# Infrastructure India plc

## Report & Accounts
## For the year ended 31 March 2023

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## JOINT STATEMENT FROM THE CHAIRMAN AND THE CHIEF EXECUTIVE

We would like to report Infrastructure India plc's ("IIP" or the "Company" and, together with its subsidiaries, the "Group") audited annual results for the year ended 31 March 2023.

The Group has prepared the accounts on a basis other than going concern due to the uncertainty in relation to the timing of potential transactions, ultimate receipt of sale proceeds and the specifics of any deferred consideration. This basis was considered the most appropriate method for the reporting period.

Net liabilities were £184.9 million as at 31 March 2023, (net liabilities of £85.7 million as at 30 September 2022; net liabilities of £46.7 million as at 31 March 2022). The net liability position was based on preliminary terms with a third party and the ascribed consideration for the disposal of IIP's largest holding, Distribution Logistics Infrastructure Limited ("DLI"). The increase in Group net debt was also a contributor to the net liability position.

The reporting period was dominated by discussions and due diligence around the sale of both DLI and Indian Energy Limited ("IEL").

**Transport**

DLI is a supply chain transportation and container infrastructure company and one of the largest private operators in its sector in India with a nationwide network of terminals and a quality road and rail transportation fleet. Basic operations remained steady at Nagpur, while construction, other than immediate requirements, was put on hold due to funding constraints. DLI has focused on servicing and maintaining existing customers.

Subsequent to the fiscal year end, on 6 September 2023, IIP announced that it, along with The DLI Group and Distribution and Logistics Infrastructure India, Mauritius, IIP's wholly-owned subsidiary ("DLI Mauritius"), had entered into a share purchase and shareholders' agreement (the "Agreement") for the conditional sale of DLI to Pristine Malwa Logistics Park Private Limited ("Pristine Malwa") (the "Transaction"). The Transaction comprised a share swap of up to 33% of Pristine Malwa's issued share capital and an upfront cash consideration of approximately US $10 million. The final equity and cash consideration payable was subject to customary adjustments based on the net current assets and indebtedness of DLI on the closing date. On 15 February 2024, IIP announced that it would not be proceeding with the Transaction. Some key areas of the Agreement were subject to final agreement, which could not be reached in a manner satisfactory to the IIP Board, in the best interests of IIP shareholders, and potentially materially undervalued DLI in the Board's view. Consequently, DLI Mauritius issued a termination notice to Pristine Malwa. Neither Pristine Malwa nor DLI had fulfilled all conditions precedent and the long stop date had expired without a mutually agreed extension.

Further to the announcement on 15 February 2024, the Company is in early discussions with a third party with regard to the proposed sale of DLI and is evaluating the potential transaction and related timelines, with due diligence underway, although there can be no guarantee that discussions will lead to definitive agreements for the sale of DLI. Further announcements will be made in due course.

**Energy**

Indian Energy Limited ("IEL") is an independent power producer that owns and operates wind farms at two sites in the states of Karnataka and Tamil Nadu, with 41.3 MW of installed capacity.

Subsequent to the period end, on 4 April 2023 IIP entered into a conditional agreement for the sale of IEL to FA Power Renewables Private Limited. The sale of IEL is expected to complete imminently. The total consideration for IEL is approximately US $4.37 million.

IIP also retains its 50% interest in India Hydropower Development Company's ("IHDC"), details of which are set out in the Review of Investments further below.

**Group liquidity**

As at 31 March 2023, the Group had gross cash resources of £0.3 million.

On 31 August 2022, IIP announced that the term loan provided by IIP Bridge Facility was being increased by US$6 million to meet urgent operational overheads at DLI as well as Group working capital needs.

The sale of IEL is expected to complete imminently. The total consideration for IEL is approximately US$4.37 million. IIP is also discussing preliminary terms for the sale of DLI and further announcements with regard to this will be made as and when appropriate.

**Financing**

IIP has three fully drawn facilities: a secured term loan provided by IIP Bridge Facility LLC (the “Term Loan”), an unsecured working capital loan provided by GGIC, Ltd (the “Working Capital Loan”) and an unsecured bridging loan provided by Cedar Valley Financial (the “Bridging Loan”).

The Term Loan was originally provided to IIP's wholly owned Mauritian subsidiary, Infrastructure India Holdco, in April 2019, in multiple tranches totalling US$105 million on a four-year term with an interest rate of 15% per annum and maturing on 1 April 2023. On 31 August 2022, the Term Loan was increased by US$6 million, taking the principal to US$111 million, with all other terms and conditions remaining the same. On 17 April 2023, the Term Loan was increased by US$8 million, taking the principal to US$119 million, with all other terms and conditions remaining the same. The current amount of interest accrued is approximately US$95 million.

In April 2019, the Group extended the maturity of the Working Capital Loan and extended and enlarged the Bridging Loan.

The Working Capital Loan was originally provided to the Group in April 2013 by GGIC in an amount of US$17 million and increased to US$21.5 million in September 2017. The Working Capital Loan carried an interest rate of 7.5% per annum on its principal amount. The Group and GGIC agreed to increase its interest rate to 15% per annum from 1 April 2019. The current amount of interest accrued is approximately US$31 million.

The Bridging Loan was originally provided to the Group in June 2017 by Cedar Valley Financial and was subsequently increased in multiple tranches to US$64.1 million in March 2019. The Bridging Loan carried an interest rate of 12.0% per annum on its principal. The Group and Cedar Valley Financial agreed increase its interest rate to 15% per annum from 1 April 2019. The current amount of interest accrued is approximately US$71 million.

Post-period, the maturity for the three facilities has been extended until 15 May 2024.

**Tom Tribone & Sonny Lulla**
**March 2024**

# REVIEW OF INVESTMENTS

## Distribution Logistics Infrastructure Private Limited ("DLI")

| | | | |
|---|---|---|---|
| **Description** | Supply chain transportation and container infrastructure company with a large operational road and rail fleet; developing four large container terminals across India. | | |
| **Promoter** | A subsidiary of IIP | | |
| **Date of investment** | **Mar 2011** | **Oct 2011** | **Jan 12- Sep 2021** |
| **Investment amount** | £34.8 million | £58.4 million | £181.1 million |
| **Aggregate percentage interest** | 37.4% | 99.9% | 99.9% |
| **Investment during the period** | nil | | |
| **Valuation as at 31 March 2023** | **£78.8 million** | | |
| **Project debt outstanding as at 31 March 2023** | £66.7 million | | |

**Key developments**

- Liquidity constraints at DLI throughout the period necessitated a strong focus on cost control along with maintaining efficiencies of existing operations, with the scheduled completion of work at under-construction terminals on hold.
- The reporting period was dominated by due diligence.
- The Group has received preliminary terms for the sale of DLI from a third party.

***Investment details***

DLI is a supply chain transportation and container infrastructure company headquartered in Bangalore and Gurgaon with a material presence in central, northern and southern India. DLI provides a broad range of logistics services including rail freight, trucking, handling, customs clearing and bonded warehousing with terminals located in the strategic locations of Nagpur, Bangalore, Palwal (in the National Capital Region) and Chennai.

***Developments during the reporting period***

Nagpur remained operational with increased export volumes but limited traction in domestic volumes due to funding constraints. Overall, liquidity constraints resulting from DLI's lenders restricting working capital disbursements, impacted DLI's ability to maintain and grow its business during the period. Construction activities at Palwal remain on hold due to financing.

The Eastern and Western portions of the Dedicated Freight Corridor (DFC) are expected to be completed by the end of calendar year 2024. In addition to increased freight throughput, the DFC is expected to reduce charges by Indian Railways by up to 50%.

***Valuation***

The reported DLI valuation of £78.8 million as at 31 March 2023 is based on preliminary terms received from a third party for the disposal of DLI, and the ascribed consideration for DLI.

**India Hydropower Development Company LLC ("IHDC")**

| | | | |
|---|---|---|---|
| **Description** | IHDC develops, owns and operates small hydropower projects with seven fully operational plants (74 MW of installed capacity), and a further 13 MW of capacity under development or construction. | | |
| **Promoter** | Dodson-Lindblom International Inc. ("DLZ") | | |
| **Date of investment** | **Mar 2011** | **Jan 2012** | **May 2012** |
| **Investment amount** | £25.7 million | £0.3 million | £1.1 million |
| **Aggregate % interest** | 50% | 50% | 50% |
| **Investment during the period** | Nil | | |
| **Valuation as at 31 March 2023** | **£17.3 million** | | |
| **Project debt outstanding as at 31 March 2023** | £5.3 million | | |
| **Key developments** | • Overall generation from IHDC's projects was higher than the corresponding period the previous year, largely as a result of higher generation at Sechi in Himachal Pradesh, Birsinghpur in Madhya Pradesh and Darna in Maharashtra. | | |

***Investment details***

The IHDC portfolio has installed capacity of approximately 74 MW across seven projects – Bhandardara Power House I ("BH-I"), Bhandardara Power House II ("BH-II"), Darna in Maharashtra; Birsinghpur in Madhya Pradesh; and Sechi, Panwi and Raura in Himachal Pradesh. IHDC has an additional 13 MW of capacity under development and construction.

***Project update***

Overall generation from IHDC's projects was 46.7 GWh in the second half of the fiscal year ending 31 March 2023 against 55.4 GWh during the same period last year.

IHDC is working on securing a long term PPA with higher tariff on Raura. Trading of Renewable Energy Certificates ("REC") continued. The price of REC's as at 31 March 2023 was INR 1,000 per REC.

At Melan, the management team has maintained the necessary permits with regulatory authorities to keep the project viable while construction of the Melan project is expected to be further delayed.

***Valuation***

The IHDC portfolio was valued in accordance with the Group's stated valuation methodology by using a composite risk premium of 2.67% over the risk free rate of 7.29%. The composite risk premium is computed using a MW-based weighted average of risk premia of individual assets related to their stage of operations.

The value for IHDC investments as at 31 March 2023 is £17.3 million (30 September 2022 £18.5 million; 31 March 2022 £18.5 million). The factors which impacted the valuation were movement in the risk-free rate, changes in currency and changes in management assumptions such as the delay in projected completion for the Melan project.

# Directors' Report

The Directors have pleasure in presenting their report and financial statements of the Group for the year ended 31 March 2023.

## Principal activity and incorporation

The Company is a closed-ended investment company, incorporated on 18 March 2008 in the Isle of Man as a public limited company under the 2006 Companies Act. It was admitted to the Official List of the London Stock Exchange on 30 June 2008, and subsequently moved to a listing on AIM, a market operated by the London Stock Exchange on 16 November 2010.

The Group's investment objective is to provide shareholders with both capital growth and income by investing in assets in the Indian infrastructure sector, with particular focus on assets and projects related to energy and transport.

## Results and dividends

The Group's results for the year ended 31 March 2023 are set out in the Consolidated Statement of Comprehensive Income.

A review of the Group's activities is set out in the Joint Statement from the Chairman and the Chief Executive report.

The Directors do not recommend the payment of a dividend (2022: nil).

## Directors

The Directors of the Company during the year and up to the date of this report were as follows:

| | |
|---|---|
| Tom Tribone | Chairman |
| Rahul Sonny Lulla | Chief Executive |
| Robert Venerus | Non-Executive Director |
| Madras Seshamani Ramachandran | Non-Executive Director |
| Graham Smith | Non-Executive Director |

Directors' interests in the shares of the Company are detailed in note 17.

## Company Secretary

The secretary of the Company during the year and to the date of this report was Grainne Devlin.

By Order of The Board

Sonny Lulla
Director
25 March 2024

## Statement of Directors' Responsibilities
## In Respect of the Annual Report and the Financial Statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations and have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs"), as adopted by the European Union ("EU").

The financial statements are required to give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time its financial position. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website; the work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred in the accounts since they were initially presented on the website. Legislation governing the preparation and dissemination of financial statements may differ from one jurisdiction to another.

Each of the Directors confirm that, to the best of their knowledge:

- the financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group;
- the director's report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that they face.

By Order of the Board

Sonny Lulla
Director
25 March 2024

# Corporate Governance Statement

**Introduction from the Chairman**

The Board of Infrastructure India plc fully endorses the importance of good corporate governance and applies the QCA Corporate Governance Code, published in April 2018 by the Quoted Companies Alliance (the "QCA Code"), which the Board believes to be the most appropriate recognised governance code for a company of the Company's size with shares admitted to trading on the AIM market of the London Stock Exchange. This is a practical, outcome-oriented approach to corporate governance that is tailored for small and mid-size quoted companies in the UK and which provides the Company with the framework to help ensure that a strong level of governance is maintained.

As Chairman, I am responsible for leading an effective board, fostering a good corporate governance culture, maintaining open communications with the major shareholders and ensuring appropriate strategic focus and direction for the Company.

Notwithstanding the Board's commitment to applying the QCA Code, we will not seek to comply with the QCA Code where strict compliance in the future would be contrary to the primary objective of delivering long-term value for IIP's shareholders and stakeholders. However, we do consider that following the QCA Code, and a framework of sound corporate governance and an ethical culture, is conducive to long-term value creation for IIP shareholders.

All members of the Board believe strongly in the importance of good corporate governance to assist in achieving objectives and in accountability to IIP's stakeholders. In the statements that follow, the Company explains its approach to governance in more detail.

**QCA Code - Governance Principles**

The QCA code is constructed around 10 broad principles of corporate governance. These principles are as follows:

**Deliver Growth**

1. Establish a strategy and business model which promote long term value for shareholders.
2. Seek to understand and meet shareholder needs and expectations
3. Take into account wider stakeholder and social responsibilities and their implications for long- term success
4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

**Maintain a dynamic management framework**

5. Maintain the board as a well-functioning, balanced team led by the chair
6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities
7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement
8. Promote a corporate culture that is based on ethical values and behaviours
9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

**Build Trust**

10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

**Principle 1 Establish a strategy and business model which promote long-term value for shareholders**

IIP is an AIM quoted closed end investment company investing in core economic infrastructure.

The Company's Investment Strategy is as follows:

The Company will invest at the asset level or through specific holding companies (not by investing in other funds or in the equity of non-specific parent companies) in infrastructure projects in India. Such investments are to be focused on the broader sectors of:

- Energy – including assets involved in electricity generation, transmission and distribution; infrastructure assets related to oil and gas, service provision and transmission; renewable fuel production and renewable energy assets; and
- Transport – including investment in roads, rail, ports and airport assets, and associated transport interchanges and distribution hubs.

Additionally, the Company may make investments in other economic and social infrastructure sectors within India where opportunities arise and which the Board considers offer similar risk and return characteristics to those found within the energy and transport sectors.

In common with other investing companies in the sector, access to projects and valuable assets is competitive and challenging but the Board is confident of its ability and that of its investment manager, to continue to source attractive investment opportunities given close relationships with a number of companies and their management teams, and recognition of the Board's experience and strong network.

**Status of the Company's Portfolio**
Details of the Company's portfolio are contained on the Company's website at Portfolio (iiplc.com) and a full update of the investments including investment details, a description of investments, key developments and valuations are available through the Company's announcements which are also available on the Company's website at https://www.iiplc.com/regulatory-news/

**Principle 2 Seek to understand and meet shareholder needs and expectations**

The Company is committed to engaging and communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. All Board members have responsibility for shareholder liaison but queries are primarily delegated to the Company's Advisors in the first instance or the Company's CEO. Contact details for the Company's advisors are contained on the Company's website https://www.iiplc.com/contact/.

Copies of the annual and interim reports are sent to all shareholders and copies can be downloaded from the Company website https://www.iiplc.com/investor-relations/financial-reports/ alternatively, they are available on request by writing to the Company Secretary at 55 Athol Street, Douglas, Isle of Man IM 1 1LA. Other Company information for shareholders is also available on the website.

The Company also engages with shareholders at its AGM in each year, which gives investors the opportunity to enter into dialogue with the Board and for the Board to receive feedback and take action if and when necessary. The results of the AGM are subsequently announced via RNS and published on the Company's website. Feedback from, and engagement with, substantial shareholders has historically been successful in ensuring, for example, material transactions are suitably structured with shareholder considerations in mind.

Updates relating to the financing, restructuring of existing loans, and asset transactions is communicated to investors via RNS announcements, and circulars where appropriate. All announcements are available on the Company's website https://www.iiplc.com/news/regulatory-news/.

The company secretary is also available for shareholders to contact on matters of governance and investor relations.

**Principle 3 Take into account wider stakeholder and social responsibilities and their implications for long-term success.**

The Board is aware that engaging with IIP's stakeholders strengthens relationships, assists the Board in making better business decisions and ultimately promotes the long-term success of IIP. The group's stakeholders include shareholders, members of staff of investee companies and of Advisors and other service providers, suppliers, auditors, lenders, regulators, industry Bodies and the surrounding communities of where its investments are located.

The Board as a whole are responsible for reviewing and monitoring the parties contracted to the Company, including their service terms and conditions. In the absence of a formal audit committee, the Board as a whole considers and monitors the risks to the Company.

The Company's portfolio consists of Distribution Logistics Infrastructure Private Limited (DLI), Shree Maheshwar Hydel Power Corporation Limited, India Energy Limited and India Hydropower Development Company LLC (together the Portfolio).

The Board is regularly updated on wider stakeholder views and issues concerning the Portfolio both formally at Board meetings and informally through ad hoc updates. Representatives involved with the investment portfolio are invited to join Board meetings and provide a report to the Board. Engagement in this manner enables the Board to receive feedback and equips them to make decisions affecting the business.

The Board recognises the importance of its social responsibilities concerning its investment decisions. The Company has made investments in infrastructure projects that seek to make a contribution to the development of communities in which they are located.

As detailed in the Company's Admission document, a full analysis of the Company's social responsibility and ways to address issues was undertaken. The Admission Document (dated 11 February 2011) is available on the Company's website: https://www.iiplc.com/investor-relations/downloads/

The Board adheres to the Company's Corporate Social Responsibility policy, an extract of which is summarised as follows:

*The Enlarged Group will ordinarily make investments in infrastructure projects that seek to make a contribution to the development of communities in which they are located. In planning its activities, the Board will give consideration to evaluating the social impact of proposed developments with a view to promoting where possible local employment and the delivery of other local benefits, and mitigating negative impacts to the extent possible. The Company intends to establish a community projects trust (the "Trust") and will contribute to the Trust up to 2 per cent. of the net realised gains derived from the re-financing of operational projects and of the net profit derived from any disposal of equity interests in operational projects. It is intended that the Trust will support community based education, training and employment initiatives designed to foster social inclusion in communities where the Group is active.*

The Company is committed to continuing engagement with all stakeholders.

**Principle 4 Embed effective risk management, considering both opportunities and threats, throughout the organisation.**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and price risk), credit risk, liquidity risk and interest rate risk.

Risk is monitored and assessed by the Board as a whole and are responsible for ensuring that the financial performance of the Company is properly monitored and reported. This process includes reviews of annual and interim accounts, results announcements, internal control systems, procedures and accounting policies. Risk management is carried out by the Board of Directors. The Board identifies and evaluates financial risks in close co-operation with the Asset Manager and the key risk factors for the Company are contained in the Financial Statements for the year ended 31 March 2023.

**Principle 5 Maintain the board as a well-functioning, balanced team led by the chair.**

The Board has five members, three of which are non-executive.

Tom Tribone is the Company's Chairman, Sonny Lulla is the Company's Chief Executive and Rob Venerus, Graham Smith and M.S. Ramachandran are the Company's three Non-Executive Directors. M.S. Ramachandran is considered an independent director. Graham Smith is also considered to be an independent director, notwithstanding the fact that FIM Capital Limited, of which he is a director, provides administration and accounting services to the Company.

There is no formal audit committee in place at this time, but the function is supported and informally carried out by independent director Graham Smith. Until suitable committee members are identified, the Board as a whole will deal with matters normally reserved for the Audit Committee.

The Board receives detailed reports from FIM Capital Limited, the administrator and Company Secretary to the Company covering updates to relevant legalisation and rules to ensure they remain fully informed and able to make informed decisions.

All the Directors biographies are published on the Company's website and outlined below: https://www.iiplc.com/team/board-of-directors/

The Directors devote sufficient time to ensure the Company's affairs are managed as efficiently as possible. The Board aims to hold at least 4 meetings each year with further ad hoc meetings held as required.

The Directors devote sufficient time to ensure the Company's affairs are managed as efficiently as possible.

**Board Meetings Attendance**

| Board Meetings | Date | R Venerus | T Tribone | S Lulla | MS Ramachandran | GSmith |
|---|---|---|---|---|---|---|
| 1 | 30.08.2022 (telephone call between Independent Directors) | | | | x | x |
| 2 | 20.12.2022 (telephone call between Directors) | x | x | x | x | x |
| 3 | 23.03.2023 (telephone call between Independent Directors) | | | | x | x |
| 4 | 30.03.2023 (telephone call between Directors) | - | - | x | x | x |
| 5 | 10.04.2023 (telephone call between Independent Directors) | | | | x | x |
| 6 | 31.05.2023 (telephone call between Independent Directors) | | | | x | x |
| 7 | 28.07.2023 (telephone call between Directors) | - | x | x | x | x |

**Principle 6 Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities.**

The Directors have extensive experience in infrastructure fund management and a strong track record of value creation.

The Board believes it has the correct balance of skills, reflecting a broad range of commercial and professional skills across geographies and industries that is necessary to ensure the Company is equipped to deliver its investment objective. Additionally, each Director has experience in public markets.

The Directors and their roles and key personnel are displayed on the Company's website https://www.iiplc.com/team/board-of-directors/ and a statement of the Directors responsibilities is also included in the Statement of Directors' Responsibilities.

The Directors receive an ad hoc guidance on certain matters concerning, for example, the AIM Rules for Companies from the Company's Nominated Adviser and Broker as well as receiving updates on the regulatory environment from FIM, who provide specialist fund administration services to a variety of closed ended funds and collective investment schemes.

The role and responsibilities of the Directors are set out in the Statement of Directors' Responsibilities at the foot of this document.

All Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.

**Principle 7 Evaluate board performance based on clear and relevant objectives, seeking continuous improvement.**

Board evaluations will take place periodically, whereby Board members will be asked to complete and return an effectiveness questionnaire across a variety of criteria, then return these to the Company Secretary, who, where necessary, would seek clarification on any responses given. Responses will then be recorded anonymously to enable the Board to have open follow-up discussions on the aggregated evaluation data.

The criteria against which the Board complete periodic self-evaluations of performance will be based on externally determined guidelines appropriate to the composition of the Board and the Company's operation, including Board sub-committees. The scope of the self-evaluation exercise will be re-assessed in each instance to ensure appropriate depth and coverage of the Board's activities consistent with corporate best practice.

The Board effectiveness questionnaire underlying the board evaluation process assesses the composition, processes, behaviours and activities of the board through a range of criteria, including board size and independence, mix of skills (for example corporate governance, financial, industry and regulatory) and experience, and general corporate governance considerations in line with the QCA code.

All Board appointments have been made after consultation with advisers and with major shareholders in some cases. Detailed due diligence is carried out on all new potential board candidates. The Board will consider using external advisers to review and evaluate the effectiveness of the Board and Directors in future to supplement internal evaluation processes. Additionally, the Board will consider the need to undertake formal and periodic succession planning.

The Independent Directors have remained independent throughout their office, and due to the close- knit working environment and size of the Board, performance evaluations will be on an ongoing and ad-hoc basis to ensure that they are committed to the progress and success of the Company and that their contribution is effective.

When the Board wishes to complete a periodic evaluation process, the relevant materials and guidance in respect of this process, following current best practice at the time of the evaluation, is available from and provided by FIM.

Given the stage of the Company's maturity and its contracted external management, the responsibilities of a nomination committee are delegated to the Board, and there are no formal succession planning processes in place. The Board intends to keep this under review in the future.

**Principle 8 Promote a corporate culture that is based on ethical values and behaviours.**

The Board is mindful that the tone and culture set by the Board will impact many aspects of the Company and the way that stakeholders behave and form views.

The Board welcomes the views of all stakeholders who can contact the Directors and / or the Company Secretary by email / telephone and ensures that the Company has the means to determine that ethical values and behaviours are met through the adoption of appropriate company-wide policies.

As stated earlier the Company has extensively considered its wider social responsibilities and the steps taken to actively address these. Details are contained in the Company's Admission Document, https://www.iiplc.com/investor-relations/downloads/ In particular, the Company will ordinarily make investments in infrastructure projects that seek to make a contribution to the development of communities in which they are located. In planning its activities the Board will give consideration to evaluating the social impact of proposed developments with a view to promoting where possible local employment and the delivery of other local benefits, and mitigating negative impacts to the extent possible.

The Company promotes and supports the rights and opportunities of all people to seek, obtain and hold employment without discrimination. It is our policy to make every effort to provide a working environment free from bullying, harassment, intimidation and discrimination on the basis of disability, nationality, race, sex, sexual orientation, religion or belief.

The Company is also committed to being honest and fair in all its dealings with partners, contractors and suppliers. Procedures are in place to ensure that any form of bribery or improper behaviour is prevented from being conducted on the Company's behalf by investee companies, contractors and suppliers. The Company also closely guards its information entrusted to it by investee companies, contractors and suppliers, and seeks to ensure that it is never used improperly.

In order to comply with legislation or regulations aimed at the prevention of money laundering the Fund has adopted anti-money laundering and anti-bribery procedures.

**Principle 9 Maintain governance structures and processes that are fit for purpose and support good decision-making by the board.**

A description of each board member and their experience, the role of the Audit Committee functions, carried out by the Board as a whole and that neither a Nomination or Remuneration Committee exists are displayed on the website at https://www.iiplc.com/team/board-of-directors/

Responsibilities of the Board

The Board of Directors is responsible for the determination of the investment policy of the Company and for its overall supervision via the investment policy and objectives that it has set out. The Board is also responsible for the Company's day-to-day operations. In order to fulfil these obligations, the Board has delegated operations through arrangements with the Investment Adviser and Administrator.

The Company has not established nomination and remuneration committees as it is satisfied that any issues can be considered by the Board.

The Board intends to meet formally at least four times each year. At each Board meeting the financial performance of the Company and all other significant matters are reviewed so as to ensure the Directors maintain overall control and supervision of the Company's affairs. The Board receives investment reports from the Asset Manager and Valuation and Portfolio Services Adviser and management accounts from the Administrator. The Board maintains regular contact with all its service providers and are kept fully informed of investment and financial controls and any other matters that should be brought to the attention of the Directors. The Directors also have access where necessary to independent professional advice at the expense of the Company.

The Chairman, is responsible for leading an effective board, fostering a good corporate governance culture, maintaining open communications with the major shareholders and ensuring appropriate strategic focus and direction.

The Chief Executive Officer has overall responsibility for managing the day to day operations of the Company and the Board as a whole is responsible for implementing the Company's strategy.

In addition to these, the Directors review and approve the following matters:

- Strategy and management
- Policies and procedures
- Financial reporting and controls
- Capital structure
- Contracts
- Shareholder documents / Press announcements
- Adherence to Corporate Governance and best practice procedures

**Principle 10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.**

The Company communicates with shareholders through the Annual Report and Financial statements, full-year and half-year announcements, the Annual General Meeting and investors can email the Directors and Company Secretary with any queries they may have.

The website includes information in relation to the outcome of shareholder voting under the regulatory news section pursuant to the AIM rules.

If a significant proportion of independent votes were to be cast against a resolution at any general meeting, the Board's policy would be to engage with the shareholders concerned in order to understand the reasons behind the voting results. Following this process, the Board would make an appropriate public statement via this website regarding any different action it has taken, or will take, as a result of the vote.

Historical information is available on the website:

The Company's financial reports for the last five years can be found here https://www.iiplc.com/investor-relations/financial-reports/

Notices of General Meetings of the Company for the last five years can be found here https://www.iiplc.com/investor-relations/downloads/

## Committees

**Audit Committee**

As stated in Principle 5 above, the Company intends to appoint an additional Independent Non-Executive Director to the Board in due course, who will also serve on the Audit Committee. Until such time as the appointment is made, the Board as a whole will deal with matters normally reserved for the Audit Committee.

**Remuneration Committee and Nomination Committee**
As stated in principle 9, there is no Remuneration Committee or Nomination Company in existence.

The Company has not established a remuneration committee as it is satisfied that any issues can be considered by the Board as a whole.

Details of the directors' remuneration can be found in the Financial Statements for the year ended 31 March 2023.

# Independent Auditor's Report to the Members of Infrastructure India Plc

**Opinion**

We have audited the financial statements of Infrastructure India Plc and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise the consolidated Statement of Comprehensive Income, the consolidated Statement of Financial Position, the consolidated Statement of Changes in Equity, the consolidated Statement of Cash Flows and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the group's affairs as at 31 March 2023, and of the group's results for the year then ended;

- have been properly prepared in accordance with IFRSs as adopted by the European Union;

**Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of matter – financial statements prepared on a basis other than going concern**

We draw attention to note 2(d) in the financial statements which explains that for the Group to repay its loans, which are due to mature in May 2024, they are actively pursuing a sale of their investments in DLI and IEL, and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than going concern as described in note 2(d). Our opinion is not modified in respect of this matter.

**Emphasis of matter – valuation of investments at fair value**

As described in accounting policy note 3.8, management have elected to value investments in subsidiaries at fair value through profit and loss. The fair value has been determined based on a valuation model as discussed in notes 5 and 12. The fair value model estimates the present fair value of the investments using a discounted cashflow analysis, based on assumptions about the future performance of the investments. In the current year, the discounted cashflow analysis basis of valuation only applies to the investment in IHDC. The fair value of DLI and IEL has been determined based on expected sales value as described in note 3.9 and those investments have been reclassified as held for sale since the prior year.

We have determined that the valuation model for IHDC (valued at £17.3m) is suitable for inclusion in these financial statements. It is, however, subject to high estimation uncertainty and we draw your attention to the disclosures made in notes 5 and 12 and to the sensitivity analyses presented in note 12.

In respect of the high estimation uncertainty we note that owing to the forward-looking nature of the projections and the lack of past performance history and financial information, it is not possible to corroborate certain key unobservable inputs in the projections, such as expected start date of commercial operations, market size, market share, price points, forecast annual growth rates and EBITDA margins and operational efficiency estimates. These projections are based on management estimates and actual results could therefore differ materially from the amounts presented in the financial statements.

**Capability of the audit in detecting irregularities, including fraud**

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- we identified the laws and regulations applicable to the Company through discussions with Directors and other management, and from our commercial knowledge and experience of the sector;
- we made specific requests of component auditors within the Group to determine their approach to detecting irregularities, including fraud and non-compliance with laws and regulations, and considered their findings as part of our approach;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the Company, including company law, taxation legislation, anti-bribery, environmental and health and safety legislation;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the Company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations; and
- understanding the design of the Company's remuneration policies.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with tax authorities, relevant regulators and the company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the Directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Matters on which we are required to report by exception**

In the light of our knowledge and understanding of the group and their environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group'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 directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

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

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 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 directors.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

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.

**Use of our report**

This report is made solely to the company’s members, as a body, in accordance with the terms of our engagement letter. Our audit work has been undertaken so that we might state to the company’s members those matters we are required to state to them in an auditor’s report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company’s members as a body, for our audit work, for this report, or for the opinions we have formed.

**Baker Tilly Isle of Man LLC**
**Chartered Accountants**
P O Box 95
2a Lord Street
Douglas
Isle of Man
IM99 1HP

25 March 2024

# Consolidated Statement of Comprehensive Income
# for the year ended 31 March 2023

| **Continuing operations** | **Note** | **2023 £'000** | **2022 £'000** |
|---|---|---|---|
| Movement in fair value on investments at fair value through profit or loss | 12 | (1,203) | (2,202) |
| Commitment fee income | | 210 | - |
| Foreign exchange (loss)/gains | | (13,252) | (9,839) |
| Asset management and valuation services | 7 | (5,520) | (5,520) |
| Other administration fees and expenses | 6 | (2,202) | (3,246) |
| **Operating loss** | | (21,967) | (20,807) |
| Finance costs | 8 | (37,277) | (27,617) |
| **Loss before taxation** | | (59,244) | (48,424) |
| Taxation | 9 | - | - |
| **Loss for the year** | | **(59,244)** | **(48,424)** |
| Other comprehensive income | | **-** | - |
| **Total comprehensive loss – continuing operations** | | **(59,244)** | **(48,424)** |
| Total comprehensive loss – discontinued operations | 13 | (78,909) | (91,601) |
| **Total comprehensive loss** | | **(138,153)** | **(140,025)** |
| **Basic and diluted loss per share (pence)** | 10 | **(20.26)p** | **(20.54)p** |

The notes referred to above form an integral part of the financial statements.

# Consolidated Statement of Financial Position
# at 31 March 2023

| | Note | 2023<br>£'000 | 2022<br>£'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Investments at fair value through profit or loss | 12 | 17,334 | 18,537 |
| **Total non-current assets** | | 17,334 | 18,537 |
| | | | |
| **Current assets** | | | |
| Debtors and prepayments | | 40 | 229 |
| Cash and cash equivalents | | 322 | 347 |
| Assets held for sale | 13 | 81,779 | 156,474 |
| **Total current assets** | | 82,141 | 157,050 |
| | | | |
| **Total assets** | | 99,475 | 175,587 |
| | | | |
| **Current liabilities** | | | |
| Trade and other payables | 14 | (9,474) | (3,129) |
| Long term loans & borrowings | 15 | (274,926) | - |
| **Total current liabilities** | | (284,400) | (3,129) |
| | | | |
| **Long-term liabilities** | | | |
| | 15 | - | (219,230) |
| **Total long-term liabilities** | | - | (219,230) |
| | | | |
| **Total liabilities** | | (284,400) | (222,359) |
| | | | |
| **Net liabilities** | | **(184,925)** | **(46,772)** |
| | | | |
| **Equity** | | | |
| Ordinary share capital | 16 | 6,821 | 6,821 |
| Share premium | 16 | 282,808 | 282,808 |
| Retained earnings | | (474,554) | (336,401) |
| **Total equity** | | **(184,925)** | **(46,772)** |

The notes referred to above form an integral part of the financial statements.

These financial statements were approved by the Board on 25 March 2024 and signed on their behalf by

Sonny Lulla
Chief Executive

Graham Smith
Director

# Consolidated Statement of Changes in Equity
# for the year ended 31 March 2023

| | Share capital £'000 | Share premium £'000 | Retained earnings £'000 | Total £'000 |
|---|---|---|---|---|
| **Balance at 1 April 2021** | 6,821 | 282,808 | (196,376) | 93,253 |
| **Total comprehensive loss for the year** | | | | |
| Loss for the year-continuing operations | - | - | (48,424) | (48,424) |
| Loss for the year-discontinued operations | - | - | (91,601) | (91,601) |
| **Total comprehensive loss for the year** | - | - | (140,025) | (140,025) |
| **Balance at 31 March 2022** | **6,821** | **282,808** | **(336,401)** | **(46,772)** |
| **Balance at 1 April 2022** | 6,821 | 282,808 | (336,401) | (46,772) |
| **Total comprehensive loss for the year** | | | | |
| Profit for the year – continuing operations | - | - | (59,244) | (59,244) |
| Profit for the year – discontinued operations | - | - | (78,909) | (78,909) |
| **Total comprehensive loss for the year** | - | - | **(138,153)** | **(138,153)** |
| **Balance at 31 March 2023** | **6,821** | **282,808** | **(474,554)** | **(184,925)** |

The notes referred to above form an integral part of the financial statements.

# Consolidated Statement of Cash Flows
# for the year ended 31 March 2023

| | Note | Group 2023 £'000 | 2022 £'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit / (Loss) for the year | | (138,153) | (140,025) |
| *Adjustments:* | | | |
| Movement in fair value on investments at fair value through profit or loss | 12 | 1,203 | 2,202 |
| Finance costs | 8 | 37,277 | 27,617 |
| Foreign exchange loss/(gain) | | 13,252 | 9,839 |
| | | (86,421) | (100,367) |
| Increase in debtors and prepayments | | 189 | (76) |
| Increase/(decrease) in trade and other payables | | 6,345 | 1,416 |
| **Net cash utilised by operating activities – continuing operations** | | **(79,887)** | **(99,027)** |
| Net cash utilised by operating activities – discontinued operations | 13 | 78,911 | 91,601 |
| **Net cash utilised by operating activities** | | **(975)** | **(7,426)** |
| | | | |
| **Cash flows from investing activities** | | | |
| Purchase of investments | | - | - |
| Purchase of fixed assets | | - | - |
| **Cash utilised by investing activities – continuing operations** | | **-** | **-** |
| Cash utilised by investing activities – discontinued operations | 13 | (4,216) | (5,971) |
| **Cash utilised by investing activities** | | **(4,216)** | **(5,971)** |
| | | | |
| **Cash flows from financing activities** | | | |
| Loans received | | 5,163 | - |
| **Net cash utilised by financing activities** | | **5,163** | **-** |
| | | | |
| **Decrease in cash and cash equivalents** | | **(29)** | **(13,397)** |
| Cash and cash equivalents at the beginning of the year | | 347 | 13,656 |
| Effect of exchange rate fluctuations on cash held | | 4 | 88 |
| **Cash and cash equivalents at the end of the year** | | **322** | **347** |

The notes referred to above form an integral part of the financial statements.

# Notes to the Financial Statements for the year ended 31 March 2023

## 1. General information

The Company is a closed-end investment company incorporated on 18 March 2008 in the Isle of Man as a public limited company. The address of its registered office is 55 Athol Street, Douglas, Isle of Man.

The Company is listed on the AIM market of the London Stock Exchange.

The Company and its subsidiaries (together the Group) invest in assets in the Indian infrastructure sector, with particular focus on assets and projects related to energy and transport.

## 2. Basis of preparation

### (a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU.

The financial statements were authorised for issue by the Board of Directors on 25 March 2024.

### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments at fair value through profit or loss which are measured at fair value in the Statement of Financial Position.

### (c) Functional and presentation currency

These financial statements are presented in Sterling, which is the Group's functional currency. All financial information presented in Sterling has been rounded to the nearest thousand, unless otherwise indicated.

### (d) Going concern

IAS 1 requires management to prepare financial statements on a going concern basis unless they conclude that preparation on a basis other than going concern is more appropriate.

At 31 March 2023, the Group has net liabilities of £184.9m which includes loan financing of £274.9m maturing in on 15 May 2024. The Group's ability to repay these loans is dependent on proceeds from the sale of its investments.

The principal investment in Distribution Logistics Infrastructure Limited ('DLI') is valued at £78.8 million. This valuation was determined through initial non-binding talks with an independent third party regarding DLI's potential sale. This valuation reflects the offer price and is amended for purchase price adjustments. The offer is subject to due diligence and further negotiation and if a sale is agreed the final value may be higher or lower than the amount presented in the financial statements. The company is assessing the potential transaction and associated timelines, but definitive agreements for DLI's sale are not assured from these discussions.

The Board has concluded that the Group cannot be considered a going concern and as a result the financial statements for the year ended 31 March 2023 have been prepared on a basis other than that of going concern. The investments holdings in DLI and IEL were moved to Assets held for sale in the prior year and are carried at the expected realisable amounts as per IFRS 5. Other than the reclassification, there is no impact to the financial information as a result of changing to this basis as investments were already being carried at realisable amounts.

The financial statements do not include any provision for the future costs except to the extent that such costs were committed at the end of the reporting period.

### (e) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

## 3. Summary of significant accounting policies

### 3.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries and subsidiary undertakings). Control is achieved where the Company has power over an investee, exposure or rights to variable returns and the ability to exert power to affect those returns.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated Statement of Comprehensive Income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

The Directors consider the Group to be an investment entity as defined by IFRS 10 Consolidated Financial Statements as it meets the following criteria as determined by the accounting standard;

- Obtains funds from one or more investors for the purpose of providing those investors with investment management services;
- Commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
- Measures and evaluates the performance of substantially all of its investments on a fair value basis.

As an investment entity under the terms of the amendments to IFRS 10 Consolidated Financial Statements, the Group is not permitted to consolidate its controlled portfolio entities.

### 3.2 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

The Directors are of the opinion that the Group is engaged in a single segment of business being investment in infrastructure assets in one geographical area, being India.

### 3.3 Income

Dividend income from investments is recognised when the right to receive payment has been established, normally the ex-dividend date.

Interest income is recognised on an accruals basis using the effective interest method.

### 3.4 Expenses

All expenses are recognised on an accruals basis and are presented as revenue items except for expenses that are incidental to the disposal of an investment which are deducted from the disposal proceeds.

### 3.5 Taxation

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax payable also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for;

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### 3.6 Foreign currency transactions

*Transactions and balances*

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity investments, a financial liability designated as a hedge of the net investment in a foreign operation that is effective, or qualifying cash flow hedges, which are recognised in other comprehensive income.

*Foreign operations*

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Sterling at exchange rates at the reporting date. The income and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to Sterling at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve (translation reserve) in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity.

### 3.7 Financial instruments

*i. Initial recognition and measurement*

The Group initially recognises financial assets and financial liabilities on the date in which it becomes a party to the contractual provisions of the instrument. Financial assets or financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

*ii. Classification and subsequent measurement*

*Classification of financial assets*

On initial recognition, the Group classifies financial assets as measured at amortised cost or fair value if it meets both the following conditions;

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payment of principal and interest.

A financial asset that meets the following conditions are measured subsequently at fair value through other comprehensive income ("FVTOCI”);

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss ("FVTPL").

*Subsequent measurement of financial assets at amortised cost*

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

*Subsequent measurement of financial assets at FVTPL*

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including foreign exchange gains and losses, are recognised in the Consolidated Statement of Comprehensive Income.

*Financial liabilities – Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL. Financial liabilities at FVTPL are measured at fair value, and net gains and losses, including any interest expense, are recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

*iii. Fair value measurement*

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

Where there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in a pricing transaction.

*iv. Amortised cost measurement*

The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

*v. Impairment*

*Measurement of ECLs*

The Group recognises loss allowances for Expected Credit Losses ("ECLs") on financial assets measured at amortised cost. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Fund expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

*Credit-impaired financial assets*

At each reporting date, Financial assets that are carried at amortised cost are reviewed to determine whether there is objective evidence of impairment. If any such indication exists, an impairment loss is recognised in the profit or loss as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

*vi. Derecognition*

A financial asset is derecognised when the contractual rights to the cash flows from the asset expire, or the Group transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset that is derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

### 3.8 Investments

Investments of the Group are categorised as at fair value through profit or loss and are measured at fair value. Unrealised gains and losses arising from revaluation are taken to the profit or loss.

The Group has taken advantage of an exemption in IAS 28, Investments in Associates, which permits investments in associates held by venture capital organisations, investment funds and similar entities to account for such investments at fair value through profit or loss.

The fair value of unquoted securities is estimated by the Directors using the most appropriate valuation techniques for each investment.

### 3.9 Assets held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

### 3.10 Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangement entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments are recorded at proceeds received net issue costs.

### 3.11 Provisions

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation, and the obligation can be reliably measured. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

### 3.12 Share issue costs

The share issue costs of the Company directly attributable to the placing that would otherwise have been avoided have been taken to the share premium account.

### 3.13 Dividend distribution

Dividend distribution to the Company’s shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved.

### 3.14 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

### 3.15 Interest expense

Interest expenses for borrowings are recognised within finance costs in the profit or loss using the effective interest rate method.

### 3.16 Changes in accounting policies

**Adoption of new and revised standards and interpretations**

As from 1 April 2022, the Group adopted all changes to IFRS which are relevant to its operations. This adoption did not have a material effect on the consolidated financial statements of the Group.

The following standards, amendments to standards and interpretations have been issued but are not yet effective for annual periods beginning on 1 April 2022 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

The following amended standards and interpretations are not expected to have a significant impact on the Group's consolidated financial statements:

- Disclosure of accounting policies (Amendments to IAS 1 and IFRS Practice Statement 2) - effective for annual period beginning on or after 1 January 2023
- Definition of Accounting Estimate (Amendments to IAS 8) - effective for annual period beginning on or after 1 January 2023
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction – Amendments to IAS 12 Income Taxes - effective for annual period beginning on or after 1 January 2023
- Initial Application IFRS 17 and IFRS 9 – Comparative Information (Amendments to IFRS 17) – effective for annual period beginning on or after 1 January 2023
- Classification of liabilities as current or non-current (Amendments to IAS 1) – effective for annual period beginning on or after 1 January 2024
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) – effective for annual period beginning on or after 1 January 2024
- Non-current Liabilities with Covenants (Amendments to IAS 1) – effective for annual period beginning on or after 1 January 2024
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28) – effective for annual period beginning on or after January 2024

## 4. Capital and financial risk management

**Capital management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and other long term loans as shown in the consolidated statement of financial position, less cash and cash equivalents.

The following table summarises the capital of the Group:

| | 2023<br>£'000 | 2022<br>£'000 |
|---|---|---|
| Long and short term loans and borrowings | 274,926 | 219,230 |
| Less: cash and cash equivalents | (322) | (347) |
| **Net debt** | 274,604 | 218,883 |
| Total equity | (184,925) | (46,772) |
| **Total capital** | **89,679** | **172,111** |
| **Gearing ratio** | **306.21%** | **127.18%** |

**Financial risk management**
The Group's activities expose it to a variety of financial risks: market risk (including currency risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

Risk management is carried out by the Board of Directors. The Board identifies and evaluates financial risks in close co-operation with the Asset Manager.

**(a) Market risk**

*(i) Foreign exchange risk*

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Indian Rupee ("INR"). Foreign exchange risk arises from future commercial transactions, recognised monetary assets and liabilities and net investments in foreign operations.

Net assets denominated in Indian Rupee at the year-end amounted to £99.1 million (2022: £161.9 million), representing the Group's investments in Indian Companies. At 31 March 2023, had the exchange rate between the Indian Rupee and Sterling increased or decreased by 10% with all other variables held constant, the increase or decrease respectively in net assets would amount to approximately £9.9 million (2022: £16.19 million). This exposure is unhedged.

Total liabilities denominated in US$ at the year-end amounted to £274.9 million (2022: £218.9 million), principally comprising loans and borrowings less cash and cash equivalents. At 31 March 2023, had the exchange rate between the US$ and Sterling increased or decreased by 10% with all other variables held constant, the increase or decrease respectively in total liabilities would amount to approximately £27.5 million (2022: £21.9 million). This exposure is unhedged.

*(ii) Market price risk*

The Group is exposed to market risk arising from its investment in unlisted Indian infrastructure companies due to factors that affect the overall performance of the financial markets. These investments present a risk of capital loss. The Board is responsible for the selection of investments and monitoring exposure to market price risk. All investments are in Indian infrastructure projects.

If the value of the Group's investment portfolio had increased by 10%, the Group's net assets would have increased by £7.9 million (2022: £16.2 million). A decrease of 10% would have resulted in an equal and opposite decrease in net assets.

*(iii) Cash flow and fair value interest rate risk and sensitivity*

The Group's cash and cash equivalents are invested at short term market interest rates. Loans and borrowings attract fixed interest rates as detailed in note 15.

The table below summarises the Group's exposure to interest rate risks. It includes the Groups' financial assets and liabilities at the earlier of contractual re-pricing or maturity date, measured by the carrying values of assets and liabilities.

| 31 March 2023 | Under 1 month £'000 | 1 month to 1 year £'000 | 1 to 5 years £'000 | Over 5 years £'000 | Non-interest bearing £'000 | Total £'000 |
|---|---|---|---|---|---|---|
| **Financial assets** | | | | | | |
| Investments at fair value through profit or loss | - | - | - | - | 17,334 | 17,334 |
| Trade receivables and prepayments | - | - | - | - | 40 | 40 |
| Cash and cash equivalents | 322 | - | - | - | - | 322 |
| Assets held for sale | - | - | - | - | 81,779 | 81,779 |
| **Total financial assets** | **322** | **-** | **-** | **-** | **99,153** | **99,475** |
| **Financial liabilities** | | | | | | |
| Trade and other payables | - | - | - | - | (9,474) | (9,474) |
| Loans and borrowings | - | - | (274,926) | - | - | (274,926) |
| **Total financial liabilities** | **-** | **-** | **(274,926)** | **-** | **(9,474)** | **(284,400)** |

| 31 March 2022 | Under 1 month £'000 | 1 month to 1 year £'000 | 1 to 5 years £'000 | Over 5 years £'000 | Non-interest bearing £'000 | Total £'000 |
|---|---|---|---|---|---|---|
| **Financial assets** | | | | | | |
| Investments at fair value through profit or loss | - | - | - | - | 18,537 | 18,537 |
| Trade receivables and prepayments | - | - | - | - | 229 | 229 |
| Cash and cash equivalents | 347 | - | - | - | - | 347 |
| Assets held for sale | - | - | - | - | 143,351 | 143,351 |
| **Total financial assets** | **347** | **-** | **-** | **-** | **162,117** | **162,464** |
| **Financial liabilities** | | | | | | |
| Trade and other payables | - | - | - | - | (3,146) | (3,146) |
| Loans and borrowings | - | - | (219,230) | - | - | (219,230) |
| **Total financial liabilities** | **-** | **-** | **(219,230)** | **-** | **(3,146)** | **(222,376)** |

**(b) Credit risk**

Credit risk may arise from a borrower failing to make required payments on investments, cash balances and debtor balances. The amount of credit risk is equal to the amounts stated in the statement of financial position for each of these assets. All the cash balances are held with various Barclays bank accounts. The Standard & Poor's credit rating of Barclays Bank plc is A-1.

**(c) Liquidity risk**

Liquidity risk is the risk that the Group may be unable to meet short term financial demands. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group aims to maintain flexibility in funding.

Residual undiscounted contractual maturities of financial liabilities:

| 31 March 2023 | Less than 1 month | 1 to 3 months | 3 months to 1 year | 1 to 5 years | Over 5 years | No stated maturity |
|---|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| **Financial liabilities** | | | | | | |
| Trade and other payables | - | - | 9,474 | - | - | - |
| Loans and borrowings | - | - | - | 274,926 | - | - |
| **Total** | **-** | **-** | **9,474** | **274,926** | **-** | **-** |

| 31 March 2022 | Less than 1 month | 1 to 3 months | 3 months to 1 year | 1 to 5 years | Over 5 years | No stated maturity |
|---|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| **Financial liabilities** | | | | | | |
| Trade and other payables | - | - | 3,129 | - | - | - |
| Loans and borrowings | - | - | - | 219,230 | - | - |
| **Total** | **-** | **-** | **3,129** | **219,230** | **-** | **-** |

## 5. Critical accounting estimates and assumptions

These disclosures supplement the commentary on financial risk management (see note 4).

**Key sources of estimation uncertainty**

*Determining fair values*

The determination of fair values for financial assets for which there is no observable market prices requires the use of valuation techniques as described in accounting policy 3.8. For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgement depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument. See also "Valuation of financial instruments" below.

**Critical judgements in applying the Group's accounting policies**

*Valuation of financial instruments*

The Group's accounting policy on fair value measurements is discussed in accounting policy 3.8. The Group measures fair value using the following hierarchy that reflects the significance of inputs used in making the measurements:

- Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.
- Level 2: Valuation techniques based on observable inputs, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This category included instruments valued using: quoted market prices in active markets for similar instruments: quoted market prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.
- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Group determines fair values using valuation techniques.

The Group holds investments in several unquoted Indian infrastructure companies. The Directors' valuations of these investments, as shown in note 12, are based on a discounted cash flow methodology or recent transaction prices, prepared by the Group's Asset Manager (Franklin Park Management). The valuations are inherently uncertain and realisable values may be significantly different from the carrying values in the financial statements.

The methodology is principally based on company-generated cash flow forecasts and observable market data on interest rates and equity returns. The discount rates are determined by market observable risk free rates plus a risk premium which is based on the phase of the project concerned.

The tables below analyses financial instruments measured at fair value at the end of the reporting period, by the level in the fair value hierarchy into which the fair value measurements are categorised:

| **31 March 2023** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|
| | **£'000** | **£'000** | **£'000** |
| **Financial assets at fair value through profit or loss (note 12)** | | | |
| India Hydropower Development Company, LLC | - | - | 17,334 |
| **Assets held for sale (Note 13)** | | | |
| Distribution Logistics Infrastructure Private Limited | - | - | 78,579 |
| Indian Energy Limited | - | - | 3,200 |
| **Fair value at year end** | **-** | **-** | **99,113** |

| **31 March 2022** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|
| | **£'000** | **£'000** | **£'000** |
| **Financial assets at fair value through profit or loss (note 12)** | | | |
| India Hydropower Development Company, LLC | - | - | 18,537 |
| **Assets held for sale (Note 13)** | | | |
| Distribution Logistics Infrastructure Private Limited | - | - | 144,619 |
| Indian Energy Limited | - | - | 5,500 |
| **Fair value at year end** | **-** | **-** | **168,656** |

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in level 3 of the fair value hierarchy:

| | **£'000** |
|---|---|
| Fair value brought forward | 168,656 |
| Additional capital injected | 4,216 |
| Movement in fair value | (73,759) |
| **Fair value at year end** | **99,113** |

If the determined discount rates were increased by 1% per annum, the value of unlisted equity securities would fall by £1 million (2022: £2 million).

## 6. Other administration fees and expenses

| | **2023** | **2022** |
|---|---|---|
| | **£'000** | **£'000** |
| Audit fees | 29 | 82 |
| Legal fees | 955 | 310 |
| Corporate advisory fees | 152 | 147 |
| Other professional costs | 400 | 2,323 |
| Administration fees | 165 | 216 |
| Directors' fees (note 17) | 168 | 119 |
| Insurance costs | 9 | 5 |
| Share based payments | (9) | - |
| Other costs | 333 | 44 |
| | **2,202** | **3,246** |

## 7. Investment management, advisory and valuation fees

On 14 September 2016, the Group entered into a revised and restated management and valuation and portfolio services agreement (the "New Management Agreement") with Franklin Park Management, LLC ("Franklin Park" or the "Asset Manager"), the Group's existing asset manager, to effect a reduction in annual cash fees payable by IIP to the Asset Manager. The other terms of the New Management Agreement were unchanged from those of the prior agreement between the parties. A further revision was made in June 2019.

Under the New Management Agreement, the Asset Manager is entitled to a fixed annual management fee of £5,520,000 per annum (the "Annual Management Fee"), payable quarterly in arrears. The Fee Shares will be issued free of charge, on 1 July of each calendar year for the duration of the New Management Agreement.

Fees for the year ended 31 March 2023 were £5,520,000 (31 March 2022: £5,520,000). The amount of outstanding as at 31 March 2023 amounted to £8,280,000 (2022: £2,760,000).

## 8. Finance costs

| | 2023<br>£'000 | 2022<br>£'000 |
|---|---|---|
| Loan interest expense (note 15) | 37,277 | 27,617 |
| | **37,277** | **27,617** |

## 9. Taxation

There is no liability for income tax in the Isle of Man. The Company is subject to tax at a rate of 0%.

The Group is subject to income tax in Mauritius at the rate of 15% on the chargeable income of Mauritian subsidiaries. They are, however, entitled to a tax credit equivalent to the higher of the foreign tax paid and a deemed credit of 80% of the Mauritian tax on their foreign source income. No provision has been made in the accounts due to the availability of tax losses.

## 10. Basic and diluted earnings/(loss) per share

Basic earnings/(loss) per share are calculated by dividing the loss attributable to shareholders by the weighted average number of ordinary shares outstanding during the year.

| | 2023 | 2022 |
|---|---|---|
| Loss attributable to shareholders (£ thousands) | (138,153) | (140,025) |
| Weighted average number of ordinary shares in issue (thousands) | 681,882 | 681,882 |
| **Basic loss per share** | **(20.26)p** | **(20.54)p** |

There is no difference between basic and diluted earnings/(loss) per share.

## 11. Investments in subsidiaries

Since incorporation, for efficient portfolio management purposes, the Group has established or acquired the following subsidiary companies, with certain companies being consolidated and others held at fair value through profit or loss in line with the Amendments to IFRS 10 Consolidated Financial Statements (see note 3.1):

| **Consolidated subsidiaries** | **Country of incorporation** | **Ownership interest** |
|---|---|---|
| Infrastructure India HoldCo | Mauritius | 100% |
| Power Infrastructure India | Mauritius | 100% |
| Power Infrastructure India (Two) | Mauritius | 100% |
| Distribution and Logistics Infrastructure India | Mauritius | 100% |
| Hydropower Holdings India | Mauritius | 100% |
| India Hydro Investments | Mauritius | 100% |
| Indian Energy Mauritius | Mauritius | 100% |

**Non-consolidated subsidiaries held at fair value through profit or loss**

| | | |
|---|---|---|
| **Distribution & Logistics Infrastructure sub group:** | | |
| Distribution and Logistics Infrastructure Private Limited | India | 100.00% |
| Freightstar India Private Limited | India | 100.00% |
| Freightstar Private Limited | India | 99.79% |
| Deshpal Realtors Private Limited | India | 99.76% |
| Bhim Singh Yadav Property Private | India | 99.86% |
| | | |
| **Indian Energy Limited sub group (IEL):** | | |
| Belgaum Wind Farms Private Limited | India | 99.99% |
| iEnergy Wind Farms (Theni) Private Limited | India | 73.99% |
| iEnergy Renewables Private Limited | India | 99.99% |
| | | |
| **India Hydropower Development Company sub group (IHDC):** | | |
| Franklin Park India LLC | Delaware | 100.00% |
| India Hydropower Development Company LLC | Delaware | 50.00% |

## 12. Investments – designated at fair value through profit or loss

At 31 March 2023, the Group held two investments in unlisted equity securities through its wholly owned subsidiaries in Mauritius.

The investments are recorded at fair value as follows:

| | SMH | IHDC | Total |
|---|---|---|---|
| | £'000 | £'000 | £'000 |
| Balance at 1 April 2022 | - | 18,537 | 18,537 |
| Additions | - | - | - |
| Fair value adjustment | - | (1,203) | (1,203) |
| **Balance as at 31 March 2023** | **-** | **17,334** | **17,334** |

(i) Shree Maheshwar Hydel Power Corporation Ltd ("SMH")
(ii) India Hydropower Development Company LLC ("IHDC")

As noted in the Joint Statement from the Chairman and the Chief Executive, the promoter of SMH has not secured the required funding and SMH received a termination order with regard to the historically entered Power Purchase Agreement ("PPA") and Resettlement & Rehabilitation Agreement ("R&R Agreement") from M.P. Power Management Company Limited, a company owned by the Government of Madya Pradesh. The PPA was signed in 1994 and amended in 1996 and the R&R Agreement was signed in 1997. Without a valid PPA and visibility into availability of completion financing, it is impossible to prepare reasonable forecasts. Although IIP retains legal options to extract value for its investment, until further clarity emerges, it is assumed that SMH has no contribution to IIP's valuation.

The investment in IHDC has been fair valued by the Directors as at 31 March 2023 using discounted cash flow techniques, as described in note 5. The discount rate adopted for the investment is the risk free rate (based on the Indian government 10-year bond yields) plus a risk premium of 2.67% for IHDC (2022: 2.67%).

There is no assurance that the estimates resulting from the valuation process will reflect the actual sales price even where such sales occur shortly after the valuation date.

The following table shows the sensitivities of the valuation to discount rates and exchange rates:

| IHDC | | Discount Rate | | | | |
|---|---|---|---|---|---|---|
| | | **9.1%** | **9.6%** | **10.0%** | **10.6%** | **11.1%** |
| INR/£ Exchange Rate | 105.7 | 18.1 | 17.3 | 16.7 | 15.7 | 15.0 |
| | 103.7 | 18.5 | 17.6 | 17.0 | 16.0 | 15.3 |
| | 101.7 | 18.9 | 17.9 | 17.3 | 16.3 | 15.6 |
| | 99.7 | 19.2 | 18.3 | 17.7 | 16.6 | 15.9 |
| | 97.7 | 19.6 | 18.7 | 18.0 | 17.0 | 16.2 |

## 13. Assets held for sale

| | DLI | IEL | Total |
|---|---|---|---|
| | £'000 | £'000 | £'000 |
| Balance at 1 April 2022 | 150,974 | 5,500 | 156,474 |
| Additions | 4,216 | - | 4,216 |
| Fair value adjustment | (76,611) | (2,300) | (78,911) |
| **Balance as at 31 March 2023** | **78,579** | **3,200** | **81,779** |

(i) Distribution Logistics Infrastructure ("DLI")
(ii) Indian Energy Limited ("IEL")

As at 31 March 2023, the Group had pledged 51% of the shares in DLI, totalling 66,677,000 shares of INR 10 each, as part of the terms of a term loan within the underlying investment entity. In addition, the Group had provided a non-disposal undertaking of 51% of the shares in IEL, totalling 25,508,980 shares of 1 penny each, as part of the terms of a loan agreement within the underlying investment entity. As a result these investments have been reclassified as assets held for sale.

The principal investment in Distribution Logistics Infrastructure Limited ('DLI') is valued at £78.6 million (before adjustments to arrive at equity value). This valuation was determined through initial non-binding talks with an independent third party regarding DLI's potential sale. This valuation reflects the offer price and the value of non-core assets which are not included within the offer. The offer is subject to due diligence and further negotiation and if a sale is agreed the final value including the valuation of the non-core assets which are not included in the offer may be higher or lower than the amount presented in the financial statements. The company is assessing the potential transaction and associated timelines, but definitive agreements for DLI's sale are not assured from these discussions.

The Group has committed to the sale of two of the investments, DLI and IEL. Accordingly the investment holding value has been reclassified as Assets held for sale.

The financial performance and cashflow information presented in respect of the year relating to discontinued operations are set out below.

| | 2023 | 2022 |
|---|---|---|
| | £'000 | £'000 |
| Movement in fair value on investments at fair value through profit or loss | (78,909) | (91,601) |
| **Total comprehensive loss – discontinued operations** | **(78,909)** | **(91,601)** |

| | 2023 | 2022 |
|---|---|---|
| | £'000 | £'000 |
| Purchase of investments | (4,216) | (3,223) |
| Purchase of fixed assets | - | (2,748) |
| **Cash utilised by investing activities – discontinued operations** | **(4,216)** | **(5,971)** |

## 14. Trade and other payables

| | 2023 | 2022 |
|---|---|---|
| | £'000 | £'000 |
| Trade payables | 9,373 | 1,674 |
| Accruals and other payables | 101 | 1,455 |
| | **9,474** | **3,129** |

## 15. Loans and borrowings

| | Capital | Interest | Total |
|---|---|---|---|
| | £'000 | £'000 | £'000 |
| Balance as at 1 April 2022 | 176,732 | 42,498 | 219,230 |
| Interest charge for the year | - | 37,277 | 37,277 |
| Capitalised loan interest | 15,637 | (15,637) | - |
| Additional Capital | 5,162 | - | 5,162 |
| Foreign currency effects | 11,677 | 1,580 | 13,257 |
| **Balance as at 31 March 2023** | **209,208** | **65,718** | **274,926** |

On 8 April 2013, the Group entered into a working capital loan facility agreement with GGIC Ltd ("GGIC") for up to US$17.0 million. The loans increased to US$21.5 million in September 2017. The working capital loan has an interest rate of 7.5% per annum, payable semi-annually during the facility period. The Group's ultimate controlling party during the year was GGIC and affiliated parties.

In addition, and on 30 June 2017, the Group entered into an US$8.0 million unsecured bridging loan facility with Cedar Valley Financial ("Cedar Valley"), an affiliate of GGIC and the loan was subsequently increased in multiple tranches to US$64.1 million. The bridging loan has an interest rate of 12% per annum, payable semi-annually during the facility period. Cedar Valley's ultimate controlling party during the year was GGIC and affiliated parties.

From 2 April 2019 both the GGIC and the Cedar Valley loans carried an interest rate of 15% per annum

The Group arranged further debt facility of up to US$105 million (approximately £87.5 million) with IIP Bridge Facility LLC (the "Lender"), an affiliate of GGIC originally on 2 April 2019. A further £6 million was drawn down in August 2022. At 31 March 2023, the US$111 million loan facility had been fully drawn down. The Loan is a secured term loan provided to the Group's wholly owned Mauritian subsidiary, Infrastructure India Holdco. The loan accrues interest daily in a manner that yields a 15% IRR to the Lender (increasing to 18% IRR in the event of default) and payable at maturity, and is secured on all assets of Infrastructure India Holdco, including 100% of the issued share capital of Distribution Logistics Infrastructure India ("DLII"), DLI's Mauritian parent company.

As at 31 March 2023 both the GGIC and Cedar Valley loans had a maturity date of 30 June 2023. While the IIP Bridge Facility LLC loan had a maturity date of 1 April 2023. Although, the loan maturity has been extended until 15 May 2024 post year end (see note 20) it was considered that these be reclassified as Current Liabilities.

## 16. Share capital

| | No. of shares Ordinary shares of £0.01 each | Share capital £'000 | Share premium £'000 |
|---|---|---|---|
| **Balance at 31 March 2023** | **682,084,189** | **6,821** | **282,808** |

## 17. Directors' fees and Directors' interests

The Directors had the following interests in the shares of the Company at 31 March 2023:

| | | |
|---|---|---|
| Sonny Lulla | 1,500,000 | Ordinary Shares |

Details of the Directors' remuneration in the year are as follows:

| | 2023<br>£'000 | 2022<br>£'000 |
|---|---|---|
| Madras Seshamani Ramachandran | 90 | 90 |
| Graham Smith | 60 | 15 |
| | **150** | **105** |
| Subsidiary board members | **18** | 14 |
| | **168** | **119** |

## 18. Related party transactions

**Management services and Directors' fees**

Franklin Park Management LLC ("FPM") is beneficially owned by certain Directors of the Company, namely Messrs Tribone, Lulla and Venerus, and receives fees in its capacity as Asset Manager as described in note 7.

As detailed in note 7, fees payable to FPM in respect of management and consulting services for the year ending 31 March 2023 amounted to £5,520,000 (31 March 2022: £5,520,000). The amount of management and consulting fees outstanding as at 31 March 2023 amounted to £8,280,000 (2022: £2,760,000).

**Loans and borrowings**

See note 15 regarding loans from GGIC and Cedar Valley Financial, including interest charged in the year and accrued at the year-end.

**Administrator**

FIM Capital Limited provides administration services including financial accounting services to the Group. The fees paid to the Administrator for the year amounted to £120,000 (2022: £120,000). The amount outstanding as at year end is £108,703 (2022: £54,000).

## 19. Net Asset Valuation (NAV) per share

The NAV per share is calculated by dividing the net assets attributable to the equity holders of the Company at the end of the period by the number of shares in issue.

| | 2023 | 2022 |
|---|---|---|
| Net assets (£'000) | (184,925) | (46,772) |
| Number of shares in issue (note 16) | 682,084,189 | 682,084,189 |
| NAV per share | **0.0p** | **0.0p** |

NAV per share in 2023 and 2022 is shown as nil due to net liabilities at 31 March 2023 (31 March 2022: nil) There is no difference between basic and diluted NAV per share.

## 20. Subsequent events

On 4 April 2023, IIP announced that the transaction originally executed with AVSR Constructions ("AVSR") has been cancelled due to AVSR's inability to settle the consideration due in respect of the transaction. As previously announced, IIP had commenced discussions with other interested parties for the sale of IEL.

On 17 April 2023, IIP announced that the term loan provided by IIP Bridge Facility was being increased by US$8 million to US$119 million to meet urgent operational overheads at DLI as well as Group working capital needs.

On 29 February 2024, the company announced that it was in early discussions with a third party with regard to the proposed sale of DLI following the termination of the conditional share purchase and shareholders' agreement with the Pristine Malwa Logistics Private Limited. The company is evaluating potential transaction and related timeliness, although there can be no guarantee that discussions will lead to definitive agreements for the sale of DLI.

IIP is in discussions with the Lenders with regard to a further extension to the maturity date of the Debt Facilities and the principal lender has agreed to an extension until 15 May 2024. The Company's expectation of timelines in respect of the potential DLI transaction is relevant to these discussions.

## 21. Ultimate controlling party

The ultimate controlling party during the year was GGIC and affiliated parties.

## 22. Market Abuse Regulation (MAR) Disclosure

Certain information contained in this announcement would have been deemed inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 until the release of this announcement.

# Company Information

**Registered Office**
55 Athol Street
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Isle of Man
IM1 1LA

Incorporated in the Isle of Man. Company No. 002457V

**Directors**
Tom Tribone (Chairman)
Rahul Sonny Lulla
Graham Smith
Robert Venerus
Madras Seshamani Ramachandran

**Company Secretary**
Grainne Devlin

**Administrator and Registrar**
FIM Capital Limited
55 Athol Street
Douglas
Isle of Man
IM1 1LA

**Auditors**
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Isle of Man
IM99 1HP

**Asset Manager**
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