

# **Manubhai & Shah LLP**

Chartered Accountants

## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of**  
**Sadbhav Bhavnagar Highway Private Limited**

### **Report on the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of Sadbhav Bhavnagar Highway Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

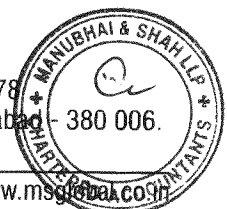
#### **Basis for Opinion**

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

Manubhai & Shah LLP, a Limited Liability Partnership with LLP identity No.AAG-0878  
Regd. Office : G-4, Capstone, Opp. Chirag Motors, Sheth Mangaldas Road, Ellisbridge, Ahmedabad - 380 006.  
Gujarat, India. Phone : +91-79-2647 0000 Fax : +91-79-2647 0050  
Email : info@msglobal.co.in

Website : www.msglobal.co.in

Ahmedabad • Mumbai • NCR • Rajkot • Baroda • Gandhinagar • Udaipur



**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Shareholder's Information but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

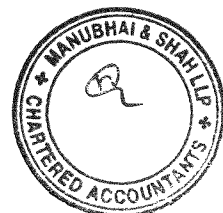
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report on this regard.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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



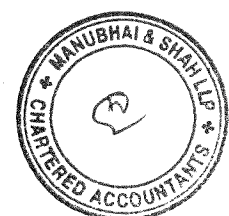
### **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



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

### **Report on Other Legal and Regulatory Requirements**

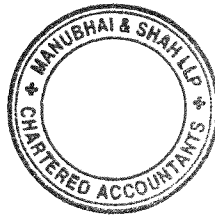
1. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure – A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company’s financial controls over financial reporting.
  - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that the company has not paid managerial remuneration during the year.
  - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:



**Manubhai & Shah LLP**  
**Chartered Accountants**

- i. The Company did not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure – B" a statement on matters specified in paragraphs 3 and 4 of the order.

**For Manubhai & Shah LLP**  
**Chartered Accountants**  
**Firm's Registration No.106041W/W100136**



**Place: Ahmedabad**  
**Date: July 03, 2020**

A handwritten signature in black ink, appearing to read "H. M. Pomal".

**(H. M. Pomal)**  
**Partner**  
**Membership No. 106137**  
**UDIN: 20106137AAAACN4017**

A small, handwritten mark or signature in black ink, possibly a stylized letter or initials.

**ANNEXURE - A**  
**TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report the members of **Sadbhav Bhavnagar Highway Private Limited** of even date)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

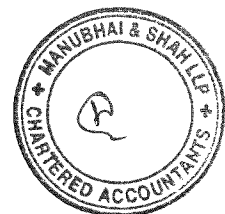
**In conjunction with our audit of the financial statements Sadbhav Bhavnagar Highway Private Limited (The Company) as of and for the year ended March 31, 2020, we have also audited the internal financial controls over financial reporting of the Company.**

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

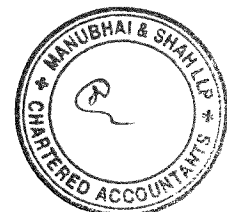
### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

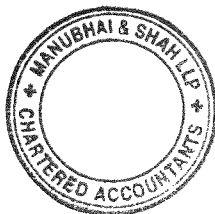
### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.



**Place: Ahmedabad**  
**Date: July 03, 2020**

**For Manubhai & Shah LLP**  
**Chartered Accountants**  
**Firm's Registration No. 106041W/W100136**

*H. M. Pomal*

**(H. M. Pomal)**  
**Partner**  
**Membership No. 106137**  
**UDIN: 20106137AAAACN4017**

*W*

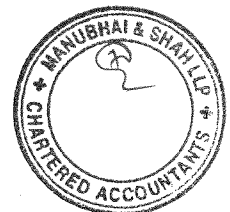


**ANNEXURE - B**  
**TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report the members of Sadbhav Bhavnagar Highway Private Limited of even date)

**Report on the Companies (Auditor' Report) Order, 2016, issued in terms of section 143 (11) of the Companies Act, 2013('the Act') of Sadbhav Bhavnagar Highway Private Limited ('the Company')**

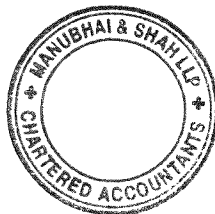
- (i) The Company had no fixed assets during and at the year end. Therefore, the reporting requirements of paragraph 3(i) of the Order are not applicable.
- (ii) The Company had no inventory during and at the year end. Therefore, the reporting requirements of paragraph 3(ii) of the Order are not applicable.
- (iii) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the reporting requirements of paragraph 3 (iii) of the Order are not applicable.
- (iv) The Company has not given loans, made investments or provided guarantees or security, attracting the provisions of sections 185 and 186 of the Act. Hence the reporting requirements of paragraph 3(iv) of the Order are not applicable.
- (v) The Company has not accepted deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) We have broadly reviewed books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie prescribed accounts and records have been maintained by the company in respect of construction activity.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including income tax, goods and services tax and other material statutory dues as applicable have generally been regularly deposited during the year by the Company with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, cess, goods and services tax and other material statutory dues were in arrears as at 31<sup>st</sup> March 2020 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no dues of income tax, or goods and services tax or custom duty or excise duty which have not been deposited with the appropriate authorities on account of any dispute.



**Manubhai & Shah LLP**  
**Chartered Accountants**

- (viii) Based on our audit procedure and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The company did not borrow money from government or does not have any borrowing by issue of debentures.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer. In our opinion and according to the information and explanations given by the management, the company has utilized the monies raised by term loans and debt instruments for the purposes for which they were raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the Management, we report that no material fraud by the Company has been noticed or reported during the year.
- (xi) The Company has not paid managerial remuneration during the year. Accordingly the reporting requirement of paragraph 3(xi) of the Order is not applicable.
- (xii) In our opinion the Company is not a Nidhi Company. Therefore the reporting requirement of Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, all the transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and also the details which have been disclosed in note no. 25 to the financial statements are in accordance with the applicable Indian Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence the reporting requirement of paragraph 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with directors and hence reporting requirement of paragraph 3(xv) of the Order are not applicable to the Company.
- (xvi) According to the information given and as explained to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Ahmedabad  
Date: July 03, 2020



For Manubhai & Shah LLP  
Chartered Accountants  
Firm's Registration No. 106041W/W100136



(H. M. Pomal)

Partner

Membership No. 106137

UDIN: 20106137AAAACN4017

Sadbhav Bhavnagar Highway Private Limited  
Independent Auditor's Report for the Financial Year 2019-20

**SADBHAV BHAVNAGAR HIGHWAY  
PRIVATE LIMITED**


**IND AS FINANCIAL STATEMENT  
FOR THE YEAR ENDED MARCH 31, 2020**

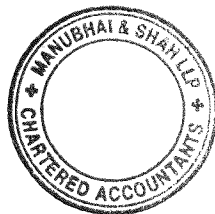
Sadbhav Bhavnagar Highway Private Limited Balance Sheet as at March 31, 2020			
Particulars	Note No.	As at March 31, 2020 INR in Million	As at March 31, 2019 INR in Million
<b>ASSETS</b>			
<b>1. Non-current Assets</b>			
(a) Financial Assets			
(i) Receivable under Concession Arrangements from NHAI	10	3,639.68	2,953.99
(ii) Other Assets	5	0.03	0.03
(c) Other Non-Current Assets	7	16.40	30.94
<b>Total Non Current Assets ( A )</b>		<b>3,656.11</b>	<b>2,984.96</b>
<b>2. Current Assets</b>			
(a) Financial Assets			
(i) Investments	8	-	4.02
(ii) Cash and Cash Equivalents	9	91.11	1.82
(iii) Receivable under Concession Arrangements from NHAI	10	527.26	719.90
(iv) Other Assets	5	97.90	71.77
(b) Current Tax Assets	6	28.64	-
(c) Other Current Assets	7	1,072.21	540.00
<b>Total Current Assets ( B )</b>		<b>1,817.12</b>	<b>1,337.51</b>
<b>Total Assets ( C ) = ( A ) + ( B )</b>		<b>5,473.23</b>	<b>4,322.47</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	11	40.00	40.00
(b) Other Equity	12	588.69	485.33
<b>Total Equity ( A )</b>		<b>628.69</b>	<b>525.33</b>
<b>LIABILITIES</b>			
<b>1. Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	3,202.40	2,670.08
<b>Total Non-current Liabilities ( B )</b>		<b>3,202.40</b>	<b>2,670.08</b>
<b>2. Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	75.20	1.50
(ii) Trade Payables	15	-	-
-Due to Micro & Small Enterprises		-	-
-Due to other than Micro & Small Enterprises		903.19	638.90
(iii) Other Financial Liabilities	16	115.83	66.47
(b) Other Current Liabilities	17	547.92	420.19
<b>Total Current Liabilities ( C )</b>		<b>1,642.14</b>	<b>1,127.06</b>
<b>Total Equity and Liabilities ( D ) = ( A ) + ( B ) + ( C )</b>		<b>5,473.23</b>	<b>4,322.47</b>

Accompanying notes are an integral part of the financial statements

1 to 34


As per our report of even date attached  
For Manubhai & Shah LLP  
Chartered Accountants  
ICAI Firm Registration No. 106041W/W100136

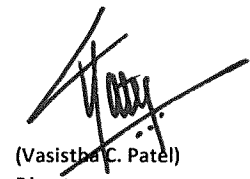
  
(H.M. Pomal)  
Partner  
Membership No.106137



Place: Ahmedabad  
Date: July 03, 2020

For & On behalf of the Board of Directors of  
Sadbhav Bhavnagar Highway Private Limited

  
(Shashin V. Patel)  
Director  
DIN: 00048328

  
(Vasistha C. Patel)  
Director  
DIN: 00048324

Place: Ahmedabad  
Date: July 03, 2020



**Sadbhav Bhavnagar Highway Private Limited**  
Statement of Profit and Loss for the year ended March 31, 2020

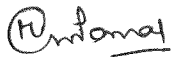
(INR in Million)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
<b>INCOME</b>			
I Revenue From Operations	18	1,127.83	2,393.06
II Other Income	19	338.53	196.89
III Total Income (I+II)		<b>1,466.36</b>	<b>2,589.95</b>
<b>EXPENSES</b>			
Construction Expense	20	1,103.59	2,368.41
Finance Cost	21	330.17	241.12
Other Expenses	22	24.23	24.64
IV Total Expenses		<b>1,458.00</b>	<b>2,634.17</b>
V Profit / (Loss) before tax (III-IV)		8.36	(44.22)
VI Tax expenses			
Current tax	28	(1.30)	-
(Short) / Excess Provision of earlier years		4.05	-
Total Tax Expenses / (Credit)		<b>2.75</b>	<b>-</b>
VII Profit/(Loss) for the year (V-VI)		<b>11.10</b>	<b>(44.22)</b>
VIII Other Comprehensive Income for the year		-	-
Total Comprehensive Income/(Loss) for the year, net of tax (VII+VIII)		<b>11.10</b>	<b>(44.22)</b>
<b>Earning/(Loss) Per Share (Nominal Value of share INR 10/-)</b>			
Basic & Diluted	23	2.78	(11.05)

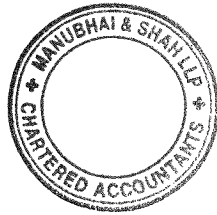
Accompanying notes are an integral part of the financial statements

1 to 34

As per our report of even date attached  
For Manubhai & Shah LLP  
Chartered Accountants  
ICAI Firm Registration No. 106041W/W100136



(H.M Pomal)  
Partner  
Membership No.106137

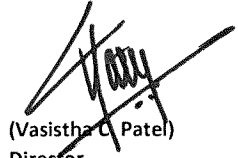


Place: Ahmedabad  
Date: July 03, 2020

For & On behalf of the Board of Directors of  
Sadbhav Bhavnagar Highway Private Limited



(Shashin V. Patel)  
Director  
DIN: 00048328



(Vasistha C. Patel)  
Director  
DIN: 00048324

Place: Ahmedabad  
Date: July 03, 2020



**Sadbhav Bhavnagar Highway Private Limited**  
**Cash Flow Statement for the year ended March 31, 2020**

Particulars	March 31, 2020 INR in Million	March 31, 2019 INR in Million
<b>(A) Cash flows from operating activities</b>		
Net Profit/(Loss) before Tax	8.36	(44.22)
Adjustments to reconcile profit before tax to net cash flows:		
Interest and other borrowing cost	327.86	207.25
Amortisation of Processing Fees	2.32	2.31
Gain on sale of units in mutual funds	(2.80)	(4.36)
<b>Operating profit before working capital changes</b>	<b>335.73</b>	<b>160.98</b>
<b>Working Capital Changes:</b>		
Increase/(Decrease) in Non-Current financial assets	(685.69)	(2,953.99)
Increase/(Decrease) in other current financial assets	166.50	1,258.18
Increase/(Decrease) in other current assets	(532.22)	106.65
Increase/(Decrease) in other current financial liabilities	20.96	(129.88)
Increase/(Decrease) in other current liabilities	127.72	(209.17)
Increase/(Decrease) in trade payables	264.29	196.46
<b>Cash Flows generated / (used in) operating activities</b>	<b>(302.70)</b>	<b>(1,570.77)</b>
Direct taxes paid (net of income tax refund)	(11.35)	(10.20)
<b>Net cash flows generated / (used in) operating activities</b>	<b>(314.05)</b>	<b>(1,580.97)</b>
<b>(B) Cash flows from investing activities</b>		
Purchase of units in mutual funds	(343.00)	(690.59)
Sale of units in mutual funds	349.84	690.92
<b>Net cash flows generated / (used in) from investing activities</b>	<b>6.84</b>	<b>0.33</b>
<b>(C) Cash flows from financing activities</b>		
Proceeds from long term borrowings	530.00	1,598.80
Proceeds from short term borrowings-SIPL	28.00	18.20
Proceeds from short term borrowings-SEL	73.70	-
Repayment of short term borrowings	(28.00)	(17.76)
Sub Ordinate debt received	92.26	188.70
Interest and other borrowing cost paid	(299.47)	(207.25)
<b>Net cash flows generated / (used in) from financing activities</b>	<b>396.49</b>	<b>1,580.69</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>89.29</b>	<b>0.05</b>
Cash and cash equivalents at beginning of the year	1.82	1.77
<b>Cash and cash equivalents at end of the year</b>	<b>91.11</b>	<b>1.82</b>

**Notes:**

- (i) Components of cash and cash equivalents (refer note 9)

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Balances with banks in current accounts	91.10	1.81
Cash on hand	0.01	0.01
<b>Cash and cash equivalents</b>	<b>91.11</b>	<b>1.82</b>

- (ii) The cash flow statement has been prepared under indirect method as per Indian Accounting Standard -7 "Cash Flow Statement".

(iii) Reconciliation of Financial Liabilities (F.Y. 2019-2020)	(INR in Million)				
	As at March 31, 2019	Cash flows	Non - Cash Adjustments	Finance Cost	As at March 31, 2020
Non Current Borrowings	2,670.08	530.00	2.32	-	3,202.40
Current Borrowings	1.50	73.70	-	-	75.20
Interest accrued and due on borrowings	0.03	-	-	25.85	25.88
Interest accrued but not due on borrowings	0.17	(0.17)	-	-	-

Reconciliation of Financial Liabilities (F.Y. 2018-2019)	As at				
	March 31, 2018	Cash flows	Non - Cash Adjustments	Finance Cost	March 31, 2019
Non Current Borrowings	1,068.97	1,598.80	2.31	-	2,670.08
Current Borrowings	1.06	0.44	-	-	1.50
Interest accrued and due on borrowings	0.07	(0.09)	-	0.05	0.03
Interest accrued but not due on borrowings	0.13	(207.45)	(2.35)	209.51	0.17

- (iv) Balances with banks include balance of INR 90.28 million as on March 31, 2020 (March 31, 2019: INR 1.81 million) lying in the Escrow Accounts, as per terms of borrowings with the lenders.

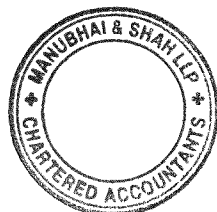
- (v) Figures in brackets represent outflows.

As per our report of even date attached  
For Manubhai & Shah LLP  
Chartered Accountants  
ICAI Firm Registration No. 106041W/W100136




(H.M. Pomal)  
Partner  
Membership No.106137

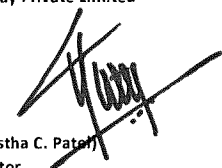
Place: Ahmedabad  
Date: July 03, 2020



For & On behalf of the Board of Directors of  
Sadbhav Bhavnagar Highway Private Limited



(Shashin V. Patel)  
Director  
DIN: 00048328



(Vasistha C. Patel)  
Director  
DIN: 00048324

Place: Ahmedabad  
Date: July 03, 2020



**Sadbhav Bhavnagar Highway Private Limited**  
Statement of Changes in Equity for the year ended March 31, 2020

**A Equity Share Capital**

Equity Shares of INR 10 each issued, Subscribed and fully paid

	No. of Shares	Amount in Million
At April 01, 2018	40 00 000	40.00
Changes during the year		-
At March 31, 2019	40 00 000	40.00
Changes during the year		-
At March 31, 2020	40 00 000	40.00

**B Other Equity**

INR in Million

Particulars	Equity Component of Compound Financial Instrument (Sub Ordinate Debt) (Refer Note below)	Retained Earning	Total other equity
As at the April 01, 2018	317.72	23.13	340.85
(Loss) for the year	-	(44.22)	(44.22)
Any other change	188.70	-	188.70
As at the March 31, 2019	506.42	(21.09)	485.33
As at the April 01, 2019	506.42	(21.09)	485.33
Profit for the year	-	11.10	11.10
Any other change	92.26	-	92.26
As at the March 31, 2020	598.68	(9.99)	588.69

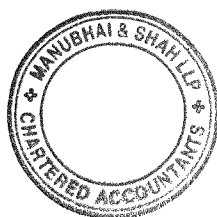
**Note**

- The Project of the Company has been funded through sub ordinate debt of INR 598.68 Million from the Sponsors in accordance with Sponsor Support and Equity Contribution Agreement / Sponsor Undertaking. As per Common Loan Agreement, such sub ordinate debts is considered as sponsor's contribution to ensure Promoter's commitment for the project. Sub-ordinate debt is interest free and shall be repayable at the end of the concession period or earlier at the option of the company.

As per our report of even date attached  
For Manubhai & Shah LLP  
Chartered Accountants  
ICAI Firm Registration No. 106041W/W100136

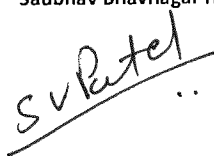


(H.M Pomal)  
Partner  
Membership No.106137



Place: Ahmedabad  
Date: July 03, 2020

For & On behalf of the Board of Directors of  
Sadbhav Bhavnagar Highway Private Limited

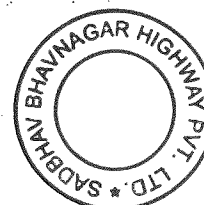


(Shashin V. Patel)  
Director  
DIN: 00048328



(Vasistha C. Patel)  
Director  
DIN: 00048324

Place: Ahmedabad  
Date: July 03, 2020



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

**1. Company information:**

Sadbhav Bhavnagar Highway Private Limited ("the Company") is a private company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. It is wholly owned subsidiary of Sadbhav Infrastructure Project Limited.

The Company was incorporated as a Special Purpose Vehicle (SPV) in June, 2016, to augment the existing road from km 7.090 to km 53.585 (approximately 48.05 km) on the Bhavnagar – Talaja section of National Highway No. 8E (therein after called the NH 8E) in the state of Gujarat by Four-Laning thereof on Design, Built, Operate and Transfer ("DBOT Annuity" or "Hybrid Annuity") basis. The Company has entered into Concession Agreement with National Highways Authority of India (NHAI) in which NHAI grants to the Company exclusive right, license and authority to construct, operate and maintain the project during the Construction Period of 910 days and Operation Period of 15 years commencing from COD.

The financial statements were authorized for issue in accordance with a resolution of the directors on July 03, 2020.

**2. Basis of preparation and presentation of financial statement:**

**(a.) Compliance with IND AS:**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant amendment rules issued thereafter.

The company has applied the applicable standards and/or amendments to existing standards effective from April 1, 2019 in the preparation and presentation of financial statements for the year ending on March 31, 2020.

Most of the amendments did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

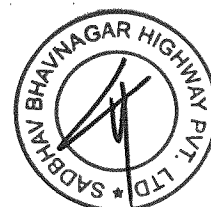
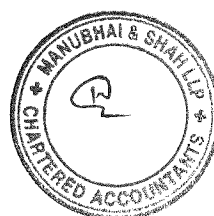
**(b.) Basis of Presentation:**

The Balance Sheet, the Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

The financial statements are presented in INR, which is the functional currency and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

**(c.) Basis of Measurement:**

The financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).





## **2.1 Changes accounting policies and disclosure**

### **New and amended standards**

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

Several other amendments apply for the first time for the year ending 31 March 2020, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

### **Ind AS 116 Leases**

Ind AS 116 supersedes Ind AS 17 Leases including its appendices. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. The Company adopted Ind AS 116 using the modified retrospective method of adoption. There were no significant adjustments required to the retained earnings as at April 01, 2019. The adoption of the standard did not have any material impact on these financial statements.

### **Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment**

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates;
- How an entity considers changes in facts and circumstances.

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. The Appendix did not have an impact on the financial statements of the company.

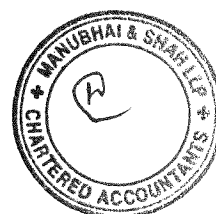
Several other amendments apply for the first time for the year ending 31 March 2020, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

## **3. Summary of significant accounting policies**

The following are the significant accounting policies applied by the company in preparing its financial statements:

### **3.1 Current versus non-current classification**

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
  - expected to be realised within twelve months after the reporting period; or
  - cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **Operating cycle**

The operating cycle is the time between the acquisition of the assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

## **3.2 Revenue Recognition**

### **a. Revenue from Operations**

The Company applies Ind AS 115 using cumulative catch-up transition method. The Company recognize revenue from contracts with customers when it satisfies a performance obligation by transferring promised goods or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied.

The Company earns revenue from construction, operation and maintenance, other related services and interest from financial asset.

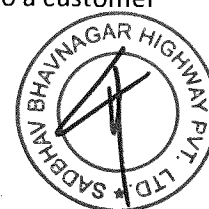
### **(i) Construction services**

Revenue from construction services is recognised over a period as the customer simultaneously receives and consumes the benefits provided by the Company and measure revenue based on input method i.e. revenue recognised on the basis of cost incurred to satisfaction of a performance obligation relative to the total expected cost to the satisfaction of that performance obligation. If the outcome of a performance obligation satisfied over time cannot be reasonably measured, revenue is calculated using the zero-profit method in the amount of the contract costs incurred and probably recoverable.

### **Contract Balances**

#### Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract Liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

**(ii) Construction, operation and maintenance and other related services:**

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services.

For construction, operation and maintenance and other related services, the performance obligation is satisfied over time. For determining performance obligation of services; the company uses output method for measurement of revenue.

Revenue is measured based on the transaction price which is the consideration, as specified in contract with the customer. Revenue excludes taxes collected from the customers.

**(iii) Interest from financial asset:**

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**b. Gain/loss on Mutual fund**

Gain or Loss on sale of mutual fund is recorded on transfer of title from the Company, and is determined as the difference between the sale price and carrying value of mutual fund and other incidental expenses.

**c. Others**

Insurance and other claims are recognized as revenue on certainty of receipt on prudent basis.

**3.3 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur. Borrowing cost consist of interest and other costs that company incurs in connection with the borrowing of funds. Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

**3.4 Leases**

The Company assesses at contract inception whether a contract is or contains, a lease. That



is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **Company as lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### **Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of building (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office building that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### **3.5 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **a) Financial Assets**

##### **i. Initial recognition and measurement of financial assets**

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets that are not at fair value through profit or loss are added to the fair value on initial recognition. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e. the date that the Company commits to purchase or sell the asset.

##### **ii. Subsequent measurement of financial assets**

For purposes of subsequent measurement, financial assets are classified in three categories:

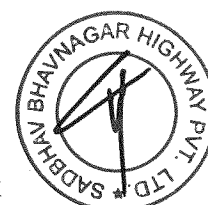
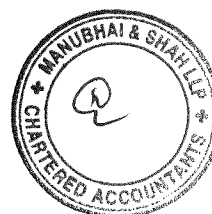
- Financial assets at amortized cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

- **Financial assets at amortized cost:**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

- **Debt instruments at amortized cost**

A 'debt instrument' is measured at the amortized cost if both the above conditions mentioned in "Financial assets at amortized cost" are met. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.



- **Financial assets at fair value through other comprehensive income:**

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

- **Financial assets at fair value through profit or loss:**

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI is classified as at FVTPL.

**iii. De-recognition of financial assets**

A financial asset is de-recognized when the contractual rights to the cash flows from the financial asset expire or the Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

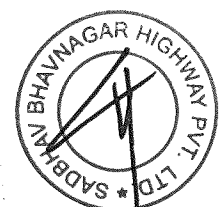
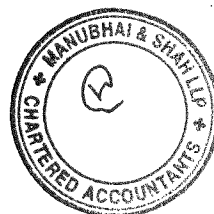
**iv. Impairment of financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets. Expected credit losses are measured at an amount equal to the 12- month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

**b) Financial Liabilities**

**i. Initial recognition and measurement of financial liabilities**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

All financial liabilities are recognised initially at fair value. All financial liabilities are recognised initially at fair value and, in the case of loan and borrowings and payable, net of directly attributable transaction costs.

**ii. Subsequent measurement of financial liabilities**

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

**• Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses on changes in fair value of such liability are recognized in the statement of profit or loss.

**• Financial liabilities at amortised cost (Loans and Borrowings)**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

**iii. Derecognition of financial liabilities**

A financial liability (or a part of a financial liability) is derecognized from its balance sheet when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

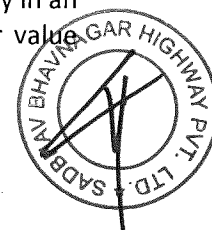
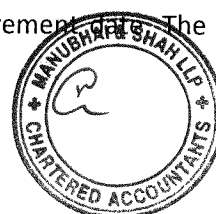
**c) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if the Company currently has enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**3.6 Fair Value Measurement**

The company measures financial instrument such as Investment in Mutual Fund at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market price in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

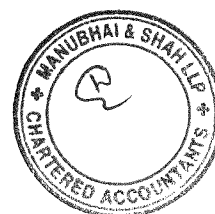
For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable on yearly basis.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortized cost)

### **3.7 Income tax**

Income tax expense comprises current tax and deferred tax.

#### **Current Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income tax 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current income taxes are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

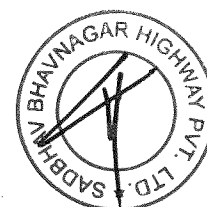
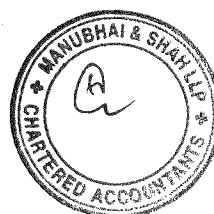
#### **Deferred Tax**

Deferred tax is provided using the balance sheet approach. Deferred tax is recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences excepts when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized excepts when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

As per provision of Income tax Act 1961, the Company is eligible for a tax holiday under section 80IA for a block of 10 consecutive assessment years out of 20 years beginning of toll operation. The current year is 4th year of company's operation and it propose to start claiming tax holiday in the subsequent years only. No deferred tax (assets or liabilities) is recognized in respect of temporary difference which reverse during tax holiday period, to the extent such gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing difference which is reverse after the tax holiday period is recognized in the year in which the timing difference originate. However, the company restricts recognition of deferred tax assets to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. For recognition of deferred tax, the timing difference which originate first are considered to reverse first.





**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

The carrying amount of deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **3.8 Provisions**

#### **General**

Provision is recognized when the company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

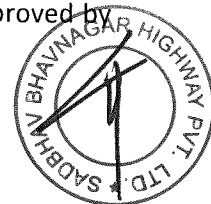
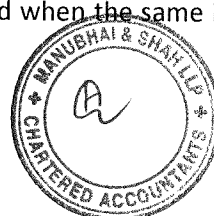
#### **Contractual obligation to restore the infrastructure to a specified level of serviceability**

The Company has contractual obligations to maintain the road to a specified level of serviceability or restore the road to a specified condition before it is handed over to the grantor of the Concession Agreements. Such obligations are measured at the best estimate of the expenditure that would be required to settle the obligation at the balance sheet date. The timing and amount of such cost are estimated and determined by estimated cash flows, expected to be incurred in the year of overlay. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to such obligation. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of such obligation are reviewed annually and adjusted as appropriate.

### **3.9 Contingent liabilities and Contingent Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Claim against the Company not acknowledged as debt are disclosed under contingent liabilities. Claim made by the company are recognized as and when the same is approved by the respective authorities with whom the claim is lodged.



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

---

A Contingent asset is not recognized in financial statements, however, the same is disclosed wherever an inflow of economic benefit is probable.

**3.10 Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

**3.11 Earnings per share**

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

**3.12 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**4. A.) Significant accounting judgements, estimates and assumptions**

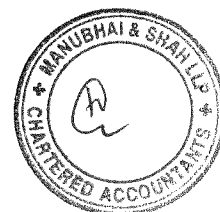
The preparation of the Company's financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosure, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**(i) Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**(ii) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial statement for the year ended March 31, 2020**

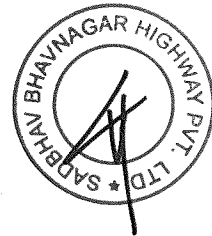
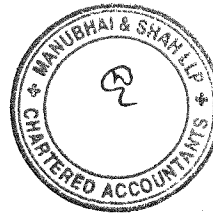
---

**(iii) Taxes**

Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**(iv) Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget generally covering a period of the concession agreements using long terms growth rates and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

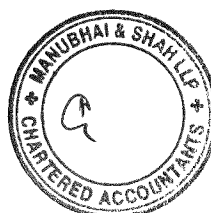


**Sadbhav Bhavnagar Highway Private Limited**  
Notes to Financial Statements for the year ended March 31, 2020

<b>5 Other Financial Assets</b>			
<b>Non-Current Financial Assets</b>		<b>March 31, 2020</b>	<b>March 31, 2019</b>
		<b>INR in Million</b>	<b>INR in Million</b>
Security Deposits		0.03	0.03
	<b>Total Non Current (A)</b>	<b>0.03</b>	<b>0.03</b>
<b>Current Financial Assets</b>		<b>March 31, 2020</b>	<b>March 31, 2019</b>
		<b>INR in Million</b>	<b>INR in Million</b>
Amount receivable from NHAI		15.80	14.48
Interest Receivable - Mobilization Advance (Refer Note 25)		79.42	57.29
Interest Receivable on Income Tax Refund		2.68	-
	<b>Total Current (B)</b>	<b>97.90</b>	<b>71.77</b>
	<b>Total Other Financial Assets (C) = (A) + (B)</b>	<b>97.93</b>	<b>71.80</b>
<b>6 Current Tax Assets</b>		<b>March 31, 2020</b>	<b>March 31, 2019</b>
		<b>INR in Million</b>	<b>INR in Million</b>
Tax Credit Receivable (Net)		28.64	-
	<b>Total</b>	<b>28.64</b>	<b>-</b>
<b>7 Other Assets</b>			
<b>Non-Current Assets</b>		<b>March 31, 2020</b>	<b>March 31, 2019</b>
		<b>INR in Million</b>	<b>INR in Million</b>
Tax Credit Receivable (Net)		16.40	30.94
	<b>Total Non Current (A)</b>	<b>16.40</b>	<b>30.94</b>
<b>Current Assets</b>		<b>March 31, 2020</b>	<b>March 31, 2019</b>
		<b>INR in Million</b>	<b>INR in Million</b>
Mobilization Advance (Refer Note 25)		139.85	256.92
Advance to Vendor (Refer Note 25)		663.44	-
Input GST Credit Receivable		268.92	283.08
	<b>Total Current (B)</b>	<b>1,072.21</b>	<b>540.00</b>
	<b>Total Other Assets (C) = (A) + (B)</b>	<b>1,088.61</b>	<b>570.94</b>
<b>8 Investments</b>		<b>March 31, 2020</b>	<b>March 31, 2019</b>
		<b>INR in Million</b>	<b>INR in Million</b>
<b>Unquoted</b>			
Investments in Mutual Funds		-	4.02
	<b>Total</b>	<b>-</b>	<b>4.02</b>
Aggregate amount of Unquoted Investments		-	4.02

The balances held in liquid mutual funds as at March 31, 2019 is as follows:

Particulars	Units	INR in Million
<b>As at March 31, 2019</b>		
ICICI Liquid Fund - Growth	14,641.355	4.02



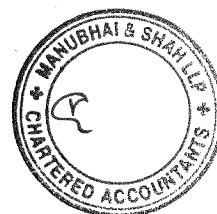
9 Cash and Cash Equivalents

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Balance with Banks in current accounts	91.10	1.81
Cash in Hand	0.01	0.01
<b>Total</b>	<b>91.11</b>	<b>1.82</b>

**Note:** Balances with banks include balance of INR 90.28 million (March 31, 2019: INR 1.81 million) lying in the Escrow Accounts, as per terms of borrowings with the lenders.

10 Receivable under Service Concession Arrangements from NHAI

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Non-Current	3,639.68	2,953.99
<b>Total Non Current (A)</b>	<b>3,639.68</b>	<b>2,953.99</b>
Current	527.26	719.90
<b>Total Current (B)</b>	<b>527.26</b>	<b>719.90</b>
<b>Total Receivable under Service Concession Arrangement from NHAI (C)= (A) + (B)</b>	<b>4,166.94</b>	<b>3,673.89</b>



**Sadbhav Bhavnagar Highway Private Limited**  
Notes to Financial Statements for the year ended March 31, 2020

11 Equity Share Capital	March 31, 2020		March 31, 2019	
	No. of shares	INR in Million	No. of shares	INR in Million
<b>Authorized Share Capital</b>				
Equity Shares of INR 10 each	40 00 000	40.00	40 00 000	40.00
	<b>40 00 000</b>	<b>40.00</b>	<b>40 00 000</b>	<b>40.00</b>
<b>Issued, Subscribed and fully paid up</b>				
Equity Shares of INR 10 each	40 00 000	40.00	40 00 000	40.00
<b>Total</b>	<b>40 00 000</b>	<b>40.00</b>	<b>40 00 000</b>	<b>40.00</b>

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year:

Particulars	March 31, 2020		March 31, 2019	
	No. of shares	INR in Million	No. of shares	INR in Million
At the beginning of the year	40 00 000	40.00	40 00 000	40.00
Add: Issue during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>40 00 000</b>	<b>40.00</b>	<b>40 00 000</b>	<b>40.00</b>

(b) Terms/Rights attached to the equity shares:

The Company has only one class of shares referred to as equity shares having a par value of INR 10/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive the residual assets of the Company, after distribution of all preferential amounts. However, currently no such preferential amount exists. The amount to be distributed will be in proportion to the number of equity shares held by the shareholders.

(c) Share held by holding Company:

All 40 00 000 equity shares issued, subscribed and paid up are held by Sadbhav Infrastructure Project Limited- holding company and its nominees.

(d) Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of Shareholder	March 31, 2020		March 31, 2019	
	No. of shares	% of shareholding	No. of shares	% of shareholding
<b>Equity Shares of Rs 10 each fully paid</b>				
Sadbhav Infrastructure Project Ltd and its Nominees	40 00 000	100	40 00 000	100
<b>Total</b>	<b>40 00 000</b>	<b>100</b>	<b>40 00 000</b>	<b>100</b>

As per the records of the company, including its registers of shareholders/member and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

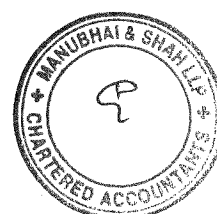
12 Other Equity

	March 31, 2020	March 31, 2019
	INR in Million	INR in Million
<b>Equity Component of Compound Financial Instrument-SubOrdinate Debt</b> (Refer Note in Statement of Changes in Equity)		
At the beginning of the year	506.42	317.72
Changes during the year	92.26	188.70
At the end of the year (A)	<b>598.68</b>	<b>506.42</b>
<b>Retained Earning</b>		
Surplus/(Deficit) at the beginning of the year	(21.09)	23.13
Add/Less: Net Profit/ (Loss) after tax transferred from Statement of Profit and Loss	11.10	(44.22)
Surplus/(Deficit) at the end of the year (B)	(9.99)	(21.09)
<b>Total (C) = (A) + (B)</b>	<b>588.68</b>	<b>485.33</b>

13 Non-Current Borrowings

	March 31, 2020	March 31, 2019
	INR in Million	INR in Million
Term Loan - Secured		
i) From banks	2,730.67	2,275.96
ii) From NBFC	471.73	394.12
<b>Total</b>	<b>3,202.40</b>	<b>2,670.08</b>

\* Includes the effect of balance unamortised processing fee paid to Lenders on upfront basis.



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**(i) Nature of Security:**

The details of security in respect of long term borrowings are as under:

- 1 First mortgage and charge on all the Company's immovable (investment) properties, both present and future, save and except the Project Assets;
- 2 First charge on all the Company's tangible moveable assets, including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future, save and except the Project Assets;
- 3 First charge over all accounts of the Company including the Escrow Account and the Sub-Accounts (or any account in substitution thereof) that may be opened in accordance with Common Rupee Loan Agreement and the Supplementary Escrow Agreement, or any other Project Documents including but not limited to Debt service coverage ratio and Major Maintenance of Road Reserve and all funds from time to time deposited therein, including those arising out of realisation of Receivable and all Permitted Investments or other securities representing all amounts credited thereto.
- 4 First charge on assignment by way of security in:
  - all the right, title, interest, benefits, claims and demands whatsoever of the Company in the Project Documents;
  - the right, title and interest of the Company in, to and under all the Clearances;
  - all the right, title, interest, benefits, claims and demands whatsoever of the Company in any letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents;
  - all the right, title, interest, benefits, claims and demands whatsoever of the Company under all Insurance Contracts.
- 5 Pledge of S1% (fifty one percent) of the paid up and voting equity share capital of the Company as held by Sadbhav Infrastructure Project Limited, for a year up to repayment of entire borrowings.
- 6 The aforesaid mortgages, charges, assignments and guarantees and the pledge of equity shares as stipulated in paragraph 6 above shall in all respects rank pari-passu inter-se amongst the lenders. In accordance with the common loan agreement, without any preference or priority to one over the other or others.

**(ii) Terms of Repayment:**

**(a) Rupee Term Loans from Bank & NBFC:**

The Company had requested for extension of Schedule Commercial Operation Date (SCOD) to the lender for delay in completion of work for the reasons not attributed to the Company. Considering extension of time given by NHAI for milestone achievement, the lenders have granted extension of SCOD from August 06, 2019 to August 06, 2020 with matching deferment of repayment schedule. Accordingly the first repayment date of loan which was earlier April 30, 2020 has been deferred to April 30, 2021 and the tenor of loan has been extended from 17 years to 18 years.

**14 Current Borrowings**

**Loans Repayable on Demand**

Loan from Holding Company - Unsecured\* (Refer Note 25)  
Loan from Sadbhav Engineering Limited- Unsecured\* (Refer Note 25)

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
	1.50	1.50
	73.70	-
<b>Total</b>	<b>75.20</b>	<b>1.50</b>

\* (i) \*Loan is repayable on demand / call notice from the lender.

(ii) Loans taken carries interest rate of 8.98%

**15 Trade Payables**

Dues to Micro & Small Enterprises (Refer Note No.27)  
Dues to Others  
Dues to Related Parties (refer note 25)

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
	-	-
	16.48	73.36
	886.71	565.55
<b>Total</b>	<b>903.19</b>	<b>638.91</b>

**16 Other Current Financial Liabilities**

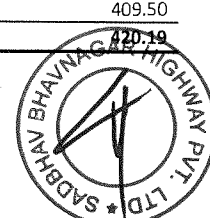
Interest accrued and due on non-current borrowings  
Interest accrued and due on current borrowings  
Interest accrued but not due on borrowings  
Interest payable to NHAI on Mobilization Advance  
Refundable Fees

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
	25.88	0.03
	2.52	-
	-	0.17
	87.33	66.17
	0.10	0.10
<b>Total</b>	<b>115.83</b>	<b>66.47</b>

**17 Other Current Liabilities**

Statutory dues  
Mobilization Advance Received

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
	6.08	10.69
	541.84	409.50
<b>Total</b>	<b>547.92</b>	<b>420.19</b>



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**18 Revenue From Operations**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Construction Contract Revenue	825.55	2,255.70
Change of Scope Income	269.86	-
Utility Shifting Income	32.42	137.36
<b>Total</b>	<b>1,127.83</b>	<b>2,393.06</b>

**Revenue from contract with customers**

**17.1 Disaggregated revenue information**

Having regard to the nature of contract with customer, there is only one type of category of revenue, hence disclosure of disaggregation of revenue is not given.

**17.2 Receivable under concession arrangement and contract balances**

The company classifies the right to consideration in exchange for deliverables as either receivable or unbilled revenue. A receivable is a right to consideration that is unconditional upon passage of time. Revenue for such services are recognised as related services are performed. Revenue in excess of billings is recorded as unbilled revenue and is classified as financial asset for those cases as right to consideration is unconditional as passage of time. Invoicing to the customer is based on milestones as defined in the contract.

**17.3 The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March, 2020 are, as follows:**

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2020 is INR.6,010.00 Millions. Out of this the Company expect to recognise revenue around INR. 2,148.94 Millions in subsequent year and year remaining thereafter. Remaining performance obligation estimates are subject to change and affected by several factors including terminations, change of scope of contracts, occurrence of same is expected to be remote.

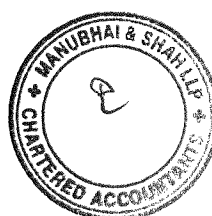
**17.4** Reconciliation the amount of revenue recognised in the statement of profit and loss with contract price is not given as there is no adjustment made with respect to contract price.

**19 Other Income**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Gain/Loss on Investment in Mutual Fund (Net)	2.80	4.39
Interest Income on Mobilization Advance	15.76	29.08
Notional Finance Income on Annuity Receivable	317.28	163.42
Interest Income on Income Tax Refund	2.68	-
Miscellaneous Income	0.01	-
<b>Total</b>	<b>338.53</b>	<b>196.89</b>

**20 Construction Expenses  
(Refer Note No. 25)**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Construction Expense - EPC	696.85	1,819.88
Price Escalation - WPI	104.46	165.17
Road O&M during Construction	-	246.00
Change of Scope	269.86	-
Utility Shifting Expense	32.42	137.36
<b>Total</b>	<b>1,103.59</b>	<b>2,368.41</b>





**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**21 Finance Cost**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
<b>Interest on:</b>		
Long Term Loans	300.18	204.28
Short Term Loan (Refer Note 25)	2.77	0.05
Mobilisation Advance	23.51	32.72
Statutory liability	0.77	-
<b>Other Borrowing Cost:</b>		
Amortisation of Processing Fees	2.32	1.10
Others	0.62	2.97
<b>Total</b>	<b>330.17</b>	<b>241.12</b>

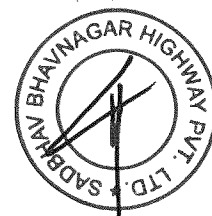
**22 Other Expenses**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Rates & Taxes	0.01	0.01
Office Rent (Refer Note 25)	0.90	0.90
Auditor Remuneration (Refer Note No. 22.1 below)	0.16	0.20
Professional Fees & Expenses	2.04	2.18
Filing Fees	0.01	0.01
Registration Fees	0.00	0.00
Independent Consultant Fees	21.11	21.30
Miscellaneous Expenses*	(0.00)	0.04
<b>Total</b>	<b>24.23</b>	<b>24.64</b>

\* It includes credit note issued for travelling expenses amounting to INR. 5,450/- and Office Expenses amounting to INR. 1,328/- is below rounding off norms adopted by the company.

**22.1 Auditor Remuneration**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Statutory Audit Fees	0.09	0.08
Tax Audit Fees	0.03	0.03
Certification Fees	0.04	0.09
<b>Total</b>	<b>0.16</b>	<b>0.20</b>



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

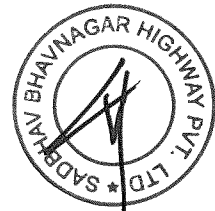
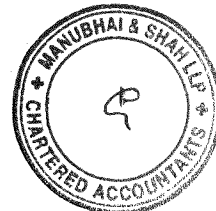
**23 Earning Per Share (EPS):**

Profit/(Loss) per share is calculated by dividing the net loss attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under :

<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Net Profit/(Loss) as per Statement of Profit & Loss	11.10	(44.22)
Total no. of equity shares at the end of the year	40 00 000	40 00 000
Weighted average of number of equity shares outstanding during the year	40 00 000	40 00 000
Nominal value of equity shares	10	10
<b>Basic &amp; Diluted Earnings/(Loss) per share</b>	<b>2.78</b>	<b>(11.05)</b>

**24 Contingent Liabilities / Commitments**

- (i) There are no contingent liabilities, pending litigations/claims against the company as on March 31, 2020 and March 31, 2019.
- (ii) There were no Commitments outstanding as on March 31, 2020 and March 31, 2019.



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**25 Related Party Disclosures:**

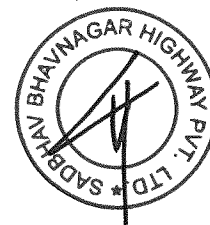
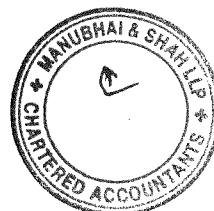
Related party disclosures as required under the Indian Accounting Standard (AS) – 24 on “Related Party Disclosures” are given below:

**(I) Name of the related parties and description of relationship :**

Sr. No	Description of Relationship	Name of the Related Party
<b>(A) Enterprises having control:</b>		
	Ultimate Holding Company	Sadbhav Engineering Limited (SEL)
	Holding Company	Sadbhav Infrastructure Project Limited (SIPL)

**(II) Transactions with Related Parties during the year:**

No.	Particulars	(INR in Million)	
		March 31, 2020	March 31, 2019
(i)	Unsecured Loan received		
	-SIPL	28.00	18.20
	-SEL	118.70	-
(ii)	Unsecured Loan repaid		
	-SIPL	28.00	17.76
	-SEL	45.00	-
(iii)	Sub-debt Received		
	-SIPL	92.26	188.70
(iv)	Interest Expense on Unsecured Loan		
	-SIPL	0.35	0.05
	-SEL	2.42	-
(v)	Construction Contract Charges(Road Development work)		
	-SEL	801.32	1,985.05
(vi)	Office Rent Expense		
	-SEL	0.90	0.90
(vii)	Reimbursement of Expenses		
	-SIPL	-	0.01
	-SEL	5.64	-
(viii)	Operating and Maintenance Expense		
	-SIPL	-	246.00
(ix)	Utility Shifting Work expense		
	-SEL	32.42	137.36
(x)	Mobilization Advance Recovered		
	-SEL	117.07	285.05
(xi)	Change of Scope		
	-SEL	269.86	-
(xii)	Advance given for EPC Work		
	-SEL	663.44	-
(xiii)	Interest Income on Mobilization Advance		
	-SEL	15.76	29.08



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

(III) Balance outstanding as at the Year end:		(INR in Million)	
No.	Particulars	March 31, 2020	March 31, 2019
(i)	Equity Share Capital		
	-SIPL & its nominees	40.00	40.00
(ii)	Unsecured Loan		
	-SIPL	1.50	1.50
	-SEL	73.70	-
(iii)	Sub-debt		
	-SIPL	598.68	506.42
(iv)	Interest Payable on Unsecured Loan		
	-SIPL	0.34	0.03
	-SEL	2.18	-
(v)	Payable towards Construction contract including Retention		
	-SEL	692.21	364.53
(vi)	Payable towards Rent, Utility Shifting & Reimbursement of Expenses including Retention		
	-SEL	28.93	20.62
(vii)	Payable towards Operating, Maintenance & Reimbursement of Expense		
	-SIPL	165.50	165.50
(viii)	Mobilization Advance given		
	-SEL	139.85	256.92
(ix)	Advance given for EPC work		
	-SEL	663.44	-
(ix)	Interest Receivable on mobilisation advance given to SEL		
	-SEL	79.42	57.29

**(IV) Terms and conditions of the balance outstanding:**

1. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except short term loan and settlement occurs in cash as per the terms of the agreement.
2. Loans in INR taken from the related party carries interest rate 8.98%.
3. The Company has not provided any commitment to the related party as at March 31, 2020.

**26 Segment Reporting**

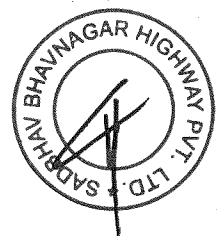
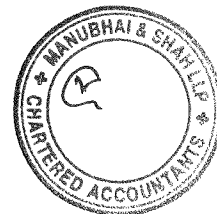
The Operating segment of the company is identified to be "DBFOT" or "Hybrid Annuity", as the Chief Operating Decision Maker (CODM) reviews business performance at an overall company level as one segment and hence, does not have any additional disclosures to be made under Ind AS 108 Operation Segments. Further, the company also primarily operates under one geographical segment namely India.

**27 Operating Lease**

Office premise of the Company have been taken on operating lease basis. The lease rent paid during the year INR 0.90 Million (March 31, 2019: INR 0.90 Million). These operating lease agreement are cancellable by giving short period notice by either of the parties to the agreement.

**27 Trade dues to MSME**

There are no Micro, Small and Medium Enterprises, to whom the company owes dues, which are outstanding for more than 45 days at the balance sheet date. This is based on the information available with the company.



**Sadbhav Rudrapur Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**28 Income Tax expense**

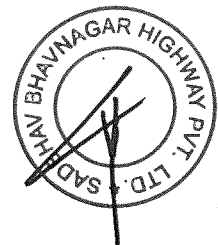
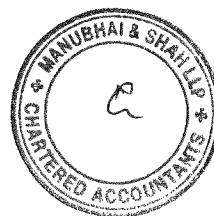
The major component of income tax expenses for the year ended March 31, 2020 and March 31, 2019 are as under:

**a) Profit and Loss Section**

	March 31, 2020 INR in Million	March 31, 2019 INR in Million
<b>Current tax</b>		
Current tax charges	1.30	-
	<b>1.30</b>	-
<b>Deferred tax</b>		
Deferred tax charge	-	-
<b>Total deferred income tax expense</b>	-	-
<b>Earlier year tax adjusted</b>	<b>4.05</b>	-
<b>Tax Expense reported in the Statement of Profit and Loss</b>	<b>(2.74)</b>	-

**(b) A Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:**

Particulars	March 31, 2020 INR in Million	March 31, 2019 INR in Million
Accounting profit/(loss) before tax	8.36	(44.22)
Statutory Income tax rate (%)	26.00%	26.00%
Expected Income tax expenses	2.17	-
<b>Tax Effect of adjustments to reconcile expected Income tax expenses to reported income tax expenses</b>		
Tax on income at different rates	(0.87)	-
Tax adjustment of ealier years	(4.05)	-
<b>Income tax expenses as per normal tax rate</b>	<b>(2.74)</b>	-
Consequent to reconciliation items shown above, the effective tax rate (%)	0.00%	0.00%



**Sadbhav Bhavnagar Highway Private Limited**  
Notes to Financial Statements for the year ended March 31, 2020

29 Financial Instruments

(I) Disclosure of Financial Instruments by Category

(INR in Million)							
Financial instruments by categories	Note No.	March 31, 2020			March 31, 2019		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
<b>Financial Asset</b>							
Non-Current Financial Assets	5	-	-	0.03	-	-	0.03
Investments	8	-	-	-	4.02	-	-
Cash and Cash Equivalent	9	-	-	91.11	-	-	1.82
Current Financial Assets	7	-	-	97.90	-	-	71.77
Receivable under Service Concession Arrangements from NHAI	10	-	-	4,166.94	-	-	3,673.89
<b>Total Financial Assets</b>		-	-	<b>4,355.98</b>	<b>4.02</b>	-	<b>3,747.51</b>
<b>Financial Liabilities</b>							
Non-Current Borrowings	13	-	-	3,202.40	-	-	2,670.08
Current Borrowings	14	-	-	75.20	-	-	1.50
Trade Payables	15	-	-	903.19	-	-	638.90
Other Current Financial Liabilities	16	-	-	115.83	-	-	66.47
<b>Total Financial Liabilities</b>		-	-	<b>4,296.62</b>	-	-	<b>3,376.95</b>

(II) Fair value disclosures for financial assets and financial liabilities

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in Million)					
Financial instruments by categories	Note no.	March 31, 2020		March 31, 2019	
		Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial Asset</b>					
Investment in Mutual Fund	8	-	-	4.02	4.02
<b>Total Financial Assets</b>		-	-	<b>4.02</b>	<b>4.02</b>

**Notes:**

- The management assessed that the fair values of cash and cash equivalents, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The carrying value of Company's interest-bearing borrowings are reasonable approximations of fair values as the borrowing are carries floating interest rate.

The following method and assumption were used to estimate the fair values:

- Investments in units of Mutual Funds which are not traded in active market is determined using closing NAV.

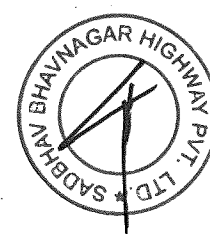
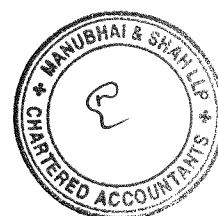
(III) Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2020 and March 31, 2019

Assets measured at fair value	Note No.	(INR in Million)	
		Fair value measurement using Significant observable inputs (Level 2)	
		March 31, 2020	March 31, 2019
Fair value through profit & loss			
Investment in Mutual fund	8	-	4.02

There have been no transfers between level 1 and level 2 during the years.



**Sadbhav Bhavnagar Highway Private Limited**  
Notes to Financial Statements for the year ended March 31, 2020

**30 Financial Risk Management**

**Financial instruments risk management objectives and policies**

- (i) The Company's principal financial liabilities comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include other receivables and cash and bank balance that derive directly from its operations.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

**(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, Investments, other receivables, trade and other payables and derivative financial instruments.

**Interest Rate Risk**

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Company's exposure to interest rate risk due to variable interest rate borrowings is as follows:

Particulars	31.03.2020	31.03.2019
Variable rate borrowings in INR Millions	3,309.00	2,705.30

**Sensitivity Analysis**

Since the Construction expenses, including interest expense during construction period, and Construction Income are recognised on the basis of percentage completion method, the proportionate revenue shall also be adjusted due to increase or decrease in to the interest expenses and therefore the Profit/Loss after tax shall not have any impact during the year. Consequently, impact on profit/loss after tax due to increase or decrease of interest rate has not been calculated for the year.

**(b) Credit Risk**

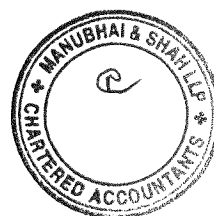
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is not exposed to credit risk from its operating activities as the company will receive annuity fees from National Highway Authority of India and does not have any outstanding receivables. However, The Company is exposed to credit risk related to financing activities, including temporary Investment in mutual fund and other financial instruments.

**(c) Liquidity Risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys cash management system. It maintains adequate sources of financing including debt at an optimised cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

As at March 31, 2020	Carrying Amount	On Demand	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
<b>Non Derivative Financial Liabilities</b>						
Non-Current Borrowings	3,233.80	-	-	169.77	792.28	2,271.74
Current Borrowings	75.20	75.20	-	-	-	-
Trade Payables	903.19	-	903.19	-	-	-
Other Current Financial Liabilities	115.83	-	115.83	-	-	-
As at March 31, 2019	Carrying Amount	On Demand	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
<b>Non Derivative Financial Liabilities</b>						
Non-Current Borrowings	2,703.80	-	-	141.95	486.68	2,075.17
Current Borrowings	1.50	1.50	-	-	-	-
Trade Payables	638.90	-	638.91	-	-	-
Other Current Financial Liabilities	66.47	-	66.47	-	-	-



**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**31 Disclosure pursuant to Appendix - E to Ind AS 115 - " Service Concession Arrangements"**

**(I) Description and classification of the arrangement**

The Company has entered into Concession Agreement ('CA') with National Highway Authority of India (NHAI) dated July 19, 2016 for the purpose of augmenting the existing road from km 7.090 to km 53.585 (approximately 48.05 km) on the Bhavnagar –Talaja section of National Highway No. 8E (therein after called the NH 8E) in the state of Gujarat by Four-Laning thereof on Design, Built, Operate and Transfer ("DBOT Annuity" or "Hybrid Annuity") basis. As per the CA, NHAI grants to the Company exclusive right, license and authority to construct, operate and maintain the project during the Construction Period of 910 days and Operation Period of 15 years commencing from COD.

**(II) Significant Terms of the Arrangements**

**(a) Bid Project Cost:-**

The cost of the construction of the project which is due and payable by NHAI as on the Bid date is considered as the bid project cost under the concession agreement. The bid project cost has been finalised as INR 8190.00 Million as at the bid date. Bid project cost is inclusive of the cost of construction, interest during construction, working capital, physical contingencies and all other costs including adjustment of Price Index Multiple, expenses and charges for and in respect of the construction of the project.

**(b) Adjusted Bid Project Cost:-**

The Bid Project Cost adjusted for variation between the price index occurring between the reference index date preceeding the bid date and the reference index date immediately preceeding the appointed date shall be deemed to be the Bid Project Cost at commencement of Construction.

**(c) Payment of Bid Project Cost:-**

40% of the Bid Project Cost, adjusted for the Price Index Multiple, shall be due and payable to the company in 5 equal installments of 8% each during the Construction Period in accordance with the provisions of Clause 23.4 of the SCA.

The remaining Bid Project Cost, adjusted for the Price Index Multiple, shall be due and payable in 30 biannual installments commencing from the 180th day of COD in accordance with the provision of Clause 23.6 of the SCA.

Interest shall be due and payable on the reducing balance of Completion Cost at an interest rate equal to the applicable Bank Rate plus 3%. Such interest shall be due and payable biannually along with each installment specified in Clause 23.6.3 of SCA.

**(d) Bonus on early completion:-**

The SCA also provides for the payment of Bonus to the company in the event the COD is achieved on or more than 30 days prior to the schedule completion date. The schedule completion date of the construction is August 06, 2019.

**(e) Operation & Maintenance Payments:-**

All Operation and Maintenance expenditure shall be borne by the company. However, as provided in SCA, the company shall be entitled to receive lump sum financial support in the form of biannual payments by the NHAI, which shall be computed on the amount quoted in the O&M bid. Each installment of O&M payment shall be the product of the amount determined in accordance with the terms of the SCA and the price index multiple on the reference index date preceding the due date of payment thereof.

**(f) Termination of the SCA:-**

SCA can be terminated on account of default of the company or NHAI in the circumstances as specified under Article 37 of the SCA.

**(g) Restriction on assignment and charges:-**

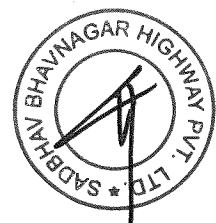
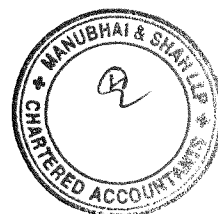
In terms of the SCA the company shall not assign, transfer or dispose of all or any rights and benefits under SCA or create any encumbrances thereto except with prior consent of NHAI.

**(h) Changes in SCA:-**

There has been no change in the concession arrangement during the year.

**(i) Force Majeure Event:**

As per the Concession Agreement; the Concessionaire, in case any force majeure event occurs before COD, is eligible to get the extension of time for a period equal in length to the duration for which the force majeure event subsist. Refer Note No. 33 in relation to extension of concession agreement due to Covid-19 pandemic.





**Sadbhav Bhavnagar Highway Private Limited**  
**Notes to Financial Statements for the year ended March 31, 2020**

**32 Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium, Equity bank guarantee, Other equity in form of Subordinate Debt.

The Company's objective for capital management is to maximize shareholder value and safeguard business continuity.

The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity share capital, equity in form of subordinate debt and operating cash flows generated.

The sponsor (SIPL) has also entered into Suponsor Support Agreement to support the company for capital requirement in case of cost over run and short fall in cash flow.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or obtained additional sub-ordinate debts. The Company monitors capital using debt equity ratio which does not exceed 4:1, which is total Borrowings divided by total equity excluding balance of deficit in statement of profit & loss.

Summary of Quantitative Data is given hereunder:

(INR in Million)

Particulars	March 31, 2020	March 31, 2019
Non-Current Borrowing	3,233.80	2,703.80
<b>Total Debt - A</b>	<b>3,233.80</b>	<b>2,703.80</b>
Equity Share Capital	40.00	40.00
Other Equity	588.69	485.33
Equity Bank Guarantee	196.56	196.56
<b>Total</b>	<b>825.25</b>	<b>721.89</b>
<b>Debt to Equity Ratio - (A/B)</b>	<b>3.92</b>	<b>3.75</b>

The company does not have any externally imposed capital requirement.

**33** The Outbreak of Covid-19 pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The operations gradually resumed with requisite precautions in the phased manner as per directives issued by NHAI and by ensuring compliance with preventive measures in terms of guidelines/ instruction issued by Govt. of India to contain spread of Covid-19. The company has availed the relief provided by its lenders by way of moratorium on principal and interest repayments. The Ministry of Road Transport and Highways, in consonance of the circular of Ministry of Finance under Atmanirbhar Bharat, has approved and extent the relief to the Contractor/Developers of the Road Sector. Accordingly, extension of time for meeting the work obligation under the contract will be given for a period of 3 months to 6 months depending upon the site condition. The Company is in the process to avail the extension of time due to Covid-19 pandemic.

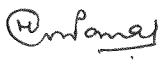
The management has assessed internal and external sources of information up to date of the approval of these financial statements in assessing the recoverability of assets, liquidity, financial position and operation of company including the impact on estimated construction cost to be incurred towards projects under execution and based on the management's assessment, there is no material impact on the financial statements of the company.

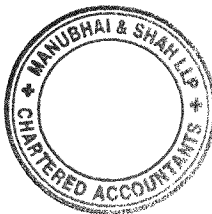
Considering the uncertainty involved in estimating the impact of pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these financial statements. The Company continues to monitor the economic effects of the pandemic while taking steps to improve its execution efficiencies and the financial outcome.

**34** Previous Year Figures have been regrouped / reclassified wherever necessary, to facilitate comparability with current year's classification.

Accompanying notes are an integral part of the financial statements


As per our report of even date attached  
 For Manubhai & Shah LLP  
 Chartered Accountants  
 ICAI Firm Registration No. 106041W/W100136


  
 (H.M Pomal)  
 Partner  
 Membership No.106137



Place: Ahmedabad  
 Date: July 03, 2020

For & On behalf of the Board of Directors of  
 Sadbhav Bhavnagar Highway Private Limited

  
 (Shashin V. Patel)  
 Director  
 DIN: 00048328

  
 (Vasistha C. Patel)  
 Director  
 DIN: 00048324

Place: Ahmedabad  
 Date: July 03, 2020

