintenance expenses	4,531.11	5,539.04
Site and other direct expenses	1,367.85	1,177.97
Total	5,898.96	6,717.01

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 24 : Employee benefits Expense		
Salaries, wages and bonus	2,167.74	2,041.58
Contribution to provident and other funds	154.86	123.56
Gratuity expenses	38.31	29.38
Staff welfare expenses	233.23	234.03
Total	2,594.14	2,428.55

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 25 : Depreciation and Amortisation Expenses		
Depreciation on property, plant and equipment	1.04	1.93
Amortisation on intangible assets	68,071.71	60,804.46
Total	68,072.75	60,806.39

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 26 : Finance Costs		
Interest expense		
- Banks and financial institutions	10,840.71	11,591.22
- Premium deferment	2,767.37	2,566.69
- Unwinding of discount on provision of MMR	314.00	279.12
Other finance costs (Including Unamortise transaction cost)	262.29	101.18
Total	14,184.37	14,538.21

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 27 : Other Expenses		
Power and fuel	1.34	9.56
Rent	8.81	13.06
Rates and taxes	97.81	82.34
Travelling and conveyance	0.42	2.54
Vehicle expenses	-	0.76
Communication cost	1.30	1.08
Printing and stationery	0.02	0.07
Advertisement expenses	15.67	10.23
Directors sitting fees (including GST)	18.22	21.17
Legal and professional expenses	733.57	233.40
Payment to Auditor (including GST)	45.29	43.91
Bank charges	8.37	31.65
Miscellaneous expenses	240.25	45.71
Total	1,171.07	495.48
Payment to auditor (including GST)		
As auditors:		
- Statutory audit fees	22.07	19.54
- Limited review fees	17.88	18.90
In other capacity:		
- Other services (certification fees)	3.98	4.71
Reimbursement of expenses	1.37	0.76
	45.29	43.91

Note 28 : Earnings per unit (EPU)

The following reflects the income and share data used in the basic and diluted EPU computations:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit / (loss) attributable to Unit holders for basic and diluted earnings	30,265.99	18,084.16
Weighted average number of Units in calculating basic and diluted EPU	580,500,000	580,500,000
Basic earning per Unit (Rupees/unit)	5.21	3.12
Diluted earning per Unit (Rupees/unit)	5.21	3.12

Note 29 : Components of other Comprehensive Income

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Re-measurement gains/ (losses) on defined benefit plans (Refer note 44)	10.01	(38.68)
Total	10.01	(38.68)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 30 : Commitment and Contingent liability

a. Commitments

(₹ in Lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
a) Estimated value of contracts in capital account remaining to be executed	-	-
b) Commitment for acquisition of toll equipment & machineries	1.24	156.01
c) Other commitments	-	-
	1.24	156.01

b. Contingent Liability

Contingent Liabilities not provided for

(₹ in Lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Contingent liabilities	-	-
Total	-	-

- i) The Group's pending litigations comprise of claims against the Group primarily by the commuters and regulators. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. The Group has not provided for or disclosed contingent liabilities for matters considered as remote for pending litigations/public litigations(PIL)/claims wherein the management is confident, based on the internal legal assessment and advice of its lawyers that these litigations would not result into any liabilities. The Group does not expect the outcome of these proceedings to have a material adverse effect on the consolidated financial statements.
- ii) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident fund dated 28th February, 2019. Management believed and evaluated that the impact is not material. The company will update its provision, on receiving further clarity on the subject.

Note 31 : Segment Reporting

The Group's activities comprise of Toll Collection in various parts of India. Based on the guiding principles given in Ind AS - 108 "Operating Segments", this activity falls within a single operating segment and accordingly the disclosures of the standard have not separately been given.

Note 32 : Trade payable

a) Details of dues to micro and small enterprises as per MSMED Act, 2006

The following details regarding Micro and small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Group.

(₹ in Lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Principal amount remaining unpaid to any supplier as at the year end	12.83	9.42
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED, 2006	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

MSME ageing schedule as at

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
MSME Undisputed Dues		
Less than 1 year	12.83	9.42
1-2 Years	-	-
2-3 Years	-	-
More than 3 years	-	-
Total dues to micro and small enterprises as per MSMED Act, 2006	12.83	9.42

There are no disputed dues to micro and small enterprises as per MSMED Act, 2006.

b) Ageing of creditors other than micro enterprises and small enterprises as at

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Undisputed Dues		
Less than 1 year	1,727.78	882.88
1-2 Years	62.67	191.72
2-3 Years	191.06	0.03
More than 3 years	-	-
Total dues to creditors other than micro enterprises and small enterprises as at	1,981.51	1,074.63

There are no disputed dues to creditors other than micro enterprises and small enterprises.

Note 33 : Fair Values

The carrying values of financial instruments of the group are reasonable and approximations of fair values.

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets				
Loans	3.91	3.91	5.80	5.80
Other financial assets	9,221.85	9,221.85	1,192.59	1,192.59
Cash and cash equivalents	1,432.43	1,432.43	4,436.01	4,436.01
Bank balance other than cash and cash equivalents	67,592.29	67,592.29	35,141.25	35,141.25
Investments	21,511.26	21,511.26	15,856.55	15,856.55
Total	99,761.74	99,761.74	56,632.20	56,632.20
Financial liabilities				
Borrowings	189,590.14	185,111.56	189,866.46	185,475.19
Trade payables	1,994.34	1,994.34	1,084.05	1,084.05
Other financial liabilities	587,157.96	587,157.96	585,578.28	585,578.28
	778,742.44	774,263.86	776,528.79	772,137.52

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

The Group is required to present the Statement of total assets at fair value and Statement of total returns at fair value as per SEBI Circular No. CIR/IMD/DF/114/2016 dated October 20, 2016 as a part of these Consolidated financial statements - Refer Statement of Net assets at fair value and Statement of Total Returns at fair value.

The inputs to the valuation models for computation of fair value of road assets for the above mentioned statements are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates, etc.

Note 34 : Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(₹ in Lakhs)				
	As at March 31, 2022	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Investments in mutual fund	21,510.86	21,510.86	-	-
(₹ in Lakhs)				
	As at March 31, 2021	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Investments in mutual fund	15,856.15	15,856.15	-	-

There has been no transfer between Level 1, Level 2 & Level 3 during the year.

Note 35 : Financial Risk Management Objectives and Policies

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

In performing its operating, investing and financing activities, the Group is exposed to the Credit risk, Liquidity risk and Currency risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and deposits.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Fund is exposed to credit risk from its investing activities including investments, trade receivables, loans, deposits with banks and other financial instruments. As at March 31, 2022, and As at March 31, 2021 the credit risk is considered low since substantial transactions of the Fund are with its subsidiaries.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the fund's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Increase in basis points		
- INR	50	50
Effect on profit before tax		
- INR	700.88	728.01
Decrease in basis points		
- INR	50	50
Effect on profit before tax		
- INR	(700.88)	(728.01)

Liquidity Risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

(₹ in Lakhs)				
Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
As at March 31, 2022				
Borrowings	15,587.81	88,911.63	191,111.09	295,610.53
Other financial liabilities	81,126.63	79,035.57	426,995.76	587,157.96
Trade payables	1,994.34	-	-	1,994.34
Total	98,708.78	167,947.20	618,106.85	884,762.83

(₹ in Lakhs)				
Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
As at March 31, 2021				
Borrowings	16,389.21	78,893.58	183,991.55	279,274.34
Other financial liabilities	53,323.14	93,390.11	438,865.03	585,578.28
Trade payables	1,084.05	-	-	1,084.05
Total	70,796.40	172,283.69	622,856.58	865,936.67

At present, the Group does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 36 : Capital Management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2022 and March 31, 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (Note 15 & 18)	195,961.56	196,325.19
Less: Cash and cash equivalents (Note 9)	(1,432.43)	(4,436.01)
Net debt	194,529.13	191,889.18
Equity (Note 13 & 14)	413,918.31	435,306.81
Total equity	413,918.31	435,306.81
Capital and net debt	608,447.44	627,195.99
Gearing ratio (%)	31.97%	30.59%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period.

Note 37 : Details of Project management fees and Investment management fees

Details of fees paid to project manager and investment manager as required pursuant to SEBI Circular No. CIR/MD/DF/127/2016, dated November 29, 2016 are as under:

i) Project management fees

In accordance with the Project Implementation Agreements, the fees and remuneration payable by the Project SPVs to the Project Manager has been worked out and agreed upon for the duration of current financial year, between the Project Manager, Investment Manager and the respective Project SPV, on an arm's length basis, after taking into account the extent of work to be done in respect of maintenance and other services to be provided by the Project Manager to such Project SPV.

ii) Investment management fees

Pursuant to the Investment Management Agreement, the Investment Manager is entitled to an Investment Management fees to be calculated @ 1% per annum, exclusive of GST, of the consolidated toll revenue (net of premium paid / revenue shared with NHA) of the Fund at the end of the reporting period subject to a floor of ₹ 100 million and a cap of ₹ 250 million. Considering the COVID-19 impact, the Board of Directors of Investment manager had reduced the Investment management fees

by 50% for financial year 2020-2021 and also there was reduction in floor price by 50% for financial year 2020-21.

Note 38 : Significant accounting judgement, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Estimates and assumptions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and future periods are affected.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Classification of unit holders' funds

Under the provisions of the InvIT Regulations, the Group is required to distribute to unit holders not less than ninety percent of the net distributable cashflows of the Group for each financial year. Accordingly, a portion of the unit holders' funds contains a contractual obligation of the Fund to pay to its unit holders cash distributions. The unit holders' funds could therefore have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32- Financial Instruments: Presentation. However, in accordance with SEBI Circulars (No.CIR/IMD/DF/114/2016 dated October 20, 2016 and No. CIR/IMD/DF/127/2016 dated 29-Nov-2016) issued under the InvIT Regulations, the unit holders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated October 20, 2016 dealing with the minimum disclosures for key financial statements. In line with the above, the dividend payable to unit holders is recognised as liability when the same is approved by the Investment Manager.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Trust. Such changes are reflected in the assumptions when they occur.

i) Major maintenance expenses / Resurfacing expenses

As per the Service Concession Agreements, the Group is obligated to carry out resurfacing of the roads under concession. Provision required for resurfacing expenses are measured at the present value of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as finance cost, in the statement of profit and loss in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

ii) Fair value and disclosures

SEBI Circulars issued under the InvIT Regulations require disclosures relating to net assets at fair value and total returns at fair value (refer Statement of net assets at fair value and Statement of total returns at fair value). In estimating the fair value of road projects (which constitutes substantial portion of the total assets), the Group engages independent qualified external valuers to perform the valuation. The management works closely with the valuers to establish the appropriate

valuation techniques and inputs to the model. The management reports the valuation report and findings to the Board of the Investment Manager half yearly to explain the cause of fluctuations in the fair value of the road projects. The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as Debt-equity ratio, WACC, Tax rates, Inflation rates, and uncertainties relating to COVID -19 etc.

iii) Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The subsidiary companies shall be claiming deduction under section 80-IA of the Income Tax Act, 1961. There are significant timing differences that result in deferred tax assets/ liabilities and which shall be reversing during the said tax holiday period. Consequently, the Company has not recognized any deferred tax asset/liability on such non-taxable income.

iv) Defined benefit plans (gratuity benefits)

A liability in respect of defined benefit plans is recognised in the balance sheet and is measured as the present value of the defined benefit obligation at the reporting date. The present value of the defined benefit obligation is based on expected future payments at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note 40 for details of the key assumptions used in determining the accounting for these plans.

v) Amortization of intangible assets

The intangible assets which are recognized in the form of Right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets. The estimation of total projection revenue requires significant assumption about expected growth rate and traffic projection for future. All assumptions are reviewed at each reporting date.

vi) Impairment of intangible assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

amount, which is the higher of its fair value less costs of disposal and its value in use. The recoverable amounts for the intangible assets are based on value in use of the underlying projects. The value in use calculation is based on a DCF model. The cash flows are derived from budgets / forecasts over the life of the projects.

Note 39 : Revenue share/ Premium payment to NHAI

- (a) During the year ended March 31, 2022, the Group has paid/ accrued ₹ 45,398.81 lakhs (March 31, 2021 ₹ 34,931.60 lakhs) as Revenue Share to National Highways Authority of India ("NHA") out of its toll collection in accordance with the Concession Agreements entered with NHA. Income from Operations in the financials for the above periods is net off the above Revenue Share to NHA.
- (b) Subsidiary companies i.e. IRBTC and MVR have been awarded contracts on a DBFOT basis. As per the terms of the concession agreement, the group is obligated to pay NHA as additional concession fee over the concession period. Accordingly, the liability for the entire amount of concession fee payable has been created and the corresponding amount is shown as Toll Collection Rights under the head Intangible Assets.
- (c) Due to dispute on the deferred premium calculation of previous years between the concessionaire and the NHA, the concessionaire has filed appeal with the Hon'ble High Court of Delhi for resolution against the NHA's demand of advance premium of ₹ 16.98 crore in aggregate and interest on it. As per the interim order of the Division Bench of Hon'ble High Court, withdrawals from Escrow Account are not permitted till final order in the matter. However, subsequent to balance sheet date, Hon'ble High Court has referred the matter to Arbitration and the matter is yet to be adjudicated. Hence, the premium payable to NHA remains unpaid and has been considered under the current liability as on March 31, 2022.

Note 41 : Covid 19

The Investment Manager of the Trust has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Trust, as at the date of approval of these Consolidated Financial Statements has used internal and external sources of information including reports from Independent Traffic Consultants and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Trust. Based on the reports received and estimates made by the investment manager of the Trust, the investment manager of the Trust expects the carrying amount of these assets as reflected in the balance sheet as at March 31, 2022 will be recovered. The investment manager will continue to monitor and assess

impact of economic conditions arising due to COVID 19. The impact of COVID 19 may differ from that expected at the date of approval of these Consolidated Financial Statements and this will continue to be monitored in future periods.

Note 42 : Other Statutory information

- i) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- ii) The Group does not hold benami property and no proceedings under Benami transaction (Prohibition) Act 1988 have been initiated against the Group.
- iii) The Group do not have any transactions with companies struck off.
- iv) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- v) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The Group have not advance or loaned or invested (either from borrowed fund or share premium or any other source or kind of fund) by the company to or in any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Group did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.
- viii) The Group has not declared a wilful defaulter by any bank/ financial institution or any other lender during the year.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 43 : Statement of Related Party Transactions :

i. List of Related Parties

i. Parties to the Fund	IRB Infrastructure Developers Limited (IRBIDL) (Sponsor & Project Manager)
	IRB Infrastructure Private Limited (IRBFL) (Investment Manager)
	IDBI Trusteeship Services Limited (ITSL) (Trustee)

ii. Promoters/ Directors of the parties to the IRB InvIT Fund specified in (i) above

Particulars	IRB Infrastructure Developers Limited (Sponsor & Project manager)	IRB Infrastructure Private Limited (Investment manager)	IDBI Trusteeship Services Limited (Trustee of the IRB InvIT Fund)
Promoters	Mr. Virendra D. Mhaikar	IRB Infrastructure Developers Limited	IDBI Bank Limited
	Mrs. Deepali V. Mhaikar		Life Insurance Corporation of India
	Virendra D. Mhaikar HUF		General Insurance Corporation of India
Directors	Mr. Virendra D. Mhaikar	Mr. Vinod Kumar Menon	Mr. J.Samuel Joseph
	Mrs. Deepali V. Mhaikar	Mr. Rajinder Pal Singh	Ms. Madhuri J. Kulkarni
	Mr. Chandrashekhar S. Kaptan	Mr. Sunil Tandon (w.e.f. 05.06.2020)	Ms. Padma Betai
	Mr. Sunil H. Talati	Mr. Nikesh Jain (w.e.f. 16.03.2022)	Ms. Jayshree Ranade (w.e.f. 20.09.2021)
	Mr. Sandeep J. Shah	Mr. Bajarang Lal Gupta (till 24.05.2020)	Mr. Pradeep Kumar Jain (w.e.f. 24.03.2022)
	Ms. Priti Savla (w.e.f. 10.02.2022)	Mr. Sumit Banerjee (till 31.07.2020)	Mr. Satyajit Tripathy (till 17.09.2021)
	Mr. Carlos Ricardo Ugarte Cruz Coke (w.e.f. 29.12.2021)		Mr. Ravishankar G. Shinde (till 15.03.2022)
	Mr. Jose Angel Tamariz Martel Goncer (w.e.f. 29.12.2021)		
	Mr. Mukeshlal Gupta (till 29.12.2021)		
	Mr. Sudhir Rao Hoshing (till 29.12.2021)		
	Mrs. Heena Raja (till 10.02.2022)		
Director of Subsidiary Companies	Mr. Vinodkumar Menon		
	Mr. Bajrang Lal Gupta		
	Mr. Sumit Banerjee		
	Mr. Omprakash Singh		
	Mr. Rushabh Gandhi (w.e.f. 31.03.2021)		
	Mr. Darshan Sangurdekar (w.e.f. 12.12.2021)		
	Mrs. Kshama Vengsarkar (w.e.f. 12.12.2021)		
	Mrs. Heena Raja (uptill 11.12.2021)		
	Mr. Tushar Kawedia (uptill 26.03.2021)		
Relatives of Directors	Mrs. Surabhi Banerjee		
	Mrs. Nayana Gandhi (w.e.f. 31.03.2021)		
	Tushar Kantilal Kawedia HUF (till 26.03.2021)		

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

iii. Statement of Related Party Transactions :

(₹ in Lakhs)

Sr. No.	Particulars	Relation	Year ended March 31, 2022	Year ended March 31, 2021
1	Project Manager Fees		27,139.00	20,708.22
	IRBIDL	Project Manager	27,139.00	20,708.22
2	Investment Management fees paid (including indirect taxes)		1,278.15	590.00
	IRBFL	Investment Manager	1,278.15	590.00
3	Secured advance given		25,729.79	14,775.54
	IRBIDL	Project Manager	25,729.79	14,775.54
4	Secured advance recovered		25,729.79	15,203.53
	IRBIDL	Project Manager	25,729.79	15,203.53
5	Interest income		335.08	361.51
	IRBIDL	Project Manager	335.08	361.51
6	Director sitting fees	Director	15.44	17.94
	Mr.Vinodkumar Menon		3.07	3.42
	Mr.Sumit Banarjee		3.30	4.70
	Mr. Bajrang Lal Gupta		2.50	1.80
	Mrs. Heena Raja		3.10	5.40
	Mr. Rushabh Gandhi		1.37	-
	Mrs. Kshama Vengsarkar		0.20	-
	Mr. Darshan Sangurdekar		1.20	-
	Mr. Omprakash Singh		0.70	0.90
7	Trusteeship Fees		29.50	29.50
	ITSL	Trustee	29.50	29.50
8	Distribution in the form of interest		5,659.55	6,192.34
	IRBIDL	Sponsor	4,913.37	5,376.89
	Mr. Virendra D. Mhaikar	Director of Sponsor	648.72	709.92
	Mrs. Deepali V. Mhaikar	Director of Sponsor	82.15	89.90
	Mr. Sudhir Rao Hoshing	Director of Sponsor	6.56	9.28
	Mr. Sunil Talati	Director of Sponsor	0.53	0.58
	Mr. Vinodkumar Menon	Director of Investment Manager	1.59	1.74
	Mr. B L Gupta	Director of subsidiary companies	0.53	-
	Mr. Sumit Banerjee	Director of subsidiary companies	2.92	0.55
	Mrs. Surabhi Banerjee	Relative of Director	1.59	1.74
	Mrs. Nayana Gandhi	Relative of Director	1.59	-
	Tushar Kantilal Kawedia HUF	Relative of Director	-	1.74
9	Distribution in the form of return of capital		3,843.60	2,135.54
	IRBIDL	Sponsor	3,337.38	1,854.10
	Mr. Virendra D. Mhaikar	Director of Sponsor	440.64	244.80
	Mrs. Deepali V. Mhaikar	Director of Sponsor	55.80	31.00
	Mr. Sudhir Rao Hoshing	Director of Sponsor	3.84	3.20
	Mr. Vinodkumar Menon	Director of Investment Manager	1.08	0.60
	Mr. Sunil Talati	Director of Sponsor & Project Manager	0.36	0.20
	Mr. B L Gupta	Director of subsidiary companies	0.36	-
	Mr. Sumit Banerjee	Director of subsidiary companies	1.98	0.44
	Mrs. Surabhi Banerjee	Relative of Director	1.08	0.60
	Mrs. Nayana Gandhi	Relative of Director	1.08	-
	Tushar Kantilal Kawedia HUF	Relative of Director	-	0.60

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Related party balances :

(₹ in Lakhs)

Sr. No.	Particulars	Relation	As at March 31, 2022	As at March 31, 2021
1	Trade Payables		1,037.62	138.13
	IRBFL	Investment Manager	647.33	138.13
	IRBIDL	Project Manager	390.29	-
2	Director sitting fees payable	Director	-	0.05
	Mr. Vinodkumar Menon		-	0.05

Note 44 : Gratuity and other Post Employment benefit Plans

(a) Defined Contribution Plan

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Contribution in defined plan	154.86	123.56

(b) Defined Benefit Plan

The Group has a unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act, 1972 with total ceiling on gratuity of Rs.20,00,000/-.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the Gratuity plan.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Statement of profit and loss		
Net employee benefit expense recognised in the employee cost		
Current service cost	23.88	18.82
Past service cost	-	-
Interest cost on benefit obligation	14.43	10.56
(Gain) / losses on settlement	-	-
Net benefit expense recognised in statement of profit and loss (A) (before tax)	38.31	29.38
Amount recorded in Other comprehensive income (OCI)		
Remeasurement during the year due to :		
Actuarial loss / (gain) arising from change in financial assumptions	17.21	(1.96)
Actuarial loss / (gain) arising from change in Demographic Assumptions	-	6.36
Actuarial loss / (gain) arising on account of experience changes	(27.22)	34.27
Amount recognised in OCI during the year (B) (before tax)	(10.01)	38.68
Total charge recognised during the year in statement of profit and loss and OCI (A+B)	28.30	68.05
Reconciliation of net liability / asset		
Opening defined benefit liability / (assets)	238.40	177.12
Additions on acquisition of projects	-	-
Expense charged to profit & loss account	38.31	29.38

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Amount recognised in outside profit and loss statement	(10.01)	38.68
Actual Benefits paid	(6.22)	(6.77)
Closing net defined benefit liability / (asset)	260.48	238.40
Balance sheet		
Benefit liability / (asset)		
Defined benefit obligation	260.48	238.40
Fair value of plan assets	-	-
Present value of unfunded obligations	260.48	238.40
Changes in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	238.40	177.12
Additions on acquisition of projects	-	-
Current service cost	23.88	18.82
Past service cost	-	-
Interest on defined benefit obligation	14.43	10.56
Remeasurement during the period due to :		
Actuarial loss / (gain) arising from change in financial assumptions	17.21	(1.96)
Actuarial loss / (gain) arising from change in Demographic Assumptions	-	6.36
Actuarial loss / (gain) arising on account of experience changes	(27.22)	34.27
Benefits paid	(6.22)	(6.77)
Closing defined benefit obligation	260.48	238.40
Net liability is bifurcated as follows :		
Current	20.80	20.64
Non-current	239.68	217.76
Net liability	260.48	238.40

The principal assumptions used in determining gratuity benefit obligation for the Group's plans are shown below:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Discount rate	6.95% - 7.05%	6.25% - 6.50%
Expected rate of return on plan assets (p.a.)	N.A.	N.A.
Salary escalation	10.00%	8.50%
Mortality pre-retirement	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

A quantitative analysis for significant assumption is as shown below:

Indian gratuity plan:

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Assumptions -Discount rate		
Sensitivity Level	0.50%	0.50%
Impact on defined benefit obligation		
Impact of Increase in 50 bps on defined benefit obligation	248.00	10.78
Impact of Decrease in 50 bps on defined benefit obligation	271.86	4.50
Assumptions - Salary Escalation rate		
Sensitivity Level	0.50%	0.50%
Impact on defined benefit obligation		
Impact of Increase in 50 bps on defined benefit obligation	272.16	10.78
Impact of Decrease in 50 bps on defined benefit obligation	249.16	10.11

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The gratuity liabilities of the Company are unfunded and hence there are no assets held to meet the liabilities.

The following payments are expected contributions to the defined benefit plan in future years.

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Within the next 12 months (next annual reporting period)	20.79	20.64
Between 2 and 5 years	75.15	75.38
Between 6 and 10 years	94.38	85.51
Total expected payments	190.32	181.54
The weighted average duration of the defined benefit plan obligation at the end of the reporting period	9.27 -10.36 years	9.49 -10.05 years

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 45 : Distribution made		
Distributed during the year as :		
Interest	30,766.50	33,669.00
Return on capital	20,898.00	11,610.00
	51,664.50	45,279.00

Note 46 : Income Tax

The major components of income tax expense for the year ended March 31, 2022 and March 31, 2021 are:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current income tax:		
Current income tax charge	75.27	(1.85)
Adjustments in respect of current income tax of previous year	-	-
Deferred tax:		
MAT Credit entitlement/ reversal	3,257.84	-
Relating to origination and reversal of temporary differences	-	-
Reversal of temporary differences	-	-
Income tax expense reported in the statement of profit or loss	3,333.11	(1.85)

Reconciliation of tax expenses and the accounting of profit multiplied by Indian domestic tax rate for March 31, 2022 and March 31, 2021 are:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit/(loss) before tax	33,599.10	18,082.31
Tax rate	25.47%	25.47%
Expected income tax at India's statutory rate	(8,557.69)	(4,605.56)
Impact of exemption u/s 10(23FC) of the Income Tax Act, 1961 available to the Trust	8,557.69	4,605.56
MAT liability on book profit	75.27	(1.85)
Deferred tax (MAT credit reversal)	3,257.84	-
Income tax expense reported in the statement of profit and loss	3,333.11	(1.85)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 47

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note 48

The Group has presented these financial information (for all the periods presented there in) in accordance with the requirement of Schedule III - of the Companies Act , 2013 including amendments thereto, effective from April 1, 2021.

Note 49 : Previous year comparatives

Previous year's figures have been regrouped/reclassified, wherever necessary, to confirm to current year's classification.

Note 50 : Subsequent events

The Board of Directors of the Investment Manager have approved 4th Distribution of ₹ 2.60 per unit which comprises of ₹ 1.20 per unit as interest and ₹ 1.40 per unit as return of capital in their meeting held on May 7, 2022.

As per our report of even date
For Suresh Surana & Associates LLP
 Chartered Accountants
 Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
 Partner
 Membership No.: 102306

Place: Mumbai
 Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-
Vinod Kumar Menon
 CEO & Wholetime Director
 DIN : 03075345

Sd/-
Rushabh Gandhi
 Chief Financial Officer
 Membership No: 142334

Place : Mumbai
 Date : May 07, 2022

Sd/-
Sunil Tandon
 Director
 DIN : 00874257

Sd/-
Swapna Vengurlekar
 Company Secretary
 Membership No: A32376

Independent Auditors' Report

To,

The Unit holders of IRB InvIT Fund

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **IRB InvIT Fund ("the Fund")**, which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss including the Other Comprehensive Income, the Statement of Changes in Unit Holders' Equity and the Statement of Cash Flows for the year then ended and the Statement of Net Assets at fair value as at March 31, 2022 and the Statement of Total Returns at fair value and the Statement of Net Distributable Cash Flows ('NDCFs') for the year then ended, and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder in the manner so required and give a true and fair view in conformity with Indian Accounting Standards (Ind AS) and/or any addendum thereto as defined in the Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rule, 2015 and other accounting principles generally accepted in India,

of the state of affairs of the Fund as at March 31, 2022, its profit and total comprehensive income, movement of the unit holders' funds and its cash flows for the year ended March 31, 2022, its net assets at fair value as at March 31, 2022, its total returns at fair value and the net distributable cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) issued by Institute of Chartered Accountants of India ("ICAI"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Fund in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1	<p>Assessing Impairment of investments and loans in subsidiary companies (note 3.09, 4.1, 4.2 and 5.4)</p> <p>As at March 31, 2022, the carrying values of Fund's investment in subsidiaries amounted to ₹ 220,017.92 Lakhs. Further, the Fund has granted loans to its subsidiaries amounting to ₹ 393,860.16 Lakhs.</p> <p>Management reviews regularly whether there are any indicators of impairment of such investments/loans by reference to the requirements under Ind AS. Management performs its impairment assessment by comparing the carrying value of these investments/loans made to their recoverable amount to determine whether impairment needs to be recognized.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the appropriateness of the Fund's valuation methodology applied in determining the recoverable amount. In making this assessment, we also evaluated the objectivity, independence and competency of specialists involved in the process; Assessed the assumptions around the key drivers of the cash flow forecasts, discount rates, revenue projection based on the independent expert's traffic study reports, etc. by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic;

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
	<p>For impairment testing, value in use has been determined by forecasting and discounting future cash flows of subsidiary companies. Further, the value in use is highly sensitive to changes in critical variable used for forecasting the future cash flows including traffic projections for revenues and discounting rates. The determination of the recoverable amount from subsidiary companies involves significant judgment and accordingly, the evaluation of impairment of investments/ loans in subsidiary companies has been determined as a key audit matter.</p>	<ul style="list-style-type: none"> Assessed the appropriateness of the weighted average cost of capital used in the determining recoverable amount by engaging valuation expert; Discussed/Evaluated potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable, including considerations due to current economic and market conditions including effects of COVID- 19 pandemic. Assessed the recoverable value headroom by performing sensitivity analysis of key assumptions used. Tested the arithmetical accuracy of the model. As regards loans granted to subsidiary companies, we have obtained and considered management evaluations of recoverability of loans granted to its subsidiary companies.
2	<p>Computation and disclosures as prescribed in the InvIT regulations relating to Statement of Net Assets and Total Returns at Fair Value</p> <p>(as described in note 35 and in Statement of Net assets at fair value and Statement of total returns at fair value of the standalone financial statements)</p> <p>As per the provisions of InvIT Regulations, the Fund is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of assets. For this purpose, fair value is determined by forecasting and discounting future cash flows. The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates etc.</p> <p>Accordingly, the aforementioned computation and disclosures are determined to be a key audit matter in our audit of the standalone financial statements.</p>	<p>Our audit procedures include the following-</p> <ul style="list-style-type: none"> Read the requirements of SEBI InvIT regulations for disclosures relating to Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value. Assessed the appropriateness of independent valuer's and management's valuation methodology applied in determining the fair values. Tested controls implemented by management to determine inputs for fair valuation as well as assumptions used in the fair valuation. We involved valuation specialists to: <ul style="list-style-type: none"> a) Assess the valuation reports issued by the independent valuer engaged by the management and compared key property related data used as input with actual data. b) Assess the key assumptions included in the cash flow forecasts by management and independent valuer, including considerations due to current economic and market conditions including effects of COVID-19 pandemic.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
		<p>c) Discuss changes in key drivers as compared to actual performance with management in order to evaluate whether the inputs and assumptions used in the valuation models by management and independent valuer were reasonable, including considerations due to current economic and market conditions including effects of COVID-19 pandemic.</p> <ul style="list-style-type: none"> Tested the arithmetical accuracy of computation in the Statement of Net Assets and Total Returns at Fair Value Reviewed and verified the disclosures in the standalone financial statements for compliance with the relevant requirements of InvIT Regulations.
3	<p>Related party transactions and disclosures</p> <p>(as described in note 22 of the standalone financial statements)</p> <p>The Fund has undertaken transactions with its related parties in the normal course of business. These include making new loans to SPVs, interest on such loans, fees for services provided by related parties to Fund etc. as disclosed in Note 22 of the standalone financial statements.</p> <p>We identified the accuracy and completeness of related party transactions and its disclosure as set out in respective notes to the standalone financial statements as a key audit matter due to the significance of transactions with related parties during the year ended March 31, 2022 and regulatory compliance thereon.</p>	<p>Our audit procedures, included the following:</p> <ul style="list-style-type: none"> Obtained, read and assessed the Fund's policies, processes and procedures in respect of identifying related parties, evaluation of arm's length, obtaining necessary approvals, recording and disclosure of related party transactions, including compliance of transactions and disclosures in accordance with InvIT regulations. We tested, on a sample basis, related party transactions with the underlying contracts and other supporting documents for appropriate authorization and approval for such transactions. We read minutes of Unit holders meeting, Board and its relevant committee meetings and minutes of meetings of those charged with governance of the Manager in connection with transactions with related parties affected during the year and Fund's assessment of related party transactions being in the ordinary course of business at arm's length and in accordance with the InvIT regulations. Assessed and tested the disclosures made in accordance with the requirements of Ind AS and InvIT regulations.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The management of IRB Infrastructure Private Limited ("Investment Manager") is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Investment Manager's Report including Annexures to Investment Manager's Report and Investment Manager's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Management of IRB Infrastructure Private Limited ('Investment Manager'), is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position as at March 31, 2022, financial performance including other comprehensive income, movement of the unit holders' funds and cash flows for the year ended March 31, 2022, its net assets at fair value as at March 31, 2022, its total returns at fair value and the net distributable cash flows of the Fund for the year ended March 31, 2022, in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2(1) (a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended read with the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder (together referred to as the "InvIT Regulations"). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions InvIT Regulations for safeguarding of the assets of the Fund and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

The Investment Manager is also responsible for overseeing the Fund's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if,

individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate

the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on our audit and as required by InvIT Regulations, we report that:

- a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) The balance sheet, and statement of profit and loss including other comprehensive income dealt with by this report are in agreement with the books of account of the Fund; and
- c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards (Ind AS) and/or any addendum thereto as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

FOR SURESH SURANA & ASSOCIATES LLP

Chartered Accountants

Firm's Reg. No. 121750W/W-100010

(Ramesh Gupta)

Partner

Place: Mumbai

Dated: May 07, 2022

Membership No. 102306

UDIN: 22102306AIOPYZ9140

Balance Sheet

as at March 31, 2022

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
I ASSETS			
(1) Non-current assets			
Financial assets	4		
i) Investments	4.1	220,017.92	226,936.48
ii) Loans	4.2	367,930.05	389,920.33
Total non-current assets		587,947.97	616,856.81
(2) Current assets			
Financial assets	5		
i) Investments	5.1	21,510.85	14,705.99
ii) Cash and cash equivalents	5.2	316.53	3,538.39
iii) Bank balance other than (ii) above	5.3	48.28	44.04
iv) Loans	5.4	26,236.27	35,177.64
v) Other financial assets	5.5	30,744.56	17,649.67
Current tax assets (net)	6	2.19	7.32
Other current assets	7	0.27	0.29
Total current assets		78,858.95	71,123.34
TOTAL ASSETS		666,806.92	687,980.15
II EQUITY AND LIABILITIES			
Equity			
Unit capital	8	510,259.60	531,157.60
Other equity	9	14,532.86	9,997.81
Total unit holder's equity		524,792.46	541,155.41
(1) Non-current liabilities			
Financial liabilities			
Borrowings	10	135,834.03	141,171.72
Total non-current liabilities		135,834.03	141,171.72
(2) Current liabilities			
Financial liabilities			
i) Borrowings	11.1	5,425.00	5,435.27
ii) Trade payables	11.2		
a) total outstanding dues of micro enterprises and small enterprises		9.43	9.42
b) total outstanding dues of creditors other than micro enterprises and small enterprises		662.36	153.37
iii) Other financial liabilities	11.3	48.28	44.04
Other liabilities	12	35.36	10.92
Total current liabilities		6,180.43	5,653.02
Total liabilities		142,014.46	146,824.74
TOTAL EQUITY AND LIABILITIES		666,806.92	687,980.15
Summary of significant accounting policies	3		

See accompanying notes to the financial statements.

As per our report of even date
For Suresh Surana & Associates LLP
Chartered Accountants
Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
Partner
Membership No.: 102306

Place: Mumbai
Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-
Vinod Kumar Menon
CEO & Wholtime Director
DIN : 03075345

Sd/-
Rushabh Gandhi
Chief Financial Officer
Membership No: 142334

Place : Mumbai
Date : May 07, 2022

Sd/-
Sunil Tandon
Director
DIN : 00874257

Sd/-
Swapna Vengurlekar
Company Secretary
Membership No: A32376

Statement of Profit and Loss

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
Income			
Revenue from operations	13	54,455.82	57,562.76
Other income	14	312.22	338.99
TOTAL INCOME		54,768.04	57,901.75
Expenses			
Finance costs	15	11,103.00	11,692.39
Investment Manager fees		1,278.15	590.00
Annual listing fees		60.81	60.81
Trustee fees		29.50	29.50
Other expenses	16	76.47	75.20
Impairment of investment in subsidiaries		6,918.56	-
TOTAL EXPENSES		19,466.49	12,447.90
Profit before tax		35,301.55	45,453.85
Tax expenses			
Current tax		-	-
Deferred tax		-	-
TOTAL TAX EXPENSES		-	-
Profit for the year (A)		35,301.55	45,453.84
Other comprehensive income / (loss) for the year (net of tax) (B)		-	-
Total comprehensive loss for the year, net of tax : (A+B)		35,301.55	45,453.84
Earnings per unit	17		
Basic		6.08	7.83
Diluted		6.08	7.83
Summary of significant accounting policies	3		

See accompanying notes to the financial statements.

As per our report of even date
For Suresh Surana & Associates LLP
 Chartered Accountants
 Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
 Partner
 Membership No.: 102306

Place: Mumbai
 Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-
Vinod Kumar Menon
 CEO & Wholtime Director
 DIN : 03075345

Sd/-
Rushabh Gandhi
 Chief Financial Officer
 Membership No: 142334

Place : Mumbai
 Date : May 07, 2022

Sd/-
Sunil Tandon
 Director
 DIN : 00874257

Sd/-
Swapna Vengurlekar
 Company Secretary
 Membership No: A32376

Statement of Cash Flows

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flow from operating activities		
Profit before tax	35,301.55	45,453.85
Adjustments to reconcile profit before tax to net cash flows:		
Finance costs	11,103.00	11,692.39
impairment loss	6,918.56	-
Change in Fair value on investments	(199.51)	142.20
Profit on sale of investments	(112.28)	(452.44)
Interest income on		
- Fixed deposits	-	(26.64)
Transaction cost on loan given	29.90	26.53
Operating profit/(loss) before working capital changes	53,041.22	56,835.89
Movement in working capital:		
Decrease/(increase) in others financial assets	(13,171.08)	(13,171.07)
Decrease/(increase) in other assets	0.01	(0.01)
Increase/(decrease) in trade payables	509.00	(680.39)
Increase/(decrease) in other financial liabilities	4.23	10.00
Increase/(decrease) in other current liabilities	24.43	(16.48)
Cash generated from/(used in) operations	40,407.81	42,977.94
Direct taxes paid (net of refunds)	5.13	28.02
Net cash flows from/(used in) operating activities	40,412.94	43,005.96
B. Cash flows from investing activities		
Purchase of units of mutual fund	(53,706.77)	(50,300.98)
Proceeds on sales of units of mutual fund	47,213.70	41,253.91
Long term loan given to subsidiaries	-	(11,000.00)
Short term loan given to subsidiaries	(46,063.00)	(26,658.00)
Repayment of long term loan given to subsidiaries	31,022.75	33,393.89
Repayment of short loan given to subsidiaries	45,942.00	22,426.60
Bank earmarked balance	(4.23)	(10.00)
Interest received on fixed deposit	-	26.64
Net cash flows from/(used in) investing activities	24,404.45	9,132.06
C. Cash flow from financing activities		
Other Equity		
Repayment of unit capital to the unit holders	(20,898.00)	(11,610.00)
Distribution to unit holders	(30,766.50)	(33,669.00)
Repayment of long term borrowings	(5,425.00)	(4,309.46)
Finance cost paid	(10,949.76)	(8,589.61)
Net cash flows from/(used in) financing activities	(68,039.26)	(58,178.07)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(3,221.87)	(6,040.05)
Cash and cash equivalents at the beginning of the year	3,538.39	9,578.44
Cash and cash equivalents at the end of the year (refer 5.2)	316.52	3,538.39
Summary of significant accounting policies (Refer note no. 3)		

See accompanying notes to the financial statements.

Notes:

- All figures in bracket are outflow.
- Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- Reconciliation between opening and closing balances for liabilities arising from financing activities.

Statement of Cash Flows (contd.)

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Long term borrowings
April 01, 2020	147,737.47
Cash flow	
- Interest	(8,589.61)
- Net of proceeds and repayment of long term borrowings	(4,309.46)
Accrual for the year	11,692.39
March 31, 2021	146,530.79
Cash flow	
- Interest	(10,949.76)
- Net of proceeds and repayment of long term borrowings	(5,425.00)
Accrual for the year	11,103.00
March 31, 2022	141,259.03

4. Statement of Cash flows has been prepared under Indirect Method as per Ind AS 7 "Statement of Cash Flows" as notified under section 133 of the Companies Act, 2013.

As per our report of even date
For Suresh Surana & Associates LLP
 Chartered Accountants
 Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
 Partner
 Membership No.: 102306

Place: Mumbai
 Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)

Sd/-
Vinod Kumar Menon
 CEO & Wholetime Director
 DIN : 03075345

Sd/-
Rushabh Gandhi
 Chief Financial Officer
 Membership No: 142334

Place : Mumbai
 Date : May 07, 2022

Sd/-
Sunil Tandon
 Director
 DIN : 00874257

Sd/-
Swapna Vengurlekar
 Company Secretary
 Membership No: A32376

Statement of Changes in Unit Holders Equity

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
a. Unit Capital		
At the beginning of the year	531,157.50	542,767.50
Issued during the year	-	-
Less: Capital reduction during the year (Refer Note 28)*	(20,898.00)	(11,610.00)
At the end of the year	510,259.50	531,157.50
Number of units		
At the beginning of the year	580,500,000	580,500,000
Issued during the year	-	-
At the end of the year	580,500,000	580,500,000

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
b. Initial settlement amount		
At the beginning of the year	0.10	0.10
Received during the year	-	-
At the end of the year	0.10	0.10

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
c. Other Equity		
At the beginning of the year	9,997.81	(1,787.04)
Profit / (loss) for the year	35,301.55	45,453.85
Interest distribution (Refer Note 28) *	(30,766.50)	(33,669.00)
At the end of the year	14,532.86	9,997.81

* Pertains to the distributions made during the financial year along with the distribution related to the last quarter of FY 2020-21 and does not include the distribution relating to the last quarter of FY 2021-22 which will be paid after March 31, 2022.

Summary of significant accounting policies (refer note no.3)

See accompanying notes to the financial statements.

As per our report of even date
For Suresh Surana & Associates LLP
 Chartered Accountants
 Firm's Reg no. 121750W/W-100010

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Ramesh Gupta
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Sd/-
Swapna Vengurlekar
 Company Secretary
 Membership No: A32376

Place: Mumbai
 Date : May 07, 2022

Place : Mumbai
 Date : May 07, 2022

Disclosures Pursuant to SEBI Circulars

(SEBI Circular No. CIR/IMD/DF/114/2016 dated 20-Oct-2016 and No. CIR/IMD/DF/127/2016 dated 29-Nov-2016)

A. Statement of Net Asset at Fair Value

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Book value	Fair value	Book value	Fair value
A. Assets	666,806.92	728,805.34	687,980.15	754,911.34
B. Liabilities (at book value)	142,014.46	142,014.46	146,824.74	146,824.74
C. Net Assets (A-B)	524,792.46	586,790.88	541,155.42	608,086.60
D. Number of units (in Lakhs)	5,805.00	5,805.00	5,805.00	5,805.00
E. NAV (C/D) (Amount in ₹)	90.40	101.08	93.22	104.75

B. Statement of Total Returns at Fair Value

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Total Comprehensive Income (As per the Statement of Profit and Loss)	35,301.55	45,453.85
Add/(less): Other Changes in Fair Value	61,998.42	66,931.19
Comprehensive Income	97,299.97	112,385.04

Note:

Fair value of assets as at March 31, 2022 and other changes in fair value for the year then ended as disclosed in the above tables are derived based on the fair valuation reports issued by the independent valuer appointed under Regulation 21 of the InvIT Regulations.

As per our report of even date
For Suresh Surana & Associates LLP
 Chartered Accountants
 Firm's Reg no. 121750W/W-100010

Sd/-
Ramesh Gupta
 Partner
 Membership No.: 102306

Place: Mumbai
 Date : May 07, 2022

For and on behalf of IRB Infrastructure Private Limited
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 Date : May 07, 2022

Sd/-
Sunil Tandon
 Director
 DIN : 00874257

Sd/-
Swapna Vengurlekar
 Company Secretary
 Membership No: A32376

Statement of Net Distributable Cash Flows (NDCFs)

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Cash flows received from Project SPVs in the form of Interest (Refer note 1)	41,284.74	44,391.68
2	Cash flows received from Project SPVs in the form of Dividend	-	-
3	Any other income accruing at the Trust level and not captured above, including but not limited to interest/return on surplus cash invested by the Trust	312.22	338.99
4	Cash flows received from the project SPVs towards the repayment of the debt issued to the Project SPVs by the Trust (Refer note 2)	31,022.75	22,393.89
5	Total cash inflow at the Trust level (A)	72,619.71	67,124.56
	Less:		
6	Any payment of fees, interest and expense incurred at the Trust level, including but not limited to the fees of the Investment Manager (Refer note 3)	(12,547.93)	(9,355.06)
7	Income tax (if applicable) at the Standalone Trust Level	-	-
8	Repayment of external debt	(5,425.00)	(4,309.46)
9	Total cash outflows / retention at the Trust level (B)	(17,972.93)	(13,664.52)
10	Net Distributable Cash Flows (C) = (A+B)	54,646.78	53,460.04

Note:

- 1) Excludes interest due but not received of ₹ 13,171.08 lakhs (Previous year ₹ 13,171.08 lakhs) for the year ended March 31, 2022.
- 2) Netted – off with long-term unsecured loan given to project SPV's. (Refer note 22)
- 3) Excludes interest of Nil (Previous year ₹ 4,119.45 lakhs) which was not paid on account of moratorium availed as per RBI circular dated March 27, 2020 and May 22, 2020.
- 4) During the year, an amount of ₹ 51,664.50 lakhs (Previous year ₹ 45,279.00 lakhs) has already been distributed to unit holders. (Refer note 28)

Notes to Standalone Financial Statements

for the year ended March 31, 2022

1 Nature of Operations

The IRB InvIT Fund (the "Fund" / "Trust") is a trust constituted by "The Indenture of Trust" dated October 16, 2015 registered under the Registration Act, 1908 and under the Securities Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014. The Fund is settled by the Sponsor, IRB Infrastructure Developers Limited ("IRB" or the "Sponsor"), an infrastructure development company in India. The Trustee to the Fund is IDBI Trusteeship Services Limited (the "Trustee") and Investment manager for the Fund is IRB Infrastructure Private Limited (the "Investment Manager").

The Fund has been formed to invest in infrastructure assets primarily being in the road sector in India. All of the Fund's road projects are implemented and held through special purpose vehicles ("Project SPVs")

Sr. No.	Project SPV Name
1	IRB Surat Dahisar Tollway Limited (ISDTL)
2	IRB Jaipur Deoli Tollway Limited (IJDTL)
3	IDAA Infrastructure Limited (IDAAIL)
4	IRB Pathankot Amritsar Toll Road Limited (IPATRL)
5	IRB Talegaon Amravati Tollway Limited (ITATL)
6	IRB Tumkur Chitradurga Tollway Limited (ITCTL)
7	M.V.R Infrastructure and Tollways Limited (MITL)

The registered office of the Investment Manager is IRB Complex, Chandivali Farm, Chandivali village, Andheri-East, Mumbai-400072.

The financial statements were authorised for issue in accordance with resolution passed by the Board of Directors of the Investment manager on May 07, 2022.

2 Basis of preparation

The financial statements of IRB InvIT Fund have been prepared in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, prescribed under Section 133 of the Companies Act, 2013 ("Ind AS") read with SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended and the circulars issued thereunder ("InvIT Regulations") and other accounting principles generally accepted in India.

The financial statements have been prepared on an accrual basis and under the historical cost convention

except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The financial statements are presented in Indian Rupee ('INR') which is the functional currency of the Fund and all values are rounded to the nearest lakhs, except when otherwise indicated. Wherever the amount represented '0' (zero) construes value less than Rupees five hundred.

3 Summary of significant accounting policies

3.01 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3.02 Current versus non-current classification

The Fund presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Fund has identified twelve months as its operating cycle.

3.03 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Fund and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

Interest income :

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rates applicable. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Dividends :

Revenue is recognised when the Fund's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.04 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Fund operates and generates taxable income.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken

in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when

Notes to Standalone Financial Statements

for the year ended March 31, 2022

the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Goods and service tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of goods and service tax paid, except:

When the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

When receivables and payables are stated with the amount of tax included. The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables in the balance sheet.

3.05 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.06 Provisions

Provisions are recognised when the Fund has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Fund expects some

or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3.07 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Fund or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Fund does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

3.08 Financial instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through Statement of Profit and Loss, directly attributable transaction cost to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Fund commits to purchase or sell the asset.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories;

- at amortised cost
- at fair value through profit or loss (FVTPL)
- at fair value through other comprehensive income (FVTOCI)

Financial Assets at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Fund. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

After initial measurement such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial Assets at Fair Value through Statement of Profit and Loss / Other comprehensive income

All investments in scope of Ind AS 109 are measured at fair value. The Fund has investment in Debt oriented mutual fund which are held for trading, are classified as at FVTPL. The Fund makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. The gain / loss on sale of investments are recognised in the Statement of Profit and Loss.

Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a the Fund of similar financial assets) is primarily derecognised (i.e. removed from the Fund's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Fund has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Fund has transferred substantially all the risks and rewards of the asset, or (b) the Fund has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Fund has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Fund continues to recognise the transferred asset to the extent of the Fund's continuing involvement. In that case, the Fund also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Fund has retained.

3.09 Impairment of assets

Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category.

For financial assets other than trade receivables, as per Ind AS 109, the Fund recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial assets increases significantly since its initial recognition.

The impairment losses and reversals are recognized in Statement of Profit and Loss.

Impairment of non-financial assets

The Fund assesses, at each reporting date, whether there is an indication that an asset may be impaired. If

Notes to Standalone Financial Statements

for the year ended March 31, 2022

any indication exists, or when annual impairment testing for an asset is required, the Fund estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or Fund's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Fund's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Fund that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Loans and borrowings

This is the category most relevant to the Fund. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.10 Investment in subsidiaries

Investments (equity instruments as well as subordinate debt) in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and carrying amounts are recognised in the Statement of Profit and Loss.

3.11 Foreign currencies

The Fund's financial statements are presented in INR, which is also the Fund's functional currency. The Fund does not have any foreign operation and has assessed the functional currency to be INR.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Fund at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

3.12 Fair value measurement

The Fund measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Fund.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Fund uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Fund determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Fund's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Fund's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an annual basis, the Management of Investment Manager presents the valuation results to the Audit Committee and the Fund's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Fund has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 35)
- Financial instruments (including those carried at amortised cost) (note 23 and 24)

Notes to Standalone Financial Statements

for the year ended March 31, 2022

- Quantitative disclosure of fair value measurement hierarchy (note 23 and 24)

3.13 Contributed Equity

Units are classified as equity. Incremental costs attributable to the issue of units are directly recorded in equity, net of tax.

3.14 Distribution to unit holders

The Fund recognises a liability to make cash distributions to unit holders when the distribution is authorised and a legal obligation has been created. As per the InvIT Regulations, a distribution is authorised when it is approved by the Board of Directors of the Investment Manager. A corresponding amount is recognised directly in equity.

3.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Fund's cash management.

3.16 Earnings Per Unit (EPU)

Basic earnings per unit are calculated by dividing the net profit for the year attributable to unit holders by the weighted average number of units outstanding during the year.

For the purpose of calculating diluted earnings per unit, the weighted average number of units outstanding during the year are adjusted for the effects of all dilutive potential units.

3.17 New pronouncements issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Fund does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Fund does not expect the amendment to have any significant impact in its financial statements.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 4 : Financial Assets (Non-current)		
4.1 Investments		
A) Investments at cost		
Investments in equity instruments of subsidiaries (unquoted)		
510,842,000 (March 31, 2021 - 510,842,000) equity shares of IRB Surat Dahisar Tollway Limited	53,232.48	53,232.48
131,750,000 (March 31, 2021 - 131,750,000) equity shares of IRB Jaipur Deoli Tollway Limited *	13,175.00	13,175.00
198,120,003 (March 31, 2021 - 198,120,003) equity shares of IDAA Infrastructure Limited	19,812.00	19,812.00
98,600,000 (March 31, 2021 - 98,600,000) equity shares of IRB Pathankot Amritsar Toll Road Limited **	9,909.00	9,909.00
49,250,000 (March 31, 2021 - 49,250,000) equity shares IRB Talegaon Amravati Tollway Limited	4,925.00	4,925.00
155,500,002 (March 31, 2021 - 155,500,002) equity shares IRB Tumkur Chitradurga Tollway Limited	15,550.00	15,550.00
6,910,170 (March 31, 2021 - 6,910,170) equity shares M.V.R. Infrastructure & Tollways Limited	10,902.00	10,902.00
Less : Provision for impairment loss	(6,918.56)	-
Investments in subsidiaries (unquoted)	120,586.92	127,505.48
B) Investments at cost		
Investments in sub debt of subsidiaries (unquoted)		
IRB Jaipur Deoli Tollway Limited	39,525.00	39,525.00
IRB Pathankot Amritsar Toll Road Limited	29,581.00	29,581.00
IRB Talegaon Amravati Tollway Limited	14,775.00	14,775.00
IRB Tumkur Chitradurga Tollway Limited	15,550.00	15,550.00
Subordinated debt to related parties (interest free)	99,431.00	99,431.00
Total non-current investments (A + B)	220,017.92	226,936.48
* 67,192,500 equity shares have been pledged with banks for availing term loan.		
** 50,286,000 equity shares have been pledged with banks for availing term loan.		
Aggregate book value of quoted investments	-	-
Aggregate amount of unquoted investments	226,936.48	226,936.48
Aggregate provision for impairment	6,918.56	-
4.2 Loans		
(Secured, considered good, unless otherwise stated)		
Loans to related parties (Refer note 22)		
- Interest bearing	326,436.88	330,347.81
Less: Current maturities of loan to related parties	(10,021.37)	(3,910.93)
Total - (A)	316,415.51	326,436.88
(Unsecured, considered good, unless otherwise stated)		
Loans to related parties (Refer note 22)		
- Interest bearing	51,208.38	78,320.19
Less: Current maturities of loan to related parties	-	(15,172.81)
Total - (B)	51,208.38	63,147.38
Add : Unamortised transaction cost (C)	306.16	336.07
Total (A+B+C)	367,930.05	389,920.33

Notes to Standalone Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 5 : Financial Assets (current)		
5.1 Investments		
Investments at fair value through Profit & Loss		
Investments in mutual fund (quoted)		
Aditya Birla Sun Life Liquid Fund March 31, 2022 - 4,539,703.543 Units @ ₹ 343.1252 (March 31, 2021 - 2,866,008.324 Units @ ₹ 331.5328)	15,576.86	9,501.76
L&T Liquid Fund March 31, 2022 - 27,449.668 Units @ ₹ 2,914.9581 (March 31, 2021 - Nil)	800.15	-
SBI Magnum Low Duration Fund Direct Fund March 31, 2022 - 176,462.900 units @ ₹ 2,909.3029 (March 31, 2021 - 186,147,180 units @ ₹ 2,795.7642)	5,133.84	5,204.23
[(Mutual fund held for DSRA ₹ 5,133.84 lakhs (March 31, 2021 : ₹ 5,204.23 lakhs)]		
	21,510.85	14,705.99
Aggregate book value of quoted investments	21,510.85	14,705.99
Aggregate market value of quoted investments	21,510.85	14,705.99
5.2 Cash and cash equivalents		
Cash on hand	0.09	0.03
Balances with banks:		
- In current accounts	2.48	7.26
- In escrow account *	313.96	3,531.10
	316.53	3,538.39
* Escrow account as hypothecated against secured loan.		
5.3 Other bank balances		
Earmarked balances		
Unpaid distribution accounts	48.28	44.04
	48.28	44.04
5.4 Loans		
(Secured, considered good, unless otherwise stated)		
Current maturities of long term loans to related parties	10,021.37	3,910.93
(Unsecured, considered good, unless otherwise stated)		
Loans to related parties (Refer note 22)	16,214.90	16,093.90
Current maturities of long term loan to related parties	-	15,172.81
	26,236.27	35,177.64
5.5 Other financial assets		
(Unsecured, considered good, unless otherwise stated)		
Interest receivable from related parties (Refer note 22)	30,744.56	17,573.47
Other receivable*	-	76.20
	30,744.56	17,649.67

* Receivable from lenders on account of compounded interest paid during the moratorium period.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 6 : Current Tax Assets (net)		
Advance income tax (net of provision for tax ₹ Nil (March 31, 2021: ₹ Nil))	2.19	7.32
	2.19	7.32

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 7 : Other Current Assets		
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	0.27	0.29
	0.27	0.29

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 8 : Equity		
I. Unit capital		
a. Issued, subscribed and fully paid up unit capital		
580,500,000 (March 31, 2021 - 580,500,000)	510,259.50	531,157.50
b. Initial settlement amount	0.10	0.10
At the end of the year	510,259.60	531,157.60

c. Terms / rights attached to units

Rights of unit holders

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

- right to receive income or distributions with respect to the units held;
- right to attend the annual general meeting and other meetings of the unit holders of the Fund;
- right to vote upon any matters / resolutions proposed in relation to the Fund;
- right to receive periodic information having a bearing on the operations or performance of the Fund in accordance with the InvIT Regulations; and
- right to apply to the Fund to take up certain issues at meetings for unit holders approval.

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

Limitation to the Liability of the unit holders

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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

II. Reconciliation of the number of units outstanding and the amount of unit capital:

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of units in Lakhs	Amount ₹ in Lakhs	No. of units in Lakhs	Amount ₹ in Lakhs
At the beginning of the year	5,805.00	531,157.50	5,805.00	542,767.50
Issued during the year	-	-	-	-
Less: Capital reduction during the year (Refer note 28)	-	20,898.00	-	11,610.00
At the end of the year	5,805.00	510,259.50	5,805.00	531,157.50

Details of Sponsor units :

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of units in Lakhs	Amount ₹ in Lakhs	No. of units in Lakhs	Amount ₹ in Lakhs
IRB Infrastructure Developers Limited	927.05	15.97%	927.05	15.97%

Details of unit holding more than 5% units :

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of units in Lakhs	Amount ₹ in Lakhs	No. of units in Lakhs	Amount ₹ in Lakhs
IRB Infrastructure Developers Limited	927.05	15.97%	927.05	15.97%
Government Of Singapore	452.45	7.79%	457.83	7.89%
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Hybrid '95 Fund	371.00	6.40%	371.00	6.40%

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 9 : Other Equity		
Retained earnings		
At the beginning of the year	9,997.81	(1,787.04)
Profit / (loss) for the year	35,301.55	45,453.85
Interest distribution (Refer Note 28)	(30,766.50)	(33,669.00)
Total Other Equity (A+B)	14,532.86	9,997.81

Retained earnings

Retained earnings are the profits that the Fund has earned till date, less any transfers to general reserve, dividends or other distributions paid to unit holders.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 10 : Non-current Financial Liabilities		
Borrowings		
Secured		
Term loans		
Indian rupee loan from banks	142,205.45	147,630.45
Less: Current maturities	(5,425.00)	(5,425.00)
	136,780.45	142,205.45
Less : Unamortised transaction cost	946.42	1,033.73
	135,834.03	141,171.72

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Secured Term Loans

- i) Secured by first charge on escrow account and on receivable of fund arising out of principal and interest payment of the loans by Fund to subsidiaries.
- ii) Pledge of shares held of 51% of share holding in the total paid-up equity share capital of IRB Jaipur Deoli Tollway Limited and IRB Pathankot Amritsar Toll Road Limited.
- iii) Interest rates on Indian rupee loan ranges from 7.25 % to 8.15% (Previous year interest rates ranges from 7.25% to 8.15%). The Indian rupee loan from banks is repayable in unstructured quarterly instalment as per the repayment schedule specified in loan agreement with the Lenders.
- iv) There have been no breaches in the financial covenants with respect to borrowings.
- v) As per RBI Circular dated March 27, 2020 and May 22, 2020, the Fund has availed moratorium from March 2020 to August 2020.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 11 : Current Financial Liabilities		
11.1 Borrowing		
Secured loan		
Current maturities of long-term borrowings		
- Indian rupee loan from banks	5,425.00	5,425.00
Interest accrued but not due on borrowings	-	10.27
Total	5,425.00	5,435.27
11.2 Trade Payables		
a) Total outstanding dues of micro enterprises and small enterprises	9.43	9.42
b) Total outstanding dues of creditors other than micro and small enterprises	662.36	153.37
Total	671.79	162.79
11.3 Other financial liabilities		
Unpaid distribution	48.28	44.04
	48.28	44.04

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Note 12 : Other Current Liabilities		
Statutory dues payable	35.36	10.92
	35.36	10.92

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 13 : Revenue from Operations		
Operating income		
Interest income	54,455.82	57,562.76
	54,455.82	57,562.76

Notes to Standalone Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 14 : Other Income		
Interest income on		
Interest income on bank deposits	-	26.64
Interest income on income tax refund	0.43	2.11
Profit on sale of investments	112.28	452.44
Change in fair value on investments	199.51	(142.20)
	312.22	338.99

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 15 : Finance Costs		
Interest expense		
- Term loan from banks	10,840.71	11,591.22
Other borrowing cost		
Other finance costs (including Unamortise transaction cost)	262.29	101.17
	11,103.00	11,692.39

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 16 : Other Expenses		
Legal and professional fees	54.20	52.40
Payment to auditor (refer note below)	15.49	15.32
Miscellaneous expenses	6.78	7.48
	76.47	75.20
Payment to auditor (including GST)		
As auditors:		
- Statutory audit fees	8.50	8.50
- Limited review fees	4.25	4.25
- Tax audit fees	1.42	1.42
In other capacity:		
- Other services (certification fees)	0.62	0.53
Reimbursement of expenses	0.70	0.62
	15.49	15.32

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Note 17 : Earnings Per Unit (EPU)		
The following reflects the income and unit data used in the basic and diluted EPU computations:		
Profit attributable to unit holders of the Fund for basic & diluted earnings	35,301.55	45,453.85
Weighted average number of units for basic & diluted EPU (in lakhs)	5,805.00	5,805.00
Basic earning per unit (Amount in ₹)	6.08	7.83
Diluted earning per unit (Amount in ₹)	6.08	7.83

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 18 : Capital and other Commitments

There are no capital and other commitments as at March 31, 2022 (March 31, 2021 : ₹ NIL).

Note 19 : Contingent Liabilities

There are no contingent liabilities as at March 31, 2022 (March 31, 2021 : ₹ NIL).

Note 20 : Trade Payables

a) Details of dues to micro and small enterprises as per MSMED Act, 2006

The following details regarding Micro and small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Fund.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Principal amount remaining unpaid to any supplier as at the period end	9.43	9.42
Interest due thereon	-	-
Amount of interest paid by the Trust in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED, 2006	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

MSME ageing schedule as at

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Undisputed Dues		
Unbilled amount	9.43	9.42
Less than 1 year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 years	-	-
Total dues to micro and small enterprises as per MSMED Act, 2006	9.43	9.42

There are no disputed dues to micro and small enterprises as per MSMED Act, 2006

b) Ageing of creditors other than micro and small enterprises as at

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Undisputed Dues		
Unbilled amount	15.03	15.24
Less than 1 year	647.33	138.13
1-2 Years	-	-
2-3 Years	-	-
More than 3 years	-	-
Total dues to other than micro and small enterprises	662.36	153.37

There are no disputed dues to creditors other than micro and small enterprises.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 21 : Operating segment

The Fund is engaged in to invest in infrastructure assets primarily being in the road sector in India which in the context of Ind AS 108 - Operating Segments is considered as the only segment. The Fund's activities are restricted within India and hence no separate geographical segment disclosure is considered necessary.

Note 22 : Related Party Transaction

I. List of Related Parties

i. Subsidiaries / SPVs	IRB Surat Dahisar Tollway Limited (ISDTL)
	IRB Jaipur Deoli Tollway Limited (IJDTL)
	IDAA Infrastructure Limited (IDAAIL)
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)
	IRB Talegaon Amravati Tollway Limited (ITATL)
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)
	M.V.R. Infrastructure & Tollways Limited (MITL)
ii. Parties to the Fund *	IRB Infrastructure Developers Limited (IRBIDL) (Sponsor & Project Manager)
	IRB Infrastructure Private Limited (IRBFL) (Investment Manager)
	IDBI Trusteeship Services Limited (ITSL) (Trustee)

* As per InvIT regulations

iii. Promoters / Directors of the parties to the Fund specified in (ii) above

Particulars	IRB Infrastructure Developers Limited (Sponsor & Project Manager)	IRB Infrastructure Private Limited (Investment Manager)	IDBI Trusteeship Services Limited (Trustee of the IRB InvIT Fund)
Promoters	Mr. Virendra D. Mhaikar	IRB Infrastructure Developers Limited	IDBI Bank Limited
	Mrs. Deepali V. Mhaikar		Life Insurance Corporation of India
	Virendra D. Mhaikar HUF		General Insurance Corporation of India
Directors	Mr. Virendra D. Mhaikar	Mr. Vinod Kumar Menon	Mr. J.Samuel Joseph
	Mrs. Deepali V. Mhaikar	Mr. Rajinder Pal Singh	Ms. Madhuri J. Kulkarni
	Mr. Chandrashekhar S. Kaptan	Mr. Sunil Tandon (w.e.f. 05.06.2020)	Ms. Padma Betai
	Mr. Sunil H. Talati	Mr. Nikesh Jain (w.e.f. 16.03.2022)	Ms. Jayshree Ranade (w.e.f. 20.09.2021)
	Mr. Sandeep J. Shah	Mr.Bajarang Lal Gupta (till 24.05.2020)	Mr. Pradeep Kumar Jain (w.e.f. 24.03.2022)
	Ms. Priti Savla (w.e.f. 10.02.2022)	Mr. Sumit Banerjee (till 31.07.2020)	Mr. Satyajit Tripathy (till 17.09.2021)
	Mr. Carlos Ricardo Ugarte Cruz Coke (w.e.f. 29.12.2021)		Mr. Ravishankar G. Shinde (till 15.03.2022)
	Mr. Jose Angel Tamariz Martel Goncer (w.e.f. 29.12.2021)		
	Mr. Mukeshlal Gupta (till 29.12.2021)		
	Mr. Sudhir Rao Hoshing (till 29.12.2021)		
	Mrs. Heena Raja (till 10.02.2022)		

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Related Party Outstanding Balances

(₹ in Lakhs)

Sr. No.	Particulars	Relation	As on March 31, 2022	As on March 31, 2021
1	Equity Investment		127,505.48	127,505.48
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	53,232.48	53,232.48
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	13,175.00	13,175.00
	IDAA Infrastructure Limited (IDAAIL)	Subsidiary	19,812.00	19,812.00
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	9,909.00	9,909.00
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	4,925.00	4,925.00
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	15,550.00	15,550.00
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	10,902.00	10,902.00
2	Subordinated debt		99,431.00	99,431.00
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	39,525.00	39,525.00
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	29,581.00	29,581.00
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	14,775.00	14,775.00
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	15,550.00	15,550.00
3	Secured loan receivable (Long term)		326,436.88	330,347.81
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	91,475.70	92,068.74
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	92,601.88	92,901.41
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	37,153.84	37,153.84
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	93,712.76	93,712.76
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	11,492.70	14,511.06
4	Unsecured loan receivable (Long term)		51,208.38	78,320.19
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	-	11,006.23
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	6,907.71	14,907.71
	IDAA Infrastructure Limited (IDAAIL)	Subsidiary	-	4,166.58
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	15,490.04	15,490.04
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	6,005.47	8,905.47
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	7,338.07	7,338.07
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	15,467.09	16,506.09
5	Unsecured loan receivable (Short term)		16,214.90	16,093.90
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	-	12,365.00
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	265.20	265.20
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	15,949.70	3,463.70
6	Interest receivable		30,744.56	17,573.47
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	30,744.56	17,573.47
7	Trade payables		647.33	138.13
	IRB Infrastructure Private Limited (IRBFL)	Investment Manager	647.33	138.13

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Related Party Transaction during the Period

(₹ in Lakhs)

Sr. No.	Particulars	Relation	Year ended March 31, 2022	Year ended March 31, 2021
1	Repayment of secured loan (Long term)		3,910.93	17,701.57
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	-	14,129.87
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	593.04	593.04
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	299.53	252.73
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	3,018.36	2,725.93
2	Unsecured loan given (Long term)		-	11,000.00
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	-	2,000.00
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	-	9,000.00
3	Repayment of unsecured loan (Long term)		27,111.81	15,692.32
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	11,006.23	-
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	8,000.00	-
	IDAA Infrastructure Limited (IDAAIL)	Subsidiary	4,166.58	15,692.32
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	2,900.00	-
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	1,039.00	-
4	Unsecured loans given (Short term)		46,063.00	26,658.00
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	12,000.00	12,815.00
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	8,336.00	400.00
	IDAA Infrastructure Limited (IDAAIL)	Subsidiary	392.00	-
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	-	11,981.00
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	-	100.00
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	25,335.00	1,362.00
5	Repayment of unsecured loan given (Short term)		45,942.00	22,426.60
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	24,365.00	450.00
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	8,336.00	400.00
	IDAA Infrastructure Limited (IDAAIL)	Subsidiary	392.00	-
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	-	11,981.00
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	-	100.00
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	12,849.00	9,495.60
6	Interest income		54,485.72	57,589.28
	IRB Surat Dahisar Tollway Limited (ISDTL)	Subsidiary	2,039.73	3,307.71
	IRB Jaipur Deoli Tollway Limited (IJDTL)	Subsidiary	14,119.76	13,986.94
	IDAA Infrastructure Limited (IDAAIL)	Subsidiary	365.85	2,122.88
	IRB Pathankot Amritsar Toll Road Limited (IPATRL)	Subsidiary	14,073.71	14,618.94
	IRB Talegaon Amravati Tollway Limited (ITATL)	Subsidiary	5,891.65	5,989.17
	IRB Tumkur Chitradurga Tollway Limited (ITCTL)	Subsidiary	13,171.08	13,171.08
	M.V.R. Infrastructure & Tollways Limited (MITL)	Subsidiary	4,823.94	4,392.56
7	Investment Management fees (including indirect taxes)		1,278.15	590.00
	IRB Infrastructure Private Limited (IRBFL)	Investment Manager	1,278.15	590.00

Notes to Standalone Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Sr. No.	Particulars	Relation	Year ended March 31, 2022	Year ended March 31, 2021
8	Distribution in the form of interest		5,652.92	6,188.86
	IRB Infrastructure Developers Limited (IRBIDL)	Sponsor & Project Manager	4,913.37	5,376.89
	Mr. Virendra D. Mhaikar	Director of Sponsor & Project Manager	648.72	709.92
	Mrs. Deepali V. Mhaikar	Director of Sponsor & Project Manager	82.15	89.90
	Mr. Sudhir Rao Hoshing	Director of Sponsor & Project Manager	6.56	9.28
	Mr. Sunil Talati	Director of Sponsor & Project Manager	0.53	0.58
	Mr. Vinod Kumar Menon	Director of SPVs	1.59	1.74
	Mr. Sumit Banerjee	Director of SPVs	-	0.55
9	Distribution in form of capital		3,839.10	2,134.34
	IRB Infrastructure Developers Limited (IRBIDL)	Sponsor & Project Manager	3,337.38	1,854.10
	Mr. Virendra D. Mhaikar	Director of Sponsor & Project Manager	440.64	244.80
	Mrs. Deepali V. Mhaikar	Director of Sponsor & Project Manager	55.80	31.00
	Mr. Sudhir Rao Hoshing	Director of Sponsor & Project Manager	3.84	3.20
	Mr. Sunil Talati	Director of Sponsor & Project Manager	0.36	0.20
	Mr. Vinod Kumar Menon	Director of SPVs	1.08	0.60
	Mr. Sumit Banerjee	Director of SPVs	-	0.44
10	Trustee fee		29.50	29.50
	IDBI Trusteeship Services Limited (ITSL)	Trustee	29.50	29.50

Note 23 : Fair Values

Financial assets and liabilities

The carrying values of financial instruments of the Fund are reasonable and approximations of fair values.

The accounting classification of each category of financial instruments, their carrying amounts and the categories of financial assets and liabilities measured at fair value, are set out below:

(₹ in Lakhs)

Particulars	Carrying amount		Fair Value	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Financial assets				
Loans	394,166.32	425,097.97	394,166.32	425,097.97
Other financial assets	30,744.56	17,649.67	30,744.56	17,649.67
Investments in mutual funds	21,510.85	14,705.99	21,510.85	14,705.99
Cash and cash equivalents	316.53	3,538.39	316.53	3,538.39
Other Bank balances	48.28	44.04	48.28	44.04

Notes to Standalone Financial Statements

for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Carrying amount		Fair Value	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Financial liabilities				
Trade payables	671.79	162.79	671.79	162.79
Borrowings	141,259.03	146,606.99	141,259.03	146,606.99
Other financial liabilities	48.28	44.04	48.28	44.04

The management assessed that the fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The discount for lack of marketability represents the amounts that the Trust has determined that market participants would take into account when pricing the investments.

The Fund is required to present the Statement of total assets at fair value and Statement of total returns at fair value as per SEBI Circular No. CIR/IMD/DF/114/2016 dated October 20, 2016 as a part of these financial statements - Refer Statement of Net assets at fair value and Statement of Total Returns at fair value.

Note 24 : Fair Value Hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022:

(₹ in Lakhs)

Particulars	As at March 31, 2022	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds(Quoted)	21,510.85	21,510.85	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2021:

(₹ in Lakhs)

Particulars	As at March 31, 2021	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds(Quoted)	14,705.99	14,705.99	-	-

There has been no transfer between Level1, Level 2 & Level 3 during the year.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 25 : Disclosure Pursuant to Ind As 36 “Impairment of Assets”

Based on a review of the future discounted cash flows of the subsidiaries, the recoverable amount is higher than the carrying amount of the investments except for the investments in IDAA and IRBSD and accordingly, provision for impairment aggregating to ₹ 6,918.56 Lakhs (Previous Year: ₹ Nil) recognised in the statement of profit and loss for the year ended March 31, 2022.

Note 26 : Financial risk management objectives and policies

The fund's risk management policies are established to identify and analyse the risks faced by the fund, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the fund's activities.

The Board of Directors of Investment Manager have overall responsibility for the establishment and oversight of the fund's risk management framework.

In performing its operating, investing and financing activities, the fund is exposed to the Credit risk, Liquidity risk and Market risk.

a. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits.

Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Fund is exposed to credit risk from its investing activities including loans to subsidiaries, deposits with banks and other financial instruments. As at March 31, 2022, the credit risk is considered low since substantial transactions of the Fund are with its subsidiaries.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The fund's exposure to the risk of changes in market interest rates relates primarily to the fund's long-term debt obligations with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Fund's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Increase in basis points		
- INR	50	50
Effect on profit before tax		
- INR	700.88	728.01
Decrease in basis points		
- INR	50	50
Effect on profit before tax		
- INR	(700.88)	(728.01)

Notes to Standalone Financial Statements

for the year ended March 31, 2022

b. Liquidity risk

Liquidity risk is the risk that the Fund may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Fund's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements.

The Fund closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 30 to 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analyses financial liabilities by remaining contractual maturities:

(₹ in Lakhs)

March 31, 2022	On demand	Less than 3 months	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings	-	3,926.66	11,661.14	57,111.63	155,847.85	228,547.29
Other financial liabilities	48.28	-	-	-	-	48.28
Trade payables	-	671.79	-	-	-	671.79
Total	48.28	4,598.45	11,661.14	57,111.63	155,847.85	229,267.36

(₹ in Lakhs)

March 31, 2021	On demand	Less than 3 months	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings	-	4,138.21	12,261.28	61,493.58	171,620.10	249,513.17
Other financial liabilities	44.04	-	-	-	-	44.04
Trade payables	-	162.79	-	-	-	162.79
Total	44.04	4,301.00	12,261.28	61,493.58	171,620.10	249,720.00

At present, the fund does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

Note 27 : Capital Management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Trust manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2022 and March 31, 2021.

The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (Secured)	142,205.45	147,640.72
Trade and other payables	671.79	162.79
Other financial liabilities	48.28	44.04
Less: cash and cash equivalents	(316.53)	(3,538.39)
Net debt (A)	142,608.99	144,309.16
Unit capital	510,259.50	531,157.50
Initial settlement amount	0.10	0.10
Total equity (B)	510,259.60	531,157.60
Capital and net debt C = A + B	652,868.59	675,466.76
Gearing ratio (%) (C / A)	21.84%	21.36%

Notes to Standalone Financial Statements

for the year ended March 31, 2022

In order to achieve this overall objective, the fund's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period.

Note 28 : Distribution made

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Distributed during the year as :		
Interest *	30,766.50	33,669.00
Return on capital*	20,898.00	11,610.00
	51,664.50	45,279.00

* Pertains to the distributions made during the financial year along with the distribution related to the last quarter of FY 2020-21 and does not include the distribution relating to the last quarter of FY 2021-22 which will be paid after March 31, 2022.

The distributions made by the Fund to its unit holders are based on the Net Distribution Cash Flow (NDCF) of Fund under the InvIT Regulations and hence part of the same includes repayment of capital as well.

Note 29 : Loans or advances to specified persons

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Amount outstanding*	% of Total ^	Amount outstanding*	% of Total ^
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	393,860.16	100%	424,761.90	100%
Total aggregate loans	393,860.16	100%	424,761.90	100%

* represents loan or advance in the nature of loan

^ represents percentage to the total Loans and Advances in the nature of loan

Note 30 : Other financial information - ratios

Particulars	Note reference	For the year ended March 31, 2022	For the year ended March 31, 2021
Current Ratio	a	12.76	12.58
Debt – Equity Ratio	b	0.27	0.27
Debt Service Coverage Ratio	c	2.82	4.42
Return on Equity (ROE):	d	7.00%	8.00%
Inventory Turnover Ratio		Not applicable	Not applicable
Trade receivables turnover ratio (no. of days)		Not applicable	Not applicable
Trade payables turnover ratio (no. of days)	e	3.46 days	1.5 days
Net profit ratio	f	64.83%	78.96%
Net capital turnover ratio	g	0.75	0.88
Return on capital employed (ROCE)	h	7.12%	8.70%
Return on investment (ROI)	i	3.93%	4.04%

Note :

- a) Current ratio (in times) : Current Assets / Current liabilities
- b) Debt - Equity ratio : Total Debt divided by Equity

Notes to Standalone Financial Statements

for the year ended March 31, 2022

- c) Debt Service Coverage Ratio (DSCR) (no. of times) : Profit before interest, divided by Interest expense (net of moratorium interest, interest cost on unwinding (long term unsecured loans) and amortisation of transaction cost) together with repayments of long term debt during the period (netted off to the extent of long term loans availed during the same period for the repayment)
- d) ROE : Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity
- e) Trade payables turnover ratio = Net Credit Purchases / Average Trade Payables
- f) Net profit margin (in %) : Profit after tax / Revenue from operation
- g) Net capital turnover ratio (in times) = Net Sales / Working Capital
- h) ROCE : Earning before interest and taxes / Capital Employed (Capital Employed = Net Worth + Total Debt + Deferred Tax Liability)
- i) Return on investment (ROI) = Income generated from invested fund / Average invested funds in treasury investment

Note 31 Other Statutory Information

- i) The Trust have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- ii) The Trust does not hold benami property and no proceedings under Benami transaction (Prohibition) Act 1988 have been initiated against the trust.
- iii) The Trust do not have any transactions with companies struck off.
- iv) The Trust have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- v) The Trust have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Trust shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The Trust have not advance or loaned or invested (either from borrowed fund or share premium or any other source or kind of fund) by the company to or in any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Trust shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Trust did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.
- ix) The Trust has not declared a wilful defaulter by any bank/ financial institution or any other lender during the year.

Note 32 : Estimation of uncertainties relating to the global health pandemic from COVID-19

The Trust has considered the possible effects that may result from the second and third wave of COVID-19 pandemic on the carrying amounts of its investments in SPVs including loans and other receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Trust, as at the date of approval of these Standalone Financial Statements has used internal and external sources of information including reports from Independent Traffic Consultants and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Trust.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

The Trust has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount (after considering provision for impairment loss, if any) of these assets as reflected in the balance sheet as at March 31, 2022 will be recovered. The impact of COVID-19 on the Trust's Standalone Financial Statements may differ from that estimated as at the date of approval of these Standalone Financial Statements and this will continue to be monitored in future periods.

Note 33 : Investment Manager Fees

Pursuant to the Investment Management Agreement, the Investment Manager is entitled to an Investment Management Fees to be calculated @ 1% per annum, exclusive of GST, of the consolidated toll revenue (net of premium paid / revenue shared with NHAI) of the Fund at the end of the reporting period subject to a floor of ₹ 100 million and a cap of ₹ 250 million. Considering the COVID-19 impact, the Board of Directors of Investment Manager had reduced the Investment Management Fees by 50% for financial year 2020-2021 and also there was reduction in floor price by 50% for financial year 2020-21.

Note 34 Interest receivables from a Subsidiary company

Due to dispute on the deferred premium calculation of previous years between the IRB Tumkur Chitradurga Tollway Limited ('Subsidiary Company' or 'concessionaire') and the NHAI, the concessionaire has filed appeal with the Hon'ble High Court of Delhi for resolution against the NHAI's demand of advance premium of ₹ 16.98 crore in aggregate and interest on it. As per the Interim Order of the Division Bench of Hon'ble High Court, withdrawals from Escrow Account are not permitted till Final Order in the matter. However, subsequent to balance sheet date, Hon'ble High Court has referred the matter to Arbitration and the matter is yet to be adjudicated. Hence, the subsidiary company could not paid the interest on loans from December 2019 to March 31, 2022 amounting to ₹ 30,744.56 Lakhs to the Fund. However, the Fund expects to recover the entire amount in view of the overall performance and financial position of IRBTC.

Note 35 : Significant accounting judgement, estimates and assumptions

The preparation of the Fund's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgement

In the process of applying the Fund's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Classification of unit holders Funds

Under the provisions of the InvIT Regulations, Fund is required to distribute to Unit holders not less than ninety percent of the net distributable cash flows of Fund for each financial year. Accordingly, a portion of the unit holders' Funds contains a contractual obligation of the Fund to pay to its Unit holders cash distributions. The Unit holder's Funds could therefore have been classified as compound financial instrument which contain both equity and liability components in accordance with Ind AS 32-Financial Instruments: Presentation.

However, in accordance with SEBI Circulars(No.CIR/IMD/DF/114/2016 dated 20-Oct-2016 and No.CIR/IMD/DF/127/2016 dated 29-Nov-2016) issued under the InvIT Regulations, the unit holders' Funds have been classified as equity in order to comply with the mandatory requirements of Section H of Annexure A to the SEBI Circular dated 20-Oct-2016 dealing with the minimum disclosures for key financial statements. In line with the above, the income distribution payable to unit holders is recognized as liability when the same is approved by the Investment Manager.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities or fair value disclosures within the next financial year, are described below. The Fund based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Fund. Such changes are reflected in the assumptions when they occur.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Fair valuation and disclosures

SEBI Circulars issued under the InvIT Regulations required is disclosures relating to net assets at fair value and total returns at fair value. In estimating the fair value of investments in subsidiaries (which constitute substantial portion of the net assets), the Fund engages independent qualified external valuers to perform the valuation. The management works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the valuation report and findings to the Board of the Investment Manager half yearly to explain the cause of fluctuations in the fair value of the road projects. The inputs to the valuation models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as WACC, Tax rates, Inflation rates etc. Changes in assumptions about these factors could affect the fair value. (refer note 23 for details).

Impairment of investments and loans in subsidiaries

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The recoverable amounts for the investments in subsidiaries are based on value in use of the underlying projects. The value in use calculation is based on a DCF model. The cash flows are derived from budgets / forecasts over the life of the projects.

Note 36 : Taxes

In accordance with section 10 (23FC) of the Income Tax Act, the income of business Fund in the form of interest received or receivable from Project SPV is exempt from tax. Accordingly, the Fund is not required to provide any current tax liability. Further, deferred tax assets on carry forward losses is not being created since there is no virtual certainty of reversal of the same in the near future.

Note 37

The Trust has presented these standalone financial information (for all the periods presented there in) in accordance with the requirement of Schedule III - of the Companies Act , 2013 including amendments thereto , effective from April 01,2021.

Note 38 : Subsequent events

The Board of Directors of the Investment Manager have approved 4th Distribution of ₹ 2.60 per unit which comprises of ₹ 1.20 per unit as interest and ₹ 1.40 per unit as return of capital in their meeting hold on May 07, 2022

Note 39 : Previous year comparatives

Previous year's figures have been regrouped / reclassified, wherever necessary to conform to the current year's presentation.

As per our report of even date

For Suresh Surana & Associates LLP

Chartered Accountants

Firm's Reg no. 121750W/W-100010

Sd/-

Ramesh Gupta

Partner

Membership No.: 102306

Place: Mumbai

Date : May 07, 2022

**For and on behalf of IRB Infrastructure Private Limited
(Investment Manager of IRB InvIT Fund)**

Sd/-

Vinod Kumar Menon

CEO & Wholetime Director

DIN : 03075345

Sd/-

Rushabh Gandhi

Chief Financial Officer

Membership No: 142334

Place : Mumbai

Date : May 07, 2022

Sd/-

Sunil Tandon

Director

DIN : 00874257

Sd/-

Swapna Vengurlekar

Company Secretary

Membership No: A32376



Registered Office

IRB Complex, Chandivali Farm, Chandivali Village,
Andheri (E), Mumbai – 400 072, Maharashtra, India

Tel.: +91 22 6640 4299

Fax: +91 22 6640 4274

E-Mail: info@irbinvit.co.in

Website: www.irbinvit.co.in



NOTICE OF 5TH ANNUAL GENERAL MEETING TO BE HELD ON JUNE 27, 2022

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("AGM") of the Unitholders (the "**Unitholders**") of the IRB InvIT Fund (the "**Trust**") will be held on Monday, June 27, 2022 at 11.00 am through Video Conferencing to transact the following businesses:

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON AND REPORTS OF THE INVESTMENT MANAGER AND MANAGEMENT DISCUSSION & ANALYSIS

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the "InvIT Regulations"):

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Trust as at and for the financial year ended March 31, 2022 together with the Report of the Auditors and Report of the Investment Manager and Management Discussion and Analysis be and are hereby received, approved and adopted."

ITEM NO. 2: TO APPROVE AND ADOPT THE VALUATION REPORT ALONG WITH THE REVIEW OPINION OF BAKER TILLY DHC BUSINESS PRIVATE LIMITED, AN INDEPENDENT ADVISOR FOR THE YEAR ENDED MARCH 31, 2022

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution

are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT in accordance with the Regulation 21 and other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the Valuation Report of the Trust issued by Mr. S. Sundararaman (IBBI Registration Number - IBBI/RV/06/2018/10238) along with the review opinion of Baker Tilly DHC Business Private Limited, an independent advisor on the valuation report for the year ended March 31, 2022 be and is hereby approved and adopted."

ITEM NO. 3: TO CONSIDER AND APPOINT THE VALUER

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) in terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

"RESOLVED THAT pursuant to provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification OR re-enactment thereof for the time being in force), the appointment of Mr. S. Sundararaman ("Registered Valuer"), bearing IBBI registration number IBBI/RV/06/2018/10238 and Baker Tilly DHC Business Private Limited as the valuers of the IRB InvIT Fund and all its Project SPVs for the financial year 2022-2023 at a Remuneration of INR 15,45,000 (Rupees Fifteen Lakhs Forty Five Thousand only) plus goods and services tax as applicable and other such terms and conditions, as decided by the Board of Directors of the Investment Manager, be and is hereby considered and approved."

RESOLVED FURTHER THAT the Investment Manager be and is hereby authorised to do all such acts, deeds or things as may be incidental and necessary to give effect to the aforesaid resolution and matters related thereto.”

For IRB INVIT FUND
By Order of the Board
IRB Infrastructure Private Limited
(as the Investment Manager to IRB InvIT Fund)
Sd/-
Vinod Kumar Menon
Whole Time Director & Chief Executive Officer
Mumbai
May 31, 2022

Registered Office and Contact Details of the Trust:

IRB InvIT Fund

IRB Complex, Chandivali Farm, Chandivali Village,
Andheri (East), Mumbai - 400 072

SEBI Registration Number: IN/InvIT/15-16/0001

Tel: +91 22 6640 4299

Fax: +91 22 6640 4274

E-mail: info@irbinvit.co.in

Website: www.irbinvit.co.in

Compliance Officer: Ms. Swapna Vengurlekar

Registered Office and Contact Details of the Investment Manager:

IRB Infrastructure Private Limited

IRB Complex, Chandivali Farm, Chandivali Village,
Andheri (East), Mumbai - 400 072

Tel: +91 22 6640 4299

Fax: +91 22 6640 4274

Email: info@irbfl.co.in

Contact Person: Ms. Swapna Vengurlekar

EXPLANATORY STATEMENT

The following Statement sets out the material facts and reasons for the proposed resolution at Item No. 3, in the accompanying Notice:

Item No. 3

Pursuant to the InvIT Regulations, the Valuer is required to be appointed to carry out valuation of IRB InvIT Fund. Further, Valuer means any person who is a “registered valuer” under section 247 of the Companies Act, 2013 or as specified by the Board from time to time.

Accordingly, it is proposed to appoint Mr. S. Sundararaman (“Registered Valuer”) bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake all valuation related assignments which are required to be conducted by a Registered Valuer at a Remuneration of INR 2,06,000 (Rupees Two Lakhs Six Thousand only) plus goods and services tax as applicable. Baker Tilly DHC Business Private Limited will render similar services in a professional capacity and shall issue a review report on the valuation report prepared by

the Registered Valuer at a Remuneration of INR 13,39,000 (Rupees Thirteen Lakhs Thirty Nine Thousand only) plus goods and services tax as applicable.

Brief Profile of Mr. S. Sundararaman:

Mr. S. Sundararaman is a fellow member from the Institute of Chartered Accountants of India, Graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI) and has completed the Post Qualification Certification courses of ICAI on IFRS, Valuation. He is a partner at Haribhakti & Co. LLP. 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.

For information about Baker Tilly DHC Business Private Limited, please visit www.bakertillydhc.co.in. The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

NOTES:

1. In view of the continuing COVID-19 pandemic, Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021 including any amendments/ clarifications thereto have allowed InvITs to conduct their Annual General Meeting (AGM) of Unitholders through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till June 30, 2022 without the physical presence of the Unitholders at a common venue, subject to the fulfilment of conditions as specified in the relevant circulars issued thereunder. In compliance with the aforesaid circulars, the AGM is being held through VC.
2. The Investment Manager, on behalf of the Trust has enabled the Unitholders to participate at the meeting through the VC facility provided by KFin Technologies Ltd (KFinTech), Registrar and Share Transfer Agents. The instructions for participation by Unitholders are given in the subsequent paragraphs. Participation at the meeting through VC shall be allowed on a first-come-first-served basis for first 1,000 unitholders. Further, all the parties to the InvIT shall be allowed to attend the meeting without restriction on account of first-come-first-served principle. The unitholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to attend the live proceedings of the meeting of the Trust.

3. Annual Report for the financial year 2021-22 and Notice of the AGM of the unitholders are being sent to the unitholders whose email addresses are registered with the Trust or with the depository participant / depository. Unitholders may note that the Notice and Annual Report 2021-22 is available on the InvIT's website at www.irbinvit.co.in, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting.kfintech.com/>
4. Unitholders who have not registered their e-mail address and mobile numbers may temporarily get themselves registered with KFintech, by following the procedure mentioned below:
 - a. Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - b. Select the name i.e. IRB InvIT Fund.
 - c. Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - d. Enter DP ID – Client ID (in case Units are held in electronic form) and PAN.
 - e. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f. Enter the email address and mobile number.
 - g. System will validate DP ID – Client ID/Folio No. and PAN as the case may be, and send OTP at the registered Mobile number as well as email address for validation.
 - h. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
 - i. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the unitholder.
 - j. Please note that in case the Units are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such unitholders will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - k. In case of queries, unitholders are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.
5. The Investment Manager, on behalf of the Trust, is providing a facility to the Unitholders as on the cut-off date, being June 20, 2022 ("the Cut-Off Date") to exercise their right to vote by electronic voting systems ("Remote e-Voting"). Additionally, the Unitholders can also exercise their right to vote by e-voting during the meeting. Details of the process and manner of Remote e-Voting along with the User ID and Password are given below. Such remote e-voting facility is in addition to voting that will take place at the meeting being held through VC. For this purpose, the Trust has engaged services of KFintech, Registrar and Transfer Agent for providing e-Voting services. Any person who acquires Units of the Trust and becomes a Unitholder of the Trust after the dispatch of the Notice, and holding Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at evoting@kfintech.com or contact KFintech at toll free number 1800 309 4001. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders' participation in the decision-making process.
6. Unitholders who have cast their vote by Remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Unitholders can opt for only one mode of voting, i.e. Remote e-Voting or e-voting at the AGM. If a Unitholder opts for Remote e-Voting, then he/she shall not vote using e-voting at the AGM and vice versa. In case a Unitholder casts his/her vote, both by Remote e-Voting and e-voting at the AGM mode, then the voting done by Remote e-Voting shall prevail and the e-voting at the AGM shall be invalid.

Since this Annual meeting is being held through VC, physical attendance of Unitholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Unitholders will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Unitholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
8. Unitholders are requested to address all correspondence, including distribution matters, to the Registrar and Unit Transfer Agent, KFintech (Unit: IRB InvIT Fund), Selenium Building, Tower B, Plot No. 31&32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, India.

PROCEDURE FOR E-VOTING**I. Instructions for Unitholders for Remote e-voting through electronic means:**

- i. The Investment Manager, on behalf of the Trust, is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to Unitholders holding Units as on June 20, 2022 (end of day), being the cut-off date fixed for determining voting rights of Unitholders, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFintech or to vote at the e-AGM. Person who is not a Unitholder as on the cut-off date should treat this Notice for information purposes only.

- ii. The e-voting period commences on Friday, June 24, 2022, (9.00 AM) and ends on Sunday, June 26, 2022 (5.00 PM). During this period Unitholders of the Trust, holding Units in dematerialized form, as on the cut-off date may cast their vote electronically in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently. Further the Unitholders who have casted their vote through Remote e-Voting, then he/she shall not vote using e-voting at the AGM.

iii. The details of the process and manner for remote e-voting are given below:

MODE OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANT(S)
	NSDL	CDSL	
Individual Unitholders holding securities in demat mode	<p>1. Users registered for NSDL IDeAS facility may follow the below steps:</p> <p>i. Visit the following URL: https://eservices.nsdl.com/</p> <p>ii. On the home page, click on the “Beneficial Owner” icon “Login” which is available under “IDeAS” section.</p> <p>iii. A new screen will open. Enter User ID and Password. Post successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page.</p> <p>iv. Click on Trust name or e-voting service provider name i.e. KFintech and you will be re-directed to KFintech website for casting your vote.</p> <p>2. Users not registered for IDeAS facility may follow the below steps:</p> <p>i. To register for this facility, visit the URL: https://eservices.nsdl.com</p> <p>ii. On the home page, select “Register Online for IDeAS”</p> <p>iii. On completion of the registration formality, follow the steps provided above.</p> <p>3. Unitholders may alternatively vote through the e-voting website of NSDL in the manner specified below:</p> <p>a. Visit the URL: https://www.evoting.nsdl.com/</p> <p>b. Click on the “Login” icon available under the “Shareholder/Member” section.</p> <p>c. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP, as applicable, and the verification code shown on the screen.</p>	<p>1. Existing users who have opted for Easi/Easiest may follow the below steps:</p> <p>a. Visit the following URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com</p> <p>b. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)</p> <p>c. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</p> <p>d. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</p> <p>2. Users who have not opted for Easi/Easiest may follow the below steps:</p> <p>a. To register for this facility, visit the URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>b. On completion of the registration formality, follow the steps provided above.</p> <p>3. Unitholders may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <p>a. Visit the URL: www.cdslindia.com</p> <p>b. On clicking the e-voting icon, Enter the demat account number and PAN</p> <p>c. Enter OTP received on mobile number and email registered with the demat account for authentication.</p>	<p>1. Unitholders can also log-in using the credentials of their demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility.</p> <p>2. On clicking the e-voting icon, unitholders will be re-directed to the NSDL/ CDSL site, as applicable, on successful authentication.</p> <p>3. Unitholders may then click on Trust name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.</p>

MODE OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANT(S)
	NSDL	CDSL	
	<p>d. Post successful authentication, you will be redirected to the NSDL IDeAS site wherein you can see the e-voting page.</p> <p>e. Click on Trust name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote.</p> <p>4. For any technical assistance, Unitholders may contact NSDL helpdesk by writing to evoting@nsdl.co.in or calling the toll free no.: 1800 1020 990 or 1800 22 44 30.</p>	<p>d. Post successful authentication, the user will receive links for the respective e-voting service provider i.e. KFintech where the e-voting is in progress.</p> <p>4. For any technical assistance, Unitholders may contact CDSL helpdesk by writing to helpdesk.evoting@cdslindia.com or calling at 022-23058738 or 022-23058542-43.</p>	
MODE OF E-VOTING	THROUGH KFINTECH		
Non-individual Unitholders holding securities in demat mode and Unitholders holding securities in physical mode, if any	<p>1. In case of Unitholder whose email IDs are registered with the Company/Depository Participants(s), please follow the below instructions:</p> <p>a. Visit the following URL: https://evoting.kfintech.com</p> <p>b. Enter the login credentials (i.e. User ID and password as communicated in the e-mail from KFintech). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.</p> <p>c. After entering these details appropriately, click on “LOGIN”.</p> <p>d. You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc). It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.</p> <p>e. You need to login again with the new credentials.</p> <p>f. On successful login, the system will prompt you to select the “EVENT” and click on “IRB InvIT Fund”.</p> <p>g. On the voting page, the number of Units (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all units and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total Unitholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the units held will not be counted under either head.</p> <p>h. Unitholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.</p> <p>i. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.</p> <p>j. Corporate/institutional Unitholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at mihenhalani@gmail.com and may also upload the same in the e-voting module in their login.</p> <p>k. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-voting User Manual available at the ‘download’ section of https://evoting.kfintech.com or call KFintech on 1800 309 4001 (toll free).</p>		

MODE OF E-VOTING	THROUGH KFINTECH
<p>2. In case of Unitholders who have not registered their e-mail address or become a Unitholder of the Trust after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:</p> <p>a. If the mobile number of the Unitholder is registered against Folio No./DP ID Client ID, the Unitholder may send SMS: MYEPWD<space>E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.</p> <p>i. Example for NSDL - MYEPWD<space>IN12345612345678,</p> <p>ii. Example for CDSL - MYEPWD <space> 1402345612345678,</p> <p>iii. Example for Physical - MYEPWD<space>XXXX1234567890.</p> <p>b. If e-mail address or mobile number of the Unitholder is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Unitholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>c. KFinTech shall endeavour to send User ID and Password to those new Unitholders whose e-mail ids are available.</p>	

II. Instructions for Unitholders for e-Voting during the e-AGM session:

Those Unitholders, who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. The Unitholders may vote through the Insta Poll facility that will be made available on the Meeting page (after you log into the Meeting). An icon, “Vote”, will be available on the Meeting Screen. Unitholders will be able to cast their vote by clicking on this icon, using the user ID and Password as communicated in the e-mail from KFinTech as the credentials.

III. General instruction for e-voting are as under:

- A. The voting rights of Unitholders shall be in proportion to their Units of the paid up Unit capital of the Trust as on the cut-off date.
- B. The Board of Directors of Investment Manager has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- C. The Results shall be declared on or after the AGM of the Trust and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- D. The results declared shall be communicated to the Stock Exchanges and shall also be placed on the Trust’s website www.irbinvit.co.in within two (2) days of passing of the resolutions at the AGM of the Trust.

IV. Instructions for the Unitholders for attending the AGM through Video Conference:

- A. Unitholders may note that the 5th AGM of the Trust will be convened through VC in compliance with the Circulars issued by SEBI. The facility to attend the meeting through VC will be provided by the Trust. Unitholders may access the same at <https://emeetings.kfintech.com/> and click on the “video conference” and access the shareholders/ members login by using the remote e-voting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the Trust can be selected.
- B. Please note that the Unitholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
- C. Unitholders can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- D. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- E. The facility of joining the AGM through VC will be opened 15 minutes before the scheduled start-time

of the AGM and will be available for Unitholders on a first-come-first-served-basis.

- F. The Trust reserves the right to limit the number of Unitholders asking questions depending on the availability of time at the AGM.
- G. **Unitholders who would like to express their views/ask questions may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, Unitholders questions will be answered only if the Unitholder continues to hold the Units as of cut-off date benpos. The window shall remain active from 10.00 am on Friday, June 24, 2022 to 11.00 am on Sunday, June 26, 2022.**
- H. In addition to the above mentioned step, the Unitholders may register themselves as speakers

for the AGM to pose their queries. Accordingly, the Unitholders may visit <https://emeetings.kfintech.com/> and click on ‘Speaker Registration’, the window shall remain active from **10.00 am on Friday, June 24, 2022 to 11.00 am on Sunday, June 26, 2022**. The Trust reserves the right to restrict the number of speakers at the AGM and to only those Unitholders who have registered themselves, depending on the availability of time for the AGM.

- I. Due to limitations of transmission and coordination during the Q&A session, the Trust has dispensed with the speaker registration during the AGM conference.
- J. Unitholders who need assistance before or during the AGM, can contact KFintech on evoting@kfintech.com/ 1800 309 4001 (toll free) or contact Suresh Babu D, Deputy Manager, KFintech through an E-mail request to suresh.d@kfintech.com or evoting@kfintech.com.

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