



Date: August 06, 2020

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai — 400 001,
Maharashtra, India
Scrip Code- 540565

National Stock Exchange of India Ltd

Listing Department
Exchange Plaza, Plot No. C/1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai — 400 051, Maharashtra, India
Symbol- INDIGRID

Subject: Outcome of the Board Meeting held on August 06, 2020

Dear Sir/ Madam,

Further to the intimation dated July 31, 2020 and pursuant to applicable provisions of SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time read with circulars and guidelines issued thereunder, we hereby inform you that a Meeting of the Board of Directors of Sterlite Investment Managers Limited (“**SIML**”) acting in the capacity of Investment Manager of India Grid Trust (“**IndiGrid**”) was held today i.e. August 06, 2020, wherein the Board inter-alia considered and approved:

1. Un-audited standalone and consolidated financial information of IndiGrid for the period ended on June 30, 2020 along with the Independent Auditor’s Review Report on the Quarterly Financial Information issued by Statutory Auditors.
2. The declaration of distribution of INR 3.00 per unit (in the form of Interest) for Q1FY21.

The record date for this distribution will be August 12, 2020 and payment will be made on or before August 21, 2020.

3. Valuation Report as prepared by independent valuer, Mr. S. Sundararaman, Chartered Accountant, bearing IBB registration number IBBI/RV/06/2018/10238 for the period ended June 30, 2020.

We enclose herewith the Press Release and Investor Presentation on Q1FY21 Results which is also available on the website of IndiGrid.

Further, please note that the financial information, Valuation Report and Press Release/ Investor Presentation for the period ended June 30, 2020, together shall be construed as the Quarterly Report in compliance with Regulation 23(4) of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.

The Board meeting commenced at 12.15 p.m. and concluded at 04:35 p.m.

You are requested to take the same on record.



STERLITE INVESTMENT MANAGERS LIMITED

Regd. Office: Maker Maxity, 5 North Avenue, Level 5, Bandra
Kurla Complex, Bandra East, Mumbai. Maharashtra- 400051, India
CIN: U28113MH2010PLC30885

Thanking you,

For and on behalf of the Sterlite Investment Managers Limited

Representing India Grid Trust as its Investment Manager

Swapnil Patil

Company Secretary & Compliance Officer

ACS-24861

Copy to-

Axis Trustee Services Limited

The Ruby, 2nd Floor, SW,

29 Senapati Bapat Marg,

Dadar West, Mumbai- 400 028

Maharashtra, India

IndiGrid starts FY21 on a strong footing

Q1 FY21 DPU maintained at INR 3.00

Key Highlights

- Q1 FY21 EBITDA grew 74% YoY on back of steady acquisitions
- Consistent distribution payout at INR 3.00 per unit despite COVID-19 related uncertainties
- Net Debt/AUM at 50% as of June 30th; significantly below the 70% cap as per SEBI InvIT regulations

Mumbai, Thursday, August 6, 2020: IndiGrid, India's first power sector InvIT, announced its results for the quarter ended 30th June 2020. IndiGrid reported a consolidated revenue of INR 3,611 million for the quarter, up 78% YoY. The consolidated EBITDA for the quarter was INR 3,290 million, up 74% YoY. The performance was boosted by accretive acquisitions and steady operational performance.

The Board of the Investment Manager of IndiGrid approved a DPU of INR 3.00 for Q1 FY21 entirely payable as interest to unitholders. Including this 13th distribution, IndiGrid has delivered INR 36.56 per unit since listing, a total return of 42% as of July 31st, 2020.

The management remains focused to maintain a strong balance sheet to successfully weather any near-term COVID-19 related uncertainty. The Net Debt/AUM stands at 50% as of June 30th 2020, significantly below the 70% cap as per SEBI InvIT regulations. The robust balance sheet provides ample headroom to complete impending acquisitions worth INR 65 Bn as part of the Framework Agreement.

Commenting on the quarterly financial results and developments, Mr. Harsh Shah, Chief Executive Officer, said

“IndiGrid continues on its growth path despite near-term challenges. The health and safety of our stakeholders and their families remain our top priority, and we are ensuring 100% compliance with Govt's guidelines to maintain safe working conditions. Despite operational challenges, the team maintained steady availability of the asset portfolio ensuring uninterrupted power supply during the lockdown.

These strengths, combined with a strong balance sheet and focus on accretive acquisitions, allows us to underpin our goal of sustainably growing returns for our investors despite continued volatility of markets. We remain committed to our strategy of providing superior risk-adjusted returns to our investors by consistently growing our asset portfolio. We are excited about the opportunities in the power sector and remain optimistic that we would achieve our aim of ~INR 300 Bn AUM by 2022.”

Highlights of Q1 FY21 (in INR millions):

INR million	Q1 FY21	Q1 FY20
Revenue	3,611	2,032
EBITDA	3,290	1,890
DPU (INR per unit)	3.00	3.00

About IndiGrid:

IndiGrid [BSE: 540565 | NSE: INDIGRID] is the first Infrastructure Investment Trust (“InvIT”) in the Indian power sector. It owns nine operating projects consisting of 20 transmission lines with more than 5,800 ckms length and 4 substations with 7,735 MVA transformation capacity. IndiGrid has assets under management (AUM) worth ~INR 122 Bn (USD 1.61 Bn). IndiGrid is managed by Sterlite Investment Managers Limited which is majority owned by KKR.

For more details, please visit www.indigrid.co.in

Contacts:

Media: corpcomm@indigrid.co.in

Investor Relations: investor.relations@indigrid.co.in

INDIA GRID TRUST
SEBI Registration Number: IN/InvIT/16-17/0005
UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2020
 (All amounts in Rs. million unless otherwise stated)

Particulars	Quarter ended June 30, 2020 (Unaudited) (refer note 2)	Quarter ended June 30, 2019 (Unaudited)	Quarter ended March 31, 2020 (Unaudited) (refer note 3)	Year ended March 31, 2020 (Audited)
I. INCOME				
Revenue from contracts with customers (refer note 4 and 5)	3,611.71	2,032.78	3,283.77	12,427.13
Income from investment in mutual funds	15.19	115.14	25.33	190.89
Interest income on investment in fixed deposits	38.42	23.24	23.78	102.09
Other finance income	2.22	-	0.32	0.32
Other income	6.97	28.35	20.09	65.51
Total income (I)	3,674.51	2,199.51	3,353.29	12,785.94
II. EXPENSES				
Transmission infrastructure maintenance charges	69.70	44.19	72.47	240.38
Insurance expenses	67.37	22.60	45.55	147.02
Legal and professional fees	13.33	9.72	62.31	117.85
Rates and taxes	27.96	13.36	4.81	37.76
Investment manager fees (refer note 9)	70.99	40.18	64.37	238.79
Project manager fees (refer note 8)	20.59	11.05	17.05	63.66
Vehicle hire charges	3.41	2.30	3.69	13.51
Valuation expenses	0.90	-	0.68	4.89
Trustee fees	0.59	0.59	1.59	3.60
Payment to auditors (including for subsidiaries)				
- Statutory audit	2.74	2.11	-	7.07
- Tax audit	0.60	-	2.71	2.71
- Other services (including tax audits and certifications)	-	-	1.15	1.22
Other expenses	32.80	21.49	32.16	110.07
Employee benefit expenses	19.02	-	-	-
Depreciation expense	995.20	537.28	857.09	3,101.12
Impairment on property plant and equipment (refer note 7)	-	486.99	-	(456.96)
Finance costs	1,486.32	620.20	1,195.12	4,153.38
Total expenses (II)	2,811.52	1,812.06	2,360.75	7,786.07
Profit before tax (I-II)	862.99	387.45	992.54	4,999.87
Tax expense:				
- Current tax	1.39	51.03	(2.66)	56.96
- Deferred tax	5.42	-	(1.53)	(114.29)
- Income tax for earlier years	-	-	-	-
	6.81	51.03	(4.19)	(57.33)
Profit for the period / year	856.18	336.42	996.73	5,057.20
Other comprehensive Income				
Other comprehensive income to be reclassified to profit or loss in subsequent periods	-	-	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods	-	-	-	-
Total comprehensive income	856.18	336.42	996.73	5,057.20
Earnings per unit (Rs. per unit) (refer note E under additional disclosures)				
- Basic	1.47	0.71	1.71	9.13
- Diluted	1.47	0.71	1.71	9.13

NOTES:

- The above unaudited consolidated interim financial results for the quarter ended June 30, 2020 has been reviewed and approved by the Board of Directors of Sterlite Investment Managers Limited ('Investment Manager') at its meeting held on August 06, 2020.
- The unaudited consolidated interim financial information comprises of the Statement of Profit and Loss and notes thereon of India Grid Trust comprising India Grid Trust ('IndiGrid' or 'the Trust') and its subsidiaries (together, 'the Group'), for the quarter ended June 30, 2020 ('Interim Financial Information'). The Interim Financial Information has been prepared in accordance with recognition and measurement principles of Indian Accounting Standard 34 - Interim Financial Reporting (Ind AS 34), notified under 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 and the circulars issued thereunder ('InvIT Regulations'). However, it is not a complete or condensed set of financial statements under Ind AS 34 since it omits the Consolidated Balance Sheet, Interim Consolidated Statement of changes in equity, Interim Consolidated statement of cash flows and the various disclosures required by Ind AS 34 or the InvIT Regulations.
- The quarter ended March 31, 2020 consolidated financial results are the derived figures between the audited figures in respect of the year ended March 31, 2020 and the unaudited published year-to-date figures up to December 31, 2019, being the date of the end of the nine months ended of the previous financial year, which were subject to limited review and prepared as an additional information for the unit holders of the Trust.
- IndiGrid acquired IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited), which is the holding company of NRSS XXIX Transmission Limited ('NTL') and the IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) which is the holding company of Odisha Generation Phase-II Transmission Limited, ('OGPTL') from Sterlite Power Grid Ventures Limited ('SPGVL') pursuant to share purchase agreements dated April 30, 2019 on June 04, 2019 and June 28, 2019 respectively.

The Group also acquired 49% of paid up equity capital of East-North Interconnection Company Limited ('ENICL') with effect from March 24, 2020 from Sterlite Power Grid Ventures Limited ('SPGVL') and Sterlite Power Transmission Limited ('SPTL') (together referred as "the Selling Shareholders") pursuant to Share Purchase Agreement dated March 23, 2020 ('SPA'). Further, the Trust acquired the remaining 51% equity stake in ENICL on 26 May 2020.

Consequent to above, revenue and corresponding expenses included in the consolidated financial results for various periods may not be comparable.

- Central Electricity Regulatory Commission ('CERC') vide its order dated 25 June 2018 approved an increase in non-escalable tariff revenue by 0.69% per annum on quoted non-escalable tariff of Bhopal Dhule Transmission Company Limited ('BDTCL') from the commercial operation dates ('COD') of respective elements of the BDTCL project on account of changes in laws. In earlier year, BDTCL recognised revenue based on revised non-escalable charges prospectively from 01 April 2019 instead of the COD of respective elements.

During the quarter ended June 30, 2019, BDTCL received arrears of Rs. 50.20 million pertaining to period from the COD of the respective elements up to 31 March 2017 which is recognised as revenue from contracts with customers in the quarter ended 30 June 2019.

- 6) Management has assessed impact on business and financial risks on account of COVID-19 on the financial information. Considering that the subsidiaries of the Group are engaged in the business of transmission of electricity which is considered as an "Essential Service", the management believes that the impact of COVID-19 is not significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due. Central Electricity Regulatory Commission ('CERC') has reduced Late Payment Charges (LPS) to 1.0% per month from 1.5% earlier or any delay in payment by the LTTCs between 24 March 2020 and 30 June 2020 which does not have material impact on the financial information of the Group.

Further, the Group management 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 the interim financial information.

- 7) The provision for impairment/(reversal) of impairment of property, plant and equipment is made based on the difference between carrying amounts and the recoverable amounts. The recoverable amount of the property, plant and equipment has been computed based on value in use calculation for the underlying projects (based on discounted cash flow model).
- 8) Pursuant to the Project Implementation and Management Agreement dated November 10, 2016 as amended, Project Manager is entitled to fees @ 10% of gross expenditure incurred by each SPV in relation to operation and maintenance costs per annum. There are no changes in the methodology of computation of fees paid to Project Manager.
- 9) Pursuant to the Investment Management Agreement dated November 10, 2016 as amended, Investment Manager is entitled to fees @ 1.75% of difference between revenue from operations and operating expenses (other than fees of the Investment Manager) of each SPV per annum. For this purpose, operating expenses would not include depreciation, finance costs and income tax expense. There are no changes in the methodology of computation of fees paid to Investment Manager.
- 10) Esoteric II Pte. Ltd. ("Esoteric II"), an affiliate of KKR & Co. Inc, on August 3, 2020 intimated termination of the "Inter-se sponsor agreement" ("the Agreement") dated April 30, 2019 (as amended in September 2019) entered with Sterlite Power Grid Ventures Limited ("SPGVL") and has also withdrawn its intent to be designated as a Sponsor of IndiGrid.
- 11) The Board of directors of the Investment Manager approved a distribution of Rs. 3 per unit for the period April 1, 2020 to June 30, 2020 to be paid on or before 15 days from the date of declaration.

ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 6 OF ANNEXURE A TO THE SEBI CIRCULAR NO. CIR/IMD/DF/1127/2016

Additional information disclosed in the Notes A to F for the quarter ended June 30, 2019 and quarter ended March 31, 2020 are prepared solely based on the information compiled by Management and are not subject to limited review or audit.

A) Statement of Net Distributable Cash Flows (NDCFs) of India Grid Trust

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Cash flows received from the Portfolio Assets in the form of interest	2,562.31	1,843.65	2,722.19	10,114.90
Cash flows received from the Portfolio Assets in the form of dividend	-	-	-	-
Any other income accruing at IndiGrid level and not captured above, including but not limited to interest/return on surplus cash invested by IndiGrid	14.69	119.38	16.53	177.66
Cash flows received from the Portfolio Assets towards the repayment of the debt issued to the Portfolio Assets by IndiGrid	2,090.94	70.00	2,338.57	6,752.28
Proceeds from the Portfolio Assets for a capital reduction by way of a buy back or any other means as permitted, subject to applicable law	-	-	-	-
Proceeds from sale of assets of the Portfolio Asset not distributed pursuant to an earlier plan to re-invest, or if such proceeds are not intended to be invested subsequently	-	-	-	-
Total cash inflow at the IndiGrid level (A)	4,667.94	2,033.03	5,077.29	17,044.84
Less: Any payment of fees, interest and expense incurred at IndiGrid level, including but not limited to the fees of the Investment Manager and Trustee (refer note i)	(843.32)	(468.79)	(848.02)	(2,941.27)
Less: Costs/retention associated with sale of assets of the Portfolio Assets:	-	-	-	-
-related debts settled or due to be settled from sale proceeds of Portfolio Assets;	-	-	-	-
-transaction costs paid on sale of the assets of the Portfolio Assets; and	-	-	-	-
-capital gains taxes on sale of assets/ shares in Portfolio Assets/ other investments.	-	-	-	-
Less: Proceeds reinvested or planned to be reinvested in accordance with Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Less: Repayment of external debt at the IndiGrid level and at the level of any of the underlying portfolio assets/special purpose vehicles (Excluding refinancing)	-	-	-	-
Less: Income tax (if applicable) at the standalone IndiGrid level	(0.93)	(51.03)	(1.40)	(56.96)
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	(1,908.27)	-	(2,071.69)	(6,843.29)
Less: Repair work in relation to the projects undertaken by any of the Portfolio Assets	-	-	-	-
Total cash outflows / retention at IndiGrid level (B)	(2,752.52)	(519.82)	(2,921.11)	(9,841.52)
Net Distributable Cash Flows (C) = (A+B)	1,915.42	1,513.21	2,156.18	7,203.32

Notes

i. Does not include interest accrued but not due of Rs. 81.50 million (quarter ended June 30, 2019: Rs. Nil million, quarter ended March 31, 2020: Rs 62.10 million, year ended March 31, 2020: Rs. 150.51 million) related to market linked non convertible debentures ('MLDs') which is payable on maturity of these MLDs from FY 2022 to FY 2024

B) Statement of Net Distributable Cash Flows (NDCFs) of underlying Holdcos and SPVs

(i) IndiGrid Limited (formerly known as Sterlite Grid 1 Limited) (Holdco)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	58.28	(106.55)	(736.88)	(884.64)
Add: Depreciation, impairment and amortisation	(195.44)	0.08	436.35	436.45
Add/Less: Decrease/(increase) in working capital	5.65	(7.11)	(254.51)	4.93
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid	149.26	174.75	395.06	621.04
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	(37.56)	(48.13)	(99.43)	(160.15)
- Unwinding of interest cost on Non convertible debentures issued at interest rate lower than market rate of interest	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements	-	-	-	-
Total Adjustments (B)	(78.09)	119.59	477.47	902.28
Net Distributable Cash Flows (C) = (A+B)	(19.81)	13.04	(259.41)	17.64

(ii) Bhopal Dhule Transmission Company Limited (BDTCL) (SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	(145.92)	(467.95)	(156.01)	(285.62)
Add: Depreciation, impairment and amortisation	175.73	663.12	175.28	707.04
Add/Less: Decrease/(increase) in working capital	(279.91)	(57.24)	90.47	(80.41)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	326.78	323.86	326.45	1,305.15
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	(0.82)
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
Amortization of Upfront fees	0.98	1.05	4.10	4.10
Loss on account of MTM of F/W & ECB	63.04	(17.93)	19.65	62.85
Non Cash Income - Reversal of Prepayment penalty	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements	(43.70)	(39.98)	(41.78)	(120.95)
Total Adjustments (B)	242.92	872.88	574.17	1,876.96
Net Distributable Cash Flows (C) = (A+B)	97.00	404.93	418.16	1,591.34

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(iii) Jabalpur Transmission Company Limited (JTCL) (SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	(450.44)	(380.17)	(563.73)	(1,103.49)
Add: Depreciation, impairment and amortisation	128.86	122.85	265.60	(34.43)
Add/Less: Decrease/(increase) in working capital	195.57	113.21	106.54	137.41
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	664.22	615.21	655.51	2,541.68
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	(13.65)	(21.08)
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSR requirement under loan agreements	-	-	-	-
Total Adjustments (B)	988.65	851.27	1,014.00	2,623.58
Net Distributable Cash Flows (C) = (A+B)	538.21	471.10	450.27	1,520.09

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(iv) RAPP Transmission Company Limited (RTCL) (SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	0.93	26.14	5.48	27.39
Add: Depreciation, impairment and amortisation	21.35	21.30	21.29	85.66
Add/Less: Decrease/(increase) in working capital	(24.18)	(26.70)	8.49	(31.37)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	82.99	88.29	83.38	345.17
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSR requirement under loan agreements	-	-	-	-
Total Adjustments (B)	80.16	82.89	113.16	399.46
Net Distributable Cash Flows (C) = (A+B)	81.09	109.03	118.64	426.85

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(v) Purulia & Kharagpur Transmission Company Limited (PKTCL)(SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	(8.66)	(2.76)	(6.36)	(21.19)
Add: Depreciation, impairment and amortisation	35.61	35.53	35.53	142.89
Add/Less: Decrease/(increase) in working capital	(82.02)	6.35	21.29	0.13
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	144.41	149.13	145.62	592.69
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRRA requirement under loan agreements	-	-	-	-
Total Adjustments (B)	98.00	191.01	202.44	735.71
Net Distributable Cash Flows (C) = (A+B)	89.34	188.25	196.08	714.52

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(vi) Maheshwaram Transmission Limited (MTL)(SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	(39.97)	(36.64)	(36.95)	(146.04)
Add: Depreciation, impairment and amortisation	30.36	30.28	30.28	121.78
Add/Less: Decrease/(increase) in working capital	(64.72)	(6.61)	11.80	(8.21)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	141.37	141.37	141.48	568.58
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRRA requirement under loan agreements	-	-	-	-
Total Adjustments (B)	107.01	165.04	183.56	682.15
Net Distributable Cash Flows (C) = (A+B)	67.04	128.40	146.61	536.11

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(vii) Patran Transmission Company Limited (PTCL)(SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A)	(34.40)	(43.04)	(41.45)	(168.14)
Add: Depreciation, impairment and amortisation	45.11	52.55	51.11	205.58
Add/Less: Decrease/(increase) in working capital	(36.78)	(6.06)	8.53	(7.94)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	61.31	59.28	58.42	236.71
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements	-	-	-	-
Total Adjustments (B)	69.64	105.77	118.06	434.35
Net Distributable Cash Flows (C) = (A+B)	35.24	62.73	76.61	266.21

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(viii) IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) (Holdco)

Description	Quarter ended June 30, 2020 (Unaudited)	04 June 2019* to 30 June 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	04 June 2019* to 31 March 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A) (pertaining to period post acquisition by IndiGrid)	(42.25)	(37.36)	(43.79)	(129.37)
Add: Depreciation, impairment and amortisation	-	-	-	-
Add/Less: Decrease/(increase) in working capital	18.52	28.07	1.62	(292.84)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	42.81	9.26	42.80	127.71
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements	-	-	-	-
Total Adjustments (B)	61.33	37.33	44.42	(165.13)
Net Distributable Cash Flows (C) = (A+B)	19.08	(0.03)	0.63	(294.50)

* Being the date of acquisition by IndiGrid.

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(ix) NRSS XXIX Transmission Limited (NTL) (SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	04 June 2019* to 30 June 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	04 June 2019* to 31 March 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A) (pertaining to period post acquisition by IndiGrid)	(12.98)	(16.70)	279.38	598.65
Add: Depreciation, impairment and amortisation	206.61	61.16	206.08	683.93
Add/Less: Decrease/(increase) in working capital	497.03	70.70	(9.52)	(456.11)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	1,025.58	323.07	1,022.96	3,484.61
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	(3.17)	(3.17)
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	5.42	-	(95.30)	(95.30)
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSR requirement under loan agreements	-	-	-	-
Total Adjustments (B)	1,734.64	454.93	1,121.05	3,613.96
Net Distributable Cash Flows (C) = (A+B)	1,721.66	438.23	1,400.43	4,212.61

* Being the date of acquisition by IndiGrid.

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(x) IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) (Holdco)

Description	Quarter ended June 30, 2020 (Unaudited)	28 June 2019* to 30 June 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	28 June 2019* to 31 March 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A) (pertaining to period post acquisition by IndiGrid)	(22.41)	(2.76)	(23.20)	785.52
Add: Depreciation, impairment and amortisation	-	-	-	-
Add/Less: Decrease/(increase) in working capital	(0.86)	0.03	0.72	0.96
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	22.30	2.77	22.28	109.20
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	-	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSR requirement under loan agreements	-	-	-	-
Total Adjustments (B)	21.44	2.80	23.00	110.16
Net Distributable Cash Flows (C) = (A+B)	(0.97)	0.04	(0.20)	895.68

* Being the date of acquisition by IndiGrid.

(xi) Odisha Generation Phase-II Transmission Limited (OGPTL) (SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	28 June 2019* to 30 June 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	28 June 2019* to 31 March 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A) (pertaining to period post acquisition by IndiGrid)	(59.90)	0.45	(93.14)	626.45
Add: Depreciation, impairment and amortisation	99.52	3.08	105.40	(428.76)
Add/Less: Decrease/(increase) in working capital	(93.68)	(11.39)	146.94	(75.77)
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	224.36	-	225.19	621.56
Add/less: Loss/gain on sale of infrastructure assets	-	-	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-	-	-
-related debts settled or due to be settled from sale proceeds;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-directly attributable transaction costs;	-	-	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-	-	-
Less: Capital expenditure, if any	-	-	0.11	0.11
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-	-	-
-deferred tax;	-	-	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements	(13.59)	(0.01)	-	-
Total Adjustments (B)	216.61	(8.32)	477.64	117.14
Net Distributable Cash Flows (C) = (A+B)	156.71	(7.87)	384.50	743.59

* Being the date of acquisition by IndiGrid.

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

(xii) East-North Interconnection Company Limited (ENICL)(SPV)

Description	Quarter ended June 30, 2020 (Unaudited)	24 March 2020* to 31 March 2020 (Audited)
Profit/(loss) after tax as per profit and loss account (A) (pertaining to period post acquisition by IndiGrid)	7.95	0.65
Add: Depreciation, impairment and amortisation	138.75	12.27
Add/Less: Decrease/(increase) in working capital	(109.62)	14.69
Add: Interest accrued on loan/non-convertible debentures issued to IndiGrid or SGL1	-	-
Add/less: Loss/gain on sale of infrastructure assets	-	-
Add: Proceeds from sale of infrastructure assets adjusted for the following:	-	-
-related debts settled or due to be settled from sale proceeds;	-	-
-directly attributable transaction costs;	-	-
-directly attributable transaction costs;	-	-
-proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-	-
Add: Proceeds from sale of infrastructure assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently, net of any profit / (loss) recognised in profit and loss account	-	-
Less: Capital expenditure, if any	(81.69)	-
Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items)	-	-
-any decrease/increase in carrying amount of an asset or a liability recognised in profit and loss account on measurement of the asset or the liability at fair value;	-	-
-interest cost as per effective interest rate method (difference between accrued and actual paid);	-	-
-deferred tax;	-	-
-unwinding of Interest cost on interest free loan or other debentures;	-	-
-portion reserve for major maintenance which has not been accounted for in profit and loss statement;	-	-
-reserve for debenture/ loan redemption (Excluding any reserve required by any law or as per lender's agreement)	-	-
Less: Repayment of external debt (principal) / redeemable preference shares / debentures, etc. (Excluding refinancing) / net cash set aside to comply with DSRA requirement under loan agreements	81.69	-
Total Adjustments (B)	29.13	26.96
Net Distributable Cash Flows (C) = (A+B)	37.08	27.61

* Being the date of acquisition of ENICL by IndiGrid.

Note: During the quarter, amount being at least 90% has already been distributed to IndiGrid.

C) **Contingent liabilities**

Particulars	As at June 30, 2020 (Unaudited)	As at June 30, 2019 (Unaudited / Unreviewed)	As at March 31, 2020 (Audited)
- Entry tax demand*	411.24	409.91	411.24
- Sales tax demand*	42.64	129.00	24.66
Total	453.88	538.91	435.90

* The total contingent liability is recoverable from SPGVL as per share purchase agreement.

Entry tax cases includes disputes pertaining to demand of entry tax on movement of capital goods in the state of Madhya Pradesh. Out of the total demand Rs. 138.75 million (March 31, 2020: Rs. 138.75 million; June 30, 2019: Rs. 138.75 million) pertains to Jabalpur Transmission Company Limited ('JTCL'), Rs. 165.81 million (March 31, 2020: Rs. 165.81 million; June 30, 2019: Rs. 165.81 million) pertains to Bhopal Dhule Transmission Company Limited ('BDTCL') and Rs. 13.30 million (March 31, 2020: Rs. 13.30 million; June 30, 2019: Rs. 13.30 million) pertains to RAPP Transmission Company Limited ('RTCL') which is pending with High Court, Jabalpur.

Entry tax cases includes disputes pertaining to demand of entry tax on movement of capital goods in the state of Madhya Pradesh. The total demand Rs. 1.33 million (March 31, 2020: Rs. 1.33 million; June 30, 2019: Rs. Nil million) pertains to Bhopal Dhule Transmission Company Limited ('BDTCL') which is pending with Commissioner (Appeals).

Entry tax cases includes disputes pertaining to demand of entry tax on movement of capital goods in the state of Chhattisgarh. The total demand Rs. 92.05 million (March 31, 2020: Rs. 92.05 million; June 30, 2019: Rs. 92.04 million) pertains to Jabalpur Transmission Company Limited ('JTCL') out of which Rs. 51.55 (March 31, 2020: Rs. 51.55 million; June 30, 2019: Rs. 51.55 million) is pending with the Chhattisgarh High Court and Rs. 40.50 (March 31, 2020: Rs. 40.50 million; June 30, 2019: Rs. 40.48 million) is pending with Chairman Chhattisgarh Commercial tax Tribunal, Raipur (C.G.).

Sales tax demand of Rs 42.64 million (March 31, 2020: Rs. 24.66 million; June 30, 2019: Rs. 24.66 million) for Sterlite Grid 1 Limited (SG1L) pertains to demand under Delhi VAT Act, 2004 for non-submission of C Forms, Rs. 24.66 million pertains to FY 2014-15 and Rs. 17.98 million pertains to FY 2015-16. The Group has filed an objection against the order with Assistant Commissioner of Delhi VAT Authorities.

The Group has not provided for disputed liabilities disclosed above arising from entry tax demands which are pending with different authorities mentioned above for its decision. The Group is contesting the demands and the Group management, including its legal advisors, believe that its position will likely be upheld in the appellate process. No liability has been accrued in the consolidated financial statements for the demands raised. The Group management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position

Others

During the previous year, one of the vendor involved in construction of power transmission infrastructure has filed arbitration proceedings against East-North Interconnection Company Limited ('ENICL') in relation to turnkey construction contract executed by it earlier years which is pending before Arbitral Tribunal. Pursuant to share purchase agreement dated 23 March 2020, the Group has obtained corporate guarantee of INR 500 million from SPGVL in respect of said arbitration. Further, all cost, expenses, liabilities and taxes with respect to the arbitration will be to the sole account of SPGVL. The Group management doesn't expect the claim to succeed and accordingly no provision for the contingent liability has been recognised in the consolidated financial results.

D) **Statement of Commitments**

(a) The Group has entered into a Framework agreement on 30 April 2019 with Sterlite Grid Ventures Limited ('SPGVL') for acquisition of Gurgaon-Palwal Transmission Limited ('GPTL'), NER II Transmission Limited ('NER') and Khargone Transmission Limited ('KTL'). The board of directors of Sterlite Investment Managers Limited and unit holders of India Grid Trust have approved acquisition of GPTL on April 08, 2020 and May 09, 2020 respectively, the Share Purchase Agreement for which is yet to be signed.

(b) The Trust has signed definitive agreements on May 29, 2020 for acquisition of Jhajjar KT Transco Private Limited from Kalpataru Power Transmission Limited (KPTL) and Techno Electric & Engineering Company Limited ('TEECL'). The Share Purchase Agreement to which has been signed on May 29, 2020.

(c) The Group has entered into transmission services agreement (TSA) with long term transmission customers pursuant to which the Group has to transmit power of contracted capacity and ensure minimum availability of transmission line over the period of the TSA. The TSA contains provision for disincentives and penalties in case of certain defaults.

(d) The Group has taken office building on lease which has lease term of 5 years with lock-in-period of 3 years. The cash outflows relating to leases have not yet commenced.

E) **Statement of Earnings per unit:**

Basic EPU amounts are calculated by dividing the profit for the year/period attributable to Unit holders by the weighted average number of units outstanding during the year/period.

Diluted EPU amounts are calculated by dividing the profit attributable to unit holders by the weighted average number of units outstanding during the year plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

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

Particulars	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit after tax for calculating basic and diluted EPU	856.18	336.42	996.73	5,057.20
Weighted average number of units in calculating basic and diluted EPU (No. in million)	583.49	474.81	583.49	554.01
Earnings Per Unit				
Basic (Rupees/unit)	1.47	0.71	1.71	9.13
Diluted (Rupees/unit)	1.47	0.71	1.71	9.13

F) Statement of Related Party Transactions:

I. List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

(a) Entity with significant influence over the Trust

Esoteric II Pte. Ltd (from May 04, 2019)

II. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations

(a) Parties to IndiGrid

Sterlite Power Grid Ventures Limited (SPGVL) - Sponsor and Project Manager of IndiGrid (refer note 10)
Sterlite Investment Managers Limited (SIML) - Investment Manager of IndiGrid
Axis Trustee Services Limited (ATSL) - Trustee of IndiGrid

(b) Promoters of the parties to IndiGrid specified in (a) above

Sterlite Power Transmission Limited- Promoter of SIML*
Sterlite Power Transmission Limited- Promoter of SPGVL
Axis Bank Limited - Promoter of ATSL
Electron IM Pte. Ltd. - Promoter of SIML

(c) Directors of the parties to IndiGrid specified in (a) above

(i) Directors of SPGVL:

Pravin Agarwal
Pratik Agarwal
A. R. Narayanaswamy
Avaantika Kakkar
Ved Mani Tiwari (till March 31, 2020)
Arun Todarwal Lalchand (from July 22, 2019)
Zhao Haixia (from September 11, 2019)

(ii) Directors of SIML:

Pratik Agarwal
Kuldip Kumar Kaura (till June 07, 2019)
Tarun Kataria
Late Shashikant Bhojani (till July 22, 2020)
Rahul Asthana
Harsh Shah (whole time director)
Sanjiv Omprakash Navar (from June 07, 2019)

(iii) Directors of ATSL:

Ram Bharosevlal Vaish (till November 08, 2019)
Raiesh Kumar Dahiya
Sanjay Sinha
Ganesh Sankaran (from April 18, 2019)

(iv) Relative of directors mentioned above:

Sonakshi Agarwal
Ivoti Agarwal
Sujata Asthana

(v) Firm in which director of sponsor is partner:

Cyril Amarchand Mangaldas

III. Transactions with related parties during the period

Sr. No.	Particulars	Relation	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
1	Purchase of equity shares of Indigrd 1 Limited (formerly known as Sterlite Grid 2) Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	12,644.22	-	12,626.66
2	Purchase of equity shares of Indigrd 2 Limited (formerly known as Sterlite Grid 3) Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	465.91	52.40	518.31
3	Purchase of loan to Indigrd 2 Limited (formerly known as Sterlite Grid 3) Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	2,289.49	-	2,289.49
4	Purchase of equity shares of ENICL Sterlite Power Grid Ventures Limited Sterlite Power Transmission Limited	Sponsor and Project Manager/Entity with significant influence Promoter of project manager	- -	- -	1,259.46 29.09	1,259.46 29.09
5	Purchase of loan to ENICL Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	-	587.00	587.00
6	Received towards indemnification of liabilities Sterlite Power Grid Ventures Limited#	Sponsor and Project Manager/Entity with significant influence	6.97	25.23	7.14	46.36
7	Issue of unit capital Sterlite Power Grid Ventures Limited Esoteric II Pte. Ltd	Sponsor and Project Manager/Entity with significant influence Entity with significant influence over the Trust	- -	2,300.13 11,412.04	- -	2,300.13 11,412.04
8	Project Manager Fees Sterlite Power Grid Ventures Limited	Sponsor and Project Manager	20.59	11.05	17.05	63.66
9	Investment Manager Fees Sterlite Investment Managers Limited	Investment Manager	70.99	40.18	64.37	238.79
10	Distribution to unit holders Sterlite Power Grid Ventures Limited Esoteric II Pte. Ltd Pravin Agarwal Pratik Agarwal Harsh Shah Sonakshi Agarwal Jyoti Agarwal Sujata Asthana Arun Todarwal A. R. Narayanaswamy	Sponsor and Project Manager Entity with significant influence over the Trust Director of Sponsor Director of Sponsor and Investment Manager Whole time director of Investment Manager Relative of director Relative of director Relative of director Director of Sponsor Director of Sponsor	262.64 408.11 - 1.10 0.03 0.05 0.06 0.20 0.02 0.05	180.39 - 3.06 1.10 0.03 0.05 0.06 0.14 0.02 0.03	262.64 408.11 - 1.10 0.03 0.05 0.06 0.20 0.02 0.05	968.32 1,224.32 3.06 4.41 0.12 0.18 0.24 0.67 0.06 0.15
11	Purchase of Project stores Sterlite Power Transmission Limited	Promoter of project manager	-	0.58	-	5.67
13	Sale of Plant and Machinery Sterlite Power Transmission Limited	Promoter of project manager	-	-	-	-
12	Trustee fee Axis Trustee Services Limited (ATSL)	Trustee	0.59	0.59	0.35	2.36
13	Rent Sterlite Power Transmission Limited	Promoter of project manager	-	-	-	1.18
14	Legal and professional services taken Cyril Amarchand Mangaldas	Firm in which director of sponsor is partner	-	5.16	10.25	26.62

IV. Outstanding balances

Sr. No.	Particulars	Relation	As at June 30, 2020 (Unaudited)	As at June 30, 2019 (Unaudited / Unreviewed)	As at March 31, 2020 (Audited)
1	Project Manager fees payable Sterlite Power Grid Ventures Limited	Sponsor and Project Manager	19.82	11.17	29.39
2	Investment Manager fees payable Sterlite Investment Managers Limited	Investment Manager	67.01	40.41	125.13
3	Payable towards project acquired Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	710.43	28.09	1,925.09
4	Management fees payable Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	0.07	0.07	2.52
5	Payable for purchase of property, plant and equipment Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	23.80	265.86	23.83
6	Legal and professional services taken Cyril Amarchand Mangaldas	Firm in which director of sponsor is partner	-	-	5.18

* During the previous year, Electron IM Pte. Ltd. purchased 40% stake in Sterlite Investment Managers Limited (SIML) from Sterlite Power Transmission Limited post which Electron IM Pte. Ltd. holds 60% of stake in SIML.
During the previous year, the Sponsor has paid to IndiGrid towards deposits paid by IndiGrid for tax litigations for which the Sponsor is liable.

Details in respect of related party transactions involving acquisition of InvIT assets as required by Para 4.4(b)(iv) of Section A of Annexure A to SEBI Circular dated October 20, 2016 are as follows:

For the quarter ended June 30, 2020:

(A) Summary of the valuation reports (issued by the independent valuer appointed under the InvIT Regulations):

Particulars	(Rs in million)	
	ENICL	
Enterprise value	11,355	
Method of valuation	Discounted Cash Flow	
Discounting rate (WACC):	8.77%	

(B) Material conditions or obligations in relation to the transactions:

Acquisition of East-North Interconnection Company Limited (ENICL):

Pursuant to the share purchase agreements dated March 23, 2020 ("SPA") executed among Sterlite Power Grid Ventures Limited, Axis Trustee Services Limited, Sterlite Investment Managers Limited, Sterlite Power Transmission Limited and East-North Interconnection Limited ("ENICL") for acquisition of equity stake in ENICL. The Trust acquired 49% of paid up equity capital of ENICL with effect from March 24, 2020 and acquired remaining 51% equity stake in ENICL on 26 May 2020.

The acquisition of ENICL was financed by money raised through Qualified Institutional Placement (QIP) of Rs. 25,140 million by IndiGrid and from issue of Non-Convertible Debentures of Rs. 22,750 million (rate of interest- 8.40% to 9.10%) by IndiGrid and from internal accruals during the year. No fees or commission were received/to be received by any associate of the related party in relation to the transaction.

For the quarter ended June 30, 2019:

(A) Summary of the valuation reports (issued by the independent valuer appointed under the InvIT Regulations):

Particulars	(Rs in million)	
	NTL	OGPTL
Enterprise value	41,626	12,840
Method of valuation	Discounted Cash Flow	
Discounting rate (WACC):	8.12%	8.42%

(B) Material conditions or obligations in relation to the transactions:

Acquisition of NRSS XXIX Transmission Limited (NTL) (through acquisition of Sterlite Grid 2 Limited):

Pursuant to the share purchase agreements dated April 30, 2019 ("SPA") executed among Sterlite Power Grid Ventures Limited, Axis Trustee Services Limited, Sterlite Investment Managers Limited, IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) and NRSS XXIX Transmission Limited for acquisition of equity stake in NTL. The Group has acquired 100% of equity in IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) which is the holding company of NTL.

The acquisition of NTL and IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) was financed by money raised through Qualified Institutional Placement (QIP) of Rs. 25,140 million and from issue of Non-Convertible Debentures of Rs. 21,000 million (rate of interest- 8.60% to 9.10%) by IndiGrid. No fees or commission were received/to be received by any associate of the related party in relation to the transaction.

Acquisition of Odisha Generation Phase-II Transmission Limited (OGPTL) (through acquisition of Sterlite Grid 3 Limited):

Pursuant to the share purchase agreements dated April 30, 2019 as amended on June 28, 2019 ("SPA") executed among Sterlite Power Grid Ventures Limited, Axis Trustee Services Limited, Sterlite Investment Managers Limited, IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) and Odisha Generation Phase-II Transmission Limited for acquisition of equity stake in OGPTL. The Group has acquired 100% of equity in IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) which is the holding company of OGPTL.

The acquisition of OGPTL and IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) were financed by issue of Non-Convertible Debentures of Rs. 21,000 million (rate of interest- 8.60% to 9.10%) by IndiGrid. No fees or commission were received/to be received by any associate of the related party in relation to the transaction.

**For and behalf of the Board of Directors of
Sterlite Investment Managers Limited**

Place: Mumbai
Date: August 06, 2020

Harsh Shah
CEO and Whole Time Director
DIN: 02496122

Additional disclosure as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/59 dated April 23, 2019	
A. Debt equity ratio	1.38
B. Debt service coverage ratio	2.15
C. Interest coverage ratio	2.30
D. Asset cover ratio	2.80
E Net worth (Rs. in million)	49,591.98

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial
Information of the Trust

The Board of Directors
Sterlite Investment Managers Limited
(as Investment Manager of India Grid Trust)
Maker Maxity, 5 North Avenue, Level 5,
Bandra Kurla Complex, Bandra East Mumbai
Mumbai MH 400051

1. We have reviewed the accompanying statement of unaudited Consolidated Financial Information of India Grid Trust (the 'Trust'), and its subsidiaries (together referred to as the 'Group') consisting of the Consolidated Statement of profit and loss, explanatory notes thereto and the additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 dated November 29, 2016 ("SEBI Circular") for the quarter ended June 30, 2020 (the 'Statement'). attached herewith, being prepared by Sterlite Investment Managers Limited (the 'Investment Manager') pursuant to the requirements of Regulation 23 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended, read with the SEBI Circular.
2. This Statement, which is the responsibility of the Investment Manager and has been approved by the Board of Directors of the Investment Manager, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) read with Rule 2(1)(a) of Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with the SEBI Circular and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Investment Manager personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. The Statement includes the results of the following entities:
 - 1) Indigrd Limited (Formerly known as Sterlite Grid 1 Limited)
 - 2) Indigrd 1 Limited (Formerly known as Sterlite Grid 2 Limited)
 - 3) Indigrd 2 Limited (Formerly known as Sterlite Grid 3 Limited)
 - 4) Patran Transmission Company Limited
 - 5) Bhopal Dhule Transmission Company Limited
 - 6) Jabalpur Transmission Company Limited
 - 7) Maheshwaram Transmission Limited
 - 8) RAPP Transmission Company Limited

S R B C & COLLP

Chartered Accountants

- 9) Purulia & Kharagpur Transmission Company Limited
 - 10) NRSS XXIX Transmission Limited
 - 11) Odhisha Generation Phase-II Transmission Limited
 - 12) East-North Interconnection Company Limited
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended, read with the SEBI Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**HUZEFA
SHABBIR
GINWALA**

Digitally signed by HUZEFA SHABBIR
GINWALA
DN: cn=HUZEFA SHABBIR GINWALA,
c=IN, o=Personal,
email=huzefa.ginwala@srb.in
Location: Pune
Date: 2020.08.06 17:23:02 +05'30'

per Huzefa Ginwala

Partner

Membership Number: 111757

UDIN: 20111757AAAACN3064

Place: Pune

Date: August 6, 2020

INDIA GRID TRUST
SEBI Registration Number: IN/InvIT/16-17/0005
UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2020
(All amounts in Rs. million unless otherwise stated)

Particulars	Quarter ended June 30, 2020 (Unaudited) (refer note 2)	Quarter ended June 30, 2019 (Unaudited / Unreviewed) (refer note 3)	Quarter ended March 31, 2020 (Unaudited / Unreviewed) (refer note 3)	Year ended March 31, 2020 (Audited)
I. INCOME				
Revenue from operations (refer note 4 and 8)	2,885.38	1,886.99	3,119.05	10,554.10
Income from investment in mutual funds	-	96.83	-	97.44
Interest income on investment in fixed deposits	14.69	22.54	16.53	80.22
Total income (I)	2,900.07	2,006.36	3,135.58	10,731.76
II. EXPENSES				
Legal and professional fees	9.46	4.67	49.74	97.90
Annual listing fee	5.94	4.95	0.04	6.30
Rating fee	1.93	3.84	11.96	34.74
Valuation expenses	0.90	0.88	0.68	4.89
Trustee fees	0.59	0.59	0.59	3.46
Payment to auditors (including for subsidiaries)				
- Statutory audit	0.54	0.54	0.54	2.36
- Other services (including tax audits and certifications)	0.06	-	-	0.24
Other expenses	9.30	2.28	3.04	8.50
Impairment / (reversal) of investments in subsidiary (refer note 9)	(252.52)	-	2,079.46	2,627.22
Finance costs	911.02	450.91	858.61	2,980.99
Total expenses (II)	687.22	468.66	3,004.66	5,766.60
Profit before tax (I-II)	2,212.85	1,537.70	130.92	4,965.16
Tax expense:				
- Current tax	0.93	51.03	1.40	56.96
- Deferred tax	-	-	-	-
- Income tax for earlier years	-	-	-	-
	0.93	51.03	1.40	56.96
Profit for the period / year	2,211.92	1,486.67	129.52	4,908.20
Other comprehensive Income				
Other comprehensive income to be reclassified to profit or loss in subsequent periods	-	-	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods	-	-	-	-
Total comprehensive income	2,211.92	1,486.67	129.52	4,908.20
Earnings per unit (Rs. per unit) (refer note C under additional disclosures)				
- Basic	3.79	3.13	0.22	8.86
- Diluted	3.79	3.13	0.22	8.86
Unit capital (net of issue expenses)	53,145.69	53,185.93	53,145.69	53,145.69
Paid-up debt capital [refer note 5(a)]	44,532.86	30,705.82	39,482.21	39,482.21
Retained earnings	(1,504.76)	115.96	(1,713.72)	(1,713.72)
Debt equity ratio [refer Note 5(b)]	0.86	0.58	0.77	0.77
Debt service coverage ratio [refer Note 5(c)]	3.02	3.02	3.02	3.34
Interest coverage ratio [refer Note 5(d)]	3.02	3.02	3.02	3.34
Asset cover ratio [refer Note 5(e)]	2.93	4.15	3.04	3.04

NOTES:

- The above unaudited standalone interim financial results for the quarter ended June 30, 2020 has been reviewed and approved by the Board of Directors of Sterlite Investment Managers Limited ("Investment Manager") at its meeting held on August 06, 2020.
- The unaudited standalone interim financial information comprises of the Statement of Profit and Loss and notes thereon of India Grid Trust, for the quarter ended June 30, 2020 ("Interim Financial Information"). The Interim Financial Information has been prepared in accordance with recognition and measurement principles of Indian Accounting Standard 34 - Interim Financial Reporting (Ind AS 34), notified under 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 and the circulars issued thereunder ("InvIT Regulations"). However, it is not a complete or condensed set of financial statements under Ind AS 34 since it omits the Standalone Balance Sheet, Interim Standalone Statement of changes in equity, Interim Standalone statement of cash flows and the various disclosures required by Ind AS 34 or the InvIT Regulations.
- The amounts for the quarter ended June 30, 2019 and quarter ended March 31, 2020 are prepared solely based on the information compiled by Management and are not subject to limited review or audit.
- IndiGrid acquired IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited), which is the holding company of NRSS XXIX Transmission Limited ("NTL") and the IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) which is the holding company of Odisha Generation Phase-II Transmission Limited, ("OGPTL") from Sterlite Power Grid Ventures Limited ("SPGVL") pursuant to share purchase agreements dated April 30, 2019 on June 04, 2019 and June 28, 2019 respectively.

The Group also acquired 49% of paid up equity capital of East-North Interconnection Company Limited ("ENICL") with effect from March 24, 2020 from Sterlite Power Grid Ventures Limited ("SPGVL") and Sterlite Power Transmission Limited ("SPTL") (together referred as "the Selling Shareholders") pursuant to Share Purchase Agreement dated March 23, 2020 ("SPA"). Further, the Trust acquired the remaining 51% equity stake in ENICL on 26 May 2020.

Consequent to above, revenue and corresponding expenses included in the standalone financial results for various periods may not be comparable.

- Formulae for computation of ratios are as follows:
 - Paid up debt capital = Total borrowings as on reporting date
 - Debt equity ratio = Total borrowings / (Unitholders' Equity + Retained Earnings)
 - Debt Service Coverage Ratio = Earnings before Interest and Tax* / (Interest Expense + Principal Repayments made during the period/year)
 - Interest Service Coverage Ratio = Earnings before Interest and Tax* / Interest Expense
 - Asset cover ratio = (Total investments in subsidiaries + Loan to subsidiaries) / Liability in respect of Secured Non-convertible debentures at amortised cost under Ind-AS as at balance sheet date and Secured market linked debentures.

*Earnings before Interest and Tax excludes impairment/(reversal) of impairment of investments or loans to subsidiary and finance income on NCD issued by subsidiary on effective interest rate basis.

6) Details of non-convertible debentures are as follows:

Particulars	Secured/Unsecured	Previous Due Date		Next Due Date	
		Principal	Interest	Principal	Interest
8.60% Non-convertible debentures	Secured	-	June 30, 2020	August 31, 2028	September 30, 2020
8.992% Non-convertible debentures	Secured	-	May 14, 2020	February 14, 2029	August 14, 2020
9.10% Non-convertible debentures	Secured	-	June 30, 2020	June 03, 2022	September 30, 2020
8.85% Non-convertible debentures	Secured	-	May 31, 2020	November 02, 2022	August 31, 2020
9.10% Non-convertible debentures	Secured	-	May 31, 2020	July 29, 2024	August 31, 2020
8.10% Non-convertible debentures	Secured	-	-	March 15, 2022	August 31, 2020
8.40% Non-convertible debentures	Secured	-	-	June 14, 2023	August 31, 2020
9% market linked non-convertible debentures	Secured	-	-	January 04, 2023	January 04, 2023
8.40% market linked non-convertible debentures	Secured	-	-	January 24, 2024	January 24, 2024
8.40% market linked non-convertible debentures	Secured	-	-	January 24, 2024	January 24, 2024

Non convertible debentures/ Market Linked Debentures are secured by:

- (i) First pari-passu charge on all current assets of the Issuer, including loans and advances and any receivables accrued/realized from loans and advances extended by the Issuer to its Hold Cos /SPVs and
- (ii) First pari Passu charge on Escrow account including its sub-accounts excluding ISRA/DSRA
- (iii) First and exclusive charge on the ISRA/DSRA accounts of respective NCD/MLD
- (iv) First pari-passu charge/pledge over at least 51% of share capital of MTL, RTCL, PKTCL, NRSS and pledge over at least 72% of share capital (on a fully diluted basis) of PTCL and 76% share capital of JTCL.

7) The Trust retained its credit ratings of "CRISIL AAA/Stable" from CRISIL on June 17, 2020, "ICRA AAA/Stable" from ICRA on May 04, 2020 and "IND AAA/Stable" from India Ratings on June 19, 2020.

8) Revenue from operations comprise of interest income on NCDs/loans to subsidiaries and includes the interest on 0.01% Non Convertible Debentures (NCD's) issued by Indgrid Limited (formerly known as Sterlite Grid 1

Limited) (wholly owned subsidiary of Indgrid) which is the difference between market rate of interest and rate of interest on the NCD's (accounted for under FIR method)

9) The provision for impairment/(reversal) of impairment of investments in subsidiary is made based on the difference between the carrying amounts and the recoverable amounts. The recoverable amount of the investments in subsidiary has been computed based on value in use calculation for the underlying projects (based on discounted cash flow model).

10) Management has assessed impact on business and financial risks on account of COVID-19 on the financial information. The Trust receives income mainly in the form of interest income on loans given to subsidiaries which are engaged in the construction and operation & maintenance of power transmission lines and substations ('power transmission infrastructure') which is considered as an "Essential Service", the management believes that the impact of COVID-19 is not significant. Therefore, the management believes that the Trust will be able to receive interest income from the subsidiaries. In assessing the recoverability of receivables and investment in subsidiaries, the Trust has considered internal and external information up to the date of approval of these standalone financial results including communication from regulatory agencies and LTTs. Further, the management believes that there is no risk in the Trust's ability to continue as going concern and meeting its liabilities as and when they fall due.

Further, the Trust management 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 the interim financial information.

13) Esoteric II Pte. Ltd. ("Esoteric II"), an affiliate of KKR & Co. Inc, on August 3, 2020 intimated termination of the "Inter-se sponsor agreement" ("the Agreement") dated April 30, 2019 (as amended in September 2019) entered with Sterlite Power Grid Ventures Limited ("SPGVL") and has also withdrawn its intent to be designated as a Sponsor of IndiGrid.

14) The Board of directors of the Investment Manager approved a distribution of Rs. 3 per unit for the period April 1, 2020 to June 30, 2020 to be paid on or before 15 days from the date of declaration.

ADDITIONAL DISCLOSURES AS REQUIRED BY PARAGRAPH 6 OF ANNEXURE A TO THE SEBI CIRCULAR NO. CIR/IMD/DF/127/2016

Additional information disclosed in the Notes A to D for the quarter ended June 30, 2019 and quarter ended March 31, 2020 are prepared solely based on the information compiled by Management and are not subject to limited review or audit.

A) Statement of Net Distributable Cash Flows (NDCFs) of India Grid Trust

Description	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Cash flows received from the Portfolio Assets in the form of interest	2,562.31	1,843.65	2,722.19	10,114.90
Cash flows received from the Portfolio Assets in the form of dividend	-	-	-	-
Any other income accruing at IndiGrid level and not captured above, including but not limited to interest/return on surplus cash invested by IndiGrid	14.69	119.38	16.53	177.66
Cash flows received from the Portfolio Assets towards the repayment of the debt issued to the Portfolio Assets by IndiGrid	2,090.94	70.00	2,338.57	6,752.28
Proceeds from the Portfolio Assets for a capital reduction by way of a buy back or any other means as permitted, subject to applicable law	-	-	-	-
Proceeds from sale of assets of the Portfolio Asset not distributed pursuant to an earlier plan to re-invest, or if such proceeds are not intended to be invested subsequently	-	-	-	-
Total cash inflow at the IndiGrid level (A)	4,667.94	2,033.03	5,077.29	17,044.84
Less: Any payment of fees, interest and expense incurred at IndiGrid level, including but not limited to the fees of the Investment Manager and Trustee (refer note i)	(843.32)	(468.79)	(848.02)	(2,941.27)
Less: Costs/retention associated with sale of assets of the Portfolio Assets:	-	-	-	-
-related debts settled or due to be settled from sale proceeds of Portfolio Assets;	-	-	-	-
-transaction costs paid on sale of the assets of the Portfolio Assets; and	-	-	-	-
-capital gains taxes on sale of assets/ shares in Portfolio Assets/ other investments.	-	-	-	-
Less: Proceeds reinvested or planned to be reinvested in accordance with Regulation 18(7)(a) of the InvIT Regulations	-	-	-	-
Less: Repayment of external debt at the IndiGrid level and at the level of any of the underlying portfolio assets/special purpose vehicles (excluding refinancing)	-	-	-	-
Less: Income tax (if applicable) at the standalone IndiGrid level	(0.93)	(51.03)	(1.40)	(56.96)
Less: Amount invested in any of the Portfolio Assets for service of debt or interest	(1,908.27)	-	(2,071.69)	(6,843.29)
Less: Repair work in relation to the projects undertaken by any of the Portfolio Assets	-	-	-	-
Total cash outflows / retention at IndiGrid level (B)	(2,752.52)	(519.82)	(2,921.11)	(9,841.52)
Net Distributable Cash Flows (C) = (A+B)	1,915.42	1,513.21	2,156.18	7,203.32

Notes

i. Does not include interest accrued but not due of Rs. 81.50 million (quarter ended June 30, 2019: Rs. Nil million, quarter ended March 31, 2020: Rs 62.10 million, year ended March 31, 2020: Rs. 150.51 million) related to market linked non convertible debentures ('MLDs') which is payable on maturity of these MLDs from FY 2022 to FY 2024

B) Statement of Commitments

(a) The Trust has entered into a Framework agreement on 30 April 2019 with Sterlite Grid Ventures Limited ('SPGVL') for acquisition of Gurgaon-Palwal Transmission Limited ('GPTL'), NER II Transmission Limited ('NER') and Khargone Transmission Limited ('KTL'). The board of directors of Sterlite Investment Managers Limited and unit holders of India Grid Trust have approved acquisition of GPTL on April 08, 2020 and May 09, 2020 respectively, the Share Purchase Agreement for which is yet to be signed.

(b) The Trust has signed definitive agreements on May 29, 2020 for acquisition of Jhajjar KT Transco Private Limited from Kalpataru PowerTransmission Limited (KPPL) and Techno Electric & Engineering Company Limited ('TEECL'). The Share Purchase Agreement to which has been signed on May 29, 2020.

C) Statement of Earnings per unit:

Basic EPU amounts are calculated by dividing the profit for the year/period attributable to Unit holders by the weighted average number of units outstanding during the year/period.

Diluted EPU amounts are calculated by dividing the profit attributable to unit holders by the weighted average number of units outstanding during the period plus the weighted average number of units that would be issued on conversion of all the dilutive potential units into unit capital.

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

Particulars	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
Profit after tax for calculating basic and diluted EPU	2,211.92	1,486.67	129.52	4,908.20
Weighted average number of units in calculating basic and diluted EPU (No. in million)	583.49	474.81	583.49	554.01
Earnings Per Unit				
Basic (Rupees/unit)	3.79	3.13	0.22	8.86
Diluted (Rupees/unit)	3.79	3.13	0.22	8.86

D) Statement of Related Party Transactions:

I. List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

(a) Name of related party and nature of its relationship:

Subsidiaries

Indirgrid Limited (formerly known as Sterlite Grid 1 Limited)
Indirgrid 1 Limited (formerly known as Sterlite Grid 2 Limited)
Indirgrid 2 Limited (formerly known as Sterlite Grid 3 Limited)
Bhopal Dhule Transmission Company Limited (BDTCL)
Jabalpur Transmission Company Limited (JTCL)
RAPP Transmission Company Limited (RTCL)
Purulia & Kharagpur Transmission Company Limited (PKTCL)
Maheshwaram Transmission Limited (MTL)
Patran Transmission Company Limited (PTCL)
NRSS XXIX Transmission Limited ("NTL")
Odisha Generation Phase II Transmission Limited ("OGPTL")
East-North Interconnection Company Limited ("ENICL")

(b) Other related parties under Ind AS-24 with whom transactions have taken place during the year

Entity with significant influence over the Trust
Esoteric II Pte. Ltd (from May 04, 2019)

II. List of related parties as per Regulation 2(1)(zv) of the InvIT Regulations

(a) Parties to IndiGrid

Sterlite Power Grid Ventures Limited (SPGVL) - Sponsor and Project manager of IndiGrid
Sterlite Investment Managers Limited (SIML) - Investment manager of IndiGrid
Axis Trustee Services Limited (ATSL) - Trustee of IndiGrid

(b) Promoters of the parties to IndiGrid specified in (a) above

Sterlite Power Transmission Limited- Promoter of SIML*
Sterlite Power Transmission Limited- Promoter of SPGVL
Axis Bank Limited - Promoter of ATSL
Electron IM Pte. Ltd. - Promoter of SIML

(c) Directors of the parties to IndiGrid specified in (a) above

(i) Directors of SPGVL:

Pravin Agarwal
Pratik Agarwal
A. R. Narayanaswamy
Avaantika Kakkar
Ved Mani Tiwari (till March 31, 2020)
Arun Tadarwal Lalchand (from July 22, 2019)
Zhao Haixia (from September 11, 2019)

(ii) Directors of SIML:

Pratik Agarwal
Kuldip Kumar Kaura (till June 07, 2019)
Tarun Kataria
Late Shashikant Bhoiani (till July 22, 2020)
Rahul Asthana
Harsh Shah (whole time director)
Sanjay Omprakash Navar (from June 07, 2019)

(iii) Directors of ATSL:

Ram Bharosevlal Vaish (till November 08, 2019)
Rajesh Kumar Dahiva
Sanjay Sinha
Ganesh Sankaran (from April 18, 2019)

(iv) Relative of directors mentioned above:

Sonakshi Agarwal
Ivoti Agarwal
Sujata Asthana

(v) Firm in which director of sponsor is partner:

Cyril Amarchand Mangaldas

III. Transactions with related parties during the period

Sr. No.	Particulars	Relation	Quarter ended June 30, 2020 (Unaudited)	Quarter ended June 30, 2019 (Unaudited / Unreviewed)	Quarter ended March 31, 2020 (Unaudited / Unreviewed)	Year ended March 31, 2020 (Audited)
1	Unsecured loans given to subsidiaries					
	Jabalpur Transmission Company Limited	Subsidiary	1,000.00	-	311.60	1,203.10
	Bhopal Dhule Transmission Company Limited	Subsidiary	239.44	-	97.70	166.20
	RAPP Transmission Company Limited	Subsidiary	25.32	-	-	-
	Purulia & Kharagpur Transmission Company Limited	Subsidiary	63.93	-	-	-
	Maheshwaram Transmission Limited	Subsidiary	126.15	-	-	-
	Patran Transmission Company Limited	Subsidiary	529.57	-	-	-
	Indrigid Limited (formerly known as Sterlite Grid 1 Limited)	Subsidiary	17.83	-	-	-
	Indrigid 1 Limited (formerly known as Sterlite Grid 2 Limited)	Subsidiary	8.85	795.13	-	1,089.93
	Indrigid 2 Limited (formerly known as Sterlite Grid 3 Limited)	Subsidiary	0.90	-	-	-
	NRSS XXIX Transmission Limited	Subsidiary	3,200.00	27,729.84	1,314.20	29,483.42
	Odisha Generation Phase-II Transmission Limited	Subsidiary	82.45	-	-	6,143.52
	East-North Interconnection Company Limited	Subsidiary	-	-	-	-
2	Interest income from subsidiaries					
	Jabalpur Transmission Company Limited	Subsidiary	664.22	615.21	655.51	2,541.68
	Bhopal Dhule Transmission Company Limited	Subsidiary	326.78	323.86	326.45	1,305.15
	RAPP Transmission Company Limited	Subsidiary	82.99	88.29	83.38	345.17
	Purulia & Kharagpur Transmission Company Limited	Subsidiary	144.41	149.13	145.62	592.69
	Maheshwaram Transmission Limited	Subsidiary	141.37	141.37	141.37	568.58
	Patran Transmission Company Limited	Subsidiary	61.31	59.28	58.44	236.71
	Indrigid Limited (formerly known as Sterlite Grid 1 Limited)	Subsidiary	149.26	9.45	-	17.45
	Indrigid 1 Limited (formerly known as Sterlite Grid 2 Limited)	Subsidiary	42.81	9.26	42.80	127.71
	Indrigid 2 Limited (formerly known as Sterlite Grid 3 Limited)	Subsidiary	22.30	2.77	22.28	109.20
	NRSS XXIX Transmission Limited	Subsidiary	1,025.58	323.07	1,022.96	3,484.61
	Odisha Generation Phase-II Transmission Limited	Subsidiary	224.36	-	225.19	621.56
	East-North Interconnection Company Limited	Subsidiary	-	-	-	-
3	Repayment of loan from subsidiaries					
	Jabalpur Transmission Company Limited	Subsidiary	-	-	74.16	109.19
	Bhopal Dhule Transmission Company Limited	Subsidiary	-	-	90.11	90.11
	RAPP Transmission Company Limited	Subsidiary	-	-	26.10	131.17
	Purulia & Kharagpur Transmission Company Limited	Subsidiary	-	-	32.39	126.25
	Maheshwaram Transmission Limited	Subsidiary	-	-	-	-
	Patran Transmission Company Limited	Subsidiary	-	-	11.15	33.71
	Indrigid Limited (formerly known as Sterlite Grid 1 Limited)	Subsidiary	-	-	-	252.80
	Indrigid 1 Limited (formerly known as Sterlite Grid 2 Limited)	Subsidiary	-	-	-	-
	Indrigid 2 Limited (formerly known as Sterlite Grid 3 Limited)	Subsidiary	-	-	-	2,059.72
	NRSS XXIX Transmission Limited	Subsidiary	2,053.94	71.35	1,538.22	3,778.81
	Odisha Generation Phase-II Transmission Limited	Subsidiary	-	-	100.41	144.13
	East-North Interconnection Company Limited	Subsidiary	37.00	-	26.39	26.39
4	Purchase of equity shares of Indrigid 1 Limited (formerly known as Sterlite Grid 2)					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	12,644.22	-	12,626.66
5	Purchase of equity shares of Indrigid 2 Limited (formerly known as Sterlite Grid 3)					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	465.91	52.40	518.31
6	Purchase of loan to Indrigid 2 Limited (formerly known as Sterlite Grid 3)					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	2,289.49	-	2,289.49
7	Purchase of equity shares of ENICL					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	-	1,259.46	1,259.46
	Sterlite Power Transmission Limited	Promoter of project manager	-	-	29.09	29.09
8	Purchase of loan to ENICL					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	-	587.00	587.00
9	Received towards indemnification of liabilities					
	Sterlite Power Grid Ventures Limited#	Sponsor and Project Manager/Entity with significant influence	-	18.66	-	18.66
10	Issue of unit capital					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	-	2,300.13	-	2,300.13
	Esoteric II Pte. Ltd	Entity with significant influence over the Trust	-	11,412.04	-	11,412.04
11	Distribution to unit holders					
	Sterlite Power Grid Ventures Limited	Sponsor and Project Manager/Entity with significant influence	262.64	180.39	262.64	968.32
	Esoteric II Pte. Ltd	Entity with significant influence over the Trust	408.11	-	408.11	1,224.32
	Pravin Agarwal	Director of Sponsor	-	3.06	-	3.06
	Pratik Agarwal	Director of Sponsor and Investment Manager	1.10	1.10	1.10	4.41
	Harsh Shah	Whole time director of Investment Manager	0.03	0.03	0.03	0.12
	Sonakshi Agarwal	Relative of director	0.05	0.05	0.05	0.18
	Jyoti Agarwal	Relative of director	0.06	0.06	0.06	0.24
	Sujata Asthana	Relative of director	0.20	0.14	0.20	0.67
	Arun Todarwal	Director of Sponsor	0.02	0.02	0.02	0.06
	A. R. Narayanaswamy	Director of Sponsor	0.05	0.03	0.05	0.15

12	Trustee fee Axis Trustee Services Limited (ATSL)	Trustee	0.59	0.59	0.35	2.36
13	Legal and professional services taken Cyril Amarchand Mangaldas	Firm in which director of sponsor is partner	-	5.16	10.25	26.62

IV. Outstanding balances

Sr. No.	Particulars	As at June 30, 2020 (Unaudited)	As at June 30, 2019 (Unaudited / Unreviewed)	As at March 31, 2020 (Audited)
1	Unsecured loan receivable	74,477.91	67,830.56	71,274.41
2	Interest receivable from subsidiaries	455.45	324.07	281.64
3	Non-Convertible Debentures of subsidiary (including accrued interest on EIR)	5,973.16	5,503.92	5,823.90
4	Investment in equity shares of subsidiary (excluding provision for impairment)	17,141.57	11,432.98	17,098.27
5	Optionally convertible redeemable preference shares	1,001.96	1,001.96	1,001.96
6	Payable towards project acquired	682.34	568.64	1,897.00
7	Payable towards legal and professional services	-	-	5.18

* During the previous year, Electron IM Pte. Ltd. purchased 40% stake in Sterlite Investment Managers Limited (SIML) from Sterlite Power Transmission Limited post which Electron IM Pte. Ltd. holds 60% of stake in SIML.
During the previous year, the Sponsor has paid to IndiGrid towards deposits paid by IndiGrid for tax litigations for which the Sponsor is liable.

Details in respect of related party transactions involving acquisition of InvIT assets as required by Para 4.4(b)(iv) of Section A of Annexure A to SEBI Circular dated October 20, 2016 are as follows:

For the quarter ended June 30, 2020:

(A) Summary of the valuation reports (issued by the independent valuer appointed under the InvIT Regulations):

Particulars	(Rs in million)	
	ENICL	
Enterprise value	11,355	
Method of valuation	Discounted Cash Flow	
Discounting rate (WACC):	8.77%	

(B) Material conditions or obligations in relation to the transactions:

Acquisition of East-North Interconnection Company Limited (ENICL):

Pursuant to the share purchase agreements dated March 23, 2020 ("SPA") executed among Sterlite Power Grid Ventures Limited, Axis Trustee Services Limited, Sterlite Investment Managers Limited, Sterlite Power Transmission Limited and East-North Interconnection Limited ("ENICL") for acquisition of equity stake in ENICL. The Trust acquired 49% of paid up equity capital of ENICL with effect from March 24, 2020 and acquired remaining 51% equity stake in ENICL on 26 May 2020.

The acquisition of ENICL was financed by money raised through Qualified Institutional Placement (QIP) of Rs. 25,140 million by IndiGrid and from issue of Non-Convertible Debentures of Rs. 22,750 million (rate of interest- 8.40% to 9.10%) by IndiGrid and from internal accruals during the year. No fees or commission were received/to be received by any associate of the related party in relation to the transaction.

For the quarter ended June 30, 2019:

(A) Summary of the valuation reports (issued by the independent valuer appointed under the InvIT Regulations):

Particulars	(Rs in million)	
	NTL	OGPTL
Enterprise value	41,626	12,840
Method of valuation	Discounted Cash Flow	
Discounting rate (WACC):	8.12%	8.42%

(B) Material conditions or obligations in relation to the transactions:

Acquisition of NRSS XXIX Transmission Limited (NTL) (through acquisition of Sterlite Grid 2 Limited):

Pursuant to the share purchase agreements dated April 30, 2019 ("SPA") executed among Sterlite Power Grid Ventures Limited, Axis Trustee Services Limited, Sterlite Investment Managers Limited, IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) and NRSS XXIX Transmission Limited for acquisition of equity stake in NTL. The Group has acquired 100% of equity in IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) which is the holding company of NTL.

The acquisition of NTL and IndiGrid 1 Limited (formerly known as Sterlite Grid 2 Limited) was financed by money raised through Qualified Institutional Placement (QIP) of Rs. 25,140 million and from issue of Non-Convertible Debentures of Rs. 21,000 million (rate of interest- 8.60% to 9.10%) by IndiGrid. No fees or commission were received/to be received by any associate of the related party in relation to the transaction.

Acquisition of Odisha Generation Phase-II Transmission Limited (OGPTL) (through acquisition of Sterlite Grid 3 Limited):

Pursuant to the share purchase agreements dated April 30, 2019 as amended on June 28, 2019 ("SPA") executed among Sterlite Power Grid Ventures Limited, Axis Trustee Services Limited, Sterlite Investment Managers Limited, IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) and Odisha Generation Phase-II Transmission Limited for acquisition of equity stake in OGPTL. The Group has acquired 100% of equity in IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) which is the holding company of OGPTL.

The acquisition of OGPTL and IndiGrid 2 Limited (formerly known as Sterlite Grid 3 Limited) were financed by issue of Non-Convertible Debentures of Rs. 21,000 million (rate of interest- 8.60% to 9.10%) by IndiGrid. No fees or commission were received/to be received by any associate of the related party in relation to the transaction.

For and behalf of the Board of Directors of
Sterlite Investment Managers Limited

Place: Mumbai
Date: August 06, 2020

Harsh Shah
CEO and Whole Time Director
DIN: 02496122

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial
Information of the Trust

The Board of Directors
Sterlite Investment Managers Limited
(as Investment Manager of India Grid Trust)
Maker Maxity, 5 North Avenue, Level 5,
Bandra Kurla Complex, Bandra East Mumbai
Mumbai MH 400051

1. We have reviewed the accompanying statement of unaudited standalone financial information of India Grid Trust (the 'Trust'), consisting of the Statement of profit and loss, explanatory notes thereto and the additional disclosures as required in paragraph 6 of Annexure A to the SEBI Circular No. CIR/IMD/DF/127/2016 dated November 29, 2016 ("SEBI Circular") for the quarter ended June 30, 2020 (the 'Statement') attached herewith, being prepared by Sterlite Investment Managers Limited (the 'Investment Manager') pursuant to the requirements of Regulation 23 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended, read with the SEBI Circular.
2. The Statement which is the responsibility of the Investment Manager and has been approved by the Board of Directors of the Investment Manager, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) read with Rule 2(1)(a) of Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with the SEBI Circular and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Investment Manager personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 23 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 as amended, read with the SEBI Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other matter

5. We have not audited or reviewed the comparative financial information appearing in the Statement for the corresponding quarter ended June 30,2019 which has been prepared solely based on the information compiled by the Management. Further, we report that the figures for the quarter ended March 31,2020 represent the derived figures between the audited figures for the year ended March 31,2020 and the figures for the nine months period ended December 31,2019, which were not subjected to our audit or review.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

**HUZEFA
SHABBIR
GINWALA**

Digitally signed by HUZEFA SHABBIR
GINWALA
DN: cn=HUZEFA SHABBIR GINWALA,
c=IN, o=Personal,
email=huzefa.ginwala@srb.in
Location: Pune
Date: 2020.08.06 17:23:37 +05'30'

per Huzefa Ginwala

Partner

Membership Number: 111757

UDIN: 20111757AAAACO7403

Place: Pune

Date: August 06, 2020

Strictly Private and Confidential

CFAS-2/20-21/CHENNAI/VR/5
Date: 30th July 2020

**The Board of Directors,
Sterlite Investment Managers Limited**
12th Floor, we work, 247 Park,
247 embassy, Hindustan C. Bus Stop,
Lal Bahadur Shastri Road,
Gandhi Nagar, Vikhroli West,
Mumbai City, Maharashtra, 400079.

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

**The Board of Directors,
India Grid Trust
(Axis Trustee Services Limited acting on behalf of the Trust)**
12th Floor, we work, 247 Park,
247 embassy, Hindustan C. Bus Stop,
Lal Bahadur Shastri Road,
Gandhi Nagar, Vikhroli West,
Mumbai City, Maharashtra, 400079.

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

Dear Sirs/Madams,

I, Mr. S. Sundararaman ("Registered Valuer" or "RV" or "I" or "My" or "Me") bearing IBBI registration number IBBI/RV/06/2018/10238, have been appointed vide letter dated 1st July 2020 as an independent valuer, as defined under the SEBI InvIT Regulations, by Sterlite Investment Managers Limited ("the Investment Manager" or "SIML"), acting as the investment manager for India Grid Trust ("the Trust") and Axis Trustee Services Limited ("the Trustee") acting as the trustee for the Trust, for the purpose of the financial valuation of the special purpose vehicles (defined hereinafter below) as per the requirements of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended ("the SEBI InvIT Regulations").

The Trust operates and maintains the following special purpose vehicles:

Sr No.	Name of the SPVs
1	Bhopal Dhule Transmission Company Limited ("BDTCL")
2	Jabalpur Transmission Company Limited ("JTCL")
3	Maheshwaram Transmission Limited ("MTL")
4	RAPP Transmission Company Limited ("RTCL")
5	Purulia & Kharagpur Transmission Company Limited ("PKTCL")
6	Patran Transmission Company Limited ("PTCL")
7	Northern Region Strengthening Scheme XXIX Transmission Limited ("NRSS")
8	Odisha Generation Phase - II Transmission Limited ("OGPTL")
9	East-North Interconnection Company Limited ("ENICL")

(Together referred to as "the SPVs").

The SPVs were acquired by the Trust and are to be valued as per Regulation 21(5) contained in the Chapter V of the SEBI InvIT Regulations. As per Regulation 21(5) of Chapter V of the SEBI InvIT Regulations,

Strictly Private and Confidential

"A half yearly valuation of the assets of the InvIT shall be conducted by the valuer for the half-year ending September 30th for a publicly offered InvIT for incorporating any key changes in the previous six months and such half yearly valuation report shall be prepared within one month from the date of end of such half year:

Provided that in case the consolidated borrowings and deferred payments of an InvIT, in terms of Regulation 20, is above forty nine per cent, the valuation of the assets of such InvIT shall be conducted by the valuer for quarter ending June, September and December, for incorporating any key changes in the previous quarter and such quarterly report shall be prepared within one month from the date of the end of such quarter."

In this regard, the Investment Manager and the Trustee intends to undertake the fair enterprise valuation of the SPVs as on 30th June 2020 for incorporating any key changes from the period ended 31 March 2020 till 30 June 2020. Accordingly, this report should be read in continuation to my report dated 27th May 2020 in relation to the detailed valuation of all the SPVs as at 31 March 2020.

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

The Investment Manager have represented that there is no material change in the contingent liabilities from 31st March 2020 till the date of this report.

I am enclosing the Report providing opinion on the fair enterprise value of the SPVs on a going concern basis as at 30th June 2020 ("Valuation Date"). Enterprise Value ("EV") is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities. The attached Report details the valuation methodologies used, calculations performed and the conclusion reached with respect to this valuation.

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

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

By nature, valuation is based on estimates, however, considering the outbreak of COVID-19 pandemic and the consequent economic slowdown, the risks and uncertainties relating to the events occurring in the future, the actual figures in future may differ from these estimates and may have a significant impact on the valuation of the SPVs.

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

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

Strictly Private and Confidential

Further, considering the current crisis in relation to COVID-19 in India and across the globe, I have been informed by the Investment Manager, that the forecasts/ projections provided for the valuation exercises are prepared after reasonably evaluating and incorporating the impact of outbreak of COVID-19 pandemic as per prevalent conditions as on date.

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

Please note that all comments in the Report must be read in conjunction with the caveats to the Report, which are contained in Section 7 of this Report. This letter, the Report and the summary of valuation included herein can be provided to Trust's advisors and may be made available for the inspection to the public as a material document and with the SEBI, the stock exchanges and any other regulatory and supervisory authority, as may be required.

RV draws your attention to the limitation of liability clauses in Section 7 of the Report including the clause on Limitation on account of COVID-19 and Significant Uncertainty in Valuation.

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

Yours faithfully,

Swaminathan Sundararaman
Digitally signed by Swaminathan Sundararaman
Date: 2020.07.30 12:09:51 +05'30'

S. Sundararaman

Registered Valuer

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

Place: Chennai

UDIN - 20028423AAAAHV7202

Contents

Section No.	Particulars	Page No.
1	Executive Summary	6
2	Procedures adopted for current valuation exercise	11
3	Overview of the InvIT and the SPVs	12
4	Valuation Methodology and Approach	19
5	Valuation Conclusion	22
6	Sources of Information	24
7	Exclusions& Limitations	25

Definition, abbreviation & glossary of terms

Abbreviations	Meaning
BDTCL	Bhopal Dhule Transmission Company Limited
BOOM	Build-Own-Operate-Maintain
Capex	Capital Expenditure
CCIL	Clearing Corporation of India Limited
CCM	Comparable Companies Multiple
CERC	Central Electricity Regulatory Commission
Ckms	Circuit Kilometres
COD	Commercial Operation Date
CSRP	Company Specific Risk Premium
CTM	Comparable Transactions Multiple
DCF	Discounted Cash Flow
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ENICL	East-North Interconnection Company Limited
EV	Enterprise Value
FCFF	Free Cash Flow to the Firm
FY	Financial Year Ended 31 st March
H&Co.	Haribhakti & Co. LLP, Chartered Accountants
INR	Indian Rupees
IVS	ICAI Valuation Standards, 2018
JTCL	Jabalpur Transmission Company Limited
kV	Kilo Volts
Mn	Million
MTL	Maheshwaram Transmission Limited
NAV	Net Asset Value
NRSS	Northern Region Strengthening Scheme XXIX Transmission Limited
OGPTL	Odisha Generation Phase - II Transmission Limited
PGCIL	Power Grid Corporation of India Limited
PKTCL	Purulia & Kharagpur Transmission Company Limited
PTCL	Patran Transmission Company Limited
RTCL	RAPP Transmission Company Limited
RV	Registered Valuer
SEBI	Securities and Exchange Board of India
SEBI InvIT Regulations	SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended
SGL1/SGL2/SGL3	Sterlite Grid 1 Limited/ Sterlite Grid 2 Limited/ Sterlite Grid 3 Limited
SIML or Investment Manager	Sterlite Investment Managers Limited
SPGVL or the Sponsor	Sterlite Power Grid Ventures Limited
TAO	Tariff Adoption Order
TARP	Temporary Additional Risk Premium
TCSR	Temporary Company Specific Risk Premium
TEECL	Techno Electric & Engineering Company Limited
the SPV	Special Purpose Vehicle
the Trust or InvIT	India Grid Trust
the Trustee	Axis Trustee Services Limited
TSA	Transmission Service Agreement
WACC	Weighted Average Cost of Capital

1. Executive Summary

1.1. Background

The Trust

1.1.1. India Grid Trust (“the Trust”) was established on 21st October 2016 as an irrevocable trust pursuant to the trust deed under the provisions of the Indian Trusts Act, 1882 by SPGVL and is registered with the Securities and Exchange Board of India (“SEBI”) as an InvIT on November 28, 2016, pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time (“the SEBI InvIT Regulations”). It is established to own inter-state power transmission assets in India. The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 6th June 2017.

1.1.2. Shareholding of the Trust as on 30th June 2020

Sr. No.	Particulars	No. of Units	%
1	Sponsor	8,75,48,026	15%
2	Insurance Companies	3,32,97,075	6%
3	Mutual Fund	49,63,518	1%
4	Financial Institutions or Banks	41,72,553	1%
5	Provident or pension funds	28,72,989	0%
6	Foreign Portfolio Investors	31,96,16,199	55%
7	Non-institutional investors	13,10,12,721	20%
	Total	58,34,83,081	100%

Source: BSE Limited

The Sponsor

1.1.3. Sterlite Power Grid Ventures Limited (“SPGVL” or “the Sponsor”) is mainly engaged into the business of installation and operation of electricity transmission projects in India and Brazil.

1.1.4. Shareholding of the Sponsor as on 30th June 2020

Sr. No.	Particulars	%
1	Sterlite Power Transmission Limited	100%
	Total	100%

Source: Investment Manager

Investment Manager

1.1.5. Sterlite Investment Managers Limited (“the Investment Manager” or “SIML”) has been appointed as the investment manager to the Trust by Axis Trustee Services Limited (“the Trustee”) and will be responsible to carry out the duties of such a person as mentioned under SEBI InvIT Regulations.

1.1.6. Shareholding of the Investment Manager as on 30th June 2020

Sr. No.	Particulars	%
1	Electron IM PTE. Ltd (KKR affiliate entity)	60%
2	Sterlite Power Grid Ventures Limited	40%
	Total	100%

Source: Investment Manager

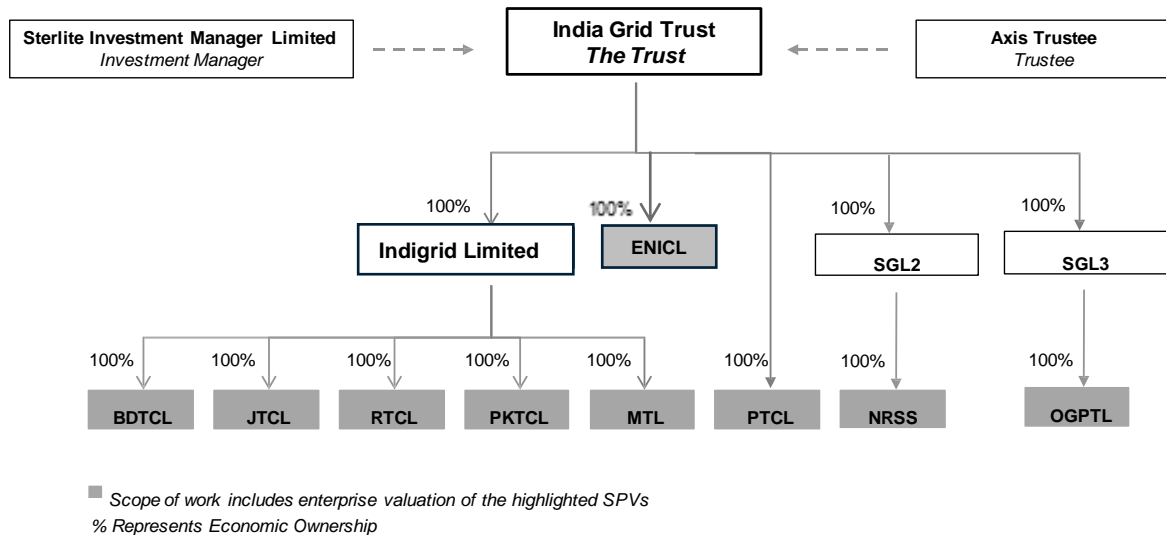
Assets to be Valued:

Enterprise Value (“EV”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities. The below mentioned financial assets are valued at Enterprise Value.

Sr No.	Name of the SPV
1	Bhopal Dhule Transmission Company Limited ("BDTCL")
2	Jabalpur Transmission Company Limited ("JTCL")
3	Maheshwaram Transmission Limited ("MTL")
4	RAPP Transmission Company Limited ("RTCL")
5	Purulia & Kharagpur Transmission Company Limited ("PKTCL")
6	Patran Transmission Company Limited ("PTCL")
7	Northern Region Strengthening Scheme XXIX Transmission Limited ("NRSS")
8	Odisha Generation Phase - II Transmission Limited ("OGPTL")
9	East-North Interconnection Company Limited ("ENICL")

(Together referred to as “the SPVs”)

Group Structure of the Trust as at 30th June 2020



Source: Investment Manager

1.2. Purpose and Scope of Valuation

Purpose of Valuation

1.2.1. As per Regulation 21(5) of Chapter V of the SEBI InvIT Regulations,

"A half yearly valuation of the assets of the InvIT shall be conducted by the valuer for the half-year ending September 30th for a publicly offered InvIT for incorporating any key changes in the previous six months and such half yearly valuation report shall be prepared within one month from the date of end of such half year:

Provided that in case the consolidated borrowings and deferred payments of an InvIT, in terms of Regulation 20, is above forty nine per cent, the valuation of the assets of such InvIT shall be conducted by the valuer for quarter ending June, September and December, for incorporating any

Strictly Private and Confidential

key changes in the previous quarter and such quarterly report shall be prepared within one month from the date of the end of such quarter.”

In this regard, the Investment Manager and the Trustee intends to undertake the fair enterprise valuation of the SPVs as on 30th June 2020.

- 1.2.2. In this regard, the Investment Manager and the Trustee have appointed Mr. S. Sundararaman (“Registered Valuer” or “RV” or “I” or “My” or “Me”) bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake the fair valuation at the enterprise level of the SPVs as per the SEBI InvIT Regulations as at 30th June 2020. Enterprise Value (“EV”) is described as the total value of the equity in a business plus the value of its debt and debt related liabilities, minus any cash and cash equivalents to meet those liabilities.
- 1.2.3. Registered Valuer declares that:
- i. The RV is competent to undertake the financial valuation in terms of the SEBI InvIT Regulations;
 - ii. The RV is independent and has prepared the Valuation Report (“the Report”) on a fair and unbiased basis;
 - iii. RV has valued the SPVs based on the valuation standards as specified under sub-regulation 10 of regulation 21 of SEBI InvIT Regulations.
- 1.2.4. This Report covers all the disclosures required as per the SEBI InvIT Regulations and the valuation of the SPVs is impartial, true and fair and in compliance with the SEBI InvIT Regulations.

Scope of Valuation

1.2.5. Nature of the Asset to be Valued

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

1.2.6. Valuation Base

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

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.

1.2.7. Valuation Date

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

The valuation date considered for the fair enterprise valuation of the SPVs is 30th June 2020 (“Valuation Date”). The attached Report is drawn up by reference to accounting and financial information as on 30th June 2020. The RV is not aware of any other events having occurred since 30th June 2020 till date of this Report which he deems to be significant for his valuation analysis.

1.2.8. Premise of Value

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

Going Concern Value

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

- 1.2.9. For the amount pertaining to the operating working capital, the Investment Manager has acknowledged to consider the provisional financial statements as on 30th June 2020 to carry out the valuation of the SPVs.

1.3. Summary of Valuation

I have assessed the fair enterprise value of each of the SPVs on a stand-alone basis by using the discounted cash flow method under the income approach. Following table summarizes my explanation on the usage or non-usage of different valuation methods:

Valuation Approach	Valuation Methodology	Used	Explanation
Cost approach	Net Asset Value	No	NAV does not capture the future earning potential of the business.
Income approach	Discounted Cash Flow	Yes	The revenue of the projects are defined for a certain period of years under TSA, known as "Concession Period". All the SPVs except ENICL have Concession Period of 35 years and in case of ENICL, the Concession Period is 25 years. Hence, the growth potential of the SPVs and the true worth of its business would be reflected in its future earnings potential and therefore, DCF method under the income approach has been considered as an appropriate method for the present valuation exercise.
Market approach	Market Price	No	The equity shares of SPVs are not listed on any recognized stock exchange of India. Hence, I was unable to apply market price method.
	Comparable Companies Multiples	No	In the absence of any exactly comparable listed companies with characteristics and parameters similar to that of the SPVs, I have not considered CCM method in the present case.
	Comparable Transactions Multiples	No	In the absence of adequate details about the Comparable Transactions, I was unable to apply the CTM method.

Under the DCF method, the Free Cash Flow to Firm (FCFF) has been used for the purpose of valuation of each of the SPVs. In order to arrive at the fair EV of the individual SPVs under the DCF method, I have relied on unaudited financial statements as at 30th June 2020 prepared in accordance with the Indian Accounting Standards (IndAS) and the financial projections of the respective SPVs prepared by the Investment Manager as at the Valuation Date based on their best judgement. The discount rate considered for the respective SPVs for the purpose of this valuation exercise is based on the Weighted Average Cost of Capital ("WACC") for each of the SPVs. As all the SPVs under consideration have executed projects under the BOOM model, the ownership of the underlying assets shall remain with the SPVs even after the expiry of the concession period. Accordingly, terminal period value i.e. value on account of cash flows to be generated even after the expiry of concession period has been considered in the current valuation exercise.

Strictly Private and Confidential

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

Sr No.	SPVs	Projection Period (Balance TSA Period)	WACC	Fair EV (INR Mn)
1	BDTCL	~ 28 Years 9 Months	8.63%	19,013
2	JTCL	~ 28 Years 8 Months	8.88%	14,526
3	MTL	~ 32 Years 6 Months	8.40%	5,595
4	RTCL	~ 30 Years 8 Months	8.30%	4,082
5	PKTCL	~ 30 Years 9 Months	8.30%	6,595
6	PTCL	~ 31 Years 5 Months	8.35%	2,417
7	NRSS	~ 33 Years 2 Months	8.23%	43,857
8	OGPTL	~ 33 Years 9 Months	8.34%	14,375
9	ENICL*	~ 15 Years 4 Months	8.70% to 12.03%	11,244
Total				1,21,704

**Only in case of ENICL, I have considered separate WACC for explicit period and terminal period.*

Further to above, considering that present valuation exercise is based on the future financial performance and based on opinions on the future credit risk, cost of debt assumptions, etc., which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and variations may be material. Accordingly, a quantitative sensitivity analysis is considered on the WACC by increasing/ decreasing it by 1.00%

Fair Enterprise Valuation Range based on WACC parameter (1.00%)

<i>INR Mn</i>							
Sr No.	SPVs	Base WACC	EV	WACC +1.00%	EV	WACC -1.00%	EV
1	BDTCL	8.63%	19,013	9.63%	17,550	7.63%	20,818
2	JTCL	8.88%	14,526	9.88%	13,289	7.88%	16,046
3	MTL	8.40%	5,595	9.40%	5,086	7.40%	6,236
4	RTCL	8.30%	4,082	9.30%	3,754	7.30%	4,482
5	PKTCL	8.30%	6,595	9.30%	6,074	7.30%	7,234
6	PTCL	8.35%	2,417	9.35%	2,224	7.35%	2,656
7	NRSS	8.23%	43,857	9.23%	40,233	7.23%	48,341
8	OGPTL	8.34%	14,375	9.34%	13,174	7.34%	15,874
9	ENICL	8.70% to 12.03%	11,244	9.70% to 13.03%	10,558	7.70% to 11.03%	12,027
Total of all SPVs			1,21,704	1,11,942		1,33,714	

2. Procedures adopted for current valuation exercise

- 2.1. I have performed the valuation analysis, to the extent applicable, in accordance with ICAI Valuation Standards, 2018 (“IVS”) issued by the Institute of Chartered Accountants of India read with sub-regulation 10 of regulation 21 of SEBI InvIT Regulations.
- 2.2. In connection with this analysis, I have adopted the following procedures to carry out the valuation analysis:
- 2.2.1. Requested and received financial and qualitative information relating to the SPVs;
 - 2.2.2. Obtained and analyzed data available in public domain, as considered relevant by me;
 - 2.2.3. Discussions with the Investment Manager on the key updates in the businesses of the SPVs – business and fundamental factors that affect its earning-generating capacity including strengths, weaknesses, opportunities and threats analysis and historical and expected financial performance;
 - 2.2.4. Undertook industry analysis for key updates, if any.
 - 2.2.5. Analysis of other publicly available information
 - 2.2.6. Selection of valuation approach and valuation methodology/(ies), in accordance with IVS, as considered appropriate and relevant by us.
 - 2.2.7. Determination of fair EV of the SPVs.

<<This space intentionally left blank>>

3. Overview of the InvIT and the SPVs

The Trust

- 3.1. The Trust is registered with SEBI pursuant to the SEBI InvIT Regulations. The Trust was established on 21st October 2016 by SPGVL as the Sponsor to own inter-state power transmission assets in India. The units of the Trust are listed on the National Stock Exchange of India Limited and BSE Limited since 6th June 2017.
- 3.2. The Trust has acquired from the Sponsor the SPVs namely, BDTCL, JTCL, MTL, RTCL, PKTCL, NRSS and OGPTL and PTCL from Techno Electric & Engineering Company Limited (“TEECL”) and ENICL from Sterlite Power Transmission Limited (“SPTL”) and the Sponsor. Following is the summary of the past EVs and the date of acquisition of the SPVs:

Asset Name	Acquisition Date	Enterprise Value (INR Mn)									Acquisition Value
		31-Mar-20	30-Sep-19	31-Mar-19	30-Sep-18	31-Mar-18	30-Sep-17	31-Mar-17	31-Mar-16	31-Mar-15	
BDTCL	30-May-17	18,565	19,091	19,470	19,694	20,319	21,431	21,541	21,812	20,113	
JTCL	30-May-17	14,426	14,774	14,608	14,937	15,431	15,988	16,125	19,407***	14,295	37,020**
MTL	14-Feb-18	5,437	5,383	5,268	5,423	5,564	5,218	-----	NA-----	-----	4,697
RTCL	14-Feb-18	4,008	4,173	4,035	4,084	4,054	3,935	-----	NA-----	-----	3,542
PKTCL	14-Feb-18	6,439	6,477	6,390	6,481	6,618	6,512	-----	NA-----	-----	5,861
PTCL*	31-Aug-18	2,370	2,442	2,423	2,401	-----	-----	NA-----	-----	-----	2,320
NRSS	3-Jun-19	43,911	44,349	-----	-----	-----	NA-----	-----	-----	-----	40,465
OGPTL	27-Jun-19	14,105	13,878	-----	-----	-----	NA-----	-----	-----	-----	11,980
ENICL	24-Mar-20	10,949	-----	-----	-----	-----	NA-----	-----	-----	-----	10,200

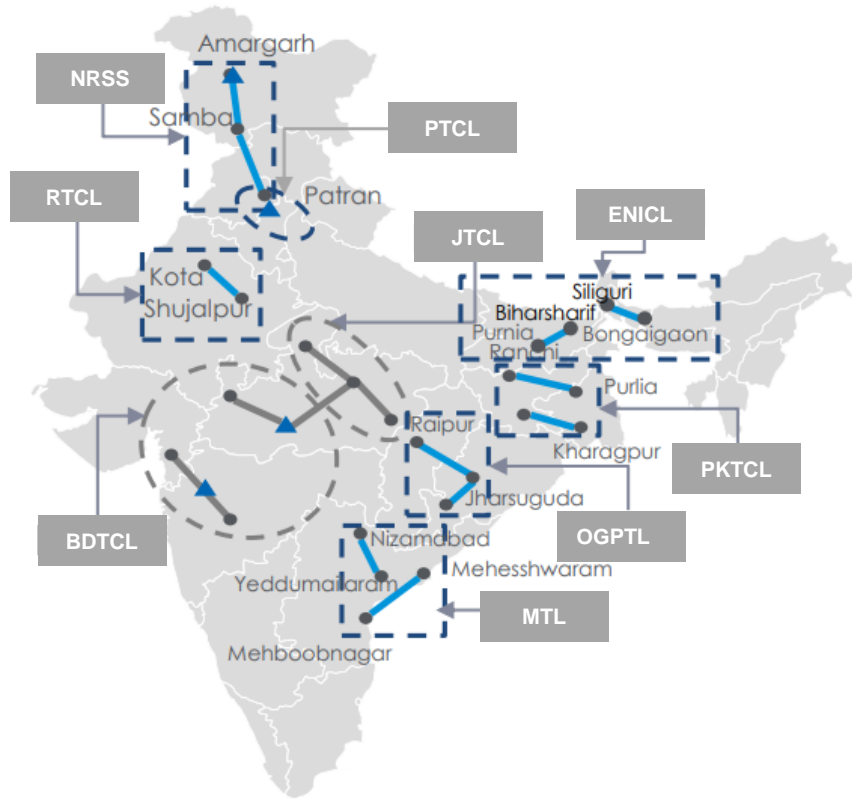
*PTCL was acquired from TEECL

**Consolidated Purchase Price paid by the Trust for the acquisition at the time of Initial Public Offer

***For JTCL, the Investment Manager had previously projected the incremental revenue to be at 40% of the non escalable revenue charges during the valuation exercise of 31st March 2016, however the same was subsequently reduced to 9.8903% of non escalable charges during the valuation exercise of 31st March 2017 as per the CERC order dated 8th May 2017.

<< This space is intentionally left blank >>

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



Source: Investment Presentation Q4FY20

3.3. **Bhopal Dhule Transmission Company Limited (BDTCL)**

3.3.1. Summary of details of BDTCL are as follows:

Parameters	Details
Project Cost	INR 21,634 Mn
Total Length	944 ckms
Scheduled COD	31 st March, 2014
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

3.3.2. The BDTCL project was awarded to Indigrd Limited (formerly known as SGL1) by the Ministry of Power on 31st January 2011 for a 35 year period from the scheduled commercial operation date on a Build-Own-Operate-Maintain (“BOOM”) basis. The expiry date of TSA shall be the date which is 35 years from the scheduled Commercial Operation Date (“COD”) of the project.

3.3.3. BDTCL operates six extra high voltage overhead transmission lines of 944 Ckms comprising four 765 kV single circuit lines of 891 Ckms and two 400 kV dual circuit lines of 53 Ckms. The single circuit lines comprise a 260 ckms line from Jabalpur to Bhopal in Madhya Pradesh, a 176 Ckms line from Bhopal to Indore in Madhya Pradesh, a 192 Ckms line from Aurangabad to Dhule in Maharashtra and a 263 Ckms line from Dhule (Maharashtra) to Vadodara (Gujarat). The double circuit lines consist of a 36 Ckms line within Dhule and a 17 Ckms line within Bhopal. In addition, the project includes two 3,000 MVA sub-stations, one each in Bhopal and Dhule.

3.3.4. BDTCL facilitates the transfer of electricity from coal-fired power generation sources from the states of Odisha and Chhattisgarh to power load centres in India's western and northern regions.

3.4. **Jabalpur Transmission Company Limited (JTCL)**

3.4.1. Summary of details of JTCL are as follows:

Parameters	Details
Project Cost	INR 19,183 Mn
Total Length	992 ckms
Scheduled COD	1 st March, 2014
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

3.4.2. The JTCL project was awarded to Indgrid Limited (formerly known as SGL1) by the Ministry of Power on 19th January 2011 for a 35 year period from the scheduled commercial operation date on a BOOM basis. The expiry date of TSA shall be the date which is 35 years from the scheduled COD of the project.

3.4.3. JTCL operates two extra high voltage overhead transmission lines of 992 Ckms in the states of Chhattisgarh and Madhya Pradesh comprising one 765 kV dual circuit line of 757 Ckms from Dharamjaygarh (Chhattisgarh) to Jabalpur (Madhya Pradesh) and one 765 kV single circuit Line of 235 Ckms from Jabalpur to Bina in Madhya Pradesh.

3.4.4. JTCL alleviates transmission capacity bottlenecks and expands the reliability and stability of the power grid in western and northern India by providing open access to transmit power from the independent power projects in the east of India.

3.5. **Maheshwaram Transmission Limited (MTL)**

3.5.1. Summary of details of MTL are as follows:

Parameters	Details
Project Cost	INR 3,841 Mn
Total Length	477 ckms
Scheduled COD	1 st June, 2018
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

3.5.2. The MTL project was awarded to Sterlite Grid 3 Limited by the Ministry of Power on 10th June 2015 for a 35 year period from the scheduled commercial operation date on BOOM basis. The expiry date of TSA shall be the date which is 35 years from the COD of the project.

3.5.3. MTL will create a key component to enable Southern region to draw more power from North-East-West Grid and address the issue of power stability in Telangana region. The improved grid connectivity shall facilitate power procurement from the ISTS network to the beneficiary states Telangana, Tamil Nadu, Seemandhra and Karnataka to meet their electricity demands. The project is envisaged to provide grid connectivity for Maheshwaram 765/400 kV Pooling Substation and Nizamabad 765/400 kV Substation.

3.6. **RAPP Transmission Company Limited (RTCL)**

3.6.1. Summary of details of RTCL are as follows:

RTCL

Parameters	Details
Project Cost	INR 2,601 Mn
Total Length	403 ckms
Scheduled COD	1 st March, 2016
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

3.6.2. The RTCL project was awarded to Sterlite Grid 2 Limited by the Ministry of Power on 24th July 2013 for a 35 year period from the scheduled commercial operation date on a BOOM basis. The expiry date of TSA shall be the date which is 35 years from the scheduled COD of the project.

3.6.3. The RTCL project transfers power from the atomic power plant near Kota in Rajasthan to Shujalpur in Madhya Pradesh to provide the path for the evacuation of electricity generated at RAPP-7 and 8. Its route length is 201 Kms. The network will act as an interregional link between the Northern and the Western region.

3.6.4. RTCL alleviates transmission capacity bottlenecks and expands the reliability and stability of the power grid in western and northern India by providing open access to transmit power from the independent power projects in the west of India.

3.7. **Purulia & Kharagpur Transmission Company Limited (PKTCL)**

3.7.1. Summary of details of PKTCL are as follows:

Parameters	Details
Project Cost	INR 4,405 Mn
Total Length	545 ckms
Scheduled COD	11 th March 2016
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

3.7.2. The PKTCL project was awarded to Sterlite Grid 2 Limited by the Ministry of Power on 6th August 2013 for a 35 year period from the scheduled commercial operation date on BOOM basis. The expiry date of TSA shall be the date which is 35 years from the scheduled COD of the project.

3.7.3. PKTCL project has been brought into existence, keeping in view the growing generation capacity in the eastern region. It was much needed to strengthen the interconnection of the state grids with regional grids to facilitate exchange of additional power between them. Its route length is 545 Ckms.

Patran Transmission Company Limited (PTCL)

3.7.4. Summary of details of the PTCL are as follows:

Parameters	Details
Project Cost	INR 2,250 Mn
Total Length	10 ckms
Scheduled COD	11 th November, 2016
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

Strictly Private and Confidential

- 3.7.5. The PTCL project located in Patran Village Nihal, Punjab was awarded to TEECL by the Ministry of Power for a 35 year period from the scheduled commercial operation date on BOOM basis. The expiry date of TSA shall be the date which is 35 years from the scheduled COD of the project.
- 3.7.6. The PTCL project's need arose because of the partial grid disturbance in the Patial – Sangrur district of Punjab in July 2011. There were 5 substations of 220 kV in the vicinity and a need for 400 / 220 kV substation was felt to avoid the unbalanced loading. The 400/220 kV S/s at Patran would be connected to the grid by LILO of Patial-Kaithal 400 kV D/C

3.8. **Northern Region Strengthening Scheme XXIX Transmission Limited (NRSS)**

- 3.8.1. Summary of details of NRSS are as follows:

Parameters	Details
Project Cost	INR 28,082 Mn
Total Length	830 ckms/ 415 kms
Scheduled COD	5 th August 2018
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

- 3.8.2. The NRSS project was awarded by the Ministry of Power on 2nd January 2014 for a 35 years period from the commercial operation date on a BOOM basis.
- 3.8.3. The NRSS XXIX Transmission Limited project is expected to deliver over 2,000 MW of electricity from Punjab to the Kashmir Valley by strengthening the transmission system in these two states. The Jalandar-Samba 400 kV D/C transmission line was commissioned in June 2016. NRSS XXIX Transmission Limited commissioned the other two 400 kV double circuit transmission lines and one 400/220 kV GIS sub-station in September 2018. The SPV would operate and maintain these for a minimum tenure of 35 years.

Odisha Generation Phase - II Transmission Limited (OGPTL)

- 3.8.4. Summary of details of OGPTL are as follows:

Parameters	Details
Project Cost	INR 12,200 Mn
Total Length	710 ckms/355 kms
Scheduled COD	08 th August 2019
Expiry Date	35 years from COD
Trust's stake	100% economic ownership

Source: Investment Manager

- 3.8.5. The OGPTL project was awarded to SGL 3 by the Ministry of Power on 19th January 2011 for a 35 years period from the commercial operation date on a BOOM basis.
- 3.8.6. The OGPTL project is a part of Common Transmission System for Phase – II Generation Projects and Immediate Evacuation System for OPGC Projects in Odisha. The transmission lines will be part of the interstate transmission network providing additional evacuation up to 5,000 MW of electricity from Odisha-based plants that are seeking better access to power-consuming centers. The OPGC – Jharsuguda 400 kV D/C transmission line was commissioned in August 2017 and Jharsuguda – Raipur 765 kV D/C transmission line in April 2019. The SPV would operate and maintain these for a minimum tenure of 35 years.

East-North Interconnection Company Limited (ENICL)

3.8.7. Summary of details of ENICL are as follows:

Parameters	Details
Project Cost	INR 12,519 Mn
Total Length	909 ckms/452 kms
Issue of Transmission License	28 th October 2010
Scheduled COD	07 th January 2013
Expiry Date	25 years from issue of Transmission License
Trust's stake	100% economic ownership

Source: Investment Manager

- 3.8.8. The ENICL project was awarded to Sterlite Technologies Limited, by the Ministry of Power on 7th January 2010 for a period of 25 years from the date of issue of Transmission Licence by Central Electricity Regulatory Commission (“CERC”) on a BOOM basis.
- 3.8.9. ENICL is engaged in the establishment of two 400 KV Double Circuit transmission lines (with a total line length of 452 Km) that passes through the Indian states at Assam, West Bengal, and Bihar. Bongaigaon Silliguri Line, having the length of 220 kms passing through the states of Assam and West Bengal. Purnea Biharsharif Line with the length of 232 kms passes through the state of Bihar. As per the terms of TSA, ENICL would construct, operate and maintain these for a minimum tenure of 25 years.
- 3.8.10. On 23rd August, 2016, the Purnea -Biharsharif transmission line (“PB Line”) of ENICL was rendered inoperable due to flooding in the Ganga river which damaged certain towers of the transmission line. The restoration work for the same is completed on 23rd June, 2017. ENICL had claimed this event as a force majeure event under the TSA. The Eastern Regional Power Committee (“ERPC”) accepted the event as force majeure and accordingly company received availability certificates considering deemed availability of PB Line which recognize the incident as force majeure. Further, ENICL received transmission charges post the incident based on the availability certificates considering deemed availability of PB Line.
- 3.8.11. On 10th August, 2018, a tower of PB Line collapsed due to change of course of river Ganges and water flow with very high velocity. ENICL has claimed this event as a force majeure event under the TSA. The ERPC through 148th operation co-ordination committee meeting held on 03rd September 2018 accepted the event as force majeure event. The Investment Manager has confirmed that PB line is restored in December 2019. ENICL has incurred INR 972 million for strengthening of the pile foundation showers in Ganga River and does not expect such incident to recur.

<< This space is intentionally left blank >>

4. Valuation Methodology and Approach

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

4.4. **Cost approach**

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

Net Asset Value ("NAV")

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

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

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

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

4.5. **Market approach**

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

Comparable Companies Multiple ("CCM") method

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

Comparable Transactions Multiple ("CTM") method

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

Market Price method

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

4.6. Income approach

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

Discounted Cash Flow ("DCF") method

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

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

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

Conclusion on Valuation Approach

- 4.7. It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing my analysis, I have made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the SPVs. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the SPVs, and other factors which generally influence the valuation of companies and their assets.
- 4.8. The goal in selection of valuation approaches and methods for any financial instrument is to find out the most appropriate method under particular circumstances on the basis of available information. No one method is suitable in every possible situation. Before selecting the appropriate valuation approach and method, I have considered various factors, inter-alia, the basis and premise of current valuation exercise, purpose of valuation exercise, respective strengths and weaknesses of the possible valuation approach and methods, availability of adequate inputs or information and its reliability and valuation approach and methods considered by the market participants.

Cost approach

The existing book value of EV of the SPVs comprising of the value of its net fixed assets and working capital based on the provisional financial statement as at 30th June 2020 and based on audited financial statement as at 31st March 2020 and of the respective SPVs prepared as per Indian Accounting Standards (IND AS) are as under:

Sr No.	SPVs	INR Mn	
		Book EV	
		Unaudited 30 th Jun 20	Audited 31 st Mar 20
1	BDTCL	18,426	18,321
2	JTCL	14,215	14,526
3	MTL	3,744	3,710
4	RTCL	2,378	2,376
5	PKTCL	4,144	4,098
6	PTCL	1,661	1,669
7	NRSS	27,143	27,825
8	OGPTL	12,403	12,403
9	ENICL	9,786	9,736

In the present case, since the SPVs have entered into TSA, the revenue of SPVs are pre-determined for the life of the projects. In such scenario, the true worth of the business is reflected in its future earning capacity rather than the cost of the project. Accordingly, since the NAV does not capture the future earning potential of the businesses, I have not considered the Cost approach for the current valuation exercise.

Market approach

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

Income approach

The SPVs are operating as BOOM model based projects. The revenue of the projects are defined for 35 years under the TSA except for ENICL which is defined for 25 years under the TSA. Hence, the growth potential of the SPVs and the true worth of its business would be reflected in its future earnings potential and therefore, DCF method under the income approach has been considered as an appropriate method for the present valuation exercise.

<< This space is intentionally left blank >>

5. Valuation Conclusion

- 5.1. The current valuation has been carried out based on the discussed valuation methodology explained herein earlier. Further, various qualitative factors, the business dynamics and growth potential of the business, having regard to information base, management perceptions, key underlying assumptions and limitations were given due consideration.
- 5.2. I have been represented by the Investment Manager that there is no potential devolvement on account of the contingent liability as of valuation date; hence no impact of the same has been factored in to arrive at EV of the SPVs.
- 5.3. The Investment Manager have also represented that there is no material change in the contingent liabilities from 31st March 2020 till the date of this report.
- 5.4. Based on the above analysis, the EV as on the Valuation Date of the SPVs is as mentioned below:.

SPVs	Explicit Projection period		Enterprise Value (INR Mn)		
	End Date	Balance Period	Explicit Period (A)	Terminal Value (B)	Fair EV (A+B)
BDTCL	30 th Mar 2049	~ 28 Years 9 Months	17,872	1,141	19,013
JTCL	28 th Feb 2049	~ 28 Years 8 Months	13,597	930	14,526
MTL	13 th Dec 2052	~ 32 Years 6 Months	5,262	333	5,595
RTCL	28 th Feb 2051	~ 30 Years 8 Months	3,915	167	4,082
PKTCL	10 th Mar 2051	~ 30 Years 9 Months	6,280	315	6,595
PTCL	10 th Nov 2051	~ 31 Years 5 Months	2,304	114	2,417
NRSS	1 st Sep 2053	~ 33 Years 1 Month	41,930	1,926	43,857
OGPTL	5 th April 2054	~ 33 Years 9 Months	13,713	662	14,375
ENICL	27 th Oct 2035	~ 15 Years 4 Months	10,370	875	11,244

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

Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material. Accordingly, I have conducted sensitivity analysis on Weighted Average Cost of Capital (WACC) by increasing / decreasing it by 1.00%

I understand that there are various other unobservable valuation inputs like regulatory changes, tax changes, capital expenditure etc. which are difficult to estimate and run sensitivity on the same and based on which there can be an impact on fair enterprise valuation.

Fair Enterprise Valuation Range based on WACC parameter (1.00%)

<i>INR Mn</i>							
Sr No.	SPVs	Base WACC	EV	WACC +1.00%	EV	WACC -1.00%	EV
1	BDTCL	8.63%	19,013	9.63%	17,550	7.63%	20,818
2	JTCL	8.88%	14,526	9.88%	13,289	7.88%	16,046
3	MTL	8.40%	5,595	9.40%	5,086	7.40%	6,236
4	RTCL	8.30%	4,082	9.30%	3,754	7.30%	4,482
5	PKTCL	8.30%	6,595	9.30%	6,074	7.30%	7,234
6	PTCL	8.35%	2,417	9.35%	2,224	7.35%	2,656
7	NRSS	8.23%	43,857	9.23%	40,233	7.23%	48,341
8	OGPTL	8.34%	14,375	9.34%	13,174	7.34%	15,874
9	ENICL	8.70% to 12.03%	11,244	9.70% to 13.03%	10,558	7.70% to 11.03%	12,027
Total of all SPVs			1,21,704		1,11,942		1,33,714

<< This space is intentionally left blank >>

6. Sources of Information

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

- 6.1. Audited financial statements of the SPVs for the Financial Year (“FY”) ended 31st March 2017, 31st March 2018, 31st March 2019, 31st March 2020;
- 6.2. Provisional profit&loss account and balance sheet of the SPVs for the period ended 30th June 2020;
- 6.3. Projected incremental revenue due to change in law in MTL, NRSS, OGPTL, BDTCL, JTCL and ENICL.
- 6.4. Details of brought forward losses (as per Income Tax Act) as at 31st March 2020;
- 6.5. Details of written down value (as per Income Tax Act) of assets as at 31st March 2020;
- 6.6. Details of projected Repairs and Capital Expenditure (“Capex”) as represented by the Investment Manager.
- 6.7. As on 30th June 2020, India Grid Trust holds equity stake in the SPVs as mentioned in the Para 3. As represented to us by the Investment Manager, there are no changes in the shareholding pattern from 30th June 2020 to the date of issuance of this Report.
- 6.8. Transmission Service Agreement of the SPVs with Long Term Transmission Customers and Tariff Adoption Order by Central Electricity Regulatory Commission (“CERC”).
- 6.9. Management Representation Letter by Investment Manager dated 27th July 2020.

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

By nature, valuation is based on estimates, however, considering the outbreak of COVID-19 Pandemic and the consequent economic slowdown, the risks and uncertainties relating to the events occurring in the future, the actual figures in future may differ from these estimates and may have a significant impact on the valuation of the SPVs.

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

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

Further, considering the current crisis in relation to COVID-19 in India and across the globe, I have been informed by the Investment Manager, that the forecasts / projections provided for the valuation exercises are prepared after reasonably evaluating and incorporating the impact of outbreak of COVID-19 pandemic as per prevalent conditions as on date.

<<This space is intentionally left blank>>

7. Exclusions and Limitations

- 7.1. The Report is subject to the limitations detailed hereinafter. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.
- 7.2. Valuation analysis and results are specific to the purpose of valuation and is not intended to represent value at any time other than valuation date of 30th June 2020 (Valuation Date) mentioned in the Report and as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 7.3. This Report, its contents and the results are specific to (i) the purpose of valuation agreed as per the terms of our engagements; (ii) the Valuation Date and (iii) are based on the financial information of SPVs till 30th June 2020. The Investment Manager has represented that the business activities of SPVs have been carried out in normal and ordinary course between 30th June 2020 and the Report Date and that no material changes have occurred in the operations and financial position between 30th June 2020 and the Report date.
- 7.4. I have been informed by the Investment Manager that there will be certain impact of the on-going COVID-19 pandemic outbreak on the operations of the SPV. Accordingly, I have added Temporary Additional Risk Premium ("TARP") and Temporary Company Specific Risk Premium ("TCSR") while calculating the WACC. I also understand that the projections provided are after considering the impact of COVID-19.
- 7.5. The scope of the assignment did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by me during the course of work. The assignment did not involve me to conduct the financial or technical feasibility study. I have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the SPVs or any of other entity mentioned in this Report and have considered them at the value as disclosed by the SPVs in their regulatory filings or in submissions, oral or written, made to me.
- 7.6. In addition, I do not take any responsibility for any changes in the information used by me to arrive at the conclusion as set out herein which may occur subsequent to the date of Report or by virtue of fact that the details provided to me are incorrect or inaccurate.
- 7.7. I have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to me or used by me; I have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of SPVs or any other entity mentioned in the Report. Nothing has come to my knowledge to indicate that the material provided to me was misstated or incorrect or would not afford reasonable grounds upon which to base this Report.
- 7.8. This Report is intended for the sole use in connection with the purpose as set out above. It can however be relied upon and disclosed in connection with any statutory and regulatory filing in connection with the provision of SEBI InvIT Regulations. However, I will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report, without my written consent.
- 7.9. It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

Strictly Private and Confidential

- 7.10. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.
- 7.11. This Report is based on the information received from the sources mentioned in para 6 and discussions with the Investment Manager. I have assumed that no information has been withheld that could have influenced the purpose of Report.
- 7.12. Valuation is not a precise science and the conclusions arrived at in many cases may be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. I have arrived at an indicative EV based on my analysis. While I have provided an assessment of the value based on an analysis of information available to me and within the scope of engagement, others may place a different value on this business.
- 7.13. Any discrepancies in any table / appendix between the total and the sums of the amounts listed are due to rounding-off.
- 7.14. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.
- 7.15. I do not carry out any validation procedures or due diligence with respect to the information provided/extracted or carry out any verification of the assets or comment on the achievability and reasonableness of the assumptions underlying the financial forecasts, save for satisfying myself to the extent possible that they are consistent with other information provided to me in the course of this engagement.
- 7.16. My conclusion assumes that the assets and liabilities of the SPVs, reflected in their respective latest balance sheets remain intact as of the Report date.
- 7.17. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither myself, nor any of my officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, I make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. I expressly disclaim any and all liabilities, which may arise based upon the information used in this Report. I am not liable to any third party in relation to the issue of this Report.
- 7.18. The scope of my work has been limited both in terms of the areas of the business and operations which I have reviewed and the extent to which I have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- 7.19. For the present valuation exercise, I have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by us.
- 7.20. In the particular circumstances of this case, my liability (in contract or under statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage caused, shall be limited to the amount of fees actually received by me from the Investment Manager, as laid out in the engagement letter, for such valuation work.

Strictly Private and Confidential

- 7.21. In rendering this Report, I have not provided any legal, regulatory, tax, accounting or actuarial advice and accordingly I do not assume any responsibility or liability in respect thereof.
- 7.22. This Report does not address the relative merits of investing in InvIT as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- 7.23. I am not advisor with respect to legal tax and regulatory matters for the proposed transaction. No investigation of the SPVs' claim to title of assets has been made for the purpose of this Report and the SPVs' claim to such rights have been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 7.24. I have no present or planned future interest in the Trustee, Investment Manager or the SPVs and the fee for this Report is not contingent upon the values reported herein. My valuation analysis should not be construed as investment advice; specifically, I do not express any opinion on the suitability or otherwise of entering into any financial or other transaction with the Investment Manager or the SPV.
- 7.25. I have submitted the draft valuation report to the Trust and Investment Manager for confirmation of accuracy of factual data used in my analysis and to prevent any error or inaccuracy in the final valuation report.

Limitation of Liabilities

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

Limitation on account of COVID-19 and Significant Uncertainty in Valuation

- 7.30. The global spread of the coronavirus pandemic (COVID-19) has created significant volatility, uncertainty and economic disruption. The extent to which the coronavirus pandemic impacts businesses of the SPVs, its operations and financial results will depend on numerous evolving factors that one may not be able to accurately predict as of now. The COVID-19 pandemic has already had several significant effects, direct and indirect, short/long term impact, on the business of SPVs, including the ability of its customers to pay for the SPVs services, higher credit cost, higher operating cost, etc. as a result of the slowdown in the Indian economy driven by the responses to the pandemic.

Strictly Private and Confidential

- 7.31. The impact of the outbreak has been rapidly evolving in India and India has already reacted by instituting quarantine measures, mandating business and school closure and restricting travel, all of which have had an adverse effect on the India's economic performance. To cushion the economic and financial market impacts, the Government of India has committed to fiscal stimulus, liquidity provisions and financial support. Accordingly, the COVID-19 pandemic might have a significant impact on the risk-free rate of India in the future.
- 7.32. In the present case, I have valued the SPVs' Enterprise Value considering the DCF method of valuation, which is based on the principle that the fair market value of an entity may be measured by the present value of its future cash flows. The present value is calculated through the use of a discount rate. A discount rate is the way an investor reflects the risks of an investment. In simple terms, the higher the risk, the higher the rate of return required. One element of the discount rate that has been directly impacted by COVID-19 is the equity risk premium ("ERP"). An ERP reflects the additional return that investors demand for investing in equity securities, as a group, relative to risk-free investments. Accordingly, I found it appropriate to consider a Temporary Additional Risk Premium ("TARP") in the current valuation exercise. Given the current uncertain times and the unknown impact of COVID-19 on the macro-economic factors like the risk free rate, market liquidity, etc., I have considered a TARP of 1.00% to the ERP.
- 7.33. In this environment, I had requested the Investment Manager to re-look into the projected cash flows based on the on-going pandemic. However, in my opinion, the situation surrounding COVID-19, as at the Valuation Date and as at the Report Date, remains uncertain, and the potential for a material impact on the SPVs' customers or to the SPVs increases, the longer the virus impacts the level of economic activity in India. For these reasons, the Investment Manager may not be able to reasonably estimate with any degree of certainty the future impact COVID-19 may have on the SPV's results of operations, financial position, and liquidity. Accordingly, I found it appropriate to consider an additional Temporary Company Specific Risk Premium ("TCSR") of 1.00%.
- 7.34. It is important to highlight that the current pandemic has created significant uncertainty in valuation and accordingly, I would recommend a degree of caution to the values arrived under current circumstances as the same may change rapidly depending on the changing market scenario. For avoidance of doubt, the existence of significant uncertainty does not mean that valuation cannot be undertaken but it means existence of significant assumptions within the valuation approach and methodology which are based on factors whose outcome are uncertain and hence, results in lower certainty of the value determined in the valuation, than would otherwise be in this case.
- 7.35. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to me or used by me up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and I shall not be obliged to update, revise or reaffirm this Report if information provided to me changes.

Swaminathan
Sundaraman
n

Digitally signed by
Swaminathan
Sundaraman
Date: 2020.07.30
12:10:25 +05'30'

S. Sundararaman

Registered Valuer

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

Place: Chennai

UDIN: 20028423AAAAHV7202



INVESTOR PRESENTATION Q1 FY21 RESULTS



This presentation is prepared and issued by Sterlite Investment Managers Limited (the “Investment Manager”) on behalf of and in its capacity as the investment manager of India Grid Trust (“IndiGrid”) for general information purposes only without regards to specific objectives, financial situations or needs of any particular person and should not be construed as legal, tax, investment or other advice.

This presentation is not a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or an offer document under the Companies Act, 2013, the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, or any other applicable law in India. This presentation does not constitute or form part of and should not be construed as, directly or indirectly, any offer or invitation or inducement to sell or issue or an offer, or any solicitation of any offer, to purchase or sell any securities.

This presentation should not be considered as a recommendation that any person should subscribe for or purchase any securities of: (i) IndiGrid or its portfolio assets (being, IndiGrid Limited, IndiGrid 1 Limited, IndiGrid 2 Limited, Bhopal Dhule Transmission Company Limited, East-North Interconnection Company Limited, Jabalpur Transmission Company Limited, Maheshwaram Transmission Limited, RAPP Transmission Company Limited, Purulia Kharagpur Transmission Company Limited, Patran Transmission Company Limited, NRSS XXIX Transmission Limited, Odisha Generation Phase II Transmission Limited, Jhajjar KT Transco Private Limited**) (collectively, the “IndiGrid Group”), or (ii) its Sponsor (being Sterlite Power Grid Ventures Limited) or subsidiaries of the Sponsor (collectively, the “Sponsor Entities”), and should not be used as a basis for any investment decision.

Unless otherwise stated in this presentation, the information contained herein is based on management information and estimates. The information contained in this presentation is only current as of its date, unless specified otherwise, and has not been independently verified. Please note that, you will not be updated in the event the information in the presentation becomes stale. This presentation comprises information given in summary form and does not purport to be complete and it cannot be guaranteed that such information is true and accurate. You must make your own assessment of the relevance, accuracy and adequacy of the information contained in this presentation and must make such independent investigation as you may consider necessary or appropriate for such purpose. Moreover, no express or implied representation or warranty is made as to, and no reliance should be placed on, the accuracy, fairness or completeness of the information presented or contained in this presentation. Further, past performance is not necessarily indicative of future results. Any opinions expressed in this presentation or the contents of this presentation are subject to change without notice.

None of the IndiGrid Group or the Sponsor Entities or the Investment Manager or the Axis Trustee Company Limited or any of their respective affiliates, advisers or representatives accept any liability whatsoever for any loss howsoever arising from any information presented or contained in this presentation. Furthermore, no person is authorized to give any information or make any representation which is not contained in, or is inconsistent with, this presentation. Any such extraneous or inconsistent information or representation, if given or made, should not be relied upon as having been authorized by or on behalf of the IndiGrid Group or the Sponsor Entities.

The distribution of this presentation in certain jurisdictions may be restricted by law. Accordingly, any persons in possession of this presentation should inform themselves about and observe any such restrictions. This presentation contains certain statements of future expectations and other forward-looking statements, including those relating to IndiGrid Group’s general business plans and strategy, its future financial condition and growth prospects, and future developments in its sectors and its competitive and regulatory environment. In addition to statements which are forward looking by reason of context, the words ‘may’, ‘will’, ‘should’, ‘expects’, ‘plans’, ‘intends’, ‘anticipates’, ‘believes’, ‘estimates’, ‘predicts’, ‘potential’ or ‘continue’ and similar expressions identify forward-looking statements.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance including those relating to general business plans and strategy, future outlook and growth prospects, and future developments in its businesses and its competitive and regulatory environment. No representation, warranty or undertaking, express or implied, is made or assurance given that such statements, views, projections or forecasts, if any, are correct or that any objectives specified herein will be achieved. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results, performances or events to differ materially from the results contemplated by the relevant forward looking statement. The factors which may affect the results contemplated by the forward-looking statements could include, among others, future changes or developments in (i) the IndiGrid Group’s business, (ii) the IndiGrid Group’s regulatory and competitive environment, (iii) the power transmission sector, and (iv) political, economic, legal and social conditions. Given the risks, uncertainties and other factors, viewers of this presentation are cautioned not to place undue reliance on these forward-looking statements.

**INVESTOR
PRESENTATION
Q1 FY21**

Contents

1. OUR VISION AND JOURNEY
2. KEY HIGHLIGHTS Q1 FY21
3. LOOKING AHEAD
4. INDIGRID OVERVIEW
5. APPENDIX

**OUR VISION AND
JOURNEY...**



OUR VISION

To become the most admired yield vehicle in Asia

Focused Business Model

- Long term contracts
- Low operating risks
- Stable cash flows

Value Accretive Growth

- DPU accretive acquisitions Y-o-Y
- Creating growth pipeline for future

Predictable Distribution

- Quarterly distribution
- Minimum 90% of Net cash flow distributed
- Sustainable distributions

Optimal Capital Structure

- Cap on leverage at 70%
- AAA rating; prudent liability management
- Well capitalized

IndiGrid – India’s Only Power Transmission Yield Platform



**INR 122
Bn* AUM**

**20 LINES
5,800 CKMS**

**AAA RATED
PERPETUAL OWNERSHIP**

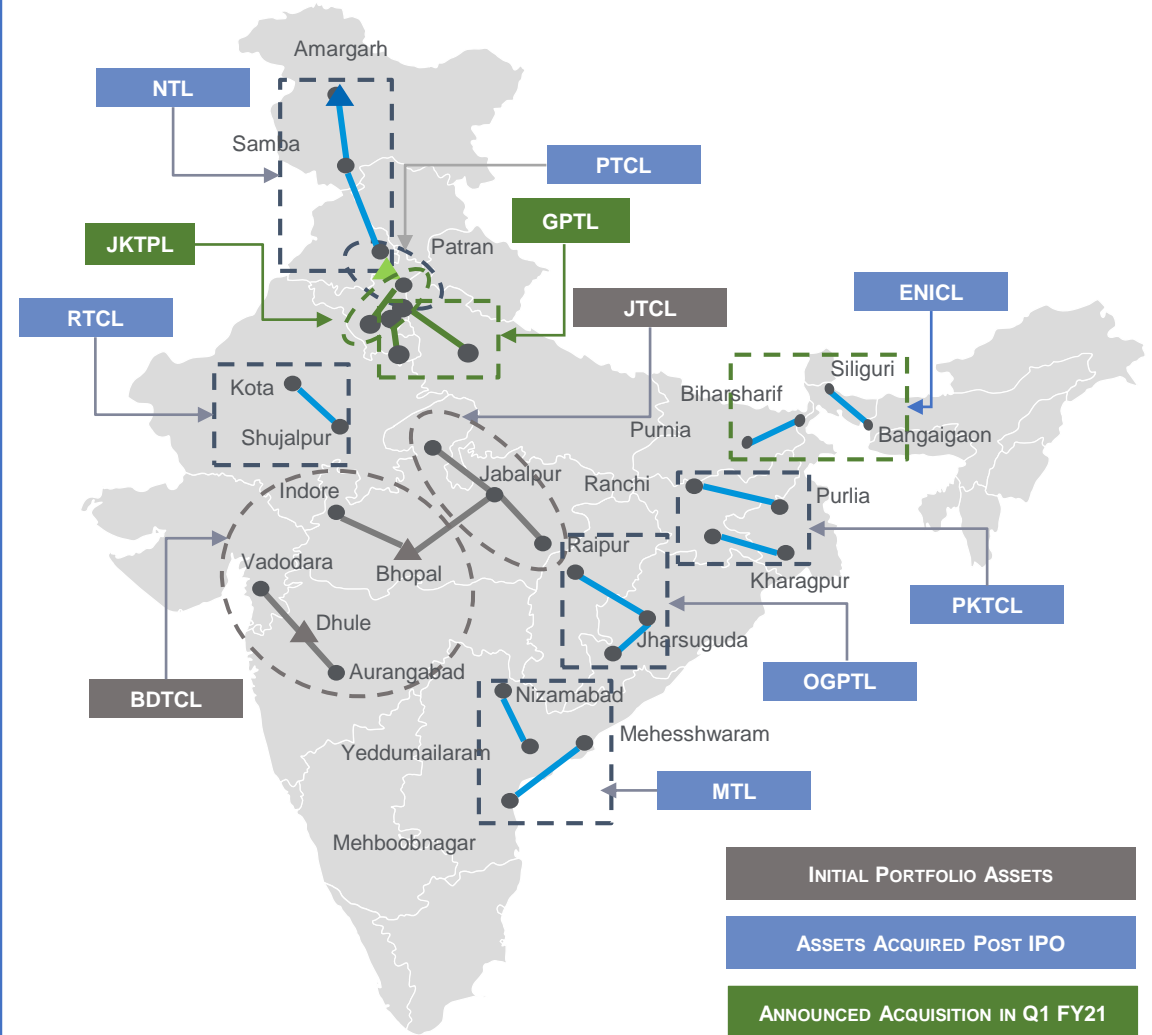
**9,177
TOWERS**

**13 STATES
ACROSS INDIA**

**4 SUBSTATIONS
7,735 MVA**

**~32 YEARS
RESIDUAL CONTRACT**

**3,43,000 MT
STEEL AND ALUMINUM**



**based on independent valuation report of owned assets as of June 30, 2020
#Remaining TSA contractual life of 32 years. However, the projects are on BOOM model with perpetual ownership of IndiGrid;
ENICL has a TSA term of 25 years from the Licence Date*

**KEY HIGHLIGHTS
Q1FY21**



Robust Financials

- Q1 FY21 EBITDA grew 74% YoY on back of steady acquisitions
- Consistent distribution payout at INR 3.00 per unit despite COVID-19 related uncertainties
- Net Debt/AUM at 50% as of June 30th; significantly below the 70% cap as per SEBI InvIT regulations
- AAA Ratings by Crisil, ICRA, India Ratings

Portfolio Growth

- Announced execution of share purchase agreement for acquisition of Jhajjar KT Transco Private Limited (“JKPTL”) for ~INR 3.10 Bn
- Approval for acquisition of Gurgaon Palwal Transmission Limited (“GPTL”) for up to INR 10.8 Bn
- AUM to increase to over INR 135 Bn post these acquisitions

COVID-19 Updates

- No material impact of power demand slowdown on revenue by ensuring steady availability
- ZERO COVID-19 incidents; ensured 100% compliance with Statutory Guidelines
- Collection on track post lockdown

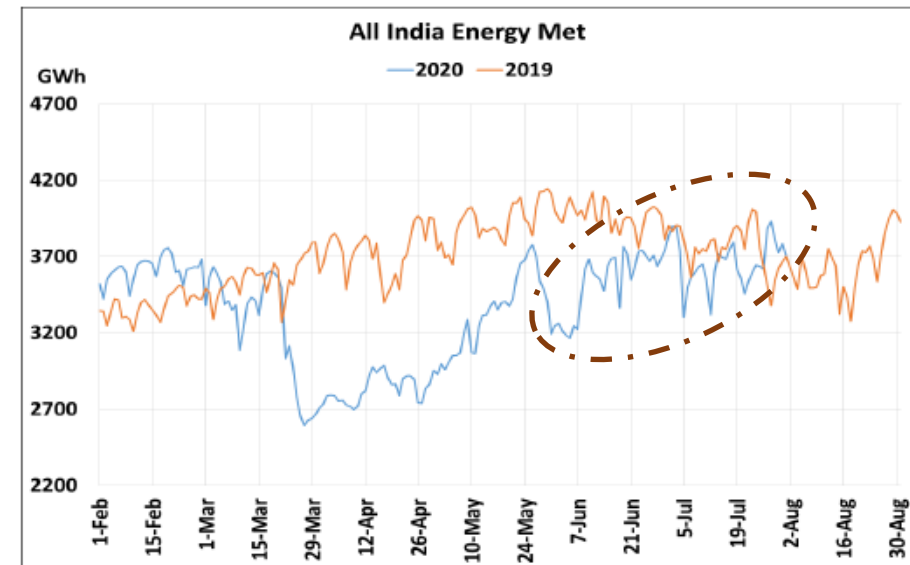
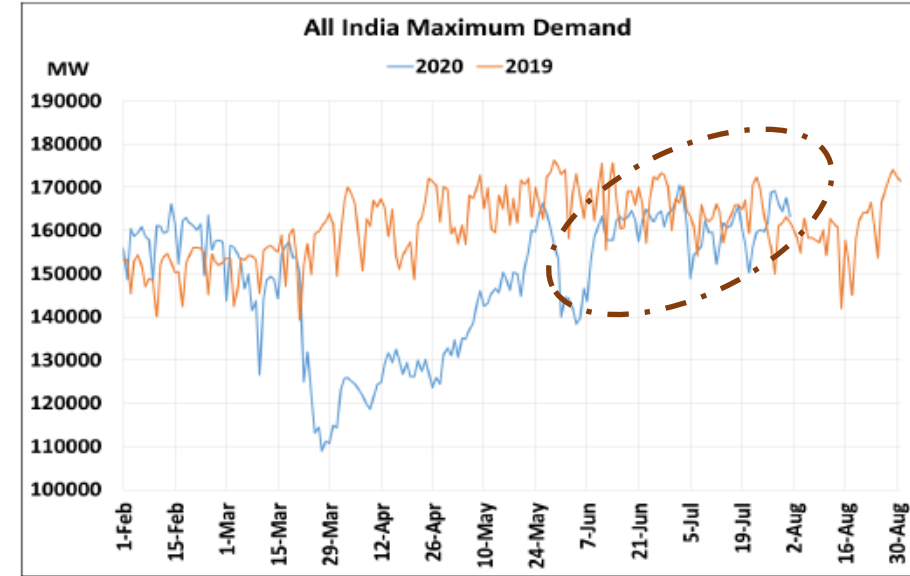
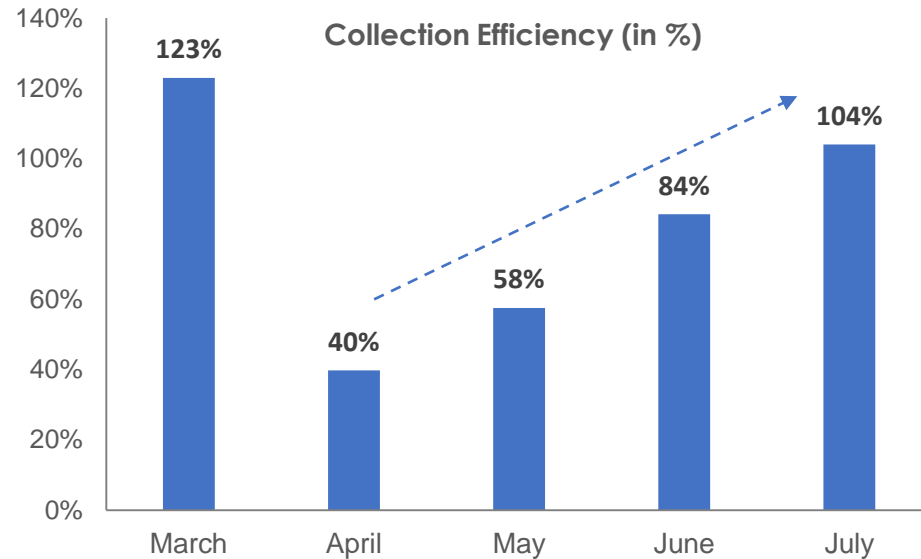
Regulatory Evolution

- Induction of new sponsor allowed; to enable any investors to own >25% shareholding
 - Introduced Norms For De-Classifying Sponsors, to enable existing Sponsor who has no rights/role in the InvIT to exit post the 3-year lock-in period
-

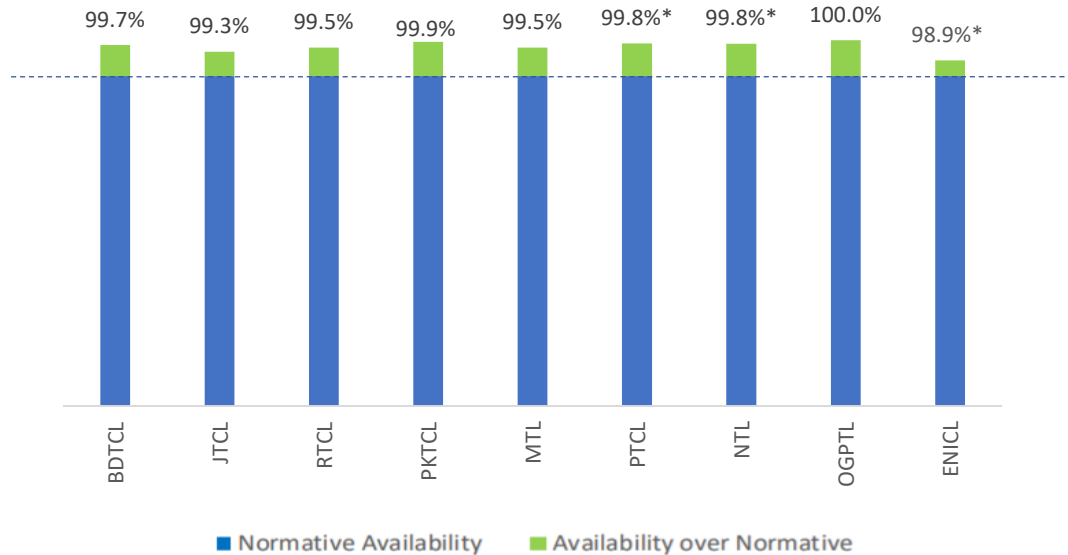
- Transmission tariffs are not linked to power flow and only based on availability of transmission elements
- Power demand rebounded after the slump during slowdown
- Power demand back at FY20 level in June/July

Impact on Collections:

- After the initial impact in April and May, we are seeing improvements in collections
- Collections recoiled in July to 104% vs avg. collection of 60% in Q1 FY21



Average Availability Q1 FY21



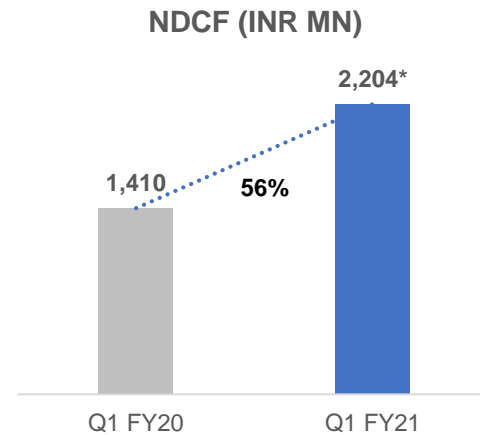
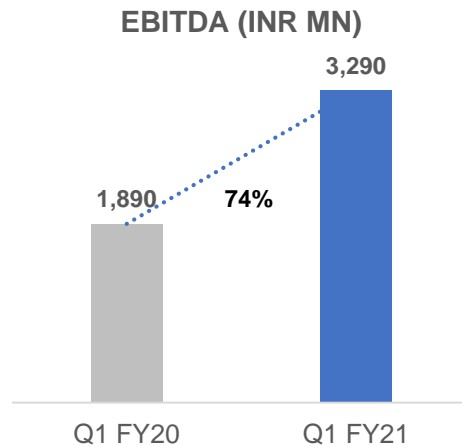
*Q1 FY'21 availability certificates awaited - Availability nos. <99.75% since outages were planned in Q1 to have planned shutdown for increased reliability

Key Indicators	Q1 FY21	Q1 FY20
Avg. Portfolio availability (%)	> 99.58%	>99.75%
No. of Trips / Line	0.56	0.61
Safe Man Work Hours	3,82,313	3,02,762
Fatality	0	0
Training Man-hours	10,500	6,708
Unsafe conditions	382**	148**
Loss Time Incident reporting	-	-
Near Miss reporting	6	37
Solar Generation (kWh)	10,194	11,088

- 100% Safe man working hours achieved
- Behavior based safety enabled proactive closure of unsafe and near miss conditions.
- 100% of our contractors have received relevant health & safety training designed for their scope of work
- We continued to focus on aligning our practices with international standards.
- 10,500 Man hours of training across employees and partners
- Especially with COVID-19, additional mitigation and business continuity measures in place
 - Zero COVID-19 incidents – amongst 600 people incl. partners
 - Ensure 100% compliance with Statutory Guidelines (Curfew, Social Distancing, Essential Service Permits)
 - Quarantine Facility at Sub Stations for shift operations
 - Awareness sessions with all AMC partners and session at SPV level on COVID-19
 - Guidelines prepared for post lockdown situation

** Not comparable due to change in methodology

Consolidated Financials			
INR- million	Q1 FY21	Q1 FY20	FY20
Revenue	3,611	2,032	12,427
EBITDA	3,290	1,890	11,504
DPU (INR per unit)	3.00	3.00	12.00

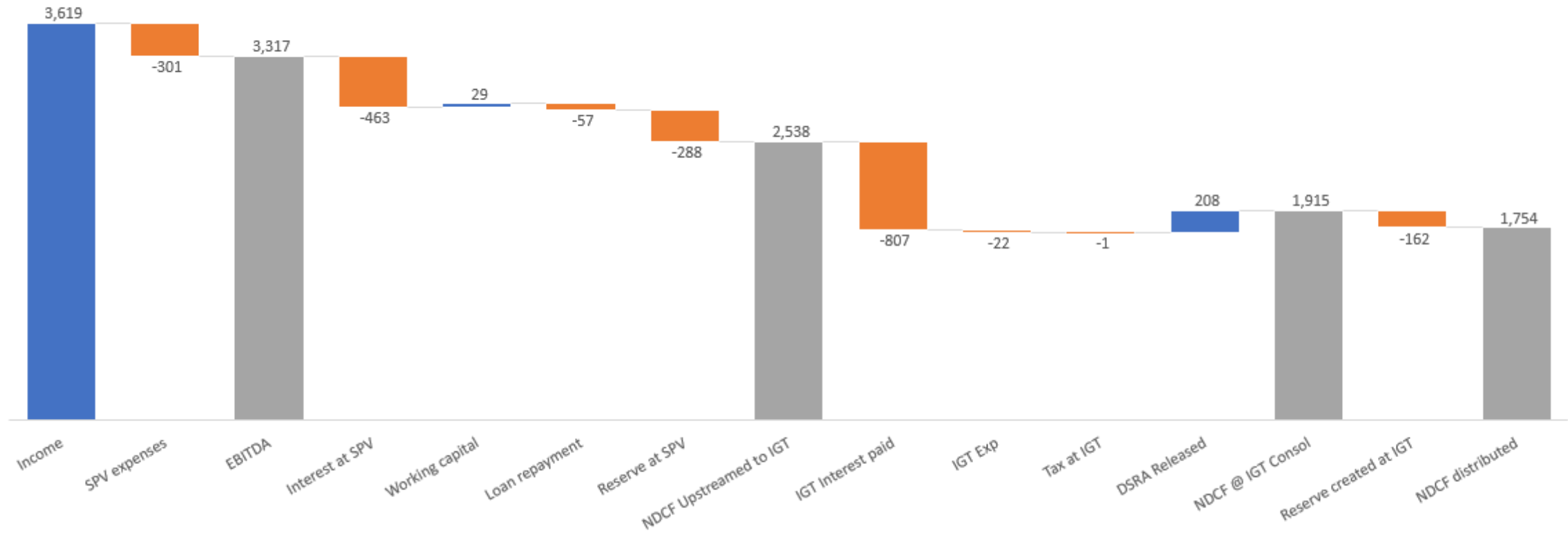


- Revenue for Q1 FY21 up 78% YoY on the back of acquisitions and consistent operational performance
- EBITDA for Q1 FY21 up 74% YoY in line with increase in Revenue
- INR 1,750 million (INR 3.00/unit) distribution in Q1 FY20; 10th quarter consecutive distribution of INR 3.00 per unit
- INR 36.56/unit amounting to ~INR 14.86 billion distributed to investors since listing
- DSO days at 101 days due to temporary COVID-19 delays
- Collection efficiency for the quarter is 60%; normalised to over 100% in July

*Includes reserve created at SPV level worth 288 Mn

Consolidated EBITDA to NDCF Waterfall – Q1 FY21

EBITDA to NDCF Q1 FY21 (INR MN)



Note: Working Capital includes factoring/discounting of receivables during the quarter

Financial Highlights – A Robust Balance Sheet

AAA
Rating by Crisil, ICRA,
India Ratings

8.6%
Average Cost of
Debt

100%
Fixed Rate Borrowing

~50%
Net Debt/ AUM

INR 5,190*
Mn Cash Balance

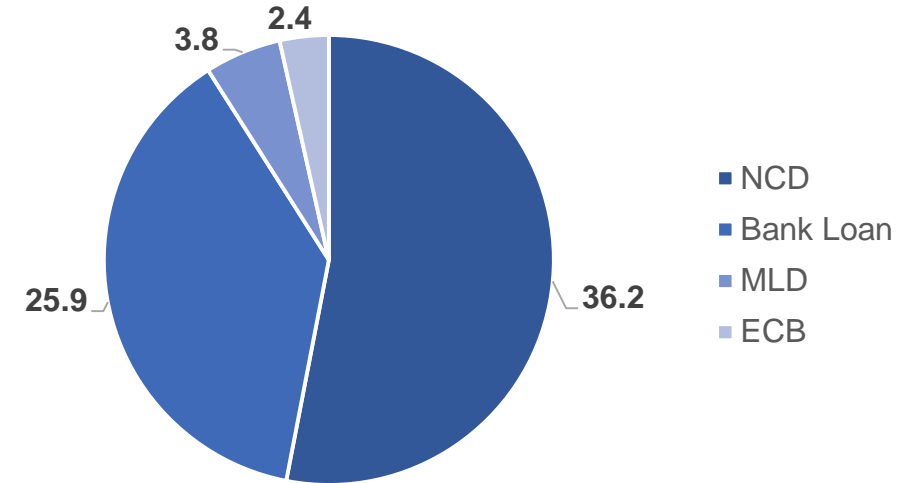
>4.0x
EBITDA / Interest

* Excludes balance raised through borrowing for acquisition purposes

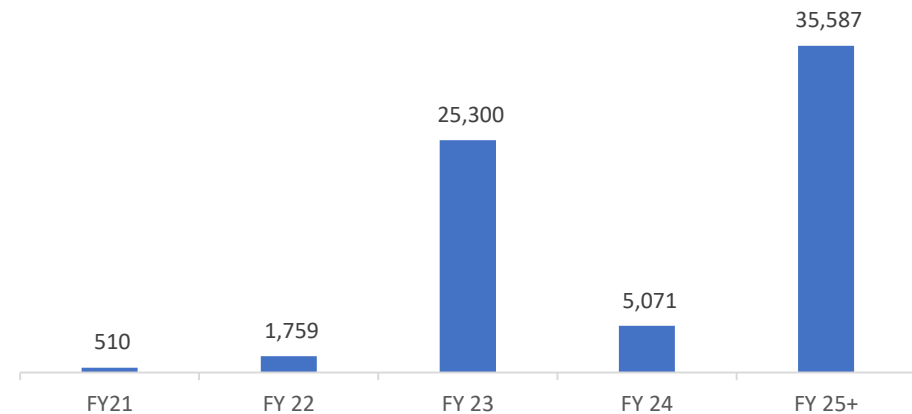
* Includes INR 1750 Mn held for distribution

* Includes DSRA worth INR 1380 Mn

Sources of Borrowing (INR BN)

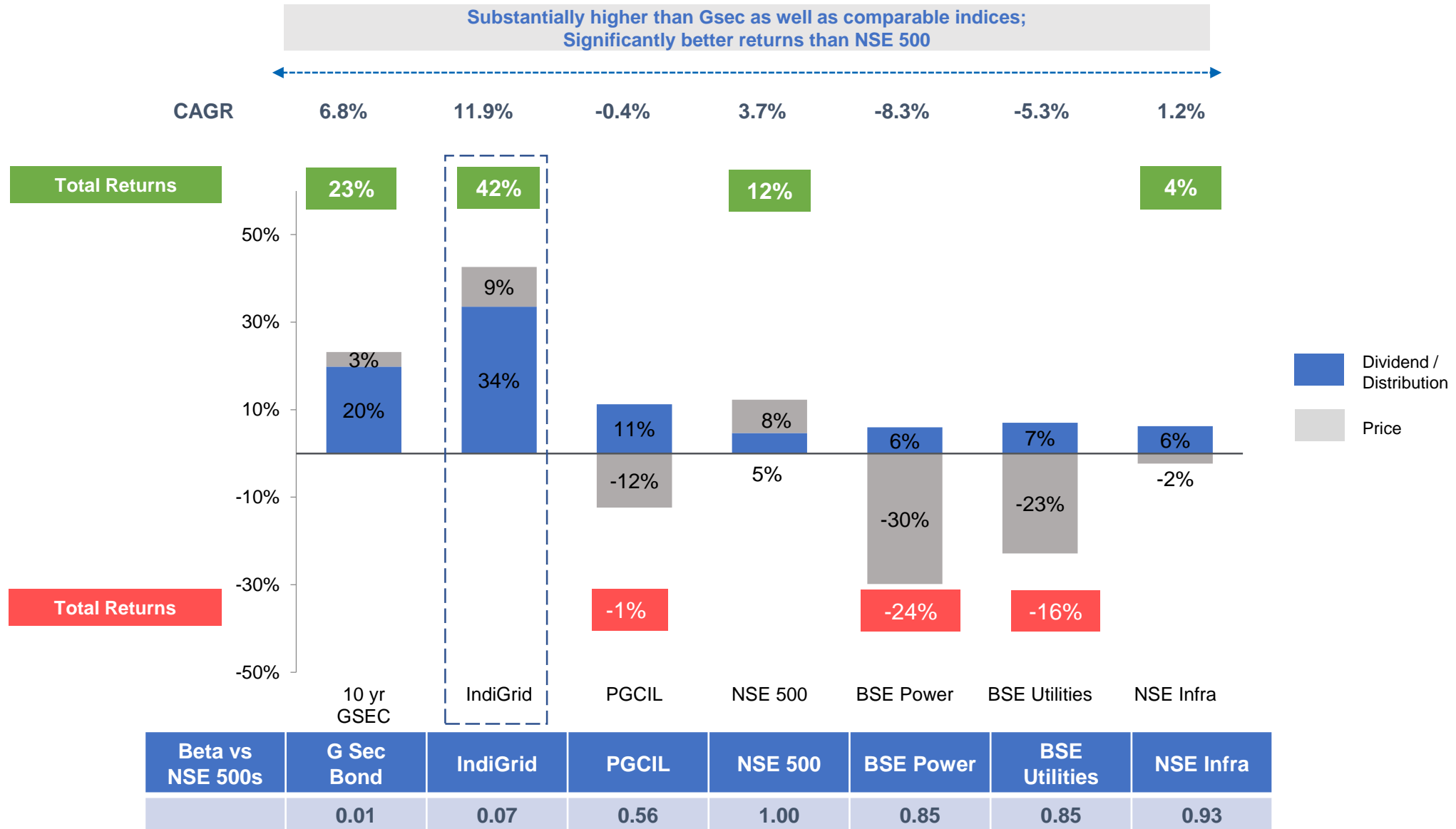


Repayment / Refinancing Schedule* (INR MN)



*Chart is not drawn to scale

Low Volatility – Superior Returns

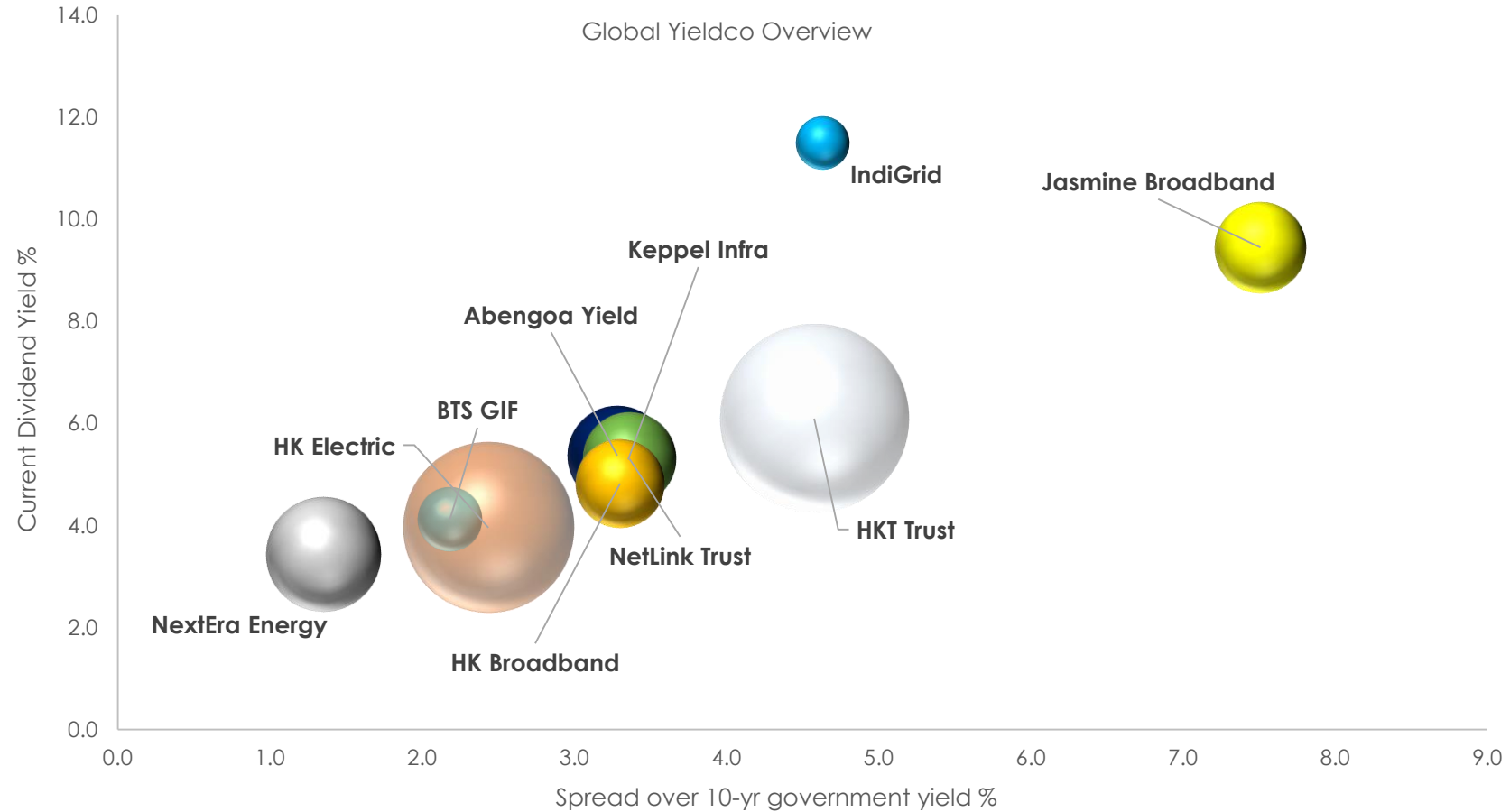


Source: Bloomberg

Note: Total Return chart is since listing of IndiGrid till July 31, 2020

- Agreement between Esoteric II and SPGVL to transfer SPGVL's 15% stake in IndiGrid automatically expired
 - Proposed transaction could not be consummated by the long stop date
 - In light of the above, Esoteric II has withdrawn its intent to be designated as a sponsor of IndiGrid
- Equity capital required for significant asset growth including framework assets is already raised
 - Esoteric II remains the single largest unit holder at 23% stake in IndiGrid
 - KKR owns 60% of the Investment Manager and has contracted to increase it to 74% by May 2021

Overview of Yield Platforms Across Geographies (1/2)



Note: Size of the bubble indicates Market Cap (USD Bn)
Source: Bloomberg, July 31, 2020

Overview of Yield Platforms Across Geographies (2/2)



Country	Company Name	Sector	Market Cap (USD bn)	Free float	Current Div. Yield %	Indicated Yield	10 yr local yield %	Spread %
United States	Abengoa Yield	RE, electric transmission, natural gas	3.0	55.7%	5.4	5.5	0.5	4.8
	Next Era Energy Partners	Wind, Solar, Natural Gas	4.1	99%	3.4	3.7		2.9
United Kingdom	Renewables Infrastructure	Wind, Solar	3.0	Closed Ended	NA	5.0	0.1	NA
	NextEnergy Solar	Solar	0.8	Closed Ended	NA	6.4		NA
Singapore	Keppel Infrastructure Trust	Energy, distribution & network, waste and water	2.0	71%	5.3	6.9	2.4	2.9
	NetLink Trust	Passive fibre network	2.7	75%	5.3	5.3		2.9
Hong Kong	HK Electric	Power Utility	9.1	26%	4.0	4.0	1.9	2.1
	Hong Kong Broadband	Residential broadband	2.4	71%	4.8	5.1		2.9
	HKT Trust	Telecom services	11.1	45%	6.1	6.2		4.2
Thailand	BTS Rail Mass Growth	Rail Infrastructure	1.3	62%	4.1	7.8	1.2	3.0
	Jasmine Broadband	Telecom Infrastructure	2.5	75%	9.5	9.6		8.3
India	IndiGrid	Power Transmission	0.9	85%	11.5	10.9	5.8	5.7

LOOKING AHEAD



Portfolio Growth

- Focus on diligence and monitoring of framework assets – GPTL, KTL and NER
- Evaluate selective opportunities in Solar sector with Central counter parties
- Create pipeline of transmission projects besides the existing pipeline of projects

Maintaining Balance Sheet Strength

- Focus on maintaining adequate liquidity to mitigate current uncertainties and any unpredictable scenario
- Sufficient cash balance and working capital lines
- Aim to diversify debt sources and elongating tenures in incremental facilities and reducing cost of debt

Robust Asset Management

- Focus on maintaining > 99.5% availability across portfolio
- Investments in technology with respect to digital asset managements, predictive analytics and emergency preparedness
- Increasing focus on ESG initiatives kicked off in FY20 for sustainability
- Ensuring world class EHS and O&M practices across the portfolio

Industry Stewardship

- Focus on increasing awareness about IndiGrid and InvITs
- Policy initiatives like enabling IRDAI & PFRDA to subscribe debt securities issued by InvITs and reduction in lot size to single unit at par with equity

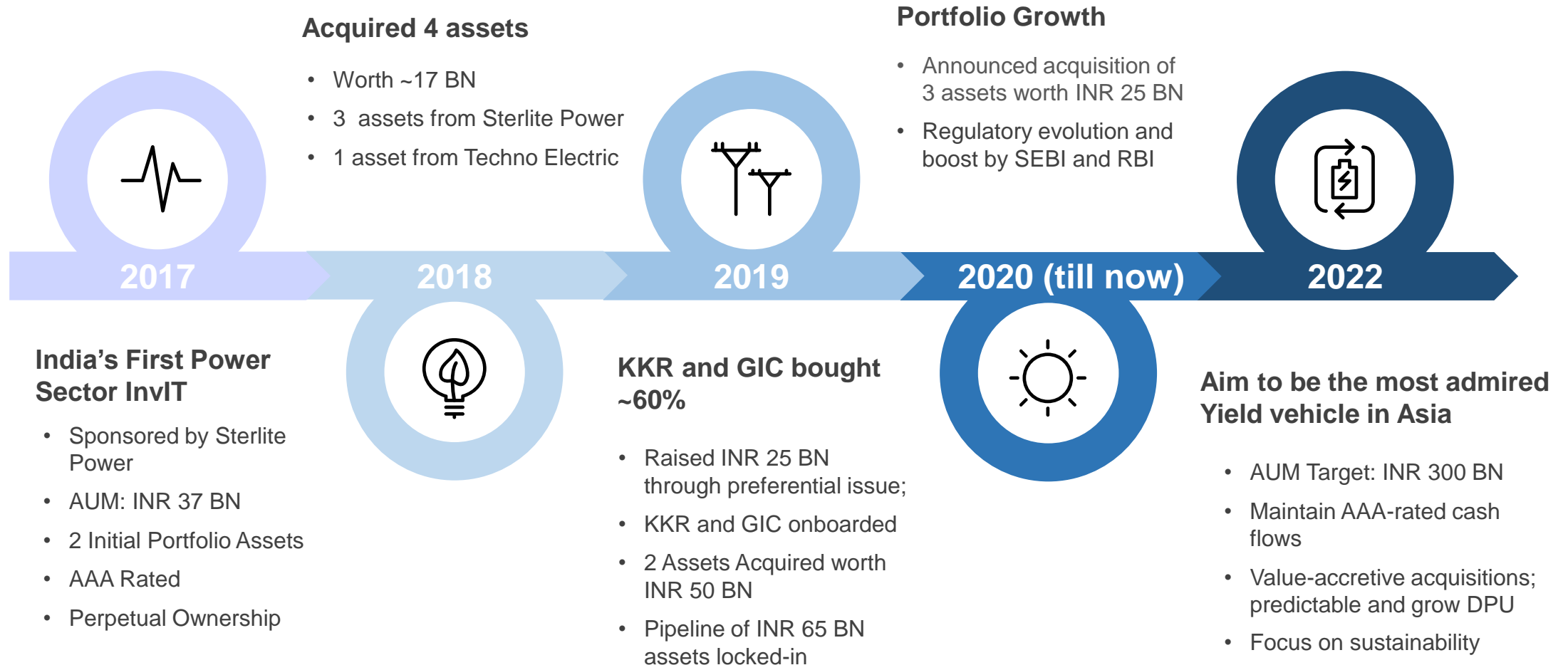
Superior
Total Returns

Stable
DPU

Growth in
NDCF

INDIGRID OVERVIEW





High voltage Inter-state assets, all with Central counterparty - PGCIL

Availability based monthly tariff – No linkage to power flow and reset of tariff

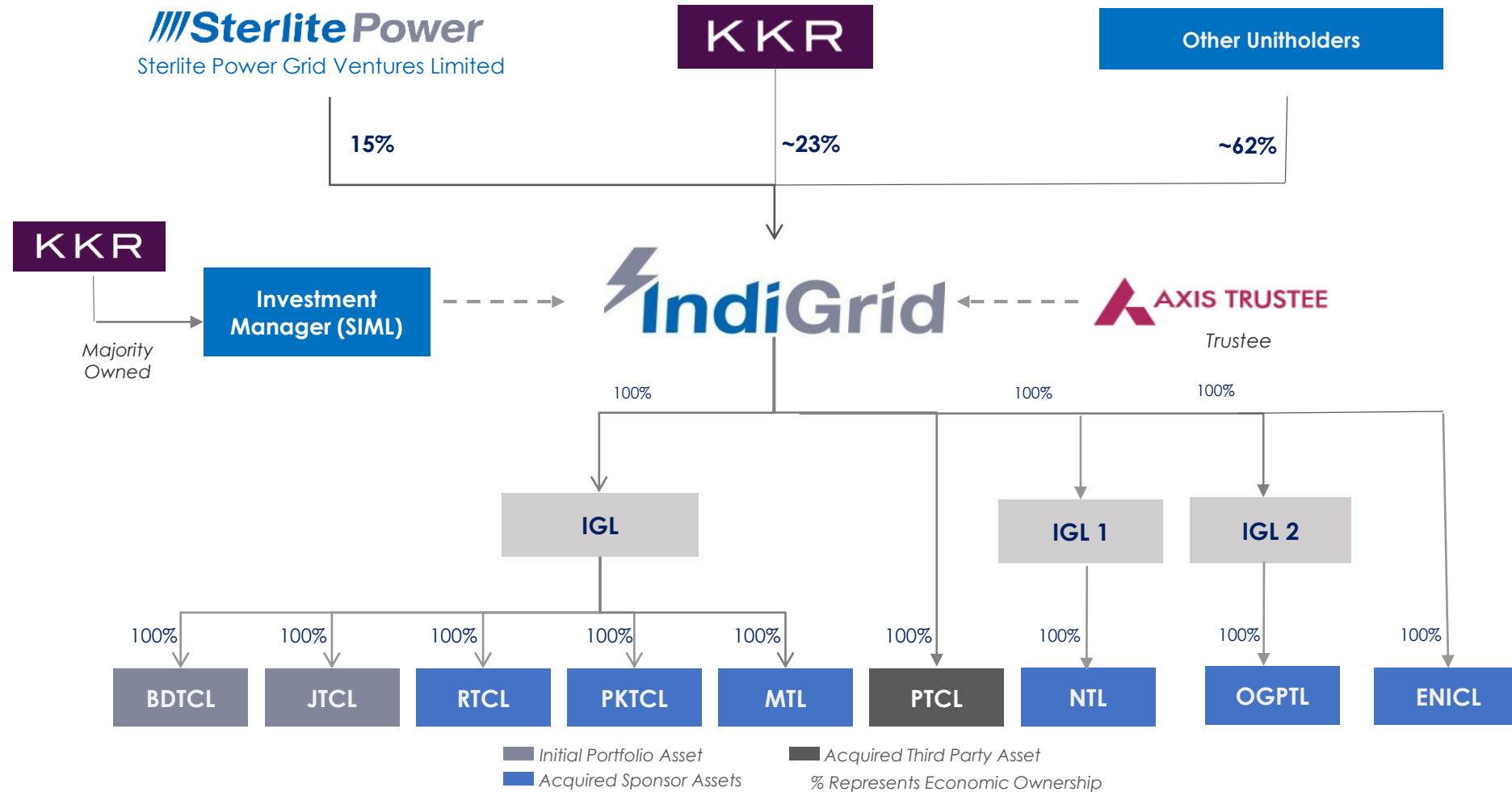
Well diversified with 22 – revenue generating elements across 13 states

Build Own Operate and Maintain (BOOM) – No Transfer

Credible track record of maximizing availability and incentives



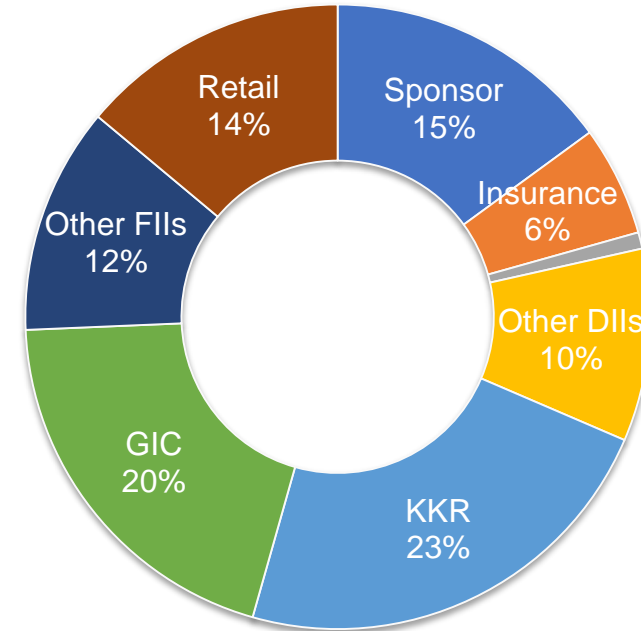
Assets	States	Specifications	CoD	Availability Since CoD till June'20	Revenue Weight	AUM in INR Bn	Metal Quantity ('000 Metric Ton)
BDTCL	Madhya Pradesh, Maharashtra, Gujarat	6 Lines – 945 ckms 2 Sub Stations – 6,000 MVA	Jun-2015	99.72%	18%	19.0	Steel – 50.9; Al – 21.5
JTCL	Madhya Pradesh, Chhattisgarh	2 Lines – 992 ckms	Sep-2015	99.55%	10%	14.5	Steel – 60.0; Al – 21.7
RTCL	Madhya Pradesh, Rajasthan	1 Line – 403 ckms	Mar-2016	99.81%	3%	4.1	Steel – 7.0; Al – 3.6
PKTCL	West Bengal, Jharkhand	2 Lines – 545 ckms	Jan-2017	99.92%	5%	6.6	Steel – 11.0; Al – 4.8
MTL	Telangana	2 Lines – 477 ckms	Dec-2017	99.88%	4%	5.6	Steel – 9.5; Al – 4.2
PTCL	Punjab	1 Sub Station – 1000 MVA	Nov-2016	99.87%	2%	2.4	NA
NRSS	Punjab, Jammu & Kashmir	3 Lines – 830 ckms 1 Sub Station – 735 MVA	Sep-2018	99.69%	36%	43.9	Steel – 32.1; Al – 7.7
OGPTL	Odisha, Chhattisgarh	2 Lines – 711 ckms	Apr-2019	99.95%	11%	14.4	Steel – 43.0; Al – 13.3
ENICL*	Assam, Bihar, West Bengal	2 Lines – 909 ckms	Nov-2014	99.53%	10%	11.25	Steel – 37.8; Al – 15.7
9 SPVs	13 States	~5,800 ckms and 7,735 MVA	> 3 years		100%	121.8	Steel 251,000 MT Aluminium 93,000 MT



Structure as on July 31, 2020

IGL= IndiGrid Limited,, IGL 1 = IndiGrid 1 Limited , IGL2 = IndiGrid 2 Limited, BDTCL = Bhopal Dhule Transmission Company Limited, JTCL = Jabalpur Transmission Company Limited, RTCL = RAPP Transmission Company Limited, PKTCL = Purulia & Kharagpur Transmission Company Limited, MTL = Maheshwaram Transmission Limited, PTCL = Patran Transmission Company Limited, NTL = NRSS XXIX Transmission Limited, OGPTL = Odisha Generation Phase II Transmission Limited, ENICL = East-North Interconnection Company Limited

- Supported by marquee long term investor base
- ~ 55% owned by FIIs including KKR and GIC
- > 15% owned by DIIs including insurance companies, mutual funds, pension fund and corporates
- Investors include 7 insurance companies, 4 mutual funds and 3 Employee Pension Fund
- Value and number of retail investors have doubled since listing in 2017
- Total number of investors over 5000, over 2x since listing





IN MEMORIAM

Shashikant H. Bhojani

(Independent Director)
1943 – 2020



Tarun Kataria
Independent Director

- Independent Non-Executive Director of Mapletree Logistics Trust Management and chairs Audit Committee of HSBC Bank (Singapore)
- Previously, served as CEO of Religare Capital Markets Limited, Managing Director and Head of Global banking and markets at HSBC India and Vice Chairman of HSBC Securities and Capital Markets Private Limited
- MBA in Finance from the Wharton School of the University of Pennsylvania



Rahul Asthana
Independent Director

- Independent Director on the board of directors of Mahindra Vehicles Manufacturing Ltd, Aegis Logistics, and NBS International
- Ex Chairman of Mumbai Trust and Maharashtra State Electricity Board
- Bachelor's degree from IIT Kanpur and MBA from ICPE University of Ljubljana, Slovenia



Pratik Agarwal
Non-Executive Director

- Managing Director, Sterlite Power
- Extensive experience in building core infrastructure businesses in ports, power transmission and broadband
- Bachelor's degree from the Wharton Business School and MBA from the London Business School



Sanjay Nayar
Non-Executive Director

- 34 years of experience and joined KKR in 2009 as a Member and CEO.
- Prior to joining KKR, he was CEO of Citigroup's Indian and South Asian operations and a member of Citigroup's Management Committee and Asia Executive Operating Committee.
- Bachelor's degree in Mechanical Engineering from Delhi University and is an MBA in Finance from the IIM Ahmedabad.



Harsh Shah
CEO and Executive Director

- Extensive experience in Private Equity financing, M&A, infrastructure financing, regulatory and macro economic policy
- Worked with L&T, L&T Infrastructure Finance, P&G
- MBA from the National University of Singapore

AUM	Assets Under Management
Availability	Percentage amount of time for which the asset is available for power flow
BDTCL	Bhopal Dhule Transmission Company Limited
CERC	Central Energy Regulatory Commission
DPU	Cash paid to the Unitholders in the form of interest/ capital repayment / dividend
DSRA	Debt Service Reserve Account
ENICL	East North Interconnection Limited
GPTL	Gurgaon – Palwal Transmission Limited
GTTPL	Goa Tamnar Transmission Project Limited
IPA	BDTCL and JTCL which were acquired by IndiGrid at the time of IPO
ISRA	Interest Service Reserve Account
ISTS	Inter State Transmission System
KTL	Khargone Transmission Limited
JTCL	Jabalpur Transmission Company Limited
MTL	Maheshwaram Transmission Limited
MVA	Mega Volt Ampere
NDCF	Net cash flow at trust's disposal for distribution to IndiGrid in a particular year in accordance with the formula defined in Offer Document
NER II	NER II Transmission Limited
NTL	NRSS XXIX Transmission Limited
OFTO	Offshore Transmission
OGPTL	Odisha Generation Phase Transmission Limited
O&M	Operations and Maintenance cost
RE	Renewable Energy
ROFO	Right Of First Offer
PKTCL	Purulia Kharagpur Transmission Company Limited
PTCL	Patran Transmission Company Limited
RTCL	RAPP Transmission Company Limited
SECI	Solar Energy Corporation of India
Tariff	Composed of Non-Escalable, Escalable and Incentive component. The incentive component is based on the availability of the asset = $2 \times (\text{Annual Availability} - 98\%) \times (\text{Escalable} + \text{Non-escalable})$; incentive is maximum 3.5% of (Escalable+Non-escalable tariff)
TBCB	Tariff Based Competitive Bidding
TSA	Transmission Service Agreement



 **IndiGrid**

THANK YOU

