

Ref: SEL/2020-21/50

November 13, 2020

To,  
The Dy. Gen Manager  
Corporate Relationship Dept.  
BSE Limited  
P. J. Tower, Dalal Street,  
Mumbai- 400 001  
Equity Scrip Code:532710

To,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051  
Fax : 022-26598237-38  
Equity Scrip Name: SADBHAV

**Sub: Outcome of Board Meeting of the Company**

Dear Sir/ Madam,

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), we would like to inform you that the meeting of Board of Directors of the Company was held today i.e. Friday, November 13, 2020 at 02.30 p.m. and concluded at 4.15 p.m. Board of Directors has inter alia approved and adopted the following matters:

1. Standalone and Consolidated Unaudited Financial Results of the Company for the quarter and half year ended on September 30, 2020 as per regulation 33 of SEBI (LODR) Regulations, 2015. The copy of the said results along with Limited Review Report on Unaudited Financial Results of the Company for the quarter and half year ended on September 30, 2020.
2. Media Release for Unaudited Financial Results for quarter and half year ended on September 30, 2020 (Q2).
3. Appointment of Mr. Ravi Kapoor, Practicing Company Secretary and proprietor of M/s. Ravi Kapoor & Associates as scrutinizer for conducting Postal Ballot Process in fair and transparent manner.
4. Notice of Postal Ballot.
5. Calendar of Events for the Postal Ballot Process.

In this connection, we are enclosed herewith Calendar of Events for Postal Ballot Process and the copy of Postal Ballot Notice.

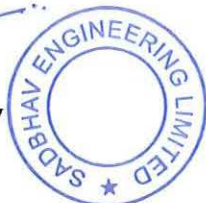
You are requested to take the above on your record.

Thanking You,  
Yours Faithfully,

For Sadbhav Engineering Limited



Tushar Shah  
Company Secretary  
Mem. No. F7216



Encl: As Above

**Sadbhav Engineering Limited**

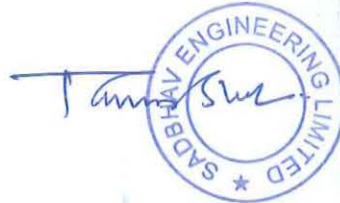
Regd Office : "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad- 380006.

T : +91 79 26463384 F : +91 79 26400210 E : info@sadbhav.co.in Web : www.sadbhav.co.in CIN : L45400GJ1988PLC011322

**SADBHAV ENGINEERING LIMITED**

**CALENDAR OF EVENTS - POSTAL BALLOT-2020**

| Sr. No. | Particulars of Events                                                                                                                                                  | Proposed Date/Day       |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| 1       | Intimation of notice of Board Meeting                                                                                                                                  | 05.11.2020<br>Thursday  |
| 2       | Date on which consent given by the scrutinizer to act as such.                                                                                                         | 06.11.2020<br>Friday    |
| 3       | Date of Board Meeting for approving:<br>i. Postal Ballot Notice<br>ii. Appointment of Scrutinizer                                                                      | 13.11.2020<br>Friday    |
| 4       | Outcome of board meeting to Stock Exchanges along with intimation about Postal Ballot                                                                                  | 13.11.2020<br>Friday    |
| 5       | Cut – off date to be reckoned for determining the members who will be entitled to participate and vote in the Postal Ballot                                            | 08.11.2020<br>Sunday    |
| 6       | Proposed Date of completion of dispatch of notice(s) through e-mail & filing copies with Stock Exchanges                                                               | 13.11.2020<br>Friday    |
| 7       | Proposed date on or before which publication in English newspaper and one vernacular newspaper about completion of dispatch of Notice of Postal Ballot through e-mail. | 14.11.2020<br>Saturday  |
| 8       | Voting period Start Date                                                                                                                                               | 15.11.2020<br>Sunday    |
| 9       | Voting period End Date/ Last date for remote E-voting                                                                                                                  | 14.12.2020<br>Monday    |
| 10      | Last Date of submission of the Report to any of Director or KMPs by the Scrutinizer                                                                                    | 16.12.2020<br>Wednesday |
| 11      | Declaration of result of Postal Ballot and intimation to the Stock Exchanges and display on website of the Company                                                     | 16.12.2020<br>Wednesday |



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**SADBHAV ENGINEERING LIMITED**

[CIN: L45400GJ1988PLC011322]

Corp. Office: "Sadbhav", Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat.

Tel:-079 40400400; Fax:-079 40400444; Email :- selinfo@sadbhav.co.in; Website: www.sadbhaveng.com

**UNAUDITED FINANCIAL RESULTS (STAND ALONE) FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020**

(Rs.in Lakhs except for Share data)

| Sr. No. | Particulars                                                                                                      | Quarter ended             |                           |                           | Half year ended           |                           | Year ended              |
|---------|------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
|         |                                                                                                                  | 30/09/2020<br>(Unaudited) | 30/06/2020<br>(Unaudited) | 30/09/2019<br>(Unaudited) | 30/09/2020<br>(Unaudited) | 30/09/2019<br>(Unaudited) | 31/03/2020<br>(Audited) |
| 1       | Revenue From operations                                                                                          | 41221.13                  | 22969.03                  | 56510.68                  | 64190.16                  | 140275.17                 | 225166.02               |
| 2       | Other income                                                                                                     | 478.12                    | 137.46                    | 635.02                    | 615.56                    | 1048.68                   | 2222.46                 |
| 3       | <b>Total Income (1+2)</b>                                                                                        | <b>41,699.25</b>          | <b>23106.49</b>           | <b>57145.70</b>           | <b>64805.72</b>           | <b>141323.85</b>          | <b>227388.48</b>        |
| 4       | <b>Expenses</b>                                                                                                  |                           |                           |                           |                           |                           |                         |
|         | Construction Expenses                                                                                            | 25859.41                  | 12566.95                  | 35744.23                  | 38426.36                  | 92277.37                  | 135665.26               |
|         | Cost of Material Consumed                                                                                        | 6595.78                   | 4876.2                    | 8290.17                   | 11471.98                  | 19144.99                  | 37837.17                |
|         | Employee benefits expenses                                                                                       | 2942.13                   | 2569.03                   | 4264.52                   | 5511.16                   | 8469.20                   | 14715.31                |
|         | Finance costs (Refer Note No.3)                                                                                  | 2717.46                   | 2397.86                   | 2065.06                   | 5115.31                   | 4795.76                   | 10049.47                |
|         | Depreciation and amortization expenses                                                                           | 2451.62                   | 2494.43                   | 2770.6                    | 4946.05                   | 5571.70                   | 10844.88                |
|         | Other expenses                                                                                                   | 842.62                    | 1011.75                   | 1254.53                   | 1854.37                   | 2967.61                   | 9002.89                 |
|         | <b>Total Expenses</b>                                                                                            | <b>41409.02</b>           | <b>25916.22</b>           | <b>54389.11</b>           | <b>67325.23</b>           | <b>133226.63</b>          | <b>218114.98</b>        |
| 5       | <b>Profit before exceptional Items and tax (3-4)</b>                                                             | <b>290.23</b>             | <b>(2,809.73)</b>         | <b>2756.59</b>            | <b>(2,519.51)</b>         | <b>8097.22</b>            | <b>9273.50</b>          |
| 6       | Exceptional Items (Refer Note No 8)                                                                              | -                         | -                         | -                         | -                         | -                         | 1701.44                 |
| 7       | <b>Profit before tax (5-6)</b>                                                                                   | <b>290.23</b>             | <b>(2,809.73)</b>         | <b>2756.59</b>            | <b>(2,519.51)</b>         | <b>8097.22</b>            | <b>10974.94</b>         |
| 8       | (1) Tax Expense                                                                                                  | 0.00                      | 0                         | 1,177.63                  | 0.00                      | 2,548.00                  | 3,621.74                |
|         | (2) Deferred Tax                                                                                                 | (233.82)                  | (151.75)                  | (1,006.47)                | (385.57)                  | (982.65)                  | (1,162.30)              |
| 9       | <b>Profit for the Period/Year (7-8)</b>                                                                          | <b>524.05</b>             | <b>(2,657.98)</b>         | <b>2585.43</b>            | <b>(2,133.94)</b>         | <b>6531.87</b>            | <b>8515.50</b>          |
| 10      | <b>Other Comprehensive Income (OCI)</b>                                                                          |                           |                           |                           |                           |                           |                         |
|         | (i) Items that will not be reclassified to profit or loss<br>Remeasurement gains/losses on defined benefit plans | (86.48)                   | -                         | 99.93                     | (86.48)                   | 91.90                     | 334.49                  |
|         | (ii) Income tax relating to items that will not be reclassified to profit or loss                                | 0.00                      | 0                         | 0                         | 0                         | 0                         | 0                       |
| 11      | <b>Total comprehensive Income (9+10)</b>                                                                         | <b>437.57</b>             | <b>(2,657.98)</b>         | <b>2685.36</b>            | <b>(2,220.42)</b>         | <b>6623.77</b>            | <b>8849.99</b>          |
| 12      | Paid up Equity share Capital (face value of Re. 1 each)                                                          | 1715.71                   | 1715.71                   | 1715.71                   | 1715.71                   | 1715.71                   | 1715.71                 |
| 13      | Other Equity excluding Revaluation Reserves                                                                      | -                         | -                         | -                         | -                         | -                         | 208682.77               |
| 14      | Basis EPS (Rs.) before extra ordinary items (*not annualized)                                                    | 0.31*                     | -1.55*                    | 1.51*                     | -1.24*                    | 3.81*                     | 4.96                    |
| 15      | Diluted EPS (Rs.) before extra ordinary items (*not annualized)                                                  | 0.31*                     | -1.55*                    | 1.51*                     | -1.24*                    | 3.81*                     | 4.96                    |
| 16      | Non Convertible Debenture                                                                                        |                           |                           |                           | 14500.00                  | 40748.96                  | 15000                   |
| 17      | Debenture Redemption Reserve                                                                                     |                           |                           |                           | 1950.00                   | 4950.00                   | 4950.00                 |
| 18      | Networth                                                                                                         |                           |                           |                           | 208178.07                 | 208274.98                 | 210398.48               |
| 19      | Debt Equity Ratio (refer Note No.17)                                                                             |                           |                           |                           | 0.29                      | 0.45                      | 0.27                    |
| 20      | Debt Service Coverage Ratio (refer Note No.17)                                                                   |                           |                           |                           | 1.01                      | 1.10                      | 0.96                    |
| 21      | Interest Service Coverage Ratio (refer Note No.17)                                                               |                           |                           |                           | 1.47                      | 3.85                      | 2.12                    |

22 Details of Secured Non-Convertible Debentures are as follows:

| ISIN No.     | Previous due dates<br>From 1st April 2020 to<br>30th September 2020 |            | Next due dates<br>From 1st October 2020 to 31st<br>March 2021 |          |
|--------------|---------------------------------------------------------------------|------------|---------------------------------------------------------------|----------|
|              | Principal                                                           | Interest   | Principal                                                     | Interest |
| INE226H07072 | -                                                                   | 22-06-2020 | -                                                             | -        |
| INE226H07080 | -                                                                   | 22-06-2020 | -                                                             | -        |
| INE226H07098 | -                                                                   | 22-06-2020 | -                                                             | -        |



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**Notes :**

- 1 The above results were reviewed by the Audit Committee and were approved & taken on record by the Board of Directors at their meeting held on November 13, 2020.
- 2 In accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statutory Auditors of the Company have carried out Limited Review of the above results.
- 3 Finance cost for the quarter and half year ended 30th September, 2020 includes interest of Rs 5031.81 lakhs and Rs 7556.02 lakhs (Rs. 4275.23 and Rs 8318.94 lakhs for the quarter and half year ended 30th September, 2019 and Rs. 2524.21 lakhs for the quarter ended 30th June, 2020 and Rs 16101.71 lakhs for the year ended 31st March, 2020) on long term loans after netting of amount of interest income of Rs. 2661.84 lakhs and Rs 4031.99 lakhs respectively (Rs 2280.53 lakhs and Rs 4773.60 for the quarter and half year ended 30th September, 2019 and Rs 1370.16 lakhs for the quarter ended 30th June, 2020 and Rs 9362.27 lakhs for the year ended 31st March, 2020) on loans given to subsidiaries.
- 4 The segment reporting is in accordance with its internal financial reports derived from ERP system which is reviewed by Chief Operating Decision Maker (CODM). Consequently, the company has considered business as whole as a single operating segment in accordance with Indian Accounting Standard ('Ind AS') 108.
- 5 The Company has decided not to exercise the option permitted under section 115BBA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.
- 6 During the previous financial year, pursuant to the definitive share purchase agreement dated July 1, 2019 between the Sadbhav Infrastructure Project Limited (SIPL), a subsidiary company with Indimfravit Trust, the entire equity shareholding in seven of its subsidiary companies and Mysore Bellary Highway Private Limited (MBHPL) (a subsidiary of the Company) have been transferred to Indimfravit Trust with effect from 14th Feb, 2020. This has resulted into profit of Rs. 1701.44 lakhs which has been disclosed as exceptional item.
- 7 The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Section 230 to 232 of Companies Act 2013, subject to the regulatory approvals required whereby, the Sadbhav Infrastructure Project Limited (SIPL), a subsidiary will merge into the Company. The appointed date of merger is 1st April, 2019. Approval of SEBI and BSE/NSE have been received. Now the Company has made application to National Company Law Tribunal (NCLT) for its approval. On receipt of approval of NCLT and filing of copy of order of NCLT with Registrar of Companies, the scheme will become effective from appointed date.
- 8 The COVID-19 pandemic is rapidly spreading across the world as well as in India and has caused shutdown across the country. The Company has resumed operations in a phased manner in line with the directives of the Government of India. The management has made assessment of possible impact of COVID-19 on business / operations of the Company and believes that the impact may not be significant over the terms of its contracts. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at date of approval of these standalone financial results has used corroborative information. As on date, the company has made assessment of recoverability of its assets such as Trade Receivable, Unbilled Revenue and Inventories using available information, estimates and judgements and has concluded that no material adjustments are required in these Interim Financial Results. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties in future periods, if any
- 9 The Indian Parliament has recently approved the code on Social Security, 2020. This has also received consent of the Hon'ble President of India. The code when implemented will impact the contribution by the Company towards benefits such as Provident Fund, Gratuity etc. The effective date(s) of implementation of this code is yet to be notified. In view of this, any financial impact due to the change will be assessed and accounted for in the period of notification.
- 10 The listed non-convertible debentures of the Company aggregating Rs.14,500.00 Lakhs outstanding as on September 30, 2020 which are secured by way of shares of Company's subsidiary. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.
- 11 Statement of unaudited Cashflow for the half year ended September 30, 2020 and September 30, 2019 are given in Annexure - 1
- 12 The figures for the previous period have been regrouped/rearranged wherever necessary, to make them comparable with those of the current period.
- 13 The above Financial Results are available on company's website [www.sadbhaveng.com](http://www.sadbhaveng.com) and on the websites of the stock exchange viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)



# STATEMENT OF ASSETS AND LIABILITIES

| PARTICULARS                              | As At September<br>30,2020<br>(Unaudited) | As At March<br>31,2020<br>(Audited) |
|------------------------------------------|-------------------------------------------|-------------------------------------|
| <b>Assets</b>                            |                                           |                                     |
| <b>Non-current Assets</b>                |                                           |                                     |
| (a) Property, Plant and Equipments       | 35468.41                                  | 39591.62                            |
| (b) Right to use Assets                  | 2350.20                                   | 3271.49                             |
| (c) Capital Work in Progress             | 395.75                                    | 376.91                              |
| (d) Intangible Assets                    | 53.82                                     | 172.25                              |
| (e) Financial Assets                     |                                           |                                     |
| (i) Investments                          | 55659.84                                  | 55800.80                            |
| (ii) Trade receivable                    | 19793.69                                  | 18967.25                            |
| (iii) Loans                              | 51239.05                                  | 47044.38                            |
| (iv) Other Financial Assets              | 1000.33                                   | 266.44                              |
| (f) Deferred Tax Assets (net)            | 11486.00                                  | 11100.43                            |
| (g) Other Non Current Assets             | 2377.13                                   | 4231.03                             |
|                                          | <b>179824.22</b>                          | <b>180822.60</b>                    |
| <b>Current Assets</b>                    |                                           |                                     |
| (a) Inventories                          | 17004.54                                  | 14724.75                            |
| (b) Financial Assets                     |                                           |                                     |
| (i) Trade receivables                    | 169031.96                                 | 174341.45                           |
| (ii) Cash and cash equivalents           | 5832.33                                   | 2130.53                             |
| (iii) Bank Balance other than (ii) above | 7025.69                                   | 10183.78                            |
| (iv) Loans                               | 938.93                                    | 703.21                              |
| (v) Other Current financial assets       | 44050.51                                  | 42509.26                            |
| (c) Current Tax Asset                    | 10266.30                                  | 11247.33                            |
| (d) Other current assets                 | 25218.74                                  | 26920.28                            |
| <b>Total Current Assets</b>              | <b>279369.00</b>                          | <b>282760.59</b>                    |
| <b>Assets Held for Sale</b>              | <b>0.00</b>                               | <b>0.00</b>                         |
| <b>Total Assets</b>                      | <b>459193.22</b>                          | <b>463583.19</b>                    |
| <b>Equity and Liabilities</b>            |                                           |                                     |
| <b>Equity</b>                            |                                           |                                     |
| (i) Equity share capital                 | 1715.71                                   | 1715.71                             |
| (ii) Other Equity                        | 206462.36                                 | 208682.77                           |
| <b>Total Equity</b>                      | <b>208178.07</b>                          | <b>210398.48</b>                    |
| <b>Non-current Liabilities</b>           |                                           |                                     |
| (a) Financial Liabilities                |                                           |                                     |
| (i) Borrowings                           | 33986.31                                  | 38883.16                            |
| (ii) Other financial liabilities         | 1964.64                                   | 1597.21                             |
| <b>Total Non-current Liabilities</b>     | <b>35950.95</b>                           | <b>40480.37</b>                     |
| <b>Current Liabilities</b>               |                                           |                                     |
| (a) Financial Liabilities                |                                           |                                     |
| (i) Borrowings                           | 68295.15                                  | 68022.57                            |
| (ii) Trade Payable                       | 51010.25                                  | 55292.34                            |
| (ii) Other financial liabilities         | 52682.24                                  | 41960.75                            |
| (b) Other current liabilities            | 42620.70                                  | 47088.98                            |
| (c) Provisions                           | 455.86                                    | 339.70                              |
| <b>Total Current Liabilities</b>         | <b>215064.20</b>                          | <b>212704.34</b>                    |
| <b>Liabilities Held for Sale</b>         |                                           |                                     |
| <b>Total Liabilities</b>                 | <b>251015.15</b>                          | <b>253184.71</b>                    |
| <b>Total Equity Liabilities</b>          | <b>459193.22</b>                          | <b>463583.19</b>                    |

15 ISCR=Earning before interest and tax / Interest expenses. DSCR=Earning before interest and tax / (Interest + Principal Repayment of long term debt during the period). Debt Equity Ratio=Loan Fund / Share Capital & Reserves (excluding revaluation reserve)

For, SADBHAV ENGINEERING LIMITED

Nitin D. Patel  
Executive Director & Chief Financial Officer  
DIN : 00466330  
Place : Ahmedabad  
Date : 13/11/2020



CIN :: L45400GJ1988PLC011322

ANNEXURE-1 STAND ALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 30.09.2020

(Rs. in Lakhs)



## Notes:

1. All figures in bracket are outflow.
  2. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities
  3. Fixed Deposits are pledged with central and various state govt/undertakings and local bodies , hence not considered in Components of
  4. The cash flow statement has been prepared under indirect method as per Indian Accounting Standard -7 "Cash Flow Statement".
- The accompanying notes are an integral part of the financial statements.

Dhirubhai Shah & Co LLP  
Chartered Accountants  
401/408 'Aditya' Opp. Sardar Patel Seva  
Samaj Hall, Nr. Mithakali Six roads,  
Ahmedabad,  
Gujarat, 380006

Manubhai & Shah LLP  
Chartered Accountants  
G-4 Capstone, Opp. Chirag  
Motors, Sheth Mangaldas Road,  
Ellisbridge, Ahmedabad,  
Gujarat, 380006

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**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of Sadbhav Engineering Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to  
The Board of Directors of  
Sadbhav Engineering Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Sadbhav Engineering Limited (the "Company") for the quarter and six months ended on September 30, 2020 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted



in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Emphasis of Matter:**

We draw attention to Note 10 to the unaudited standalone financial results, as regards the management's evaluation of COVID-19 impact on the operations and assets of the Company.

Our conclusion is not modified in respect of this matter.

For, Dhirubhai Shah & Co LLP  
Chartered Accountants  
FRN: 102511W/W100298

*Samip K. Shah.*

Samip K Shah  
Partner  
Membership No: 128531  
ICAI UDIN: 20128531AAAADI7977  
Place: Ahmedabad  
Date: November 13, 2020



For, Manubhai & Shah LLP  
Chartered Accountants  
FRN:106041W/W100136

*Kaushik C Patel*

Kaushik C Patel  
Partner  
Membership No: 030083  
ICAI UDIN: 20030083AAAAEE9182  
Place: Ahmedabad  
Date: November 13, 2020



# SADBHAV ENGINEERING LIMITED

[CIN: L45400GJ1988PLC011322]

Corp. Office: "Sadbhav", Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat

Tel:-079 40400400; Fax:-079 40400444; Email :- selinfo@sadbhav.co.in; Website: www.sadbhaveng.com



TODAY FOR TOMORROW

## UNAUDITED FINANCIAL RESULTS (CONSOLIDATED) FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020

(Rs.in Lakhs except for Share data)

| Sr. No. | Particulars                                                                          | Quarter ended             |                           |                           | Half year ended           |                           | Year ended              |
|---------|--------------------------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
|         |                                                                                      | 30/09/2020<br>(Unaudited) | 30/06/2020<br>(Unaudited) | 30/09/2019<br>(Unaudited) | 30/09/2020<br>(Unaudited) | 30/09/2019<br>(Unaudited) | 31/03/2020<br>(Audited) |
| 1       | Revenue From operations                                                              | 54071.80                  | 38364.92                  | 93813.14                  | 92436.72                  | 217628.68                 | 348705.08               |
| 2       | Other income                                                                         | 8008.23                   | 7278.26                   | 9695.22                   | 15286.49                  | 20140.33                  | 37510.46                |
| 3       | <b>Total Income (1+2)</b>                                                            | <b>62080.03</b>           | <b>45643.18</b>           | <b>103508.36</b>          | <b>107723.21</b>          | <b>237769.01</b>          | <b>386215.54</b>        |
| 4       | <b>Expenses</b>                                                                      |                           |                           |                           |                           |                           |                         |
|         | Construction Expenses                                                                | 25504.28                  | 20064.84                  | 43930.29                  | 45569.12                  | 113337.98                 | 159089.42               |
|         | Cost of Material Consumed                                                            | 6595.78                   | 4876.20                   | 8290.17                   | 11471.98                  | 19147.69                  | 37839.87                |
|         | Employee benefits expenses                                                           | 3700.93                   | 3267.73                   | 5889.12                   | 6968.66                   | 11468.70                  | 19671.81                |
|         | Finance costs                                                                        | 23815.18                  | 23459.16                  | 36279.26                  | 47274.34                  | 72091.96                  | 141083.41               |
|         | Depreciation and amortization expenses                                               | 6468.02                   | 4292.13                   | 10410.90                  | 10760.15                  | 20947.00                  | 40118.08                |
|         | Other expenses                                                                       | 1925.72                   | 1744.25                   | 2868.33                   | 3669.97                   | 6030.06                   | 17883.25                |
|         | <b>Total Expenses</b>                                                                | <b>68009.92</b>           | <b>57704.31</b>           | <b>107668.07</b>          | <b>125714.23</b>          | <b>243023.39</b>          | <b>415685.84</b>        |
| 5       | <b>Profit before exceptional Items and tax (3-4)</b>                                 | <b>(5,929.88)</b>         | <b>(12,061.13)</b>        | <b>(4,159.71)</b>         | <b>(17,991.01)</b>        | <b>(5,254.38)</b>         | <b>(29,470.30)</b>      |
| 6       | Exceptional Items (refer Note No 8)                                                  | 0.00                      | -                         | -                         | -                         | -                         | 1,50,101.34             |
| 7       | <b>Profit before tax (5-6)</b>                                                       | <b>(5,929.88)</b>         | <b>(12,061.13)</b>        | <b>(4,159.71)</b>         | <b>(17,991.01)</b>        | <b>(5,254.38)</b>         | <b>1,20,631.04</b>      |
| 8       | (1) Tax Expense                                                                      | 348.20                    | 427.30                    | 918.13                    | 775.50                    | 3163.50                   | 5,235.34                |
|         | (2) Deferred Tax                                                                     | -236.82                   | (142.85)                  | (524.37)                  | (379.67)                  | (792.15)                  | 4,771.10                |
|         | (3) Adjustment for short or excess Provision of the previous year                    | 0.00                      | -                         | (564.10)                  | -                         | (631.40)                  | -                       |
| 9       | <b>Profit for the Period/Year from containing operations (7-8)</b>                   | <b>(6,041.26)</b>         | <b>(12,345.58)</b>        | <b>(3,989.37)</b>         | <b>(18,386.84)</b>        | <b>(6,994.33)</b>         | <b>1,10,624.60</b>      |
|         | Share of profit/ (loss) of associates                                                | 0.00                      | -                         | -                         | -                         | -                         | -                       |
|         | Share of of profit (loss) of Joint Ventures                                          | 0.00                      | -                         | -                         | -                         | -                         | -                       |
| 10      | <b>Net Profit /(Loss) for the period after taxes Before Non-controlling Interest</b> | <b>(6,041.26)</b>         | <b>(12,345.58)</b>        | <b>(3,989.37)</b>         | <b>(18,386.84)</b>        | <b>(6,994.33)</b>         | <b>1,10,624.60</b>      |
| 11      | Other Comprehensive Income (OCI)                                                     |                           |                           |                           |                           |                           |                         |
|         | A.(i) Items that will not be reclassified to profit or loss                          |                           |                           |                           |                           |                           |                         |
|         | Re-measurement gains/(losses) on defined benefit plans                               | -86.48                    | -                         | 99.93                     | (86.48)                   | 91.90                     | 336.69                  |
| 12      | <b>Total Comprehensive Income for the Period/Year (10+11)</b>                        | <b>(6,127.74)</b>         | <b>(12,345.58)</b>        | <b>(3,889.44)</b>         | <b>(18,473.32)</b>        | <b>(6,902.43)</b>         | <b>1,10,961.29</b>      |
|         | <b>Profit/(Loss) for the period/year attributable to:</b>                            |                           |                           |                           |                           |                           |                         |
|         | Owners of the Company                                                                | -4,137.21                 | (9,412.22)                | (1,594.36)                | (13,549.43)               | (2,400.89)                | 79,282.97               |
|         | Non-controlling Interest                                                             | -1,990.53                 | (2,933.36)                | (2,395.01)                | (4,923.89)                | (4,593.44)                | 31,341.63               |
| 13      | <b>Other Comprehensive Income for the period/year attributable to:</b>               |                           |                           |                           |                           |                           |                         |
|         | Owners of the Company                                                                | -                         | -                         | 99.93                     | -                         | 91.90                     | 336.69                  |
|         | Non-controlling Interest                                                             | -                         | -                         | -                         | -                         | -                         | -                       |
| 14      | <b>Total Comprehensive Income for the period/year attributable to:</b>               |                           |                           |                           |                           |                           |                         |
|         | Owners of the Company                                                                | -4,137.21                 | (9,412.22)                | (1,494.43)                | (13,549.43)               | (2,308.99)                | 79,619.66               |
|         | Non-controlling Interest                                                             | -1,990.53                 | (2,933.36)                | (2,395.01)                | (4,923.89)                | (4,593.44)                | 31,341.63               |
|         | <b>Total Income (including other comprehensive income)</b>                           | <b>(6,127.74)</b>         | <b>(12,345.58)</b>        | <b>(3,889.44)</b>         | <b>(18,473.32)</b>        |                           | <b>11,01,961.29</b>     |
| 15      | Paid up Equity share Capital (face value of Re. 1 each)                              | 1715.71                   | 1715.71                   | 1715.71                   | 1715.71                   | 1715.71                   | 1715.71                 |
| 16      | Other Equity excluding Revaluation Reserves                                          | -                         | -                         | -                         | -                         | -                         | 158352.78               |
| 17      | Basis EPS (Rs.) before extra ordinary items (*not annualized)                        | -2.41*                    | -5.49*                    | -0.93*                    | -7.9*                     | -1.4*                     | 46.21*                  |
| 18      | Diluted EPS (Rs.) before extra ordinary items (*not annualized)                      | -2.41*                    | -5.49*                    | -0.93*                    | -7.9*                     | -1.4*                     | 46.21*                  |

**Sadbhav Engineering Limited**

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| ISIN No.     | Previous due dates<br>From 1st April 2020 to<br>30th September 2020 |              | Next due dates<br>From 1st October 2020 to 31st<br>March 2021 |          |
|--------------|---------------------------------------------------------------------|--------------|---------------------------------------------------------------|----------|
|              | Principal                                                           | Interest     | Principal                                                     | Interest |
| INE226H07072 | -                                                                   | 22-06-2020   | -                                                             | -        |
| INE226H07080 | -                                                                   | 22-06-2020   | -                                                             | -        |
| INE226H07098 | -                                                                   | 22-06-2020   | -                                                             | -        |
| INE764L07082 | 13-04-2020                                                          | 13-04-2020   | -                                                             | -        |
| INE764L07116 | -                                                                   | 20-09-2020   | -                                                             | -        |
| INE764L07124 | -                                                                   | 20-09-2020   | -                                                             | -        |
| INE764L07140 | 28-04-2020                                                          | 28-04-2020   | -                                                             | -        |
| INE764L07157 | -                                                                   | -            | -                                                             | -        |
| INE764L07165 | -                                                                   | -            | -                                                             | -        |
| INE764L07173 | -                                                                   | -            | -                                                             | -        |
| INE764L07181 | # 23-04-2020                                                        | # 23-04-2020 | -                                                             | -        |

# Note: ISIN: INE764L07181 has been partially repaid on 23/04/2020.

#### Notes :

- The aforesaid unaudited consolidated financial results of Sadbhav Engineering Limited ('the Company') and its subsidiaries including step-down subsidiaries (together referred to as 'Group') for the quarter and half year ended September 30, 2020 have been reviewed and recommended by the audit committee and approved by the Board of Directors at their respective meetings held on November 13, 2020. The results are prepared in accordance with the Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013. The statutory auditors have carried out limited review of the same.
  - The segment reporting is in accordance with its internal financial reports derived from ERP system which is reviewed by Chief Operating Decision Maker (CODM). Consequently, the company has considered business as whole as a single operating segment in accordance with Indian Accounting Standard ('Ind AS') 108.
  - Depreciation on Plant & machinery other than those used for mining sites has been provided at higher rate by considering lower useful life compared to useful life prescribed under schedule II to the Companies Act, 2013, hence depreciation charged for the quarter ended on 30/09/2020 is higher by Rs. 257.39 Lakhs (Rs. 258.98 Lakhs).
  - In case of Ahmedabad Ring Road Infrastructure Limited (ARRIL), one of the step down subsidiary, Ahmedabad Urban Development Authority (AUDA), has vide resolution passed by its board of directors in the meeting held on October 09, 2017, exempted Light Motor Vehicles (four wheelers) from payment of toll, w.e.f October 10, 2017. In this connection AUDA, relying on legal opinion, in its board meeting has passed resolution to assess claims and make payments as per actual traffic. ARRIL has raised the claims as per the directions of the Board of AUDA. Pending final decision on claim assessment by AUDA, ARRIL has recognised revenue of toll collection of INR 178.10 lakhs, INR 173.60 lakhs and INR 170.70 lakhs for the quarter ended September 30, 2020, June 30, 2020 and September 30, 2019 respectively and INR 351.70 lakhs and INR Rs 337.20 lakhs for the half year ended September 30, 2020 and September 30, 2019 respectively and INR 686.30 lakhs for the year ended March 31, 2020 based on the actual average daily traffic of Light Motor Vehicles (four wheelers) during period April 2017 to September 2017. During the quarter ARRIL has received amount of Rs 2030.00 lakhs from AUDA as adhoc amount against the claim.
  - The revenue from operation includes revenue from construction contracts of INR 14,682.50 lakhs, INR 15,186.50 lakhs and INR 25006.70 lakhs for quarter ended September 30, 2020, June 30, 2020 and September 30, 2019 respectively and INR 29869.00 lakhs and INR 72030.50 lakhs for the half year ended September 30, 2020 and September 30, 2019 and INR 107084.40 lakhs for the year ended March 31, 2020 related to intangible assets under development and development of Hybrid Annuity Model (HAM) assets as per concession arrangements which are recognised in accordance with the requirements of Appendix-D of Ind AS 115 "Revenue from contracts with customers."
  - Maharashtra Border Check Post Network Limited ('MBCPNL') a one of the step down subsidiary, has accepted and accounted certain project related costs variation towards increased cost of construction due to delay in execution of the Modernization and Computerisation of 22 Border Check Post Project ('BCP Project'). Such costs variations incurred due to various reasons not attributable to MBCPNL, in terms of service concession agreement, up to September 30, 2020 is Rs. 22,288.40 lakhs (March 31, 2020 Rs. 22,288.40 lakhs). The costs have been accounted as intangible assets/ intangible assets under development. Further, such costs variations is required to be approved by Government of Maharashtra (GoM) although the Independent Engineer of the Project, Technical Evaluation Committee duly appointed by project Steering Committee of Maharashtra State Road Development Corporation Limited ('the Project Authority') which is monitoring the project progress and the lender's independent engineer has in-principle accepted and recommended MBCPNL's cost variation claim. Based on the recommendations at the project steering committee, GoM (Grantor) will conclude in regard to cost variations claim of the MBCPNL although MBCPNL is confident that the additional costs accounted in the books will be fully accepted by the GoM.
  - Operating expenses include provision for Periodic Major Maintenance of INR 498.30 lakhs, INR 498.30 lakhs and INR 778.90 lakhs for the quarter ended September 30, 2020, June 30, 2020 and September 30, 2019 respectively and INR 996.60 lakhs and INR 1766.10 lakhs for the half year ended September 30, 2020 and September 30, 2019 respectively and INR 7535.90 lakhs for the year ended March 31, 2020.
  - The exceptional item amounting to INR 1,50,101.34 Lakhs for the year ended March 31, 2020 was towards the profit on sale of entire equity shareholding in seven of its step down subsidiary companies i.e. Bijapur Hungund Tollway Private Limited, Aurangabad Jalna Tollway Limited, Hyderabad Yadgiri Tollway Private Limited, Dhule Palesner Tollway Limited, Nagpur Seoni Expressway Limited, Shreenathji Udaipur Tollway Private Limited, Bhilwara Rajsamand Tollway Private Limited and Mysore Bellary Highway Private Limited (MBHPL), a subsidiary of the Company pursuant to the definitive share purchase agreement ('the agreement') dated July 1, 2019.
- Further, the condition precedents mentioned in the agreement such as regulatory approvals, lender's consent, other customary approvals with respect to one entity i.e. Ahmedabad Ring Road Infrastructure Limited (ARRIL), has been received as at the reporting date. However transfer of shareholding in pursuance of agreement is yet not done. Accordingly, investments in this subsidiary company has been classified as assets held for sale in accordance with Ind AS 105 - "Non-Current Assets Held for Sale and Discontinuing Operations".
- The Group has carrying value of intangible assets of Rs. 26,60,037.00 lakhs in its 2 step down subsidiaries engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India. The net worth of such companies has fully eroded based on their latest financial results. Considering the gestation period required for break even for such infrastructure investments, expected higher cash flows based on future business projections, claims of Rs. 1,70,634.80 lakhs lodged and served cure period notice in terms of conditions of respective concession agreements, backed by legal opinion on tenability of the claim, debt refinancing and the strategic nature of these investments and internal plan for revival, no provision/adjustment to the carrying value of above mentioned intangible assets as at September 30, 2020 is considered necessary by the Management at this stage.

## Sadbhav Engineering Limited

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10 The COVID-19 pandemic is rapidly spreading across the world as well as in India and has caused shutdown across the country. The Group has resumed operations in a phased manner in line with the directives of the Government of India. This has an impact on the revenue from toll collection and construction services for the quarter however, the Company's management has made assessment of possible impact of COVID-19 on business / operation of group and believes that the impact may not be significant over the terms of its contracts. The group has also filed / is in the process of filing of claims for appropriate relief as per the terms of concession agreements with NHAI/Local Authority and has also availed the relief provided by its lenders by way of moratorium on certain principal / interest payment. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company's management, as at date of approval of these consolidated financial results has used corroborative information. As on date, the Company's management has concluded that the impact of Covid-19 is not material based on the evaluations. Due to the nature of the pandemic, the group will continue to monitor developments to identify significant uncertainties in future periods, if any. The Company's management does not see any long term risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due.

11 Key numbers of standalone financial results of the Company for the quarter, half year and year ended are as under:-

| S. No. | Particulars                                            | Quarter ended             |                           |                           | Half Year Ended           |                           | Year ended              |
|--------|--------------------------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
|        |                                                        | 30/09/2020<br>(Unaudited) | 30/06/2020<br>(Unaudited) | 30/09/2019<br>(Unaudited) | 30/09/2020<br>(Unaudited) | 30/09/2019<br>(Unaudited) | 31/03/2020<br>(Audited) |
| 1      | Income from operations                                 | 41,221.13                 | 22,969.03                 | 56,510.68                 | 64,190.16                 | 1,40,275.17               | 2,25,166.02             |
| 2      | Profit before tax                                      | 290.23                    | (2,809.73)                | 2,756.59                  | (2,519.51)                | 8,097.22                  | 10,974.94               |
| 3      | Profit after tax                                       | 524.05                    | (2,657.98)                | 2,585.43                  | (2,133.94)                | 6,531.87                  | 8,515.50                |
| 4      | Total other comprehensive income for the period / year | 437.57                    | (2,657.98)                | 2,685.36                  | (2,220.42)                | 6,623.77                  | 8,849.99                |

12 The Group has certain step down subsidiaries having accumulated losses, which has resulted into erosion net-worth of those step down subsidiaries. Such operational step down subsidiaries are expected to achieve adequate profitability as per the future traffic projections by way of increase in traffic and reduction in finance costs through repayment/refinancing of loan during their respective project tenure. There have also been favourable arbitration claims received by these step down subsidiaries in the past and have further lodged claim amounting to INR 1,70,634.80 lakhs, the tenability of which, as per concession agreement, is backed up by a legal opinion. As mentioned in the note 8 above, the Company has completed sale of seven SPV's at a value higher than their carrying cost and also is in the process of closing sale of one more on similar terms. Basis these and further complimented by the continuing unconditional financial support offered to the step down subsidiaries from the Company, the group will be able to meet/will continue to meet their financial obligations in the ordinary course of the business. Further, the management has also evaluated on annual basis and concluded that BOT/Annuity assets value are in excess of carrying value based on certain parameters like cash flow projections, future projected traffic, growth rate etc.

13 The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Section 230 to 232 of Companies Act 2013, subject to the regulatory approvals required whereby, the Sadbhav Infrastructure Project Limited (SIPL), a subsidiary will merge into the Company. The appointed date of merger is 1st April, 2019. Approval of SEBI and BSE/NSE have been received. Now the Company has made application to National Company Law Tribunal (NCLT) for its approval. On receipt of approval of NCLT and filing of copy of order of NCLT with Registrar of Companies, the scheme will become effective from appointed date.

14 The listed non-convertible debentures of the Group aggregating Rs.49,500.00 Lakhs outstanding as on September 30, 2020 which are secured by way of shares of Company's subsidiary. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.

15 The Indian Parliament has recently approved the code on Social Security, 2020. This has also received consent of the Hon'ble President of India. The code when implemented will impact the contribution by the group towards benefits such as Provident Fund, Gratuity etc. The effective date(s) of implementation of this code is yet to be notified. In view of this, any financial impact due to the change will be assessed and accounted for in the period of notification.

16 Statement of unaudited Cashflow for the half year ended September 30, 2020 and September 30, 2019 are given in Annexure - I

17 The figures for the previous period have been regrouped/rearranged wherever necessary, to make them comparable with those of the current period.

18 The above Financial Results are available on company's website [www.sadbhaveng.com](http://www.sadbhaveng.com) and on the websites of the stock exchange viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)



| PARTICULARS                                          | CONSOLIDATED               |                        |
|------------------------------------------------------|----------------------------|------------------------|
|                                                      | As At September<br>30,2020 | As At March<br>31,2020 |
| <b>Assets</b>                                        |                            |                        |
| <b>Non-current Assets</b>                            |                            |                        |
| (a) Property, Plant and Equipments                   | 36150.41                   | 40265.72               |
| (b) Right to use Assets                              | 2350.20                    | 3271.49                |
| (c) Capital Work in Progress                         | 395.75                     | 376.91                 |
| (d) Investment Property                              | 94.00                      | 83.80                  |
| (e) Goodwill                                         | 2653.00                    | 2653.00                |
| (f) Intangible Assets under Development              | 9602.90                    | 9552.80                |
| (g) Other Intangible Assets                          | 395545.52                  | 399840.75              |
| (h) Financial Assets                                 |                            |                        |
| (i) Investments                                      | 72833.89                   | 73030.89               |
| (ii) Trade receivable                                | 19793.69                   | 13192.49               |
| (iii) Loans                                          | 40.70                      | 44.50                  |
| (iv) Receivable Under Service Concession Arrangement | 298818.10                  | 271384.00              |
| (v) Other Financial Assets                           | 2376.73                    | 1654.34                |
| (i) Deferred Tax Assets (net)                        | 11774.70                   | 11318.63               |
| (j) Other Non Current Assets                         | 8490.83                    | 11603.83               |
|                                                      | <b>860920.42</b>           | <b>838273.15</b>       |
| <b>Current Assets</b>                                |                            |                        |
| (a) Inventories                                      | 17004.54                   | 14724.75               |
| (b) Financial Assets                                 |                            |                        |
| (i) Investments                                      | 0.00                       | 0.00                   |
| (ii) Trade receivables                               | 146407.63                  | 147814.05              |
| (iii) Cash and cash equivalents                      | 8949.73                    | 9334.13                |
| (iv) Bank Balance other than (ii) above              | 8392.49                    | 11113.98               |
| (v) Loans                                            | 220.91                     | 9505.41                |
| (vi) Receivable Under Service Concession Arrangement | 25447.20                   | 28144.70               |
| (vii) Other Current Financial Assets                 | 48336.34                   | 49280.80               |
| (c) Current Tax Asset                                | 13991.40                   | 12360.13               |
| (d) Other currently assets                           | 78273.65                   | 74582.48               |
| <b>Total Current Assets</b>                          | <b>347023.89</b>           | <b>356860.43</b>       |
| <b>Assets Held for Sale</b>                          | <b>35673.70</b>            | <b>33287.40</b>        |
| <b>Total Assets</b>                                  | <b>1243618.01</b>          | <b>1228420.98</b>      |
| <b>Equity and Liabilities</b>                        |                            |                        |
| <b>Equity</b>                                        |                            |                        |
| (i) Equity share capital                             | 1715.71                    | 1715.71                |
| (ii) Other Equity                                    | 143264.46                  | 158352.78              |
| (ii) Non Controlling Interest                        | 37286.52                   | 42266.45               |
| <b>Total Equity</b>                                  | <b>182266.69</b>           | <b>202334.94</b>       |
| <b>Non-current Liabilities</b>                       |                            |                        |
| (a) Financial Liabilities                            |                            |                        |
| (i) Borrowings                                       | 567139.51                  | 563278.89              |
| (ii) Other financial liabilities                     | 115675.24                  | 113867.51              |
| (b) Provisions                                       | 15576.20                   | 13745.00               |
| (c) Deferred tax liabilities (Net)                   | 8090.00                    | 7679.40                |
| (d) Other non-current liabilities                    | 2902.50                    | 2902.50                |
| <b>Total Non-current Liabilities</b>                 | <b>709383.45</b>           | <b>701473.30</b>       |
| <b>Current Liabilities</b>                           |                            |                        |
| (a) Financial Liabilities                            |                            |                        |
| (i) Borrowings                                       | 61236.88                   | 69421.36               |
| (ii) Trade Payable                                   | 90695.75                   | 72925.30               |
| (ii) Other financial liabilities                     | 108959.57                  | 87473.91               |
| (b) Other current liabilities                        | 66458.81                   | 69089.37               |
| (c) Provisions                                       | 766.66                     | 596.30                 |
| (d) Current Tax Liabilities (Net)                    | 1223.80                    | 826.20                 |
| <b>Total Current Liabilities</b>                     | <b>329341.48</b>           | <b>300332.44</b>       |
| <b>Liabilities held for Sale</b>                     | <b>22626.40</b>            | <b>24280.30</b>        |
| <b>Total Liabilities</b>                             | <b>1061351.33</b>          | <b>1026086.04</b>      |
| <b>Total Equity Liabilities</b>                      | <b>1243618.02</b>          | <b>1228420.98</b>      |

For, SADBHAV ENGINEERING LIMITED

  
 Nishu R. Patel  
 Executive Director & Chief Financial Officer  
 DIN : 00466330  
 Place : Ahmedabad  
 Date : 13/11/2020



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**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to  
The Board of Directors of  
Sadbhav Engineering Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Sadbhav Engineering Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter and six months ended on September 30, 2020 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.



4. The Statement includes the financial results of following entities:

List of Subsidiaries:

1. Sadbhav Infrastructure Project Limited
2. Sadbhav Gadag Highway Private Limited

List of step-down subsidiaries:

1. Ahmedabad Ring Road Infrastructure Ltd
2. Maharashtra Border Check Post Network Ltd
3. Rohtak Panipat Tollway Private Ltd
4. Rohtak Hissar Tollway Private Ltd
5. Sadbhav Rudrapur Highway Private Limited
6. Sadbhav Una Highway Private Limited
7. Sadbhav Bhavnagar Highway Private Limited
8. Sadbhav Nainital Highway Private Limited
9. Sadbhav Bangalore Highway Private Limited
10. Sadbhav Vidarbha Highway Private Limited
11. Sadbhav Udaipur Highway Private Limited
12. Sadbhav Jodhpur Ring Road Private Limited
13. Sadbhav Tumkur Highway Private Limited
14. Sadbhav Vizag Port Road Private Limited
15. Sadbhav Kim Expressway Private Limited
16. Sadbhav Bhimasar Bhuj Highway Private Limited
17. Sadbhav Hybrid Annuity Project Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of other auditor referred to in paragraph 9 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. **Emphasis of Matter:**

We draw attention to the following notes to the consolidated financial result:

- a) Note no. 6 in respect of accounting of Intangible Assets/ Intangible Assets under Development of INR. 22,288.40 lakhs under the Service Concession Arrangement of Maharashtra Border Check Post Network Limited, a step-down subsidiary company, based upon recommendation made by project lenders' engineers and technical experts appointed by project authorities. Pending final approval by the Government of Maharashtra, no adjustments are considered necessary in these consolidated financial results.



- b) Note no.9 relating to the claim of INR 1,70,634.80 lakhs lodged on National Highway Authority of India pending settlement, other operational matters and its consequential impact thereof on intangible assets of the stepdown subsidiaries.
- c) Note no. 10 regarding management's evaluation of COVID-19 impact on the operations and assets of the Group.

Our conclusion is not modified in respect of the above matters.

7. The consolidated financial result includes unaudited financial statements of 1 subsidiary and 3 step down subsidiaries whose financial statements reflects (before eliminating intercompany transactions) total assets of INR 4,356.43 lakhs as at September 30, 2020 and total revenue of INR 324.49 lakhs and INR 324.49 lakhs, total net profit (loss) after tax of INR 4.80 lakhs and INR( 0.90) lakhs , total comprehensive profit (loss) of INR 4.80 lakhs and INR (0.90) for the quarter ended and six months ended on September 30, 2020 respectively and net cash outflows INR 0.90 lakhs for six months ended on September 30, 2020, as considered in the financial results. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the statement, in so far it relates to the amount and disclosures included in respect of these subsidiaries, is based on solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group". Our opinion on the consolidated financial results is not modified in respect of this matter with respect to our reliance on the financial information certified by the management.
8. We did not review the interim financial results and other financial information in respect of 1 subsidiary and 6 step-down subsidiaries, whose financial results/information reflects (before eliminating intercompany transactions) total assets of INR 7,22,008.42 lakhs as at September 30, 2020 and total revenue of INR 17,793.37 lakhs and INR 32,000.50 lakhs, total net loss after tax of INR 5,856.60 lakhs and INR 13,209.65 lakhs , total comprehensive loss of INR 5,856.60 lakhs and INR 13,209.65 lakhs for the quarter and six months ended on September 30, 2020 respectively and net cash outflows INR 902.30 lakhs for six months ended on September 30, 2020 as considered in the consolidated unaudited financial results. These interim financial results have been reviewed by other auditors, whose reports have been furnished to us by the management. Our conclusion on the statement, in so far as it relates to the amounts and disclosures in respect of such subsidiary is based solely on the report of other auditors and procedures performed by us as stated in paragraph 3 above. Our conclusion on the statement is not modified in respect of this matter.

For, Dhirubhai Shah & Co LLP  
Chartered Accountants  
FRN: 102511W/W100298

Samip K. Shah

Samip K Shah  
Partner  
Membership No: 128531  
ICAI UDIN: 20128531AAAADJ6745  
Place: Ahmedabad  
Date: November 13, 2020



For, Manubhai & Shah LLP  
Chartered Accountants  
FRN:106041W/W100136

Kaushik C Patel

Kaushik C Patel  
Partner  
Membership No: 030083  
ICAI UDIN: 20030083AAAAEF7686  
Place: Ahmedabad  
Date: November 13, 2020

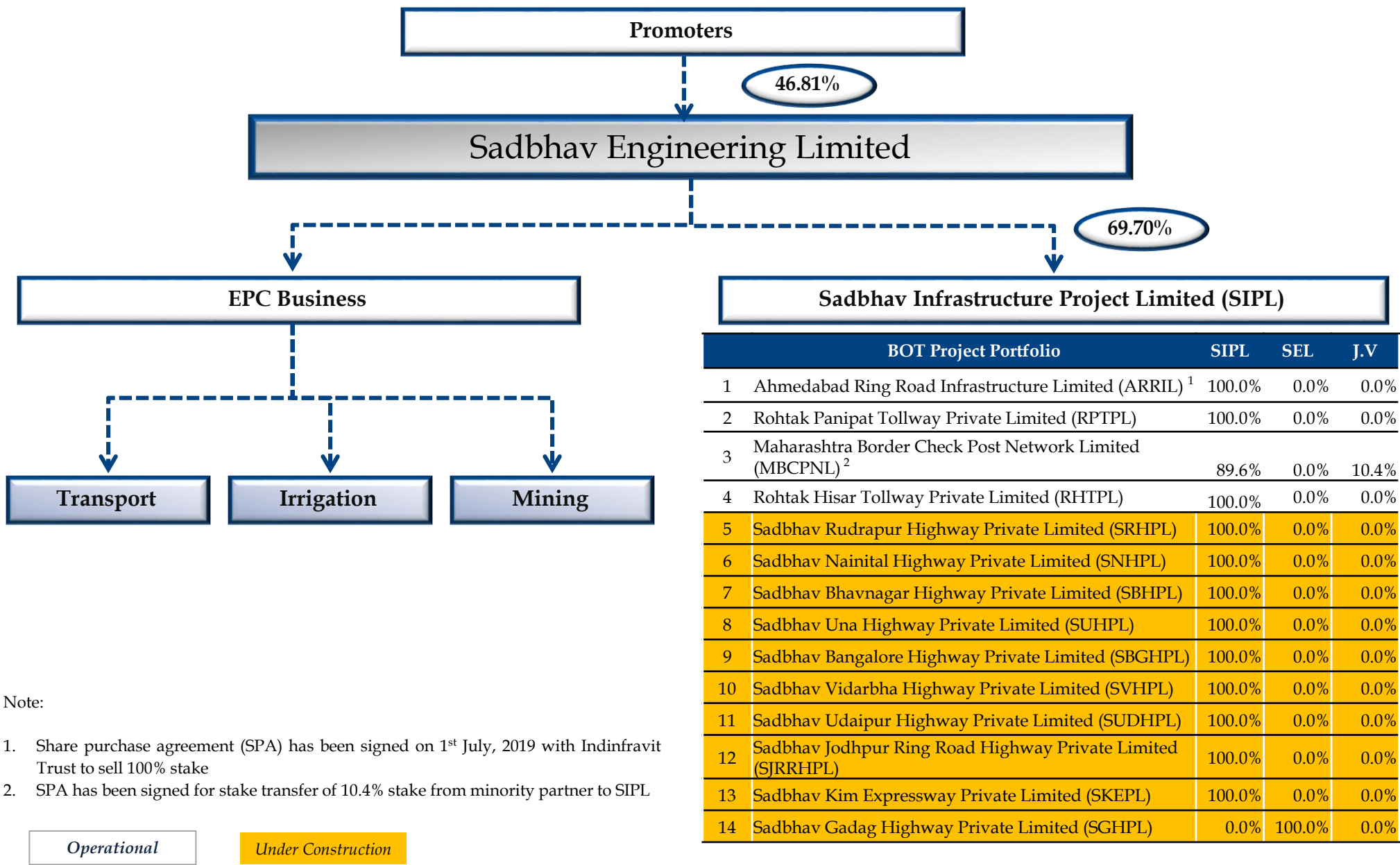




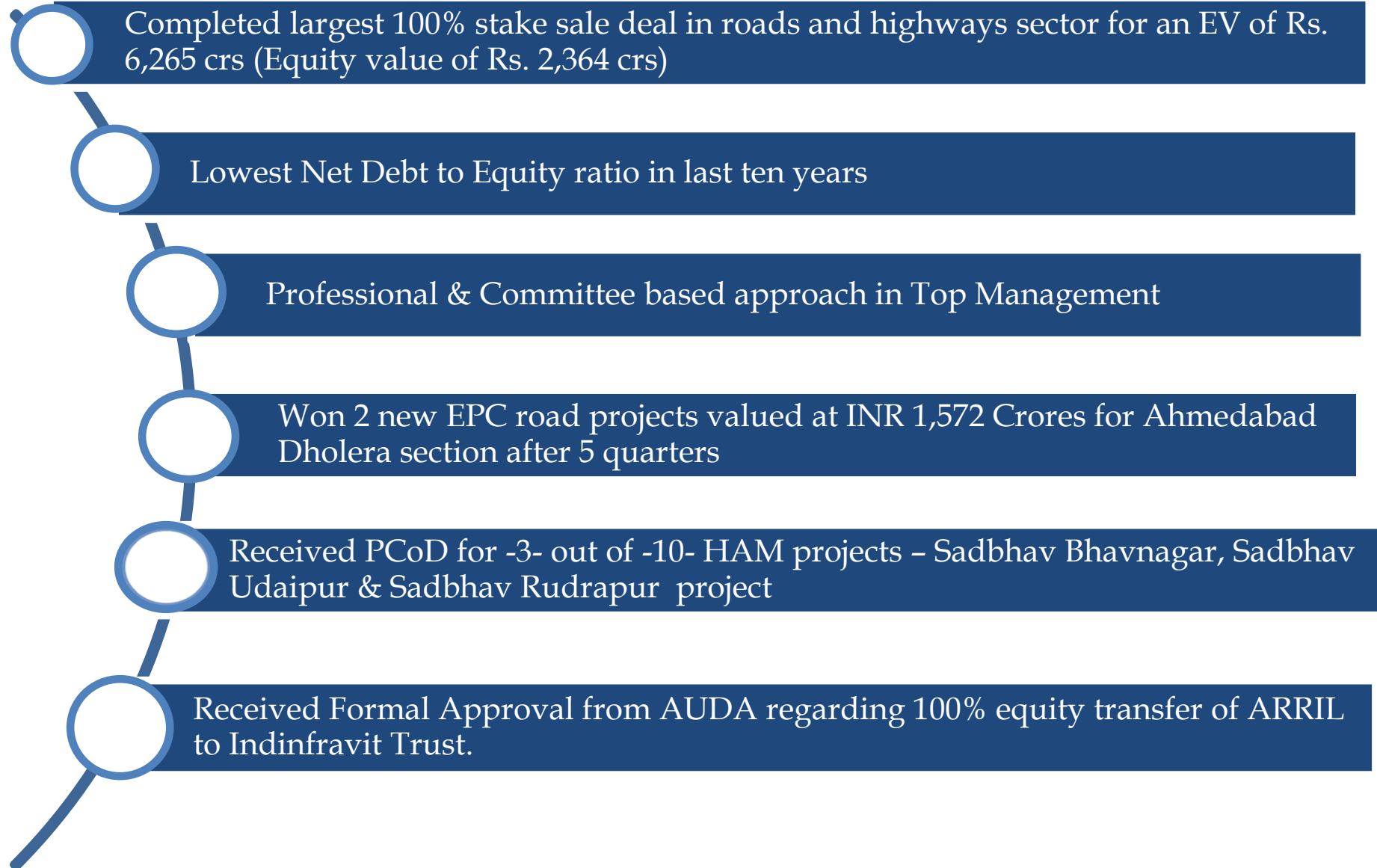
## SADBHAV GROUP

**Result Update Q2FY21 & H1FY21**

**MEDIA RELEASE**



# Achievements at SADBHAV during last one year



## Performance Q2FY21 vs Q2FY20 (YoY)

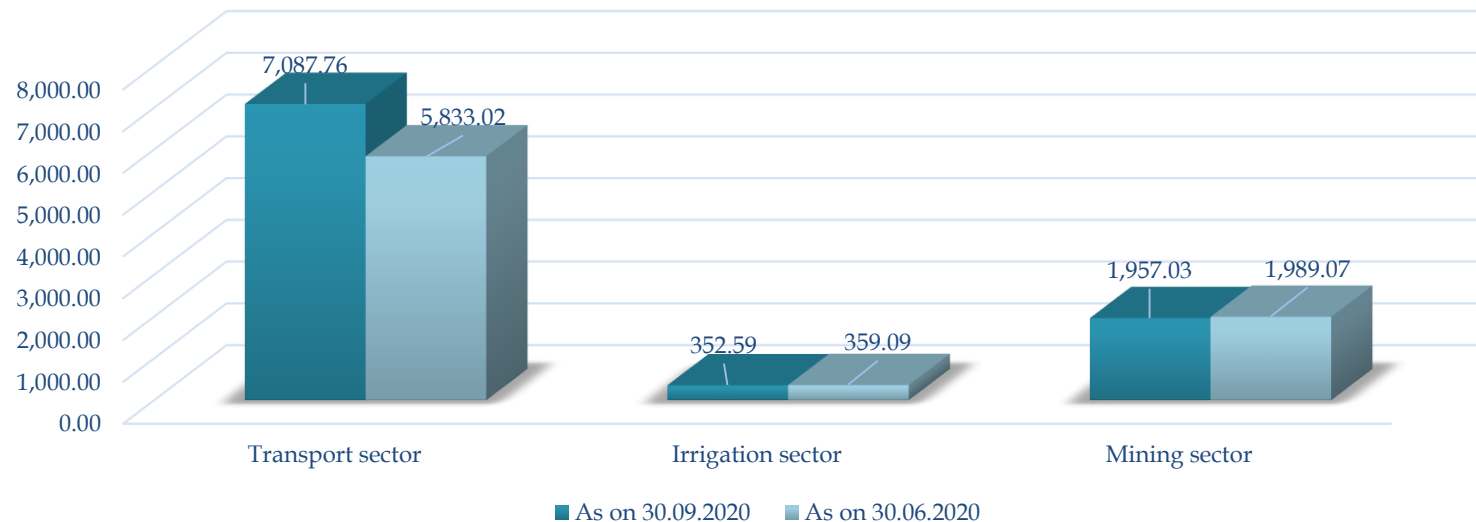
- Income from operations is at Rs. 412.21 Crores vs Rs. 565.11 Crores
- EBITDA margin at 12.08% vs 12.31%
- PBT after Exceptional items at Rs. 2.90 Crores vs Rs. 27.56 Crores
- Net Profit after tax at Rs. 5.24 Crores vs Rs. 25.85 Crores
- Cash Profit at Rs 29.76 Crores vs Rs 53.56 Crores

## Performance H1FY21 vs H1FY20 (YoY)

- Income from operations is at Rs. 641.90 Crores vs Rs. 1402.75 Crores
- EBITDA margin at 10.79% vs 12.42%
- PBT / (Loss before tax) after Exceptional items at Rs. (25.20) Crores vs Rs. 80.97 Crores
- Net Profit / (Loss) after tax at Rs. (21.34) Crores vs Rs. 65.32 Crores
- Cash Profit at Rs 28.12 Crores vs Rs 121.03 Crores

# Order Book Position – September 2020

| Order book breakup<br>(Rs. Cr.) | As on<br>30.09.2020 | % of<br>total | As on<br>30.06.2020 | % of<br>total | As on<br>30.09.2019 | % of total    |
|---------------------------------|---------------------|---------------|---------------------|---------------|---------------------|---------------|
| <b>Transport sector</b>         | <b>7,087.76</b>     | <b>75.42</b>  | <b>5,833.02</b>     | <b>71.30</b>  | <b>7,042.95</b>     | <b>73.97</b>  |
| - BOT/HAM                       | 2,983.08            | 31.74         | 3,127.06            | 38.22         | 4,055.57            | 42.60         |
| - EPC                           | 4,104.68            | 43.68         | 2,705.96            | 33.08         | 2,987.38            | 31.38         |
| <b>Irrigation sector</b>        | <b>352.59</b>       | <b>3.75</b>   | <b>359.09</b>       | <b>4.39</b>   | <b>376.20</b>       | <b>3.95</b>   |
| <b>Mining sector</b>            | <b>1,957.03</b>     | <b>20.83</b>  | <b>1,989.07</b>     | <b>24.31</b>  | <b>2,102.06</b>     | <b>22.08</b>  |
| <b>Total</b>                    | <b>9,397.38</b>     | <b>100.00</b> | <b>8,181.18</b>     | <b>100.00</b> | <b>9,521.21</b>     | <b>100.00</b> |



# Standalone Financial Performance

| Particulars (In Rs cr.)               | Q2FY21       | Q2FY20       | H1FY21        | H1FY20       |
|---------------------------------------|--------------|--------------|---------------|--------------|
| Income from operations<br>( Net GST ) | 412.21       | 565.11       | 641.90        | 1,402.75     |
| Construction expenses                 | 324.55       | 440.34       | 498.98        | 1,114.23     |
| <i>% of sales</i>                     | <i>78.73</i> | <i>77.92</i> | <i>77.74</i>  | <i>79.43</i> |
| Employee expenses                     | 29.42        | 42.65        | 55.11         | 84.69        |
| <i>% of sales</i>                     | <i>7.14</i>  | <i>7.55</i>  | <i>8.59</i>   | <i>6.04</i>  |
| Other expenses                        | 8.43         | 12.55        | 18.54         | 29.67        |
| <i>% of sales</i>                     | <i>2.04</i>  | <i>2.22</i>  | <i>2.89</i>   | <i>2.12</i>  |
| EBITDA                                | 49.81        | 69.57        | 69.26         | 174.16       |
| <i>% of sales</i>                     | <i>12.08</i> | <i>12.31</i> | <i>10.79</i>  | <i>12.42</i> |
| Depreciation                          | 24.52        | 27.71        | 49.46         | 55.71        |
| Finance cost                          | 27.17        | 20.65        | 51.15         | 47.96        |
| <i>% of sales</i>                     | <i>6.59</i>  | <i>3.65</i>  | <i>7.97</i>   | <i>3.42</i>  |
| Other income                          | 4.78         | 6.35         | 6.16          | 10.48        |
| Exceptional item                      | -            | -            | -             | -            |
| PBT after Exceptional Items           | 2.90         | 27.56        | (25.20)       | 80.97        |
| <i>% of sales</i>                     | <i>0.70</i>  | <i>4.88</i>  | <i>(3.93)</i> | <i>5.77</i>  |
| Taxes                                 | (2.34)       | 1.71         | (3.86)        | 15.65        |
| PAT                                   | 5.24         | 25.85        | (21.34)       | 65.32        |
| <i>% of sales</i>                     | <i>0.93</i>  | <i>4.57</i>  | <i>(3.78)</i> | <i>11.56</i> |

## Segmental Revenue Breakup during Q2 FY21

| Quarterly Revenue Breakup (Rs cr) | Q2 FY21<br>Without GST | % of total sales | Q2 FY20<br>Without GST | % of total sales |
|-----------------------------------|------------------------|------------------|------------------------|------------------|
| <b>Transport sector</b>           | <b>369.95</b>          | <b>89.75</b>     | <b>516.32</b>          | <b>91.37</b>     |
| -BOT/HAM                          | 188.23                 | 45.66            | 401.20                 | 71.00            |
| -EPC                              | 181.72                 | 44.08            | 115.12                 | 20.37            |
| <b>Irrigation sector</b>          | <b>6.52</b>            | <b>1.58</b>      | <b>18.69</b>           | <b>3.31</b>      |
| <b>Mining sector</b>              | <b>34.58</b>           | <b>8.39</b>      | <b>29.50</b>           | <b>5.22</b>      |
| <b>Power generation</b>           | <b>1.16</b>            | <b>0.28</b>      | <b>0.60</b>            | <b>0.11</b>      |
| <b>Total</b>                      | <b>412.21</b>          | <b>100.00</b>    | <b>565.11</b>          | <b>100.00</b>    |

## Status of HAM Assets

| Project Name      | Project Cost<br>(in INR Crs) | Total length<br>(kms) | Progress in % | Expected<br>PCOD             | PCoD length<br>(kms) |
|-------------------|------------------------------|-----------------------|---------------|------------------------------|----------------------|
| Sadbhav Bhavnagar | 819                          | 48.04                 | 77%           | Achieved<br>w.e.f Feb-20     | 33.98                |
| Sadbhav Udaipur   | 891                          | 23.88                 | 89%           | Achieved<br>w.e.f July-20    | 18.71                |
| Sadbhav Rudrapur  | 738                          | 43.44                 | 73%           | Achieved<br>w.e.f October-19 | 31.40                |
| Sadbhav Bangalore | 1,008                        | 170.92                | 87%           | Q3FY21                       |                      |
| Sadbhav Una       | 623                          | 40.95                 | 66%           | Q4FY21                       |                      |
| Sadbhav Nainital  | 657                          | 49.78                 | 60%           | Q4FY21                       |                      |
| Sadbhav Vidarbha  | 1,071                        | 66.88                 | 67%           | Q1FY22                       |                      |
| Sadbhav Jodhpur   | 1,106                        | 74.61                 | 27%           | Q4FY22                       |                      |
| Sadbhav Kim       | 1,404                        | 24.57                 | 7%            | Q1FY23                       |                      |
| Sadbhav Gadag *   | 995                          |                       | 3%            | Q1FY22                       |                      |
| <b>Total</b>      | <b>9,312</b>                 |                       |               |                              |                      |

\* SPV under Sadbhav Engineering limited awarded from K SHIP in support with ADB

## Movement of net debt to equity since last 10 years

| Financial Year<br>– Rs. Lakhs . | Net Debt | Networth | Net Debt to Equity<br>ratio |
|---------------------------------|----------|----------|-----------------------------|
| FY 20                           | 111,907  | 210,398  | 0.53                        |
| FY 19                           | 152,695  | 203,367  | 0.75                        |
| FY 18                           | 147,200  | 186,679  | 0.79                        |
| FY 17                           | 175,416  | 166,089  | 1.06                        |
| FY 16                           | 118,000  | 147,146  | 0.80                        |
| FY 15                           | 106,125  | 135,206  | 0.78                        |
| FY 14                           | 94,954   | 95,722   | 0.99                        |
| FY 13                           | 74,123   | 83,252   | 0.89                        |
| FY 12                           | 39,247   | 76,231   | 0.51                        |
| FY 11                           | 31,149   | 62,575   | 0.50                        |
| FY 10                           | 37,904   | 39,151   | 0.97                        |

**Net debt to equity ratio has reached almost the lowest level since last 10 years**

# Key Developments

- Details of New orders awarded in Q2FY21 as under :-

| Sr No. | Project Name                                        | Sector               | Project cost (INR in Crs) |
|--------|-----------------------------------------------------|----------------------|---------------------------|
| 1)     | Ahmedabad-Dholera Greenfield Alignment (Package-I)  | Transport sector-EPC | 690.30                    |
| 2)     | Ahmedabad-Dholera Greenfield Alignment (Package-II) | Transport sector-EPC | 882.00                    |

- We have successfully achieved PCOD for following HAM projects which will start to fetch regular annuity.

| Sr No. | Project Name                        | Order Size (INR in Crs) | Date of PCOD |
|--------|-------------------------------------|-------------------------|--------------|
| 1)     | Sadbhav Bhavnagar Highway Pvt. Ltd. | 819.00                  | 28.02.2020   |
| 2)     | Sadbhav Udaipur Highway Pvt. Ltd.   | 891.00                  | 31.07.2020   |
| 3)     | Sadbhav Rudrapur Highway Pvt. Ltd.* | 738.00                  | 31.10.2019   |

\* Approved by NHAI

- Expected Mobilization Advances for following projects in Q3 & Q4 :-

| Sr No. | Project Name                       | Type of Project | Advance Amount (INR in Crs) |
|--------|------------------------------------|-----------------|-----------------------------|
| 1)     | Sadbhav Gadag Highway Pvt. Limited | Transport- HAM  | 65.00                       |
| 2)     | Sadbhav Kim Expressway Pvt. Ltd    | Transport- HAM  | 140.00                      |
| 3)     | Ahmedabad Dholera Project          | Transport- EPC  | 155.00                      |
|        | <b>Total</b>                       |                 | <b>360.00</b>               |

Thank You

