

Ref: SEL/2020-21/50

November 13, 2020

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

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

Sub: Outcome of Board Meeting of the Company

Dear Sir/ Madam,

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

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

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

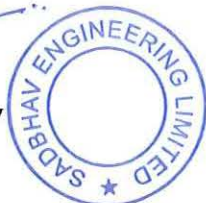
You are requested to take the above on your record.

Thanking You,
Yours Faithfully,

For Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As Above

Sadbhav Engineering Limited

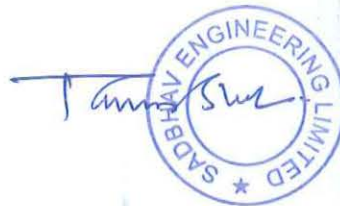
Regd Office : "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad- 380006.

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

SADBHAV ENGINEERING LIMITED

CALENDAR OF EVENTS - POSTAL BALLOT-2020

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



Sadbhav Engineering Limited

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SADBHAV ENGINEERING LIMITED
[CIN: L45400GJ1988PLC011322]

Corp. Office: "Sadbhav", Near Havmor Restaurant, B/H Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat.
Tel:-079 40400400; Fax:-079 40400444; Email :- selinfo@sadbhav.co.in; Website: www.sadbhaveng.com

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

(Rs.in Lakhs except for Share data)

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

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

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



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




STATEMENT OF ASSETS AND LIABILITIES

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

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

For, SADBHAV ENGINEERING LIMITED


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



Sadbhav Engineering Limited

CIN :: L45400GJ1988PLC011322

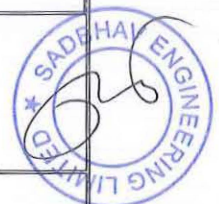
ANNEXURE-1 STAND ALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 30.09.2020

(Rs. in Lakhs)

Particulars	30.09.2020	30.09.2019	
A. CASH FLOW FROM OPERATING ACTIVITIES :			
Net Profit after Tax as per Profit and loss account		(2133.94)	6531.87
Adjustments For :			
Interest Income	(4575.50)	(5037.95)	
Interest Expenses	9147.31	9569.36	
Depreciation & Amortisation	4946.05	5571.70	
Profit on sale of Property, Plant & Equipments	(17.93)	142.04	
Loss on sale of Property, Plant & Equipments	2.62	(40.96)	
Assets Written off	0.00	1.87	
Actuarial Gain/Loss	(86.48)	91.90	
Exceptional Item	0.00	0.00	
Income Tax Provision	0.00	2548.00	
Foreign Exchange Loss	0.00	0.00	
Deferred Tax Liabilities/(Assets) including MAT Credit		9416.07	11863.31
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		7282.13	18395.18
Adjustment For :			
(Increase)/Decrease of Long Term Trade Receivables	(826.44)	0.00	
(Increase)/Decrease of Trade Receivables	5309.49	(33027.40)	
(Increase)/Decrease of Other Current Assets	1701.54	(399.88)	
(Increase)/Decrease of Other Current Financial Assets	(1541.21)	(3119.34)	
(Increase)/Decrease of Other Non Current Assets	1879.37	(4884.11)	
(Increase)/Decrease of Other Non Current Financial Assets	(733.89)	320.64	
(Increase)/Decrease of Inventories	(2279.79)	803.75	
(Increase)/Decrease of Other Bank Balances	949.60	(4266.85)	
Increase/(Decrease) of Other Long Term Financial Liabilities	367.43	0.00	
Increase/(Decrease) of Trade Payables	(4282.09)	22965.63	
Increase/(Decrease) of Other Current Liabilities	(4855.19)	28464.06	
Increase/(Decrease) of Other Non Current Liabilities	0.00	0.00	
Increase/(Decrease) of Other Current Financial Liabilities	2397.91	(1732.65)	
Increase/(Decrease) of Long Term Provision	0.00	0.00	
Increase/(Decrease) of Short Term Provision	116.16	(149.69)	
		(1797.11)	4974.16
Cash generated from Operations		5485.02	23369.34
Tax Paid	595.46	595.46	(2144.14)
Net Cash From Operating Activities		6080.48	21225.20
B. CASH FLOW FROM INVESTMENT ACTIVITIES :			
Purchase of Property, Plant & Equipments and Intangible Assets	(22.35)	(1824.90)	
Sales of Property, Plant & Equipments	210.24	380.91	
Investments in Subsidiary Companies (Net)	(56.04)	0.00	
Proceeds from the sale of Investments in Subsidiary Company	0.00	0.00	
Proceeds from sale of Non Current Investments	197.00	0.00	
Loan to/reed back from Subsidiary Companies	(4430.39)	(19597.48)	
Interest Received	4575.50	473.96	(16003.52)
Net Cash From Investing Activities		473.96	(16003.52)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
Proceeds from Issue of Fresh Capital including Premium	0.00	9764.65	
Proceeds From Long Term Borrowings (Net)	3426.73	(6916.07)	
Proceeds/(Repayment) of Short Term Borrowings (Net)	1603.27	0.00	
Net Increase in Working Capital Loan	(943.78)	3719.63	
Payment of Lease Liability	(161.39)	0.00	
Interest Paid	(8985.92)	(9342.40)	
Dividend Paid	0.00	(1715.71)	
Dividend Tax Paid	0.00	0.00	
		(5061.09)	(4489.90)
Net Cash From Financing Activities		(5061.09)	(4489.90)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		1493.35	731.78
OPENING BALANCE OF CASH & CASH EQUIVALENTS		988.20	1797.61
CLOSING BALANCE OF CASH & CASH EQUIVALENTS		2481.55	2529.40
COMPONENTS OF CASH & CASH EQUIVALENTS			
CASH ON HAND		33.48	51.93
BALANCE IN CURRENT ACCOUNT WITH BANKS		2448.03	2477.47
BALANCE IN FIXED DEPOSITS (Refer Note 3 below)			
COMPONENTS OF CASH & CASH EQUIVALENTS			
CASH ON HAND		33.48	
BALANCE IN CURRENT ACCOUNT WITH BANKS		2448.03	
BALANCE IN FIXED DEPOSITS		3350.82	
CLOSING BALANCE OF CASH & CASH EQUIVALENTS		5832.33	

Notes:

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



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

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

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

Review Report to
The Board of Directors of
Sadbhav Engineering Limited

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



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

Emphasis of Matter:

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

Our conclusion is not modified in respect of this matter.

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

Samip K. Shah.

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



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

Kaushik C Patel

Kaushik C Patel
Partner
Membership No: 030083
ICAI UDIN: 20030083AAAEE9182
Place: Ahmedabad
Date: November 13, 2020



SADBHAV ENGINEERING LIMITED

[CIN: L45400GJ1988PLC011322]

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

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



TODAY FOR TOMORROW

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

(Rs.in Lakhs except for Share data)

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



Sadbhav Engineering Limited

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

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

Notes :

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

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

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

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

- 12 The Group has certain step down subsidiaries having accumulated losses, which has resulted into erosion net-worth of those step down subsidiaries. Such operational step down subsidiaries are expected to achieve adequate profitability as per the future traffic projections by way of increase in traffic and reduction in finance costs through repayment/refinancing of loan during their respective project tenure. There have also been favourable arbitration claims received by these step down subsidiaries in the past and have further lodged claim amounting to INR 1,70,634.80 lakhs, the tenability of which, as per concession agreement, is backed up by a legal opinion. As mentioned in the note 8 above, the Company has completed sale of seven SPV's at a value higher than their carrying cost and also is in the process of closing sale of one more on similar terms. Basis these and further complimented by the continuing unconditional financial support offered to the step down subsidiaries from the Company, the group will be able to meet/will continue to meet their financial obligations in the ordinary course of the business. Further, the management has also evaluated on annual basis and concluded that BOT/Annuity assets value are in excess of carrying value based on certain parameters like cash flow projections, future projected traffic, growth rate etc.
- 13 The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Section 230 to 232 of Companies Act 2013, subject to the regulatory approvals required whereby, the Sadbhav Infrastructure Project Limited (SIPL), a subsidiary will merge into the Company. The appointed date of merger is 1st April, 2019. Approval of SEBI and BSE/NSE have been received. Now the Company has made application to National Company Law Tribunal (NCLT) for its approval. On receipt of approval of NCLT and filing of copy of order of NCLT with Registrar of Companies, the scheme will become effective from appointed date.
- 14 The listed non-convertible debentures of the Group aggregating Rs.49,500.00 Lakhs outstanding as on September 30, 2020 which are secured by way of shares of Company's subsidiary. The asset cover thereof exceeds hundred percent of the principal amount of the said debentures.
- 15 The Indian Parliament has recently approved the code on Social Security, 2020. This has also received consent of the Hon'ble President of India. The code when implemented will impact the contribution by the group towards benefits such as Provident Fund, Gratuity etc. The effective date(s) of implementation of this code is yet to be notified. In view of this, any financial impact due to the change will be assessed and accounted for in the period of notification.
- 16 Statement of unaudited Cashflow for the half year ended September 30, 2020 and September 30, 2019 are given in Annexure - I
- 17 The figures for the previous period have been regrouped/rearranged wherever necessary, to make them comparable with those of the current period.
- 18 The above Financial Results are available on company's website www.sadbhaveng.com and on the websites of the stock exchange viz. www.bseindia.com and www.nseindia.com



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

For, SADBHAV ENGINEERING LIMITED


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



Dhirubhai Shah & Co LLP
Chartered Accountants
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Chartered Accountants
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Motors, Sheth Mangaldas Road,
Ellisbridge, Ahmedabad,
Gujarat, 380006

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

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

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

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



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

List of Subsidiaries:

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

List of step-down subsidiaries:

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

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

6. **Emphasis of Matter:**

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

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



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

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

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

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

Samip K. Shah

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



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

Kaushik C Patel

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



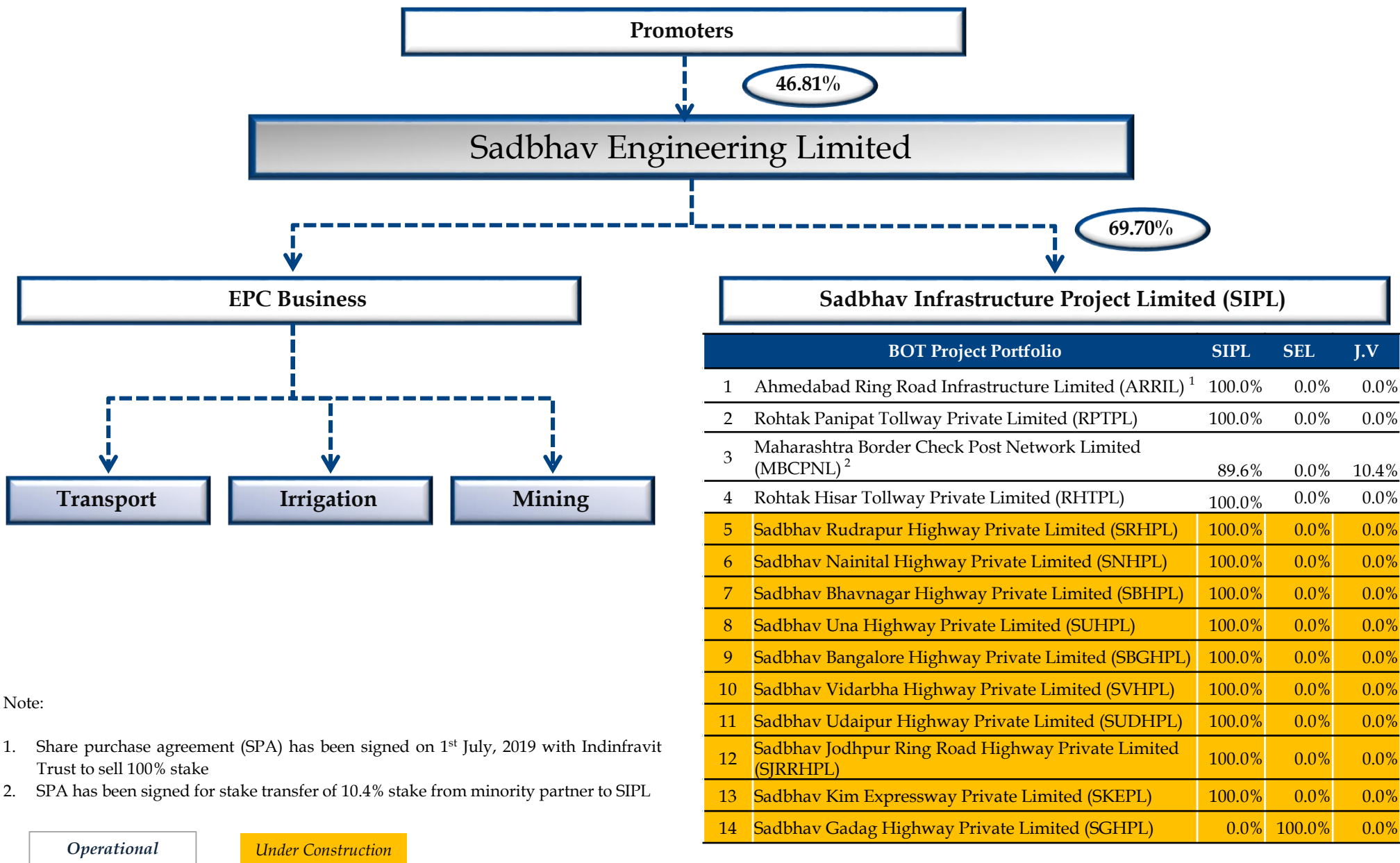


SADBHAV GROUP

Result Update Q2FY21 & H1FY21

MEDIA RELEASE

Corporate Structure

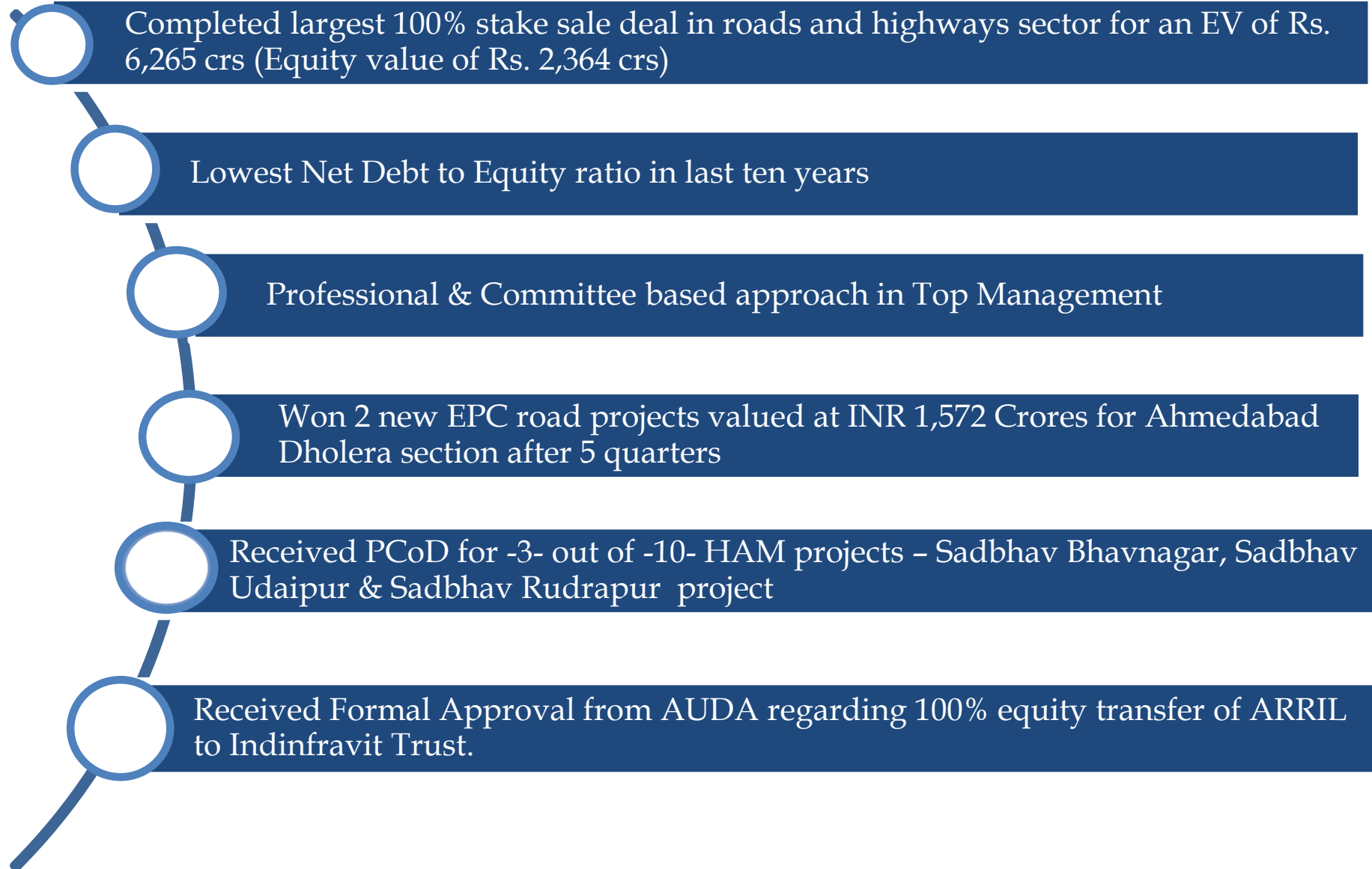


Note:

- Share purchase agreement (SPA) has been signed on 1st July, 2019 with Indinfravit Trust to sell 100% stake
- SPA has been signed for stake transfer of 10.4% stake from minority partner to SIPL

Operational **Under Construction**

Achievements at SADBHAV during last one year



Performance Q2FY21 vs Q2FY20 (YoY)

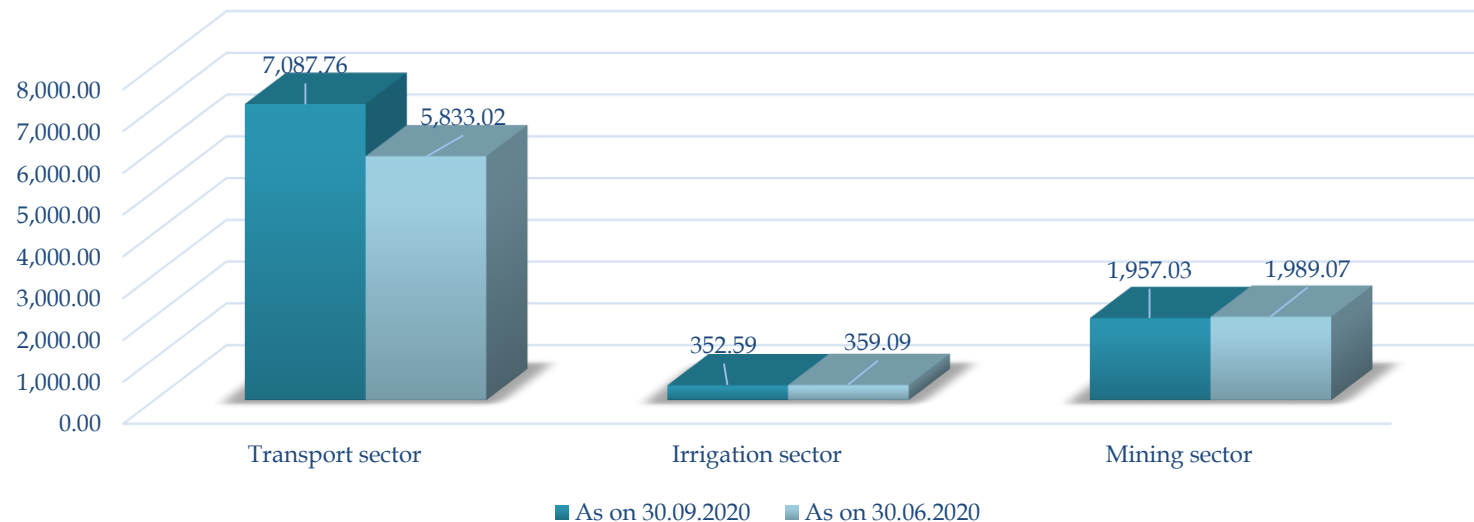
- Income from operations is at Rs. 412.21 Crores vs Rs. 565.11 Crores
- EBITDA margin at 12.08% vs 12.31%
- PBT after Exceptional items at Rs. 2.90 Crores vs Rs. 27.56 Crores
- Net Profit after tax at Rs. 5.24 Crores vs Rs. 25.85 Crores
- Cash Profit at Rs 29.76 Crores vs Rs 53.56 Crores

Performance H1FY21 vs H1FY20 (YoY)

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

Order Book Position – September 2020

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



Standalone Financial Performance

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

Segmental Revenue Breakup during Q2 FY21

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

Status of HAM Assets

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

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

Movement of net debt to equity since last 10 years

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

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

Key Developments

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

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

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

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

* Approved by NHAI

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

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

Thank You





SADBHAV ENGINEERING LIMITED

CIN : L45400GJ1988PLC011322

Registered Office : 'Sadbhav House', Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel.: +91 79 40400400 • Fax: +91 79 40400444
E-mail: investor@sadbhav.co.in • Web: www.sadbhaveng.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s)

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-II on General Meetings ("SS-II") issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, for seeking consent of the shareholders of Sadbhav Engineering Limited ("the Company"), to pass the proposed resolution mentioned in this notice, as an **Ordinary Resolution through Postal Ballot by way of remote electronic voting (e-voting)**.

In view of the current outbreak of COVID-19 pandemic, Notice can not be dispatched through post. Further, Ministry of Corporate Affairs, ("MCA") in terms of the General Circular No.14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33 dated 28th September, 2020 (the "MCA Circulars"), has advised the Companies to take all decisions requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of shareholders at a common venue.

It has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its Shareholders, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and secure their vote **through the E-voting system**. Thus, this Postal Ballot is accordingly being initiated in compliance with the requirements of the above MCA Circulars.

In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on November 08, 2020 (cut-off date) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e Link Intime India Private Limited. **Shareholders are required to communicate their assent or dissent through the remote e-voting system only.** In respect of those Shareholders who have not registered their e-mail ids, the Company has provided the mechanism in this notice to register their e-mail ids and public notice to that effect has already been published in the newspapers.

The Board of Directors of the Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing e-voting facility to all its Members. Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. on Monday, December 14, 2020.

The Scrutinizer will submit his report to any Director or CEO or Company Secretary of the Company as authorized by the Board after the completion of the scrutiny of the postal ballot through evoting process. The result of postal ballot shall be declared on Wednesday, December 16, 2020 and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.sadbhaveng.com

The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration. You are requested to record your assent or dissent by means of E- Voting system only, provided by the Company.

SPECIAL BUSINESS

Item No 1

Re-classification of Mr. Vipul H. Patel, Mr. Girishbhai N. Patel, Mrs. Rajshree Primtam Patel, Mrs. Truptiben Nileshbhai Patel from "Promoter and Promoter Group" category to "Public" category

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment thereof and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded to reclassify following shareholders of Promoter Group for reclassification of their status from "Promoter and Promoters Group" Category to "Public" Category of the Company.

Sr. No.	Name of the Shareholder	No. of Equity Shares held (Face Value of ₹ 1/- each) as on November 06, 2020	Percentage of Shareholding (%)
1.	Mr. Vipul H. Patel	0	0.00
2.	Mr. Girishbhai N. Patel	50,500	0.03
3.	Mrs. Rajshree Pritam Patel	0	0.00
4.	Mrs. Truptiben Nileshbhai Patel	0	0.00

RESOLVED FURTHER THAT the above applicants have confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions as mentioned below as per Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

- i. The above promoters seeking reclassification shall not have any special rights through formal or informal arrangements.
- ii. They shall not hold more than 10% of the paid up share capital of the Company.
- iii. They shall not act as Key Managerial Personnel for a period of more than three years from the date of shareholders' approval.

"RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI Listing Regulations and will ensure necessary compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions."

“RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer (CEO) or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this resolution including but not limited to making Intimation / filings to stock exchange(s) i.e. BSE Limited & the National Stock Exchange of India Limited and seeking their approval and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

**By Order of the Board
For Sadbhav Engineering Limited
Sd/
Tushar Shah
Company Secretary
Mem. No.: F7216**

**Registered Office:
'Sadbhav House'
Opp. Law Garden Police Chowki
Ellisbridge
Ahmedabad-380006
Place: Ahmedabad
Date: 13-11-2020**

NOTES

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Business is being provided here with.
- ii. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.22/2020 dated 15th June 2020 and General Circular No. 33 dated 28th September, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), **shareholders are required to communicate their assent or dissent through the remote e-voting system only. Voting by post is not allowed, in view of the prevailing situation.** As the remote e-voting does not require a person to attend the meeting physically, the shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies. **Vote by post shall be treated as invalid.**
- iii. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Shareholders, facility to exercise their right to vote on resolution mentioned in the notice, by electronic means through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL') **instead of physical mode.**
- iv. In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Sunday, November 8, 2020, (Cut-off date) and who have registered their e-mail addresses with the Company / RTA / Depositories.
- v. Shareholders may note that the Notice will also be available on the Company's website at www.sadbhaveng.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of the e-voting agency- Central Depository Services (India) Limited ('CDSL') at www.evotingindia.com.
- vi. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on Sunday, November 08, 2020, (Cut-off date) shall be eligible for e-voting. A person who is not Shareholder on Cut-off date should treat this notice for information purpose only.

It is however, clarified that all Shareholders of the Company as on the Cut-off date, including those Shareholders who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified here inafter.

vii. E-voting will commence from Sunday, November 15, 2020 (9.00 A.M. IST) to Monday, December 14, 2020 (5.00 P.M. IST). The e-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled there after.

viii. Shareholders who are holding shares of the Company as on Sunday, November 08, 2020, (Cut-off) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to **get the notice of Postal Ballot by electronic means and vote there at.**

Physical holding	Please provide necessary detail like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
Demat holding	For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id

ix. Institutional / Corporate Shareholders are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at investor@sadbhav.co.in

x. All the documents referred to in this Notice, will also be available for electronic inspection, without any fee by the Shareholders, from the date of circulation of this Notice upto the last date specified for thee-voting i.e. Monday, December 14, 2020. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at investor@sadbhav.co.in

xi. Resolution, if passed by the Shareholders through Postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. Monday, December 14, 2020, in terms of Secretarial Standard-II on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India.

xii. In case you have any queries/issues/grievances connected with e-voting for Postal Ballot , you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or at investor@sadbhav.co.in

xiii. INSTRUCTIONS FOR E-VOTING:

xiv. Shareholders are requested to not to share the Login details (User Id & Password), with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned hereinunder:

1. The shareholders should log on to the e- voting website: www.evotingindia.com.
2. Click on Shareholders/Members.
3. Now Enter your UserID
 - For CDSL : 16 digits beneficiary ID
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user, follow the steps given below:
For Shareholders holding shares in Demat Form and Physical Form
PAN: Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first 2 letters of their name & the 8 digits of the sequence number in the PAN field.

- In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on Sunday, November 08, 2020, (Cut-off date), may obtain details of sequence number from the Company/RTA.

Date of Birth: Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

Dividend Bank Details: If both the details above are not recorded with the depository or Company, please enter the DP ID & Client ID / folio number, which is also your User ID, in the Dividend Bank details.

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN (201109002) for SADBHAV ENGINEERING LIMITED on which you choose to vote.
9. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
14. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android/windows or iOS based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.
16. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI/Foreign Nationals etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1

Mr. Vipul H. Patel, Mr. Girishbhai N. Patel, Mrs. Rajshree Primtam Patel, Mrs. Truptiben Nileshbhai Patel belonging to the Promoter and Promoters Group of the Company (hereinafter referred as "the Applicants"), vide its letter dated August 28, 2020, filed a request with the Company, seeking for Re-Classification, from "Promoter and Promoter Group" category to "Public" category in accordance with Regulation 31A of the Listing Regulations.

The Board of Directors of the Company ("**Board**") considered, analyzed and deliberated over such request and they have approved the aforesaid request in their Board Meeting, which was held on September 02, 2020, subject to the approval of shareholders of the Company & any other Statutory Authority, in this regard, which inter-alia include BSE Limited & National Stock Exchange of India Limited. Accordingly, the approval of shareholders of the Company, is being sought on same through an Ordinary Resolution vide Postal Ballot.

This is to inform you that, as on November 06, 2020, the Applicants were holding 50,500 equity shares, which constitutes 0.029 % of the total share capital of the Company.

The Applicants vide their letter dated August 28,2020, confirmed and undertake, that they:

- i) They do not hold more than ten percent of the total voting rights in the Company;
- ii) They do not exercise control over the affairs of the Company whether directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They will not represent on the Board of Directors of the Company either myself or on behalf or through a nominee director and not act as Key Managerial Person in the Company for a period of 3 years from the date of such re-classification.
- v) They are not a 'wilful defaulter' as per the Reserve Bank of India guidelines; and
- vi) They are not fugitive economic offenders.

Pursuant to their letter dated August 28, 2020, the Applicants further confirm, that they will comply with the requirements specified in Regulation 31A(4) of the SEBI Listing Regulations, failing which, they shall automatically be reclassified as Promoter/ persons belonging to promoters group, as applicable.

On the basis of above facts & undertaking, the Applicant has applied for such Re-Classification.

The Shareholders are further informed, that the Company:-

- i. Is compliant with the requirement of minimum public shareholding as required under regulation 38 of the Listing Regulations,2015;
- ii. Equity shares were not suspended by the stock exchanges from trading;
- iii. Does not have any outstanding dues to the Board, the Stock Exchanges or to the Depositories.

Further, the promoter seeking re-classification and persons related to the promoter seeking re-classification, shall not cast vote, to approve such reclassification.

Post approval from the Shareholders, the Company will file necessary applications with the BSE Limited & National Stock Exchange of India Limited, for the re-classification from "Promoter and Promoter Group" category to "Public" category.

Your Directors, therefore, recommend the resolution for your approval by way of an Ordinary Resolution as set out at Item no.1 of the accompanying Notice.

None of the Directors except, Mr. Shashin V. Patel and Key Managerial Personnel and their relatives except Mrs. Rajshree Pritam Patel and Mrs. Truptiben Nileshbhai Patel, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

**By Order of the Board
For Sadbhav Engineering Limited
Sd/
Tushar Shah
Company Secretary
Mem. No.: F7216**

**Registered Office:
'Sadbhav House'
Opp. Law Garden Police Chowki
Ellis bridge
Ahmedabad-380006
Gujarat
Place: Ahmedabad
Date:13-11-2020**