

Summary of Valuation Report



I. Executive Summary

Cube Highways Trust is registered as an infrastructure investment trust with Securities and Exchange Board of India ("SEBI") pursuant to the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended ("the SEBI InvIT Regulations"). It was registered on April 05, 2022 [Registration No.: IN/InvIT/22-23/0022].

The InvIT owns and operates a portfolio of 27 road SPVs; which are involved in operating and managing road assets under concession agreements with NHAI and or respective NHAI/state authorities. The InvIT Assets have an aggregate length of ~2,005 kms (8,754 lane kms) spread across 13 states / UTs. The following is the list of InvIT Assets owned by the Trust:

1. Jaipur-Mahua Tollway Private Limited ("JMTPL")
2. Mahua Bharatpur Expressways Limited ("MBEL")
3. Western UP Tollway Private Limited ("WUPTPL")
4. Nelamangala Devihalli Expressway Private Limited ("NDEPL")
5. Farakka-Raiganj Highways Private Limited ("FRHPL")
6. Walayar Vadakkencherry Expressways Private Limited ("WVEPL")
7. DA Toll Road Private Limited ("DATRPL")
8. Ghaziabad Aligarh Expressway Private Limited ("GAEPL")
9. N. A. M. Expressway Private Limited ("NAMEPL")
10. Hazaribagh Tollway Private Limited ("HTPL")
11. Jhansi-Lalitpur Tollway Private Limited ("JLTPL")
12. Jhansi-Vigakheth Tollway Private Limited ("JVTPL")
13. Kotwa-Muzaffarpur Tollway Private Limited ("KMTPL")
14. Lucknow-Raebareli Tollway Private Limited ("LRTPL")
15. Madurai-Kanyakumari Tollway Private Limited ("MKTPL")
16. Kanyakumari-Etturavattam Tollway Private Limited ("KETPL")
17. Salaipudhpur-Madurai Tollway Private Limited ("SMTPL")
18. Nanguneri-Kanyakumari Tollway Private Limited ("NKTPL")
19. Jammu Udhampur Highway Private Ltd. ("JU" or "JUHPL")
20. Quazigund Expressway Private Ltd. ("QB" or "QEPL")
21. Andhra Pradesh Expressway Private Limited ("APEPL" or "APEL")
22. Bargaon Watambare Highways Private Limited ("BWHPL")
23. Mangalwedha Solapur Highways Private Limited ("MSHPL")
24. Mangloor Highways Private Limited ("MHPL")
25. Srirangam Infra Private Limited ("SIPL")
26. Shankarampet Projects Private Limited ("SPPL")
27. Tirumala Highways Private Limited ("THPL")

Assets from Sr. No 1 – 9 operate under the Design, Build, Finance, Operate and Transfer model and are hereinafter referred to as "BOT Assets". Assets from Sr No 10 – 18 operate under the Toll, Operate and Transfer model and are hereinafter referred to as "TOT Assets". Assets from Sr No 19 – 21 operate under Annuity Model and are hereinafter referred to as "BOT Annuity Assets". Assets from Sr. No 22 – 27 operate under the Hybrid Annuity model and are hereinafter referred to as "HAM Assets".

BOT Assets, TOT Assets, BOT Annuity Assets and HAM Assets are collectively referred to as "InvIT Assets"



Cube Highways and Infrastructure Pte. Ltd. ("CHIPL") and Cube Highways and Infrastructure III Pte. Ltd. ("CH-III") are the Sponsors (hereinafter collectively referred to as "Sponsors") to Cube Highways Trust.

Cube Highways Fund Advisors Private Limited ("Investment Manager" or "CHFAPL") is acting as an investment manager of the Trust. CHFAPL is a private limited company incorporated on April 12, 2021 at New Delhi under the Companies Act, 2013.

Axis Trustee Services Limited ("Trustee" or "ATSL") is acting as a Trustee to the InvIT. Axis Trustee Services Limited is a public company incorporated on May 16, 2008, at Mumbai under the Companies Act, 2013. The Trustee is a trusteeship company, which has been registered with SEBI on January 31, 2014, and has been promoted by and is a wholly owned subsidiary of Axis Bank for providing corporate and other trusteeship services.

Cube Highways and Transportation Assets Advisors Private Limited ("Project Manager" or "CHTAAPL") is acting as the Project Manager to the InvIT. CHTAAPL is a private company incorporated on January 1, 2015 under the Companies Act, 2013. CHTAAPL is engaged in management of routine operations and maintenance of the InvIT Assets.

Related Party Transactions

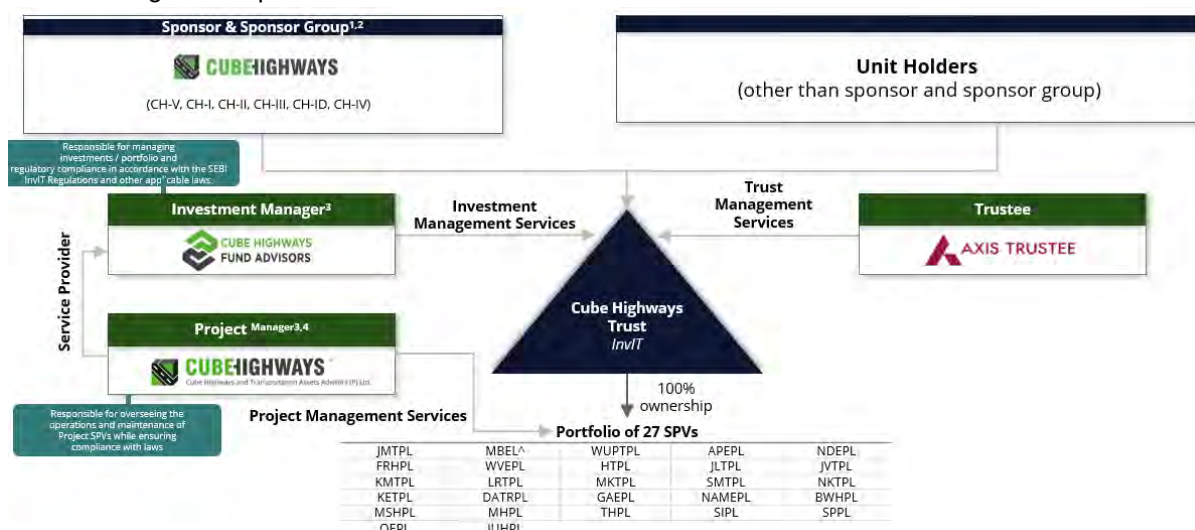
Cube Highways Trust made an initial offer of 522,582,727 Ordinary Units through a private placement at a price of INR 100 per Ordinary Unit (the "Offer Price") in April 2023 and raised INR 52,258.27 Million ("Offer"). On April 17, 2023, the Trust, acting through the Trustee, acquired the entire equity shareholding of the BOT assets, TOT assets and APEPL (except for 0.03% of the equity share capital of MBEL) from the Sponsors and its group companies. The Trust got its Ordinary Units listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on April 19, 2023.

On June 04, 2024, the Trust acquired 51% shareholding of the HAM assets from the Sponsors for a purchase consideration of INR 5,395 Million, in line with the Share Purchase Agreement executed between the parties on May 31, 2024. Further, on December 03, 2024, the Trust acquired remaining 49% shareholding of the HAM assets from the Sponsors for a purchase consideration of INR 5,332.25 Million, in line with the Share Purchase Agreement executed between the parties on May 31, 2024.

On February 12, 2025, the Trust acquired 100% equity shareholding of M/s N.A.M. Expressway Private Limited from the Sponsors for a purchase consideration of INR 7,176 Million, in line with the Share Purchase Agreement executed between the parties on June 04, 2024.



The following chart represents the Structure of the Trust:



^A0.03% of the equity shares of MBEL are held by Madhucon Infra Limited (Source: <https://cubehighwaystrust.com/>)

EYMBSELLP has been appointed as an independent valuer to undertake Enterprise Valuation of InvIT Assets as on 31 March 2026, in accordance with Regulation 21(5A) of the SEBI InvIT Regulations.

EYMBSELLP is appointed to undertake financial valuation only. We are placing reliance on other consultants appointed by the Clients for traffic and other technical inputs. This report is our deliverable for the aforementioned purpose.

EYMBSELLP is duly registered, as a Limited Liability Partnership under the Limited Liability Partnership Act, 2008, with the Ministry of Corporate Affairs (identified with a unique LLPIN: AAO-2287) and as a Registered Valuer with Insolvency and Bankruptcy Board of India ("IBBI") for securities or financial assets under Section 247 of the Companies Act, 2013 bearing registration number IBBI/RV-E/05/2021/155.

Identity of the Valuer

Name of entity registered	Ernst & Young Merchant Banking Services LLP
LLPIN	AAO-2287
Registration Number (for Registered Valuer)	IBBI/RV-E/05/2021/155
Registration (for Registered Valuer) valid from	01 November 2021
Website	https://www.ey.com/en_in/services/strategy-transactions/valuation-modeling-economics

- EY has experience to perform valuation service relating to business valuation, real estate valuation, complex security valuation and tangible assets valuation. EY has performed valuation service across various sectors including infrastructure (such as roads, power plants, airports, ports, and logistics etc), consumer goods and retail, pharma/healthcare, financial services and media & entertainment, metals and mining, manufacturing, automotive and real estate.
- Nilesh Jain is a partner at EY and is based out of Mumbai. He has more than 18 years of valuation experience across sectors. He is a merit ranker Chartered Accountant from ICAI and has also cleared CFA exams conducted by CFA Institute, USA.



- Nilesh has over 18 years of experience in Valuations of Infrastructure assets, he has been involved in more than 300 valuation engagements with more than 200 valuations in the infrastructure sector. He has worked on assignments involving business valuation, brand valuation, purchase price allocation, valuation for the purposes of merger, business restructuring and regulatory approvals.

Disclosure of Valuer's Interest or Conflict

EYMBSELLP, Nilesh Jain and the team working on the valuation of InvIT Assets do not have any present or planned future interest in the Trust, the InvIT Assets or the Investment Manager. EYMBSELLP is neither associated with nor carrying out any relationship with the Client, except carrying out valuation service. Accordingly, there is no conflict of interest for carrying out the valuation.

The information provided by the Management have been appropriately reviewed in carrying out the valuation. Sufficient time and information was provided to us to carry out the valuation.

Declaration

- We hereby confirm on behalf of EYMBSELLP that EYMBSELLP is competent to undertake this valuation in terms of SEBI InvIT Regulations.
- We further confirm that EYMBSELLP is independent in terms of the SEBI InvIT Regulations and that this report has been prepared on a fair and unbiased basis in compliance with Regulation 13(1) and Regulation 21 of the SEBI InvIT Regulations.
- We have at least two partners/ directors having experience of 5 years each in the valuation of infrastructure assets.

This Report covers all the disclosures required as per the SEBI InvIT Regulations and the Valuation of the SPVs is impartial, true and fair and in compliance with the SEBI InvIT Regulations.

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II. Valuation Analysis

Income approach, specifically Discounted Cash Flow (DCF) method has been considered for arriving at fair value of InvIT Assets as on 31 March 2026. The valuation exercise has been carried out basis the financial projections of each of the InvIT Assets provided to us by the management of the Client ("Management"). Free Cash Flow to Firm approach under DCF method has been considered to determine the Enterprise Value of InvIT Assets. The Enterprise Value has been computed by discounting the free cash flows to the firm (InvIT Assets) from 01 April 2026 until the end of the concession period, using an appropriate Weighted Average Cost of Capital ("WACC").

The Investment Manager has appointed independent consultants to carry out traffic study for estimation of toll revenue and technical study for estimation of operating and maintenance expenses and major maintenance expenses, for each of the InvIT Assets over the concession period. The traffic study reports dated April 2026 have been provided to us by the Management. These reports presented an update of the traffic and revenue forecasts based on the data available through February 2026 and other macro-economic assumptions. We have relied upon financial projections, traffic study reports, technical reports provided by independent consultants and other information provided to us for carrying out the valuation of each of the InvIT Assets.

The valuation is based on various assumptions with respect to the InvIT Assets, including their respective present and future financial condition, business strategies and the environment in which they will operate in the future. These assumptions are based on the information that we have been provided with and our discussions with the Management, and reflect current expectations and views regarding future events, and therefore necessarily involve known and unknown risks and uncertainties.

The summary of valuation of each of the InvIT Assets as on 31 March 2026 is presented below:

SPV (Currency: INR mn)	Enterprise Value (excluding other financial assets)	Other financial assets ⁽¹⁾	Enterprise Value (including other financial assets)
JMTPL	6,895	446	7,341
MBEL	3,295	824	4,119
WUPTPL	(88)	1,065	977
NDEPL	4,597	70	4,667
FRHPL	26,471	-	26,471
WVEPL	9,101	-	9,101
DATRPL	77,737	49	77,786
GAEPL	38,273	566	38,839
NAMEPL	27,666	-	27,666
HTPL	19,929	227	20,156
JLTPL	12,820	131	12,951
JVTPL	8,014	-	8,014
LRTPL	7,756	790	8,546
KMTPL	13,992	-	13,992
MKTPL	16,583	25	16,608
KETPL	10,671	114	10,785
SMTPL	11,755	23	11,778
NKTPL	11,293	2,962	14,255
JU	11,934	306	12,240
QB	18,735	516	19,251
APEPL	341	475	816
BWHPL	3,180	36	3,216
MSHPL	3,626	108	3,733
MHPL	2,641	105	2,747
SIPL	3,413	53	3,466
SPPL	4,118	78	4,197
THPL	4,625	76	4,701
Total	3,59,372	9,046	3,68,418

Table above represents the 100% enterprise value for all SPVs including MBEL (0.03% of the equity shares of MBEL are held by Madhucon Infra Limited).



Notes:

1. According to IND AS 7, cash & cash equivalents are held for the purpose of meeting short term cash commitments rather than for investments or other purposes. Accordingly, cash & cash equivalents held by the respective SPVs, having maturity of more than 3 months have been considered as other financial assets.
2. WUPTPL reflects a negative Enterprise Value primarily due to projected negative cash flows arising from outstanding maintenance expenditure associated with the asset nearing the end of its useful life. Notwithstanding this, the Management has represented to us that WUPTPL maintains sufficient cash and liquid resources to fund its operating requirements and the outstanding maintenance expenditure.

Our views are based on the current economic, market, industry, regulatory, monetary and other conditions and on the information made available to us, as of the date of this Report. Such conditions may change significantly over a relatively short period of time, and we assume no responsibility and are not required to update, revise or reaffirm our conclusion set out in this Report to reflect events or developments subsequent to the date of the Report.

The full valuation report is available on our website: www.cubehighwaystrust.com