



Oriental Infra Trust

Finance & Operations Report

Quarter 1, FY2023

August 2022

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Economic Overview

Economy: Macro & Micro

- Experts are predicting “procession of recessions”. Major economies like US, UK, Japan, South Korea, Canada, Australia and Euro Zone (19 countries) may go into recession.
- Three main causes– 1) overheated economy due to demand/ supply imbalance 2) bursting of asset bubble whereby correction happened in overpriced stocks 3) Black swan events impacting the whole world like pandemic and Russia-Ukraine war.
- India’s underlying economic fundamentals strong due to growth enhancing policies and schemes like PLI and increased infrastructure spending creating jobs, income, productivity and efficiency.
- In India, large vaccinated population likely to help contain impact of subsequent infection waves.
- While other major economies are showing downturn, as per IMF the Indian economy is likely to grow at 7.4% in the current fiscal year.
- The cost push inflation will continue due to rising prices of oil and gas, commodity, and food & fertilizer. Russia-Ukraine war is also impacting inflation due to supply chain disruption.

Industry Updates - InvIT

- NHAI further planning to raise upto Rs. 4,000 Crores for its InvIT for further acquisition of road assets.
- The money shall be raised by selling units in the InvIT to its existing investors including CPPIB and OTPP and from a public bond sale in the local market where retail investors can buy.
- In October 2021, NHAI launched its InvIT raising more than Rs. 7,000 – 8,000 Crores to acquire a portfolio of five operating toll roads having a length of 390 kms.
- Ministry of Road Transport and Highways evaluating a proposal to offer NHAI road projects to other road InvITs also like India Infrastructure Trust, MEP Infrastructure Investment Trust, IRB InvIT Fund, Tower Infrastructure Trust, and IndInfravit.
- Shrem InvIT likely to acquire 10 road assets during this fiscal year.
- Currently it earns a revenue of Rs. 1,160 Crs from 24 road assets and post acquisition, the projected revenue is Rs. 2,100 Crores.

Finance Report

Performance : Q1 FY23 vs. Q1 FY22

Revenue from Operations

- The Q1FY22 revenue is **higher** by ~Rs. 82 Cr, from ~Rs. 330 Crs in Q1FY22 to Rs. 412 Crores in Q1FY23, due to:
 - Increase in traffic & mix Rs 65.2 Crs
 - Increase in toll rate 25.8 Crs
 - Lower revenue in ONBHPL by Rs 6.4 Crs

Other Income

- Other income increase by Rs 1.6 Crs due to **higher FD income**

EBITDA

- Higher** by Rs 71 Crs from, Rs 280 Crs in Q1FY22 to Rs 352 Crs in Q1FY23 due to higher operating income.

Finance Cost

- Finance cost **reduced** from Rs. 17 Crs to Rs. 124 Crs due repayment of debt and lower interest reset in March 2022 on OIT loan

PBT

- PBT is **higher** by ~Rs. 54 Crs, from Rs. 42 Crs in Q1FY22 to Rs. 96 Crs in Q1FY23 due to higher operating income

PAT

- PAT is **Higher** by ~Rs. 62 Crs, from ~Rs. 27 Crs to Rs. 89 Crores.

Rs. Crs

Particulars	Q1, FY23	Q1, FY22	Change
Rev. from ops.	411.9	330.0	81.9
Other income	12.2	10.6	1.6
EBITDA	351.9	280.3	71.5
Impairment of Assets	0.0	0.0	0.0
Finance Cost	124.4	141.7	(17.3)
PBT	96.0	41.6	54.4
PAT	89.4	27.4	61.9
NDCF	214.8	35.0	179.8
Cash & Investments	928.9	841.8	87.1

Particulars	YTD FY23	YTD FY 22	Change
Rev. from ops.	411.9	330.0	81.9
Other income	12.2	10.6	1.6
EBITDA	351.9	280.3	71.5
Impairment of Assets	0.0	0.0	0.0
Finance Cost	124.4	141.7	(17.3)
PBT	96.0	41.6	54.4
PAT	89.4	27.4	61.9
NDCF	214.8	35.0	179.8
Cash & Investments	928.9	841.8	87.1

Revenue Snapshot - Q1 FY23

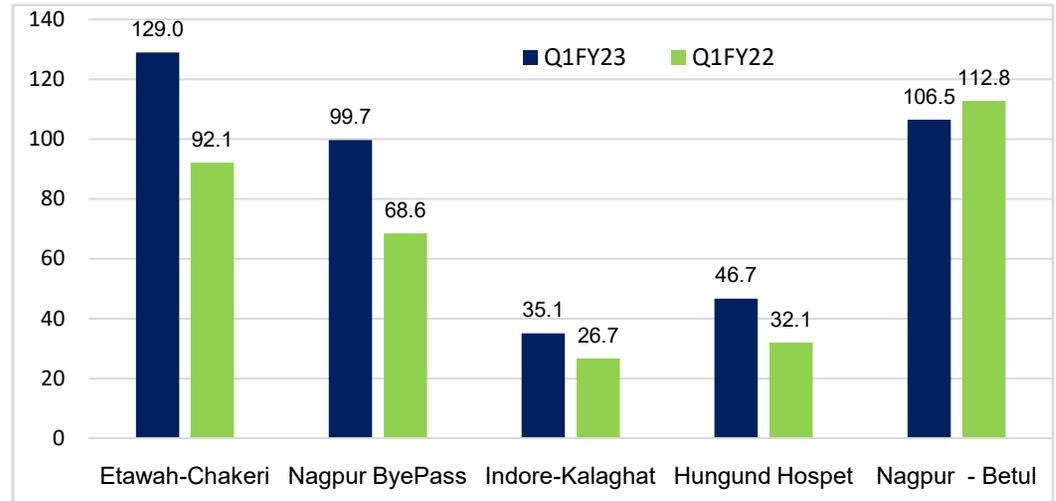
Rs. Crs

NDCF

- The NDCF has **increased** by ~Rs. 180 Crores, from ~Rs. 35 Crs in Q1FY22 to ~Rs. 215 Crores in Q1FY23. This is on account of
 - increase in toll revenue in all projects by ~Rs. 85 Crs.
 - Re-scheduling of Betul Annuity Rs 55 Crs
 - Release of MMR cash margin of Rs. 58 Crores

Cash Balance & Investments

- Cash balance has **increased** by ~Rs. 87 Crores from ~Rs. 842 Crores in Q1FY22 to ~Rs. 928 Crs in Q1FY23 due to earlier receipt of higher annuity and MMR creation in Nagpur Betul and higher operating income.



Toll Revenue	Q1FY23	Q1FY22	Change	%age	Toll Rate	Volume
Etawah-Chakeri	129.0	92.1	36.8	40.0%	11.9	25.0
Nagpur ByePass	99.7	68.6	31.1	45.4%	9.2	21.9
Indore-Kalaghat	35.1	26.7	8.5	31.8%	0.5	8.0
Hungund Hospet	46.7	32.1	14.6	45.7%	4.3	10.3
Nagpur - Betul	106.5	112.8	(6.3)	-5.6%		
Total Toll Rev	416.9	332.2	84.8	25.5%	25.8	65.2

Balance Sheet: Q1 FY'23

Rs In Crores

Balance Sheet	30-Jun-22	31-Mar-22	Change
Non-Current Assets	10,151	10,450	(299)
Current Assets	1,747	1,590	158
Total Assets	11,899	12,040	(141)
Equity	4,961	5,102	(141)
Non-Current Liabilities	5,754	5,828	(74)
Current Liabilities	1,184	1,110	74
Total Liabilities	11,899	12,040	(141)

Debt Schedule as on June 30, 2022

Rs In Crores

Particulars	OIT	ONBHL	OPIPL	Total
Opening Bal. Mar 31, 2022	2,457	1,923	73.6	4,454
Add:- Additional Loan	0	0	0	0
Less :-Repayments	(50)	0	(2)	(52)
Closing Balance	2,407	1,923	72	4,402
Less IndAs Adjst. (Process Fees)	(31)	(9)	(0)	(40)
Balance Debt	2,376	1,915	72	4,362

Non-Current Assets **reduced** by ~Rs. 299 Crs

- Toll projects are intangible assets; they have been amortized based on the remaining life of the concession period
- ONBHL is a financial asset, hence the amount due from NHAI reduces YOY.

Current Assets

- Increased** due to increase in FDR in ONBHL due to earlier receipt of Annuity and Reclassification of MMR FDR into current assets.

Equity

The Equity **reduced** by ~Rs. 141 Crs due to dividend paid to Unitholders.

Non-Current Liabilities

- Liabilities **reduced** by ~Rs. 74 Crs on current portion of scheduled repayment of loans by Rs 58 Crs, as per table given.

Current Liabilities

The liabilities **increased** by ~Rs. 74 Crs primarily on account interest payable on ONBHPL NCDs (Rs 40 Crs) and increase in current portion of Borrowing (Rs 8.4 Crs) & deferred premium to NHAI by Etawah Chakeri (Rs 5 Crs).

NDCF – Q1 FY'23

INR In Crs

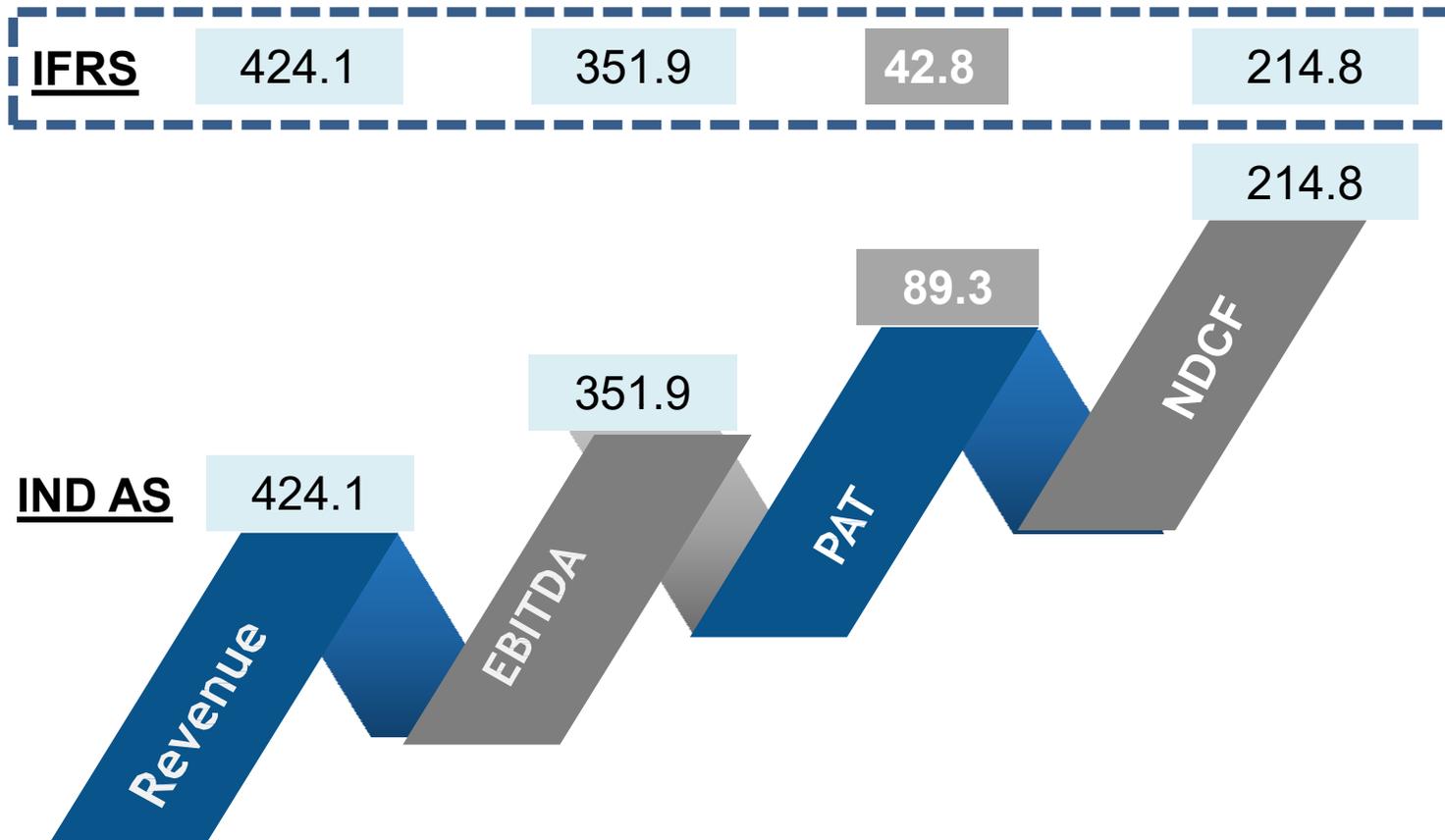
	Q1 FY23
Interest Received from SPVs (subject to lenders approval)	126.4
Principal Loan Repayment Received from SPVs	86.1
Dividend Received from SPVs	105.4
Any other Income - Income from Other Sources (Int. on FDs)	2.0
Total Cash Inflow at the Trust level (A)	319.8
Less:	
Payment of Interest by Trust	(50.1)
Repayment of External Debt	(48.7)
Payment of Investment Manager Fees	
Advance Tax paid by Trust	(0.9)
Any provisions/ reserves deemed necessary by IM	(5.4)
Total Cash Outflows/ Retention at the Trust level (B)	(105.0)
Net Distributable Cash Flow (C) = (A-B)	214.8
Less Already distributed	55.2
Proposed Net Distributable Cash Flow	159.6

Yield Calculation	Q1 FY23
No. of Units (in Crs)	58.3
Yield Per Unit (Rs per Unit)	3.68

IFRS Results

Consolidated Performance – Q1, FY 23

Rs. in Crores



- All Numbers are based on Limited Review of Consolidated Financial

Comparison between IND AS and IFRS - Summary

Rs. In Crores

Comparison between IND AS and IFRS at Consolidated Level for the period ended Q1 FY 2023

	Description	IND AS	IFRS	Impact on IFRS
<u>Profit & Loss Account</u>				
1	Depreciation, Amortisation	As per Revenue based Model	As per Useful life of Asset (SLM) - IAS – 38	- ve Impact by Rs 48.6 Crs
3	Deferred tax	As per Revenue based Model	Additional liability created	+ve Impact by Rs 2.1 Crs
<u>Balance Sheet</u>				
<u>ASSETS</u>				
1	Intangible Assets	Depreciation considered as per Ind AS	Depreciation considered as per IFRS	- ve impact by Rs 626.1 Crs
<u>EQUITY & LIABILITIES</u>				
2	Deferred Tax Liability (Net)	Depreciation considered as per Ind AS	Depreciation considered as per IFRS	- ve impact by Rs 149.1 Crs
3	Other Equity	As per Ind AS	As per IFRS after adjusting above including opening balance	- ve impact by Rs 477.1 Crs

Comparison IFRS – Q1 FY23 vs Q1 FY22

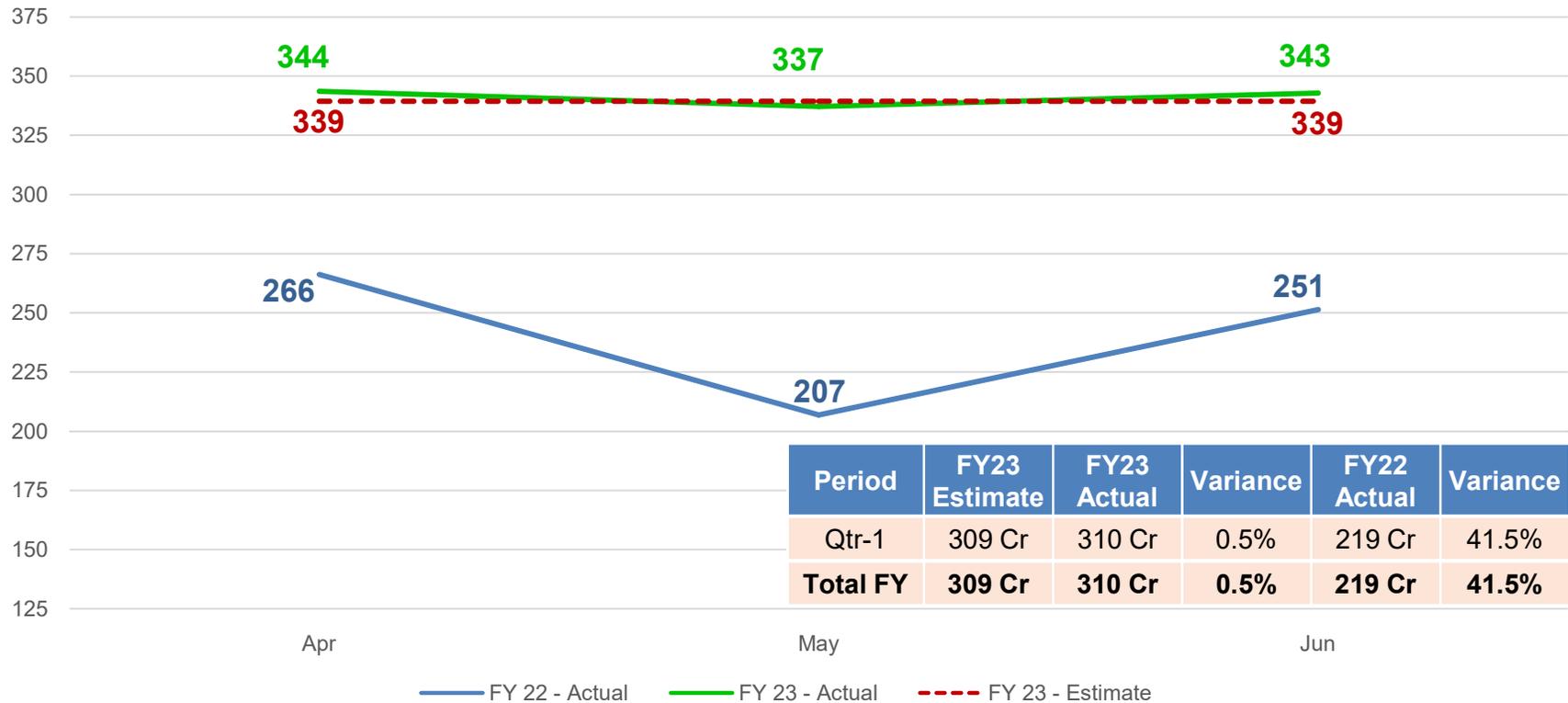
Rs. In Crores

<u>Comparison of IFRS at Consolidated Level</u>					
	<u>Description</u>	<u>Q1 FY 2023</u>	<u>Q1 FY 2022</u>	<u>Difference</u>	<u>Remarks</u>
	<u>Profit & Loss Account</u>				
1	Depreciation & Amortization	(180.0)	(175.6)	(4.4)	
2	<u>Tax expenses</u>	(4.6)	(14.2)	9.6	
	Income Tax	(21.9)	(15.0)	(6.9)	
	Deferred Tax	17.3	0.8	16.5	
3	PAT	42.8	(51.1)	93.9	(-) impact on account of Depreciation and (+) Deferred tax reversal during the quarter

Operations Report

Consolidated Toll Revenues - Average per Day

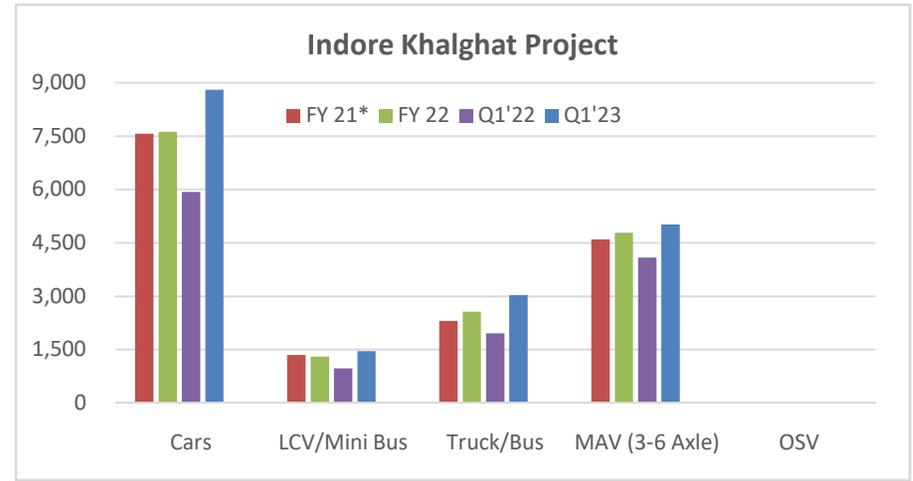
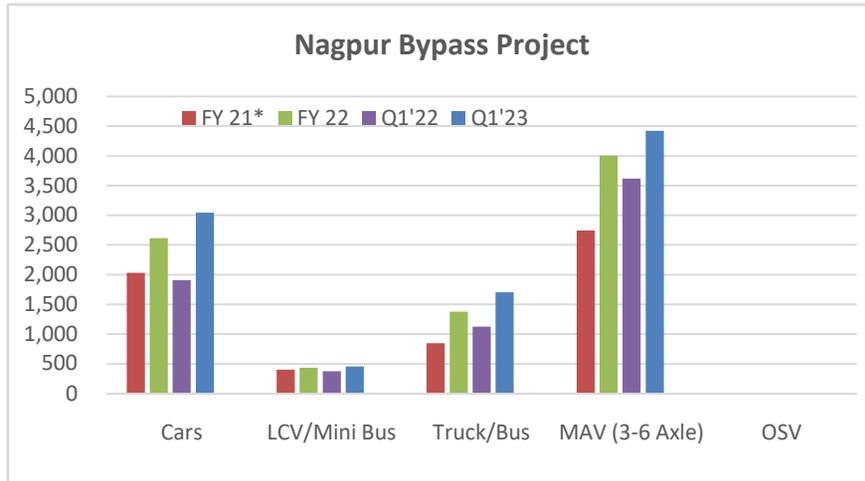
Toll Revenues per Day (INR Lakhs per Day)



Period	FY23 Estimate	FY23 Actual	Variance	FY22 Actual	Variance
Qtr-1	309 Cr	310 Cr	0.5%	219 Cr	41.5%
Total FY	309 Cr	310 Cr	0.5%	219 Cr	41.5%

Toll Revenues have seen significant jump due to combined effect of lower base (last year revenues were impacted by Covid 2nd wave) and toll fee hike of ~ 10% in 3 of 4 Toll Projects (except Indore, where revision will be effective from 1st Sep 2022).

Average Daily Traffic - Trend



Nagpur Bypass Project

Vehicle Category	FY 21*	FY 22	Q1'22	Q1'23
Cars	2,028	2,613	1,904	3,040
LCV/Mini Bus	399	430	372	456
Truck/Bus	844	1,377	1,123	1,700
MAV (3-6 Axle)	2,743	4,001	3,617	4,418
OSV	2	3	4	2
Total	6,016	8,423	7,019	9,616

Indore Khalghat Project

Vehicle Category	FY 21*	FY 22	Q1'22	Q1'23
Cars	7,564	7,619	5,931	8,803
LCV/Mini Bus	1,347	1,309	976	1,455
Truck/Bus	2,312	2,566	1,955	3,036
MAV (3-6 Axle)	4,600	4,781	4,091	5,019
OSV	17	6	7	6
Total	15,841	16,281	12,961	18,319

Nagpur Bypass

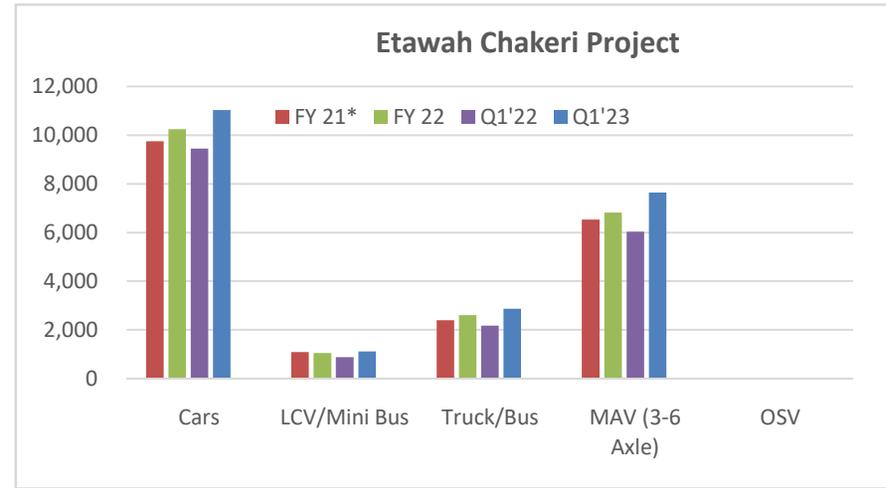
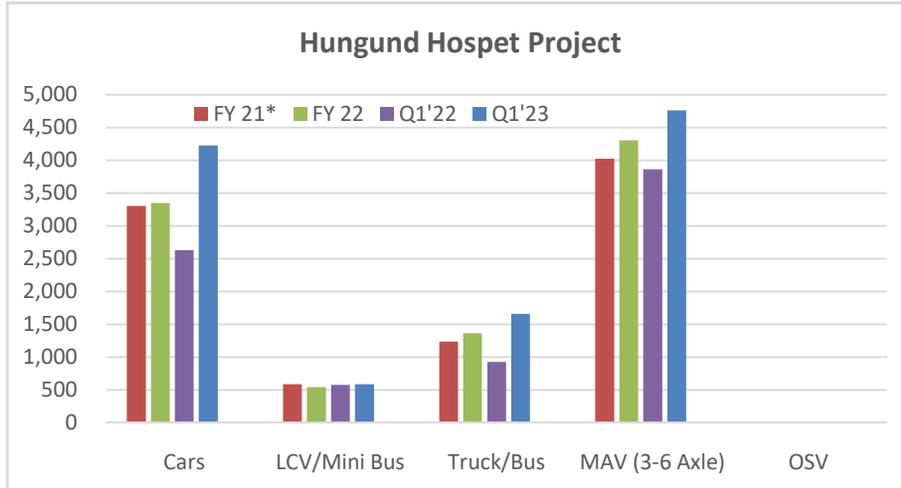
- Q1 Revenue were up 45% YoY and were up 1.5% from Estimate.

Indore Khalghat

- Q1 Revenue were up by 32% YoY and were down 1% from Estimate. Toll Fee revision (13%) for the Project will be effective from 1st Sep 2022.

• Tolling was suspended from March 26, 2020 to April 19, 2020. The traffic data above is excluding this period.

Average Daily Traffic - Trend



Hungud Hospet Project

Vehicle Category	FY 21*	FY 22	Q1'22	Q1'23
Cars	3,305	3,348	2,630	4,226
LCV/Mini Bus	587	543	577	585
Truck/Bus	1,237	1,361	924	1,659
MAV (3-6 Axle)	4,025	4,303	3,863	4,759
OSV	7	4	4	3
Total	9,160	9,560	7,999	11,231

Etawah Chakeri Project

Vehicle Category	FY 21*	FY 22	Q1'22	Q1'23
Cars	9,757	10,255	9,450	11,031
LCV/Mini Bus	1,082	1,055	879	1,119
Truck/Bus	2,400	2,602	2,172	2,871
MAV (3-6 Axle)	6,530	6,822	6,035	7,652
OSV	7	5	4	10
Total	19,776	20,740	18,540	22,683

Hungund Hospet Project

- Q1 Revenue were up by 46% YoY and 0.7% up from Estimate

Etawah Chakeri Project

- Q1 Revenue were up 40% YoY and were in line with the Estimate (up 0.2%)

• Tolling was suspended from 26-Mar-20 to 19-Apr-20. Traffic data above is excluding this period.

Consolidated Operational Report

Item	Description
Major Maintenance (MM)	
– Etawah Chakeri Project	Milling, Bituminous overlays, micro surfacing works, road markings and PQC repairs as per Site requirement were in progress.
– Nagpur Bypass Project	Milling and Bituminous overlays were under progress as per Site requirement
– Hungund Hospet Project	The major maintenance works have been substantially completed at Site and only minor works consisting of shoulder repairs, road markings, etc. were in progress.
– Nagpur Betul Project	The major maintenance works consisting of bituminous overlay, micro surfacing and PQC repairs as per Site requirement were under progress.
Compliance Certificates	
Project Manager(s)	Compliance certificate received from Project Manager
Major Maintenance Manager(s)	Compliance certificate received from Major Maintenance Manager
Semi Annual Annuity Payment	
Annuity Payment – Nagpur Betul Project	15 th Annuity Payment has been received on the revised due date of 11 th April 2022 (pre-poned from 18 th August 2022 basis Settlement Agreement dated 16 th March 2022, executed between PE and NHAI) .

Consolidated Operational Report

Item	Description	Remarks																					
Traffic Report Update	<p>Post normalisation of traffic after Covid, IM has got the Traffic Report updated and Mar-22 valuation was updated basis the report. Traffic report has been further updated in June'22, with changes relating to;</p> <p>1) factual update in GDP forecast basis latest values released by International Monetary Fund (IMF) in end of May 2022. IMF has increased the GDP forecasts from FY 2023-24 to FY 2026-27 as mentioned below, resulting in slightly higher traffic growth during this period</p> <table border="1" data-bbox="716 654 1430 1027"> <thead> <tr> <th>Year</th> <th>GDP (Earlier)</th> <th>GDP (Updated)</th> </tr> </thead> <tbody> <tr> <td>FY 2022-23</td> <td>7.5%</td> <td>7.5%</td> </tr> <tr> <td>FY 2023-24</td> <td>6.3%</td> <td>7.0%</td> </tr> <tr> <td>FY 2024-25</td> <td>6.2%</td> <td>7.0%</td> </tr> <tr> <td>FY 2025-26</td> <td>6.1%</td> <td>6.5%</td> </tr> <tr> <td>FY 2026-27</td> <td>6.0%</td> <td>6.2%</td> </tr> <tr> <td>FY 2027-28</td> <td>5.9%</td> <td>5.9%</td> </tr> </tbody> </table> <p>2) Other minor updates relate to updation of impacts basis latest status and factual information on the impact and Split of Multi-Axle Vehicles (MAV) between 3-Axle vehicles and 4-6 Axle vehicles basis latest FASTag data. Though the toll fee is same for both the categories but future growth rates estimates vary.</p>	Year	GDP (Earlier)	GDP (Updated)	FY 2022-23	7.5%	7.5%	FY 2023-24	6.3%	7.0%	FY 2024-25	6.2%	7.0%	FY 2025-26	6.1%	6.5%	FY 2026-27	6.0%	6.2%	FY 2027-28	5.9%	5.9%	Valuation for Jun'22 has been updated basis the updated Traffic projections, which has impacted the valuation positively.
Year	GDP (Earlier)	GDP (Updated)																					
FY 2022-23	7.5%	7.5%																					
FY 2023-24	6.3%	7.0%																					
FY 2024-25	6.2%	7.0%																					
FY 2025-26	6.1%	6.5%																					
FY 2026-27	6.0%	6.2%																					
FY 2027-28	5.9%	5.9%																					
<ul style="list-style-type: none"> It may be noted that all Pre-InvIT Closing Claims are to the account of the Sponsor-1 (OSEPL) and the Project Entities are not impacted by the same as these claims are being dealt and followed by Sponsor-1 (OSEPL) with NHAI. All material reports have been updated above and all regular compliances & correspondences are being undertaken through Project Manager in accordance with the Concession Agreements of the respective Projects. 																							

21st July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

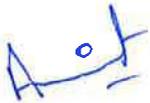
Dear Sir,

Subject: Compliance Certificate from Project Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the Project Manager of Oriental Nagpur Betul Highway Limited held by Oriental InfraTrust, pursuant to Sub-regulation 4 of Regulation 9 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, do hereby confirm that we had complied with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the Project Management Agreement and terms and conditions of our work order dated 1st December, 2015 for routine maintenance of the Project owned by Oriental Nagpur Betul Highway Limited, for the quarter ended June 30, 2022.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Project Manager for Oriental InfraTrust



(Amit Vikram)

Authorised Signatory



ORIENTAL STRUCTURAL ENGINEERS PVT. LTD.
registered office :
ose commercial block . asset 5b . aerocity
hospitality district . IGI airport
new delhi - 110037 . India
tel : 91-11-46044604
www.orientalindia.com
e-mail. : info@orientalindia.com
cin : U74210DL1971PTC005680



21st July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Project Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the Project Manager of Etawah - Chakeri (Kanpur) Highway Private Limited held by Oriental InfraTrust, pursuant to Sub-regulation 2 of Regulation 10 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, do hereby confirm that we had complied with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Project Management Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Project Manager for Oriental InfraTrust

(Amit Vikram)

Authorised Signatory



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21st July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Project Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the Project Manager of OSE Hungund Hospet Highways Private Limited held by Oriental InfraTrust, pursuant to Sub-regulation 2 of Regulation 10 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, do hereby confirm that we had complied with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Project Management Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Project Manager for Oriental InfraTrust

(Amit Vikram)

Authorised Signatory



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21st July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Project Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the Project Manager of Oriental Pathways (Indore) Private Limited held by Oriental InfraTrust, pursuant to Sub-regulation 2 of Regulation 10 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, do hereby confirm that we had complied with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Project Management Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Project Manager for Oriental InfraTrust

(Amit Vikram)

Authorised Signatory



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cin : U74210DL1971PTC005680



21st July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Project Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the Project Manager of Oriental Nagpur Bye Pass Construction Private Limited held by Oriental InfraTrust, pursuant to Sub-regulation 2 of Regulation 10 of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, do hereby confirm that we had complied with the applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Project Management Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Project Manager for Oriental InfraTrust

(Amit Vikram)

Authorised Signatory



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29th July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Major Maintenance Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the MM Manager of Oriental Nagpur Bye Pass Construction Private Limited held by Oriental InfraTrust, do hereby confirm that we had complied with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Major Maintenance Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022 applicable to us, under the extant regulations.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Major Maintenance Manager for Oriental InfraTrust

Authorised Signatory



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ose commercial block . asset 5b . aerocity
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e-mail : info@orientalindia.com
cin : U74210DL1971PTC005680



29th July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Major Maintenance Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the MM Manager of Oriental Pathways (Indore) Private Limited held by Oriental InfraTrust, do hereby confirm that we had complied with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Major Maintenance Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022 applicable to us, under the extant regulations.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Major Maintenance Manager for Oriental InfraTrust

Authorised Signatory



ORIENTAL STRUCTURAL ENGINEERS PVT. LTD.
registered office :
ose commercial block . asset 5b . aerocity
hospitality district . IGI airport
new delhi - 110037 . India
tel : 91-11-46044604
www.orientalindia.com
e-mail : info@orientalindia.com
cin : U74210DL1971PTC005680



29th July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Major Maintenance Manager in respect of Oriental infraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the MM Manager of OSE Hungund Hospet Highways Private Limited held by Oriental InfraTrust, do hereby confirm that we had complied with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Major Maintenance Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022 applicable to us, under the extant regulations.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Major Maintenance Manager for Oriental InfraTrust

Authorised Signatory



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29th July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Major Maintenance Manager in respect of Oriental InfraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the MM Manager of Etawah - Chakeri (Kanpur) Highway Private Limited held by Oriental InfraTrust, do hereby confirm that we had complied with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Major Maintenance Agreement dated 3rd June, 2019, for the quarter ended June 30, 2022 applicable to us, under the extant regulations.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Major Maintenance Manager for Oriental InfraTrust

Authorised Signatory



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29th July 2022

To,

Mr. Jitendra Kumar, CEO
OIT Infrastructure Management Limited
Investment Manager for Oriental InfraTrust
OSE Commercial Block, Hotel Aloft, Asset 5B, Aerocity,
Hospitality District, IGI Airport, New Delhi – 110037

Dear Sir,

Subject: Compliance Certificate from Major Maintenance Manager in respect of Oriental infraTrust

We, Oriental Structural Engineers Private Limited acting in its capacity as the MM Manager of Oriental Nagpur Betul Highway Limited held by Oriental InfraTrust, do hereby confirm that we had complied with the provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and terms and conditions of our work order dated 1st December 2015 for major maintenance of the Project owned by Oriental Nagpur Betul Highway Limited, for the quarter ended June 30,2022 applicable to us, under the extant regulations.

Yours sincerely,

For Oriental Structural Engineers Private Limited
Major Maintenance Manager for Oriental InfraTrust

Authorised Signatory



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TO WHOM SO EVER IT MAY CONCERN

"We M A P S A & Co. Chartered Accountants based on the Details, Documents, Records & Information & the valuation report (dated June 21, 2022 issued by BDO Valuation Advisory LLP) provided to us by the management of Oriental InfraTrust., ("OIT") having Principal office at 3rd Floor, Plot No.8, Sector: B-7, Local Shopping Complex, Vasant Kunj, New Delhi – 110070, confirm that,

Oriental Structural Engineers Pvt Ltd. ("OSE") having its registered office at OSE Commercial Block, Hotel ALOFT, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi - 110037 & Oriental Tollways Pvt Ltd ("OTPL") having its registered office at OSE Commercial Block, Hotel ALOFT, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi - 110037 are related parties of OIT by virtue of provisions of section 2(76) of the Companies Act 2013.

The terms & conditions as mentioned in the proposed "Share Purchased Agreement" for Takeover of "Bioara to Dewas Highway Private Limited" by OIT from OSE & OTPL for a total consideration price of Rs. 1,250 crores as per the Right of First Offer Notice dated 26.04.2022 received by OIT would be on arm's length basis and in the ordinary course of business as per our analysis in the memo attached as **Annexure-1**.

This certificate has been issued on the specific request of the company for the solitary use of Board of Directors of OIT and should not be used for any other purposes by any person.

For M A P S A & Co.
Chartered Accountants

FRN: 001885N


CA Manuj Kansal

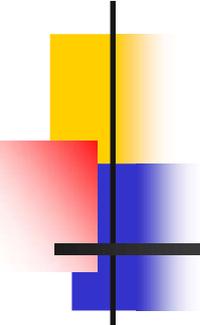
Partner

M No.: 519330

Date: 03/08/2022

Place: Delhi

UDIN: 22519330AODFGN9457



Biaora Dewas Highway Private Limited

Determination of Arm Length Price

**M A P S A & Co.
Chartered Accountants**

CA Manuj Kansal

Strictly Private and Confidential



Summary of Abbreviations used

S. No.	Abbreviations	Full Name
1	AE	Associated Enterprise
2	ALP	Arm's Length Price
3	AY	Assessment Year
4	CPM	Cost Plus Method
5	CUP	Comparable Uncontrolled Price
6	CY	Current Year
7	TNMM	Transactional Net Margin Method
8	FAR	Function, assets and Risk analysis
9	F&A	Finance and Accounting
10	GOI	Government of India
11	GP	Gross Profit
12	INR	Indian Rupees
13	MAM	Most Appropriate Method
14	OC	Operating Cost
15	OECD	Organisation for Economic Co-operation and Development
16	OECD Guidelines	OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations, 2022
17	OP	Operating Profit
18	OR	Operating Revenue
19	PLI	Profit Level Indicator
20	ICAI	The Institute of Chartered Accountants of India
21	PSM	Profit Split Method
22	RPM	Resale Price Method
23	r.w.s	Read with section
24	Guidance Note	Guidance Note on report under section 92E of the Income-tax Act, 1961 (Transfer Pricing) issued by the Institute of Chartered Accountants of India, 2020
25	SDT	Specified Domestic Transaction
26	The Act	Income Tax Act, 1961
27	The Rules	Income Tax Rules, 1962
28	TNMM	Transactional Net Margin Method
29	TP	Transfer Price/Transfer Pricing
30	w.e.f.	With effect from

1. Executive Summary

1.1 Introduction and Scope

- 1.1.1 Biaora to Dewas Highway Private Limited (hereinafter referred to as ‘BDPL’ /‘the Company’ /‘the assessee’) has engaged M A P S A & Co. Chartered Accountants (“the Firm”/ “Us”) for evaluation of arm’s length nature of the transactions entered between Oriental InfraTrust “OIT”), Oriental Structural Engineers Pvt. Ltd. & Oriental Tollways Pvt Ltd w.r.t transfer of equity shares of Biaora to Dewas Highway Private Limited using the principles detailed out in the Indian transfer pricing regulations under Chapter X of the Income Tax Act, 1961 (hereinafter referred to as ‘the Act’).

The report is based on information that is available in the public domain or information that has been provided to us by employees and management of OIT, either orally or in writing. The Firm has asked responsible personnel from OIT to review the information in this document for accuracy. Thus, all the responsibility for the accuracy of all information contained within this document lies with OIT.

1.2 Brief on the Business-Group Overview

- 1.2.1 Biaora to Dewas Highway Private Limited (“the Company”) is a private limited company incorporated on 22nd July, 2015 under the provisions of the Companies Act, 2013. The company is a special purpose vehicle set up to design, build, finance, operate and transfer (DBFOT) basis of national highway between Biaora-Dewas section of NH-3 from Kms 426.100 to 566.450 in the state of Madhya Pradesh.
- 1.2.2 As per the concession agreement (CA) signed between NHA and BDHPL on August 27, 2015, the concession period is 27 years (including a construction period of 910 days) from the appointed date (July 9, 2016). The company is promoted by OSEPL. The company received the provisional completion certificate (PCOD-I) for ~76% of the project stretch on April 30, 2019 and has been collecting the toll since then.
- 1.2.3 The Registered office of the Company is located at OSE commercial block, Hotel Aloft, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi-110037.



Source: Management of the Trust

1.3 Industry Analysis

- 1.3.1 Computing the arm length price requires an assessee to document the broad description of the industry in which it operates. An overview of the industry assists in understanding the business risks, operational characteristic of, and the assets employed by the assessee in relation to other players in the industry.
- 1.3.2 As a part of its business operations, BDPL operates in Building of complete constructions or parts thereof; civil engineering. The company specifically operates in construction of Highways and toll collection, therefore, the performance of BDPL is, inter-alia, linked to the performance of the infrastructure Industry.

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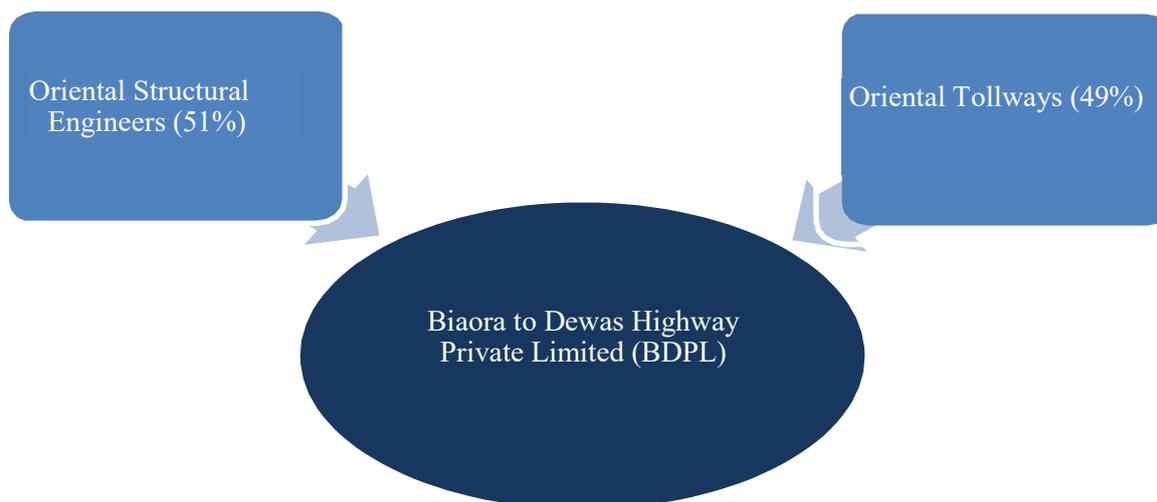
2. Group Overview

2.1 Introduction

This chapter provides a description of the ownership structure of the target entity.

2.2 Ownership Pattern

2.2.1 The shareholding pattern of BDPL is as below:



Note: Diagram representing the shareholding structure of BDPL as on 31st March, 2021.

2.3 Equity Structure

2.3.1 The equity structure of BDPL is as below:

Equity structure (Table 1)

Name of Shareholders	Equity Holding (%)	No. of Shares	Value (in INR)
Oriental Structural Engineers Pvt. Ltd.	51%	50,05,100	5,00,51,000
Oriental Tollways Pvt Ltd.	49%	48,08,821	4,80,88,210
	100%	98,13,921	9,81,39,210

Note: The equity structure is as on 31st March 2021, as per audited books of account.

2.4 Business Profile of BDPL

- 2.4.1 BDPL is a special purpose vehicle set up to design, build, finance, operate and transfer (DBFOT) basis” of national highway between Biaora-Dewas section of NH-3 from Kms 426.100 to 566.450 in the state of Madhya Pradesh.
- 2.4.2 The Registered office of the Company is located at OSE commercial block, Hotel Aloft, Asset 5B, Aerocity, Hospitality District, IGI Airport, New Delhi-110037.
- 2.4.3 The Biaora-Dewas Project was awarded by the NHAI for a concessional period of 27 years starting from appointed date on 9th July,2016.

2.5 Corporate Profile

Oriental InfraTrust has proposed to takeover Biaora-Dewas Highway Private Limited from Oriental Structural Engineers Pvt. Ltd. & Oriental Tollways Pvt Ltd. Brief profile of OIT is reproduced below:-

Oriental InfraTrust

ORIENTAL INFRATRUST (the “Trust”) is an irrevocable Trust set up in June, 2019 under the Indian Trusts Act, 1882 and registered with the Securities and Exchange Board of India as an Infrastructure Investment Trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

The Trust currently has a portfolio of five road assets, consisting of four toll-road assets and one annuity road asset, in the states of Maharashtra, Madhya Pradesh, Uttar Pradesh and Karnataka. These roads are operated and maintained pursuant to concessions granted by the NHAI and are owned and operated by Project SPVs.

The Sponsor of the Trust, Oriental Structural Engineers Private Limited (OSEPL) and Oriental Tollways Private Limited, are among the pioneer companies for Infrastructure development and construction in India. OSEPL is having rich experience in the construction of rigid and flexible pavements for roads, highways and airfields. Since its inception in 1971, the Company’s experience extends to constructing bridges, flyovers and embankments with reinforced earth and earthwork. In the past five decades,

OSEPL has executed pavement works, both rigid and flexible, major national/state highway projects in India and abroad.

3. Industry Overview

Roads and Highways Sector in India

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

During the last five years there has been a significant growth in the road transportation network. The government has forecasted an investment of \$350 bn towards road infrastructure in the North-East region of India during 2020-2025.

The market for roads and highways in India is projected to exhibit a CAGR of 36.16% during 2016-2025, on account of growing government initiatives to improve transportation infrastructure in the country. For the period of 2016-17 to 2021-22, the CAGR stands at 20%.

The highways sector in India has been at the forefront of performance and innovation. The government has successfully rolled out over 60 road projects in India worth over \$10 bn based on the Hybrid Annuity Model (HAM). HAM has balanced risk appropriately between private and public partners and boosted PPP activity in the sector.

Asset recycling, through the toll-operate-transfer (ToT) model has been taken up by the National Highways Authority of India (NHAI) for 100 highways. The first two bundles of 9 highways each were monetized successfully for an investment of over \$2 bn.

As one of the biggest reforms in the road transportation industry in India, the NHAI has gone 'Fully Digital', with the launch of a unique cloud-based and Artificial Intelligence-powered Big Data Analytics platform – Data Lake and Project Management Software. The entire project management work flow of NHAI is transformed from manual to online portal based, wherein the complete project execution operations including 'workflow with time lines' and 'alert mechanism' have been configured. All project documentation, contractual decisions and approvals are now being done through portal only.

Union Budget 2022 Highlights

- National Highway network to be expanded by 25,000 kms in 2022-23
- 400 new-generation Vande Bharat trains to be developed in next 3 years
- 100 cargo terminals to be developed

Some of the recent Government initiatives are as follows:

- The government issued a notice related to concessions under the Vehicle Scrapping Policy (effective from April 2022) to encourage vehicle owners towards discarding old vehicles, which have higher fuel consumption costs.
- In November 2021, NHAI's InvIT units were listed at Rs. 101 per unit (Total unit size of 59.52 crores) with an Enterprise value of Rs. 8,012 crores with anchor investors comprising Canada Pension Plan Investment Board and Ontario Teachers' Pension Plan Board.

- For the Quarter ending March 2022, NHAI InvIT has announced its maiden distribution of Rs. 0.79 per Unit totaling to Rs. 47.02 crores distribution.
- NHAI is planning to transfer 3 (three) more projects to NHAI InvIT. NHAI is optimistic about meeting the Asset monetization target of Rs 20,000 crore in FY 2022-23 though NHAI's InvIT and/or TOT.
- NHAI is planning to construct Vijayawada-Nagpur Express Highway having a length of about 457 km (310 km Greenfield and 147 km Brownfield) at a cost of Rs. 14,000 crores.
- NHAI is planning to develop Electric Vehicles charging network, along various National Highways to promote use of electric vehicles. In line with this, ~700 evehicle charging stations are expected to be installed by 2023, covering 35,000 to 40,000 kms of National Highways.
- In September 2021, the Ministry of Road Transport and Highways allocated Rs. 7,270 crore (US\$ 980.9 million) for road safety programmes in 14 states that constitute 85% of the total road fatalities in India.
- In October 2021, the government announced rules to improve road safety, such as fixed driving hours for commercial truck drivers and a mandate to install sleep detection sensors in commercial vehicles.
- In March 2021, NHAI said it will develop more than 600 world class way side amenities across 22 states for commuters along National Highways in the next 5 years. The amenities will include numerous facilities for passengers such as fuel station, EV charging, toilets, food courts, retail shops, Bank ATMs, Medical clinic, play areas, village haat for local handicrafts etc.

{References: Indian Road Industry Report by IBEF,OECD, RBI, IMF Media Reports,Media Reports, Press Releases, NHAI website, Press Information Bureau (PIB)}



4. Economic Analysis

4.1 Introduction

The process of economic analysis consists of different steps namely, selecting the tested party, selecting the most appropriate method and application of most appropriate method which normally consists of identification of comparable uncontrolled transactions and in case of application of profit based method, the measure of profitability of tested party, identifying a sample of companies that are comparable to the tested party and analyzing the profitability of the comparable companies to determine the arm's length price (profitability), all of which are serially discussed below.

4.2 Selection of the Tested Party

4.2.1 Before commencing a search for comparable data, it is necessary to identify the party that has to be the point of reference (known as the 'tested party').

4.2.2 The Indian Transfer Pricing Regulations under **chapter X** of the Act read with the Rules there under, do not lay down any specific guidance on the choice of the tested party. Jurisprudence allows the use of the OECD guidelines, commentaries etc.

4.2.3 The OECD guidelines lays down, *that it is necessary to choose the party to the transaction for which a financial indicator (mark-up on costs, gross margin, or net profit indicator) is tested. The choice of the tested party should be consistent with the functional analysis of the transaction.* As a general rule, the tested party is the one to which a transfer pricing method can be applied in the most reliable manner and for which the most reliable comparables can be found, i.e. it will most often be the one that has the less complex functional analysis.

4.2.4 *US Treasury Regulations under section 1.482-5 also state, that the tested party is that participant in the controlled transaction whose profits attributable to the controlled transaction can be verified using the most reliable data and requiring the fewest and most reliable adjustments. In most cases, the tested party is the least complex one amongst the controlled taxpayers, that is, the taxpayer with the least amount of risk associated with its operations and without valuable intangibles or unique assets that may distinguish it from potential uncontrolled comparable companies.*

4.2.5 In nutshell, both the guidelines provide that the tested party should be that party in a controlled transaction, which based on a functional analysis, is the least complex party and in respect of which reliable comparable data can be found. A party will be termed as least complex party if it assumes least number of risks associated with its operations and if does not own any valuable intangibles.

Accordingly, economic analysis requires the selection of tested parties in respect of the International Transactions. The analysis regarding the selection of tested parties in respect of International Transactions has been discussed in following paragraphs.

4.2.6 BDPL is the less complex party in relation to whom reliable comparable data can be found and requiring the fewest and most reliable adjustments.

4.2.7 BDPL is also the taxpayer without any significant valuable intangibles or unique assets that may distinguish it from potential uncontrolled comparable companies.

4.2.8 Therefore, BDPL is considered to be the Tested Party in respect of the International Transactions entered into by it.

4.3 Search Process in ProwessIQ Database

Search for uncontrolled comparables

Database

The corporate databases of ProwessIQ were searched to identify potential uncontrolled comparable which provide same or similar services as the tested party rendered.

Quantitative analysis

The search for comparables was undertaken, keeping in mind, that BDPL is a special purpose vehicle set up to design, build, finance, operate and transfer (DBFOT) basis of national highway between Biaora-Dewas section that performs standard functions, employs necessary assets & assumes normal risks for providing construction of highways and roads.

To identify companies that could be considered as comparable to BDPL, we started by using the business activity as given in ProwessIQ. All the companies available in the database i.e. **40,915** companies were selected for the purpose of search process.

A list of following business activity codes has been selected as search criteria based on the business activity of BDPL.

Business Activity Codes

- Construction & Maintenance of Roads
- Construction Activities
- Toll Collection
- Highway Toll Management Systems

This filter resulted in **1,139** companies

As the aforesaid search process yielded fairly large results, the results were, then, refined on the basis of availability of financial information. We selected those companies for which financial data was available for the year ended 31st March 2020 and/or 31st March 2021. Application of this filter resulted in **224** companies.

The above list was further narrowed down by applying turnover criteria to obtain economically comparable companies. Only companies having their turnover in between from Rs. 1 crore to Rs. 300 crores were selected in order to obtain potential comparables to the tested party. The below mentioned list of case laws support application of this filter. This resulted in selection of **109** companies.

Table 2: Case Laws on Turnover Filter

Case Laws	Citation
Bucher Hydraulics Pvt Ltd	TS-577-ITAT-2020(DEL)-TP
Sanvih Info Group Pvt. Ltd	TS-439-HC-2019 (Del)-TP
Amber Point Technology India Pvt. Ltd.	TS-172-ITAT-2018(PUN)-TP
XM Software Solution Private Limited	TS-190-ITAT-2018(COCH)-TP
Tieto IT Services India Pvt Ltd	TS-155-ITAT-2018(PUN)-TP
Capgemini Technology Services India Ltd	TS-1095-ITAT-2017(HYD)-TP
Freescale Semiconductor India Pvt. Ltd.	TS-1098-ITAT-2017(DEL)-TP
Dell International Services India Private Ltd	TS-965-ITAT-2017(Bang)-TP
Huawei Technologies India Pvt Ltd	TS-826-ITAT-2017(Bang)-TP
Agnity India Technologies P. Ltd.	TS-189-HC-2013 (Del)-TP
Nvidia Graphics Pvt Ltd	TS-1089-ITAT-2016 (Bang) – TP

We further refined the search process by applying the raw material consumed criteria being greater than 75% so that the company which is engaged in the service activity is eliminated. This process yielded 59 companies.

Qualitative Analysis

Since, this quantitative search resulted in a broad list of comparables; we further manually checked each company and rejected those companies which were functionally dissimilar with the functional profile of BDPL. The search was further refined based on potentially comparable company having different business activities, different functionality, persistent losses etc.

The summary of our search process is given in the table below:

Table 3: Search Process Summary –Prowess IQ Database

Criteria and reasons for usage	References No. of Companies passing the criterion
Total universe of companies available in Prowess IQ database	40,915

Criteria and reasons for usage	References No. of Companies passing the criterion
Companies selected based on applying Business activity filter	1,139
Companies selected based on year end criteria	224
Companies selected based on turnover criteria of `200 crores - `300 Crores.	109
Companies selected based on raw material consumed > 75%	59
	35
	3
	32

S. No.	Comparable Company Name	Database
1.	Varanasi Sangam Expressway Pvt. Ltd.	Prowess IQ
2.	Ashoka Kharar Ludhiana	Prowess IQ
3.	Maharashtra Border Check Post Network Ltd..	Prowess IQ

Final Comparables Set
Arm's Length Results (Table 4)

S. No.	Company	2021				
		Profit after Tax (%)	Sales Growth(%)	EBDIT A (Rs in Crores)	Market Value (Rs in Crores)	EBIDTA Multiple
1	Varanasi Sangam Expressway Pvt. Ltd.	16%	-51.87%	190.59	1151	6.04
2	Ashoka Kharar Ludhiana Road Ltd	-17%	-31%	149	1356	9.10
3	Maharashtra Border Check Post Network Ltd.	-20%	-13%	168	1315	7.83
Average		-20%	-37%		1274	7.66
PLI of tested party		-22.5%	-40%	159.95	1250	7.81

The above analysis shows that the arm's length range of Profit after Tax (%), Sales Growth (%) & EBIDTA Multiple of the 3 comparable companies is worked out to be **-20%, -37 % & 7.66** respectively.

The Profit after Tax (%), Sales Growth (%) & EBIDTA Multiple of BDHPL during the year under consideration is **-22.50%, -40% & 7.81** which is near to comparable companies.

Conclusion

As can be observed from Table 4 above, the EBIDTA Multiple of BDPL of 7.81 at the proposed transaction value of Rs. 1,250 crores is within the arm's length EBIDTA Multiple range of the comparable companies which begins with 6.04 and ends at 9.10 with a mean of 7.66 & median of 7.83

Thus considering the arm's length range & our analysis of the proposed acquisition by OIT of one toll asset, Biaora-Dewas Highway Private Limited (BDHPL) at a value of Rs. 1,250 crores, it can reasonably be concluded that the proposed transaction is being conducted at ALP.

**Manuj
Kansal** Digitally signed
by Manuj Kansal
Date: 2022.08.03
10:52:41 +05'30'

Disclaimer

Our views contained in this memorandum are based on the completeness and accuracy of the information provided by the client and/or any assumptions made by the client that were relied upon for the purpose of this memorandum. We disclaim any liability for advice based on incorrect or inaccurate information provided to us relating to the operations and transactions of the client. If any of the information and assumptions provided by the client is not complete or accurate, it is imperative that we be informed accordingly, as the inaccuracy or incompleteness thereof could have a material effect on our findings.

The analysis and findings outlined in this memorandum are specifically in response to a request for advice by the client. This memorandum is confidential and has been prepared solely for the use by the client. It should not be copied or disclosed to any third party, in whole or in part, without our prior written consent. Neither the firm nor any of its members or employees undertake responsibility in any way whatsoever to any person or company other than the client, for any error or omission in the advice given, however caused. Our views are not binding on any authority or Court and hence, no assurance is given that a position contrary to our views/opinions expressed herein will not be asserted by any authority and/or sustained by an appellate authority or a Court of law. The responsibility for any taxes/ penalties arising from the course of assessments would not rest on the firm or associates.

In the preparation of this memorandum, we have relied on the provisions of the Act, the Rules, and judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislation or regulatory changes or administrative pronouncements or judicial decisions. Any such change, which could be prospective, retrospective or retroactive, could affect the validity of the conclusions herein. Unless specifically requested otherwise, we shall not update this memorandum for subsequent changes or modifications to the law, to the rules/ regulations, or to the judicial and administrative interpretations thereof.



Thank You