

**INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST**

**1<sup>ST</sup> ANNUAL REPORT**

**FINANCIAL YEAR 2023-24**

## CONTENTS

Particulars	Page no.
Corporate Information	1
Report of the Investment Manager of Intelligent Supply Chain Infrastructure Trust for the year ended March 31, 2024	2-16
Secretarial compliance report for the year ended March 31, 2024	17-20
Compliance reports on governance	21-30
Valuation Report for the year ended March 31, 2024	31-65
Standalone Financial Statements	66-91
Consolidated Financial Statements	91-129

## CORPORATE INFORMATION

### **Intelligent Supply Chain Infrastructure Trust (the “Trust”)**

SEBI Registration Number:  
IN/InvIT/22-23/0024

#### **Principal Place of Business:**

4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg,  
Dhobi Talao, Mumbai 400 002  
Tel: +91 22 3555 5000  
Fax: +91 22 3555 5560  
Email: [intelligent.supplychain@zmail.ril.com](mailto:intelligent.supplychain@zmail.ril.com)  
Website: [www.intelsupplychaininfra.com](http://www.intelsupplychaininfra.com)

### **Auditors**

M/s. Deloitte Haskins & Sells LLP,  
Chartered Accountants  
Firm Registration Number:  
117366W/W-100018  
One International Centre,  
Tower 3, 27th-32nd Floor  
Senapati Bapat Marg  
Elphinstone Road (West)  
Mumbai 400 013  
Tel: + 91 22 6185 4000  
Fax: +91 22 6185 4501

### **Valuer**

BDO Valuation Advisory LLP,  
Registered Valuer  
IBBI Registration Number:  
IBBI/RV-E/02/2019/103  
The Ruby, Level 9, North-East wing,  
Senapati Bapat Marg, Dadar West,  
Mumbai 400 028  
Tel: +91 22 6192 0000  
Fax: +91 22 6192 0000

### **Security Information**

Listed on BSE Limited  
**Security Code:** 544005  
**Symbol:** ISCITRUST  
**ISIN:** INE0QSW23016

### **Investment Manager of the Trust**

Infinite India Investment Management Limited  
CIN: U74140MH2006PLC163489  
Registered Office:  
7th Floor, Cnergy,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400025  
Tel: +91 22 6630 3030  
Fax: +91 22 6630 3223  
Email: [mcainfinite@jmfl.com](mailto:mcainfinite@jmfl.com)

### **Trustee of the Trust**

Axis Trustee Services Limited  
The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg,  
Dadar West, Mumbai 400 028  
Tel: + 91 22 6230 0451  
Fax: +91 22 6230 0700  
E-mail: [debenturetrustee@axistrustee.com](mailto:debenturetrustee@axistrustee.com)

### **Registrar and Transfer Agent of the Trust**

KFin Technologies Limited  
(Unit: Intelligent Supply Chain Infrastructure Trust)  
Selenium, Tower B, Plot 31-32,  
Financial District, Gachibowli,  
Nankramguda,  
Hyderabad - 500032  
Tel: +91 40 6716 2222  
Fax: +91 40 2343 1551  
E-mail: [warehouseinvit@kfintech.com](mailto:warehouseinvit@kfintech.com)

## REPORT OF THE INVESTMENT MANAGER OF INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST FOR THE YEAR ENDED MARCH 31, 2024

Intelligent Supply Chain Infrastructure Trust (the “Trust”/ “ISCIT”/ “InvIT”) was established by Reliance Retail Ventures Limited (the “RRVL”/ “Sponsor”) on August 17, 2022, as a contributory irrevocable trust under the provisions of the Indian Trusts Act, 1882 pursuant to an ‘Indenture of Trust’ executed between the Sponsor and Axis Trustee Services Limited as the “Trustee” of the Trust. Infinite India Investment Management Limited (the “IIIML”) is the investment manager of the Trust and Jio Infrastructure Management Services Limited is the Project Manager. The Trust was registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (the “SEBI InvIT Regulations”) on February 27, 2023, having registration number IN/InvIT/22-23/0024. The Indenture of Trust was amended vide amendment to Indenture of Trust dated February 23, 2024, pursuant to the SEBI circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023.

The Trust has been established with the objective of undertaking activity as an Infrastructure Investment Trust in accordance with the SEBI InvIT Regulations. The Trust holds 100% of the equity share capital in Intelligent Supply Chain Infrastructure Management Private Limited (“ISCIMPL”/ “Warehouse Co”) which operates a pan-India network of operational warehouses of approximately 12.89 million square feet as of March 31, 2024.

The Trust undertook an initial offer of its units (the “Units”) vide placement memorandum dated October 25, 2023, and raised ₹ 3,048 crore by the issue of 30,48,00,000 Units at an issue price of ₹ 100 per Unit. The units of the Trust are listed on BSE Limited since October 26, 2023.

### MANAGEMENT DISCUSSION AND ANALYSIS BY THE INVESTMENT MANAGER AND DETAILS OF ASSETS OF THE TRUST

#### Economic Overview

##### Global Economy

The global economy was surprisingly resilient through the global disinflation of 2022-23. As global inflation descended from the peak in mid-2022-23, economic activity grew steadily, defying warnings of stagflation and global recession. Growth in employment and incomes held steady, reflecting supportive demand developments including greater-than-expected government spending and household consumption and a supply-side expansion amid, notably, an unanticipated boost to labour force participation. Global growth, estimated at 3.2% in 2023, is projected to continue at the same pace in 2024 and 2025. Global headline inflation is expected to fall from an annual average of 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025. Risks to the global outlook are now broadly balanced. On the downside, new price spikes stemming from geopolitical tensions, including those from the war in Ukraine and the conflict in Gaza and Israel, could, along with persistent core inflation where labour markets are still tight, raise interest rate expectations and reduce asset prices. (Source: World Economic Outlook, April 2024)

##### Indian Economy

India has risen as one of the most rapidly developing major economies globally, poised to become one of the leading three economic forces. The country’s impressive economic transformation can be attributed to various factors, including a burgeoning young population, a growing middle class, a well-educated English-speaking workforce, and extensive government initiatives. These elements have significantly shaped India’s economic landscape.

India has a strong consumption market which protects the economy from global market fluctuations and thus sustains growth. India’s share of consumption as a percentage of GDP was over 61% (as of 2022) and has been growing at a 6.9% CAGR between 2013-2022.

Following the impact of the COVID-19 pandemic, India’s real GDP growth rate showed signs of recovery, with an estimated rate of approximately 7.2% in 2022-23. However, certain global factors, such as rising international commodity prices, fluctuations in the global financial market, and



bottlenecks in global supply chains, have contributed to some loss of momentum in the economic outlook.

The following graph compares India's GDP growth forecasts along with GDP per Capita growth forecasts with other Asia-Pacific Economies.

Several economic indicators suggest a steady and positive economic outlook for the foreseeable future. Both the Purchasing Managers' Index for manufacturing and services have positively remained in the expansion zone. Notably, the manufacturing sector achieved a high during this period, which resulted in Indian exports experiencing an annual rise of around 6% to reach USD 447 billion in FY 2022-23.

Furthermore, the lending market has seen significant growth in the commercial real estate segment, with bank credit deployment expanding by 8.5% year-on-year in 2023. These indicators collectively indicate promising prospects for stable economic growth in India.

### Warehousing Industry

In 2014, the "Make in India" initiative was introduced, and more recently, the government emphasized the idea of an "Aatmanirbhar Bharat" (self-reliant India). To support these initiatives and facilitate the smooth movement of goods, services, and people on a global scale, the Indian government recognizes the importance of a robust logistics sector.

As part of its vision, the Government of India aims to develop an integrated, cost-effective, reliable, and sustainable logistics ecosystem, leveraging digital technologies to promote accelerated and inclusive economic growth. An essential target of this vision is to reduce logistics costs to less than 10% of the country's GDP.

Logistics costs in India are considerably high (in the range of 14-18% of GDP) in comparison to single-digit levels in developed countries. Transportation costs take up the majority share at approx. 8.5%, inventory and administrative costs at 5% and 0.5% respectively.

The demand for logistics facilities in India is being fueled by ongoing structural changes. The Indian Industrial & Logistics (I&L) sector is experiencing rapid evolution, primarily due to sustained policy interventions, strong growth in the manufacturing sector, and the increasing prominence of E-Commerce and third-party logistics (3PL) services. There is a noticeable increase in demands from traditional sectors, alongside a surge in demand for E-Commerce services and platforms. These factors collectively contribute to the growing need for efficient logistics infrastructure in India.

### **Asset Overview**

#### Operational Performance

During the financial year ended March 31, 2024, the Trust acquired 100% of the equity share capital of ISCIMPL from the Sponsor for a consideration of ₹ 100 crore pursuant to a share purchase agreement dated August 17, 2023. The acquisition was completed on October 25, 2023, immediately on the completion of the initial offer of units by the Trust.

During the financial year ended March 31, 2024, ISCIMPL took over the operations and maintenance of 64 operating warehouses (Initial Portfolio) spread across 34 cities across India including the key warehousing hubs of Delhi, NCR, Mumbai, Bengaluru, Chennai, Kolkata, Ahmedabad, Pune and Hyderabad. ISCIMPL also entered into an Asset Purchase and Sale Agreement with the Sponsor to acquire the various assets that are deployed at these 64 warehouses. The asset's include plant & equipment, fitments, apparatus, fixtures and fittings, other moveable assets for an aggregate consideration of ₹ 4,261.35 crore (excluding GST payable thereon).

Further ISCIMPL entered into a long-term warehouse use agreement (WUA) with the Sponsor in terms of which, ISCIMPL would provide warehousing services to RRVL in terms of the service orders issued under the WUA.

ISCIMPL also entered into long-term project execution agreement (PEA) with Reliance Projects & Property Management Services Limited (RPPMSL) in terms of which RPPMSL shall procure, build, establish, install and commission new warehouse assets for ISCIMPL and deliver them on a turnkey basis at the rates specified under the PEA.

ISCIMPL also entered into an operations and maintenance agreement (O&M Agreement) with RPPMSL in terms of which RPPMSL shall operate and manage the warehouse assets of ISCIMPL on a long-term basis and provide and confirm to the service parameters agreed between the parties under the O&M Agreement.

The WUA, PEA and O&M Agreement came into effect on the completion of the initial offer of units i.e. October 25, 2023.

In March 2024, ISCIMPL added to its portfolio of warehouse assets, a warehouse at Ghaziabad taking the total number of warehouses under operation to 65 aggregating 12.89 million square feet.

### Financial Performance

Brief details of financial performance of the Trust on consolidated basis for the year ended March 31, 2024, is provided below:

(₹ in crore)	
<b>Particulars</b>	<b>From October 25, 2023, to March 31, 2024</b>
Revenue from operations	616.98
Other income	5.02
<b>Total income</b>	<b>622.00</b>
Profits before taxes	7.45
Profits for the year	7.45
Total comprehensive income for the year	7.45

Revenue from operations refers to the income earned by ISCIMPL pursuant to the WUA entered into with the Sponsor. Other income refers to interest income and profits on sale of investments (net).

The expenses include the operations and maintenance expense incurred by ISCIMPL under the O&M Agreement, investment management expenses, project management expenses, depreciation and amortization expenses, other expenses at ISCIMPL and Trust level and finance cost incurred by Trust on its borrowings. The Trust had on October 25, 2023, borrowed a sum of ₹ 2,122.00 crore pursuant to a loan agreement dated August 17, 2023.

On account of the above, the profits before taxes were ₹ 7.45 crore in Fiscal 2024.

### Health, Safety and Environment (the “HSE”)

We believe that we are in compliance, in all material respects, with applicable health, safety and environmental regulations and other requirements in our operations. Our HSE program involves a combination of (a) training including (i) online HSEF training (ii) road safety training (iii) workplace safety training (iv) first aid training (v) fire & electrical safety training and (vi) emergency preparedness training (b) safety committee meeting and risk management; (c) HSE audit and assurance; (d) ISO certification; and (d) culture building. The HSE compliance is regularly monitored.

### Future Business Outlook

We continue to remain confident on the future business outlook of ISCIMPL. We believe that the breadth of our warehouse assets, position us well to capture growing demand for warehousing services. We intend to actively market our warehouse assets to new 3<sup>rd</sup> party customers to generate additional sources of revenue and cash flows over time.

### Details of Trust's holding in ISCIMPL

The Trust holds 100.0% of the outstanding equity share capital of ISCIMPL at a carrying cost of ₹ 100 crore. The Trust has also extended loans aggregating ₹ 5,050 crore to ISCIMPL as under:

- (a) Trust Loan 1: Trust has extended to ISCIMPL ₹ 2,928.00 crore from the proceeds of the initial offer of Units pursuant to 'Staggered Interest Loan agreement entered into with ISCIMPL.
- (b) Trust Loan 2: Trust had extended ₹ 2,122.00 crore from the proceeds of its borrowings to ISCIMPL pursuant to 'Fixed Interest Loan agreement entered into with ISCIMPL.

### FINANCIAL INFORMATION AND OPERATING EXPENSES OF THE TRUST

Summary of Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2024, is as follows:

Particulars	Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	256.74	622.00	-	NA
Total Expenditure	126.79	614.55	-	NA
Profit / (Loss) before tax	129.95	7.45	-	NA
Less: Provision for tax				
Current tax	-	-	-	NA
Deferred tax	-	-	-	NA
Profit/(Loss) for the period	129.95	7.45	-	NA
Other comprehensive income	-	-	-	NA
Total comprehensive income/(loss) for the period	129.95	7.45		NA

Key operating expenses of the Trust for the financial year ended March 31, 2024, are as follows:

Particulars	Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
Finance costs		110.62		-
Investment Management fees		1.03		-
Project Management fees		1.03		-
Trustee fee		0.41		-
Audit fee		0.97		-
Valuation expenses		0.61		-
Registration fees		4.41		-
Other expenses		7.71		-

Audited Standalone and Consolidated Financial Information of the Trust for the financial year ended March 31, 2024, along with the Report of Auditors thereon forms part of this Annual Report.

### DETAILS OF UNITS ISSUED BY THE TRUST

The Trust undertook an initial offer of its units vide placement memorandum dated October 25, 2023, and raised ₹ 3,048.00 crore by the issue of 30,48,00,000 Units at an issue price of ₹ 100 per Unit.

The units of the Trust were privately listed on BSE Limited with effect from October 26, 2023.

During the year under review and as on date of this Report, no units have been bought-back by the Trust.

## Credit Rating

During the year under review, the Trust had obtained a credit rating from CARE Ratings Limited (“CARE”), who had assigned “CARE AAA/Stable” ratings vide its letter dated August 25, 2023. Further, CARE has reaffirmed the ratings of the Trust at “CARE AAA/Stable” on April 15, 2024.

## **SUMMARY OF THE VALUATION AS PER THE FULL VALUATION REPORT AS AT THE END OF THE YEAR**

As per SEBI InvIT Regulations and amendments thereon, an annual valuation of the assets of the Trust are conducted by an independent valuer at the end of the financial year ending as on March 31, 2024. For this purpose, the Trust and Investment Manager appointed BDO Valuation Advisory LLP (“the Valuer”) to carry out fair valuation of the InvIT Assets in accordance with the SEBI InvIT Regulations as on March 31, 2024 (the “Valuation Date”).

The Valuer have estimated the Enterprise Value of the InvIT Asset using Discounted Cash Flows (“DCF”) method under the Income Approach. For the purpose of this valuation exercise, they were provided with the financial projections of ISCIMPL by the management of the Trust as on the valuation date. The projections were based on the best judgement of the management on the future cash flows.

Based on the methodology and assumptions discussed above, the Enterprise Value (“EV”) of ISCIMPL adjusted for lease assets, is arrived at ₹ 5,803.8 crore as on the Valuation Date.

## **VALUATION OF ASSETS AND NET ASSET VALUE (“NAV”)**

The EV of ISCIMPL has been determined by the Valuer at ₹ 5,803.8 crore as on the Valuation Date i.e. March 31, 2024. Further the value of equity shares of ISCIMPL has been determined at ₹ 115 crore.

Please note the NAV of Units as on March 31, 2024, on standalone basis:

(₹ in crore)		
Particulars	Book value as on 31/3/2024	Fair value as on 31/3/2024
A. Equity shares held by Trust in ISCIMPL	100.00	114.99
B. Loans to ISCIMPL	5,050.00	5,050.00
C. Other assets	11.25	11.25
D. Total Assets	5,161.25	5,176.24
E. Total Liabilities	2,127.07	2,127.07
F. Net Assets (E-F)	3,043.18	3,049.17
G. Number of units in crore	30.48	30.48
H. NAV per unit (G/H)	99.55	100.04

Please note the NAV of Units as on March 31, 2024, on consolidated basis:

(₹ in crore)		
Particulars	Book value as on 31/3/2024	Fair value as on 31/3/2024
A. Assets	5,797.46	5,935.28*
B. Liabilities	2,886.12	2,886.12
C. Net Assets (A-B)	2,911.34	3,049.16
D. Number of units in crore	30.48	30.48
E. NAV per unit (E/F)	95.52	100.04

\* Refers to the enterprise value of ISCIMPL adjusted for cash and cash equivalents and investments as per the consolidated balance sheet (₹ 118.27 crore as on March 31, 2024), capital advances and advance income taxes paid (₹ 28.86 crore as on March 31, 2024) and other assets and liabilities of Trust on standalone basis that are not eliminated pursuant to consolidation (negative ₹ 5.07 crore as on March 31, 2024) less stamp duty payments estimated not provided for in the books (₹ 30.00 crore as on March 31, 2024) and aggregated for other current liabilities and trade payables on consolidated basis from the balance sheet (₹ 19.45 crore as on March 31, 2024)

## INVESTMENT MANAGER OF THE TRUST

Infinite India Investment Management Limited was appointed as the Investment Manager (“IM”) of the Trust pursuant to the provisions of SEBI InvIT Regulations and the Investment Management Agreement dated August 18, 2023, executed between Infinite India Investment Management Limited and Axis Trustee Services Limited, in the capacity of Trustee to the Trust (the “Trustee”). The said Investment Management Agreement was amended on February 23, 2024, pursuant to the SEBI circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023.

### A. Details of Infinite India Investment Management Limited (Investment Manager) as on March 31, 2024

The Investment Manager is a wholly owned subsidiary of JM Financial Limited. The Investment Manager has over 10 years of experience in fund management, being the investment manager of JM Financial Property Fund, a real estate focused venture capital fund registered with the SEBI under the SEBI (Venture Capital Funds) Regulations, 1996.

Further, neither the Investment Manager nor any of the promoters or directors of the Investment Manager: (i) are debarred from accessing the securities market by SEBI; (ii) are promoters, directors or persons in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; or (iii) are persons who are categorized as wilful defaulters by any bank or financial institution, as defined under the Companies Act, 2013, or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI.

Further, in accordance with the eligibility criteria specified under the SEBI InvIT Regulations, the Investment Manager had a consolidated net worth of not less than ₹ 10 crore as on March 31, 2024.

Board of Directors of the Investment Manager as on March 31, 2024 are mentioned below:

Sr. No.	Name of Director	Designation	DIN	Date of Appointment
1.	Ms. Dipti Neelakantan	Non-executive Director	00505452	October 19, 2007
2.	Mr. Adi Patel	Non-executive Director	02307863	April 26, 2023
3.	Mr. Sridhar Vaidyanadhan	Non-executive Director	03303448	April 01, 2023
4.	Mr. Rajendra Hingwala	Independent Director	00160602	February 20, 2019
5.	Mr. Shailesh Vaidya	Independent Director	00002273	February 20, 2019
6.	Ms. Riddhi Bhimani	Independent Director	10072936	April 01, 2023

Brief Profile of Directors of Investment Manager is provided below:

#### 1. **Ms. Dipti Neelakantan – Non-Executive Director (DIN: 00505452)**

Ms. Dipti Neelakantan retired in mid- 2019 as Group Chief Operating Officer and part of the Firm Management at JM Financial Group. She has nearly four decades of professional experience in the financial and capital markets. Ms. Neelakantan joined the JM Financial group in the year 1981 as a trainee and grew in various disciplines and position.

Her bouquet of experience consists of various capacities, locations and disciplines spanning across corporate governance, risk management, financial structuring, end to end delivery of capital market transactions, mergers and acquisition advisory, non-banking financial activities, active engagement for regulatory approvals, syndication, compliance, stock broking, fund management, sales and distribution of financial products.

Having been a director of various companies in JM Financial group for several years, she has a deep understanding of Board procedures, responsibilities and governance angles as well as corporate risk management.

During her career, she has been actively engaged with various policy makers including SEBI and RBI for development of regulatory framework and continuous reforms in financial and capital markets.

She has been a member of various committees of SEBI. She is also a member of FICCI’s Capital Market Committee and CII’s National Committee on Financial Markets.

Ms. Neelakantan is a fellow member of the Institute of Company Secretaries of India and a graduate in Commerce from Sydenham College, Mumbai

**2. Mr. Adi Patel – Non-Executive Director (DIN: 03303448)**

Mr. Adi Patel joined the Merchant Banking Division in November, 1993 and is currently the Managing Director of the holding company viz., JM Financial Limited and holds a Bachelor's degree in Commerce and is also a qualified Chartered Accountant.

He has executed some landmark M&A / restructuring transactions for some of the leading business houses in India.

Over the last 30 years, he has developed strong relationships with leading Indian and global clients across various Industry segments and has advised them on numerous strategic M&A / restructuring transactions

**3. Mr. Sridhar Vadiyanadhan – Non-Executive Director (DIN: 03303448)**

Mr. Sridhar is a project management professional, with a degree in Mechanical Engineering and has a post-graduate degree in Industrial Engineering & Operations Research. He has extensive experience in of the area of project management across several industries including petrochemicals, exploration & production and telecommunication industry.

**4. Mr. Rajendra Dwarkadas Hingwala – Independent Director (DIN: 00160602)**

During his 38 years of service as Director / Partner with PricewaterhouseCoopers Private Limited (PwC), Mr. Rajendra Hingwala's area of work included advising on various provisions of Double Taxation Avoidance Agreements, direct and indirect tax implications of acquiring undertakings / companies, structuring of business transactions, compliance of tax laws including litigation support and structuring of investment by foreign entities in India through various investment routes.

**5. Mr. Shailesh Shankarlal Vaidya – Independent Director (DIN: 00002273)**

Mr. Shailesh Vaidya is a practicing Advocate and Solicitor. He is a partner in M/s. Kanga and Company, a reputed firm of Advocates & Solicitors, which is more than 131 years old law firm in Mumbai. He has completed his law graduation from Government Law College, Mumbai in the year 1981 and became a Solicitor in the year 1983. He is a partner of M/s. Kanga and Company, Solicitors, since the year 1985.

He specializes in Property and Corporate Law matters. His name and firm reference features in "Guide to the World's Leading Real Estate Lawyers", 7th Edition, published by Legal Media Group, United Kingdom. His firm has been awarded India Business Law Journal Award for best legal practice in "Construction and Real Estate" from 2008 to 2020. His firm is also ranked by LEGAL 500 and Chambers Asia Pacific as one of the top Firms in Real Estate. Asia Law, 2020 mentions him as a leading lawyer in Real Estate. India Business Law Journal has recently ranked him as one of India's Top 100 lawyers in the 'A' List published in November 2021 issue.

Mr. Vaidya is a past President of the prestigious Indian Merchant's Chamber (now known as IMC Chamber of Commerce and Industry). He has been past President of Rotary (centennial year) of the Rotary Club of Bombay Queen City and associated as Trustee / advisor with several educational / social organizations.

**6. Ms. Riddhi Bhimani – Independent Director (DIN: 10072936)**

Ms. Riddhi Bhimani is a postgraduate in marketing and has over fifteen years of diversified work experience in the areas of sales, marketing and operations in the FMCG and Retail Industry. She

inter alia possesses skills in leadership role, corporate governance, risk management and strategic planning.

She has driven various key projects in Risk Consulting, Corporate Governance and Enterprise Risk Management during her tenure with Ernst and Young (India) for several multinational as well as domestic companies. She has a wide experience in policy documentation, financial / non-financial controls and process re-engineering.

### **Committees of the Board of Directors of the Investment Manager**

In Compliance with the mandatory requirements of SEBI InvIT Regulations, IM has constituted following Committees consisting of below members:

#### **A) InvIT Committee:**

1. Ms. Dipti Neelakantan - Chairperson
2. Mr. Shailesh Vaidya
3. Mr. Rajendra Hingwala

#### **B) Audit Committee**

1. Mr. Rajendra Hingwala - Chairman
2. Ms. Dipti Neelakantan
3. Ms. Riddhi Bhimani

#### **C) Nomination and Remuneration Committee**

1. Mr. Shailesh Vaidya - Chairman
2. Mr. Rajendra Hingwala
3. Ms. Riddhi Bhimani

#### **D) Stakeholders' Relationship Committee**

1. Mr. Shailesh Vaidya - Chairman
2. Ms. Dipti Neelakantan
3. Mr. Sridhar Vaidyanadhan

#### **E) Risk Management Committee**

1. Mr. Sridhar Vaidyanadhan - Chairman
2. Ms. Riddhi Bhimani
3. Ms. Janisha Shah

The terms of reference of the abovementioned Committees are mentioned on the website of the Trust viz., [www.intelsupplychaininfra.com](http://www.intelsupplychaininfra.com)

### **Details of the holding of the Investment Manager and its Directors in the Trust**

During the year under review, neither the Investment Manager nor any of its directors held any units of the Trust.

### **Net Worth of Investment Manager**

Net Worth of the Investment Manager as per its latest Annual Audited Standalone Financial Statements for the financial year ended March 31, 2024, is in line with the requirement specified under regulation 4(2)(e) of the SEBI InvIT Regulations.

### **Functions, Duties and Responsibilities of the Investment Manager**

The functions, duties and responsibilities of the Investment Manager of the Trust, were in accordance with the SEBI InvIT Regulations. Half of the Directors on the Board of the Investment Manager are Independent Directors having extensive and relevant experience.

## **B. Codes/Policies**

In line with the requirements of amended SEBI InvIT Regulations and in order to adhere to the good governance practices for the Trust, the Investment Manager has adopted various policies and codes in relation to the Trust, which are explained as under:

### **1. Distribution policy**

The Distribution Policy provides a structure for distribution of the net distributable cash flows of the Project SPV to the Trust and the Trust to the Unitholders. Pursuant to the SEBI circular dated December 6, 2023, providing for a revised framework for computation of net distributable cash flow (NDCF) by InvITs, the IM has also amended its distribution policy to align it with the requirements of the SEBI circular effective April 01, 2024.

### **2. Policy on appointment of Auditor and Valuer**

This Policy on appointment of Auditor and Valuer provides a framework for ensuring compliance with applicable laws with respect to appointment of auditor and Valuer to be followed by the Trust.

### **3. Borrowing policy**

The Borrowing policy has been adopted to outline the process for borrowing monies in relation to the Trust, to ensure that all funds borrowed in relation to the Trust are in compliance with the SEBI InvIT Regulations.

### **4. Policy on Related Party Transactions**

The Policy has been adopted to regulate the transactions of the Trust with its Related Parties based on the laws and regulations applicable to the Trust and best practices.

### **5. Policy for Determining Materiality of Information for Periodic Disclosures**

The policy outlines the process and procedures for determining materiality of information in relation to periodic disclosures required to be made to trustee and the unitholders in relation to the Trust.

### **6. Nomination and Remuneration Policy**

The policy outlines the process and procedures for selection and appointment of the Board of Directors and reflects the philosophy and principles relating to the remuneration of the Board, key managerial personnel, Senior Management Personnel and other employees of the Investment Manager and the Trust.

### **7. Policy for Evaluation of the Performance of the Board of Directors of the Investment Manager**

The policy has been adopted to outline the process for formal evaluation made by the Board of its own performance (self-appraisals) and that of its committees, chairman and independent directors of Investment Manager.

### **8. Policy for Familiarization Programmes for Independent Directors of the Investment Manager**

The policy has been adopted to outline the procedures to familiarise the independent directors with their roles, rights, responsibilities in relation to the Investment Manager and the Trust.

### **9. Policy on Unpublished Price Sensitive Information and Dealing in Securities by the parties to the Trust**



The policy outline process and procedures for dissemination of information and disclosures in relation to the Trust on the website of the Trust, to the stock exchanges and to all stakeholders at large. The purpose of the Policy is also to ensure that the Trust and Investment Manager complies with applicable law, including the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder, or such other Indian laws, regulations, rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.

#### **10. Policy to Promote Diversity on the Board of Directors of the Investment Manager**

The policy has been devised to recognise the benefits of having diverse board ensuring equality and appropriate mix in the Board of Investment Manager.

#### **11. Risk Management Policy**

The policy has been established to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business of the Trust.

#### **12. Policy on Succession Planning**

The policy has been devised for orderly succession for the Board and Senior Management Personnel of Investment Manager and to ensure smooth functioning of Trust Business by continued effective performance through leadership and management continuity.

#### **13. Whistle Blower and Vigil Mechanism Policy**

The policy has been established to report genuine concerns and provide adequate safeguards against the victimisation of Directors and/or employees of Investment Manager or any other parties to the Trust.

#### **14. Code for Prevention of Insider Trading**

The Code has been devised to comply with the regulatory requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or such other laws, regulations, rules or guidelines. The Code aims to ensure fair disclosure of unpublished price sensitive information and to regulate, monitor and report trading by the Designated Persons of the Trust.

### **SPONSOR OF THE TRUST**

Reliance Retail Ventures Limited (the “**Sponsor**”/“**RRVL**”) is the Sponsor of the Trust. The Sponsor was incorporated in India under the Companies Act, 1956. The Sponsor was considered as a ‘deemed’ public company under Section 43A of the Companies Act, 1956 with effect from June 25, 2007, and accordingly, the word ‘private’ was deleted. Subsequently, the name of the Sponsor was changed from Reliance Commercial Associates Private Limited to Reliance Retail Ventures Limited and a fresh certificate of incorporation was issued on August 27, 2013. Currently, the corporate identification number of the Sponsor is U51909MH2006PLC166166.

The Sponsor’s registered office is situated at 4th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002.

There has been no change in the Sponsor during the financial year ended March 31, 2024 and as on the date of this Report.

Board of Directors of the Sponsor as on March 31, 2024, are mentioned below:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>
1.	Mr. Mukesh Dhirubhai Ambani	00001695
2.	Mr. Manoj Modi	00056207

3.	Ms. Isha Mukesh Ambani	06984175
4.	Mr. Akash Mukesh Ambani	06984194
5.	Mr. Anant Mukesh Ambani	07945702
6.	Mr. Venkatachalam Subramaniam	00009621
7.	Mr. Pankaj Pawar	00085077
8.	Prof. Dipak C. Jain	00228513
9.	Mr. Ranjit V. Pandit	00782296
10.	Mr. Adil Zainulbhai	06646490
11.	Mr. Rajiv Mehrishi	00208189

## TRUSTEE OF THE TRUST

Axis Trustee Services Limited is the Trustee of the Trust (the “**Trustee**”). The Trustee is a registered intermediary with SEBI under the SEBI (Debenture Trustees) Regulations, 1993, as a debenture trustee having registration number IND000000494 and is valid until suspended or cancelled. The Trustee’s registered office is situated at Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025 and corporate office is situated at The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai- 400 028.

The Trustee is a wholly-owned subsidiary of Axis Bank Limited. As Trustee, it ensures compliance with all statutory requirements and believes in the highest ethical standards and best practices in corporate governance. It aims to provide the best services in the industry with its well trained and professionally qualified staff with a sound legal acumen. The Trustee is involved in varied facets of debenture and bond trusteeships, including, advisory functions and management functions. The Trustee also acts as a security trustee and is involved in providing services in relation to security creation, compliance and holding security on behalf of lenders.

The Trustee is also involved in providing services as (i) a facility agent for complex structured transactions with advice on suitability of the transaction on operational aspects; (ii) an escrow agent; (iii) a trustee to alternative investment funds; (iv) custodian of documents as a safe-keeper; (v) a trustee to real estate investment funds etc.

The Trustee confirms that it has and undertakes to ensure that it will at all times, maintain adequate infrastructure personnel and resources to perform its functions, duties and responsibilities with respect to the Trust, in accordance with the SEBI InvIT Regulations, the Indenture of Trust and other applicable law.

The Trustee is not an Associate of the Sponsor, or the Investment Manager. Further, neither the Trustee nor any of the promoters or directors of the Trustee (i) are debarred from accessing the securities market by SEBI; (ii) is a promoters, directors or persons in control of any other company or a sponsor, investment manager or trustee of any other infrastructure investment trust or an infrastructure investment trust which is debarred from accessing the capital market under any order or direction made by SEBI; or (iii) are persons who are categorized as wilful defaulters by any bank or financial institution, as defined under the Companies Act, 2013, or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

### Board of Directors of the Trustee as on March 31, 2024:

Details of the Board of Directors of the Trustee as on March 31, 2024 are mentioned below:

Sr. No.	Name of Director	DIN
1.	Ms. Deepa Rath	09163254
2.	Mr. Prashant Joshi	08503064
3.	Mr. Sumit Bali	02896088

*During the year under review, Mr. Rajesh Kumar Dahiya and Mr. Ganesh Sankaran resigned from the Board of Directors of the company with effect from January 15, 2024. Mr. Prashant Ramrao Joshi and Mr. Sumit Bali were appointed as directors on the board of the Trustee with effect from January 16, 2024.*

## **INFORMATION OR REPORT PERTAINING TO SPECIFIC SECTOR OR SUB-SECTOR THAT MAY BE RELEVANT FOR AN INVESTOR TO INVEST IN UNITS OF THE INVIT**

There is no specific update / information pertaining to specific sector or sub-sector that may be relevant for an investor to invest in units of the InvIT.

### **DETAILS OF CHANGES DURING THE YEAR**

#### **A. Change in clauses in the trust deed, investment management agreement or any other agreement entered into pertaining to the activities of the Trust**

There is no change in clauses in the trust deed, investment management agreement or any other agreement entered into pertaining to the activities of the Trust as on March 31, 2024 other than the amendment required to be made to the Indenture of Trust and the Investment Management Agreement pursuant to the SEBI Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 providing for nomination rights to eligible unitholders on the board of an investment manager.

#### **B. Any regulatory change that has impacted or may impact cash flows of the underlying project**

There are no regulatory changes that has impacted or may impact the cash flows of the underlying project as on the date of the report.

#### **C. Addition and divestment of assets including the identity of the buyers or sellers, purchase or sale prices and brief details of valuation for such transactions**

During the year ISCIMPL incurred total capex of ₹ 33 crore in addition to the acquisition of assets described in the Asset Purchase and Sale Agreement dated August 17, 2023, described in the final placement memorandum.

#### **D. Changes in material contracts or any new risk in performance of any contract pertaining to the Trust**

Nil

#### **E. Any legal proceedings which may have significant bearing on the activities or revenues or cash flows of the Trust**

There are no material litigations and regulatory actions pending against the Trust as on March 31, 2024, which may have significant bearing on the activities or revenues or cash flows of the Trust.

#### **F. Other material changes during the year**

Nil

### **PROJECT-WISE REVENUE OF THE TRUST**

The Trust was formed on August 17, 2023, and was registered as an infrastructure investment trust under SEBI InvIT Regulations on February 27, 2023.

During the previous year under review, on October 25, 2023, the Trust acquired 100.00% of the equity share capital of ISCIMPL which is the only SPV in terms of the SEBI InvIT Regulations under the Trust. Please see details of the standalone and consolidated revenue of the Trust for the financial year ended March 31, 2024.

**Details of revenue of the Trust on standalone and consolidated basis**

(₹ in crore)

Particulars	Standalone for year ended March 31, 2024	Consolidated for period ended March 31, 2024
Revenue from operations	256.74	616.98

**UPDATE ON THE DEVELOPMENT OF UNDER-CONSTRUCTION PROJECTS**

Not applicable.

**DETAILS OF OUTSTANDING BORROWINGS AND DEFERRED PAYMENTS OF THE TRUST INCLUDING ANY CREDIT RATING(S), DEBT MATURITY PROFILE, GEARING RATIOS OF THE INVIT AS AT THE END OF THE YEAR**

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

(₹ in crore)

Transaction	Financial Year ended March 31, 2024	
	Standalone	Consolidated
Opening borrowing	Nil	Nil
Additions during the period	2,122.00	2,122.00
Repayments during the period	Nil	Nil
Closing borrowings	2,122.00	2,122.00

As on March 31, 2024, the Trust had borrowings of ₹ 2,122.00 crore. These borrowings have a maturity period of more than 10 years.

The consolidated borrowings and deferred payments net of cash and cash equivalents of the Trust as a % of the value of InvIT Assets was within the limits specified for the same under the SEBI InvIT Regulations.

Debt maturity profile is disclosed in the financial statements which form a part of this annual report.

**PAST PERFORMANCE OF THE TRUST WITH RESPECT TO UNIT PRICE, DISTRIBUTIONS MADE AND YIELD FOR THE LAST 5 YEARS, AS APPLICABLE**

The Units of the Trust were listed on the BSE Limited with effect from October 26, 2023 and there has not been any active trading in the units of the Trust.

**Distributions made by the Trust**

Pursuant to the provisions of SEBI InvIT Regulations and in line with the Distribution Policy, the Investment Manager has made timely distributions to the unitholders.

The details of distributions declared and made during the year ended March 31, 2024, is as below:

Date of declaration	Return on Capital (₹ per unit)	Date of payment	Yield % (Not Annualized)
November 17, 2023	1.0922	November 30, 2023	1.09%
December 19, 2023	0.9405	December 29, 2023	0.95%
January 22, 2024	0.9405	January 30, 2024	0.95%
February 19, 2024	0.8126	February 29, 2024	0.81%
March 18, 2024	0.9309	March 28, 2024	0.93%

## **DETAILS OF ALL RELATED PARTY TRANSACTIONS DURING THE YEAR, THE VALUE OF WHICH EXCEEDS FIVE PERCENT OF VALUE OF THE TRUST**

There were no related party transactions entered into by the Trust that exceeded 5% of the value of the InvIT Assets during the year ended March 31, 2024, post the initial offer of units on October 25, 2023, that have not been described in the final placement memorandum dated October 25, 2023.

For further details, please refer Related Party disclosures in the Audited Financial Statements.

## **DETAILS REGARDING THE MONIES LENT BY THE TRUST TO THE HOLDING COMPANY OR THE SPECIAL PURPOSE VEHICLE IN WHICH IT HAS INVESTMENT**

As on March 31, 2024, the Trust has only one SPV i.e. ISCIMPL. The Trust has lent an aggregate amount of ₹ 5,050.00 crore to ISCIMPL as of March 31, 2024.

## **BRIEF DETAILS OF MATERIAL AND PRICE SENSITIVE INFORMATION**

All material and price sensitive information in relation to the Trust for the period under review was made to BSE Limited in accordance with the provisions of the SEBI InvIT Regulations and other applicable laws.

The Trust has devised and maintained a Structured Digital Database (SDD) in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## **BRIEF DETAILS OF MATERIAL LITIGATIONS AND REGULATORY ACTIONS WHICH ARE PENDING AGAINST THE INVIT, SPONSOR(S), INVESTMENT MANAGER, PROJECT MANAGER(S) OR ANY OF THEIR ASSOCIATES AND THE TRUSTEE, IF ANY, AT THE END OF THE YEAR**

There are no material litigation or regulatory actions, in each case against the Trust, the Sponsor, the Investment Manager, the Project Manager, or any of their Associates and the Trustee, that are currently pending and that have any impact on the structure or activities of the Trust.

## **RISK FACTORS**

### Risks Related to the Warehouse SPV's Business and Industry

- RRVL is expected to contribute substantially towards all of the Warehouse SPV's revenues. Accordingly, the Warehouse SPV's results of operations and financial condition are linked to those of RRVL. As a result, any and all the factors that may adversely affect the business of RRVL would adversely and materially affect the results of operations and financial condition of the Warehouse SPV. Further, any delay in payments from RRVL would materially and adversely affect the Warehouse SPV's cash flows and distributions to our Unitholders.
- Our results may be adversely affected by future unforeseen events, such as the outbreak of the Novel Coronavirus ("COVID-19"), or a similar outbreak, adverse weather conditions, natural disasters, civil disturbances, terrorist attacks or threats, future epidemics or pandemics or other catastrophic events.
- Termination of our leases or inability to renew and maintain our leasing agreements with the landlords would materially and adversely affect our business, operations and financial position.
- Competition in the warehousing and supply chain industry may create pricing pressures that materially and adversely affect us.

### Risks Related to our Organization and the Structure of the Trust

- The Trust is a recently settled trust with no established operating history and no historical financial information and, as a result, investors may not be able to assess its prospects on the basis of past records.

- The Valuation Report, is not an opinion on the commercial merits of the Trust or the Warehouse SPV, nor is it an opinion, expressed or implied, as to the future trading price of the Units or the financial condition of the Trust upon listing, and the valuation contained therein may not be indicative of the true value of the Warehouse SPV's assets.

#### Risks Related to the Trust's Relationships with the Trustee, Sponsor, the Investment Manager and Project Manager

- The Investment Manager is required to comply with certain ongoing reporting and management obligations in relation to the Trust. We cannot assure you that the Investment Manager will be able to comply with such requirements.
- We depend on the Investment Manager, the Project Manager and the Trustee to manage our business and assets, and our financial condition, results of operations and cash flows and our ability to make distributions may be harmed if the Investment Manager, Project Manager or the Trustee fail to perform satisfactorily. The rights of the Unitholders to recover claims against them are limited.

#### Risks Related to Ownership of the Units

- The price of the Units may decline after the Issue.
- The regulatory framework governing infrastructure investment trusts in India is relatively new and the interpretation and enforcement thereof involve uncertainties, which may have a material, adverse effect on the ability of certain categories of investors to invest in the Units, our business, financial condition and results of operations and our ability to make distributions to the Unitholders.

#### Risks Related to Tax

- Changes in legislation or the rules relating to tax regimes could materially and adversely affect our business, prospects and results of operations.
- Tax laws are subject to changes and differing interpretations, which may materially and adversely affect our operations.

### **SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

A copy of the secretarial compliance report for the financial year ended March 31, 2024 is annexed to this Report marked as **Annexure A**.

### **COMPLIANCE REPORTS ON GOVERNANCE**

The quarterly compliance reports on governance for the financial year 2023-24 is annexed to this Report marked as **Annexure B**.

### **INFORMATION OF THE CONTACT PERSON OF THE TRUST**

Vineet Singh  
Address: 7<sup>th</sup> Floor, Cnergy,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400025  
Tel: +91 22 6630 3030  
Email: [vineet.singh@jmfl.com](mailto:vineet.singh@jmfl.com)

Date: June 28, 2024

# **ANNEXURE A**

# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8<sup>th</sup> Floor, Ecstasy, Citi of Joy, JSD Road, Mulund - West, Mumbai – 400080, (T) 022-21678100  
LLPIN: AAR-9997

### **Secretarial Compliance Report of Intelligent Supply Chain Infrastructure Trust** For the year ended March 31, 2024

To,  
**Intelligent Supply Chain Infrastructure Trust**  
(Acting through its Investment Manager –  
*Infinite India Investment Management Limited*)  
4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg,  
Dhobi Talao, Mumbai - 400002

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Intelligent Supply Chain Infrastructure Trust** (hereinafter referred as 'the InvIT'), acting through its Investment Manager – Infinite India Investment Management Limited) (hereinafter referred as 'the Investment Manager') having its principle place of business at 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400002. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Investment Managers books, papers, minutes books and other records maintained by the Investment Managers and also the information provided by the Investment Managers, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the InvIT has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, MMJB & Associates LLP, Practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by the Investment Manager,
- b) the filings/submissions made by the Investment Manager to the Stock Exchanges,
- c) website of the InvIT,
- d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the period covering from April 01, 2023 to March 31, 2024 ('Review Period') in respect of compliance with the provisions of:
  - i. the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and



- ii. the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014; ('InvIT Regulations')
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(To the extent applicable to the InvIT);**
- c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the InvIT during the Review Period)**
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and circulars/guidelines or issued thereunder;

Based on above examination, we hereby report that, during the Review Period:

- (a) The Investment Manager of the InvIT has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder; except as mentioned hereunder:-

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
Nil			

The Investment Manager of the InvIT is acting as an Investment Manager for two InvIT's and has not maintained separate Structured Digital Database ('SDD') for each of the InvIT.

- (b) The Investment manager of the InvIT has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the InvIT, parties to the InvIT, its promoters, directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

**Actions taken against the InvIT, its promoters and directors**

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
---------	-----------------	----------------------	---	--

Nil

**Action taken against the Parties to InvIT, its promoters and directors (basis the details provided by the Parties to the InvIT):**

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	SEBI	Action in relation to one of the InvIT client of the Axis Trustee Services Limited. ('ATSL').	Administrative warning issued vide letter dated June 09, 2023.	This action is not in relation to the InvIT to which this report pertains.
2.	SEBI	Action in relation to thematic inspection on debenture trustees.	Administrative warning and Advisory issued vide letter dated August 08, 2023 and September 12, 2023, respectively.	This action is not in relation to the InvIT to which this report pertains.
3.	SEBI	Action in relation to thematic inspection by debenture trustee with respect to creation of charge on the security for the listed debt securities as required under SEBI circular SEBI/HO/MIRSD/CR ADT/CIR/P/2020/218 dated November 03, 2020.	Administrative warning issued vide letter dated October 23, 2023.	This action is not in relation to the InvIT to which this report pertains.
4.	SEBI	Action in relation to Inspection of Custodian activities of Axis Bank Limited Custodial Services.	Administrative warning issued vide letter dated August 28, 2023.	This action is not in relation to the InvIT to which this report pertains.

(d) The Investment manager of the InvIT has taken following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the Investment Manager, if any	Comments of the Practicing Company Secretary on the actions taken by the InvIT
Not Applicable				

**For MMJB & Associates LLP  
Company Secretaries**

**DEEPTI AMEY KULKARNI** Digitally signed by  
DEEPTI AMEY KULKARNI  
Date: 2024.05.30  
20:40:41 +05'30'

**Deepti Kulkarni  
Designated Partner  
ACS: 34733  
CP: 22502  
PR 2826/2022  
UDIN: A034733F000493268**

**Date:** May 30, 2024  
**Place:** Mumbai

# **ANNEXURE B**

## CORPORATE GOVERNANCE REPORT

1. **Name of InvIT:** Intelligent Supply Chain Infrastructure Trust
2. **Name of the Investment manager:** Infinite India Investment Management Limited
3. **Quarter ended:** December 31, 2023

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Non-Independent / Independent / Nominee) &	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure of director (in months)	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager @	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager @	Number of memberships in Audit/Stakeholder Committee(s) in all Managers /Investment Managers of REIT/InvIT and listed entities, including this Investment Manager  (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager \$  (Refer Regulation 26G of InvIT Regulations)
Ms.	Dipti Neelakantan	00505452	Non - Independent Director	19-10-2007	28-07-2023	-	-	2	-	3	1
Mr.	Shailesh S. Vaidya	00002273	Independent Director	20-02-2019	-	-	55.08	3	3	2	2
Mr.	Rajendra Hingwala	00160602	Independent Director	20-02-2019	-	-	55.08	4	4	5	3
Mr.	Vaidyanadhan Sridhar	03303448	Non - Independent Director	01-04-2023	-	-	-	1	-	1	-
Ms.	Riddhi Bhimani	10072936	Independent Director	01-04-2023	-	-	9.00	2	2	3	-
Mr.	Adi Rusi Patel	02307863	Non - Independent –Chairperson	26-04-2023	-	-	-	4	-	1	-

\$ Inclusive of memberships of the Committees.

@ For the purpose of calculating No. of Directorships / Independent Directorships, both equity as well as debt listed entities have been considered.

Whether Regular Chairperson appointed –No

Whether Chairperson is related to MD or CEO – No;

## CORPORATE GOVERNANCE REPORT

## ANNEXURE I

II. Composition of Committees					
Name of the Committee	Whether Regular Chairperson appointed?	Name of Committee Members	Category (Chairperson/ Non- independent /independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Rajendra Hingwala 2. Ms. Dipti Neelakantan 3. Ms. Riddhi Bhimani	Chairperson -Independent Non - Independent Independent	17-08-2023 17-08-2023 17-08-2023	- - -
2. Nomination & Remuneration Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Rajendra Hingwala 3. Ms. Riddhi Bhimani	Chairperson -Independent Independent Independent	17-08-2023 17-08-2023 17-08-2023	- - -
3. Risk Management Committee	Yes	1. Mr. Sridhar Vaidyanadhan 2. Ms. Riddhi Bhimani 3. Ms. Janisha Shah – Compliance Officer	Chairperson-Non -Independent Independent --	17-08-2023 17-08-2023 17-08-2023	- - -
4. Stakeholders' Relationship Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Sridhar Vaidyanadhan 3. Ms. Dipti Neelakantan	Chairperson -Independent Non-Independent Non-Independent	17-08-2023 17-08-2023 17-08-2023	- - -
5. InvIT Committee	Yes	1. Ms. Dipti Neelakantan 2. Mr. Shailesh Vaidya 3. Mr. Rajendra Hingwala	Chairperson- Non-Independent Independent Independent	17-08-2023 17-08-2023 17-08-2023	- - -

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
July 28, 2023	-	-	-	-	-
August 17, 2023	-	-	-	-	19 days between August 17, 2023 and July 28, 2023
-	October 11, 2023	Yes	6	3	54 days between October 11, 2023 and August 17, 2023
-	October 23, 2023	Yes	5	3	11 days between October 23, 2023 and October 11, 2023
-	November 6, 2023	Yes	4	3	13 days between November 6, 2023 and October 23, 2023

\*to be filled in only for the current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days **
<b>Audit Committee</b>					
November 6, 2023	Yes	3	2	-	-
<b>Stakeholders' Relationship Committee</b>					
-	-	-	-	-	-
<b>Nomination and Remuneration Committee</b>					
-	-	-	-	-	-
<b>Risk Management Committee</b>					
-	-	-	-	-	-
<b>InvIT Committee</b>					
October 25, 2023	Yes	3	2	-	-
November 17, 2023	Yes	3	2	-	22 days between October 25, 2023 and November 17, 2023
December 19, 2023	Yes	3	2	-	31 days between November 17, 2023 and December 19, 2023

\*to be filled in only for the current quarter meetings

\*\*This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

## CORPORATE GOVERNANCE REPORT

<b>V. Affirmations</b>	
<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014</li><li>2. The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014<ol style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration Committee</li><li>c. Risk Management Committee</li><li>d. Stakeholders' Relationship Committee</li></ol></li><li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014</li><li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014</li><li>5. This report shall be placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: <b>The corporate governance report for the quarter ended December 31, 2023 will be placed before the Board of Directors at its next meeting scheduled to be held on January 25, 2024.</b></li></ol>	
For Intelligent Supply Chain Infrastructure Trust	<div><div>JANISHA SHAH</div><div><div>Digitally signed by JANISHA SHAH Date: 2024.01.19 20:19:08 +05'30'</div></div></div> <div><b>Janisha Shah</b> Compliance Officer</div>

Note: The units of the Intelligent Supply Chain Infrastructure Trust were issued and allotted on October 25, 2023.

## CORPORATE GOVERNANCE REPORT

## ANNEXURE I

1. **Name of InvIT:** Intelligent Supply Chain Infrastructure Trust
2. **Name of the Investment manager:** Infinite India Investment Management Limited
3. **Quarter ended:** March 31, 2024

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Non-Independent / Independent / Nominee) &	Initial Date of appointment	Date of re-appointment	Date of cessation	Tenure of director (in months)	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager @	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager @	Number of memberships in Audit/Stakeholder Committee(s) in all Managers /Investment Managers of REIT/InvIT and listed entities, including this Investment Manager  (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager \$  (Refer Regulation 26G of InvIT Regulations)
Ms.	Dipti Neelakantan	00505452	Non - Independent Director	19-10-2007	28-07-2023	-	-	2	-	3	1
Mr.	Shailesh S. Vaidya	00002273	Independent Director	20-02-2019	20-02-2024	-	58.08	3	3	2	2
Mr.	Rajendra Hingwala	00160602	Independent Director	20-02-2019	20-02-2024	-	58.08	3	3	4	3
Mr.	Vaidyanadhan Sridhar	03303448	Non - Independent Director	01-04-2023	-	-	-	1	-	1	-
Ms.	Riddhi Bhimani	10072936	Independent Director	01-04-2023	-	-	12.00	2	2	4	-
Mr.	Adi Rusi Patel	02307863	Non – Independent Director	26-04-2023	-	-	-	4	-	2	-

\$ Inclusive of memberships of the Committees.

@ For the purpose of calculating No. of Directorships / Independent Directorships, both equity as well as high value debt listed entities have been considered.

Whether Regular Chairperson appointed –No

Whether Chairperson is related to MD or CEO – No;



## CORPORATE GOVERNANCE REPORT

## ANNEXURE I

## II. Composition of Committees

Name of the Committee	Whether Regular Chairperson appointed?	Name of Committee Members	Category (Chairperson/ Non- independent /Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Rajendra Hingwala 2. Ms. Dipti Neelakantan 3. Ms. Riddhi Bhimani	Chairperson -Independent Non - Independent Independent	01-04-2023 01-04-2023 01-04-2023	- - -
2. Nomination & Remuneration Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Rajendra Hingwala 3. Ms. Riddhi Bhimani	Chairperson -Independent Independent Independent	01-04-2023 01-04-2023 30-06-2023	- - -
3. Risk Management Committee	Yes	1. Mr. Sridhar Vaidyanadhan 2. Ms. Riddhi Bhimani 3. Ms. Janisha Shah – Compliance Officer	Chairperson-Non -Independent Independent --	01-04-2023 01-04-2023 01-04-2023	- - -
4. Stakeholders' Relationship Committee	Yes	1. Mr. Shailesh Vaidya 2. Mr. Sridhar Vaidyanadhan 3. Ms. Dipti Neelakantan	Chairperson -Independent Non-Independent Non-Independent	01-04-2023 01-04-2023 01-04-2023	- - -
5. InvIT Committee	Yes	1. Ms. Dipti Neelakantan 2. Mr. Shailesh Vaidya 3. Mr. Rajendra Hingwala	Chairperson- Non-Independent Independent Independent	21-07-2020 21-07-2020 21-07-2020	- - -

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
October 11, 2023	-	-	-	-	54 days between October 11, 2023 and August 17, 2023
October 23, 2023	-	-	-	-	11 days between October 23, 2023 and October 11, 2023
November 6, 2023	-	-	-	-	13 days between November 6, 2023 and October 23, 2023
-	January 25, 2024	Yes	5	3	79 days between January 25, 2024 and November 6, 2023

\*to be filled in only for the current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days **
<b>Audit Committee</b>					
January 25, 2024	Yes	3	2	November 6, 2023	79 days between January 25, 2024 and November 6, 2023
<b>Stakeholders' Relationship Committee</b>					
March 26, 2024	Yes	2	1	-	-
<b>Nomination and Remuneration Committee</b>					
January 22, 2024	Yes	3	3	-	-
<b>Risk Management Committee</b>					
March 27, 2024	Yes	2	1	-	-
<b>InvIT Committee</b>					
-	-	-	-	October 25, 2023	22 days between October 25, 2023 and November 17, 2023
-	-	-	-	November 17, 2023	31 days between November 17, 2023 and December 19, 2023
January 22, 2024	Yes	3	2	December 19, 2023	33 days between December 19, 2023 and January 22, 2024
February 19, 2024	Yes	3	2	-	27 days between January 22, 2024 and February 19, 2024
March 18, 2024	Yes	2	1	-	27 days between February 19, 2024 and March 18, 2024

\*to be filled in only for the current quarter meetings

\*\*This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

CORPORATE GOVERNANCE REPORT

ANNEXURE I

<b>V. Affirmations</b>	
<div><div>1.</div><div>The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014</div></div> <div><div>2.</div><div>The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014</div><div><div>a.</div><div>Audit Committee</div></div><div><div>b.</div><div>Nomination &amp; Remuneration Committee</div></div><div><div>c.</div><div>Risk Management Committee</div></div><div><div>d.</div><div>Stakeholders' Relationship Committee</div></div></div> <div><div>3.</div><div>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014</div></div> <div><div>4.</div><div>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014</div></div> <div><div>5.</div><div>This report and the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: <b>The Board of Directors at its meeting held on January 25, 2024 had noted the contents of the corporate governance report for the quarter ended December 31, 2023. The corporate governance report for the quarter ended March 31, 2024 will be placed before the Board of Directors at its next meeting scheduled to be held in May 2024.</b></div></div>	
For Intelligent Supply Chain Infrastructure Trust	<div><div>Digitally signed by JANISHA SHAH</div><div><div>JANISHA SHAH</div><div>Date: 2024.04.21 13:06:57 +05'30'</div></div></div>
Janisha Shah Compliance Officer	

**Format to be submitted by investment manager for the financial year**

<b>I. Disclosure on website of InvIT in terms of SEBI Circular No. CIR/IMD/DF/127/2016 dated November 29, 2016</b>		
<b><i>Item</i></b>	<b><i>Compliance status (Yes/No/NA) refer note below</i></b>	<b><i>If Yes provide link to website. If No / NA provide reasons</i></b>
a) Details of business	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
d) Email ID for grievance redressal and other relevant details	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
f) All information and reports including compliance reports filed by InvIT with respect to units	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
g) All intimations and announcements made by InvIT to the stock exchanges	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
h) All complaints including SCORES complaints received by the InvIT	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
i) Any other information which may be relevant for the investors	Yes	<a href="https://www.intelsupplychaininfra.com">https://www.intelsupplychaininfra.com</a>
<i>It is certified that these contents on the website of the InvIT are correct.</i>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/N.A) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	2(1)(saa)	Yes
<i>Board composition</i>	4(2)(e)(v), 26G, 26H(1)	Yes
<i>Meeting of board of directors</i>	26G	Yes
<i>Quorum of board meeting</i>	26H(2)	Yes
<i>Review of Compliance Reports</i>	26H(3)	Yes
<i>Plans for orderly succession for Appointments</i>	26G	Yes
<i>Code of Conduct</i>	26G	Yes
<i>Minimum Information</i>	26H(4)	Yes
<i>Compliance Certificate</i>	26H(5)	N.A. The same will be taken up at the Board meeting wherein annual financial statements will be considered in compliance with Schedule VI Part B of the SEBI InvIT Regulations.
<i>Risk Assessment &amp; Management</i>	26G	Yes
<i>Performance Evaluation of Independent Directors</i>	26G	N.A. The aforesaid affirmations have been provided for the FY 2023-24. During the FY 2023-24, the Investment Manager was not required to conduct performance evaluation of Independent Directors.
<i>Recommendation of Board</i>	26H(6)	Yes
<i>Composition of Audit Committee</i>	26G	Yes
<i>Meeting of Audit Committee</i>	26G	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	26G	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	26G	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	26G	Yes
<i>Composition of Stakeholder Relationship Committee</i>	26G	Yes

Meeting of Stakeholder Relationship Committee	26G	Yes
Composition and role of Risk Management Committee	26G	Yes
Meeting of Risk Management Committee	26G	Yes
Vigil Mechanism	26I	Yes
Approval for related party Transactions	19(3), 22(4)(a)	N.A.
Disclosure of related party transactions	19(2)	Yes
Annual Secretarial Compliance Report	26J	N.A. For FY 2023-24, the same shall be filed with the designated stock exchange within the prescribed timeline i.e., within 60 days from the end of the financial year.
Alternate Director to Independent Director	26G	N.A.
Maximum Tenure of Independent Director	26G	Yes
Meeting of independent directors	26G	Yes
Familiarization of independent directors	26G	Yes
Declaration from Independent Director	26G	Yes
Directors and Officers insurance	26G	Yes
Memberships in Committees	26G	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26G	Yes
Policy with respect to Obligations of directors and senior management	26G	Yes
<b>Note</b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the investment manager would like to provide any other information the same may be indicated here.		
For Intelligent Supply Chain Infrastructure Trust <b>JANISHA</b> <b>SHAH</b> Janisha Shah Compliance Officer <div style="float: right; text-align: right;"> Digitally signed by  JANISHA SHAH  Date: 2024.04.21 13:07:44  +05'30' </div>		

## CORPORATE GOVERNANCE REPORT

1. **Name of the InvIT:** Intelligent Supply Chain Infrastructure Trust
2. **Name of the Investment Manager:** Infinite India Investment Management Limited
3. **Year ended:** March 31, 2024

Affirmations		
<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes / No / NA)</i>
<i>Copy of annual report of the InvIT including balance sheet, profit and loss account, governance report, secretarial compliance report displayed on Website</i>	<i>26J, 26K and the Master Circular</i>	<i>Yes</i>
<i>Presence of Chairperson of Audit Committee at the Annual Meeting of Unitholders</i>	<i>26G</i>	<i>NA<sup>1</sup></i>
<i>Presence of Chairperson of the nomination and remuneration committee at the Annual Meeting of Unitholders</i>	<i>26G</i>	<i>NA<sup>1</sup></i>
<i>Presence of Chairperson of the Stakeholder Relationship committee at the Annual Meeting of Unitholders</i>	<i>26G</i>	<i>NA<sup>1</sup></i>
<i>Whether “Governance Report” and “Secretarial Compliance Report” disclosed in Annual Report of the InvIT</i>	<i>26J and 26K</i>	<i>NA<sup>2</sup></i>

*Note 1: The units of the Trust were listed only with effect from October 26, 2023. The 1<sup>st</sup> AGM of the unitholders is proposed to be held in July 2024.*

*Note 2: The first “Governance Report” was required to be submitted for the quarter ended December 31, 2023, and the first “Secretarial Compliance Report” was required to be submitted for the year ended March 31, 2024. The reports have been duly included by way of reference in the Annual Report for the year ended March 31, 2024.*

**For Intelligent Supply Chain Infrastructure Trust**

**Adi Rusi Patel**  
Digitally signed  
 by Adi Rusi Patel  
 Date: 2024.06.27  
 12:04:54 +05'30'

**Adi Patel**  
 Director

## Valuation Report

Intelligent Supply Chain Infrastructure Trust (“Trust”)  
(acting through the Trustee - Axis Trusteeship Services Limited)

and

Infinite India Investment Management Limited  
(in its capacity as Investment Manager of the Trust)

Valuation of InvIT Asset as per Securities and Exchange Board of  
India (Infrastructure Investment Trusts) Regulations, 2014

May 2024

Refer No: LM/May13-1/2024

Date: May 13, 2024

To,  
Intelligent Supply Chain Infrastructure Trust (the "Trust")  
acting through its Trustee - Axis Trustee Services Limited  
4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg,  
Dhobi Talao, Mumbai 400 002

---

To,  
Infinite India Investment Management Limited  
(in its capacity as the "Investment Manager" of the Trust)  
7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg,  
Prabhadevi,  
Mumbai, 400025.  
India

Dear Sir(s)/Madam(s),

Sub: Enterprise valuation of Intelligent Supply Chain Infrastructure Management Private Limited ("SPV" or "InvIT Asset" or "ISCIMPL") as per Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended.

---

We refer to engagement letter appointing BDO Valuation Advisory LLP (hereinafter referred to as "BDO VAL", or "Valuer" or "We," or "Our," or "Us"), to provide professional services to Infinite India Investment Management Limited ("Investment Manager") acting in the capacity of investment manager of Intelligent Supply Chain Infrastructure Trust ("Trust") with respect to determination of enterprise value of Intelligent Supply Chain Infrastructure Management Private Limited ("the SPV" or "InvIT Asset" or "ISCIMPL") as per the requirements of Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and amendments thereto including any circulars and guidelines issued thereunder ("SEBI InvIT Regulations").

The Trust was established pursuant to the Indenture of Trust (as defined below) dated August 17, 2021, entered into between, Reliance Retail Ventures Limited ("RRVL" / "Sponsor") and Axis Trustee Services Limited ("Trustee"). Pursuant to the Investment Management Agreement (as defined below) dated August 18, 2021, entered into between the Trustee and Infinite India Investment Management Limited, the latter was appointed as the investment manager ("Investment Manager") of the Trust.

The Trust and/or SPV along with other parties have entered into various agreements collectively referred as the Transaction Documents ("Transaction Documents") (defined in Section 1 of this Report) which inter alia govern the rights and interest of Trust and Sponsor in SPV and the commercial agreements in relation to the Warehouse Business (defined in Section 1 of this Report) of the SPV.

The Trust holds 100.0% of the equity share capital of ISCIMPL. ISCIMPL is the only SPV in terms of SEBI InvIT Regulations. ISCIMPL is in the business of providing warehousing services. ISCIMPL currently operates 65 warehouses.



We thereby, enclose our independent valuation report herewith dated May 13, 2024 (“the Report” or “this Report”) providing our opinion on the fair enterprise value of ISCIMPL on a going concern basis under the SEBI InvIT regulations considering the data as stated in “Sources of Information” of the Report as well as discussions with the relevant personnel of the Trust, Sponsor, the SPV and the Investment Manager (“the Management”). The SPV has been valued after considering the Transaction Documents shared with us and proposed structure of the Trust provided to us.

We have considered the cut-off date for the current valuation exercise to be March 31, 2024 (“Valuation Date”) and market factors, have been considered up to Valuation Date

We hereby consent to the inclusion of our name, references to us as the “Valuer” or the “Valuer of the Trust” in Draft Placement Memorandum, Placement Memorandum, Final Placement Memorandum and any other documents prepared in connection with the proposed initial offer (“Issue”) of the Units (as defined below) by the Trust (“the Placement Documents”). We further consent to the inclusion of the Valuation Report in whole or relevant part thereof, including (i) the summary of valuation; (ii) valuation methodology; and (iii) frequency of valuation and indication of market value issued by us, in the Placement Documents. We understand that the Placement Documents would be filed with the Securities and Exchange Board of India (“SEBI”) and the relevant stock exchange(s) where the Units are proposed to be listed (“Stock Exchange(s)”). We also consent to the inclusion of the Valuation Report, along with subsequent addendums with prior intimation to us, if any, as part of the material documents available for inspection in connection with the Issue.

This Valuation Report has been prepared solely for the purpose of inclusion as a part of the Placement Documents and for submission to SEBI and/or Stock Exchanges. This Report should not be used or relied upon for any other purpose.

We certify that we have been validly appointed as the Valuer by the Investment Manager, in consultation with the Trustee to the Trust, in accordance with the SEBI InvIT Regulations as the Valuer of the Trust.

In terms of the SEBI InvIT Regulations, we hereby confirm and declare that:

- We are a registered valuer under the Companies Act, 2013 bearing registration number IBBI/RV-E/02/2019/103;
- We are competent to undertake the valuation;
- We are independent and have prepared this Report on a fair and unbiased basis;
- This Report is prepared in compliance with regulation 13(1) and regulation 21 of the SEBI InvIT Regulations; and
- We comply with the responsibilities as stated in regulation 13(1) and regulation 21 of the SEBI InvIT Regulations.

We further confirm that the valuation of ISCIMPL is carried out as per internationally accepted valuation methodologies and in cognizance of international valuation standards and Valuation Standards 2018 issued by ICAI Registered Valuers Organisation.

We have no present or planned future interest in the SPV, the Sponsor or the Investment Manager or the Trustee, except to the extent of our appointment as an independent valuer for this Report.

A summary of the analysis is presented in the accompanying Report, as well as description of the methodology and procedure used, and the factors considered in formulating our opinion. The Report is subject to the attached exclusions and limitations and to all terms and conditions provided in the engagement letter for this assignment.

This valuation report is based on the information provided to us by the management of the Investment Manager, the Sponsor and the SPV ("the Management"). The projections provided by the Management are only the best estimates of growth and sustainability of revenue and cash flows. We have reviewed the financial forecast for consistency and reasonableness only.

Regards,

BDO Valuation Advisory LLP  
Reg. No. - IBBI/RV-E/02/2019/103



Lata Gujar More  
Registered Valuer  
Reg. No. - IBBI/RV/06/2018/10488  
VRN No: IOVRVF/BDO/2024-2025/3423  
Encl: As above

*(This space has been left blank intentionally)*

## Table of Contents

Sr. No.	Particulars	Page No.
1	Definitions, Abbreviations & Glossary of Terms	6
2	Executive Summary	9
3	Introduction	11
4	Exclusions & Limitations	13
5	Valuation Approach	16
6	Overview of Warehousing Infrastructure Business	17
7	Industry Overview	18
8	Valuation Approach for InvIT Asset	23
9	Valuation of InvIT Asset	26
10	Valuation Summary	30
11	Annexures	31

# 1 Definitions, Abbreviations & Glossary of Terms

Asset Purchase and Sale Agreement	Means the Asset Purchase and Sale Agreement entered into between ISCIMPL and RRVL dated August 17, 2023, for the sale and transfer of the Logistics Infrastructure by RRVL to ISCIMPL in accordance with the terms set out in the Agreement.
BSE	Means BSE Limited
BV	Means breakup value
CAGR	Means compounded annual growth rate
Closing	Means allotment of the Units in the Issue
Closing Date	October 25, 2023
Contractor	Means RPPMSL under the PEA
Cr	Means Crore
CTM	Means comparable transaction multiple
DCF	Means discounted cash flow
DE	Means Debt-Equity
Equity Shares	Means the equity shares of ISCIMPL of face value Re 10/- each
FCFE	Means Free Cash Flow to Equity
FCFF	Means Free Cash Flow to Firm
FY	Means financial year
ICAI	Means the Institute of Chartered Accountants of India
Investment Manager	Means Infinite India Investment Management Limited
Investment Management Agreement	Means the investment management agreement dated August 18, 2021, entered into between the Trust (acting through its Trustee) and the Investment Manager
InvIT or Trust	Means Intelligent Supply Chain Infrastructure Trust
InvIT Loan	Means loan availed by the Trust for an aggregate principal amount of INR 2,122 Crore (Indian Rupees Two Thousand One Hundred Twenty-two Crore only) pursuant to InvIT Loan Agreement
InvIT Loan Agreement	Means the loan agreement dated August 17, 2023, entered into between the Trust (acting through the Trustee), the Investment Manager, Sponsor and Lenders
ISCIMPL/SPV/InvIT Assets	Means Intelligent Supply Chain Infrastructure Management Private Limited
Lease Agreements and Lease Assignment Agreements	Means Lease agreements entered into by the SPV with the relevant landlords in relation to the 31



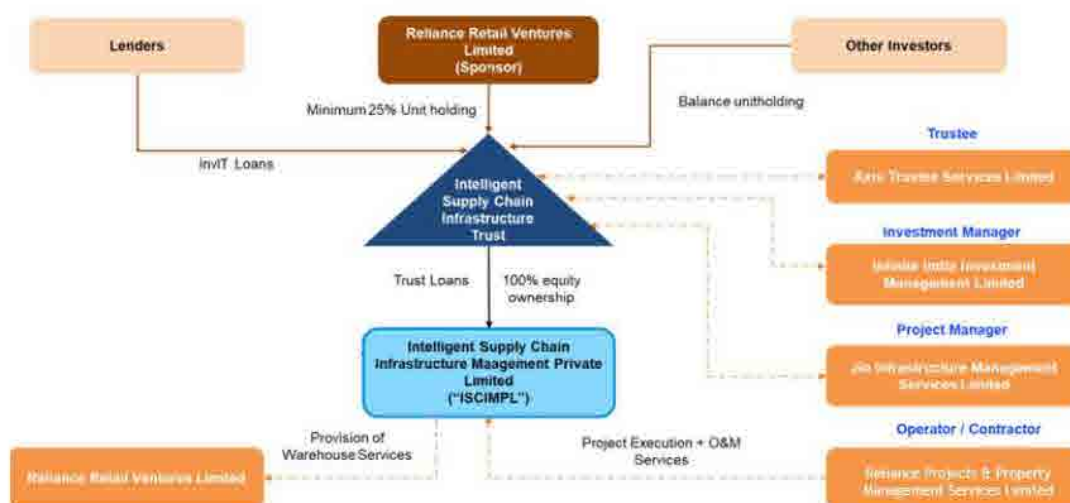
	warehousing facilities forming part of the Warehouse Assets. It also included Lease assignment agreements entered into by the SPV with the relevant original lessee, licensor or sub-lessee, as the case may be, in relation to the 33 warehousing facilities forming part of the Warehouse Assets
<b>Logistics Infrastructure</b>	Means various assets that are deployed at the Warehouses such as plant & equipment, fitments, apparatus, fixtures & fittings, other movable assets, and all utilities, and added infrastructure provisions as sought by local bodies/authorities, including the infrastructure required for construction and commissioning of the Warehouse that shall be acquired by the SPV under the Asset Purchase and Sale Agreement
<b>Mn</b>	Means Million
<b>NAV</b>	Means the Net Asset Value
<b>O&amp;M Agreement</b>	Means the operation and maintenance agreement for operation and maintenance of the Warehouse Assets, and for providing services in relation thereto dated August 17, 2023, entered into between the Project Manager, the SPV and RPPMSL
<b>Operator</b>	Means RPPMSL under the O&M Agreement
<b>Project Agreements</b>	Means collectively, the WUA, the O&M Agreement and the Project Execution Agreement
<b>Project Execution Agreement</b>	Means the project execution agreement for establishment of the Warehouse Assets dated August 17, 2023, entered into between the SPV, the Project Manager and RPPMSL
<b>Project Implementation and Management Agreement</b>	Means the project implementation and management agreement dated August 17, 2023, entered into amongst the Trustee, the Project Manager, the Investment Manager and the SPV
<b>Project Manager or JIMSL</b>	Means Jio Infrastructure Management Services Limited
<b>RIL</b>	Means Reliance Industries Limited
<b>RPPMSL</b>	Means Reliance Projects & Property Management Services Limited
<b>SEBI InvIT Regulations / InvIT Regulations</b>	Means the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, along with all other relevant circulars issued by SEBI, from time to time
<b>SHOA</b>	Means the shareholders and option agreement dated August 17, 2023 entered into between the Trust (acting through the Trustee), the Investment Manager, the Sponsor and ISCIMPL, as amended from time to time
<b>Sponsor / RRVL</b>	Means Reliance Retail Ventures Limited
<b>Transaction Documents</b>	Means and includes: a) SHOA;

	<ul style="list-style-type: none"> <li>b) InvIT Loan Agreement;</li> <li>c) Trust Loan 1 Agreement;</li> <li>d) Trust Loan 2 Agreement;</li> <li>e) Project Agreements;</li> <li>f) Project Implementation and Management Agreement; and</li> <li>g) Lease Agreements and Lease Assignment Agreements.</li> </ul>
Trust Deed / Indenture of Trust	Means the indenture of trust in relation to the Trust dated August 17, 2021 entered into between the Sponsor and the Trustee
Trust Loan 1	Means the term loan granted by the Trust to the SPV for an aggregate principal amount of INR 2,928 Crore (Indian Rupees Two Thousand Nine Hundred Twenty-Eight Crore only) pursuant to the Trust Loan 1 Agreement
Trust Loan 1 Agreement	Means the facility agreement dated August 17, 2023, entered into between the Trust (acting through the Trustee), the Investment Manager and the SPV in relation to Trust Loan 1
Trust Loan 2	Means the term loan granted by the Trust to the SPV for an aggregate principal amount of INR 2,122 Crore (Indian Rupees Two Thousand One Hundred Twenty-two Crore only) pursuant to the Trust Loan 2 Agreement
Trust Loan 2 Agreement	Means the facility agreement dated August 17, 2023, entered into between the Trust (acting through the Trustee), the Investment Manager and the SPV in relation to Trust Loan 2
Trust Loans	Means the Trust Loan 1 and Trust Loan 2 together
Trustee	Means Axis Trustee Services Limited
Valuation Date	Means March 31, 2024
WACC	Means Weighted Average Cost of Capital
Warehouses	Means the warehousing facility owned, leased or assigned in favour of the SPV each of which meet the eligibility criteria of minimum 1,00,000 square feet and an investment of more than INR 25 crores specified under the Harmonized List.
Warehouse Assets	Means the Warehouses and the related Logistics Infrastructure meeting the eligibility criteria under the Harmonized List that shall be used for carrying out the Warehousing Infrastructure Business by the SPV.
Warehousing Infrastructure Business	Means the business of setting up, operating, maintaining and managing warehouses and related assets and providing warehousing services to customers, in which the SPV currently operates
WUA	Means the warehouse use agreement dated August 17, 2023, entered into between ISCIMPL and RRVL, as may be amended from time to time

## 2 Executive Summary

### 2.1 Brief Background and Purpose of Valuation

- 2.1.1 Intelligent Supply Chain Infrastructure Trust (“Trust”) was settled vide Trust Deed dated August 17, 2021, with Reliance Retail Ventures Limited (“RRVL”) as the settler as well as the sponsor and Axis Trustee Services Limited as the Trustee. The Trust was subsequently registered as an infrastructure investment trust under the SEBI InvIT Regulations vide registration dated February 27, 2023.
- 2.1.2 The main object of the Trust is to carry on the activity of an infrastructure investment trust, as permissible under the SEBI InvIT Regulations, namely, to raise resources and to make investments in accordance with the SEBI InvIT Regulations and such other incidental and ancillary matters thereto.
- 2.1.3 The following structure illustrates the relationship amongst the Parties to the Trust (being the Trust, Trustee, the Sponsor, the Investment Manager and the Project Manager), the Contractor / Operator, ISCIMPL and the Unitholders as of the Closing Date.



- 2.1.4 The Trust has raised INR 3,048 crore through the initial offer of its units and additionally raised INR 2,122 crore as InvIT Loan in terms of the InvIT Loan Agreement. The Trust from the ISCIMPL from the Sponsor; and (b) extended the Trust Loan 1 and Trust Loan 2 to ISCIMPL.
- 2.1.5 Infinite India Investment Management Limited (“Investment Manager”) is the Investment Manager of the Trust.
- 2.1.6 Reliance Retail Ventures Limited (“RRVL” or “Sponsor”), a subsidiary of Reliance Industries Limited (“RIL”), is the sponsor of the Trust.
- 2.1.7 Jio Infrastructure Management Services Limited (“JIMSL” or “Project Manager”) is the Project Manager of the Trust and has entered into the PIMA with the SPV, the Investment Manager and the Trustee.
- 2.1.8 Reliance Projects & Property Management Services Limited, a company wholly owned by RIL has been appointed as the “Contractor” in terms of the Project Execution Agreement and as the “Operator” in terms of the O&M Agreement.



- 2.1.9 The Investment Manager has appointed BDO VAL to undertake the valuation of the InvIT Asset in accordance with SEBI InvIT Regulations.

## 2.2 Valuation Methodology Adopted

- 2.2.1 Considering the nature of business, facts of the assignment, the terms of the Transaction Documents and the capital structure, InvIT Asset has been valued using Discounted Cash Flow (“DCF”) Method under Income Approach. Free Cash Flow to Firm (“FCFF”) model under the DCF Method has been used to arrive at the enterprise value of InvIT Asset.

## 2.3 Valuation Conclusion

- 2.3.1 The enterprise value of SPV is arrived at INR 5,117.6 Crore.
- 2.3.2 Further, as per IND AS Accounting principles, leased assets and liabilities are recorded under the head non-current assets and non-current/current liabilities respectively in the balance sheet. The enterprise value of INR 5,117.6 crore has been determined based on lease rentals paid and not considering the IND AS principles. Accordingly, for the purpose of determining enterprise value under IND AS, leased asset adjustment of INR 686.1 crore as of March 31, 2024, has been separately added and accordingly, the enterprise value adjusted for the same is INR 5,803.8 crore. (Refer annexure - I)
- 2.3.3 The enterprise value of INR 5,117.6 crore as mentioned above has been adjusted for Trust Loan 1 of INR 2,928.0 crore and Trust Loan 2 of INR 2,122.0 crore collectively termed as (“Debt and debt-like items”), cash and cash equivalents of INR 0.02 crore, advance income-tax assets of INR 18.9 crore, investments of INR 107.1 crore, capital advances of INR 9.9 crore, provision for payments towards stamp duty of INR 30.0 crore and capital creditors of INR 58.5 crore to arrive at the equity value of INR 115.0 crore.

(this space has been left blank intentionally)



## 3 Introduction

### 3.1 Terms of Engagement

- 3.1.1 We, BDO Valuation Advisory LLP, Registered Valuer vide Registration Number IBBI/RV-E/02/2019/103, have been appointed by Infinite India Investment Management Limited in its capacity as Investment Manager to the Trust, to determine the enterprise value of InvIT Asset on a going concern basis as per SEBI InvIT Regulations.
- 3.1.2 We are a Registered Valuer in terms of Section 247 of the Companies Act, 2013, holding IBBI Registration Number: IBBI/RV-E/02/2019/103 since July 30, 2019. BDO Valuation Advisory LLP was incorporated on January 7, 2019, however the signing partners of BDO Valuation Advisory LLP have more than five years of experience in the valuation of infrastructure assets and accordingly, BDO Valuation Advisory LLP satisfies all requirements of section 247 of the Companies Act, 2013 as required under the InvIT Regulations.
- 3.1.3 This Report has been prepared by us pursuant to terms of engagement letter between BDO VAL and the Investment Manager including the terms and conditions set out therein.

### 3.2 Background and Purpose of Valuation

- 3.2.1 The Trust has raised INR 3,048 crore through the initial offer of its units and additionally raised INR 2,122 crore as InvIT Loan in terms of the InvIT Loan Agreement. The Trust from the proceeds of the Issue and the InvIT Loan has (a) acquired 100% of the equity share capital of ISCIMPL from the Sponsor; and (b) extended the Trust Loan 1 and Trust Loan 2 to ISCIMPL.
- 3.2.2 The following agreements have been entered into:
- SHOA;
  - InvIT Loan Agreement;
  - Trust Loan 1 Agreement and Trust Loan 2 Agreement;
  - Project Agreements; and
  - Lease Agreement and Lease Assignment Agreement
- 3.2.3 The Investment Manager has appointed the Valuer to undertake the valuation of InvIT Asset as per SEBI InvIT Regulations.
- 3.2.4 This Report should not be used or relied upon for any other purpose. The suitability or applicability of this Report for any purpose other than that mentioned above has not been verified by us.

(This space has been left blank intentionally)

### 3.3 Sources of Information

3.3.1 For the purpose of this valuation exercise, we have relied on the following sources of information:

- a) Background of the business of ICSIMPL;
- b) Projections of ICSIMPL from Valuation Date with the underlying assumptions as provided by the Management;
- c) Lease Agreements and Lease Assignment Agreements for the identified warehouse facilities;
- d) Project Agreements;
- e) SHOA;
- f) InvIT Loan Agreement;
- g) Trust Loan 1 Agreement and Trust Loan 2 Agreement; and
- h) CBRE industry report, referred to at the time of initial offer and valuation.
- i) Information available in public domain and provided by leading database sources; and
- j) Other relevant data and information provided to us by the Management whether in oral or physical form or in soft copy, and discussions with them.

(this space has been left blank intentionally)

## 4 Exclusions and Limitations

### 4.1 Restricted Audience

- 4.1.1 This Report and the information contained herein are absolutely confidential and are intended for the use of the Investment Manager, Sponsor and the Trust in connection with the Purpose set out in the Report.
- 4.1.2 It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. It can however be relied upon and disclosed in connection with any statutory and regulatory filing as discussed above with SEBI, Stock Exchange(s) or any other regulatory/statutory authority for the Purpose mentioned herein as per the SEBI InvIT Regulations without any consent. For all other purposes, the Report may be disclosed with our prior consent.
- 4.1.3 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 that 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 its purpose.

### 4.2 Limitation Clause

- 4.2.1 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.
- 4.2.2 The scope of the assignment did not include performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used during the course of the work. Further, conducting a financial or technical feasibility study was also not covered.
- 4.2.3 During the course of work, we have relied upon assumptions and projections as provided by the Management. These assumptions require exercise of judgment and are subject to uncertainties.
- 4.2.4 Further, this Report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to us or used by us up to, the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of InvIT Asset. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and we shall not be obliged to update, review or reaffirm this Report if the information provided to us changes. The information presented in this valuation Report does not reflect the outcome of any due diligence procedures, which may change the information contained herein and, therefore, the valuation Report materially.
- 4.2.5 Valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment as the valuation analysis is governed by the concept of materiality. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different value on the businesses.



- 4.2.6 Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations at a particular point in 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.
- 4.2.7 The realization of these projections is dependent on the continuing validity of the assumptions on which they are based. Since the projections relate to the future, actual results are likely to be different from the projected results in case of events and circumstances not occurring as projected and the differences may be material. Our work did not constitute a validation of the financial projections of the Company under consideration and accordingly, we do not express any opinion on the same. Although, we have reviewed the financial projections provided by Management for consistency and reasonableness our reliance on the financial projections for the purpose of valuation should not be construed as an assurance about the accuracy of the assumptions or the achievability of the financial projections.
- 4.2.8 This Report is based on information received from sources mentioned herein and discussions with the Management. We have assumed that the parties involved have furnished to us all information, which they are aware of concerning the financial statements and respective liabilities, which may have an impact on Report. We have ignored some data provided to us which we believe may not be material for the purpose of assignment.
- 4.2.9 We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Trust or ISCIMPL or any of other entity mentioned in this Report and have considered them at the value as disclosed by the Trust in their regulatory filings or in submissions, oral or written, made to us. Nothing has come to our knowledge to indicate that the material provided to us was misstated or incorrect or would not afford reasonable grounds upon which to base our Report.
- 4.2.10 The Valuer have not made any independent verification with respect to the ISCIMPL's claim to title of assets or property for the purpose of this valuation. With respect to claim to title of assets or property the Valuer have solely relied on representations, whether verbal or otherwise, made by the Management to us for the purpose of this Report.
- 4.2.11 Except to the extent required under the SEBI InvIT Regulations, we are not responsible for matters of legal nature including issues of legal title and compliance with local laws in respect of ISCIMPL and also no consideration has been given to litigation and other contingent liabilities that are not recorded in the financial of ISCIMPL.
- 4.2.12 The fee for the Report is not contingent upon the outcome of the Report.
- 4.2.13 It may be noted that a draft of this Report (without valuation numbers) was provided to the Management to review the factual information in the Report as part of our standard practice to make sure that factual inaccuracies/omissions are avoided in our final Report.
- 4.2.14 This Report does not look into the business/commercial reasons behind the Purpose nor the likely benefits arising out of the same. Similarly, it 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. The assessment of commercial and investment merits of the Trust are sole responsibility of the investors of the Trust and we do not express any opinion on the suitability or otherwise of

entering into any financial or other transactions with the Investment Manager, the Trust or ISCIMPL.

- 4.2.15 In rendering this Report, we have not provided any legal, regulatory, tax, accounting, actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.
- 4.2.16 For the present valuation exercise, we have also relied upon information available in the public domain, however, the accuracy and timeliness of the same has not been independently verified by me.
- 4.2.17 In the particular circumstances of this case, we shall be liable only to the Investment Manager, Sponsor and the Trust. We shall have no liability (in contract or under statute or otherwise) to any other party for any economic loss or damage arising out of or in connection with this engagement, however the loss or damage is caused, as laid out in the engagement letter, for such valuation work.
- 4.2.18 Whilst, all reasonable care has been taken to ensure that facts stated in the Report are accurate and opinions given are fair and reasonable, neither us, nor any of professional associates who worked as team member shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this Report.

(This Space has been intentionally left blank)

## 5 Valuation Approach

The overall approach followed to arrive at value of InvIT Asset is summarized below:

- i. Submission of detailed information checklist for valuation of InvIT Asset.
- ii. Review of information provided as per the checklist for initial understanding of the business followed by a preliminary discussion with the Management to gain insight on business operations and brief background of the Warehouse Infrastructure Business.
- iii. We have conducted site visits of the Warehouse Assets. Analysis of additional information received post preliminary discussion and site visit. Valuer and its professional associates had various meetings with the Management to discuss business model, assumptions considered and future business outlook.
- iv. Obtained various disclosures from the Management pertaining to approvals and litigations of the SPV as required under the SEBI InvIT Regulations.
- v. Carried out the valuation based on internationally accepted valuation methodologies and in cognizance of international valuation standards and Valuation Standards 2018 issued by ICAI Registered Valuers Organization.

(This Space has been intentionally left blank)



## 6 Overview of Warehousing Infrastructure Business

### 6.1 Warehousing Infrastructure Business

- 6.1.1 The main business of the SPV is setting up, operating, maintaining and managing warehouses and related assets and providing warehousing services to warehouse users.
- 6.1.2 The SPV has entered into Lease Agreements and Lease Assignment Agreements for 65 unique warehouse sites across 34 cities aggregating 12.89 million square feet. Leases are effective from date of execution or closure.
- 6.1.3 The warehouses are technologically equipped for stock/material handling. Some of the key technologies used in the distribution centres are Telescopic Boom Conveyor, Automated Dimensioning and Weighing System, Handheld Terminals etc.
  - a) The Inbound - Put away department uses technologies such as system assisted put away and material handling equipment.
  - b) The Outbound - (i) Picking department uses technologies such as pick by light, conveyORIZED movement etc. (ii) Packing department uses technologies such as put to light, auto print and apply system etc.
  - c) Dispatch department uses technologies such as conveyor based diverts, HHT scan for secondary route sortation and truck loading.

### 6.2 Site Visit Details

- 6.2.1 We have carried out site visit and physical verification on May 9, 2024 of the select Warehouse Assets on sample basis forming part of the InvIT Assets including locations such as Bhiwandi, Khopoli, Bengaluru, Delhi NCR, Navi Mumbai, Jhajhar, etc.
- 6.3 **Other disclosures as required under the SEBI InvIT Regulations have been provided in Annexure IV of the Report.**

(This Space has been intentionally left blank)

## 7 Industry Overview

- 7.1.1 India has risen as one of the most rapidly developing major economies globally, poised to become one of the leading three economic forces. The country's impressive economic transformation can be attributed to various factors, including a burgeoning young population, a growing middle class, a well-educated English-speaking workforce, and extensive government initiatives. These elements have significantly shaped India's economic landscape.
- 7.1.2 India has a strong consumption market which protects the economy from global market fluctuations and thus sustains growth. India's share of consumption as a percentage of GDP was over 61% (as of 2022) and has been growing at a 6.9% CAGR between 2013-2022.
- 7.1.3 Following the impact of the COVID-19 pandemic, India's real GDP growth rate showed signs of recovery, with an estimated rate of approximately 7.2% in 2022-23. However, certain global factors, such as rising international commodity prices, fluctuations in the global financial market, and bottlenecks in global supply chains, have contributed to some loss of momentum in the economic outlook.
- 7.1.4 The following graph compares India's GDP growth forecasts along with GDP per Capita growth forecasts with other Asia-Pacific Economies



Source: World Bank, CBRE Research

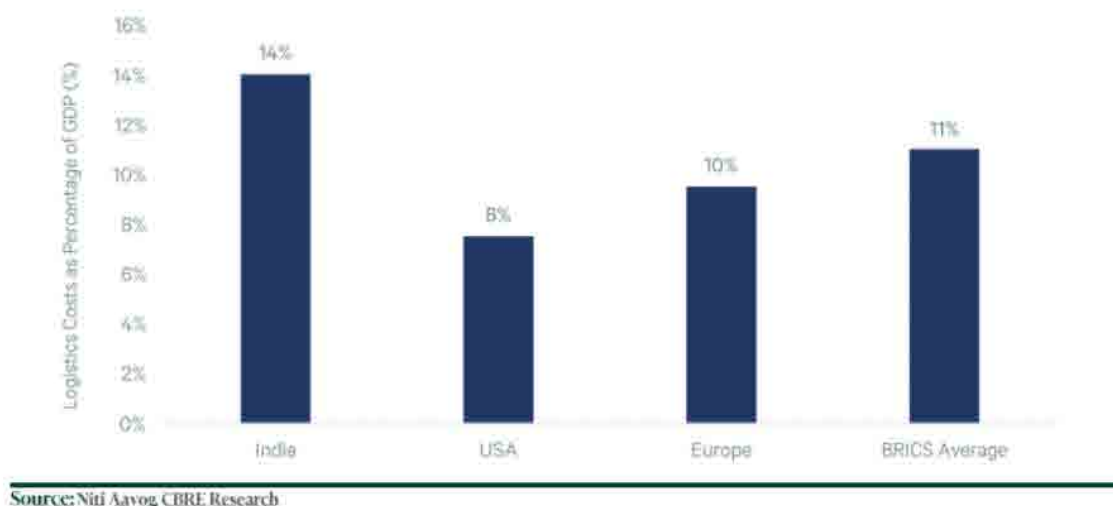
(Source: World Bank, CBRE Research)

- 7.1.5 Several economic indicators suggest a steady and positive economic outlook for the foreseeable future. Both the Purchasing Managers' Index for manufacturing and services have positively remained in the expansion zone. Notably, the manufacturing sector achieved a high during this period, which resulted in Indian exports experiencing an annual rise of around 6% to reach USD 447 billion in FY 2022-23.
- 7.1.6 Furthermore, the lending market has seen significant growth in the commercial real estate segment, with bank credit deployment expanding by 8.5% year-on-year in 2023. These indicators collectively indicate promising prospects for stable economic growth in India.



## 7.2 Indian Warehouse Infrastructure Industry

- 7.2.1 In 2014, the "Make in India" initiative was introduced, and more recently, the government emphasized the idea of an "Aatmanirbhar Bharat" (self-reliant India). To support these initiatives and facilitate the smooth movement of goods, services, and people on a global scale, the Indian government recognizes the importance of a robust logistics sector.
- 7.2.2 As part of its vision, the Government of India aims to develop an integrated, cost-effective, reliable, and sustainable logistics ecosystem, leveraging digital technologies to promote accelerated and inclusive economic growth. An essential target of this vision is to reduce logistics costs to less than 10% of the country's GDP.
- 7.2.3 Logistics costs in India are considerably high (in the range of 14-18% of GDP) in comparison to single-digit levels in developed countries. Transportation costs take up the majority share at approx. 8.5%, inventory and administrative costs at 5% and 0.5% respectively.
- 7.2.4 The following graph compares India's logistics costs with other regions:



(Source: Niti Aayog, CBRE Research)

- 7.2.5 The demand for logistics facilities in India is being fueled by ongoing structural changes. The Indian Industrial & Logistics (I&L) sector is experiencing rapid evolution, primarily due to sustained policy interventions, strong growth in the manufacturing sector, and the increasing prominence of E-Commerce and third-party logistics (3PL) services. There is a noticeable increase in demands from traditional sectors, alongside a surge in demand for E-Commerce services and platforms. These factors collectively contribute to the growing need for efficient logistics infrastructure in India.
- 7.2.6 Multiple demand drivers which are driving the growth in the Warehouse infrastructure sector are as follows:
- 7.2.6.1 GST & Emergence of Omnichannel Retail:
- The implementation of the Goods and Services Tax (GST) in India brought about a synchronized tax structure with common rules and procedures across the country. This significant tax reform had a profound impact on Indian companies. Instead of

solely focusing on reaping financial benefits from tax savings, companies began strategizing and planning their supply chains to achieve efficiency and effectiveness. The shift in focus towards streamlining supply chains aimed to capitalize on the newfound harmonization and standardization brought about by the GST, leading to improved business operations and logistics.

The implementation of GST acted as a catalyst for aggregating storage locations and transportation systems to bring in advantages of economies of scale, less deviation in forecasting, low inventory holding costs, better clarity and control over the supply chain. As a result, small to mid-scale, Grade B and C warehouses close to urban peripheral zones of leading cities were replaced by modern warehouses with larger floor plates.

#### 7.2.6.2 Growth of E-Commerce:

The e-commerce industry's rapid expansion and shifts in consumer behavior have resulted in significant benefits for the logistics sector. The remarkable growth of e-commerce has played a pivotal role in driving the demand for Grade A warehouses. In fact, this particular end-user industry has accounted for approximately 12% of the overall warehouse facilities absorption across India's top eight cities. As the e-commerce sector continues to flourish, the logistics industry is witnessing a surge in demand for modern warehouse infrastructure facilities to efficiently handle the increased volume of goods and cater to the evolving consumer needs.

With a population of approximately 1.4 billion and rising disposable incomes, India has gradually become one of the most lucrative smartphone markets. Online retail penetration is expected to reach 16% of total retail sales by 2025 over 8% in 2020. The key enablers supporting India's e-commerce growth are as follows:

- Increasing urban population
- Growth of internet users
- Growth of mobile users
- Increase in per-capita income and willingness for consumption
- Increased digital socialization
- Rise of digital payments

#### 7.2.6.3 3PL & Operational Efficiencies:

Due to the various activities involved in a supply chain, logistics activities often throw up challenges that businesses are typically unequipped to handle. Additionally, supply chains are becoming increasingly complicated with businesses trying to keep delivery costs at a minimum, while ensuring timely deliveries to end customers. This is where 3PL service providers come in, to facilitate supply chain management for businesses by consolidating various logistics activities into a single management contract.

The expertise, standard operating procedures (SOPs) and technology driven solutions of 3PL service providers can assist in integrating various business processes to make supply chains agile and responsive to growing customer demands and to leverage the same in an ultra-competitive global business environment.



India's logistics market is currently not on par with the logistics markets of mature economies like the US, the UK, Australia, Japan, and China. However, the increasing adoption of third-party logistics (3PL) service providers in India is expected to significantly contribute to the development and growth of the logistics sector in the country. The demand for 3PL services in India is being driven by various industries, including fast-moving consumer goods (FMCG), manufacturing, retail, and e-commerce.

It is projected that India's 3PL space will experience substantial growth, with a CAGR estimated to be around 8-9% during the period from 2023 to 2027. This growth signifies the growing reliance on 3PL providers to optimize supply chain operations, enhance efficiency, and meet the increasing demands of diverse industries. As India continues to embrace and integrate 3PL services into its logistics landscape, it is anticipated that the logistics sector will witness significant advancements, positioning the country closer to the logistics capabilities of more developed economies.

#### 7.2.6.4 Automation of Internal Warehousing Operations:

Automation and technology are the driving forces behind the transformation of the warehousing space. The initial wave of automation in this sector involved the implementation of warehouse management systems, partially automated material handling equipment, and an emphasis on increased clear height for better storage capacity. However, the rise of e-commerce companies has had a profound impact on the warehousing and supply chain industries.

As the e-commerce sector continues to grow, warehouses are being reimagined and redesigned to handle smaller orders with more frequent shipments. This shift is leading to the emergence of disruptive technologies such as drones, optical sensors, auto-sorting machines, and robotic devices in warehouse operations. These innovations enable faster and more efficient order processing, ultimately enhancing overall logistics efficiency.

In India, the e-commerce and automobile sectors have been early adopters of warehouse automation, spearheading its growth and widespread adoption in the market. As the benefits of warehouse automation become increasingly evident, other sectors are expected to follow suit and incorporate advanced technologies to optimize their supply chain operations. The integration of automation and technology is revolutionizing the warehousing landscape, paving the way for more streamlined and agile logistics solutions.

Automation of warehouses has created demand for taller structures since users often install mezzanine levels and tall racking systems that require more space above the floor. The floor quality is equally important, with floor flatness and clear height area being as important enablers of warehouse automation as robotics, guided vehicles, and conveyors, etc. Grade A warehousing facilities are designed for additional height and better floor quality. Thus, with increasing adaptation of automation, the need for Grade A warehouses is expected to increase.

#### 7.2.6.5 Investments from Institutional Capital Funds:

Traditionally, warehousing infrastructure in the country was lacking due to limited availability of funds and financing options. Propelled by its 'infrastructure status' and institutional investments between 2018 and 2022, India's industrial and logistics sector has become a haven for developers after the COVID-19 pandemic. This growth momentum is likely to continue into the future, as major global investors and developers continue to expand their footprint in proximity to high consumption areas of India's Tier I and II cities. Increased investments in the logistics space are further driving demand for developing warehouse facilities, as easier financing options become available through capital funds and FDI.

Following strong operator and investor interest and driven by demand from e-commerce and 3PL service providers, the logistics sector in India reached its historic peak in 2021. Investments were led by greenfield developments and brownfield acquisitions, with deals worth more than USD 1.3 billion being recorded during the year. Despite the onset of multiple headwinds and other adverse macro-economic factors, capital values in the sector posted an impressive growth. With an increasing flow of capital, investment opportunities are increasing too, driving demand for Grade A warehousing in the country.

#### 7.2.6.6 Growth of Indian Manufacturing:

The Indian economy has traditionally been agrarian in nature, with the manufacturing and services sectors lacking in comparison to developed economies. There has been a shift from centralized to decentralized manufacturing. Government initiatives in the sector and a breakdown of global trade relations have provided a much needed thrust to the Indian manufacturing sector, with some of the critical factors being:

- US-China Trade war
- Chinese supply chain disruptions
- Aatmanirbhar Bharat Abhiyan
- Impact of the Production Linked Incentive (PLI) scheme
- FDI Inflows into India

(this space has been left blank intentionally)

## 8 Valuation Approach for InvIT Asset

The present valuation exercise is being undertaken to arrive at enterprise value of InvIT Asset for the Purpose. Considering internationally accepted valuation methodologies and in cognizance of international valuation standards and ICAI Valuation Standards 2018 issued by ICAI Registered Valuers Organisation, there are three generally accepted approaches to valuation:

- i. “Cost” Approach
- ii. “Income” Approach
- iii. “Market” Approach

Within these three basic approaches, several methods may be used to estimate the value. A brief overview of these approaches is as follows:

### 8.1 Cost Approach

8.1.1 The cost approach values the underlying assets of the business to determine the business value of the InvIT Asset. This valuation method carries more weight with respect to holding companies than operating companies. Also, asset 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.

#### i. Net Asset Value Method

- The Net Asset Value (“NAV”) method under cost approach, consider 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 equity value of a company.
- NAV method is appropriate in a case where the major strength of the business is its asset base rather than its capacity or potential to earn profits.
- This valuation approach is mainly used in cases where the asset base dominates earnings capability.
- As an indicator of the total value of the entity, the net asset value method has the disadvantage of only considering the status of the business at one point in time.
- Additionally, net asset value does not consider the earning capacity of the business or any intangible assets that have no historical cost. In many respects, net asset value represents the minimum benchmark value of an operating business.

#### ii. Break Up Value Method

- Under the Break-Up Value (“BV”) method, the assets and liabilities are considered at their realizable (market) values including intangible assets and contingent liabilities, if any, which are not stated in the balance sheet. From the realizable value of the assets, the payable value of all liabilities (existing plus potential) are deducted to arrive at the BV of the company.



- This valuation approach is mostly used in case of companies where there are huge operating investments or surplus marketable investments.

## 8.2 Income Approach

### 8.2.1 The Income approach focuses on the income prospects of a company.

#### i. Discounted Cash Flow Method

- Under the Discounted Cash Flow (“DCF”) method, the value of the undertaking is based on expected cash flows for future, discounted at a rate, which reflects the expected returns and the risks associated with the cash flows as against its accounting profits. The value of the undertaking is determined as the present value of its future free cash flows.
- Free cash flows are discounted for the explicit forecast period and the perpetuity value thereafter. Free cash flows represent the cash available for distribution to both, the owners and lenders to the business.
- Discount rate is the Weighted Average Cost of Capital (“WACC”), based on an optimal vis-à-vis actual capital structure. It is appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk and also debt-equity ratio of the firm.
- The perpetuity (terminal) value is calculated based on the business’s 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’s future operations.
- The Business/Enterprise Value so derived, is further reduced by value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of business. The surplus assets / non-operating assets are also adjusted.
- In case of free cash flows to equity, the cash available for distribution to owners of the business is discounted at the Cost of Equity and the value so arrived is the Equity Value before surplus/ non-operating assets. The surplus assets / non-operating assets are further added to arrive at the Equity Value.

## 8.3 Market Approach

#### i. Market Price Method

- Under this approach, the market price of an equity share 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.

(this space has been left blank intentionally)

## ii. Comparable Companies Multiple Method

- Under the Comparable Companies Multiple (“CCM”) method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through 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.
- To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

## iii. Comparable Transactions Multiple Method

- Under the Comparable Transactions Multiple (“CTM”) method, the value of a company can be estimated by analysing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company.

## 8.4 Conclusion on Valuation Approach

Sr. No.	Valuation Approach	Valuation Methodology	Used	Explanation
I	Cost Approach	- Net Asset Value & Break Up Value	No	NAV or the BV does not capture the future earning potential of the business.
II	Income Approach	- Discounted Cash Flow	Yes	The SPV derives its true value from the potential to earn income in the future. Hence, we have considered DCF method under Income Approach for Valuation.
III	Market Approach	- Market Price	No	ISCIMPL is not listed on any stock exchange, therefore we have not considered market price method of valuation.
		- Comparable Companies	No	There are no listed companies directly comparable to the business of the InvIT Asset considering the distinct nature of asset and capital structure. Hence, we have not considered CCM method.
		- Comparable Transactions	No	Due to unavailability of transactions in the public domain with business, scale and characteristics similar to ISCIMPL.

- Accordingly, in the instant case, the Discounted Cash Flow Method was considered as the most appropriate method for valuation of the InvIT Asset. Under the DCF method, we have used Free Cash Flow to Firm (“FCFF”) model for valuation.

(This Space has been intentionally left blank)



## 9 Valuation of InvIT Asset

- 9.1.1 The valuation of the InvIT Asset has been determined as of March 31, 2024.
- 9.1.2 The SPV and RRVL have entered into WUA in terms of which the SPV shall provide RRVL the warehouse services and other basic services in terms of the WUA. The financial projections provided by the Management for the period beginning from the Valuation date till October 31, 2053. We have reviewed the financial forecast for consistency and reasonableness only.
- 9.1.3 Following are the key assumptions considered in the financial projections while determining the operating cash flows of the SPV:

i. Existing warehouse facilities of the SPV across India:

- Revenue projections: As per WUA, SPV shall provide the warehousing services to RRVL for a period of 30 years from the Closing Date. RRVL shall on the Closing Date issue service orders for at least 60% of the total space in relation to the identified Warehouse Assets. Each service order would be valid for a period of 1 year and can be renewed by the SPV for a further period of 1 year. RRVL has also committed to take up additional space as may be required to enable the SPV to meet its debt servicing obligations subject to a maximum of 65%, 70%, 75% and 80% of the total space of the identified Warehouse Assets during the period of Y11 to Y15, Y16 to Y20, Y21 to Y25 and Y26 to Y30 respectively. The same has been factored into the revenues and cash flows for the purpose of the valuation. Following are the key components of the revenue from RRVL under the WUA:
  - a. Base Fees: RRVL shall pay 'Base Fees' computed on a per square foot basis at the rates as mentioned in service orders and WUA for the identified Warehouse Assets.
  - b. Warehouse Usage Fees: RRVL shall pay 'Warehouse Usage Fees' computed on a per square foot basis at the rates as mentioned in service orders and WUA for the identified Warehouse Assets.

The Base Fees, Warehouse Usage Fees together constitute the total revenue for the SPV.

- Operations cost projections: The O&M fees under the O&M Agreement is computed on a per square feet basis for the total space at the identified Warehouse Assets. O&M fees is payable to RPPMSL in terms of the O&M Agreement. RPPMSL, at its own costs and expenses, will provide adequate equipment, materials, tools, consumables, spares, supplies and aids, and sufficient and adequately trained manpower, staff, labor and personnel to the SPV to carry out warehouse business activities. RPPMSL will also carry out the refurbishment activities in respect of existing warehouses as and when required at its own cost and expenses.
- Lease rental payments: We have considered the lease rentals payable by the SPV in terms of the Lease Agreements and Lease Assignment Agreements entered into by the SPV. We have additionally assumed renewals of these agreements with escalations for the forecast period. The SPV has entered into Lease Agreements and Lease Assignment Agreements for 65 unique warehouse sites across 34 cities aggregating 12.89 million square feet.
- Other expenses: The fixed general & administrative expenses of INR 18.0 Cr with escalation of 4.0% p.a. has been assumed.



- **Working Capital Requirement:** We have considered working capital requirement and changes in working capital as provided by the Management during the forecast period.

## ii. Capital Expenditure

- For the purpose of this valuation exercise, we have not considered any additional Warehouse Assets. We understand that the SPV has entered into one additional lease agreements. However, the same have not been considered in this valuation exercise as the risk and rewards for any future warehouses shall accrue to the SPV only in the event the warehouse assets meet the required standards laid down in the WUA and an acceptance certificate is issued under the PEA. Further till the acceptance certificate is issued, RPPMSL as the Contractor bears all the risks and costs.

## iii. Discounting Factor

- We have used the Free Cash Flows to Firm ("FCFF") model under DCF method to estimate the Enterprise Value of the SPV. In FCFF, the free cash flows available are discounted by Weighted Average Cost of Capital ("WACC") to arrive the net present value.
- The WACC is arrived at after considering the cost of equity, the post-tax cost of Trust Loan 1 and Trust Loan 2 and their respective weights in the capital structure of the SPV.
- There is no external debt currently at ISCIMPL.
- The break-up of the debt as of March 31, 2024 is provided below:

Particulars	As of March 31, 2024 (in INR Crore)
Trust Loan 1	2,928.0
Trust Loan 2	2,122.0
Equity Share Capital	100.0
<b>Total</b>	<b>5,150.0</b>

- For the purpose of this valuation exercise, we have considered the following to determine the WACC:

WACC = (Cost of Trust Loan 1 \* (1-tax rate) \* Trust Loan 1 + Cost of Trust Loan 2 \* (1-tax rate) \* Trust Loan 2 + Cost of Equity Shares \* Equity Share capital) / (Trust Loan 1 + Trust Loan 2 + Equity Share capital as of the Closing Date).

- The returns expected by the equity depend on the perceived level of risk associated with the business and the industry in which the business operates. We have considered Capital Asset Pricing Model for calculation of Cost of Equity.

a) The CAPM can be defined as follows:

$$K_e = R_f + (R_p * \text{Beta}) + \text{CSRP}$$

- Risk Free Rate (Rf): The risk-free rate of return is based on yields of 30-year zero coupon bond yield as on March 31, 2024 having and as listed on [www.ccilindia.com](http://www.ccilindia.com). In the present case, the risk-free rate of return is arrived at 7.0%.

- **Market Return (Rm):** Market Return is a measure of rate of return that investors earn by investing in equity markets. It is calculated based on the average historical market return. In the present case, the market return is considered at 15.0%.
- **Risk Premium (Rp):** Risk premium is a measure of premium that investors require for investing in equity markets rather than bond or debt markets. A risk premium is calculated as follows:

Risk premium = Equity market return (Rm) - Risk free rate (Rf).

- **Beta:** It is a measure of the sensitivity of a company's stock price to the movements of the overall market index. Due to absence of listed comparable companies engaged in the similar business, we have considered market beta of 1.
- b) We have considered post tax cost of Trust Loan 1 at 10.8% and Trust Loan 2 at 9.5% respectively.
- c) After considering the above we have determined the WACC of 10.4% for the current valuation exercise.
- d) We have adjusted the above WACC for Company-Specific Risk Premium to account for risks inter alia projection risk, profitability risk, business risk etc. The adjusted WACC is arrived at 12.0%.

(This Space has been intentionally left blank)

iv. Discounted Cash Flow

- The explicit period has been considered from the Valuation Date till October 31, 2053.
- The FCFF method under DCF has been used to calculate enterprise value of the SPV;
- In FCFF, the free cash flows available to the company are discounted by WACC to derive the net present value. We have considered a WACC of 12.0%;
- We have discounted the projected FCFF back to their present value using mid-year discounting convention. The use of mid-year discounting factors better reflects the assumption that net cash flows will be generated throughout the year, rather than at the beginning or at the end of the year;
- We have not considered any terminal cash flow given the fixed term of the WUA, O&M Agreement and PEA and have considered recoupment of all working capital at the end of the forecast period;
- Income Tax rate of 25.2% being the tax rate prevailing in India has been considered.
- The enterprise value ("Enterprise Value") of the SPV is arrived at INR 5,117.6 crore.
- Further, as per IND AS Accounting principles, leased assets and liabilities are recorded under the head non-current assets and non-current/current liabilities respectively in the balance sheet. The enterprise value of INR 5,117.6 crore has been determined based on lease rentals paid and not considering the IND AS principles. Accordingly, for the purpose of determining enterprise value under IND AS, leased asset adjustment of INR 686.1 crore as of March 31, 2024, has been separately added and accordingly, the enterprise value adjusted for the same is INR 5,803.8 crore. (Refer annexure - I)
- The enterprise value of INR 5,117.6 crore as mentioned above has been adjusted for Trust Loan 1 of INR 2,928.0 crore and Trust Loan 2 of INR 2,122.0 crore collectively termed as ("Debt and debt-like items"), cash and cash equivalents of INR 0.02 crore, advance income-tax assets of INR 18.9 crore, investments of INR 107.1 crore, capital advances of INR 9.9 crore, provision for payments towards stamp duty of INR 30.0 crore and capital creditors of INR 58.5 crore to arrive at the equity value of INR 115.0 crore.

(This Space has been intentionally left blank)



## 10 Valuation Summary

- 10.1. The current valuation has been carried out based on the 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.
- 10.2. We would like to highlight that in the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheet but which will strongly influence the worth of an entity or business.
- 10.3. The enterprise value of InvIT Asset is arrived at INR 5,117.6 crore, corresponding to warehousing area of 12.89 million square feet as of Valuation Date.
- 10.4. Further, as per IND AS Accounting principles, leased assets and liabilities are recorded under the head non-current assets and non-current/current liabilities respectively in the balance sheet. The enterprise value of INR 5,117.6 crore has been determined based on lease rentals paid and not considering the IND AS principles. Further there is a difference in lease assets and liability due to discount rate differences and these being entirely notional book adjustment and hence we have considered the lease asset adjustment equal to lease liability to remove the notional effect of this difference. Accordingly, for the purpose of determining enterprise value under IND AS, leased asset adjustment of INR 686.1 crore as of March 31, 2024, has been separately added and accordingly, the enterprise value adjusted for the same is INR 5,803.8 crore. (Refer annexure - I)
- 10.5. The enterprise value of INR 5,117.6 crore as mentioned above has been adjusted for Trust Loan 1 of INR 2,928.0 crore and Trust Loan 2 of INR 2,122.0 crore collectively termed as (“Debt and debt-like items”), cash and cash equivalents of INR 0.02 crore, advance income-tax assets of INR 18.9 crore, investments of INR 107.1 crore, capital advances of INR 9.9 crore, provision for payments towards stamp duty of INR 30.0 crore and capital creditors of INR 58.5 crore to arrive at the equity value of INR 115.0 crore.

(This Space has been intentionally left blank)

# 11 Annexures

## 11.1 Annexure I

### Valuation of InvIT Asset as per DCF Method

Valuation as per Discounted Cash Flow Method as on March 31, 2024 (INR Cr)										
WACC	12.0%									
Year Ending	FY25	FY26	FY27	FY28	FY29	FY30	FY31	FY32	FY33	FY34
Net Sales	1,320.9	1,371.2	1,427.5	1,469.9	1,514.2	1,560.2	1,684.0	1,735.3	1,788.2	1,865.2
Growth Rate	95.6%	3.8%	4.1%	3.0%	3.0%	3.0%	7.9%	3.0%	3.0%	4.3%
EBITDA	520.9	532.5	547.4	547.4	546.7	545.6	620.4	620.1	618.4	639.2
EBITDA Margins	39.4%	38.8%	38.3%	37.2%	36.1%	35.0%	36.8%	35.7%	34.6%	34.3%
<b>Less : Outflows</b>										
Capital Expenditure and GST	97.7	99.2	102.0	102.2	102.2	102.2	113.2	-	-	-
Incremental Working Capital	0.1	0.5	0.5	0.6	0.6	0.6	0.8	6.5	6.5	6.8
Taxation	(27.6)	(40.9)	(54.0)	(62.3)	(69.7)	(76.2)	(101.2)	(106.6)	(111.1)	(120.8)
Free Cash Flows (FCF)	591.0	591.3	596.0	587.8	579.8	572.2	633.3	520.0	513.8	525.1
Present Value Factor	0.9	0.8	0.8	0.7	0.6	0.5	0.5	0.4	0.4	0.3
Present Value of Cash Flows	558.4	498.8	448.9	395.2	348.0	306.6	303.0	222.1	195.9	178.8
Enterprise Value (EV)	5,117.6									
Add: IND AS Leased Asset Adjustment	686.1									
Adjusted Enterprise Value	5,803.8									
Year Ending	FY35	FY36	FY37	FY38	FY39	FY40	FY41	FY42	FY43	FY44
Net Sales	1,950.6	2,011.2	2,075.4	2,142.7	2,299.1	2,497.0	2,568.1	2,641.5	2,718.8	2,912.2
Growth Rate	4.6%	3.1%	3.2%	3.2%	7.3%	8.6%	2.8%	2.9%	2.9%	7.1%
EBITDA	659.5	654.9	651.9	649.3	730.2	850.4	840.6	826.6	814.0	913.8
EBITDA Margins	33.8%	32.6%	31.4%	30.3%	31.8%	34.1%	32.7%	31.3%	29.9%	31.4%
<b>Less : Outflows</b>										
Capital Expenditure and GST	-	-	-	-	-	-	-	-	-	-
Incremental Working Capital	7.0	7.0	7.0	7.0	7.8	9.0	9.0	8.9	8.8	9.8
Taxation	(129.9)	(132.4)	(134.8)	(137.1)	(160.1)	(192.7)	(192.4)	(190.8)	(189.3)	(216.0)
Free Cash Flows (FCF)	536.6	529.5	524.1	519.2	577.9	666.6	657.2	644.7	633.5	707.6
Present Value Factor	0.3	0.3	0.2	0.2	0.2	0.2	0.2	0.1	0.1	0.1
Present Value of Cash Flows	163.1	143.7	127.0	112.3	111.6	114.9	101.1	88.6	77.7	77.5
Year Ending	FY45	FY46	FY47	FY48	FY49	FY50	FY51	FY52	FY53	October 31, 2053
Net Sales	3,152.1	3,222.5	3,293.9	3,365.7	3,893.1	4,464.6	4,382.5	4,284.6	4,166.0	2,433.2
Growth Rate	8.2%	2.2%	2.2%	2.2%	15.7%	14.7%	-1.8%	-2.2%	-2.8%	N.A.
EBITDA	1052.6	1018.8	982.0	936.7	1343.6	1789.8	1572.2	1334.9	1071.4	565.4
EBITDA Margins	33.4%	31.6%	29.8%	27.8%	34.5%	40.1%	35.9%	31.2%	25.7%	23.2%
<b>Less : Outflows</b>										
Capital Expenditure and GST	-	-	-	-	-	-	-	-	-	-
Incremental Working Capital	11.1	10.9	10.7	10.4	14.1	18.2	16.4	14.3	12.1	(119.3)
Taxation	(252.3)	(245.1)	(237.0)	(226.6)	(329.9)	(443.0)	(389.0)	(329.9)	(264.2)	(137.4)
Free Cash Flows (FCF)	811.4	784.6	755.7	720.5	1,027.8	1,365.0	1,199.5	1,019.3	819.3	308.6
Present Value Factor	0.1	0.1	0.1	0.1	0.1	0.1	0.0	0.04	0.04	0.04
Present Value of Cash Flows	79.3	68.5	58.9	50.1	63.8	75.7	59.4	45.1	32.3	11.1

(This space has been left blank intentionally)

## 11.2 Annexure II - Details of all Permissions

- The Warehouse infrastructure business requires broadly the following permissions / approvals viz. (i) No-objection certificate from Fire Department; (ii) approval for operating diesel-generator sets; (iii) shops and establishments registrations in certain states; (iv) Goods and Service Tax (GST) registration certificate and (v) approvals for operation of weighbridges. The SPV and / or the Operator under the O&M Agreement, are in the process for applying and procuring fresh approvals or seek transfer of certain existing approvals which are held in the name of either (a) the landlord; (b) existing operator of the warehouse; or (c) warehouse user. However, in certain cases, the approval may continue to remain in the name of the landlord (for instance, approval from the Fire department as the same may relate to the structure which is owned by the landlord) or the warehouse user with consent and requisite permission for SPV for continuity of the usage till the validity of the lease period.

## 11.3 Annexure III - Litigations Details

- We have been given to understand that there are no ongoing material litigations including tax disputes involving the SPV or in relation to the assets or there being any other regulatory actions involving the SPV warranting a disclosure herein.

## 11.4 Annexure IV - Other Disclosures as required under SEBI InvIT Regulations

### Statement of Assets

- The Trust holds 100.0% of the outstanding equity share capital in the SPV. The capital structure of the SPV is as below:

Particulars	As of March 31, 2024 (in INR Crore)
Trust Loan 1	2,928.0
Trust Loan 2	2,122.0
Equity Share Capital	100.0
<b>Total</b>	<b>5,150.0</b>

### Details of Major Repairs - Past and Proposed

- As per discussions with Management, no major repairs have been done in the past to the existing warehouses.
- Going forward, the maintenance (including any major maintenance) costs are to be borne by RPPMSL in terms of the O&M Agreement and accordingly we understand that there are no major repair costs that SPV would need to incur.

### Revenue pendency including local authority taxes associated with the InvIT Asset and compounding charges.

- The Management has confirmed to us that there are no revenue pendency including local authority taxes associated with the InvIT Assets and compounding charges.



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

- The Management has confirmed to us that there is no vulnerability to natural or induced hazards that may not have been covered in town planning / building control

## 11.5 Annexure V - Photographs



Indran Logistics Indospace Industry and Logistics, Ajivali, Khalapur, Raigad - Khopoli



Building No B200, Shed 200, Indran Logi Indospace Industrial & Logistics, Ajivali, Khalapur Raigad - Khopoli



New Era Warehousing and Industrial complex, Lohop, /Vanivali, Patalganga, Rasayni, Raigad District



Santosh Warehousing Complex, Shil Phata Panvel Road, Dhansar Village, Taloja, Navi Mumbai



Sultanpur NDC, Industrial Plot No 1, Village: Dadri Toe, Jhajjar – Haryana



Embassy Industrial Park, 122506 Farukhnagar – Haryana

Block A, Nh 71 New Nh 352, Chainage Rd 401 370, Village Ghijarod, Jhajjar – Haryana



GF Rect No 47, Village Tajnagar Tehsil Farukhnagar, Pataudi Rd Dist Gurgaon - 122506



Khasra No.110/2(1-19), Kulana, PO.-Patauda – Jhajjar



Bldg No. A1&A2 DC Wahuli, Saptashree Warehouse, Opp. Pushakar Mela Resort Wahuli, Bhiwandi Thane 421302



Indian Corporation, Dapoda Road, Opp. Gajanan Petrol Pump, Mankoli Naka – Bhiwandi



FC - Gala-1-14 Plot-GA-1 ,Hissa-3/2 Villlage Kukse, Bhiwandi – Thane





Sagar Complex, Ovali, Bhiwandi, Dist.Thane



Survey No. 54 / 1 Nandihalli Village, 55th KM Stone NH-4 Tumkur Road, Oordigree Hobli



A1, Building, Sagar Complex, Mumbai - Nashik Highway, Dapode, Bhiwandi, Thane



Bidaluru Village, Thyamagondlu Hobli, Nelamangala Taluk – Bengaluru



Sy.No 83/2 Bidalur Village,thyamangondlu Hobli,Nelamangala Taluk,Bangalore Rural District

Gandragulipura Village, Kasaba, Hobli, Nelamangala Taluk – Bengaluru

Source: the visits and Management

## INDEPENDENT AUDITOR'S REPORT

To The Unitholders of Intelligent Supply Chain Infrastructure Trust

Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of **Intelligent Supply Chain Infrastructure Trust** ("the Trust"), which comprise the Standalone Balance Sheet as at March 31, 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Unitholders' Equity for the year ended on that date, the Standalone Statement of Net Assets at Fair Value as at March 31, 2024 and the Standalone Statement of Total Returns at Fair Value for the year ended on that date, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023 (together referred to as the "SEBI InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, to the extent not inconsistent with the SEBI InvIT Regulations, of the state of affairs of the Trust as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in unitholders' equity for the year ended on that date, its net assets at fair value as at March 31, 2024 and its total returns at fair value for the year ended on that date.

### Basis for Opinion

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

### Emphasis of Matter

We draw attention to Note 5.1 of the standalone financial statements, which describes the presentation of "Unit Capital" as "Equity" to comply with the SEBI InvIT Regulations. Our opinion is not modified in respect of this matter.



**Key Audit Matter**

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

#	Key Audit Matter	Auditor's Response
1.	<p><b>Computation and disclosures of Net Assets and Total Returns at Fair Value</b></p> <p>In accordance with the SEBI InvIT Regulations, the Trust is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of net assets. As at March 31, 2024, the fair value of the total assets was Rs. 5,176.24 crore.</p> <p>The fair value of the total assets of the Trust is determined by an independent valuer using discounted cash flow method.</p> <p>While there are several assumptions that are required to determine the fair value of the total assets of the Trust, assumptions with the highest degree of estimate, subjectivity and impact on fair value are the valuation methodology used in determining the fair value, the future performance of the business and the discount rate.</p> <p>Auditing these assumptions required a high degree of auditor judgment as the estimate made by the independent external valuer contains significant measurement uncertainty.</p> <p>Refer Standalone Statement of Net assets at fair value and Standalone Statement of total returns at fair value in the standalone financial statements.</p>	<p><b>Principal audit procedures performed among others:</b></p> <p>Our audit procedures related to the computation and disclosure of the fair value of net assets included the following among others:</p> <ul style="list-style-type: none"> <li>• We obtained the independent valuer's valuation report to obtain an understanding of the source of information used by the independent valuer in determining the assumptions.</li> <li>• We tested the reasonableness of the future cash flows shared by management with the independent valuer, by comparing it to source information used in preparing the inputs.</li> <li>• We evaluated the Trust's fair valuation specialist's competence to perform the valuation.</li> <li>• We also involved our internal fair valuation specialists to assess the reasonableness of the discount rate used by management in valuation and the valuation methodology adopted.</li> <li>• We compared the fair value determined by the Trust with that determined by our internal fair valuation specialist to assess the reasonableness of the fair valuation.</li> <li>• Tested the arithmetical accuracy of computation in the Statement of Net Assets and Total Returns at Fair Value.</li> <li>• Assessed the disclosures in the standalone financial statements for compliance with the relevant requirements of the SEBI InvIT Regulations.</li> </ul>



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

- The Investment Manager's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

**Responsibilities of Management and Those Charged with Governance for the standalone financial statements**

The Investment Manager's Board of Directors is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows, changes in unitholders' equity, net assets at fair value and total returns at fair value of the Trust in accordance with the SEBI InvIT Regulations, the Ind AS and other accounting principles generally accepted in India, to the extent not inconsistent with SEBI InvIT Regulations. This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Investment Manager's Board of Directors are also responsible for overseeing the Trust's financial reporting process.



**Auditor's Responsibility for the Audit of the standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

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

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

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





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

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

### **Report on Other Legal and Regulatory Requirements**

As required by the SEBI InvIT Regulations, based on our audit, we report, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Unitholders' Equity, the Standalone Statement of Net Assets at Fair Value and the Standalone Statement of Total Returns at Fair Value dealt with by this Report are in agreement with the books of account; and
- c) In our opinion, the aforesaid standalone financial statements comply with the 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, to the extent not inconsistent with the SEBI InvIT Regulations.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

*Varsha A. Fadte*

**Varsha A. Fadte**

Partner

Membership No. 103999

UDIN: 24103999BKENEW5120

Panaji, Goa, May 13, 2024



**INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST**

**STANDALONE FINANCIAL STATEMENTS FOR THE YEAR  
ENDED MARCH 31, 2024**

**Intelligent Supply Chain Infrastructure Trust**

**Standalone Balance Sheet as at March 31, 2024**

		(₹ in crore)	
Particulars	Notes	As at March 31, 2024 (Audited)	As at March 31, 2023 (Unaudited)
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Financial Assets:			
Investments	1	100.00	-
Loans and Advances	2	5,050.00	-
Other Non Current Assets	3	0.10	-
<b>Total Non Current Assets</b>		<b>5,150.10</b>	-
<b>Current Assets</b>			
Financial Assets:			
Cash and Cash Equivalents	4	11.15	-
<b>Total Current Assets</b>		<b>11.15</b>	-
<b>Total Assets</b>		<b>5,161.25</b>	-
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Unit capital	5	3,048.00	-
Corpus	6	0.00	-
Other Equity	7	(13.82)	-
<b>Total Equity</b>		<b>3,034.18</b>	-
<b>LIABILITIES</b>			
<b>Non - Current Liabilities</b>			
Financial Liabilities:			
Borrowings	8	2,122.00	-
<b>Total Non-Current Liabilities</b>		<b>2,122.00</b>	-
<b>Current Liabilities</b>			
Financial liabilities			
Trade Payables due to			
Micro and Small Enterprises		-	-
Other than Micro and Small Enterprises	9	4.64	-
Other Current Liabilities	10	0.43	-
<b>Total Current Liabilities</b>		<b>5.07</b>	-
<b>Total Liabilities</b>		<b>2,127.07</b>	-
<b>Total Equity and Liabilities</b>		<b>5,161.25</b>	-

See Material Accounting Policies  
See accompanying notes to the Standalone Financial Statements

A to C  
1 to 27



**Intelligent Supply Chain Infrastructure Trust**

**Standalone Balance Sheet as at March 31, 2024**

As per our Report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Regn No: 117366W / W-100018

**For and on behalf of the Board of Directors**  
**Infinite India Investment Management Limited**  
(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)

**Varsha A. Fadte**  
Partner  
Membership No. 103999

**Rajendra Hingwala**  
Director  
DIN : 00160602

**Dipti Neelakantan**  
Director  
DIN : 00505452

Place: Panaji, Goa  
Date: May 13, 2024

**Janisha Shah**  
Compliance Officer

**Rajkumar Agrawal**  
Authorised Signatory



Place: Mumbai  
Date: May 13, 2024

# Intelligent Supply Chain Infrastructure Trust

## Standalone Statement of Profit and Loss for the year ended March 31, 2024

Particulars	Notes	(₹ in crore)	
		For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Unaudited)
<b>INCOME AND GAINS</b>			
Revenue from Operations	11	256.74	-
<b>Total Income and Gains</b>		<b>256.74</b>	<b>-</b>
<b>EXPENSES AND LOSSES</b>			
Investment Management Fee		1.03	-
Trustee Fee		0.41	-
Project Management Fee		1.03	-
Audit Fees	12	0.97	-
Finance Cost (Interest)	13	110.62	-
Valuation Fees		0.61	-
Registration Fees		4.41	-
Other Expenses	14	7.71	-
<b>Total Expenses</b>		<b>126.79</b>	<b>-</b>
<b>Profit before tax</b>		<b>129.95</b>	<b>-</b>
<b>Tax expenses</b>			
Current tax		-	-
Deferred tax		-	-
<b>Total tax expenses</b>		<b>-</b>	<b>-</b>
<b>Profit after tax</b>		<b>129.95</b>	<b>-</b>
<b>Other Comprehensive Income</b>			
Items that will not to be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the year</b>		<b>129.95</b>	<b>-</b>
Earnings per unit of face value of ₹ 100 each	15		
- Basic and Diluted (₹)		4.26	-
See Material Accounting Policies	A to C		
See accompanying notes to the Standalone Financial Statements	1 to 27		





**Intelligent Supply Chain Infrastructure Trust**

**Standalone Statement of Profit and Loss for the year ended March 31, 2024**

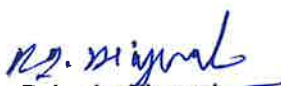
As per our Report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Regn No: 117366W / W-100018

**For and on behalf of the Board of Directors**  
**Infinite India Investment Management Limited**  
*(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)*



**Varsha A. Fadte**  
Partner  
Membership No. 103999



**Rajendra Hingwala**  
Director  
DIN : 00160602



**Dipti Neelakantan**  
Director  
DIN : 00505452

Place: Panaji, Goa  
Date: May 13, 2024



**Janisha Shah**  
Compliance Officer



**Rajkumar Agrawal**  
Authorised Signatory



Place: Mumbai  
Date: May 13, 2024

Intelligent Supply Chain Infrastructure Trust

Standalone Statement of Cash Flows for the year ended March 31, 2024

		(₹ in crore)
	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Unaudited)
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax as per Statement of Profit and Loss	129.95	-
Adjusted for		
Finance costs	110.62	-
Operating Profit before Working Capital Changes	240.57	-
Increase/(Decrease) in Trade Payables	4.64	-
Increase/(Decrease) in other Current Liabilities	0.43	-
Cash flow generated from Operating Activities	245.64	-
Less: Tax paid	(0.10)	-
Net Cash flow generated from Operating Activities (A)	245.54	-
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Loans given	(5,050.00)	-
Investment in Equity Shares of subsidiary	(100.00)	-
Net Cash flow (used in) Investing Activities (B)	(5,150.00)	-
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of Unit capital	3,048.00	-
Proceeds from long-term borrowings	2,122.00	-
Corpus received	0.00	-
Interest paid	(110.62)	-
Distribution to Unit holders	(143.77)	-
Net Cash flow generated from financing activities (C)	4,915.61	-
Net increase in Cash and Cash Equivalents (A+B+C)	11.15	-
Opening Balance of Cash and Cash Equivalents	-	-
Closing Balance of Cash and Cash Equivalents	11.15	-

Notes:

- The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in IND AS-7 "Statement of Cash Flows"
- Changes in Liabilities arising from financing activities

			(₹ in crore)
Particulars	As at April 1, 2023	Cash Flows	As at March 31, 2024
Borrowings - Non Current (Refer Note 8)	-	2,122.00	2,122.00
Borrowings - Current	-	-	-

			(₹ in crore)
Particulars	As at April 1, 2022	Cash Flows	As at March 31, 2023
Borrowings - Non Current	-	-	-
Borrowings - Current	-	-	-

Note: "0" represents the amounts below the denomination threshold.

See Material Accounting Policies  
See accompanying notes to the Standalone Financial Statements

A to C  
1 to 27



**Intelligent Supply Chain Infrastructure Trust**

**Standalone Statement of Cash Flows for the year ended March 31, 2024**

As per our Report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Regn No: 117366W / W-100018

**For and on behalf of the Board of Directors**  
**Infinite India Investment Management Limited**  
*(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)*

**Varsha A. Fadte**  
Partner  
Membership No. 103999

**Rajendra Hingwala**  
Director  
DIN : 00160602

**Dipti Neelakantan**  
Director  
DIN : 00505452

Place: Panaji, Goa  
Date: May 13, 2024

**Janisha Shah**  
Compliance Officer

**Rajkumar Agrawal**  
Authorised Signatory



Place: Mumbai  
Date: May 13, 2024

## Intelligent Supply Chain Infrastructure Trust

### Standalone Statement of Changes In Unitholders' equity for the Year ended March 31, 2024

(₹ in crore)

	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Unaudited)
<b>(A) Unit Capital</b>		
Balance at the beginning of the year	-	-
Issuance during year	3,048.00	-
<b>Balance at the end of the year</b>	<b>3,048.00</b>	-
<b>(B) Corpus</b>		
Balance at the beginning of the year	-	-
Contribution received during the year (₹10,000)	0.00	-
<b>Balance at the end of the year</b>	<b>0.00</b>	-
<b>(C) Other Equity</b>		
<b>Retained Earnings</b>		
Balance at the beginning of the year	-	-
Total Comprehensive Income for the year	129.95	-
Less : Distribution to Unit holders #	(143.77)	-
<b>Balance at the end of the year</b>	<b>(13.82)</b>	-

# Distribution to Unitholders during the year is as per Net distributable Cash Flows (NCDFs) duly approved by the Investment Manager.

Note: "0" represents the amounts below the denomination threshold.

See Material Accounting Policies

See accompanying notes to the Standalone Financial Statements

A to C

1 to 27



**Intelligent Supply Chain Infrastructure Trust**

**Standalone Statement of Changes In Unitholders' equity for the year ended March 31, 2024**

As per our Report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Regn No: 117366W / W-100018

**For and on behalf of the Board of Directors**  
**Infinite India Investment Management Limited**  
*(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)*



**Varsha A. Fadte**  
Partner  
Membership No. 103999



**Rajendra Hingwala**  
Director  
DIN : 00160602



**Dipti Neelakantan**  
Director  
DIN : 00505452

Place: Panaji, Goa  
Date: May 13, 2024



**Janisha Shah**  
Compliance Officer



**Rajkumar Agrawal**  
Authorised Signatory



Place: Mumbai  
Date: May 13, 2024



# Intelligent Supply Chain Infrastructure Trust

## Standalone Statement of Net Assets as at March 31, 2024 and Total Returns at Fair Value for the year ended March 31, 2024

(A) Statement of Net Assets at Fair Value (₹ in crore)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Book Value	Fair Value*	Book Value	Fair Value
A. Equity shares in Intelligent Supply Chain Infrastructure Management Private Limited (SPV)	100.00	114.99	NA	NA
B. Loans to the SPV	5,050.00	5,050.00	NA	NA
C. Other Assets	11.25	11.25	NA	NA
<b>D. Total Assets</b>	<b>5,161.25</b>	<b>5,176.24</b>	<b>NA</b>	<b>NA</b>
E. Total Liabilities	2,127.07	2,127.07	NA	NA
<b>F. Net Assets (D-E)</b>	<b>3,034.18</b>	<b>3,049.17</b>	<b>NA</b>	<b>NA</b>
D. Number of Units (in crores)	30.48	30.48	NA	NA
<b>E. NAV per unit (C/D) (₹)</b>	<b>99.55</b>	<b>100.04</b>	<b>NA</b>	<b>NA</b>

\* Fair value has been determined based on the fair valuation report of independent valuer appointed under the SEBI InvIT Regulations.

(B) Statement of Total Returns at Fair Value

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Total comprehensive Income	129.95	-
B. Other Changes in Fair Value not recognised in Total Comprehensive Income	-	-
<b>Total Return (A+B)</b>	<b>129.95</b>	<b>-</b>

Note: "0" represents the amounts below the denomination threshold.

See Material Accounting Policies

See accompanying notes to the Standalone Financial Statements

A to C

1 to 27



**Intelligent Supply Chain Infrastructure Trust**

**Standalone Statement of Net Assets as at March 31, 2024 and Total Returns at Fair Value for the year ended March 31, 2024**

As per our Report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Regn No: 117366W / W-100018

**For and on behalf of the Board of Directors**  
**Infinite India Investment Management Limited**  
(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)



**Varsha A. Fadte**  
Partner  
Membership No. 103999



**Rajendra Hingwala**  
Director  
DIN : 00160602



**Dipti Neelakantan**  
Director  
DIN : 00505452

Place: Panaji, Goa  
Date: May 13, 2024



**Janisha Shah**  
Compliance Officer



**Rajkumar Agrawal**  
Authorised Signatory

Place: Mumbai  
Date: May 13, 2024

## Intelligent Supply Chain Infrastructure Trust

### Notes to Standalone Financial Statements for the year ended March 31, 2024

#### A INTRODUCTION

Reliance Retail Ventures Limited (the "Sponsor"), a company registered in India, has set up Intelligent Supply Chain Infrastructure Trust (the "Trust") on August 17, 2021 as a contributory irrevocable trust under the provisions of the Indian Trusts Act, 1882. The Trust was registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars and guidelines issued thereunder (the "SEBI InvIT Regulations") on February 27, 2023 having registration number IN/InvIT/22-23/0024. The Trust has been settled for an initial sum of ₹10,000.

Axis Trustee Services Limited, promoted by Axis Bank Limited, is the Trustee for the Trust (the "Trustee"). Jio Infrastructure Management Services Limited, promoted by Reliance Strategic Business Ventures Limited, is the Project Manager for the Trust (the "Project Manager").

The investment objectives of the Trust are to carry on the activities of an infrastructure investment trust, as permissible under the SEBI InvIT Regulations. The units of Intelligent Supply Chain Infrastructure Trust are listed on BSE Limited w.e.f. October 26, 2023.

The Trust has acquired 100% equity share capital of Intelligent Supply Chain Infrastructure Management Private Limited ("Company") on October 25, 2023. The registered office address is - 4th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002, Maharashtra, India.

As on March 31, 2024, the Trust has only one Special Purpose Vehicle i.e Intelligent Supply Chain Infrastructure Management Private Limited.

#### B MATERIAL ACCOUNTING POLICIES

##### B.1 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The standalone Financial Statements of Trust comprises the Standalone Balance Sheet as at March 31, 2024; the Standalone Statement of Profit and Loss, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Unitholders Equity for the year ended March 31, 2024 and a summary of material accounting policies and other explanatory information. Additionally, it includes the Statement of Net Assets at Fair Value as at March 31, 2024, the Statement of Total Returns at Fair Value and Statement of Net Distributable Cash Flows for year then ended, and other additional financial disclosures as required under the SEBI (Infrastructure Investment Trusts) Regulations, 2014. The standalone Financial Statements have been prepared in accordance with the requirements of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations"), as amended from time to time read with the SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023; Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), to the extent not inconsistent with the InvIT Regulations (refer Section H of Chapter 3 to the SEBI Circular dated July 06, 2023 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The financial statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest (₹ '00,00,000) except when otherwise indicated.

The financial statements have been prepared on the historical cost basis.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

##### B.2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

###### (a) Current and Non-Current Classification:

The Trust presents assets and liabilities in the Balance Sheet based on Current / Non-Current classification .

An asset is treated as Current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

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

The Trust classifies all other liabilities as non-current.

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

The Trust has considered 12 months as its normal operating cycle.



## Intelligent Supply Chain Infrastructure Trust

### Notes to Standalone Financial Statements for the year ended March 31, 2024

#### (b) Borrowing Costs

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as a part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

#### (c) Cash and cash equivalents

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents consist of cash and short term benefits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Trust cash management

#### (d) Revenue recognition

##### Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### (e) Financial Instruments

##### i) Financial Assets

###### A.Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

###### B.Subsequent measurement

###### a) Financial assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

##### ii) Financial liabilities

###### A.Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

###### B.Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### (f) Earnings Per Unit (EPU)

Basic earnings per unit is computed using the net profit for the period attributable to the unitholders' and weighted average number of units outstanding during the period.

Diluted earnings per unit is computed using the net profit for the period attributable to unitholder and weighted average number of units and potential units outstanding during the period including unit options, convertible preference units and debentures, except where the result would be anti-dilutive. Potential units that are converted during the period are included in the calculation of diluted earnings per unit, from the beginning of the period or date of issuance of such potential units, to the date of conversion.





## Intelligent Supply Chain Infrastructure Trust

### Notes to Standalone Financial Statements for the year ended March 31, 2024

#### (g) Classification of Unitholders' fund

Under the provisions of the SEBI InvIT Regulations, Trust is required to distribute to Unitholders not less than ninety percent of the net distributable cash flows of Trust for each financial period. Accordingly, a portion of the unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions. The Unitholders' funds could therefore have been classified as compound financial instruments which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments : Presentation. However, in accordance with SEBI Master Circular (SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023) issued under the SEBI InvIT Regulations, the unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of chapter 3 to the SEBI Circular dated July 6, 2023 dealing with the minimum disclosures for key financial statements. In line with the above, the distribution payable to unitholders is recognized as liability when the same is approved by the Investment Manager.

#### (h) Investment in subsidiaries

Investment in subsidiaries are measured at cost as per Ind AS 27-Separate Financial Statements.

Investments in equity instruments of subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists in the carrying amount of the investment in subsidiaries, the difference between recoverable amount and carrying amounts are recognised in the Statement of Profit and Loss.

#### (i) Net distributable cash flows to unit holders

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

#### (j) Cash flow statement

Cash flows are reported using indirect method, whereby net profits / loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Trusts are segregated.

#### (k) Contingent liabilities

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### (l) Impairment of non-financial assets

The Trust assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Trust estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

### C Critical accounting judgements and key sources of estimation uncertainty:

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

#### (a) Determination of Fair Value

The disclosure of Statement of Net Assets at Fair Value comprises of fair values of the total assets and fair values of the total liabilities. The fair value of assets are reviewed bi-annually by Investment manager, derived based on the fair valuation report issued by an independent valuer appointed under the InvIT Regulations. The valuation assumptions used are reviewed by Investment Manager at least twice a year.





## Intelligent Supply Chain Infrastructure Trust

### Notes to Standalone Financial Statements for the year ended March 31, 2024

	As at March 31, 2024 (Audited)	(₹ in crore) As at March 31, 2023 (Unaudited)
<b>1 Investment-in Subsidiary Company</b>		
<b>Investments measured at Cost</b>		
In Equity Shares of Intelligent Supply Chain Infrastructure Management Private Limited* unquoted, fully paidup (10,00,00,000 shares of ₹10 each)	100.00	-
<b>Total</b>	<b>100.00</b>	<b>-</b>
Aggregate amount of unquoted investments	100.00	-

\* The Trust holds 100% of equity ownership of Intelligent Supply Chain Infrastructure Management Private Limited as at March 31, 2024

\* One share is held by signatory as nominee in beneficial interest of the Trust

	As at March 31, 2024 (Audited)	(₹ in crore) As at March 31, 2023 (Unaudited)
<b>3 Loans</b>		
(Unsecured, Considered Good)		
Loan to Related Party (Refer Note 16)	5,050.00	-
	<b>5,050.00</b>	<b>-</b>

	As at March 31, 2024 (Audited)	(₹ in crore) As at March 31, 2023 (Unaudited)
<b>3 Other Non Current Assets</b>		
Advance Income Tax	0.10	-
<b>Total</b>	<b>0.10</b>	<b>-</b>

	As at March 31, 2024 (Audited)	(₹ in crore) As at March 31, 2023 (Unaudited)
<b>4 Cash and Cash Equivalents</b>		
Balances with Banks in current accounts	11.15	-
<b>Total</b>	<b>11.15</b>	<b>-</b>



# Intelligent Supply Chain Infrastructure Trust

## Notes to Standalone Financial Statements for the year ended March 31, 2024

### 5 Unit capital

#### 5.1 Unit capital

Issued, Subscribed and fully paid up Unit Capital

30,48,00,000 (March 31, 2023: NIL) units of ₹100 each

(₹ in crore)  
As at March 31, 2024 (Audited) As at March 31, 2023 (Unaudited)

3,048.00

The SEBI Master Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023 issued under the SEBI InvIT Regulation require that the 'Unit Capital' should be presented as 'Equity' in the financial statements of the Trust. Further, the SEBI InvIT Regulation requires that 90% of the Net Distributable Cash Flows of the Trust should be distributed to the Unitholders. Any instrument which contains an obligation to mandatorily pay its holders, is a compound financial instrument under Ind AS 32 - Financial Instruments: Presentation and has to be accounted as such. However, as per the provisions of the Annexure to the Companies (Indian Accounting Standards) Rules, 2015 and considering aforesaid requirements of the SEBI InvIT Regulation, a special legislation, the 'Unit Capital' has been presented as 'Equity' in the Financial Statements.

#### Terms, Rights and Restrictions attached to the Units

The Trust has only one class of units. Each unit represents an undivided beneficial interest in the Trust. Each holder of unit is entitled to one vote per unit. The Unitholders have the right to receive atleast 90% of the Net Distributable Cash Flows of the Trust at least once in each financial year in accordance with the SEBI InvIT Regulations. The Investment Manager approves distributions. The distributions will be in proportion to the number of units held by the unitholders. The Trust declares and pays distributions in Indian rupees. The distributions can be in the form of return on capital and Miscellaneous income.

A Unitholder has no equitable or proprietary interest in the Trust Assets and is not entitled to transfer Trust Assets (or any part thereof) or any interest in the Trust Assets (or any part thereof). A Unitholders right is limited to the right to require due administration of Trust in accordance with the provisions of the Trust Deed and the Investment Management Agreement.

The unitholder(s) shall not have any personal liability or obligation with respect to the Trust.

#### 5.2 Information of unitholders holding more than 5% of Unit Capital

Name of Unitholder	Relationship	As at March 31, 2024		As at March 31, 2023	
		No of Units held	Percentage	No of Units held	Percentage
Reliance Retail Ventures Limited	Sponsor	155,448,000	51.00%	-	-
Sikka Ports & Terminals Limited	Unitholder	57,912,000	19.00%	-	-
Jamnagar Utilities & Power Private Limited	Unitholder	51,440,000	16.88%	-	-

#### 5.3 Reconciliation of the units & value of units outstanding at the beginning and at the end of the Financial year

Particulars	As at March 31, 2024	As at March 31, 2023
Units at the beginning of the year	-	-
Issued during the year	304,800,000	-
Units at the end of the year	304,800,000	-

Particulars	(₹ in crore)	
	As at March 31, 2024	As at March 31, 2023
Value of units at the beginning of the year	-	-
Issued during the year	3,048.00	-
Value of units at the end of the year	3,048.00	-

### 6 Corpus

Opening balance

Corpus received during the year (₹10,000)

Total

(₹ in crore)  
As at March 31, 2024 (Audited) As at March 31, 2023 (Unaudited)

-	-
0.00	-
0.00	-

### 7 Other Equity

Retained earnings

As per last Balance Sheet

Total Comprehensive Income for the year

Less : Distribution to Unit holders

Total

(₹ in crore)  
As at March 31, 2024 (Audited) As at March 31, 2023 (Unaudited)

-	-
129.95	-
(143.77)	-
(13.82)	-



## Notes to Standalone Financial Statements for the year ended March 31, 2024



Intelligent Supply Chain Infrastructure Trust

Notes to Standalone Financial Statements for the year ended March 31, 2024

	For the year ended March 31, 2024	(₹ in crore) For the year ended March 31, 2023
<b>15 EARNINGS PER UNIT (EPU)</b>		
The following reflects the income and unit data used in the basic and diluted EPU		
(i) Net Profit as per Statement of Profit and Loss attributable to Unit Holders	129.95	-
(ii) Weighted average number of units outstanding for computation of basic and diluted earnings per unit (no. in crores)#	30.48	-
(iii) Earnings per unit in ₹ (Basic and Diluted)	4.26	-

# The units were issued on October 25, 2023 and the significant operations began thereafter. Hence, for the purpose of calculation of weighted average no. of units, the units are considered to be outstanding for the entire period.

**16 RELATED PARTY DISCLOSURES**

As per the SEBI InvIT Regulations and as per Ind AS 24, the disclosure of transactions with the related Parties are as given below:

**I List of Related Parties as per the requirements of Ind AS 24 - "Related Party Disclosures"**

List of related parties where control exists :

Name of the Related Party	Relationship
Intelligent Supply Chain Infrastructure Management Private Limited ("ISCIMPL")	Subsidiary

**II List of Additional Related Parties as per the Regulation 2(1)(zv) of the SEBI InvIT Regulations**

Related Parties in terms of the SEBI InvIT Regulations shall be related parties as defined in the Companies Act, 2013 or under Ind AS 24 and include, the parties to the InvIT namely, Reliance Retail Ventures Limited (Sponsor), Reliance Industries Limited (Sponsor Group), Reliance Gas Pipeline Limited (Sponsor Group), Reliance Ethane Pipeline Limited (Sponsor Group), Axis Trustee Services Limited ("Trustee"), Infinite India Investment Management Limited ("Investment Manager"), Jio Infrastructure Management Services Limited ("Project Manager") and their respective promoters and directors.

**III Transactions during the year with related parties :**

Particulars	Relationship	For the year ended March 31, 2024	(₹ in crore) For the year ended March 31, 2023
<b>Professional Fees</b>			
Axis Trustee Service Limited	Trustee	0.41	NA
Infinite India Investment Management Limited	Investment Manager	1.03	NA
Jio Infrastructure Management Services Limited	Project Manager	1.03	NA
<b>Loan granted</b>			
Intelligent Supply Chain Infrastructure Management Private Limited	Subsidiary	5,050.00	NA
<b>Interest Income on Loan Given</b>			
Intelligent Supply Chain Infrastructure Management Private Limited	Subsidiary	256.74	NA
<b>Investments - Acquisition of Equity Shares of ISCIMPL</b>			
Reliance Retail Ventures Limited	Sponsor	100.00	NA
<b>Issuance of Units</b>			
Reliance Retail Ventures Limited	Sponsor	1,554.48	NA
<b>Distribution to Unitholders</b>			
Reliance Retail Ventures Limited	Sponsor	73.32	NA
<b>Contribution to Corpus</b>			
Reliance Retail Ventures Limited	Sponsor	0.00*	NA
<b>Reimbursement of expenses</b>			
Infinite India Investment Management Limited	Investment Manager	5.32	NA
Reliance Retail Ventures Limited	Sponsor	4.41	NA

\*represents ₹ 10,000

**(iii) Closing Balance:**

Particulars	Relationship	As at March 31, 2024	(₹ in crore) As at March 31, 2023
Reliance Retail Ventures Limited (Units Allotted)	Sponsor	1,554.48	NA
Reliance Retail Ventures Limited (Corpus)	Sponsor	0.00*	NA
Intelligent Supply Chain Infrastructure Management Private Limited (Investment)	Subsidiary	100.00	NA
Intelligent Supply Chain Infrastructure Management Private Limited (Loan balance)	Subsidiary	5,050.00	NA
Axis Trustee Service Limited (Trade Payable)	Trustee	0.24	NA
Reliance Retail Ventures Limited (Trade Payable)	Sponsor	4.41	NA
Axis Bank Limited (Bank Balance)	Promoter of Trustee	11.15	NA

\*represents ₹ 10,000

**17 CONTINGENT LIABILITIES AND COMMITMENTS as at March 31, 2024 is Nil**





## 18 FINANCIAL INSTRUMENTS

## FAIR VALUE MEASUREMENT HIERARCHY:

The financial instruments are categorized into three levels based on inputs used to arrive at fair value measurements as described below:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 : Inputs which are significantly from unobservable market data

As at March 31, 2024	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>	<b>Total</b>			
At Amortised Cost				
Cash and Bank Balances	11.15	-	-	-
Loan Given	5,050.00	-	-	-
<b>At Cost</b>				
Investment	100.00	-	-	-
<b>Financial Liabilities</b>				
At Amortised Cost				
Trade Payables	4.64	-	-	-
Borrowings	2,122.00	-	-	-
<b>Total</b>				

Details of Previous Year is not applicable.

In view of the Board of Directors of the Investment Manager, that the carrying amount recognised in the financial statements for financial assets and financial liabilities measured at amortised cost approximates their fair value.

## 19 Financial Risk Management

The different types of risks the Trust is exposed to are market risk, credit risk and liquidity risk. The Trust takes measures to judiciously mitigate the above mentioned risks.

## i) Market Risk

## Interest Rate Risk

The Trust exposure to the risk of changes in market interest rate relates to the fixed rate debt obligations.

The exposure of the Trust borrowings to interest rate changes at the end of the reporting period is as follows:

Particulars	Interest Rate Exposure	
	As at March 31, 2024	As at March 31, 2023
<b>Borrowings</b>		
Non-Current - Floating (Includes Current Maturities)	-	-
Non-Current - Fixed (Includes Current Maturities)	2,122.00	-
<b>Total</b>	2,122.00	-

The Trust does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

## ii) Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the Trust. Credit risk arises from Trust's activities in investments and outstanding receivables from customers.

The Trust has a prudent and conservative process for managing its credit risk arising in the course of its business activities.

## iii) Liquidity Risk

Liquidity risk arises from the Trust's inability to meet its cash flow commitments on the due date. Trust's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. Treasury monitors rolling forecasts of the Trust's cash flow position and ensures that the Trust is able to meet its financial obligation at all times including contingencies.

Maturity profile of financial liabilities (non derivative) as at March 31, 2024					
Particulars	0 to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	4.64	-	-	-	4.64
Borrowings	-	23.59	29.59	2,068.82	53.18
<b>Total</b>	4.64	23.59	29.59	2,068.82	57.82

Maturity profile of financial liabilities (non derivative) as at March 31, 2023					
Particulars	0 to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	-	-	-	-	-
Borrowings	-	-	-	-	-
<b>Total Borrowings</b>	-	-	-	-	-

## 20 Segment Reporting

The Trust activities comprise of owning and investing in Infrastructure SPVs to generate cash flow for distribution to the beneficiaries. Based on guiding principles given in Ind AS 108 "Operating Segment", this activity falls within a single operating segment and accordingly the disclosures of Ind AS 108 have not been separately provided.

## 21 Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act 2006 to whom Trust owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Trust.





# Intelligent Supply Chain Infrastructure Trust

## Notes to Standalone Financial Statements for the year ended March 31, 2024

### 22 Put and Call Option

As per the terms of the Shareholders and Option Agreement entered between the Trust, the Investment Manager and Reliance Retail Ventures Limited (RRVL), The Trust shall be entitled (but not obligated) to require RRVL (or any person nominated by RRVL) to purchase the Trust Shares, and RRVL (or any person nominated by RRVL) shall be obligated to purchase the Trust Shares from the Trust, for an amount equal to lower of : i) ₹ 100 crore; or ii) the fair market value of the Trust Shares. This instrument is hereinafter referred to as the Put Option. RRVL shall be entitled (but not obligated) to require the Trust to sell to RRVL (or any person nominated by RRVL) the Trust Shares and the Trust shall be obligated to transfer the Trust Shares to RRVL (or any person nominated by RRVL) for an amount equal to lower of: i) ₹ 100 crore; or ii) the fair market value of the Trust Shares. This instrument is hereinafter referred to as the Call Option. In case the Put Option gets exercised the Call Option will lapse and visa versa. The Trust has obtained an independent valuer's report for the same. The Fair value of the Call option and Put Option as at March 31, 2024 is estimated to be Nil.

### 23 Disclosures as required by InvIT Regulation:

#### (A) Debt Payment History

(i) Loan from Others  
Carrying amount of debt at the beginning of the year/ period  
Additional borrowing during the period  
Repayments during the year/ period  
Other adjustments  
Carrying amount of debt at the end of the year/ period

For the year ended  
March 31, 2024

(₹ in crore)  
For the year ended  
March 31, 2023

2,122.00

2,122.00

#### (B) Net Distributable Cash Flows

The Statement of Net Distributable Cash Flows (NDCF) for the Trust at the consolidated level and for the SPV at the standalone level is included in the "Consolidated Financial Statements".  
During the period from October 25, 2023 (allotment of Units) till March 31, 2024, the Trust received interest income from its SPV aggregating ₹ 256.74 crore and after payment of interest on its borrowings aggregating ₹ 110.82 crore and other operating expenses at the Trust level, the Trust has made distributions to its Unitholders in the nature of "Return on capital" aggregating ₹ 143.77 crore.

Date of Declaration	Return on Capital (₹ per unit)	Total Distribution (₹ per unit)	Date of payment to Unitholder
November 17, 2023	1.0922	1.0922	November 30, 2023
December 19, 2023	0.9405	0.9405	December 29, 2023
January 22, 2024	0.9405	0.9405	January 30, 2024
February 19, 2024	0.8126	0.8126	February 29, 2024
March 18, 2024	0.9309	0.9309	March 28, 2024

Subsequent to the year end, the Trust has made distributions to its unitholders in the nature of "Return on capital" as below :

Date of Declaration	Return on Capital (₹ per unit)	Total Distribution (₹ per unit)	Date of payment to Unitholder
April 22, 2024	0.9030	0.9030	April 30, 2024

### 24 Income taxes:

In accordance with section 10(23FC) of the Income Tax Act, 1961, the income of Trust in form of interest received or receivable from Project SPV is exempt from income-tax. Accordingly, the Trust is not required to provide for any current tax liability.

### 25 Capital management

The Trust adheres to a disciplined capital management framework which is underpinned by the following guiding principles :  
i) Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements  
ii) Leverage optimally in order to maximize unit holder return while maintaining strength and flexibility of the Balance Sheet.  
iii) Gearing Ratio  
The net gearing ratio at the end of the reporting year was as follows:

Particulars	As at March 31, 2024	(₹ in crore) As at March 31, 2023
Gross Debt	2,122.00	-
Cash and Marketable Securities*	11.15	-
Net debt (A)	2,110.85	-
Total Equity (B)	3,034.18	-
Net debt to equity ratio (A/B)	0.70	-

\*Cash and Marketable Securities includes Cash and Cash Equivalents of ₹ 11.15 crore (Previous Year - Not Applicable)

### 26 Initial Disclosure by an entity identified as a Large Corporate\*

Particulars	Details
Name of the Company / InvIT	Intelligent Supply Chain Infrastructure Trust
CIN / SEBI Registration No.	IN/InvIT/22-23/0024
Outstanding borrowing of Company / InvIT as on March 31, 2024 as applicable (₹ in Crores)	2,122.00
Highest Credit Rating during previous FY along with the name of Credit rating agency	CARE AAA / Stable rating from CARE Ratings Ltd letter dated August 25, 2023 and reconfirmed
Company/ InvIT having their specified securities or debt securities or non-convertible redeemable preference share, listed on a recognised stock exchange(s) in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015	Not Applicable

\* As per SEBI circular bearing reference no. SEBI / HO/DDHS/P/CIR/2021/613 dated August 10, 2021, the Trust is not identified as a "Large Corporate" as on March 31, 2024

### 27 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors of Investment Manager on May 13, 2024.



**Intelligent Supply Chain Infrastructure Trust**

**Notes to Standalone Financial Statements for the Year ended March 31, 2024**

As per our Report of even date

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
Firm Regn No: 117366W / W-100018

**For and on behalf of the Board of Directors**  
**Infinite India Investment Management Limited**  
(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)

  
**Varsha A. Fadte**  
Partner  
Membership No. 103999

  
**Rajendra Singhwala**  
Director  
DIN : 00160602

  
**Dipti Neelakantan**  
Director  
DIN : 00505452

Place: Panaji, Goa  
Date: May 13, 2024

  
**Janisha Shah**  
Compliance Officer

  
**Rajkumar Agrawal**  
Authorised Signatory



Place: Mumbai  
Date: May 13, 2024

## **INDEPENDENT AUDITOR'S REPORT**

**To The Unitholders of Intelligent Supply Chain Infrastructure Trust**

**Report on the Audit of the Consolidated Financial Statements**

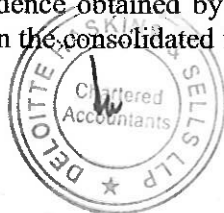
### **Opinion**

We have audited the accompanying consolidated financial statements of **Intelligent Supply Chain Infrastructure Trust** ("the Parent") and its subsidiary, (the Parent and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Unitholders' Equity for the period October 25, 2023 to March 31, 2024, the Consolidated Statement of Net Assets at Fair Value as at March 31, 2024 and the Consolidated Statement of Total Returns at Fair Value and Consolidated Statement of Net Distributable Cash Flows for the period October 25, 2023 to March 31, 2024, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 as amended from time to time including any guidelines and circulars issued thereunder read with SEBI Master circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023 (together referred to as the "SEBI InvIT Regulations") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, to the extent not inconsistent with the SEBI InvIT Regulations, of the consolidated state of affairs of the Group as at March 31, 2024, its consolidated profit, total comprehensive income, its consolidated cash flows and the consolidated changes in unitholders' equity for the period October 25, 2023 to March 31, 2024, its consolidated net assets at fair value as at March 31, 2024, its consolidated total returns at fair value and consolidated net distributable cash flows for the period October 25, 2023 to March 31, 2024.

### **Basis for Opinion**

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



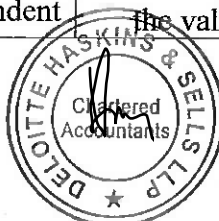
### Emphasis of Matter

We draw attention to Note 9 to the consolidated financial statements, which describes the presentation of "Unit Capital" as "Equity" to comply with the SEBI InvIT Regulations. Our opinion is not modified in respect of this matter.

### Key Audit Matter

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

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Computation and disclosures of Net Assets and Total Returns at Fair Value</b></p> <p>In accordance with the SEBI InvIT Regulations, the Trust is required to disclose Statement of Net Assets at Fair Value and Statement of Total Returns at Fair Value which requires fair valuation of net assets. As at March 31, 2024, the fair value of the total assets is Rs. 5,935.28 crore.</p> <p>The fair value of the total assets of the Trust is determined by an independent valuer using discounted cash flow method.</p> <p>While there are several assumptions that are required to determine the fair value of the total assets of the Trust, assumptions with the highest degree of estimate, subjectivity and impact on fair value are the valuation methodology used in determining the fair value, the future performance of the business and the discount rate.</p> <p>Auditing these assumptions required a high degree of auditor judgment as the estimate made by the independent</p>	<p><b>Principal audit procedures performed among others:</b></p> <p>Our audit procedures related to the computation and disclosures of the fair value of net assets included the following among others:</p> <ul style="list-style-type: none"> <li>• We obtained the independent valuer's valuation report to obtain an understanding of the source of information used by the independent valuer in determining the assumptions.</li> <li>• We tested the reasonableness of the future cash flows shared by management with the independent valuer, by comparing it to source information used in preparing the inputs.</li> <li>• We evaluated the Trust's fair valuation specialist's competence to perform the valuation.</li> <li>• We also involved our internal fair valuation specialists to assess the reasonableness of the discount rate used by management in valuation and the valuation methodology adopted.</li> </ul>



	<p>external valuer contains significant measurement uncertainty.</p> <p>Refer Statement of Net assets at fair value and Statement of total returns at fair value of the consolidated financial statements.</p>	<ul style="list-style-type: none"> <li>• We compared the fair value determined by the Trust with that determined by our internal fair valuation specialist to assess the reasonableness of the fair valuation.</li> <li>• Tested the arithmetical accuracy of computation in the Statement of Net Assets and Total Returns at Fair Value.</li> <li>• Assessed the disclosures in the consolidated financial statements for compliance with the relevant requirements of the SEBI InvIT Regulations.</li> </ul>
--	--	--

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

- The Investment Manager's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

#### **Responsibilities of Management and Those Charged with Governance for the consolidated financial statements**

The Board of Directors of the Investment Manager to the Parent is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in unitholders'





equity, consolidated net assets at fair value, consolidated total returns at fair value and consolidated net distributable cash flows of the Group in accordance with the SEBI InvIT Regulations, the Ind AS and other accounting principles generally accepted in India, to the extent not inconsistent with SEBI InvIT Regulations. The Investment Manager's Board of Directors and the Board of Directors of the subsidiary in the Group are responsible for maintenance of adequate accounting records for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Investment Manager of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Investment Manager's Board of Directors and the Board of Directors of the subsidiary included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Investment Manager's Board of Directors and the Board of Directors of the subsidiary either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

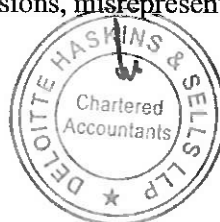
The Investment Manager's Board of Directors and the Board of Directors of the subsidiary included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibility for the Audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

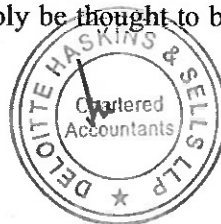


- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

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

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

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



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

#### **Report on Other Legal and Regulatory Requirements**

As required by the SEBI InvIT Regulations, based on our audit, we report, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Unitholders' Equity, dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements; and
- c) In our opinion, the aforesaid consolidated financial statements comply with the 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, to the extent not inconsistent with the SEBI InvIT Regulations.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

**Varsha A. Fadte**

Partner

Membership No. 103999

UDIN: 24103999BKENEX2630

Panaji, Goa, May 13, 2024



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated Balance Sheet as at March 31, 2024

(₹ in crore)

Particulars	Notes	As at March 31, 2024
<b>ASSETS</b>		
<b>NON-CURRENT ASSETS</b>		
Property, Plant and Equipment	1	4,148.94
Intangible Assets	1	-
Right to Use Assets	1	664.65
Financial Assets		
Other Financial assets	2	47.52
Other Non Current Assets	3	496.24
<b>Total Non-Current Assets</b>		<b>5,357.35</b>
<b>CURRENT ASSETS</b>		
Financial Assets		
Investments	4	107.10
Trade Receivables	5	5.58
Cash and Cash Equivalents	6	11.17
Other Financial Assets	7	64.96
Other Current Assets	8	251.30
<b>Total Current Assets</b>		<b>440.11</b>
<b>Total Assets</b>		<b>5,797.46</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Unit Capital	9	3,048.00
Corpus	10	0.00
Other Equity	11	(136.66)
<b>Total Owner's Equity</b>		<b>2,911.34</b>
<b>LIABILITIES</b>		
<b>NON-CURRENT LIABILITIES</b>		
Financial Liabilities		
Borrowings	12	2,122.00
Lease Liabilities	13	441.97
<b>Total Non-Current Liabilities</b>		<b>2,563.97</b>
<b>CURRENT LIABILITIES</b>		
Financial Liabilities		
Lease Liabilities	13	244.16
Trade Payables		
- Micro and Small Enterprises	14	-
- Other Than Micro and Small Enterprises	14	11.52
Creditors for Capital Expenditure		58.54
Other Current Liabilities	15	7.93
<b>Total Current Liabilities</b>		<b>322.15</b>
<b>Total Liabilities</b>		<b>2,886.12</b>
<b>Total Equity and Liabilities</b>		<b>5,797.46</b>

Note: "0" represents the amounts below the denomination threshold.  
Material Accounting Policies  
See accompanying Notes to the Consolidated Financial Statements

A to C  
1 to 33



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated Balance Sheet as at March 31, 2024

As per our report of even date

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm Registration No. 117366W/W-100018)

  
Varsha A. Fadte  
Partner  
Membership No. 103999

Place: Panaji, Goa  
Date: May 13, 2024



For and on behalf of the Board of Directors  
Infinite India Investment Management Limited  
(Acting as Investment Manager of Intelligent Supply  
Chain Infrastructure Trust)

  
Rajendra Hingwala  
Director  
DIN: 00160602

  
Janisha Shah  
Compliance Officer

Place: Mumbai  
Date: May 13, 2024

  
Dipti Neelakantan  
Director  
DIN: 00505452

  
Rajkumar Agrawal  
Authorised Signatory



**INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST**
**Consolidated Statement of Profit and Loss for the period October 25, 2023 to March 31, 2024**

(₹ in crore)

Particulars	Notes	For the period October 25, 2023 to March 31, 2024
<b>INCOME AND GAINS</b>		
Revenue from Operations	16	616.98
Interest Income		1.02
Profit on Sale of Investments (net)	17	4.00
<b>Total Income and Gains</b>		<b>622.00</b>
<b>EXPENSES AND LOSSES</b>		
Operations and Maintenance Expense		187.19
Investment Management Fee		1.03
Trustee Fee		0.09
Project Management Fee		1.03
Audit Fees	18	1.03
Finance Costs (Interest)	19	153.12
Depreciation and Amortisation Expense	1	258.13
Valuation Expense		0.61
Registration Fees		4.41
Other Expenses	20	7.91
<b>Total Expenses and Losses</b>		<b>614.55</b>
<b>PROFIT BEFORE TAX</b>		<b>7.45</b>
<b>TAX EXPENSES:</b>		
Current Tax	31	-
Deferred Tax	31	-
<b>Total Tax Expenses</b>		<b>-</b>
<b>PROFIT AFTER TAX</b>		<b>7.45</b>
<b>OTHER COMPREHENSIVE INCOME (OCI):</b>		
(I) Items that will not be reclassified to profit or loss		-
(II) Items that will be reclassified to profit or loss		-
<b>Total Comprehensive Income for the period</b>		<b>7.45</b>
<b>Earnings per unit of face value of ₹ 100 each</b>	21	
- Basic and Diluted (₹)		0.24

Note: "0" represents the amounts below the denomination threshold.

Material Accounting Policies

See accompanying Notes to the Consolidated Financial Statements

A to C

1 to 33



**INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST**

**Consolidated Statement of Profit and Loss for the period October 25, 2023 to March 31, 2024**

As per our report of even date

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm Registration No. 117366W/W-100018)

**Varsha A. Fadte**

**Partner**

**Membership No. 103999**

For and on behalf of the Board of Directors

**Infinite India Investment Management Limited**

(Acting as Investment Manager of Intelligent Supply Chain Infrastructure Trust)

**Rajendra Hingwala**

**Director**

**DIN: 00160602**

**Dipti Neelakantan**

**Director**

**DIN: 00505452**

**Janisha Shah**

**Compliance Officer**

**Rajkumar Agrawal**

**Authorised Signatory**

**Place: Panaji, Goa**

**Date: May 13, 2024**

**Place: Mumbai**

**Date: May 13, 2024**



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated statement of Cash Flows for the period October 25, 2023 to March 31, 2024

(₹ in crore)		
Sr No.	Particulars	For the period October 25, 2023 to March 31, 2024
A.	<b>Cash Flow from Operating Activities:</b>	
	Net Profit before Tax	7.45
	<b>Adjustments for:</b>	
	Finance Costs	153.12
	Depreciation and Amortisation Expenses	258.13
	Profit on sale of investments	(4.00)
	Interest on Fixed Deposits	(1.02)
	<b>Operating Profit before Working Capital Changes</b>	<b>413.68</b>
	<b>Movement in Working Capital</b>	
	(Increase)/Decrease in Trade and Other Receivables	36.32
	Increase/(Decrease) in Trade Payables and Other Current Liabilities	(11.34)
	<b>Cash Generated from Operations</b>	<b>438.66</b>
	Direct Taxes Paid (Net of Refund)	(18.96)
	<b>Net Cash Flow generated from Operating Activities (A)</b>	<b>419.70</b>
B.	<b>Cash Flow from Investing Activities:</b>	
	Addition to Property, Plant & Equipment	(5,003.22)
	Purchase of units of Mutual Funds	(537.18)
	Sale of units of Mutual Funds	434.09
	Consideration paid for acquisition of Subsidiary (net of bank balance)	(87.74)
	Interest on Fixed Deposits	1.02
	<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(5,193.03)</b>
C.	<b>Cash Flow from Financing Activities:</b>	
	Proceeds from issue of Units	3,048.00
	Proceeds of Long-Term Borrowings	2,122.00
	Finance Costs	(110.62)
	Distribution to Unit Holders	(143.77)
	Payment of Lease Liabilities	(131.11)
	<b>Net Cash Flow generated from Financing Activities (C)</b>	<b>4,784.50</b>
	<b>Net Increase/(Decrease) in Cash and Bank Balances (A+B+C)</b>	<b>11.17</b>
	Cash and Bank Balances (Opening Balance)	-
	Cash and Bank Balances (Closing Balance)	11.17

Notes:

1 The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Ind AS -7 "Statement of Cash Flows".

2 Changes in Liabilities arising from financing activities

(₹ in crore)			
Particulars	As at April 1, 2023	Cash Flows	As at March 31, 2024
Borrowings - Non Current (Refer note 12)	-	2,122.00	2,122.00
Borrowings - Current	-	-	-

Note: "0" represents the amounts below the denomination threshold.

Material Accounting Policies

See accompanying Notes to the Consolidated Financial Statements

A to C

1 to 33



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated statement of Cash Flows for the period October 25, 2023 to March 31, 2024

As per our report of even date

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm Registration No. 117366W/W-100018)

Varsha A. Fadte  
Partner  
Membership No. 103999

For and on behalf of the Board of Directors  
**Infinite India Investment Management Limited**  
(Acting as Investment Manager of Intelligent Supply  
Chain Infrastructure Trust)

Rajendra Hingwala  
Director  
DIN: 00160602

Dipti Neelakantan  
Director  
DIN: 00505452

Janisha Shah  
Compliance Officer

Rajkumar Agrawal  
Authorised Signatory

Place: Panaji, Goa  
Date: May 13, 2024

Place: Mumbai  
Date: May 13, 2024



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated Statement of Changes in Unitholders' equity for the period October 25, 2023 to March 31, 2024

		(₹ in crore)
Sr No.	Particulars	For the period October 25, 2023 to March 31, 2024
(A)	<b>Unit Capital</b>	
	Balance at the beginning of the year	-
	Units Issuance during the year	3,048.00
	Balance at the end of the year	3,048.00
(B)	<b>Contribution to Corpus</b>	
	Balance at the beginning of the year	-
	Contribution received during the year (₹ 10,000)	0.00
	Balance at the end of the year	0.00
(C)	<b>Other Equity</b>	
	<b>Retained Earnings</b>	
	Balance at the beginning of the year	-
	Loss of the parent as at October 25, 2023	(0.34)
	Total Comprehensive Income for the period	7.45
	Less : Distribution to Unit holders #	(143.77)
	Balance at the end of the year	(136.66)

# Distribution to Unitholders during the period is as per Net distributable Cash Flows (NCDFs) duly approved by the Investment Manager.

Note: "0" represents the amounts below the denomination threshold.  
Material Accounting Policies  
See accompanying Notes to the Consolidated Financial Statements

A to C  
1 to 33





INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated Statement of Changes In Unitholders' equity for the period October 25, 2023 to March 31, 2024

As per our report of even date


For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm Registration No. 117366W/W-100018)



Varsha A. Fadte  
Partner  
Membership No. 103999

Place: Panaji, Goa  
Date: May 13, 2024

For and on behalf of the Board of Directors  
Infinite India Investment Management Limited  
(Acting as Investment Manager of Intelligent Supply  
Chain Infrastructure Trust)



Rajendra Hingwala  
Director  
DIN: 00160602

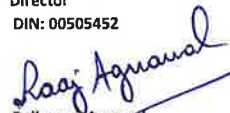


Janisha Shah  
Compliance Officer

Place: Mumbai  
Date: May 13, 2024



Dipti Neelakantan  
Director  
DIN: 00505452



Rajkumar Agrawal  
Authorised Signatory



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated Statement of Net Asset Value as at March 31, 2024 and Total Returns at Fair Value for the period October 25, 2023 to March 31, 2024

(A) Consolidated Statement of Net Assets at Fair Value:

(₹ in crore)

Particulars	As at March 31, 2024	
	Book Value	Fair Value
A. Total Assets	5,797.46	5,935.28*
B. Total Liabilities	2,886.12	2,886.12
<b>C. Net Assets (A-B)</b>	<b>2,911.34</b>	<b>3,049.16</b>
D. No. of Units (in crore)	30.48	30.48
E. NAV (C/D) (₹)	95.52	100.04

\*Fair value refers to the enterprise value of the subsidiary as per the fair valuation report of Independent valuer appointed under SEBI InvIT regulation as adjusted for Cash and Cash Equivalents, Investments, Advance Income Tax assets and after providing for estimated expenses for Stamp Duty.

(B) Consolidated Statement of Total Returns at Fair Value:

(₹ in crore)

Particulars	For the period October 25, 2023 to March 31, 2024
A. Total Comprehensive Income (As per Statement of Consolidated Financial Statements)	7.45
B. Add/(Less): Other Changes In Fair Value not recognized in Total Comprehensive Income	-
<b>C. Total Returns (A + B)</b>	<b>7.45</b>

Note: "0" represents the amounts below the denomination threshold.

Material Accounting Policies

See accompanying Notes to the Consolidated Financial Statements

A to C

1 to 33



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Consolidated Statement of Net Asset Value as at March 31, 2024 and Total Returns at Fair Value for the period October 25, 2023 to March 31, 2024

As per our report of even date

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm Registration No. 117366W/W-100018)



Varsha A. Fadte  
Partner  
Membership No. 103999

For and on behalf of the Board of Directors  
Infinite India Investment Management Limited  
(Acting as Investment Manager of Intelligent Supply  
Chain Infrastructure Trust)



Rajendra Hingwala  
Director  
DIN: 00160602



Dipti Neelakantan  
Director  
DIN: 00505452



Janisha Shah  
Compliance Officer



Rajkumar Agrawal  
Authorised Signatory

Place: Panaji, Goa  
Date: May 13, 2024

Place: Mumbai  
Date: May 13, 2024



## INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

### Notes forming part of Consolidated Financial Statements

#### A CORPORATE INFORMATION

Reliance Retail Ventures Limited (the "Sponsor"), a company registered in India, has set up Intelligent Supply Chain Infrastructure Trust (the "Trust") on August 17, 2021 as a contributory irrevocable trust under the provisions of the Indian Trusts Act, 1882. The Trust was registered as an infrastructure investment trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the circulars and guidelines issued thereunder (the "SEBI InvIT Regulations") on February 27, 2023, having registration number IN/InvIT/22-23/0024. The Trust has been settled for an initial sum of ₹ 10,000.

Axis Trustee Services Limited, promoted by Axis Bank Limited, is the Trustee for the Trust (the "Trustee").

Jio Infrastructure Management Services Limited, promoted by Reliance Strategic Business Ventures Limited, is the Project Manager for the Trust (the "Project Manager").

Infinite India Investment Management Limited is the Investment Manager to the Trust (the "Investment Manager"). The registered office of the Investment Manager is 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

The units of Intelligent Supply Chain Infrastructure Trust are listed on BSE Limited w.e.f. October 26, 2023.

The Trust has acquired 100% equity share capital of Intelligent Supply Chain Infrastructure Management Private Limited ("Company") on October 25, 2023. The registered office address is - 4th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002, Maharashtra, India.

As on March 31, 2024, the Trust has only one Special Purpose Vehicle i.e Intelligent Supply Chain Infrastructure Management Private Limited.

#### B MATERIAL ACCOUNTING POLICIES

##### B.1 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Trust Group comprises the Consolidated Balance Sheet as at March 31, 2024; the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Unitholders Equity for the period October 25, 2023 to March 31, 2024 and a summary of material accounting policies and other explanatory information. Additionally, it includes the Statement of Net Assets at Fair Value as at March 31, 2024, the Statement of Total Returns at Fair Value and Statement of Net Distributable Cash Flows for the period ended October 25, 2023 to March 31, 2024, and other additional financial disclosures as required under the SEBI (Infrastructure Investment Trusts) Regulations, 2014. The Consolidated Financial Statements have been prepared in accordance with the requirements of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations"), as amended from time to time read with the SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023; Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), to the extent not inconsistent with the InvIT Regulations (refer Section H of Chapter 3 to the SEBI Circular dated July 06, 2023 on presentation of "Unit Capital" as "Equity" instead of compound instruments under Ind AS 32 – Financial Instruments: Presentation), read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The financial statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest (₹ '00,00,000) except when otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Intelligent Supply Chain Infrastructure Management Private Limited became a wholly owned subsidiary of the Trust on October 25, 2023. Accordingly, the principles of consolidation is applicable from the said date and the consolidated financial statements are so prepared and presented.



## INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

### Notes forming part of Consolidated Financial Statements

#### B.2 BASIS OF CONSOLIDATION

The Consolidated Financial Statements incorporate the financial statements of the Trust and entities controlled by the Trust. Control is achieved when the Trust Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Trust Group obtains control over the subsidiary and ceases when the Trust Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Trust Group gains control until the date when the Trust Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Trust Group. Total comprehensive income of subsidiaries is attributed to the owners of the Trust Group.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Trust Group's accounting policies.

The Financial Statements of the Trust and its subsidiary are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows after fully eliminating intra-group balances and intra-group transactions.

#### B.3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

##### (a) Current and Non-Current Classification:

The Trust Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification as under:

An asset is treated as Current when it is:

- (I) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- (II) Held primarily for trading;
- (III) Expected to be realised within twelve months after the reporting year, or
- (IV) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is current when:

- (I) It is expected to be settled in normal operating cycle;
- (II) Held primarily for trading;
- (III) It is due to be settled within twelve months after the reporting year, or
- (IV) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

The Trust Group classifies all other liabilities as non-current.

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

The Trust Group has considered 12 months as its normal operating cycle.

##### (b) Business Combination:

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Trust Group, liabilities incurred by the Trust Group to the former owners of the acquiree and the equity interests issued by the Trust Group in exchange of control of the acquiree. Acquisition related costs are generally recognised in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

##### (c) Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognised.





## INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

### Notes forming part of Consolidated Financial Statements

- (d) **Depreciation/ Amortisation** - Assets with finite useful life are amortised on a straight-line basis over their expected useful life & residual value as specified in Schedule II of Companies Act, 2013.

(e) **Leases**

The Trust Group, as a lessee, recognizes a right of use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Trust Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right of use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Trust Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Trust Group uses incremental borrowing rate.

(f) **Borrowing costs**

Finance costs comprises interest expenses and finance charges on lease liability which are charged to Statement of Profit and Loss in the year in which they are incurred.

(g) **Taxation**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in the other comprehensive income or in other equity. In this case, the tax is also recognised in other comprehensive income and other equity.

**Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted at the Balance sheet date.

**Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(h) **Cash and cash equivalents**

Cash and cash equivalents includes cash at banks, cash on hand and short term deposits with an original maturity of 3 months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flow, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any as they are considered an integral part of the Trust Group's cash management.

(i) **Impairment of Non-Financial Assets - Property, Plant and Equipment**

At each balance sheet date, the Trust Group assesses whether there is any indication that any property, plant and equipment and other intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such impairment exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Trust Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting year is reversed if there has been a change in the estimate of recoverable amount.



## INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

### Notes forming part of Consolidated Financial Statements

#### (j) Revenue recognition

The Trust Group recognises revenue from contracts with customer when control of the services is transferred to the customer at an amount that reflects the consideration entitled in exchange for those services. Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. Revenue excludes amounts collected on behalf of third parties (example duties and taxes collected on behalf of the government).

#### Contract Balances:

##### Trade Receivables

A receivable represents the Trust Group's right to an amount of consideration that is unconditional.

##### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Trust Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Trust Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Trust Group performs under the contract.

#### Interest income

Interest income from a financial asset is recognised using effective interest rate method.

#### (k) Financial Instruments

##### i) Financial assets

##### A. Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

##### B. Subsequent measurement

##### a) Financial assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

##### C. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Trust Group has elected to present the value changes in 'Other Comprehensive Income'.

##### D. Derecognition

The Trust Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expires or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.



## INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

### Notes forming part of Consolidated Financial Statements

#### ii) Financial liabilities

##### **A. Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

##### **B. Subsequent measurement:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

##### **C. Derecognition:**

A financial liability (or a part of financial liability) is derecognized from the Trust Group's Balance Sheet when the obligation specified in the contract is discarded or cancelled or expired.

##### **D. Offsetting:**

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Trust Group has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### **(l) Cash Flow Statement**

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating, operating activities, investing and financing activities of the Trust Group are segregated.

#### **(m) Contingent Liabilities**

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

#### **(n) Earnings Per Unit (EPU)**

Basic earnings per unit is computed using the net profit for the period attributable to the unitholders' and weighted average number of units outstanding during the period.

Diluted earnings per unit is computed using the net profit for the period attributable to unitholder and weighted average number of units and potential units outstanding during the period including unit options, convertible preference units and debentures, except where the result would be anti-dilutive. Potential units that are converted during the period are included in the calculation of diluted earnings per unit, from the beginning of the period or date of issuance of such potential units, to the date of conversion.

#### **(o) Classification of Unitholders' fund**

Under the provisions of the SEBI InvIT Regulations, Trust is required to distribute to Unitholders not less than ninety percent of the net distributable cash flows of Trust for each financial period. Accordingly, a portion of the unitholders' funds contains a contractual obligation of the Trust to pay to its Unitholders cash distributions, The Unitholders' funds could therefore have been classified as compound financial instruments which contain both equity and liability components in accordance with Ind AS 32 - Financial Instruments : Presentation. However, in accordance with SEBI Master Circular (SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023) issued under the SEBI InvIT Regulations, the unitholders' funds have been classified as equity in order to comply with the mandatory requirements of Section H of chapter 3 to the SEBI Circular dated July 6, 2023 dealing with the minimum disclosures for key financial statements. In line with the above, the distribution payable to unitholders is recognized as liability when the same is approved by the Investment Manager.



## INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

### Notes forming part of Consolidated Financial Statements

#### (p) Net distributable cash flows to unit holders

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

#### C Critical accounting judgements and key sources of estimation uncertainty:

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

#### (a) Determination of Fair Value

The disclosure of Statement of Net Assets at Fair Value comprises of the fair values of the total assets and fair values of the total liabilities. The fair value of the assets are reviewed bi-annually by Investment manager, derived based on the fair valuation report issued by an independent valuer appointed under the InvIT Regulations. The valuation assumptions used are reviewed by Investment Manager at least twice a year.

#### (b) Useful lives of Property, Plant and Equipment

The Trust Group reviews the useful life of property, plant and equipment and right-of-use assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

#### (c) Impairment of Financial and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Trust Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Trust Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

In case of non-financial assets, the Trust Group estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

#### (d) Lease determination and Discount rate

The Trust Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The judgement involves assessment of whether the asset included in the contract is a fully or partly identified asset based on the facts and circumstances, whether the contract include a lease and non-lease component and if so, separation thereof for the purpose of recognition and measurement, determination of lease term basis, inter alia the non-cancellable period of lease and whether the lessee intends to opt for continuing with the use of the asset upon the expiry thereof, and whether the lease payments are fixed or variable or a combination of both. The initial recognition of lease liabilities at present value requires the identification of an appropriate discount rate. The Trust Group has adopted the existing external rate of borrowing as the incremental borrowing rate based on considerations specific to the leases.



## 1 Property, Plant and Equipment, Right to Use Assets and Intangible Assets

Note: "0" represents the amounts below the denomination threshold.





INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

2 Other Financial Assets

(₹ in crore)

Particulars	As at March 31, 2024
Deposits (unsecured, considered good)	47.52
<b>Total</b>	<b>47.52</b>

3 Other Non Current Assets

(Unsecured, considered good)

(₹ in crore)

Particulars	As at March 31, 2024
Balance with GST authorities	467.38
Advance Income Tax	18.96
Capital Advances	9.90
<b>Total</b>	<b>496.24</b>

4 Investments - Current

(₹ in crore)

Particulars	As at March 31, 2024
Investments measured at Fair Value through Profit & Loss (FVTPL)	
In Mutual Funds - Quoted	107.10
<b>Total</b>	<b>107.10</b>
Aggregate amount of Quoted Investments	107.10
Market Value of Quoted Investments	107.10

5 Trade Receivables

(₹ in crore)

Particulars	As at March 31, 2024
(Unsecured and considered good) Trade Receivables	5.58
<b>Total</b>	<b>5.58</b>

5.1 Trade Receivables ageing:

(₹ in crore)

Particulars	Outstanding for following Periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	
<b>As at March 31, 2024</b>							
(i) Undisputed Trade Receivables - considered good	5.58	-	-	-	-	-	5.58
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

6 Cash and Cash Equivalents

(₹ in crore)

Particulars	As at March 31, 2024
Balance with banks	11.17
<b>Total</b>	<b>11.17</b>

7 Other Financial Assets

(Unsecured, considered good)

(₹ in crore)

Particulars	As at March 31, 2024
Unbilled Revenue	10.88
Reimbursement receivable	54.08
<b>Total</b>	<b>64.96</b>

8 Other current assets

(Unsecured, considered good)

(₹ in crore)

Particulars	As at March 31, 2024
Balance with GST authorities	251.30
<b>Total</b>	<b>251.30</b>



# INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

## Notes forming part of Consolidated Financial Statements

### 9 Unit Capital

(₹ in crore)

Particulars	As at March 31, 2024
Issued, Subscribed and fully paid up Unit Capital 30,48,00,000 units of ₹ 100 each	3,048.00
<b>Total</b>	<b>3,048.00</b>

The SEBI circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023 issued under the SEBI InvIT Regulation require that the 'Unit Capital' should be presented as 'Equity' in the financial statements of the Trust. Further, the SEBI InvIT Regulation requires that 90% of the Net Distributable Cash Flows of the Trust should be distributed to the Unitholders. Any instrument which contains an obligation to mandatorily pay its holders, is a compound financial instrument under Ind AS 32 - Financial Instruments: Presentation and has to be accounted as such. However, as per the provisions of the Annexure to the Companies (Indian Accounting Standards) Rules, 2015 and considering aforesaid requirements of the SEBI InvIT Regulation, a special legislation, the 'Unit Capital' has been presented as 'Equity' in the Financial Statements.

#### Terms, Rights and Restrictions of Units

The Trust has only one class of units. Each unit represents an undivided beneficial interest in the Trust. Each holder of unit is entitled to one vote per unit. The Unitholders have the right to receive atleast 90% of the Net Distributable Cash Flows of the Trust at least once in each financial year in accordance with the SEBI InvIT Regulations. The Investment Manager approves distributions. The distributions will be in proportion of the number of units held by the unitholders. The Trust declares and pays distributions in Indian rupees. The distributions can be in the form of return on capital and Miscellaneous income.

A Unitholder has no equitable or proprietary interest in the Trust Assets and is not entitled to transfer Trust Assets ( or any part thereof) or any interest in the Trust Assets (or any part thereof). A Unitholders right is limited to the right to require due administration of Trust in accordance with the provisions of the Trust Deed and the Investment Management Agreement.

The unitholder(s) shall not have any personal liability or obligation with respect to the Trust.

The Trust holds 100% of equity ownership of Intelligent Supply Chain Infrastructure Management Pvt Ltd as at March 31, 2024.

#### 9.1 Information in unitholders holding more than 5% of Unit Capital of Intelligent Supply Chain Infrastructure Trust:

Name of Unitholder	Relationship	As at March 31, 2024	
		No of Units held	% held
Reliance Retail Ventures Limited	Sponsor	15,54,48,000	51.00%
Sikka Ports & Terminals Limited	Unitholder	5,79,12,000	19.00%
Jamnagar Utilities & Power Private Limited	Unitholder	5,14,40,000	16.88%

#### 9.2 Reconciliation of the units & value of units outstanding at the beginning and at the end of the Financial year

Particulars	As at March 31, 2024
Units at the beginning of the period	-
Issued during the period	30,48,00,000
<b>Units at the end of the period</b>	<b>30,48,00,000</b>

(₹ in crore)

Particulars	As at March 31, 2024
Value of units at the beginning of the period	-
Issued during the period	3,048.00
<b>Value of units at the end of the period</b>	<b>3,048.00</b>

### 10 Corpus

(₹ in crore)

Particulars	As at March 31, 2024
Balance at the beginning of the period	-
Contribution received during the period	0.00*
<b>Balance at the end of the period</b>	<b>0.00</b>

\*0.00 represents ₹ 10,000.

### 11 Other Equity

(₹ in crore)

Particulars	As at March 31, 2024
<b>Retained earnings:</b>	
Loss of the parent as at October 25, 2023	(0.34)
Total Comprehensive Income for the period	7.45
Less : Distribution to Unit holders #	(143.77)
<b>Total</b>	<b>(136.66)</b>

# Distribution to Unitholders during the year is as per Net distributable Cash Flows (NCDs) duly approved by the Investment Manager.



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

12 Borrowings - Non Current

(₹ in crore)	
Particulars	As at March 31, 2024
At amortised Cost	
(a) Unsecured:	
Term loans	2,122.00
<b>Total</b>	<b>2,122.00</b>

12.1 The above loans are at 12% p.a. rate of interest. The loans are taken on October 25, 2023. Principal repayments will begin at the end of the quarter of the 3rd anniversary of the first drawdown date. (Refer Note 26 for Maturity profile).

13 Lease Liabilities

(₹ in crore)	
Particulars	As at March 31, 2024
Non Current Lease Liabilities	441.97
<b>Total</b>	<b>441.97</b>
Current Lease Liabilities	244.16
<b>Total</b>	<b>244.16</b>

14 Trade Payables

(₹ in crore)	
Particulars	As at March 31, 2024
Trade payables due to:	
- Micro and Small Enterprises*	-
- Other than Micro and Small Enterprises	11.52
<b>Total</b>	<b>11.52</b>

\*There are no overdues to Micro and small enterprises as at March 31, 2024. The information of Micro and Small Enterprise has been identified on the basis of information available with the Trust group.

Trade Payables ageing:

Particulars	Not Due	Outstanding for following Periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024						
(i) MSME	-	-	-	-	-	-
(ii) Others	11.52	-	-	-	-	11.52
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

15 Other Current Liabilities

(₹ in crore)	
Particulars	As at March 31, 2024
Statutory Liabilities	4.00
Contract Liabilities	3.93
<b>Total</b>	<b>7.93</b>



# INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

## Notes forming part of Consolidated Financial Statements

### 16 Revenue from Operations

(₹ in crore)

Particulars	For the period October 25, 2023 to March 31, 2024
Income from Sale of Services*	616.98
<b>Total</b>	<b>616.98</b>

\*Net of GST

### 17 Profit on Sale of Investments (net)

(₹ in crore)

Particulars	For the period October 25, 2023 to March 31, 2024
Net Gain on Sale of Investments - Realised	3.16
Unrealised gain on Investments	0.84
<b>Total</b>	<b>4.00</b>

### 18 Audit Fees

(₹ in crore)

Particulars	For the period October 25, 2023 to March 31, 2024
Audit Fees	0.14
Special Purpose Audit	0.89
<b>Total</b>	<b>1.03</b>

### 19 Finance Cost

(₹ in crore)

Particulars	For the period October 25, 2023 to March 31, 2024
Interest Expenses	110.62
Interest on Lease Liabilities	42.50
<b>Total</b>	<b>153.12</b>

### 20 Other Expenses

(₹ in crore)

Particulars	For the period October 25, 2023 to March 31, 2024
Rates and Taxes	0.04
Other Legal and Professional Fees	7.69
General Expenses	0.18
<b>Total</b>	<b>7.91</b>





**INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST**
**Notes forming part of Consolidated Financial Statements**
**21 EARNINGS PER UNIT (EPU)**

( $\text{₹}$ in crore)		
Sr no.	Particulars	For the period October 25, 2023 to March 31, 2024
	The following reflects the income and unit data used in the basic and diluted EPU computations	
(i)	Net Profit as per Statement of Profit and Loss, attributable to Unitholders	7.45
(ii)	Weighted average number of units outstanding for computation of basic and diluted earnings per unit (no. in crores) #	30.48
(iii)	Earnings per unit in $\text{₹}$ (Basic and Diluted)	0.24

# The units were issued on October 25, 2023 and the significant operations began thereafter. Hence, for the purpose of calculation of weighted average no. of units, the units are considered to be outstanding for the entire period.

**22 Related Party Disclosures**
**I. List of Related Parties as per requirements of IND AS 24 - "Related Party Disclosures"**

Name of the Related Party	Relationship
Intelligent Supply Chain Infrastructure Management Private Limited ("ISCIMPL")	Subsidiary

**II. Related parties as per Regulation 2(1)(zv) of SEBI InvIT Regulations**

Related Parties in terms of the SEBI InvIT Regulations shall be related parties as defined in the Companies Act, 2013 or under Ind AS 24 and shall include, the parties to the InvIT namely, Reliance Retail Ventures Limited (Sponsor), Reliance Industries Limited (Sponsor Group), Reliance Gas Pipeline Limited (Sponsor Group), Reliance Ethane Pipeline Limited (Sponsor Group), Axis Trustee Services Limited ("Trustee"), Infinite India Investment Management Limited ("Investment Manager"), Jio Infrastructure Management Services Limited ("Project Manager") and their respective promoters and directors. Additionally, the following entities namely Modern Economic Township Limited (Sponsor Group), Reliance Prolific Traders Private Limited (Sponsor Group) and Reliance Projects & Property Management Services Limited (Sponsor Group) have been included as related parties in accordance with the SEBI InvIT Regulations, given that there have been transactions between the Trust on a consolidated basis with these entities.

**III. Transactions during the year with related parties :**

The below related party disclosures have been made in compliance with the stipulations of Ind AS 24 and in compliance with the SEBI InvIT Regulations.

( $\text{₹}$ in crore)			
Sr No.	Particulars	Relation	For the period October 25, 2023 to March 31, 2024
1.	<b>Professional Fees</b> Axis Trustee Services Limited (Trusteeship Fees) Infinite India Investment Management Limited Jio Infrastructure Management Services Limited	Trustee Investment Manager Project Manager	0.09 1.03 1.03
2.	<b>Issuance of Units</b> Reliance Retail Ventures Limited	Sponsor	1,554.48
3.	<b>Investments - Acquisition of Equity Shares of ISCIMPL</b> Reliance Retail Ventures Limited	Sponsor	100.00
4.	<b>Distribution to Unitholders</b> Reliance Retail Ventures Limited	Sponsor	73.32
5.	<b>Purchase of Assets</b> Reliance Retail Ventures Limited Reliance Projects & Property Management Services Limited	Sponsor Sponsor Group	4,261.35 28.53
6.	<b>Security Deposits</b> Reliance Industries Limited Reliance Prolific Traders Private Limited Model Economic Township Limited	Sponsor Group Sponsor Group Sponsor Group	9.44 3.42 3.97
7.	<b>Income from warehousing services</b> Reliance Retail Ventures Limited	Sponsor	616.98
8.	<b>Operations &amp; Maintenance Charges</b> Reliance Projects & Property Management Services Limited	Sponsor Group	187.19
9.	<b>Lease Payments</b> Reliance Industries Limited Reliance Prolific Traders Private Limited Model Economic Township Limited	Sponsor Group Sponsor Group Sponsor Group	7.87 2.85 3.38
10.	<b>Reimbursement of expenses</b> Reliance Retail Ventures Limited Infinite India Investment Management Limited	Sponsor Investment Manager	4.41 5.32
11.	<b>Contribution to Corpus</b> Reliance Retail Ventures Limited	Sponsor	0.00*

\*represents  $\text{₹}$  10,000



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

IV. Outstanding balances at period end:

			(₹ in crore)
Sr. No	Particulars	Relation	As at March 31, 2024
1.	Reliance Retail Ventures Limited (Units)	Sponsor	1,554.48
2	Reliance Retail Ventures Limited (Payable)	Sponsor	29.70
3.	Reliance Retail Ventures Limited (Receivable)	Sponsor	5.58
4.	Reliance Retail Ventures Limited (Corpus)	Sponsor	0.00*
5.	Reliance Projects & Property Management Services Limited (Receivable)	Sponsor Group	54.08
6.	Reliance Projects & Property Management Services Limited (Payable)	Sponsor Group	33.24
7.	Reliance Industries Limited (Payable)	Sponsor Group	0.01
8.	Deposits Outstanding: Reliance Industries Limited Reliance Prolific Traders Private Limited Model Economic Township Limited	Sponsor Group Sponsor Group Sponsor Group	9.44 3.42 3.97
9.	Axis Trustee Services Limited (Trade Payable)	Trustee	0.24
10.	Axis Bank Limited (Bank balance)	Promoter of Trustee	11.15

\*represents ₹ 10,000

23 Contingent liabilities of Trust Group as at March 31, 2024 is NIL.

24 Commitments of Trust Group as at March 31, 2024 is ₹ 74.42 crores.

25 Capital Management

The Trust Group adheres to a disciplined capital management framework which is underpinned by the following guiding principles :

- Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.
- Leverage optimally in order to maximize unit holder return while maintaining strength and flexibility of the Balance Sheet.
- Gearing Ratio

The net gearing ratio at the end of the reporting year was as follows:

		(₹ in crore)
Particulars	As at March 31, 2024	
Gross Debt	2,122.00	
Cash and Marketable Securities*	118.27	
Net debt (A)	2,003.73	
Total Equity (B)	2,911.34	
Net debt to equity ratio (A/B)	0.69	

\*Cash and Marketable Securities includes Cash and Cash Equivalents of ₹ 11.17 crore and current Investment ₹ 107.10 crore.



## Notes forming part of Consolidated Financial Statements

## 26 Financial Instruments

## Fair value measurement hierarchy:

The financial instruments are categorized into three levels based on inputs used to arrive at fair value measurements as described below:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 : Inputs based on unobservable market data.

Particulars	As at March 31, 2024			
	Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
<b>At Amortized Cost</b>				
Trade Receivables	5.58	-	-	-
Cash and Cash Equivalents	11.17	-	-	-
Other Financial Assets	112.48	-	-	-
<b>At FVTPL</b>				
Investments	107.10	107.10	-	-
<b>Financial Liabilities</b>				
<b>At Amortized Cost</b>				
Borrowings	2,122.00	-	-	-
Lease Liabilities	686.13	-	-	-
Trade Payables	11.52	-	-	-
Creditors for Capital Expenditure	58.54	-	-	-

Note - In view of the Trust Group, the carrying amount recognised in the financial statements for financial assets and financial liabilities measured at amortised cost approximates their fair value.

## Financial Risk Management

The different types of risks the Trust Group is exposed to are market risk, credit risk and liquidity risk. The Trust Group takes measures to judiciously mitigate the above mentioned risks.

## Interest Rate Risk

The Trust Group exposure to the risk of changes in market interest rate relates to the fixed rate debt obligations.

The exposure of the Trust Group borrowings to interest rate changes at the end of the reporting period is as follows:

Particulars	Interest Rate Exposure	
	As at March 31, 2024	
<b>Borrowings</b>		
Non-Current - Floating (Includes Current Maturities)		-
Non-Current - Fixed (Includes Current Maturities)		2,122.00
<b>Total</b>		2,122.00

The Trust Group does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

## Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the Trust Group. Credit risk arises from the Trust Group's activities in investments and outstanding receivables from customers. The Trust Group has a prudent and conservative process for managing its credit risk arising in the course of its business activities.



# INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

## Notes forming part of Consolidated Financial Statements

### Liquidity Risk

Liquidity risk arises from the Trust Group's inability to meet its cash flow commitments on the due date. Trust Group's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. Treasury monitors rolling forecasts of the Trust Group's cash flow position and ensures that the Trust Group is able to meet its financial obligation at all times including contingencies.

Maturity Profile of Loans, Lease Liabilities and Other Payables are as set out below:

Particulars	Maturity profile as at March 31, 2024						Total
	< 3 months	3-6 months	6-12 months	1-3 years	3-5 years	> 5 years	
Borrowings:							
Non Current	-	-	-	23.59	29.59	2,068.82	2,122.00
Total	-	-	-	23.59	29.59	2,068.82	2,122.00
Lease Liabilities (Gross)	55.15	58.59	130.42	441.97	-	-	686.13
Trade Payables	11.52	-	-	-	-	-	11.52
Creditors for Capital Expenditure	58.54	-	-	-	-	-	58.54

### 27 Segment Reporting

The Trust Group is mainly engaged in the business of storage, warehousing, supply chain management services, logistics infrastructure and related services and solutions. Accordingly, the Trust Group has single reportable segment under Ind AS 108-"Operating Segment". Further the entire operation is in India. A single customer contributes to 97% of the revenue from operations.

### 28 Disclosures as required by SEBI Circular No. SEBI/HQ/DDHS-PoD-2/P/CIR/2023/115

(A) Project wise operating cash flows- The Trust consists of only one project.

(B) Debt Repayment History

Particulars	For the period October 25, 2023 to March 31, 2024
	(₹ in crore)
Loan from Others	
Carrying amount of debt at the beginning of the year/ period	-
Additional borrowing during the period	2,122.00
Repayments during the year/ period	-
Other adjustments	-
Carrying amount of debt at the end of the year/ period	2,122.00



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

(C) Statement of Net Distributable Cash Flows (NDCFs) of Intelligent Supply Chain Infrastructure Management Private Limited (SPV):

(₹ in crore)	
Description	For the period October 25, 2023 to March 31, 2024
Loss after tax as per profit and loss account of the SPV (standalone SPV) (A)	(122.04)
Add: Depreciation and amortization as per profit and loss account. In case of impairment reversal, same needs to be deducted from profit and loss.	257.35
Add/less: Loss / gain on sale of infrastructure assets	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following: • related debts settled or due to be settled from sale proceeds; • directly attributable transaction costs; • proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-
Add: Net proceeds (after applicable taxes) 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, including applicable GST or utilization of GST credit thereof;	(5,003.22)
Less: Investments made in accordance with the investment objective, if any	-
Less: Investments made in liquid mutual funds, fixed deposits or term deposits	(106.26)
Add / less: Any other item of non-cash expense / non-cash income charged / credited to profit and loss account, including but not limited to • 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; • provisions; • deferred taxes; • any other non-cash item, lease rents recognised on a straight-line basis, etc.	(0.84)
Add / less: Working capital changes	(2.56)
Add / less: Provisions made in earlier period and expensed in the current period	-
Add: Upfront fees, if any, received to the extent unamortized and net of any provisions / reserves being created towards future service obligations	3.93
Less: Any cash paid to the lease owners not accounted for in the working capital changes or the profit and loss account	(131.11)
Add: Additional borrowings (including debentures / other securities)	5,050.00
Add: Interest costs debited to profit and loss account	299.24
Less: Actual interest paid by the SPV to external lenders (excluding loans taken from Trust)	-
Less: Repayment of debt (principal) including but not limited to loans, debentures, net of cash set aside to comply with reserve requirements (including but not limited to DSRA) under external loan agreements (excluding loans taken from Trust)	-
Less: Cash reserved to make due payments to secured lenders in subsequent periods	-
Add: Proceeds from any fresh issuance of equity shares	-
Less: Monies attributable to the optionally convertible preference shares in terms of the SHOA / other transaction agreements	-
Total Adjustments (B)	366.53
Net distributable cash flows at standalone SPV level (C) = (A+B)*	244.49

\*During the year ended March 31, 2024 SPV has paid to the Trust in the form of interest on its borrowings from the Trust ₹256.74 crores constituting more than 90% of its net distributable cash flows.





INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

(D) Statement of Net Distributable Cash Flows (NDCFs) of Trust (Consolidated Level):

(₹ in crore)

Description	For the period October 25, 2023 to March 31, 2024
Profit after tax as per profit and loss account (consolidated) (A)	7.45
Add: Depreciation and amortization as per profit and loss account. In case of impairment reversal, same needs to be deducted from profit and loss.	258.13
Add/less: Loss/ gain on sale of infrastructure assets	-
Add: Net proceeds (after applicable taxes) from sale of infrastructure assets adjusted for the following:	
• related debts settled or due to be settled from sale proceeds;	
• directly attributable transaction costs;	
• proceeds reinvested or planned to be reinvested as per Regulation 18(7)(a) of the InvIT Regulations	-
Add: Net proceeds (after applicable taxes) 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, including applicable GST or utilization of GST credit thereof;	(5,003.22)
Less: Investments made in accordance with the investment objective, if any	(87.74)
Less: Investments made in liquid mutual funds, fixed deposits or term deposits	(106.26)
Add / less: Any other item of non-cash expense / non-cash income charged / credited to profit and loss account, including but not limited to	
• 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;	
• provisions;	
• deferred taxes;	
• any other non-cash item, lease rents recognised on a straight-line basis, etc.	(0.84)
Add / less: Working capital changes	2.09
Add / less: Provisions made in earlier period and expensed in the current period	-
Add: Upfront fees, if any, received to the extent unamortized and net of any provisions / reserves being created towards future service obligations	3.93
Less: Any cash paid to the lease owners not accounted for in the working capital changes or the profit and loss account	(131.11)
Add: Additional borrowings (including debentures / other securities)	2,122.00
Add: Unit Issuance	3,048.00
Add: Interest costs debited to profit and loss account	153.12
Less: Actual interest paid by the Trust on consolidated basis	(110.62)
Less: Repayment of debt (principal) including but not limited to loans, debentures, net of cash set aside to comply with reserve requirements (including but not limited to DSRA) under external loan agreements (excluding loans taken from Trust)	-
Less: Cash reserved to make due payments to secured lenders in subsequent periods	-
Add / less: Proceeds from any fresh issuance of preference shares / redemption of any preference shares including redemption or capital reduction of the optionally convertible preference share (net of monies attributable to optionally convertible preference shares and retained in the SPV)	-
Add: Proceeds from any fresh issuance of equity shares	-
Less: Monies attributable to the optionally convertible preference shares in terms of the SHOA / other transaction agreements	-
Total Adjustments (B)	147.48
Net distributable cash flows at consolidated Trust level (C) = (A+B)*	154.93

\*During the year ended March 31, 2024, the Trust has made distributions to the Unitholders in the form of Return on Capital of ₹ 143.77 crore constituting more than 90% of its net distributable cash flows.



# INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

## Notes forming part of Consolidated Financial Statements

### (E) Distribution to Unitholders

During the period from October 25, 2023 (allotment of Units) till March 31, 2024, the Trust received interest income from its SPV aggregating ₹ 256.74 crore and after payment of interest on its borrowings aggregating ₹ 110.62 crore and other operating expenses at the Trust level, the Trust has made distributions to its Unitholders in the nature of "Return on capital" aggregating ₹ 143.77 crore.

Date of Declaration	Return on Capital (₹ per unit)	Total Distribution (₹ per unit)	Date of payment to Unitholder
November 17, 2023	1.0922	1.0922	November 30, 2023
December 19, 2023	0.9405	0.9405	December 29, 2023
January 22, 2024	0.9405	0.9405	January 30, 2024
February 19, 2024	0.8126	0.8126	February 29, 2024
March 18, 2024	0.9309	0.9309	March 28, 2024

Subsequent to the year end, the Trust has made distributions to its unitholders in the nature of "Return on capital" as below :

Date of Declaration	Return on Capital (₹ per unit)	Total Distribution (₹ per unit)	Date of payment to Unitholder
April 22, 2024	0.9030	0.9030	April 30, 2024

### 29 Call and Put Option

As per the terms of the Shareholders and Option Agreement entered between the Trust, the Investment Manager and Reliance Retail Ventures Limited (RRVL), the Trust shall be entitled (but not obligated) to require RRVL (or any person nominated by RRVL) to purchase the Trust Shares, and RRVL (or any person nominated by RRVL) shall be obligated to purchase the Trust Shares from the Trust, for an amount equal to lower of : i) ₹ 100 crore; or ii) the fair market value of the Trust Shares. This instrument is hereinafter referred to as the Put Option. RRVL shall be entitled (but not obligated) to require the Trust to sell to RRVL (or any person nominated by RRVL) the Trust Shares and the Trust shall be obligated to transfer the Trust Shares to RRVL (or any person nominated by RRVL) for an amount equal to lower of: i) ₹ 100 crore; or ii) the fair market value of the Trust Shares. This instrument is hereinafter referred to as the Call Option. In case the Put Option gets exercised the Call Option will lapse and visa versa. The Trust has obtained an independent valuer's report for the same. The Fair value of the Call option and Put Option as at March 31, 2024 is estimated to be Nil.

### 30 List of Subsidiary

Name of the Group	Place of Incorporation	Principal activities	% holding as at March 31, 2024
Intelligent Supply Chain Infrastructure Management Private Limited	India	Mainly engaged in business of storage and warehousing, supply chain management services and related services and solutions.	100%

\* One share is held by signatory as nominee in beneficial interest of the Trust



# INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

## Notes forming part of Consolidated Financial Statements

### 31 TAXES

In accordance with section 10(23FC) of the Income Tax Act, 1961, the income of Trust in form of interest received or receivable from Project SPV is exempt from income-tax. Accordingly, the Trust is not required to provide for any current tax liability.

(₹ in crore)	
Particulars	For the period October 25, 2023 to March 31, 2024
<b>A. CURRENT TAX</b>	
Income Tax recognised in Statement of Profit and Loss	
Current Tax	-
Deferred Tax	-
<b>Total Income Tax expenses</b>	-
The income Tax expenses for the year can be reconciled to the accounting profit as follows:	
Loss Before Tax	(122.04)
Applicable Tax Rate	25.168%
Computed Tax Expense	(30.71)
Deferred tax asset not recognised	30.71
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	-
<b>B. Deferred Tax</b>	<b>As at March 31, 2024</b>
Components of deferred tax asset / (liability):	
Unabsorbed depreciation	55.66
Property, Plant and Equipment	(30.42)
Leases	5.59
Financial assets - fair value impact	(0.12)
<b>Deferred tax asset not recognised</b>	<b>30.71</b>

The subsidiary has unabsorbed depreciation that are available for offset indefinitely against future taxable profits. The net deferred tax asset has not been recognised as it is not considered probable that there will be future taxable profits available.



# INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

## Notes forming part of Consolidated Financial Statements

### 32 Additional regulatory information required by SEBI InvIT Regulations:

Key Financial Ratios:

Sr No	Ratio	Numerator	Denominator	As at March 31, 2024
i)	Debt Equity Ratio	Total Debt	Total Unitholder's Equity	0.73
ii)	Debt Service Coverage Ratio	Earnings before Interest and Tax	Interest Expense + Principal Repayments made during the period for Long Term Borrowings	0.56
iii)	Interest service coverage ratio	Earnings before Interest and Tax	Interest Expenses	1.05
iv)	Asset coverage ratio	Total Assets - Intangible assets - (Current liabilities + Short term debt)	Total Debt	2.58
v)	Net worth (₹ in crore)			2,911.34

### 33 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors of Investment Manager on May 13, 2024.



INTELLIGENT SUPPLY CHAIN INFRASTRUCTURE TRUST

Notes forming part of Consolidated Financial Statements

As per our report of even date

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Firm Registration No. 117366W/W-100018)

*Varsha A. Fadte*  
Varsha A. Fadte  
Partner  
Membership No. 103999

Place: Panaji, Goa  
Date: May 13, 2024



For and on behalf of the Board of Directors  
Infinite India Investment Management Limited  
(Acting as Investment Manager of Intelligent Supply  
Chain Infrastructure Trust)

*Rajendra Singhwala*  
Rajendra Singhwala  
Director  
DIN: 00160602

*Janisha Shah*  
Janisha Shah  
Compliance Officer

Place: Mumbai  
Date: May 13, 2024

*Dipti Neelakantan*  
Dipti Neelakantan  
Director  
DIN: 00505452

*Rajkumar Agrawal*  
Rajkumar Agrawal  
Authorised Signatory