

Ref: SEL/2021-22/13

June 30, 2021

To,
The Dy. Gen Manager
Corporate Relationship Dept.
BSE Limited,
PJ Tower, Dalal Street,
Mumbai- 400 001

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 Code:532710

Equity Scrip Name: SADBHAV

Sub: Outcome of the Meeting of the Board of Directors of the Company held on 30th June, 2021 and submission of Audited Financial Results of the Company for the quarter and year ended on 31st March, 2021.

With reference to above, we hereby inform that meeting of Board of Directors of the Company was held today (i.e. 30/06/2021), in which Board has approved and adopted the standalone and consolidated Audited Financial Results of the Company for the Quarter and year ended 31st March, 2021.

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the following:

1. Standalone and consolidated Audited Financial Results of the Company for quarter and year ended on 31st March, 2021.
2. Auditors' Report on Standalone and consolidated Audited Financial Results.

The Report of Auditors is with unmodified opinion with respect to the Audited Financial Results (Standalone and consolidated) of the Company for the quarter and year ended on 31st March, 2021.

The meeting of Board of Directors commenced at 9:00 p.m. and concluded at 11:15 p.m.

You are requested to take the above on your record.

Thanking You,

Yours Faithfully,

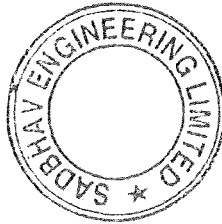
For Sadbhav Engineering Limited


Hardik Modi

Company Secretary

Membership No. F9193

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.sadbhaveng.com CIN : L45400GJ1988PLC011322

SADBHAV ENGINEERING LIMITED
CIN NO.: L45400GJ1988PLC011322

Corp. Office: "Sadbhav", Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad-380 009 Gujarat
Tel:-9179 40400400, F:- 9179 40400444, Email:- selinfo@sadbhav.co.in, Website:-www.sadbhaveng.com
AUDITED FINANCIAL RESULTS (STANDALONE) FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021

(Rs. in Lakhs, except for earning per share)

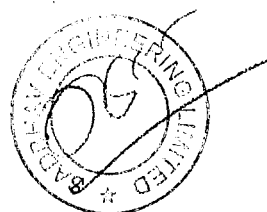
Sr. No.	Particulars	STAND ALONE				
		Quarter ended 31/03/2021 (Audited)	Quarter ended 31/12/2020 (Unaudited)	Quarter ended 31/03/2020 (Audited)	Year ended 31/03/2021 (Audited)	Year ended 31/03/2020 (Audited)
	Income					
1	Revenue From operations	42571.45	55600.84	40886.92	162362.45	225166.02
2	Other income	3373.89	1326.69	410.40	9348.14	11584.73
3	Total Income (1+2)	45945.34	56927.53	41297.32	171710.59	236750.75
4	Expenses					
	Cost of Material Consumed	13705.92	9091.99	9494.57	34269.89	37837.17
	Construction Expenses	16005.02	34916.22	18962.16	89347.60	135665.26
	Employee benefits expense	3430.49	3249.32	3181.11	12190.97	14715.31
	Finance costs	4988.21	4815.56	2944.22	18951.08	19411.74
	Depreciation and amortization expense	2121.33	2353.29	2596.47	9420.67	10844.88
	Other expenses	2584.02	978.21	4204.56	5416.60	9002.89
	Total Expenses	42834.99	55404.59	41383.09	169596.81	227477.25
5	Profit / (Loss) before exceptional Items and tax (3-4)	3,110.35	1522.94	(85.77)	2113.78	9273.50
6	Exceptional Items (Refer Note no. 5)	(1,958.72)	0.00	1701.44	(1,958.72)	1,701.44
7	Profit / (Loss) before tax (5+6)	1151.63	1522.94	1615.67	155.06	10974.94
8	(1) Tax Expense	(1,936.00)	266.09	752.24	(1,669.91)	3621.74
	(2) Deferred Tax	(1,633.61)	(259.53)	45.30	(2,278.71)	(1,162.30)
9	Profit / (Loss) for the period from containing operations (7-8)	4,721.24	1516.38	818.13	4103.68	8515.50
10	Other Comprehensive Income (OCI)					
	(i) Items that will not be reclassified to profit or loss	149.60	(27.93)	202.16	35.19	334.49
	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
11	Total Income (Including other comprehensive income (9+10))	4870.84	1488.45	1020.29	4138.87	8849.99
12	Paid up Equity share Capital (face value of Re. 1 each)	1715.71	1715.71	1715.71	1715.71	1715.71
13	Other Equity excluding Revaluation Reserves as at 31st March	-	-	-	212821.66	208682.77
14	Basic EPS (Rs.) (Face value of Re. 1/- each) (*not annualized)	2.75*	0.88*	0.48*	2.39	4.96
15	Diluted EPS (Rs.) (Face value of Re. 1/- each) (*not annualized)	2.75*	0.88*	0.48*	2.39	4.96
16	Paid up Debt Capital				24500.00	15000.00
17	Debenture Redemption Reserve				1950.00	1950.00
18	Net worth				214537.37	210398.48
19	Debt Equity Ratio (refer Note No.15)				0.30	0.27
20	Debt Service Coverage Ratio (DSCR) (refer Note No.15)				0.84	0.96
21	Interest Service Coverage Ratio (ISCR) (refer Note No.15)				1.71	2.12

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

Sr. No.	ISIN No.	Previous due dates from 1st October, 2020 to 31st March, 2021		Next due dates From 1st April, 2021 to 30th September, 2021	
		Principal	Interest	Principal	Interest
1	INE226H07072*	-	-	-	-
2	INE226H07080**	-	-	-	22.06.2021
3	INE226H07098	-	-	-	22.06.2021
4	INE226H07114	-	-	-	15.06.2021 & 15.09.2021
5	INE226H07122	-	-	-	15.06.2021 & 15.09.2021
6	INE226H07130	-	-	-	15.06.2021 & 15.09.2021
7	INE226H07148	-	-	-	15.06.2021 & 15.09.2021
8	INE226H07155	-	-	-	15.06.2021 & 15.09.2021

*ISIN: INE226H07072-488 Nos. of NCDs redeemed on 29-04-2021 and 12 Nos. of NCDs redeemed on 31-05-2021. Hence for ISIN: INE226H07072 is fully redeemed as on date.

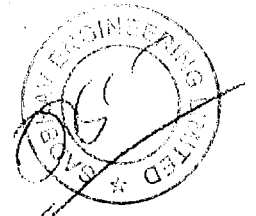
**ISIN: INE226H07080-164 Nos. of NCDs redeemed on 31-05-2021.



SADBHAV ENGINEERING LIMITED
CIN NO.: L45400GJ1988PLC011322

STATEMENT OF ASSETS AND LIABILITIES - STANDALONE

PARTICULARS	As At March 31, 2021	As At March 31, 2020
Assets		
Non-current Assets		
(a) Property, Plant and Equipment	27918.39	39591.62
(b) Capital Work in Progress	376.91	376.91
(c) Right to use Assets	1235.98	3271.49
(d) Intangible Assets	48.13	172.25
(e) Financial Assets		
(i) Investments	56674.72	55800.80
(ii) Trade receivable	26766.09	18967.25
(iii) Loans	4800.60	4324.87
(iv) Other Financial Assets	10554.18	1857.66
(f) Deferred Tax Assets (net)	13379.14	11100.43
(g) Other Non Current Assets	0.95	2639.81
Total Non-current Assets	141755.09	138103.09
Current Assets		
(a) Inventories	13911.08	14724.75
(b) Financial Assets		
(i) Investments	0.00	0.00
(ii) Trade receivables	41499.81	25269.71
(iii) Cash and cash equivalents	810.14	2130.53
(iv) Bank Balance other than (ii) above	146.59	10183.78
(v) Loans	58933.61	43422.72
(vi) Other financial assets	169569.12	191581.00
(c) Current tax assets (net)	13229.04	11247.33
(d) Other current assets	18235.67	26920.28
Total Current Assets	316335.06	325480.10
Total Assets	458090.15	463583.19
Equity and Liabilities		
Equity		
(i) Equity share capital	1715.71	1715.71
(ii) Other Equity	212821.66	208682.77
Total Equity	214537.37	210398.48
Liabilities		
Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	37943.25	38883.16
(ii) Other financial liabilities	0.00	1597.21
Total Non-current Liabilities	37943.25	40480.37
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	67444.04	67635.66
(ii) Lease Liability	1399.65	3461.82
(iii) Trade Payable		
Dues of micro and small enterprises	750.94	0.00
Dues of creditors other than micro and small enterprises	50161.38	55292.34
(iv) Other financial liabilities	51448.96	38498.93
(b) Other Current liabilities	34096.25	47475.89
(c) Provisions	308.31	339.70
Total Current Liabilities	205609.53	212704.34
Total Liabilities	243552.78	253184.71
Total Equity Liabilities	458090.15	463583.19



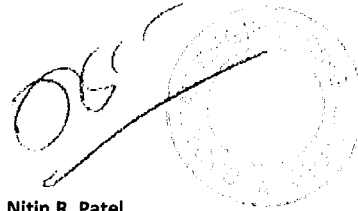
Notes :

- 1 The aforesaid audited financial results for the current quarter and year ended March 31, 2021 have been reviewed and recommended by the audit committee and approved by the Board of Directors at their meeting held on June 30, 2021. 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 audit of the same.
- 2 The segment reporting is in accordance with its internal financial reports derived from SAP 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.
- 3 Depreciation on Plant & machinery other than those used for mining sites has been provided at higher rate by taking lower useful life compared to useful life prescribed under schedule II of the Companies Act, 2013, hence depreciation charged for the year ended on March 31, 2021 is increased by Rs. 932.72 Lakhs (Rs.1022.29 Lakhs). The said Accounting policy is consistently followed by the Company after the introduction of Companies Act. 2013.
- 4 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.
- 5 Exceptional items during quarter and year ended March 31, 2021 amounting to Rs. 1,958.72 Lakhs is on account of net loss on sale of assets. Exceptional item in previous year is amount of profit of Rs. 1701.44 Lakhs on sale of shares of Mysore Bellary Highway Private Limited (MBHPL) - erstwhile subsidiary company, pursuant to definitive share purchase agreement dated July 01, 2019 between Sadbhav Infrastructure Project Limited - a subsidiary company with Indinfravit Trust, whereby the entire equity shareholding in seven stepdown subsidiary companies and MBHPL were transferred with effect from 14th February, 2020
- 6 The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Sections 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. In terms of the order of National Company Law Tribunal (NCLT) dated December 01, 2020, the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors was conveyed on January 29, 2021. Requisite majority of stakeholders have given their consent to the scheme. The Company has made application to NCLT for its approval.
- 7 The net worth of Rohtak Panipat Tollway Private Limited (RPTPL) and Rohtak Hissar Tollway Private Limited (RHTPL) step down subsidiaries have fully eroded as per their latest financial statement. Considering the gestation period required for break even for such infrastructure investments, expected higher cash flows based on future business projections, claims of Rs. 1,81,730 Lakhs lodged in terms of conditions of concession agreements which is backed by legal opinion on tenability of the claim, debt refinancing, internal plan of revival to meet its dues and obligations and the strategic nature of these loans / investments, basis which the management believes that the networth of these entities would become positive in due course. Considering the same, no provision / adjustment to the carrying value of loans of Rs. 11,387 Lakhs given by SEL to these entities as at March 31, 2021 is considered necessary at this stage.
- 8 The Company has made assessment of possible impact of COVID-19 on business / operations of the group 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 results has used corroborative information. As on current date, the Company has concluded that the impact of Covid-19 is not material based on the evaluations. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties in future periods, if any. The management does not see any long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.
- 9 Realisability of Non- Current Trade Receivables amounting to Rs. 35,412.65 Lakhs along with other incidental balances pertaining to completed projects as at balance sheet date are subject to the proceedings convened with the parties, and in some of the cases the matters are subjudiced. The management is hopeful that in view of the steps being taken for recovery, the dues will be realised and hence the same are considered as good and recoverable.



- 10 The Indian Parliament has passed the Code on Social Security, 2020. 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.
- 11 The listed, non-convertible, debentures of the Company aggregating Rs. 14,500.00 Lakhs outstanding as on March 31, 2021 which are secured by way of shares of Company's subsidiary, movable property and personal guarantee of directors. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.
- 12 Statement of audited Cash Flow for the year ended March 31, 2021 and March 31, 2020 is given in Annexure-1.
- 13 The figure of the quarter ended March 31, 2021 and March 31, 2020 are balancing figures between the audited figures in respect of the full financial year up to March 31, 2021 and March 31, 2020 and the unaudited published year to date figure up to third quarter ended December 31, 2020 and December 31, 2019 respectively being the date of the end of the third quarter of the financial year which were subject to limited review.
- 14 Figures relating to the previous periods/year have been regrouped / rearranged, wherever necessary, to make them comparable with those of the current periods/year.
- 15 **Basis of calculation of ratios:**
ISCR=Earning before interest, depreciation and tax / Interest expenses.
DSCR=Earning before interest, depreciation and tax / (Interest + Principal Repayment of long term debt during the period (excluding prepayment of long term debt from proceeds received from Sadbhav Infrastructure Project Limited, subsidiary of the Company, against funds received from Stake sale of operational -8- projects).
Debt Equity Ratio=Loan Fund / Share Capital & Reserves (excluding revaluation reserve)

For SADBHAV ENGINEERING LIMITED



Nitin R. Patel
Executive Director & Chief Financial Officer
DIN: 00466330
Place : Ahmedabad

Date : June 30, 2021

SADBHAV ENGINEERING LIMITED
CIN NO.: L45400GJ1988PLC011322

Annexure-1 Statement of audited standalone Cash Flow for the year ended on March 31, 2021				(Rs. in Lakhs)
Particulars	March 31, 2021		March 31, 2020	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax		155.06		10974.94
Adjustments For :				
Interest Income	(7232.98)		(10331.56)	
Interest Expenses	18951.08		19411.74	
Depreciation & Amortisation	9420.67		10844.88	
Profit on sale of Property, Plant & Equipments	0.00		219.75	
Loss on sale of Property, Plant & Equipments	0.00		(300.69)	
Assets Written off	0.00		311.28	
Actuarial Gain/Loss	35.19		334.49	
Exceptional Item	1958.72		(1701.44)	
Deferred Tax Liabilities/(Assets) including MAT Credit	0.00	23132.68	0.00	18788.45
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		23287.74		29763.39
Adjustment For :				
(Increase)/Decrease of Long Term Trade Receivables	(7798.84)		(10318.26)	
(Increase)/Decrease of Trade Receivables	(16230.10)		(18831.61)	
(Increase)/Decrease of Other Current Assets	8684.61		2982.41	
(Increase)/Decrease of Other Current Financial Assets	22011.92		(6231.08)	
(Increase)/Decrease of Other Non Current Assets	2664.33		(2228.98)	
(Increase)/Decrease of Other Non Current Financial Assets	(8696.52)		463.78	
(Increase)/Decrease of Inventories	813.67		3192.46	
(Increase)/Decrease of Other Bank Balances	10888.52		(7087.15)	
Increase/(Decrease) of Other Long Term Financial Liabilities	(1597.21)		1044.28	
Increase/(Decrease) of Trade Payables	(4380.02)		11765.95	
Increase/(Decrease) of Other Current Liabilities	(13379.64)		13105.27	
Increase/(Decrease) of Other Non Current Liabilities	0.00		0.00	
Increase/(Decrease) of Other Current Financial Liabilities	3816.21		1845.07	
Increase/(Decrease) of Long Term Provision	0.00		0.00	
Increase/(Decrease) of Short Term Provision	(31.39)		67.31	
		(3234.46)		(10230.55)
Cash generated from Operations		20053.28		19532.84
Tax Paid	(311.80)	(311.80)	(5187.58)	(5187.58)
Net Cash From Operating Activities		19741.48		14345.26
B. CASH FLOW FROM INVESTMENT ACTIVITIES :				
Purchase of Property, Plant & Equipments and Intangible Assets	105.76		(981.64)	
Sales of Property, Plant & Equipments	2248.35		1395.75	
Investments in Subsidiary Companies (Net)	(98.49)		(180.00)	
Proceeds from the sale of Investments in Subsidiary Company	0.00		7552.62	
Other Current Investment	0.00		0.00	
Proceeds from sale of Non Current Investments	(775.43)		0.00	
Other Non Current Investment	(98.49)		(534.87)	
Loan to/recd back from Subsidiary Companies	(15986.62)		24724.66	
Interest Received	7232.98	(7371.94)	10331.56	42308.08
Net Cash From Investing Activities		(7371.94)		42308.08
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from Issue of Fresh Capital including Premium	0.00			
Proceeds From Long Term Borrowings (Net)	8193.91		(29474.70)	
Proceeds/(Repayment) of Short Term Borrowings (Net)	(2440.70)		(12074.23)	
Net Increase in Working Capital Loan	2249.08		7038.66	
Payment of Lease Liability	(1889.79)		(2183.83)	
Interest Paid	(18951.08)		(18950.18)	
Dividend Paid	0.00		(1715.71)	
Dividend Tax Paid	0.00		(102.76)	
		(12838.58)		(57462.75)
Net Cash From Financing Activities		(12838.58)		(57462.75)
Net Increase In Cash & Cash Equivalents (A+B+C)		(469.04)		(809.41)
Opening Balance Of Cash & Cash Equivalents		988.20		1797.61
Closing Balance Of Cash & Cash Equivalents		519.16		988.20
Components Of Cash & Cash Equivalents				
Cash On Hand		18.90		22.78
Balance In Current Account With Banks		500.24		965.42
Balance In Fixed Deposits (Refer Note 3 Below)				

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

Independent Auditors' Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
**The Board of Directors of
Sadbhav Engineering Limited**

Report on the audit of the Standalone Financial Results

Opinion

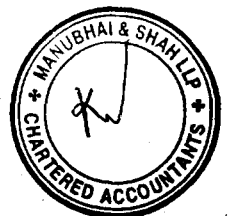
We have audited the accompanying statement of quarterly and year to date standalone financial results of Sadbhav Engineering Limited (the "Company") for the quarter ended March 31, 2021 and for the year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit, other comprehensive income and other financial information of the Company for the quarter ended March 31, 2021 and for the year ended March 31, 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditors' Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



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Emphasis of Matter

We draw attention to:

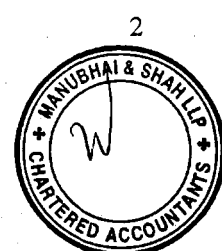
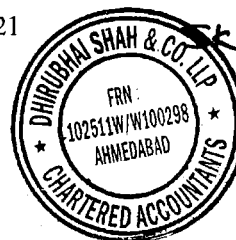
- a) Note 7 of the accompanying standalone financial results which describes the management's assessment of the carrying value of loans given amounting to Rs. 11,387 Lakhs to two step-down subsidiaries engaged in infrastructure project whose net worth is fully eroded due to accumulated losses and the current liabilities of have exceeded its current assets as at March 31, 2021. As explained in the note, the management has concluded that no impairment/adjustment to the carrying value of the loans given is necessary as at March 31, 2021 for the reasons stated in the said note.
- b) Note 8 of the accompanying standalone financial results, as regards the management's evaluation of COVID-19 impact on the operations and assets of the Company. Our report is not modified in respect of this matter.
- c) Note 9 of the accompanying standalone financial results as regards management's evaluation on realisability of balances outstanding under the head Trade Receivables and Security & Other Deposits included under the head Other Non-Current Financial Assets pertaining to completed projects amounting to Rs. 35,412.65 Lakhs, which are considered as good and recoverable, for the reasons stated in the said note.

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

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the recognition and measurement principles prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulations 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Independent Auditor's Report on Standalone Financial Results of
Sadbhav Engineering Limited for the quarter and year ended on March 31, 2021



Dhirubhai Shah & Co LLP
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Sheth Mangaldas Road,
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Gujarat, 380006.

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

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

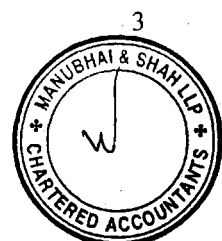
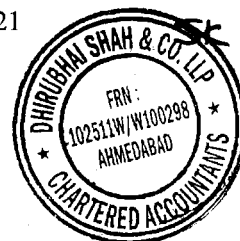
Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

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

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

Independent Auditor's Report on Standalone Financial Results of
Sadbhav Engineering Limited for the quarter and year ended on March 31, 2021



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.

evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

Other Matter

The Statement includes the results for the quarter ended March 31, 2021 and the corresponding quarter ended in the previous year, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the end of the third quarter of the financial year, which were subjected to a limited review. Our report 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: 21128531AAAAIN2745
Place: Ahmedabad
Date: June 30, 2021



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

K. C. Patel

K. C. Patel
Partner
Membership No: 030083
ICAI UDIN: 21030083AAAADQ5903
Place: Ahmedabad
Date: June 30, 2021



SADBHAV ENGINEERING LIMITED
CIN NO.: L45400GJ1988PLC011322

Corp. Office: "Sadbhav", Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad-380 009 Gujarat
Tel:-9179 40400400, F:- 9179 40400444, Email:- selinfo@sadbhav.co.in, Website:-www.sadbhaveng.com

AUDITED FINANCIAL RESULTS (CONSOLIDATED) FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021

(Rs. In Lakhs, except for earning per share)

Sr. No.	Particulars	CONSOLIDATED				
		Quarter ended 31/03/2021 (Audited)	Quarter ended 31/12/2020 (Unaudited)	Quarter ended 31/03/2020 (Audited)	Year ended 31/03/2021 (Audited)	Year ended 31/03/2020 (Audited)
1	Revenue From operations	62314.93	69576.14	62947.25	224327.80	348705.08
2	Other income	10770.54	9343.21	7602.54	35400.23	37510.46
3	Total Income (1+2)	73085.47	78919.36	70549.79	259728.03	386215.54
4	Expenses					
	Cost of Material Consumed	13705.93	9092.00	9494.57	34269.90	37839.87
	Construction Expenses	25746.93	33783.12	22641.28	105099.18	159,089.42
	Employee benefits expense	4258.89	4036.12	4135.51	15263.67	19671.81
	Finance costs	26569.23	26501.47	31266.56	100345.04	141083.41
	Depreciation and amortization expense	4267.03	6074.29	8336.47	21101.47	40118.08
	Other expenses	4049.42	2162.81	8661.26	9882.20	17883.25
	Total Expenses	78597.43	81649.81	84535.65	285961.46	415685.84
5	Profit / (Loss) before exceptional items and tax (3-4)	(5,511.96)	(2,730.45)	(13,985.86)	(26,233.43)	(29,470.30)
6	Exceptional Items (Refer Note No. 4)	2346.38	0.00	150101.34	2346.38	150101.34
7	Profit / (Loss) before tax (5+6)	(3,165.58)	(2,730.45)	136115.48	(23,887.05)	120631.04
8	(1) Tax Expense	(1,937.20)	233.29	2,132.64	(928.41)	5235.34
	(2) Deferred Tax	(6.41)	1,172.27	5,905.30	786.19	4771.10
9	Profit / (Loss) for the period from containing operations (7-8)	(1,221.97)	(4,136.01)	128,077.54	(23,744.83)	110,624.60
10	Net Profit / (Loss) for the period after taxes, Non-controlling Interest and share of profit/ (loss) of associates (9-10)	(1,221.97)	(4,136.01)	128,077.54	(23,744.83)	110,624.60
11	Other Comprehensive Income (OCI)					
	(i) Items that will not be reclassified to profit or loss	152.40	(27.93)	204.36	37.99	336.69
	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
12	Total Income (Including other comprehensive Income (13+14))	(1,069.57)	(4,163.94)	128,281.90	(23,706.84)	110,961.29
13	Profit/ (Loss) for the period/year attributable to:					
	Owners of the Company	404.27	(2,432.06)	88,663.13	(15,490.76)	79282.97
	Non-controlling Interest	(1,626.23)	(1,703.96)	39,414.31	(8,254.07)	31341.63
14	Other Comprehensive Income for the period/year attributable to:					
	Owners of the Company	152.40	(27.93)	228.10	37.99	336.69
	Non-controlling Interest	-	-	(23.74)	-	-
15	Total Comprehensive Income for the period/year attributable to:					
	Owners of the Company	556.67	(2,459.99)	88891.23	(15,452.77)	79619.66
	Non-controlling Interest	(1,626.23)	(1,703.96)	39390.57	(8,254.07)	31341.63
	Total Income (Including other comprehensive Income)	(1,069.56)	(4,163.95)	128,281.80	(23,706.84)	110,961.29
16	Paid up Equity share Capital (face value of Re. 1 each)	1715.71	1715.71	1715.71	1715.71	1715.71
17	Other Equity excluding Revaluation Reserves as at 31st March	-	-	-	142813.22	158952.78
18	Basic EPS (Rs.) before extra ordinary items (Face value of Re. 1/- each) (*not annualized)	0.24*	-1.42*	51.68*	-9.03	46.21
19	Diluted EPS (Rs.) before extra ordinary items (Face value of Re. 1/- each) (*not annualized)	0.24*	-1.42*	51.68*	-9.03	46.21

20 Details of Secured / Unsecured Non-Convertible Debentures are as follows:

Sr. No.	ISIN No.	Previous due dates from 1st October, 2020 to 31st March, 2021		Next due dates From 1st April, 2021 to 30th September, 2021	
		Principal	Interest	Principal	Interest
1	INE226H07072*	-	-	-	-
2	INE226H07080**	-	-	-	22.06.2021
3	INE226H07098	-	-	-	22.06.2021
4	INE226H07114	-	-	-	15.06.2021 & 15.09.2021
5	INE226H07122	-	-	-	15.06.2021 & 15.09.2021
6	INE226H07130	-	-	-	15.06.2021 & 15.09.2021
7	INE226H07148	-	-	-	15.06.2021 & 15.09.2021
8	INE226H07155	-	-	-	15.06.2021 & 15.09.2021

*ISIN: INE226H07072-488 Nos. of NCDs redeemed on 29-04-2021 and 12 Nos. of NCDs redeemed on 31-05-2021. Hence for ISIN: INE226H07072 is fully redeemed as on date.

**ISIN: INE226H07080-164 Nos. of NCDs redeemed on 31-05-2021.

SADBHAV ENGINEERING LIMITED
CIN NO.: L45400GJ1988PLC011322

STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED)

PARTICULARS	As At March 31, 2021	As At March 31, 2020
Assets		
Non-current Assets		
(a) Property, Plant and Equipments	28567.99	40265.72
(b) Right to use Assets	1235.98	3271.49
(c) Capital Work in Progress	376.91	376.91
(d) Investment Property	94.10	83.80
(e) Goodwill	2653.00	2653.00
(f) Intangible Assets under Development	9645.30	9552.80
(g) Other Intangible Assets	390825.13	399840.75
(h) Financial Assets		
(i) Investments	72257.42	73030.89
(iii) Trade receivable	19767.98	13192.49
(ii) Loans	40.07	44.50
(iii) Receivable Under Service Concession Arrangement	308307.60	271384.00
(iv) Other Financial Assets	12102.94	1654.34
(e) Deferred Tax Assets (net)	13379.14	11318.63
(f) Other Non Current Assets	5969.15	11603.83
Total Non-current Assets	865222.71	838273.15
Current Assets		
(a) Inventories	13911.08	14724.75
(b) Financial Assets		
(i) Investments	706.40	0.00
(ii) Trade receivables	16417.48	12077.54
(iii) Cash and cash equivalents	10746.54	9334.13
(iv) Bank Balance other than (iii) above	499.79	11113.98
(v) Loans	5629.29	9505.41
(vi) Receivable Under Service Concession Arrangement	33916.90	28144.70
(vii) Other financial assets	171968.84	185017.31
(c) Current tax asset	14222.94	12360.13
(d) Other current assets	83404.46	74582.55
Total Current Assets	351423.72	356860.50
Assets Held for Sale	31783.60	33287.40
Total Assets	1248430.03	1228421.05
Equity and Liabilities		
Equity		
(i) Equity share capital	1715.71	1715.71
(ii) Other Equity	142813.22	158352.98
(iii) Non Controlling Interest	33913.19	42266.45
Total Equity	178442.12	202335.14
Liabilities		
Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	536749.45	563278.96
(ii) Other financial liabilities	109916.90	113867.41
(b) Deferred tax liabilities (Net)	9393.20	7679.40
(c) Provisions	17423.60	13745.00
(d) Other non-current liabilities	0.00	2902.50
Total Non-current Liabilities	673483.15	701473.27
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	75513.04	69421.36
(ii) Lease Liability	1399.65	3461.82
(iii) Trade Payable	88861.45	72925.30
(iv) Other financial liabilities	164404.58	84012.19
(b) Other current liabilities	47830.73	69089.17
(c) Provisions	645.21	596.30
(d) Current Tax Liabilities (Net)	1028.80	826.20
Total Current Liabilities	379683.46	300332.34
Liabilities Held for Sale	16821.30	24280.30
Total Liabilities	1069987.91	1026085.91
Total Equity Liabilities	1248430.03	1228421.05

Notes :

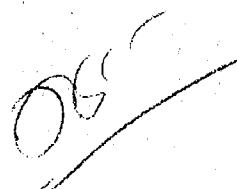
- 1 The aforesaid audited consolidated financial results of Sadbhav Engineering Limited ('the Company' or 'holding company') and its subsidiaries and step down subsidiaries (holding company and subsidiaries together referred to as 'Group') for the quarter and year ended March 31, 2021 have been reviewed and recommended by the audit committee and approved by the Board of Directors at their respective meetings on June 30, 2021. 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 audit of the same.
- 2 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. Company has raised the claims as per the directions of the Board of AUDA. Pending Final decision on claim assessment by AUDA, the said subsidiary has recognised revenue of toll collection of Rs. 179.20 Lakhs, Rs. 179.20 Lakhs and Rs. 173.60 Lakhs for the quarter ended March 31, 2021, December 31, 2020 and March 31, 2020 respectively and Rs. 651.40 Lakhs and Rs. 686.30 Lakhs for the year ended March 31, 2021 and March 31, 2020 respectively based on the actual average daily traffic of Light Motor Vehicles (four wheelers) during period April 2017 to September 2017.
- 3 The revenue from operations includes revenue from construction contracts of Rs. 25,295.80 Lakhs, Rs. 13,890.60 Lakhs, Rs. 16,381.70 Lakhs for quarter ended March 31, 2021, December 31, 2020 and March 31, 2020 respectively and Rs. 69,055.40 Lakhs and Rs. 1,07,084.40 Lakhs for the year ended March 31, 2021 and March 31, 2020 respectively related to intangible assets under development and development of Hybrid Annuity 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."
- 4 a. Exceptional items during quarter and year ended March 31, 2021 is net of -
 - (i) Gain of Rs. 4,305.10 Lakhs on account of amount received from infrvit subsidiaries towards the claim from the concerned authority.
 - (ii) Loss of Rs. 1,958.72 Lakhs on account of the sale of assets.

b. In previous year, pursuant to the definitive share purchase agreement ('the agreement') dated July 1, 2019 between Sadbhav infrastructure Project Limited (SIPL) with IndInfravit Trust, the entire equity shareholding in seven of its 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 have been transferred to Indinfravit Trust with effect from 14th February, 2020. This has resulted into profit of Rs. 1,50,101.34 Lakhs which have been disclosed as exceptional item in the financial statements for the year ended March 31, 2020. In the current year Rs. 4,305.10 Lakhs has been disclosed as an exceptional item which has been received from the IndInfravit subsidiary towards the claim from the concerned authority.

c. 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".
- 5 Key Numbers of Standalone financial results of the company for the quarter and year ended on March 31,2021 are as under:

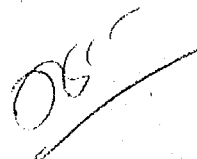
S. No.	Particulars	Quarter months ended			Year ended	
		Quarter ended 31/03/2021 (Audited)	Quarter ended 31/12/2020 (Unaudited)	Quarter ended 31/03/2020 (Audited)	Year ended 31/03/2021 (Audited)	Year ended 31/03/2020 (Audited)
1	Revenue from operations	42571.45	55600.84	40886.92	162362.45	225166.02
2	Net Profit / (loss) before tax	1151.63	1522.94	1615.67	155.06	10974.94
3	Net Profit / (loss) after tax	4,721.24	1,516.38	818.13	4,103.68	8,515.50
4	Total other comprehensive income for the period / year	4870.84	1488.45	1020.29	4138.87	8849.99

- 6 The group has made assessment of possible impact of COVID-19 on business / operations of the group 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 group, as at date of approval of these financial statements has used corroborative information. As on current date, the group 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 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.
- 7 The segment reporting is in accordance with its internal financial reports derived from SAP 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 108 - "Segment Reporting
- 8 The listed, non-convertible, debentures of the Company aggregating Rs. 14,500.00 Lakhs outstanding as on March 31, 2021 which are secured by way of shares of Company's subsidiary, movable property and personal guarantee of directors. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.
The listed non-convertible debentures of the subsidiaries aggregating Rs. 35,000.00 Lakhs outstanding as on March 31, 2021 are secured by way of corporate guarantee of Company, first ranking charge created on shares of certain subsidiaries held by the subsidiary and of Company. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.
- 9 The Group has carrying value of intangible assets in the form of toll collection rights of Rs 2,57,908.10 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 these step down subsidiary companies has fully eroded as per their latest financial statement. Considering the gestation period required for break even for such infrastructure investments, expected higher cash flows based on future business projections, claims of Rs 1,81,730 Lakhs lodged in terms of conditions of concession agreements which is backed by legal opinion on tenability of the claim, debt refinancing, internal plan of revival to meet its dues and obligations and the strategic nature of these investments, basis which the management believes that the networth of these entities would become positive in due course. Considering the same, no provision/adjustment to the carrying value of intangible assets as at March 31, 2021 is considered necessary at this stage.
- 10 Maharashtra Border Check Post Network Limited ('MBCPNL') one of the step-down subsidiary, has accepted and accounted certain project related cost variation towards increased cost of construction due to delay in execution of the Modernization and Computerisation of 22 Border Check Post Project including 2 additional check post ('BCP Project'). Such cost variations incurred due to various reasons not attributable to MBCPNL, in terms of service concession agreement, up to March 31, 2021 is Rs. 22,288.40 Lakhs (March 31, 2020 Rs. 22,288.40 Lakhs). The costs has been accounted as intangible asset / intangible assets under development. Further, such cost variation 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 have 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 variation claim of the MBCPNL although MBCPNL is confident that the additional costs accounted in the books will be fully accepted by the GoM.
- 11 In one of the step down subsidiary namely Rohtak Panipat Tollway Limited (RPTPL) has accumulated losses of Rs. 1,11,570.80 Lakhs (March 31, 2020: Rs. 90,850.80 Lakhs) as at the March 31, 2021, which have resulted in erosion of the RPTPL's net worth and current liability in excess of current assets of Rs. 31,511.60 Lakhs (March 31, 2020: Rs. 12,540.10 Lakhs). Further, during the year, from December 25, 2020, the toll collection has been forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the RPTPL is not able to collect toll user fees from December 25, 2020. The RPTPL has sent various communications to authorities for such forceful suspension of toll including revenue loss claim of Rs 3,585.00 Lakhs till March 31, 2021. However, it is yet to receive response from the authority in this regards. Currently the RPTPL is exploring various other legal options on above in terms of the concession agreement.
There are three claims amounts to Rs. 1,77,490 Lakhs including interest pending between the RPTPL and NHAI under the concession agreement. In respect of such claims, NHAI has approached to the RPTPL for settlement of all these claims by way of conciliation proceedings, which has been consented by the company.
Considering the management assessment of probability and tenability of receiving above claims from NHAI as per the terms of concession agreement, which is backed by legal opinion and communications from NHAI for conciliation, certain ongoing financial structuring discussions, the management believes that the financial statements of RPTPL needs to continue to be prepared on a going concern assumption.



- 12 In one of the step down subsidiary of the group, Rohtak Hissar Tollway Private Limited (RHTPL) has incurred loss of Rs. 13457.10 Lakhs during FY 2020-21 and continues to incur losses with accumulated losses of Rs. 51016.20 Lakhs as on March 31,2021 resulting in erosion of its Net worth. Further, the RHTPL's borrowings have been classified as non-performing assets by the banks due to defaults in payment of dues & Current financial Liabilities exceeds the Current financial Assets by Rs 10596.70 Lakhs. However, the management expects that the RHTPL's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the RHTPL. Further, the management has represented that there is an unconditional continuing support from the holding company and company will be able to discharge all its obligations in foreseeable future. Further, The RHTPL has entered into an "Intercreditor Agreement" dated February 25, 2021 amongst the banks, financial institutions and other Lenders for resolution Plan.
- During the year, from December 25, 2020, the toll collection has been forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the RHTPL is not able to collect toll user fees from December 25, 2020. The RHTPL has sent various communications to authorities for such forceful suspension of toll including revenue loss claim of Rs 4243.60 Lakhs till March 31, 2021. However, it is yet to receive response from the authority in this regards
- Considering the management assessment of Future traffic projection , ongoing financial structuring discussions, and valuation report obtained from registered valuer , the management believes that the financial statements needs to continue to be prepared on a going
- 13 Realisability of Non- Current Trade Receivables amounting to Rs. 28,319.65 Lakhs along with other incidental balances pertaining to completed projects as at balance sheet date are subject to the proceedings convened with the parties, and in some of the cases the matters are subjudiced. The management is hopeful that in view of the steps being taken for recovery, the dues will be realised and hence the same are considered as good and recoverable.
- 14 The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Sections 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. In terms of the order of National Company Law Tribunal (NCLT) dated December 01, 2020, the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors was conveyed on January 29, 2021. Requisite majority of stakeholders have given their consent to the scheme. The Company has made application to NCLT for its approval.
- 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 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.
- 16 Statement of audited Cash flow for the year ended March 31, 2021 and March 31, 2020 is given in Annexure 1.
- 17 The figures of the quarter ended March 31, 2021 and March 31, 2020 are balancing figures between the audited figures in respect of the full financial year upto March 31, 2021 and March 31, 2020 and the unaudited published year to date figure up to third quarter ended December 31, 2020 and December 31, 2019 respectively, being the date of the end of the third quarter of the financial year which were subjected to limited review.
- 18 Figures relating to the previous periods/year have been regrouped / rearranged, wherever necessary, to make them comparable with those of the current periods/year.

For SADBHAV ENGINEERING LIMITED



Nitin R. Patel
Executive Director & Chief Financial Officer
DIN: 00466330
Place : Ahmedabad
Date : June 30, 2021

SADBHAV ENGINEERING LIMITED
CIN NO.: L45400GJ1988PLC011322

Annexure-1 Statement of Consolidated Cash Flow for the year ended on March 31, 2021		(Rs. in Lakhs)		
Particulars	March 31, 2021		March 31, 2020	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit / (Loss) before tax		(23887.05)		110624.60
Adjustments For :				
Interest Income	(7858.87)		(13795.30)	
Interest Expenses	100345.04		141083.41	
Depreciation & Amortisation	21101.47		40118.08	
Profit on sale of Property, Plant & Equipments	-		(219.75)	
Loss on sale of Property, Plant & Equipments	-		300.69	
Periodic Major Maintenance expenses	-		7535.80	
Exceptional Item (note 4)	(2346.38)		(150101.34)	
Asset Written Off				
Acturail Gain/Loss	-		5235.34	
Income Tax Provision	-		336.69	
Other comprehensive income	-		(10455.80)	
Liabilities no longer required written back	-		-	
Deferred Tax Liabilities/(Assets)	-	111241.26	4771.10	24808.92
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		87354.21		135433.52
Adjustment For :				
(Increase)/Decrease of Long Term Trade Receivables	(43499.09)		(65790.30)	
(Increase)/Decrease of Trade Receivables	(10112.14)		(27634.32)	
(Increase)/Decrease of Other Current Assets	(8821.91)		10197.30	
(Increase)/Decrease of Other Current Financial Assets	13048.47		(16625.91)	
(Increase)/Decrease of Other Non Current Assets	5634.68		(6666.94)	
(Increase)/Decrease of Other Non Current Financial Assets	(10448.60)		816.19	
(Increase)/Decrease of Inventories	813.67		3192.46	
(Increase)/Decrease of Loan given	3880.55		(6698.36)	
(Increase)/Decrease of Other Bank Balances	10614.19		(8535.02)	
Increase/(Decrease) of Other Long Term Financial Liabilities	(3950.51)		5919.78	
Increase/(Decrease) of Other Long Term Liabilities	(2902.50)		(18793.80)	
Increase/(Decrease) of Trade Payables	15936.15		19420.70	
Increase/(Decrease) of Other Current Liabilities	(21254.72)		(23677.39)	
Increase/(Decrease) of Other Current Financial Liabilities	80392.39		49220.35	
Increase/(Decrease) of Provision	3727.51		6601.17	
Increase/(Decrease) in Deferred Tax (net)	(346.71)		7880.10	
		32711.43		(71173.98)
Cash generated from Operations		120065.64		64259.54
Tax Paid		(1660.21)		(4511.84)
Net Cash From Operating Activities		118405.43		59747.70
B. CASH FLOW FROM INVESTMENT ACTIVITIES :				
Purchase/(Sale) of Property, Plant & Equipments and Intangible Assets	1544.59		(1484.04)	
Sales of Property, Plant & Equipments			1395.75	
Other Current Investments	(706.40)		565.35	
Other Non Current Investments	773.47		0.00	
Recd. against sales of shares	2346.38		37704.64	
Proceed Repayment towards compound financial			79112.90	
Interest Received	7858.87	11816.91	13795.30	131089.90
Net Cash From Investing Activities		11816.91		131089.90
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Share issue expenses	82.60		0.00	
Proceeds From Long Term Borrowings (Net)	(26529.51)		(42418.64)	
Proceeds/(Repayment) of Short Term Borrowings (Net)	6091.68		(8305.55)	
Lease Liability	(2062.17)			
Interest Paid	(100345.04)		(141083.41)	
Dividend Paid (including dividend distribution tax)	0.00		(2875.17)	
Assets held for sale	(5955.20)			
Change in Non controlling Interest	(99.19)			
Loss/(profit) of subsidiary of Previous year (Net)	6.90	(128809.93)		(194682.77)
Net Cash From Financing Activities		(128809.93)		(194682.77)
Net Increase In Cash & Cash Equivalents (A+B+C)		1412.41		(3845.18)
Opening Balance Of Cash & Cash Equivalents		9334.13		13179.01
Closing Balance Of Cash & Cash Equivalents		10746.54		9333.83
Components Of Cash & Cash Equivalents				
Cash On Hand		204.70		112.18
Balance In Current Account With Banks		9348.14		5057.22
Balance In Fixed Deposits		1193.70		4164.43

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Independent Auditors' Report on the Quarterly and Year to Date Audited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Sadbhav Engineering Limited

Report on the audit of Consolidated Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date consolidated financial results of Sadbhav Engineering Limited ("Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), for the quarter and year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements of the subsidiaries, the Statement:

- (i) includes the results of the Following entities:

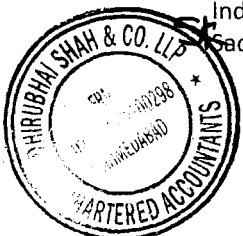
List of Subsidiaries:

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

Independent Auditor's Report on Consolidated Financial Results of
Sadbhav Engineering Limited for the quarter and year ended on March 31, 2021



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16. Sadbhav Bhimasar Bhuj Highway Private Limited
17. Sadbhav Hybrid Annuity Project Limited

- (ii) is presented in accordance with the requirements of the Listing Regulations in this regard; and
(iii) gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net loss, other comprehensive income and other financial information of the Group for the quarter ended March 31, 2021 and for the year ended March 31, 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditors' Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

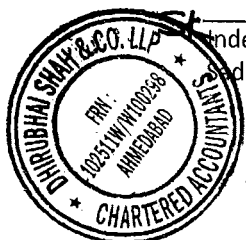
Material Uncertainty Related to Going Concern in case of two step down subsidiary companies:

The auditors of Rohtak Panipat Tollway Private Limited (RPTPL) and Rohtak Hisar Tollway Private Limited (RHTPL) have highlighted material uncertainty related to going concern in their respective audit reports as under:

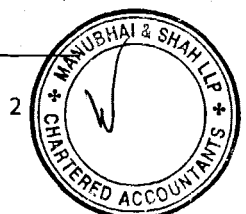
Net worth of RPTPL has been fully eroded and it has incurred a net loss during the current and previous years and current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in Note 11 to the consolidated financial results, indicate the existence of a material uncertainty that may cast significant doubt on RPTPL's ability to continue as a going concern.

RHTPL is having accumulated losses as on reporting date resulting in erosion of its net worth. Further, its current financial liabilities exceed the current financial assets. These events or conditions along with other matters described in Note 12 to the consolidated financial results indicate that a material uncertainty exists that may cast significant doubt on RHTPL's ability to continue as a going concern.

The opinion of auditors of RPTPL and RHTPL is not modified in respect of these matters.



Independent Auditor's Report on Consolidated Financial Results of
Sadbhav Engineering Limited for the quarter and year ended on March 31, 2021



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Emphasis of Matter

We draw attention to:

- a. Note 6 of the accompanying consolidated Ind AS financial results, as regards the management's evaluation of COVID-19 impact on the operations and assets of the Group.
- b. Note 9 of the accompanying consolidated financial results which describes the management's assessment of the carrying value of intangible assets in the form of Toll Collection Rights of two operating step down subsidiaries of the group engaged in infrastructure project considering the claim of Rs. 1,81,730 Lakhs lodged on National Highway Authority of India (NHAI), the settlement of which is pending as at the balance sheet date. For the reason stated in the said note, the Management has concluded that no impairment/adjustment is necessary to the carrying value of the said Toll Collection Rights of both the step-down subsidiaries as at March 31, 2021.
- c. Note 10 of the accompanying consolidated financial results in respect of accounting of Intangible Asset/ Intangible Assets under Development of Rs 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 the project lenders' engineer 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.
- d. Note 13 of the accompanying consolidated financial results as regards management's evaluation on realisability of balances outstanding under the head Trade Receivables and Security & Other Deposits included under the head Other Non-Current Financial Assets pertaining to completed projects amounting to Rs. 28,319.65 Lakhs, which are considered as good and recoverable, for the reasons stated in the said note.

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

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit, other comprehensive income and other financial information of the Group in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable

Independent Auditor's Report on Consolidated Financial Results of
Sadbhav Engineering Limited for the quarter and year ended on March 31, 2021



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and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

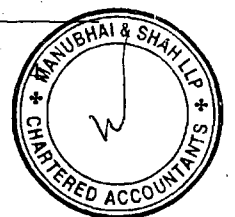
Auditor's Responsibilities for the Audit of the Consolidated Financial Results

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

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

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

Independent Auditor's Report on Consolidated Financial Results of
Sadbhav Engineering Limited for the quarter and year ended on March 31, 2021



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conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.'

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entity included in the Statement, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

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

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

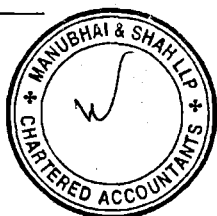
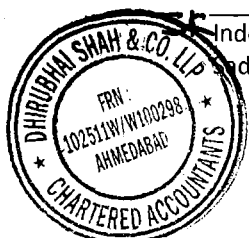
We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/14/2019 dated March 29, 2019 issued by the Securities Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

Other Matters

We did not audit the accompanying Statement which includes the audited financial statements and other financial information, in respect of 1 subsidiary and 7 step-down subsidiary companies, whose financial statements reflect total assets of Rs 7,20,494.40 Lakhs as at March 31, 2021, total revenues of Rs 16,546.65 Lakhs and Rs 69,916.10 Lakhs, total net (loss) / profit after tax of Rs (6,817.42) Lakhs and Rs (25,615.40) Lakhs, total comprehensive income / (loss) of Rs (6816.32) Lakhs and Rs (25,614.30) Lakhs, for quarter and the year ended on that date respectively, as considered in the Statement which have been audited by its respective independent auditors.

In respect of 1 subsidiary and 10 step down subsidiary companies, whose financial statements reflect total assets of Rs 4,92,750.90 Lakhs as at March 31, 2021, total revenues of Rs 37,602.69 Lakhs and Rs 1,01,711.10 Lakhs, total net (loss) / profit after tax of Rs 341.80 Lakhs and Rs (2233.00) Lakhs, total

Independent Auditor's Report on Consolidated Financial Results of
Siddhav Engineering Limited for the quarter and year ended on March 31, 2021



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comprehensive income / (loss) of Rs 342.40 Lakhs and Rs (2232.40) Lakhs, for quarter and the year ended on that date respectively, as considered in the Statement which have been audited by one of the joint auditors.

The independent auditor's report on the financial statements of these entities have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and step-down subsidiary companies, is based solely on the reports of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

The Consolidated Financial Results includes the results for the quarter ended March 31, 2021 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

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

Samip K. Shah

(Samip K Shah)
Partner
Membership No: 128531
ICAI UDIN: 21128531AAAAIP1271

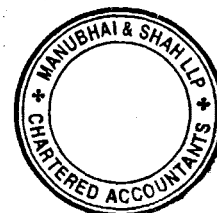


Place: Ahmedabad
Date: June 30, 2021

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

K. C. Patel

(K. C. Patel)
Partner
Membership No: 030083
ICAI UDIN: 21030083AAAADS9593



Place: Ahmedabad
Date: June 30, 2021