

Ref: SEL/2019-20/28

August 14, 2019

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

Dear Sir/ Madam,

In compliance to 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. Wednesday, August 14, 2019 at 11.00 a.m. and concluded at 3.05 p.m., the following matters are inter alia approved and adopted by the Board of Directors:

1. Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015, the Standalone and Consolidated Unaudited Financial Results for the quarter ended on June 30, 2019. The copy of the said results along with Limited Review Report submitted by the Statutory Auditors of the Company are also enclosed herewith.
2. Media Release for financial performance for the quarter ended on June 30, 2019.
3. The 30th Annual General Meeting (AGM) of the Company will be held on Wednesday, September 25, 2019 at 12.00 Noon at Lions Hall, Near Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006.
4. The Board has re-appointed Mr. Vipul H. Patel as Whole Time Director designated as an Executive Director of the Company w.e.f. August 20, 2019 up to August 20, 2022, subject to approval of shareholders in ensuing Annual General Meeting of the Company.
5. The Board has re-appointed Mr. Sandip Patel as an Independent Director of the Company for a second term of 5 (five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2024, subject to approval of shareholders in ensuing Annual General Meeting of the Company.
6. The Board has re-appointed Mr. Atul Ruparel as an Independent Director of the company for a second term of 5 (five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2024, subject to approval of shareholders in ensuing Annual General Meeting of the Company.
7. The Board has re-appointed Mr. Mirat Bhadlawala as an Independent Director of the company for a second term of 5 (five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2024, subject to approval of shareholders in ensuing Annual General Meeting of the Company

Sadbhav Engineering Limited

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

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The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given in the enclosed Annexure.

8. Members of the Company, holding shares either in physical form or in dematerialized form, as on August 23, 2019 (cutoff date), shall be entitled for receiving of the Annual Report for the period 2018-19, physically or through their registered mail id.
9. Register of Members and Share Transfer Books of Company shall remain closed from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive) for the purpose of 30th Annual General Meeting and payment of dividend.
10. The remote e-voting period commences on Sunday, September 22, 2019 @9.00 a.m. and ends on Tuesday, September 24, 2019 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 18, 2019 (cutoff date for e-voting), may cast their vote through remote e-voting.
11. Appointment of Mr. Ravi Kapoor, Practicing Company Secretary as scrutinizer for conducting the e-voting process and ballot voting in 30th Annual General Meeting of the Company.

You are requested to take the above on your record.

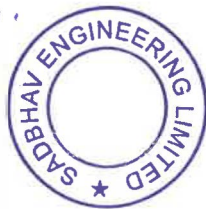
Thanking you.

Yours truly,

For Sadbhav Engineering Limited



Tushar Shah
Company Secretary
Mem. No. F7216



Encl: As Above

SADBHAV ENGINEERING LIMITED

CIN NO.: I45400GJ1988PLC011322

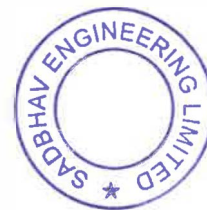
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UNAUDITED FINANCIAL RESULTS (STAND ALONE) FOR THE QUARTER ENDED 30TH JUNE, 2019

(Rs.in Lakhs except for Share data)

Sr. No.	Particulars	Quarter ended 30/06/2019 (Unaudited)	Quarter ended 30/06/2018 (Unaudited)	Quarter ended 31/03/2019 (Unaudited) (Refer note 3)	Year ended 31/03/2019 (Audited)
1	Revenue From operations	83764.49	91144.10	102166.65	354923.16
2	Other income	413.66	1081.73	545.39	3566.41
3	Total Income (1+2)	84178.15	92225.83	102712.04	358489.57
4	Expenses				
	Construction Expenses	67387.96	74335.24	80520.78	285211.18
	Changes in inventories of Finished Goods, stock in trade and work in progress	0.00	0.00	0.00	0.00
	Employee benefits expenses	4204.68	4241.27	4603.40	16757.62
	Finance costs (Refer Note No. 4)	2730.70	2571.93	2820.60	11027.95
	Depreciation and amortization expenses	2801.10	2407.91	2313.37	9576.01
	Other expenses	1713.08	1864.36	4367.35	10163.69
	Total Expenses	78837.52	85420.71	94625.50	332736.45
5	Profit before exceptional Items and tax (3-4)	5340.63	6805.12	8086.54	25753.12
6	Exceptional Items (Refer Note No.8)	0	0	76.44	76.44
7	Profit before tax (5+6)	5340.63	6805.12	8162.98	25829.56
8	(1) Tax Expense	1370.37	1518.29	3370.27	7,140.60
	(2) Deferred Tax (Refer Note No. 7)	23.82	(1,054.05)	1,903.40	3.89
9	Profit for the Period/Year (7-8)	3,946.44	6,340.88	2889.31	18685.07
10	Other Comprehensive Income (OCI)				
	A.(i) Items that will not be reclassified to profit or loss				
	Re-measurement gains/(losses) on defined benefit plans	(8.03)	0.00	(62.71)	(30.50)
11	Total comprehensive Income (9+10)	3938.41	6340.88	2826.60	18654.57
12	Paid up equity share capital (Re.1/-each)	1715.71	1715.71	1715.71	1715.71
13	Other Equity excluding Revaluation Reserves	-	-	-	201651.27
14	Basic EPS (Rs.) before extra ordinary items (*not annualized)	2.3*	3.7*	1.68*	10.89*
15	Diluted EPS (Rs.) before extra ordinary items (*not annualized)	2.3*	3.7*	1.68*	10.89*



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 August 14, 2019.
- 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 The figures for the quarter ended March 31, 2019 are balancing figures between the audited figures in respect of the full financial year ended March 31, 2019 and the unaudited published year to date figures up to third quarter ended December 31, 2018 being the date of the end of the third quarter of the financial year which were subjected to limited review.
- 4 Total Interest paid amounting to Rs 5011.23 Lakhs (Rs.4339.40 Lakhs) has been net off by Rs. 2280.53 Lakhs (Rs.1767.47 Lakhs) towards the interest received on the loans given to subsidiaries.
- 5 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 quarter ended on 30/06/2019 is increased by Rs. 281.22 Lakhs (Rs. 322.01 Lakhs).
- 6 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.
- 7 Deferred Tax includes MAT Credit entitlement of Rs. Nil Lakhs, Rs. Nil Lakhs and Rs 1518.29 Lakhs for the quarter ended June 30, 2019, March 31, 2019, and June 30, 2018 respectively, and Rs. Nil Lakhs for the year ended March 31, 2019.
- 8 During the financial year 2018-19, 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.
- 9 The Company has adopted Ind AS 116 'Lease' which is effectively for annual periods beginning on or after April 1, 2019 using modified retrospective approach. Ind AS 116 sets out the principles for the recognitions, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on balance sheet model similar to the accounting for finance leases under Ind AS 17. The adoption of the standard, however did not have any material impact on the profit for the period and earning per share.
- 10 Subsequent to period ended June 30, 2019, Board of the Company and the Sadbhav Infrastructure Project Limited have in principle agreed to explore merger option with the company and has initiated preliminary evaluation process in this regards.
- 11 Figures for the previous period have been regrouped/rearranged, wherever necessary, to make them comparable with those of the current period.
- 12 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

For SADBHAV ENGINEERING LTD.

S V Patel

Shashin V. Patel
Chairman and Managing Director
DIN:00048328
Place : Ahmedabad
Date : 14/08/2019





Limited Review Report on Quarterly Unaudited Standalone Financial Results of Sadbhav Engineering Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
The Board of Directors of Sadbhav Engineering Limited

We have reviewed the accompanying statement of unaudited standalone financial results of Sadbhav Engineering Limited ('the Company') for the quarter ended on June 30, 2019, attached herewith, being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company in their meeting held on August 14, 2019. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review 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 financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

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 recognition & measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Ahmedabad
Date: August 14, 2019



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

Harish B Patel
Partner
M. No. 014427
UDIN: 19014427AAAAZI2622

SADBHAV ENGINEERING LIMITED
CIN NO.: I45400GJ1988PLC011322

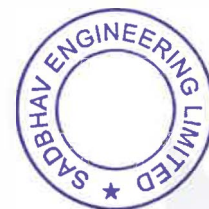
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UNAUDITED FINANCIAL RESULTS (CONSOLIDATED) FOR THE QUARTER ENDED 30TH JUNE, 2019

(Rs.in Lakhs except for Share data)

Sr. No.	Particulars	Quarter ended 30/06/2019 (Unaudited)	Quarter ended 30/06/2018 (Unaudited)	Quarter ended 31/03/2019 (Unaudited) (Refer note 3)	Year ended 31/03/2019 (Audited)
1	Revenue From operations	123815.54	149506.82	147190.74	524005.29
2	Other income	10445.11	2008.78	19646.05	26456.44
3	Total Income (1+2)	134260.65	151515.6031	166836.79	550461.73
4	Expenses				
	Construction Expenses	74510.41	96132.66	104290.97	337459.20
	Operating Expenses	5754.80	5428.30	6507.20	
	Changes in inventories of Finished Goods, stock in trade and work in progress	0.00	0.00	0.00	0.00
	Employee benefits expenses	5579.58	5479.57	5952.10	22070.02
	Finance costs	35812.70	30415.43	32086.56	132862.93
	Depreciation and amortization expenses	10536.10	9690.81	9913.17	39207.61
	Other expenses	3161.73	3338.81	6639.50	16376.54
	Total Expenses	135355.32	150485.58	165389.50	547976.30
5	Profit before exceptional Items and tax (3-4)	(1,094.67)	1030.02	1447.29	2485.43
6	Exceptional Items (Refer Note No.11)	0.00	0	76.44	5422.14
7	Profit before tax (5-6)	(1,094.67)	1030.02	1523.73	7907.57
8	(1) Tax Expense	2245.37	2052.59	4939.07	12,776.70
	(2) Deferred Tax	(267.78)	(937.95)	2,118.10	538.89
	(3) Adjustment for short or excess Provision of the previous year	(67.30)		(22.10)	
9	Profit for the Period/Year from containing operations (7-8)	(3,004.96)	(84.62)	(5,511.34)	(5,408.02)
10	Net Profit/(Loss) for the period after taxes Before Non-controlling Interest	(3,004.96)	(84.62)	(5,511.34)	(5,408.02)
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	(8.03)	-	(77.21)	-45.00
12	Total Comprehensive Income for the Period/Year (10+11)	(3,012.99)	(84.62)	(5,588.55)	(5,453.02)
	Profit/ (Loss) for the period/year attributable to:				
	Owners of the Company	(806.53)	1,854.70	(2,702.62)	2,112.92
	Non-controlling Interest	(2,198.43)	(1,939.32)	(2,808.72)	(7,520.94)
13	Other Comprehensive Income for the period/year attributable to:				
	Owners of the Company	(8.03)	-	(77.11)	(44.90)
	Non-controlling Interest	-	-	(0.10)	(0.10)
14	Total Comprehensive Income for the period/year attributable to:				
	Owners of the Company	(814.56)	1,854.70	(2,779.73)	2,068.02
	Non-controlling Interest	(2,198.43)	(1,939.32)	(2,808.82)	(7,521.04)
15	Paid up equity share capital (Re.1/-each)	1715.71	1715.71	1715.71	1715.71
16	Other Equity excluding Revaluation Reserves	-	-	-	81784.16
17	Basic EPS (Rs.) before extra ordinary items (*not annualized for the quarters)	-1.75*	-0.05*	-3.21*	1.23
18	Diluted EPS (Rs.) before extra ordinary items (*not annualized for the quarters)	-1.75*	-0.05*	-3.21*	1.23



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 August 14, 2019.
- 2 Consolidated Financial Results includes result of Company and its subsidiaries including step-down subsidiaries (together referred as 'Group'). 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 Result for the quarter ended June 30, 2019 only.
- 3 The consolidated figures for the quarter ended March 31, 2019 are balancing figure between the audited figures in respect of the full financial year upto 31st March, 2019 and the unaudited Year to date figures upto 31st December, 2018. The consolidated figures for the corresponding quarter ended 30th June, 2018 and for the quarter ended 31st March, 2019 are approved by the board of directors and have not been subjected to limited review by the auditors.
- 4 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 quarter ended on 30/06/2019 is increased by Rs. 281.22 Lakhs (Rs. 322.01 Lakhs).
- 5 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.
- 6 Pursuant to demonetisation, concessioning authorities had announced suspension of toll collection for all roads from November 09, 2016 until December 2, 2016. Based on subsequent notification and provisions of concession agreement with the relevant authorities, the group has claimed and recognised revenue of Rs. 5978.80 Lakhs during the year ended March 31, 2017, out of which Rs. 2929.40 Lakhs is yet to be realized as at June 30, 2019. The Group is in the process of addressing certain documentary requirements of the authority, post which the group is confident of receipts of the amount.
- 7 In case of Ahmedabad Ring Road Infrastructure Limited (ARRIL), one of the step down subsidiary, Ahmedabad Urban Development Authority (AUDA), has wide 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 for which AUDA has formed committee, of which ARRIL is also member, to decide compensation amount and modalities of making compensation payments. Pending decision on the committee, the said step down subsidiary has recognised revenue of toll collection of Rs. 166.50 Lakhs, Rs. 166.50 Lakhs, Rs. 161.80 Lakhs for the quarter ended June 30, 2019, March 31, 2019, June 30, 2018 respectively and Rs. 661.70 Lakhs for the year ended March 31, 2019 respectively based on the actual average daily traffic of Light Motor Vehicles (four wheelers) during period April 2017 to September 2017.
- 8 The revenue from operation includes revenue from construction contracts of Rs. 47023.80 Lakhs, Rs. 84091.80 Lakhs, Rs. 45998.40 Lakhs for quarter ended June 30, 2019, March 31, 2019, June 30, 2018 respectively and Rs. 239211.00 Lakhs for the year ended March 31, 2019 related to intangible assets under development and development of 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."
- 9 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 June 30, 2019 is Rs. 22288.40 lakhs (March 31, 2019 Rs. 22288.40 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.
- 10 Operating expenses include provision for Periodic Major Maintenance of Rs. 2460.6 Lakhs, Rs. 2024.90 Lakhs, and Rs. 2578.70 Lakhs for the quarter ended June 30, 2019, March 31, 2019, and June 30, 2018 respectively, and Rs. 9741.80 Lakhs for the year ended March 31, 2019.
- 11 a. During the financial year 2018-19, Nagpur Seoni Expressway Limited (NSEL), a step down subsidiary company, has received favourable arbitration award dated October 5, 2018 and has received in full, claim amounting to Rs. 6875.20 lakhs from National Highway Authority of India, which is recognised as income and is disclosed under exceptional item in these results.
b. During the financial year 2018-19, pursuant to settlement agreement dated October 20, 2018 between Company and minority shareholders of Bijapur Hungund Tollway Private Limited (BHTPL) one of the step down subsidiary, the Company has paid an amount of Rs. 1529.50 Lakh which is expensed off and disclosed under exceptional item in these results.
c. During the financial year 2018-19, 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.

S. V. Patel



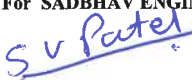
Sadbhav Engineering Limited

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- 12 The Sadbhav infrastructure Project limited (SIPL), a subsidiary company has entered into definitive share purchase agreements ('the agreement') dated July 1, 2019 with Indinfravit Trust for sale with effect from April 01, 2019 of its entire equity shareholding in eight of its subsidiary companies i.e. Ahmedabad Ring Road Infrastructure Limited, Bijapur Hungud Tollway Private Limited, Aurnngabad 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 which will be transferred to the SIPL before completion of sale, for an approximately consideration of Rs. 2,55,000 Lakhs including from sale of shares of MBHPL, subject to regulatory approvals, lender's consent, other customary approvals and upon satisfaction of conditions precedent as mentioned in the agreement. Therefore, it will have no financial impact on the consolidated financial results for the quarter ended June 30, 2019.
- 13 The accumulated losses of step-down subsidiaries of Rs. 202123.70 Lakhs as at June 30, 2019 (Rs.195113.20 Lakhs as at March 31, 2019), which resulted in erosion of the Group's net worth mainly because of accumulated losses, including accumulated amortisation charge, in certain operational subsidiaries as those subsidiaries are in early stage of their operations. These operational subsidiaries where net worth is negative are expected to achieve adequate profitability as per the future traffic projections by way of increase in traffic and reduction in nuance costs through repayment/refinancing of loan during their respective project tenure or are in the process of lodging various claims in accordance with terms of concession agreements. Also, some of these operational subsidiaries have received favourable arbitration claims and have been able to meet/will continue to meet their financial obligations in the ordinary course of the business, complimented by the continuing unconditional financial support offered to the SIPL by the Company. 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.
- 14 Subsequent to period end, Dhule Palesner Tollway Limited, one of the step-down subsidiary, has received a favourable award from the Arbitral Tribunal whereby claim on account of loss of revenue suffered as a consequence of unwarranted delay on the part of NHAI in validating the User Fees rates of Rs. 4336.80 Lakhs and claim on delay in handing over the "Developed Section' of Rs. 58.3 Lakhs along with pendentlite interest of Rs 1244.3 Lakhs will be receivable from NHAI. This however does not impact current quarter results.
- 15 The Group has adopted Ind AS 116 'Lease' which is effectively for annual periods beginning on or after April 1, 2019 using modified retrospective approach. Ind AS 116 sets out the principles for the recognitions, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on balance sheet model similar to the accounting for finance leases under Ind AS 17. The adoption of the standard, however did not have any material impact on the profit for the period and earning per share.
- 16 In Case of Sadbhav vizag Port Road Private Limited (SVPRPL), one of the step-down subsidiaries, the concession agreement with National Highway Authority of India (NHAI) is terminated on July 18, 2019 due to non availability of required 80% right of way (ROW) by NHAI within the stipulated time period. Consequently, the said subsidiary will be inoperative. hence, provision is made in respect of value of shares amounting to Rs. 5.00 Lakhs held in the said subsidiary.
- 17 Subsequent to period ended June 30, 2019, Board of the Company and the Sadbhav Infrastructure Project Limited have in principally agreed to explore merger option with the company and has initiated preliminary evaluation process in this regards.
- 18 The figures for the previous period have been regrouped/rearranged wherever necessary, to make them comparable with those of the current period.
- 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

For **SADBHAV ENGINEERING LTD.**


Shashin V. Patel
Chairman and Managing Director
DIN:00048328
Place : Ahmedabad
Date : 14/08/2019





Limited Review Report on Quarterly Unaudited Consolidated Financial Results of Sadbhav Engineering Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
The Board of Directors of
Sadbhav Engineering Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Sadbhav Engineering Ltd ('the Parent') and its subsidiaries (the Parent and its subsidiaries together referred to as 'the Group') for the quarter ended on June 30, 2019, attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the quarter ended 30 June 2018 and 31 March 2019, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review since the requirement of submission of quarterly consolidated financial results has become mandatory only from 1 April 2019.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 is the responsibility of the Parent's management and has been approved by the Parent's Board of Directors in their meeting held on August 14, 2019. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review 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 financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

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

List of Subsidiaries:

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



List of step-down subsidiaries:

1. Ahmedabad Ring Road Infrastructure Ltd
 2. Aurangabad Jalna Toll Way Ltd
 3. Bijapur Hungund Tollway Private Ltd
 4. Hyderabad Yadgiri Tollway Private Ltd
 5. Maharashtra Border Check Post Network Ltd
 6. Rohtak Panipat Tollway Private Ltd
 7. Shreenathji Udaipur Tollway Private Limited
 8. Bhilwara Rajsamand Toll Way Private Ltd
 9. Rohtak Hissar Tollway Private Ltd
 10. Nagpur Seoni Expressway Ltd
 11. Dhule Palesner Tollway Limited
 12. Sadbhav Rudrapur Highway Private Limited
 13. Sadbhav Una Highway Private Limited
 14. Sadbhav Bhavnagar Highway Private Limited
 15. Sadbhav Nainital Highway Private Limited
 16. Sadbhav Bangalore Highway Private Limited
 17. Sadbhav Vidarbha Highway Private Limited
 18. Sadbhav Udaipur Highway Private Limited
 19. Sadbhav Jodhpur Ring Road Private Limited
 20. Sadbhav Tumkur Highway Private Limited
 21. Sadbhav Vizag Port Road Private Limited
 22. Sadbhav Kim Expressway Private Limited
 23. Sadbhav Bhimasar Bhuj Highway Private Limited
 24. Sadbhav Hybrid Annuity Project Limited
5. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition & measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We draw attention to Note 9 of the consolidated Ind AS financial results in respect of accounting of Intangible Assets/ Intangible Assets under Development of INR. 2,2288.40 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. Our conclusion is not modified in respect of this matter.
7. The consolidated financial result includes unaudited financial statements of 2 subsidiaries whose financial statements reflects (before eliminating intercompany transactions) total revenue of INR 1693.80 lakhs, net profit after tax of INR 184.60 lakhs and total comprehensive income of INR 184.60 lakhs for the quarter ended on June 30, 2019, 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

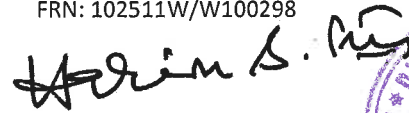


financial results is not modified in respect of this matter with respect to our reliance on the financial information certified by the management.

8. We did not review the interim financial results and other financial information in respect of 1 subsidiary and 24 step-down subsidiaries, whose financial results/information reflects (before eliminating intercompany transactions) total revenues of INR 88479.70 lakhs, total net loss after tax of INR 7136.00 lakhs and total comprehensive loss of INR 7136.00 lakhs for the quarter ended June 30, 2019 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.

Place: Ahmedabad
Date: August 14, 2019

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



Harish B Patel
Partner
M. No. 014427
UDIN: 19014427AAAAZH5131





Sadbhav Engineering Limited

Result Update Q1FY20

MEDIA RELEASE

Key Financial Highlights: Q1 FY20 and Q1 FY19

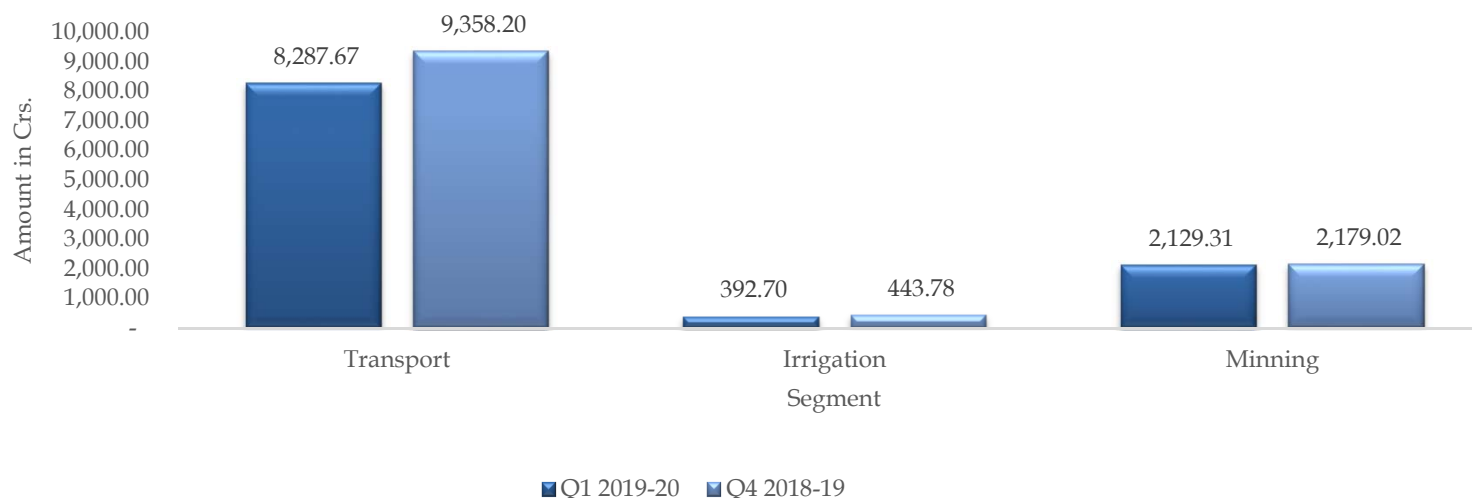
Performance Q1 FY20 vs Q1 FY19 (YoY)

- Income from operations is at Rs. 837.64 Crores vs Rs. 911.44 Crores
- EBITDA stands at Rs. 104.58 Crores vs Rs. 107.03 Crores
- EBITDA margin at 12.49% vs 11.74%
- Profit Before Tax stands at Rs. 53.40 Crores vs Rs. 68.05 Crores
- Net Profit after Tax stands at Rs. 39.46 Crores vs Rs. 63.41 Crores

Order book breakup

Segment	As on 30.06.2019		As on 31.03.2019		As on 30.06.2018 *	
	Rs. crs.	%	Rs. crs.	%	Rs. crs.	%
Transport	8,287.67	76.67	9,358.20	78.11	11,004.59	80.25
- BOT/HAM	5,208.47	48.18	5,981.52	49.93	8,591.95	62.66
- EPC	3,079.20	28.49	3,376.68	28.18	2,412.64	17.59
Irrigation	392.70	3.63	443.78	3.70	419.73	3.06
Mining	2,129.31	19.70	2,179.02	18.19	2,288.32	16.69
Total	10,809.68	100.00	11,981.00	100.00	13,712.65	100.00

* Inclusive of GST



Standalone Financial Performance

Particulars (In Rs cr)	Q1FY20	Q1FY19	FY19	FY18
Income from operations	837.64	911.44	3,549.23	3,505.06
Construction expenses	673.88	743.35	2,852.11	2,813.43
<i>% of sales</i>	<i>80.45</i>	<i>81.56</i>	<i>80.36</i>	<i>80.27</i>
Employee expenses	42.05	42.41	167.58	155.35
<i>% of sales</i>	<i>5.02</i>	<i>4.65</i>	<i>4.72</i>	<i>4.43</i>
Other expenses	17.13	18.64	101.64	121.14
<i>% of sales</i>	<i>2.05</i>	<i>2.05</i>	<i>2.86</i>	<i>3.46</i>
EBITDA	104.58	107.04	427.91	415.14
<i>% of sales</i>	<i>12.49</i>	<i>11.74</i>	<i>12.06</i>	<i>11.84</i>
Depreciation	28.01	24.08	95.76	97.90
Finance cost	27.31	25.72	110.28	116.72
<i>% of sales</i>	<i>3.26</i>	<i>2.82</i>	<i>3.11</i>	<i>3.33</i>
Other income	4.14	10.81	35.66	15.75
Exceptional item	-	-	0.76	-
PBT after Exceptional Items	53.40	68.05	258.29	216.27
<i>% of sales</i>	<i>6.38</i>	<i>7.47</i>	<i>7.28</i>	<i>6.17</i>
Taxes	13.94	4.64	71.44	(4.39)
PAT	39.46	63.41	186.85	220.66
<i>% of sales</i>	<i>4.71</i>	<i>6.96</i>	<i>5.26</i>	<i>6.30</i>

Segmental Revenue Breakup/ Top 5 projects by execution during Q1FY20

Quarterly Revenue Breakup (Rs cr)	Q1FY20	% of total sales	Q1FY19	% of total sales
Transport sector	732.42	87.44	820.50	90.02
-BOT/HAM	431.95	35.87	548.86	60.22
-EPC	300.47	51.57	271.64	29.80
Irrigation sector	48.24	5.76	37.29	4.09
Mining sector	53.48	6.38	49.75	5.46
Power generation	2.02	0.24	2.09	0.23
Other Income	1.48	0.18	1.81	0.20
Total	837.64	100.00	911.44	100.00

Top 5 Projects	Segment	Execution during Q1FY20 (Rs. cr)
Waranga Mahagaon	Transport-HAM	94.91
Udaipur Bypass	Transport-HAM	93.53
Jodhpur Ring Road	Transport-HAM	86.74
Nagpur Mumbai Expressway	Transport-EPC	72.37
Lucknow Ring Road	Transport-EPC	60.21

List of Projects where the appointed date is yet to be received

Projects expected to started in Q2 FY 20			
Sr.No.	Name of Projects	Segment	EPC Value in Crs
1	Kim Ankleshwar	Transport-HAM	1,005
	TOTAL		1,005


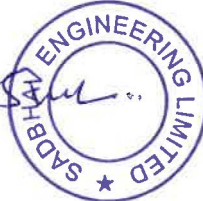
Projects expected to start beyond Q2 FY20			
Sr.No.	Name of Projects	Segment	EPC Value in Crs
1	Bhimasar - Bhuj	Transport-HAM	759
2	Gadag - Honnali	Transport-HAM	888
3	Tumkur - Shivamogga	Transport-HAM	700
	TOTAL		2,347

Thank You



Disclosure Pursuant to Regulation 30 of SEBI (Listing Regulations and Disclosures Requirements) Regulations, 2015 relating to re-appointment of Whole-Time Directors

Sr. No.	Details of events that need to be Provided	Mr. Vipul H. Patel
1	Reason for change viz. appointment, resignation, removal, death or otherwise	The present term of Mr. Vipul H. Patel as Whole-time Director expires on this 30th Annual General Meeting. He has been re-appointed for further 3 years.
2	Date of appointment/cessation (as applicable) & term of appointment	Mr. Vipul H. Patel has been re-appointed as Whole-time Director of the Company in the Board Meeting held on today (i.e. 14 th August, 2019). He has been re-appointed for a period a term of 3 (Three) consecutive years for a term up to the conclusion of the 33 th Annual General Meeting of the Company in the calendar year 2022 subject to approval of shareholders in ensuing Annual General Meeting of the Company.
3	Brief profile (in case of appointment)	He is BE Civil. He is associated with Company since May 2002. He has experience in the field of Road sector, Metro Rail, Irrigation, Building and Mining Sector.
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

Disclosure Pursuant to Regulation 30 of SEBI (Listing Regulations and Disclosures Requirements) Regulations, 2015 relating to re-appointment of Independent Directors

Sr. No.	Details of events that need to be Provided	Mr. Sandip Patel	Mr. Atul Ruparel	Mr. Mirat Bhadlawala
1	Reason for change viz. appointment, resignation, removal, death or otherwise	The present term of Mr. Sandip Patel as an Independent Director expires on this 30th Annual General Meeting. He has been re-appointed for further 5 years.	The present term of Mr. Atul Ruparel as an Independent Director expires on this 30th Annual General Meeting. He has been re-appointed for further 5 years.	The present term of Mr. Mirat Bhadlawala as an Independent Director expires on this 30th Annual General Meeting. He has been re-appointed for further 5 years.
2	Date of appointment/cessation (as applicable) & term of appointment	Mr. Sandip Patel has been re-appointed as Independent Director of the Company in the Board Meeting held on today (i.e. 14 th August, 2019). He has been re-appointed for a period a second term of 5 (five) consecutive years for a term up to the conclusion of the 35 th Annual General Meeting of the Company in the calendar year 2024 subject to approval of shareholders in ensuing Annual General Meeting of the Company.	Mr. Atul Ruparel has been re-appointed as Independent Director of the Company in the Board Meeting held on today (i.e. 14 th August, 2019). He has been re-appointed for a period a second term of 5 (five) consecutive years for a term up to the conclusion of the 35 th Annual General Meeting of the Company in the calendar year 2024 subject to approval of shareholders in ensuing Annual General Meeting of the Company.	Mr. Mirat Bhadlawala has been re-appointed as Independent Director of the Company in the Board Meeting held on today (i.e. 14 th August, 2019). He has been re-appointed for a period a second term of 5 (five) consecutive years for a term up to the conclusion of the 35 th Annual General Meeting of the Company in the calendar year 2024 subject to approval of shareholders in ensuing Annual General Meeting of the Company.
3	Brief profile (in case of appointment)	He is practicing chartered accountant and having vast experience in Taxation, Corporate Laws, Finance & Accounts.	He is practicing chartered accountant and having vast experience in Finance and Accounts, Audit, Taxation, Management Consultancy, Tax Planning, Project Financing.	He is having more than 26 years' experience in areas of Procurement, Negotiation, Contract Management, Marketing and Business Strategy.
4	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable	Not applicable	Not applicable

