



**Investor Presentation
Q3 FY18**

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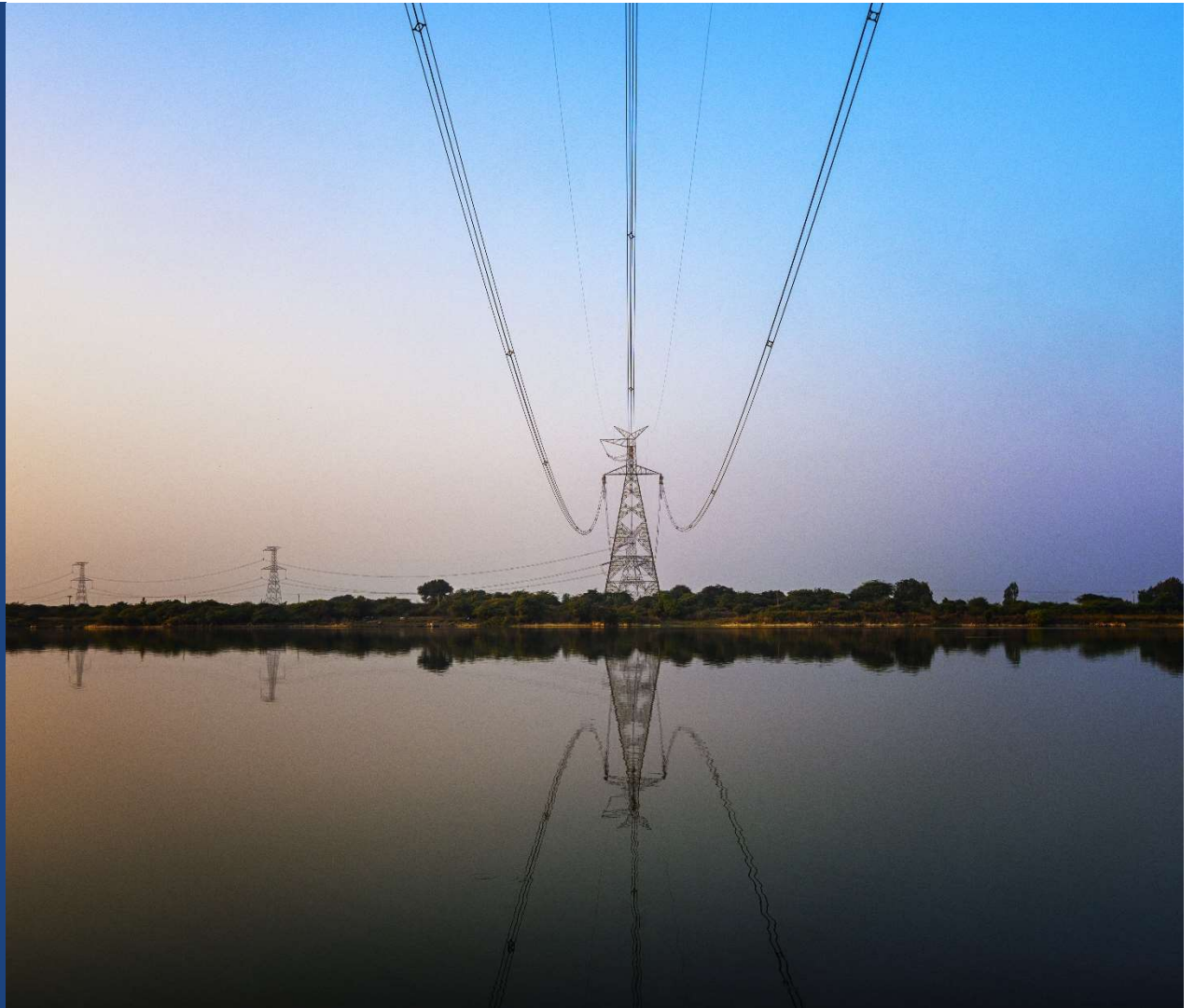
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Investor Presentation Q3 FY18

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Introduction



IndiGrid - India's First Power Sector InvIT

- Owns inter-state high voltage power transmission assets
- Fully operational and revenue generating portfolio
- Focused on stable & sustainable distribution
- Strong growth pipeline with ROFO on Sponsor assets

~ INR 37.4 BN*
Asset under Management



Two Project SPVs

1,936 circuit KM
6,000 MVA



8 Lines and 2 substations

AAA rated
Perpetual ownership



33 years of residual contract life#

*Based on EV in the independent valuation report as of 30 Sep 2017

#Remaining TSA contractual life of 33 years. However, the projects are built on BOOM model and will be perpetually owned by IndiGrid



IndiGrid Vision

To become the most admired yield vehicle in Asia which is built upon solid fundamentals of transparency, governance & providing superior risk-adjusted returns to unitholders

**INR 300 BN
AUM by 2022**

**Deliver
predictable
DPU and
growth**

**Best-in-class
corporate
governance**

IndiGrid Strategy

Focused Business Model	Value Accretive Growth	Optimal Capital Structure	Maximize Distribution
<p>Focus on owning power transmission assets with</p> <ul style="list-style-type: none">• long term contracts• low operating risks• stable cash flows	<ul style="list-style-type: none">• 3-5% DPU growth YoY• Acquire assets from Sponsor under ROFO• Acquire third party assets	<ul style="list-style-type: none">• Cap of 49% consolidated leverage of total asset value• Appropriate risk policies in place	<ul style="list-style-type: none">• Minimum 90% net cash to be distributed• Quarterly distribution to the unitholders











Growth Strategy



Strong pipeline of existing Sponsor Assets

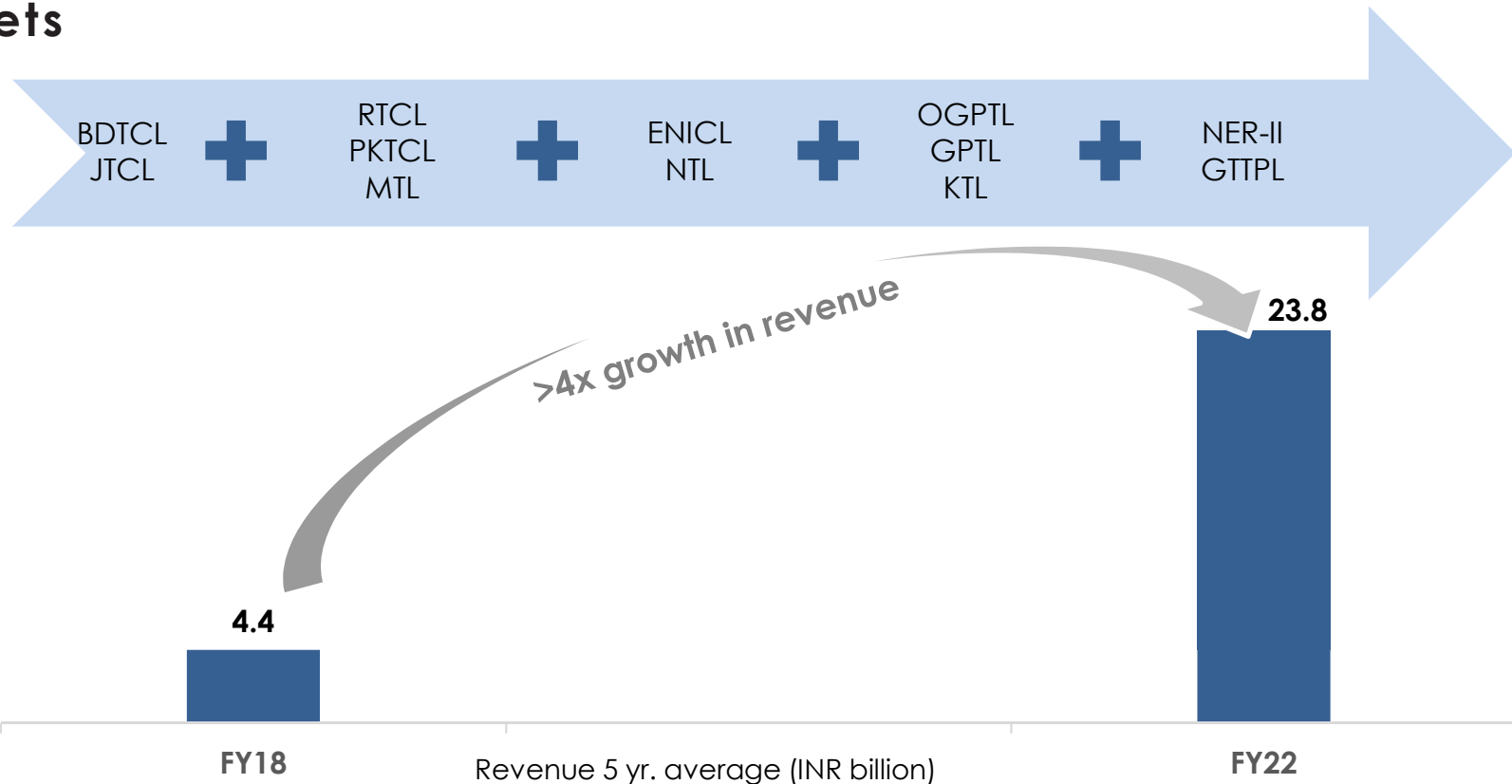
Bid won
in Oct 17

Proposed Acquisition

	Purulia & Kharagpur Transmission Company Ltd (PKTCL)	RAPP Transmission Company Ltd (RTCL)	Maheshwaram Transmission Ltd (MTL)	East North Interconnection Ltd (ENICL)	NRSS XXIX Transmission Ltd (NTL)	Odisha Generation Phase Transmission Ltd (OGPTL)	Gurgaon-Palwal Transmission Ltd (GPTL)	Khargone Transmission Ltd (KTL)	NER-II Transmission Limited	Goa Tamnar Transmission Project Ltd.
										
Overview	2 x 400 kV D/C lines	1x400/220 kV D/C line	2 x 400 kV D/C lines	2 x 400 kV D/C lines	3x400 kV D/C lines, 1x400/220 kV D/C GIS sub-station	1x765 kV D/C line, 1x400 kV D/C line	5x400kV D/C lines and 3x400/220 kV substations	2x765 kV D/C lines, 1x400 kV D/C line and 1x765/400 kV substation	2x400 kV D/C lines, 2x132 kV D/C lines and 2x400/132 kV substations	2x400 kV D/C quad lines, 1x765 kV D/C line, 2x500 MVA, 400/220 kV substation
Scheduled COD	Commissioned	Commissioned	June 2018*	Commissioned	Oct 2018	Aug 2019	Sep 2019	Jul 2019	Nov 2020	LOI Received on Nov 30, 2017
Length	546 ckms	403 ckms	477 ckms	909 ckms	887 ckms	715 ckms	271 ckms	624 ckms	900 ckms	~500 ckms (tentative)
Revenues (5 yr. avg.)	INR 750 Mn	INR 460 Mn	INR 580 Mn	INR 1,420 Mn	INR 5,030 Mn	INR 1,590 Mn	INR 1,440 Mn	INR 1,860 Mn	INR 4,520 Mn	Tariff adoption order awaited

* Actual COD Q3 FY18

Visibility of >4x revenue growth in next 5 years from sponsor assets



Sector fundamentals point to strong growth in the next 3 years

Distribution Reforms

- Saubhagya Scheme requires a six fold jump in the pace of electrification
- Deen Dayal Upadhyaya Gram Jyoti Yojana (DDJUGY) & Ujwal DISCOM Assurance Yojana (UDAY) helping rural electrification and revival of DISCOMs

Demand for Power

Evolution of Generation Footprint

- Non-Performing Assets (NPAs) and safety issues to see retirement of plants
- GOI targets 175 - 200GW renewable energy capacity addition by 2022
- Intermittency of renewable output poses a need for higher transmission capacity addition

Transmission Footprint
Availability of Renewables (linked transmission benefits)

Greater Scope for PPP Projects

- Inter State Transmission system moving to TBCB as cost-plus not feasible
- Intra State projects coming into TBCB (case-in-point: Jharkhand tender - INR 52 billion)

Number of Tenders Released

Further growth potential from near term bids...

Current Inter-State and Intra-state TBCB tenders

Name of Tender	Stage of Tender	Location	Estimated Cost (INR billion)
WR-NR Interconnection	RFP	UP, MP	10.8
Ultra Mega Solar Park in Fatehgarh	RFP	Rajasthan	6.2
Connectivity and LTA to HPPCL	RFP	Himachal Pradesh	3.5
Strengthening in Jharkhand (Package 1)	RFQ	Jharkhand	9.8
Strengthening in Jharkhand (Package 2)	RFQ	Jharkhand	10.8
Strengthening in Jharkhand (Package 3)	RFQ	Jharkhand	9.5
Strengthening in Jharkhand (Package 4)	RFQ	Jharkhand	10.4
Strengthening in Jharkhand (Package 5)	RFQ	Jharkhand	11.4
System strengthening Scheme in Northern Region	Pipeline	Northern Region	2.3
Reactive Power Compensation in Northern Region	Pipeline	Northern Region	2.3
ISTS Feed to Navi Mumbai	Pipeline	Maharashtra	2.6
New Substation near Vapi area	Pipeline	Gujarat	2.0
North Eastern Region Strengthening Scheme – IX	Pipeline	North Eastern Region	0.7
Additional 400 kV outlets from Banaskantha	Pipeline	Gujarat	0.6
Total			82.9

**Q3 FY18
performance**



Q3 FY18 highlights

- Strong financial & operational performance for Q3 FY18
- Q3 DPU of INR 2.89 per unit, payable entirely as interest to unitholders
- 9M DPU of INR 6.56 per unit
- On track to deliver FY18 DPU guidance of INR 9.20 per unit*
- On course to complete acquisitions of announced ROFO assets by Q4 FY18#
- Acquisitions to result in 40% AUM growth & 4% annual DPU growth
- Continue to be well-positioned to capitalise on the strong growth fundamentals of the Indian power transmission sector

*Annualized DPU of INR 11 per unit

#Subject to regulatory approvals

Financial performance

Consolidated Financials - IndiGrid (INR Mn)	Q1 FY18 <i>One month of operations</i>	Q2 FY18 <i>Full Quarter of operations</i>	Q3 FY18 <i>Full Quarter of operations</i>	YTD FY18 <i>Seven months of operations</i>
Revenue	406	1,323 [#]	1,267	2,996
EBITDA	369	1,223	1,173	2,765
NDCF	258	1,014	1,013	2,285

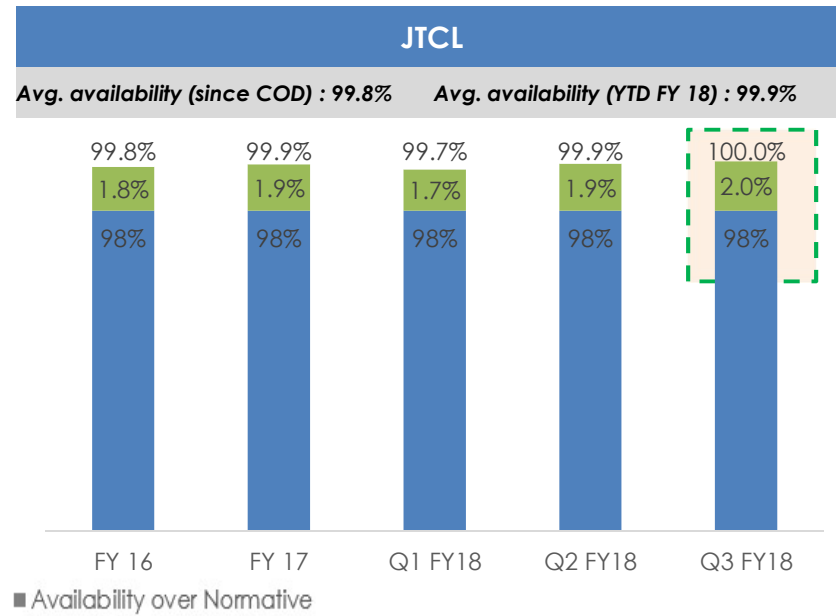
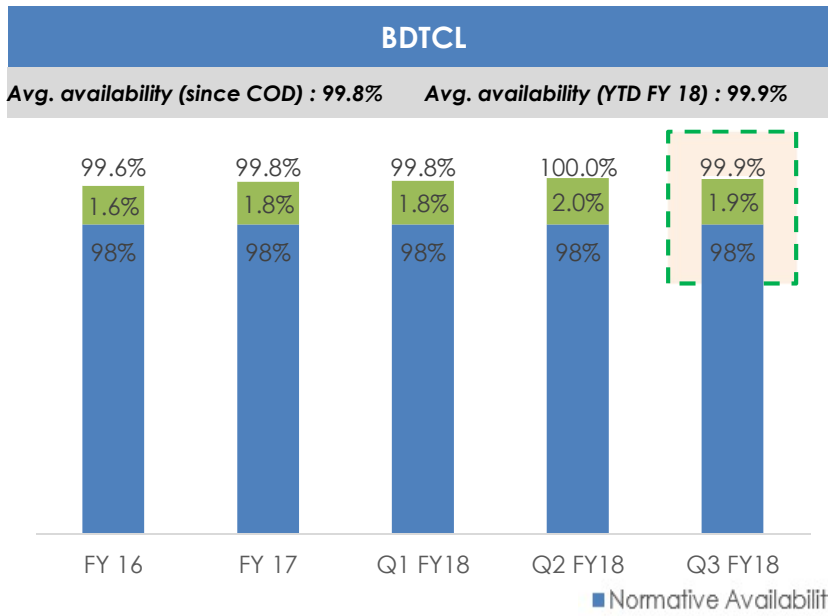
Net debt to AUM:
~22%*

Financial performance in line with IndiGrid's strategy of stable cash flows while maintaining optimal capital structure

*Net debt as of 31 Dec 2017 of INR 8,400 Mn, AUM of INR 37,420 Mn as per independent valuer report dated September 30, 2017

[#]Revenue was higher in Q2 FY18 due to higher realisation of change in law arrears for JTCL

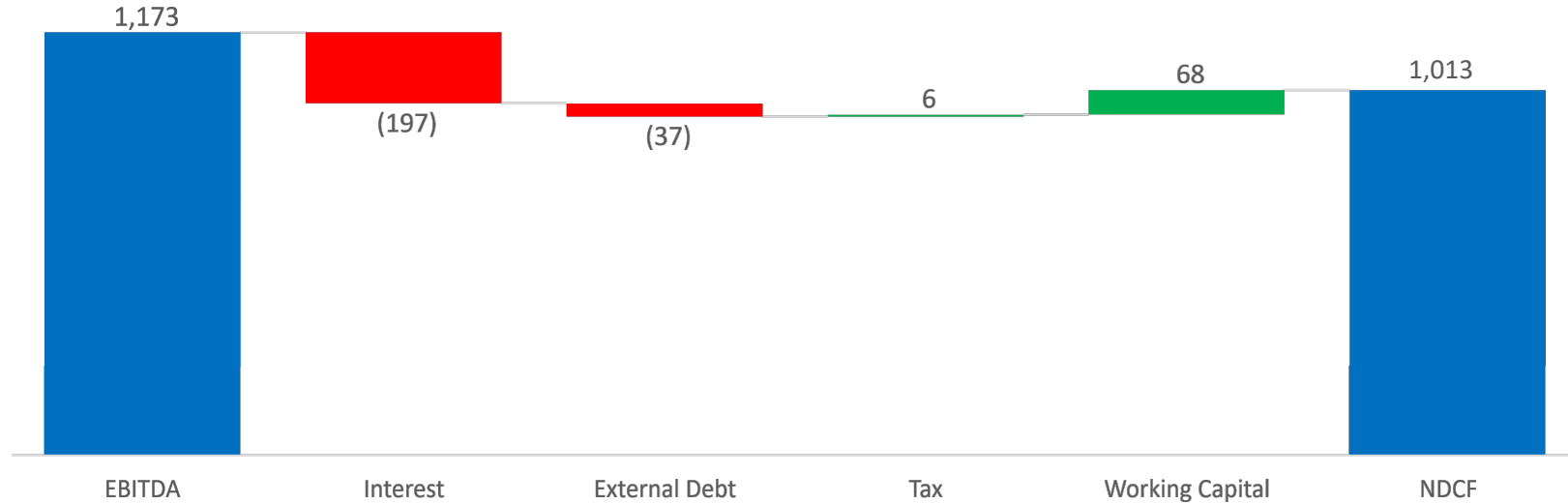
Operational performance



Continue to deliver robust operational efficiency

Q3 FY18 NDCF

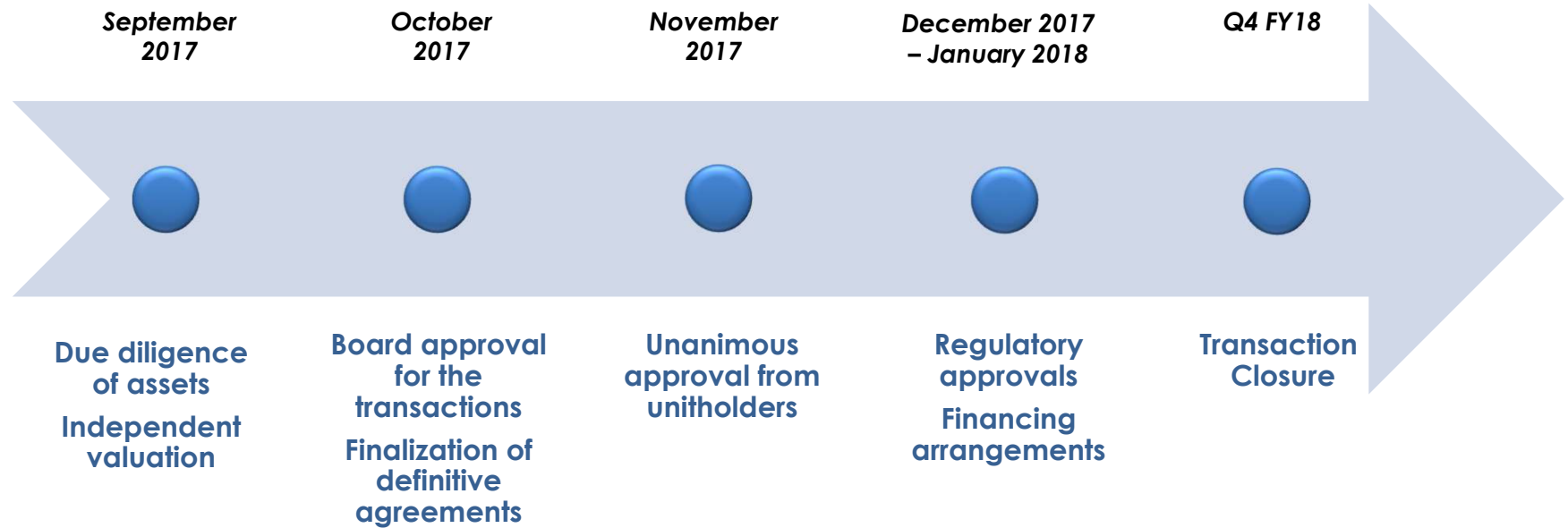
Net Distributable Cash Flow (100% NDCF at IndiGrid in INR million)



M & A



Expected timeline



Acquisition financing structure

Funding mechanism

- Acquisition to be funded entirely by debt at IndiGrid / project SPV level
- Debt to be secured against the cash flows of the underlying assets (including the ROFO assets proposed to be acquired)
- SEBI has already issued NCD guidelines for Trust in December 2017
- Credit ratings from two agencies in process
- Negotiations with underwriters in advanced stages

Key terms of debt

Instrument	Rated, Senior, Secured, Non Convertible debentures / other debt
Issue amount	Upto INR 15 billion
Tenure	10 Years
Coupon	Under advanced discussion

Glossary

AUM	Assets Under Management
Availability	Percentage amount of time for which the asset is available for power flow
BDTCL	Bhopal Dhule Transmission Company Limited
DISCOM	State Distribution Companies
DPU	Cash paid to the Unitholders in the form of interest/ capital repayment / dividend
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
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 that the trust has at it's disposal for distribution to IndiGrid in a particular year in accordance with the formula defined in the Offer Document
NER II	NER II Transmission Limited
NTL	NRSS XXIX Transmission Limited
OGPTL	Odisha Generation Phase Transmission Limited
O&M	Operations and Maintenance cost
ROFO	Right Of First Offer
PKTCL	Purulia Kharagpur Transmission Company Limited
RTCL	RAPP Transmission Company Limited
Tariff	Composed of Non-Escalable, Escalable and Incentive component. The incentive component is based on the availability of the asset = $2 * (\text{Annual Availability} - 98%) * (\text{Escalable} + \text{Non-escalable})$; incentive is maximum 3.5% of (Escalable+Non-escalable tariff)
TBCB	Tariff Based Competitive Bidding

Q&A