

Ref: SEL/2020-21/14

July 09, 2020

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

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 Code:532710

Equity Scrip Name: SADBHAV

Sub: Outcome of Board Meeting of the Company

Dear Sir/Madam,

In compliance to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), this is to inform you that the meeting of Board of Directors was held on today i.e. Thursday, July 09, 2020 at 5.30 p.m. and concluded at 4:35 p.m., for approved and adopted the Standalone and Consolidate Audited Financial Results for the quarter and year ended on March 31, 2020 by the Board of Directors. The copy of the said results along with Auditor Report with unmodified opinion on the Audited Financial Results (Standalone and Consolidate) for the quarter and year ended on March 31, 2020 submitted by the Statutory Auditors of the Company are enclosed herewith.

You are requested to take the above on your record.

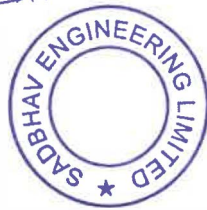
Thanking You,

Yours Faithfully,

For Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As Above

SADBHAV ENGINEERING LIMITED
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 / YEAR ENDED MARCH 31, 2020

(Rs. in Lakhs, Except for Share Data)

Sr. No.	Particulars	STAND ALONE				
		Quarter ended 31/03/2020 (Audited)	Quarter ended 31/12/2019 (Unaudited)	Quarter ended 31/03/2019 (Audited)	Year ended 31/03/2020 (Audited)	Year ended 31/03/2019 (Audited)
1	Revenue From operations	40886.92	44003.93	102166.65	225166.02	354923.16
2	Other income	410.40	763.38	545.39	2222.46	3566.41
3	Total Income (1+2)	41297.32	44767.31	102712.04	227388.48	358489.57
4	Expenses					
	Construction Expenses	28456.73	33623.34	80520.78	173502.43	285211.18
	Changes in inventories of Finished Goods, stock in trade and work in progress	0.00	0.00	0.00	0.00	0.00
	Employee benefits expense	3181.11	3065.00	4603.40	14715.31	16757.62
	Finance costs	2944.22	2309.49	2820.60	10049.47	11027.95
	Depreciation and amortization expense	2596.47	2676.71	2313.37	10844.88	9576.01
	Other expenses	4204.56	1830.72	4367.35	9002.89	10163.75
	Total Expenses	41383.09	43505.26	94625.50	218114.98	332736.51
5	Profit / (Loss) before exceptional Items and tax (3-4)	(85.77)	1262.05	8086.54	9273.50	25753.06
6	Exceptional Items (Refer Note no. 6)	1701.44	0.00	76.44	1701.44	76.44
7	Profit / (Loss) before tax (5+6)	1615.67	1262.05	8162.98	10974.94	25829.50
8	(1) Tax Expense	752.24	321.50	3370.27	3621.74	7140.60
	(2) Deferred Tax	45.30	(224.95)	1,903.40	(1,162.30)	3.89
9	Profit / (Loss) for the period from containing operations (7-8)	818.13	1165.50	2889.31	8515.50	18685.01
10	Other Comprehensive Income (OCI)					
	Other Comprehensive Income not to be reclassified to profit or loss in					
	A(i) Re-measurement gains/(losses) on defined benefit plans	202.16	40.43	(62.71)	334.49	(30.50)
	(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))	1020.29	1205.93	2826.60	8849.99	18654.51
12	Profit/ (Loss) for the period/year attributable to:					
	Owners of the Company	-	-	-	-	-
	Non-controlling Interest	-	-	-	-	-
13	Other Comprehensive Income for the period/year attributable to:					
	Owners of the Company	-	-	-	-	-
	Non-controlling Interest	-	-	-	-	-
14	Total Comprehensive Income for the period/year attributable to:					
	Owners of the Company	-	-	-	-	-
	Non-controlling Interest	-	-	-	-	-
	Total Income (Including other comprehensive Income)					
15	Paid up Equity share Capital (face value of Re. 1 each)	1715.71	1715.71	1715.71	1715.71	1715.71
16	Other Equity excluding Revaluation Reserves as at 31st March	-	-	-	208682.77	201651.27
17	Basic EPS (Rs.) (Face value of Re. 1/- each) (*not annualized)	0.48*	0.68*	1.68*	4.96	10.89
18	Diluted EPS (Rs.) (Face value of Re. 1/- each) (*not annualized)	0.48*	0.68*	1.68*	4.96	10.89
19	Paid up Debt Capital				15000.00	40320.33
20	Debenture Redemption Reserve				4950.00	4950.00
21	Net worth				210398.48	203366.98
22	Debt Equity Ratio (refer Note No.17)				0.27	0.43
23	Debt Service Coverage Ratio (refer Note No.17)				0.96	1.48
24	Interest Service Coverage Ratio (refer Note No.17)				2.12	3.02

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

Sr. No.	ISIN No.	Previous due dates from 1st October, 2019 to 31st March, 2020		Next due dates From 1st April, 2020 to 30th September, 2020	
		Principal	Interest	Principal	Interest
1	INE226H07064	27-11-2019	27-11-2019	-	-
2	INE226H07072	-	-	-	22.06.2020
3	INE226H07080	-	-	-	22.06.2020
4	INE226H07098	-	-	-	22.06.2020
5	INE226H08013*	13-03-2020	13-03-2020	-	-

*ISIN: INE226H08013 have been fully repaid on 13-03-2020.

Notes :

- The aforesaid audited financial results for the current quarter and year ended March 31, 2020 have been reviewed and recommended by the audit committee and approved by the Board of Directors at their meeting held on July 09, 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 audit of the same.
- Total Interest paid amounting to Rs. 19,411.74 lakhs (Rs 17,492.32 Lakhs) has been net off by Rs. 9,362.27 Lakhs (Rs.6,464.37 Lakhs), towards the interest received on the loans given to subsidiaries for year ended March 31, 2020 and March 31, 2019 respectively.
- 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 31/03/2020 is increased by Rs. 1022.29 Lakhs (Rs.1241.53 Lakhs). The said Accounting policy is consistently followed by the Company after the introduction of Companies Act, 2013.
- 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.
- "Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019' using the modified retrospective method along with the transition option to recognise Right-of-Use asset (ROU) at an amount equal to the lease liability. Accordingly, comparatives for the quarter and year ended March 31, 2019 have not been retrospectively adjusted. On transition, "Right of use asset" of Rs. 5,184.12 Lakhs and a corresponding "Lease Liabilities" of Rs. 5,184.12 Lakhs has been recognised as at April 1, 2019. The effect of this adoption is not material on the profit for the period and earnings per share."
- a. 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.

b. During the previous financial year, pursuant to settlement agreement dated March 12, 2019 between the Maharashtra Airport Development Co Ltd and PBA Sadbhav Joint Venture in respect of arbitration award, the Company has received Rs. 76.44 Lakhs, which is recognised as income and is disclosed under exceptional items in these financial results.
- The Company has received demand order from the Tehsildar, Savantwadi district, Maharashtra of Rs. 34,925.77 Lakhs on account of execution of "Insuli Check post" of Maharashtra Border Check Post project of the company through their back to back sub-contractor for matter relating to the period of FY 2008-09. Said subcontractor has received "No Dues Certificate" from the office of District Collector & District Magistrate, Sindhudurg on 07th July, 2017 for the said "Insuli check Post. The Company is strongly condemning the impugned Order which is devoid of having any merits and is against the order of the Honorable High Court, Mumbai. Hence said order has been challenged by the company before appropriate Appellate Tribunal and the company is confident of defending the case on merits.
- The Company has not elected to exercise the option permitted under section 115BBA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 and has continued making provision for income tax at the existing tax rates for the year ended March 31, 2020
- 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, a subsidiary will merge into the Company.
- 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 Company's management has made initial assessment of likely adverse impact on business, 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 financial statements 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.
- Statement of audited Cash Flow for the year ended March 31, 2020 and March 31, 2019 is given in Annexure-1.
- The figure of the quarter ended March 31, 2020 and March 31, 2019 are balancing figures between the audited figures in respect of the full financial year up to March 31, 2020 and March 31, 2019 and the unaudited published year to date figure up to third quarter ended December 31, 2019 and December 31, 2018 respectively being the date of the end of the third quarter of the financial year which were subject to limited review.
- Figures relating to the previous periods/year have been regrouped / rearranged, wherever necessary, to make them comparable with those of the current periods/year.
- The above Financial Results are available on company's website www.sadbhaveng.com and on the websites of the stock exchange viz. www.bseindia.com and www.nseindia.com


15 STATEMENT OF ASSETS AND LIABILITIES (STANDALONE)

PARTICULARS	STAND ALONE	
	As At March 31,2020	As At March 31,2019
Assets		
Non-current Assets		
(a) Property, Plant and Equipments	39867.42	48966.27
(b) Capital Work in Progress	101.11	326.09
(c) Right to use Assets	3271.49	0.00
(d) Intangible Assets	172.25	425.12
(e) Financial Assets		
(i) Investments	55800.80	60937.17
(ii) Trade receivable	18967.25	8648.99
(iii) Loans	47044.38	3896.28
(iv) Other Financial Assets	266.44	730.22
(f) Deferred Tax Assets (net)	11100.43	9938.13
(g) Other Non Current Assets	4231.03	2002.05
	180822.60	135870.32
Current Assets		
(a) Inventories	14724.75	17917.21
(b) Financial Assets		
(i) Trade receivables	174341.45	155509.83
(ii) Cash and cash equivalents	2130.53	3457.61
(iii) Bank Balance other than (ii) above	10183.78	2578.96
(iv) Loans	703.21	68575.97
(v) Other Current financial assets	42509.26	36278.18
(c) Current Tax Asset	11247.33	9681.49
(d) Other current assets	26920.28	29902.68
	282760.59	323901.93
Total Current Assets	282760.59	323901.93
Total Assets	463583.19	459772.25
Equity and Liabilities		
Equity		
(i) Equity share capital	1715.71	1715.71
(ii) Other Equity	208682.77	201651.27
	210398.48	203366.98
Total Equity	210398.48	203366.98
Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	38883.16	63951.38
(ii) Other financial liabilities	1597.21	552.93
	40480.37	64504.31
Total Non-current Liabilities	40480.37	64504.31
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	68022.57	73058.14
(ii) Trade Payable	55292.34	43526.39
(iii) Other financial liabilities	41960.75	24644.91
(b) Other Current liabilities	47088.98	50399.13
(c) Provisions	339.70	272.39
	212704.34	191900.96
Total Current Liabilities	212704.34	191900.96
Total Liabilities	253184.71	256405.27
Total Equity Liabilities	463583.19	459772.25

16 The listed non-convertible debentures of the Group aggregating Rs.15000.00 Lakhs outstanding as on March 31, 2020 which are secured by way of shares of Company's certain subsidiaries. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.

17 ISCR=Earning before interest and tax / Interest expenses. DSCR=Earning before interest 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 : 09/07/2020



Annexure-1 Statement of Cash Flow for the year ended on March 31, 2020		(Rs. in Lakhs)	
Particulars	31.03.2020	31.03.2019	
A. CASH FLOW FROM OPERATING ACTIVITIES :			
Net Profit after Tax as per Profit and loss account		8515.50	18685.01
Adjustments For :			
Interest Income	(10331.56)	(7279.87)	
Interest Expenses	19411.74	17492.32	
Depreciation & Amortisation	10844.88	9576.01	
Profit on sale of Property, Plant & Equipments	219.75	112.45	
Loss on sale of Property, Plant & Equipments	(300.69)	(135.49)	
Assets Written off	311.28	656.34	
Actuarial Gain/Loss	334.49	(30.50)	
Exceptional Item	(1701.44)	0.00	
Income Tax Provision	3621.74	7140.60	
Deferred Tax Liabilities/(Assets) including MAT Credit	(1162.30)	3.89	27535.75
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		29763.39	46220.76
Adjustment For :			
(Increase)/Decrease of Long Term Trade Receivables	(10318.26)	(5061.71)	
(Increase)/Decrease of Trade Receivables	(18831.61)	3707.74	
(Increase)/Decrease of Other Current Assets	2982.41	(11834.80)	
(Increase)/Decrease of Other Current Financial Assets	(6231.08)	3879.08	
(Increase)/Decrease of Other Non Current Assets	(2228.98)	(518.45)	
(Increase)/Decrease of Other Non Current Financial Assets	463.78	(175.02)	
(Increase)/Decrease of Inventories	3192.46	(1491.89)	
(Increase)/Decrease of Other Bank Balances	(7087.15)	(3163.46)	
Increase/(Decrease) of Other Long Term Financial Liabilities	1044.28	(278.07)	
Increase/(Decrease) of Trade Payables	11765.95	(16374.42)	
Increase/(Decrease) of Other Current Liabilities	13105.27	10945.15	
Increase/(Decrease) of Other Current Financial Liabilities	1845.07	1457.38	
Increase/(Decrease) of Short Term Provision	67.31	6.04	
		(10230.55)	(18902.43)
Cash generated from Operations		19532.84	27318.33
Tax Paid	(5187.58)	(5187.58)	(7304.02)
Net Cash From Operating Activities		14345.26	20014.31
B. CASH FLOW FROM INVESTMENT ACTIVITIES :			
Purchase of Property, Plant & Equipments and Intangible Assets	(981.64)	(9678.77)	
Sales of Property, Plant & Equipments	1395.75	29.05	
Investments in Subsidiary Companies (Net)	(180.00)	(1199.01)	
Proceeds from the sale of Investments in Subsidiary Company	7552.62	0.00	
Other Non Current Investments	(534.87)	(1992.55)	
Loan to/recd back from Subsidiary Companies	24724.66	(3652.60)	
Interest Received	10331.56	7279.87	(9214.01)
Net Cash From Investing Activities		42308.08	(9214.01)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Proceeds From Long Term Borrowings (Net)	(29474.70)	41837.88	
Proceeds/(Repayment) of Short Term Borrowings (Net)	(12074.23)	(22492.32)	
Net Increase in Working Capital Loan	7038.66	(9082.00)	
Payment of Lease Liability	(2183.83)	0.00	
Interest Paid	(18950.18)	(17492.32)	
Dividend Paid	(1715.71)	(1715.71)	
Dividend Tax Paid	(102.76)	(250.66)	
		(57462.75)	(9195.13)
Net Cash From Financing Activities		(57462.75)	(9195.13)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		(809.41)	1605.17
OPENING BALANCE OF CASH & CASH EQUIVALENTS		1797.61	192.44
CLOSING BALANCE OF CASH & CASH EQUIVALENTS		988.20	1797.61
COMPONENTS OF CASH & CASH EQUIVALENTS			
CASH ON HAND		22.78	26.99
BALANCE IN CURRENT ACCOUNT WITH BANKS		965.42	1770.62
COMPONENTS OF CASH & CASH EQUIVALENTS			
Balance with Banks			
a. In Current Accounts		965.42	1770.62
b. In Fixed Deposit Accounts * (Maturity up to 3 months)		1142.33	1660.00
Total		2107.75	3430.62
Cash On Hand		22.78	26.99
		2130.53	3457.61
Less: Fixed Deposit Accounts * (Maturity up to 3 months)		1142.33	1660
		988.20	1797.61

*Fixed Deposits are pledged with central and various state govt/undertakings and local bodies , hence not considered in Components of Cash & Cash equivalents



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

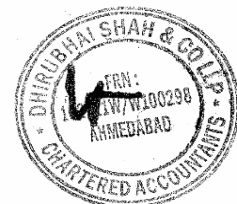
We have audited the accompanying statement of quarterly and year to date standalone financial results of Sadbhav Engineering Limited (the "Company") for the quarter ended March 31, 2020 and for the year ended March 31, 2020 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("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 recognition and measurement principles laid down in 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, 2020 and for the year ended March 31, 2020.

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.



Emphasis of Matter

We draw attention to:

Note 10 of the accompanying standalone Ind AS 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.

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.

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 scepticism 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 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.

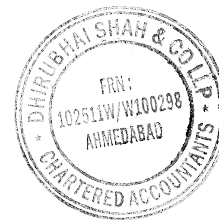
Other Matter

The Statement includes the results for the quarter ended March 31, 2020 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2020 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
Firm Regi. Number: 102511W/W100298


Harish B Patel
Partner
Membership No: 014427
UDIN: 20014427AAABFE3641

Place: Ahmedabad
Date: 09.07.2020



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 / YEAR ENDED MARCH 31, 2020

(Rs. in Lakhs, Except for Share Data)

Sr. No.	Particulars	CONSOLIDATED				
		Quarter ended 31/03/2020 (Audited)	Quarter ended 31/12/2019 (Unaudited)	Quarter ended 31/03/2019 (Unaudited)	Year ended 31/03/2020 (Audited)	Year ended 31/03/2019 (Audited)
1	Revenue From operations	62947.25	68129.15	147190.74	348705.08	524005.29
2	Other income	7602.54	9767.58	19646.05	37510.45	26456.44
3	Total Income (1+2)	70549.80	77896.73	166836.79	386215.54	550461.73
4	Expenses					
	Construction Expenses	32135.85	32307.77	110798.17	196929.29	337459.30
	Changes in inventories of Finished Goods, stock in trade and work in progress	0.00	0.00	0.00	0.00	0.00
	Employee benefits expense	4135.51	4067.60	5952.10	19671.81	22070.02
	Finance costs	31266.56	37724.89	32086.56	141083.41	132862.93
	Depreciation and amortization expense	8336.47	10834.61	9913.17	40118.08	39207.61
	Other expenses	8661.26	3191.92	6639.50	17883.24	16376.64
	Total Expenses	84535.66	88126.79	165389.50	415685.84	547976.50
5	Profit / (Loss) before exceptional Items and tax (3-4)	(13,985.86)	(10,230.06)	1,447.29	(29,470.30)	2485.23
6	Exceptional Items (Refer Note No. 4)	150101.34	0.00	76.44	150101.34	5422.14
7	Profit / (Loss) before tax (5+6)	136115.48	(10,230.06)	1523.73	120631.04	7907.37
8	(1) Tax Expense	2132.64	570.60	4,916.97	5235.34	12776.80
	(2) Deferred Tax	5905.30	(342.05)	2,118.10	4771.10	538.69
9	Profit / (Loss) for the period from containing operations (7-8)	1,28,077.54	(10,458.61)	(5,511.34)	1,10,624.60	(5,408.12)
10	Share of profit/ (loss) of associates	0.00	0.00	0.00	0.00	0.00
11	Share of profit/ (loss) of Joint Ventures	0.00	0.00	0.00	0.00	0.00
12	Minority Interest	0.00	0.00	0.00	0.00	0.00
10	Net Profit / (Loss) for the period after taxes, Non-controlling Interest and share of profit/ (loss) of associates (9-10+11+12)	128077.54	(10458.61)	(5511.34)	110624.60	(5408.12)
11	Other Comprehensive Income (OCI)					
	A(i) Items that will not be reclassified to profit or loss	204.36	40.43	-77.21	336.69	-45.00
	(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))	1,28,281.90	(10,418.18)	(5,588.55)	1,10,961.29	-5453.12
13	Profit/ (Loss) for the period/year attributable to:					
	Owners of the Company	88,663.13	(6,979.27)	(2,702.62)	79,282.97	2112.82
	Non-controlling Interest	39,414.31	(3,479.24)	(2,808.72)	31,341.63	(7,520.94)
14	Other Comprehensive Income for the period/year attributable to:					
	Owners of the Company	228.10	16.69	(77.11)	336.69	(44.90)
	Non-controlling Interest	(23.74)	23.74	(0.10)	-	(0.10)
15	Total Comprehensive Income for the period/year attributable to:					
	Owners of the Company	88,891.23	(6,962.58)	(2,779.73)	79,619.66	2,067.92
	Non-controlling Interest	39,390.57	(3,455.50)	(2,808.82)	31,341.63	(7,521.04)
	Total Income (Including other comprehensive Income)	1,28,281.80	(10,418.08)	(5,588.55)	1,10,961.29	(5,453.12)
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	-	-	-	158352.78	81784.16
18	Basic EPS (Rs.) (Face value of Re. 1/- each) (*not annualized)	51.68*	-4.07*	-1.58*	46.21	1.23
19	Diluted EPS (Rs.) (Face value of Re. 1/- each) (*not annualized)	51.68*	-4.07*	-1.58*	46.21	1.23

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

Sr. No.	ISIN No.	Previous due dates from 1st October, 2019 to 31st March, 2020		Next due dates From 1st April, 2020 to 30th September, 2020	
		Principal	Interest	Principal	Interest
1	INE226H07064	27-11-2019	27-11-2019	-	-
2	INE226H07072	-	-	-	22.06.2020
3	INE226H07080	-	-	-	22.06.2020
4	INE226H07098	-	-	-	22.06.2020
5	INE226H08013*	13-03-2020	13-03-2020	-	-

*ISIN: INE226H08013 have been fully repaid on 13-03-2020.

Notes :

- The aforesaid audited consolidated financial results of Sadbhav Engineering Limited ('the Company' or 'holding company') and its subsidiaries and step down subsidiaries (holding company together referred to as 'Group') for the quarter and year ended March 31, 2020 have been reviewed and recommended by the audit committee and approved by the Board of Directors at their respective meetings on July 09, 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 audit of the same.
- 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, the said subsidiary has recognised revenue of toll collection of Rs. 173.60 Lakhs, Rs. 175.50 Lakhs and Rs. 166.50 Lakhs for the quarter ended March 31, 2020, December 31, 2019 and March 31, 2019 respectively and Rs. 686.30 Lakhs and Rs. 661.70 Lakhs for the year ended March 31, 2020 and March 31, 2019 respectively based on the actual average daily traffic of Light Motor Vehicles (four wheelers) during period April 2017 to September 2017.
- The revenue from operations includes revenue from construction contracts of Rs. 16,381.70 lakhs, Rs. 18,672.20 lakhs, Rs. 84,091.80 lakhs for quarter ended March 31, 2020, December 31, 2019 and March 31, 2019 respectively and Rs. 1,07,084.40 lakhs and Rs. 2,39,211.00 lakhs for the year ended March 31, 2020 and March 31, 2019 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."
- Pursuant to the definitive share purchase agreement (the agreement) dated July 1, 2019 between Sadbhav infrastructure Project Limited (SIPL) with IndInfra Trust, the entire equity shareholding in seven of its subsidiary companies i.e. Bijapur Hungund Tollway Private Limited, Aurangabad Jalna Tollway Limited, Hyderabad Yagiri Tollway Private Limited, Dhule Palesner Tollway Limited, Nagpur Seoni Expressway Limited, Shreethathi 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 IndInfra 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.
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), is in process as at reporting date and accordingly, investments in this step down 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".
 - During the previous financial year, pursuant to settlement agreement dated March 12, 2019 between the Maharashtra Airport Development Co Ltd and PBA Sadbhav Joint Venture in respect of arbitration award, the Company has received Rs. 76.44 Lakhs, which is recognised as income and is disclosed under exceptional items in these financial results.
 - During the previous year, Nagpur Seoni Expressway Limited (NSEL), a step down subsidiary company, has received favourable arbitration award dated October 05, 2018 and has received in full, claim amounting to Rs. 6875.2 Lakhs from National Highway Authority of India, which is recognised as income and is disclosed under exceptional item in these results.
 - During the FY 2018-19, pursuant to Settlement agreement dated October 20, 2018 between the company and minority shareholders of Bijapur Hungund Tollway Private Limited (BHTPL), the company has paid an amount of Rs. 1529.5 Lakhs which is expensed off and disclosed under exceptional item in these results.
- 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, 2020 is Rs. 22,288.40 lakhs (March 31, 2019 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.
- Operating expenses include provision for Periodic Major Maintenance of Rs. 570.80 lakhs, Rs. 2393.60 lakhs, and Rs. 2024.90 lakhs for the quarter ended March 31, 2020, December 31, 2019 and March 31, 2019 respectively and Rs. 7535.90 lakhs and Rs. 9741.80 lakhs for the year ended March 31, 2020 and March 31, 2019 respectively.
- 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. The Group's management has made initial assessment of likely adverse impact on business, and believes that the impact may not be significant over the terms of its contracts. The group has / is in the process of filing of claims for appropriate relief as per the terms of concession agreement 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 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.

Sadbhav Engineering Limited

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- 8 The group has certain operational 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 Rs. 1,19,053.00 lakhs during the year, the tenability of which, as per concession agreement, is backed up by a legal opinion. As mentioned in the note 4 above, during the year, the Sadbhav Infrastructure Project Limited, subsidiary of 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.
- 9 "Effective April 1, 2019, the Group has adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019' using the modified retrospective method along with the transition option to recognise Right-of-Use asset (ROU) at an amount equal to the lease liability. Accordingly, comparatives for the quarter and year ended March 31, 2019 have not been retrospectively adjusted. On transition, "Right of use asset" of Rs. 5,184.12 Lakhs and a corresponding "Lease Liabilities" of Rs. 5184.12 Lakhs has been recognised as at April 1, 2019. The effect of this adoption is not material on the profit for the period and earnings per share."
- 10 The Group has re-assessed tax benefit under the Taxation Laws (Amendment) Ordinance, 2019 (the ordinance) dated September 20, 2019 and opted option available under the ordinance except in case of the Company and its three step down subsidiary companies where rates as per old regime are continue. The consequential tax impact of the same has been given in the results for the quarter and year ended March 31, 2020.
- 11 The concession agreements with National Highway Authority of India (NHAI) are terminated in case of Sadbhav Tumkur Highway Private Limited (STHPL) during the quarter and Sadbhav Vizag Port Road Private Limited (SVPRPL) and Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) during the year due to non availability of required 80% right of way (ROW) by NHAI within the stipulated time period due to which, the said step down subsidiaries will be inoperative.
- 12 The Group has carrying value of intangible assets of Rs. 2,62,718.50 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. 1,19,053.00 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 network 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, 2020 is considered necessary at this stage.
- 13 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.
- 14 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, a subsidiary will merge into the Company.
- 15 The Company has received demand order from the Tehsildar, Savantwadi district, Maharashtra of Rs. 34925.77 Lakhs on account of execution of "Insuli Check post" of Maharashtra Border Check Post project of the company through their back to back sub-contractor for matter relating to the period of FY 2008-09. Said subcontractor has received "No Dues Certificate" from the office of District Collector & District Magistrate, Sindhudurg on 07th July, 2017 for the said "Insuli check Post. The Company is strongly condemning the impugned Order which is devoid of having any merits and is against the order of the Honorable High Court, Mumbai. Hence said order has been challenged by the company before appropriate Appellate Tribunal and the company is confident of defending the case on merits.
- 16 Statement of audited Cash flow for the year ended March 31, 2020 and March 31, 2019 is given in Annexure I.
- 17 The figures of the quarter ended March 31, 2020 and March 31, 2019 are balancing figures between the audited figures in respect of the full financial year upto March 31, 2020 and March 31, 2019 and the unaudited published year to date figure up to third quarter ended December 31, 2019 and December 31, 2018 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.
- 19 The above Financial Results are available on company's website www.sadbhaveng.com and on the websites of the stock exchange viz www.bseindia.com and www.nseindia.com

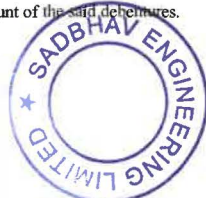
20 STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED)

PARTICULARS	CONSOLIDATED	
	As At March 31,2020	As At March 31,2019
Assets		
Non-current Assets		
(a) Property, Plant and Equipments	40541.52	50706.27
(b) Right to use Assets	3271.49	0.00
(c) Capital Work in Progress	101.11	326.09
(d) Investment Property	83.80	219.20
(e) Goodwill	2653.00	20437.40
(f) Intangible Assets under Development	9552.80	9295.70
(g) Other Intangible Assets	399840.75	901376.62
(h) Financial Assets		
(i) Investments	73030.89	597.89
(iii) Trade receivable	13192.49	8633.35
(ii) Loans	44.50	0.00
(iii) Receivable Under Service Concession Arrangement	271384.00	216722.50
(iv) Other Financial Assets	1654.34	30905.62
(e) Deferred Tax Assets (net)	11318.63	9938.93
(f) Other Non Current Assets	11603.83	15102.35
	838273.15	1264261.92
Current Assets		
(a) Inventories	14724.75	17917.21
(b) Financial Assets		
(i) Investments	0.00	9896.60
(ii) Trade receivables	147814.05	109830.91
(iii) Cash and cash equivalents	9334.13	13179.01
(iv) Bank Balance other than (iii) above	11113.98	2578.96
(v) Loans	9505.41	1707.00
(vi) Receivable Under Service Concession Arrangement	28144.70	41767.50
(vii) Other Current Financial Assets	49280.80	61648.24
(c) Current Tax Asset	12360.13	10221.19
(d) Other current assets	74582.48	74705.18
Total Current Assets	356860.43	343451.80
Assets Held for Sale	33287.40	
Total Assets	1228420.98	1607713.72
Equity and Liabilities		
Equity		
(i) Equity share capital	1715.71	1715.71
(ii) Other Equity	158352.78	81784.41
(iii) Non Controlling Interest	42266.45	13342.50
Total Equity	202334.94	96842.62
Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	563278.89	968265.80
(ii) Other financial liabilities	113867.51	171571.43
(b) Deferred tax liabilities (Net)	7679.40	7501.70
(c) Provisions	13745.00	21696.90
(d) Other non-current liabilities	2902.50	8707.50
Total Non-current Liabilities	701473.30	1177743.33
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	69421.36	74058.07
(ii) Trade Payable	72925.30	59871.67
(ii) Other financial liabilities	87473.91	107719.94
(b) Other current liabilities	69089.37	66651.10
(c) Provisions	596.30	22327.39
(d) Current Tax Liabilities (Net)	826.20	2499.60
Total Current Liabilities	300332.44	333127.77
Liabilities Held for Sale	24280.30	0.00
Total Liabilities	1026086.04	1510871.10
Total Equity Liabilities	1228420.98	1607713.72

21 The listed non-convertible debentures of the Group aggregating Rs.15000.00 Lakhs outstanding as on March 31, 2020 which are secured by way of shares of Company's certain subsidiaries. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.

For SADBHAV ENGINEERING LIMITED


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



Sadbhav Engineering Limited

Place : Ahmedabad
Date : 09/07/2020

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Annexure-1 Statement of consolidated Cash Flow for the year ended on March 31, 2020		(Rs. in Lakhs)	
Particulars	31.03.2020	31.03.2019	
A. CASH FLOW FROM OPERATING ACTIVITIES :			
Net Profit after Tax as per Profit and loss account	110624.60		(5408.12)
Adjustments For :			
Interest Income	(13795.30)	(18764.06)	
Interest Expenses	141083.41	119032.25	
Depreciation & Amortisation	40118.08	39207.61	
Profit on sale of Property, Plant & Equipments	(219.75)	(9.35)	
Loss on sale of Property, Plant & Equipments	300.69	2.39	
Periodic Major Maintenance expenses	7535.80	9718.80	
Exceptional item (note 4)	(150101.34)		
Income Tax Provision	5235.34	12777.00	
Other comprehensive income	336.69	(45.00)	
Liabilities no longer required written back	(10455.80)		
Deferred Tax Liabilities/(Assets)	4771.10	538.69	162458.33
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	135433.52		157050.21
Adjustment For :			
(Increase)/Decrease of Long Term Trade Receivables	(65790.30)	(203764.27)	
(Increase)/Decrease of Trade Receivables	(27634.32)	88546.77	
(Increase)/Decrease of Other Current Assets	10197.30	(25983.80)	
(Increase)/Decrease of Other Current Financial Assets	(16625.91)	2831.67	
(Increase)/Decrease of Other Non Current Assets	(6666.94)	(648.18)	
(Increase)/Decrease of Other Non Current Financial Assets	816.19	7215.18	
(Increase)/Decrease of Inventories	3192.46	(1491.89)	
(Increase)/Decrease of Loans given	(6698.36)	0.00	
(Increase)/Decrease of Other Bank Balances	(8535.02)	(1774.65)	
Increase/(Decrease) of Other Long Term Financial Liabilities	5919.78	15292.63	
Increase/(Decrease) of Other Long Term Liabilities	(18793.80)		
Increase/(Decrease) of Trade Payables	19420.70	(10696.58)	
Increase/(Decrease) of Other Current Liabilities	(23677.39)	9925.43	
Increase/(Decrease) of Other Current Financial Liabilities	49220.35	(191.78)	
Increase/(Decrease) of Provision	6601.17	458.35	
Increase/(Decrease) in Deferred Tax (net)	7880.10	216.90	
	(71173.98)		(120064.21)
Cash generated from Operations	64259.54		36986.00
Tax Paid	(4511.84)	(12504.32)	(12504.32)
Net Cash From Operating Activities	59747.70		24481.68
B. CASH FLOW FROM INVESTMENT ACTIVITIES :			
Purchase of Property, Plant & Equipments and Intangible Assets	(1484.04)	(13219.13)	
Sales of Property, Plant & Equipments	1395.75	36.05	
Other Current Investments	565.35	(5650.70)	
Other Non Current Investments	0.00	0.26	
Recd. from subsidiary against sale of shares	37704.64	0.00	
Proceed/(Repayment) towards compound financial instruments	79112.90	(300.00)	
Interest Received	13795.30	18764.06	(369.46)
Net Cash From Investing Activities	131089.90		(369.46)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Proceeds from Issue of Fresh Capital including Premium	0.00	0.00	
Proceeds From Long Term Borrowings (Net)	(42418.64)	140476.38	
Proceeds/(Repayment) of Short Term Borrowings (Net)	(8305.55)	(22697.39)	
		(11764.00)	
Payment for acquisition of shares of subsidiary	0.00	(5462.61)	
Interest Paid	(141083.41)	(119032.25)	
Dividend Paid (including dividend distribution tax)	(2875.17)	(4081.67)	
Non controlling Interest		(36.60)	
Loss/(profit) of subsidiary of Previous year (Net)	0.00	(194682.77)	(22598.14)
Net Cash From Financing Activities	(194682.77)		(22598.14)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(3845.18)		1514.08
OPENING BALANCE OF CASH & CASH EQUIVALENTS	13179.01		11664.93
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	9333.83		13179.01
COMPONENTS OF CASH & CASH EQUIVALENTS (refer note 17)			
CASH ON HAND	112.18		724.99
BALANCE IN CURRENT ACCOUNT WITH BANKS	5057.22		7141.32
BALANCE IN FIXED DEPOSITS	4164.43		5312.70



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 ended March 31, 2020 and for the year ended March 31, 2020 ("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').

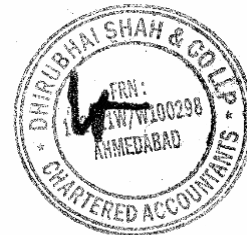
In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements of the subsidiaries, the Statement:

- (i) includes the results of the following entities:
List of Subsidiaries:

1. Sadbhav Infrastructure Project Limited
2. Sadbhav Gadag Highway Private Limited
3. Mysore Bellary Highway Private Limited (Note 2)

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
18. Bijapur Hungund Tollway Private Ltd (Note 1)
19. Hyderabad Yadgiri Tollway Private Ltd (Note 1)
20. Shreenathji Udaipur Tollway Private Limited (Note 1)
21. Bhilwara Rajsamand Toll Way Private Ltd (Note 1)
22. Nagpur Seoni Expressway Ltd (Note 1)
23. Dhule Palesner Tollway Limited (Note 1)
24. Aurangabad Jalna Toll Way Ltd (Note 2)

Note:

1. Upto February 14, 2020
2. Upto March 31, 2020

(ii) are 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 profit, other comprehensive income and other financial information of the Group for the quarter ended March 31, 2020 and for the year ended March 31, 2020.

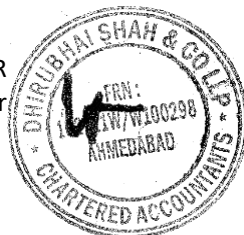
Basis for Opinion

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.

Emphasis of Matter

We draw attention to:

- a. Note 7 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 8 of the accompanying consolidated financial results relating to the claim of INR 1,19,053.00 Lakhs lodged on National Highway Authority of India pending settlement, other



operational matters and its consequential impact thereof on intangible assets of the subsidiary companies.

- c. Note 5 of the accompanying consolidated financial results in respect of accounting of Intangible Asset/ Intangible Assets under Development of INR 22,288.40 Lakhs under the Service Concession Arrangement of Maharashtra Border Check Post Network Limited, a 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.

Our opinion is not modified in 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 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 scepticism 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 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 remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

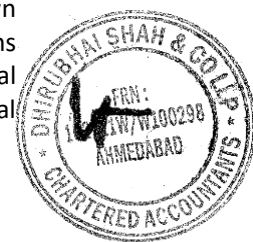
We communicate with those charged with governance of the Holding Company and such other entity included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies 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/CMD1/44/2019 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 3 subsidiaries and 24 step-down subsidiary companies, whose financial statements reflect total assets of INR 9,68,998.18 Lakhs as at March 31, 2020, total revenues of INR 46248.40 Lakhs and INR 2,65,686.90 Lakhs, total net (loss) / profit after tax of INR 1,29,024.12 Lakhs and INR 1,03,872.90 Lakhs, total



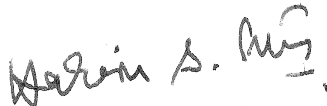
comprehensive income / (loss) of INR 1,29,345.04 Lakhs and INR 1,03,875.10 Lakhs, for quarter and the year ended on that date respectively, and net cash flows of INR (3845.18) Lakhs for the year ended March 31, 2020, as considered in the Statement which have been audited by its respective independent 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, 2020 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2020 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



Harish B Patel
Partner
M. No. 014427
UDIN: 20014427AAABFF8414

Place: Ahmedabad

Date: 09.07.2020

