

SERVING
THE RISING
INFRASTRUCTURE
NEEDS OF
THE NATION



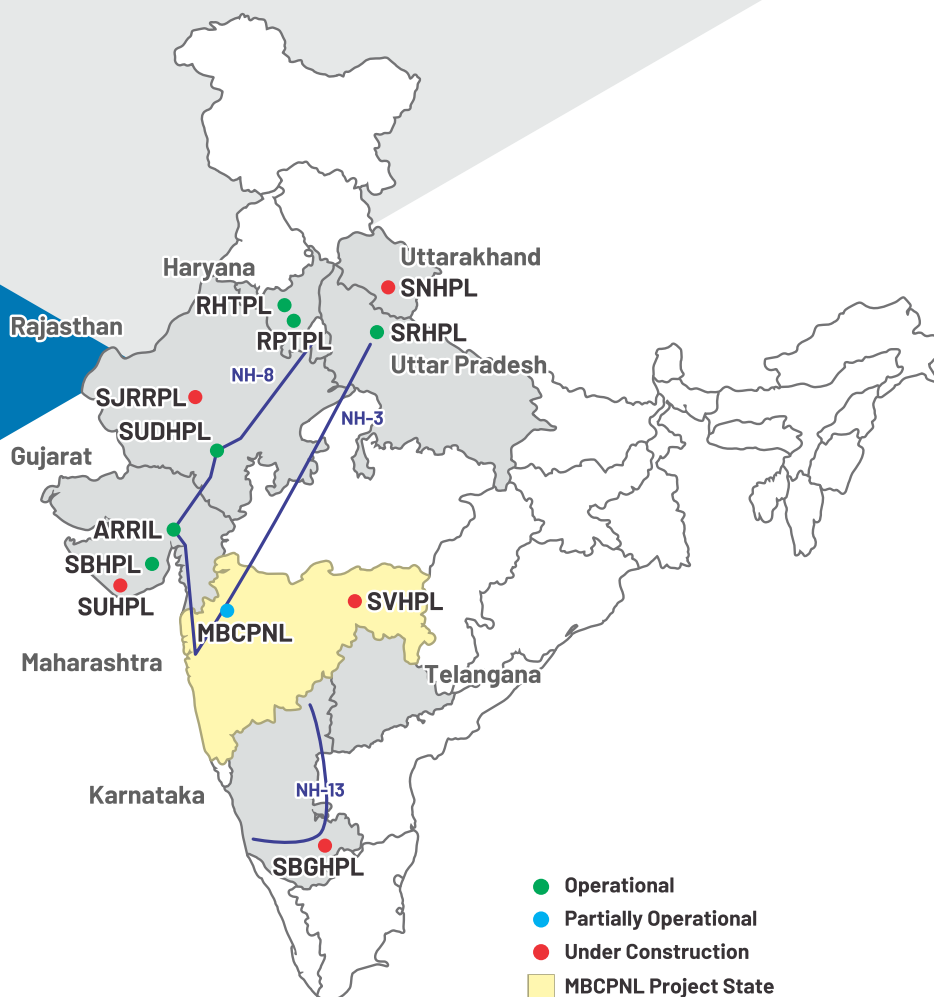
15th Annual Report 2020-21

Sadbhav Infrastructure Project Limited

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India





Late Shri Vishnubhai M. Patel
27 January, 1942 - 25 December, 2018
Founder and Former Chairman
Sadbhav Infrastructure Project Ltd.

Build a bridge that
connects aspirations to fulfilment.

Create a road that
takes one from hardships to prosperity.

Construct a canal that
nourish the deprived lands to burgeon.

Instil Sadbhav in people such that
they transmute today for tomorrow.





Serving The Rising Infrastructure Needs of The Nation

As the Indian economy has become the fifth largest in the world and is growing further to reach new heights, the need of resources and connectivity in timely manner are also vital for its growth. Not only the construction of roads and bridges is important but managing these assets also require special expertise. Sadbhav Infrastructure Project Limited is an asset holding company for road and other Infrastructure BOT and Hybrid Annuity Models (HAM) projects. SIPL has been developing, operating and doing maintenance of road infrastructure assets to serve the rising infrastructure needs of the nation. SIPL undertakes turnkey contractual works, other than civil construction, of the projects.

Indian road network transports 64.5% of all goods in the country and 90% of India's total passenger traffic uses road network to commute. Despite pandemic and lockdown, India has constructed 13,298 km of highways in FY21. The second-largest road network in the world, spanning a total of 5.89 million kilometres (kms). The integration of the latest technology in highway construction is continuously contributing to futuristic infrastructure developments in the country.

The Indian infrastructure sector has shown remarkable growth even during a crucial time like the COVID-19 pandemic. Also, during the unlock process of the lockdown, infrastructure and construction was the first economic activity to resume in the country. Clean energy and green initiatives for infrastructure development have given a much-needed push to the sector's growth. While Covid had severely impacted the entire world, SIPL operations were also impacted. However, SIPL being a responsible corporate citizen followed Covid protocols in compliance with the regulations of the local authorities and directives issued by Ministry of Road Transport & Highways (MoRTH)/ National Highway Authority of India (NHAI), and guidelines issued by MHA about commercial and private establishment in the wake of COVID-19.

To strengthen the transportation sector, the government has announced several initiatives to have a remarkable impact on the country's infrastructure. Considering the country's ongoing scenario, the government announced its plans to allocate Rs. 233,083 crore (US\$ 32.02 billion) to give a massive push to the sector and enhance transport infrastructure.

The total expenditure on the Ministry of Road Transport and Highways for 2021-22 is estimated at Rs 1,18,101 crore. This is an annual increase of 23% over the actual expenditure for 2019-20. In 2021-22, capital expenditure is estimated at Rs 1,08,230 crore while revenue expenditure is estimated at Rs 9,871 crore. In 2021-22, of the total expenditure, the highest allocation is towards roads and bridges at Rs 60,261 crore (51%). This is followed by allocation towards NHAI at Rs 57,350 crore (48.6%).

SIPL is one of the leading BOT and HAM Companies in the Country and SIPL's project portfolio consists of 4 BOT projects including Border Check Post project in Maharashtra, while the remaining 9 are Hybrid Annuity projects. Of the 9 Hybrid Annuity Projects 3 projects are operational having achieved Provisional Completion Date and remaining 6 projects are under various stages of completion.

At SIPL, we have been ensuring the superior end-user experience across all the assets we hold and serving the rising infrastructure needs of the country.

Corporate Information

BOARD OF DIRECTORS



Mr. Shashin V. Patel
Chairman & Non-Executive Director



Mr. Vasistha C. Patel
Managing Director



Mr. Nitin R. Patel
Non-Executive Director



Mr. Sandip V. Patel
Independent Director



Mr. Arun S. Patel
Independent Director



Mrs. Daksha N. Shah
Independent Director

BOARD COMMITTEES

Audit Committee

Mr. Sandip V. Patel

Chairman

Mr. Arun S. Patel

Member

Mr. Nitin R. Patel

Member

Nomination and Remuneration Committee

Mr. Arun S. Patel

Chairman

Mr. Sandip V. Patel

Member

Mr. Shashin V. Patel

Member

Shareholder / Investor Grievance / Stakeholder Relationship Committee

Mr. Nitin R. Patel

Chairman

Mr. Vasistha C. Patel

Member

Mr. Arun S. Patel

Member

Mr. Sandip V. Patel

Member

Finance and Investment Committee

Mr. Vasistha C. Patel

Member

Mr. Shashin Patel

Member

Mr. Nitin Patel

Member

Mr. Arun Patel

Member

Corporate Social Responsibility Committee

Mr. Vasistha C. Patel

Chairman

Mr. Nitin R. Patel

Member

Mr. Sandip V. Patel

Member

BANKERS

IDBI Bank

Union Bank of India

COMPANY SECRETARY

Mr. Hardik Modi

CHIEF FINANCIAL OFFICER

Mr. Pradip Agarwal

STATUTORY AUDITORS

M/s. S G D G & Associates LLP

REGISTERED OFFICE

"Sadbhav House",

Opp. Law Garden Police Chowki,
Ellisbridge,

Ahmedabad - 380006.

Web: www.sadbhavinfra.co.in

CIN: L45202GJ2007PLC049808

CORPORATE OFFICE

"Sadbhav", Nr. Havmor Restaurant,
B/h. Navrangpura Bus Stand,
Navrangpura,
Ahmedabad - 380009.

REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai - 400083.



Message From Chairman

Dear Stakeholders,

My warm greetings to all of you. I hope you and your loved ones are safe and in good health.

During the Financial year 2020-21, the rapid spread of COVID-19 pandemic led to an alarming loss of human lives worldwide and unprecedented adverse impact on businesses across the globe. Countrywide lockdown was imposed in India on March 24, 2020, which continued for the entire this financial year.

Sadbhav Infrastructure Project Limited (SIPL) has been one of the key contributors in infrastructure sector, dedicated for the nation building and playing an important role in the development, operation and maintenance of highways, roads and other service infrastructure. SIPL has completed the entire lifecycle (i.e. Bidding, Financial Closure, Construction, Toll Collection, O&M, Refinancing

and selling of stake) of road projects by completing sale of stake in 8 operational assets. Company shall follow the strategy of churning of the assets once the projects have reached mature stage. Economic environment has changed in last year and half due to various setbacks in the country however your Company has witnessed all those hurdles and has emerged as a much stronger player during these times.

After stake sale of 8 operational assets, SIPL is having portfolio of 13 projects that consists of 4 operational BOT (Toll) projects, 9 Hybrid Annuity Mode ("HAM") projects.

The Government has also been mindful of stretched liquidity of developers in these turbulent times due to persistent lockdown and reduced traffic numbers -and has accordingly provided support in the form of Moratorium extended by RBI and COVID loan extended by NHA for mitigating cash losses. To compensate revenue loss due to the pandemic, Finance Ministry has notified a scheme for extension of the concession period by a minimum of 90 and



are eligible for 90 days extension in concession period for most of the projects.

This year's financials reflect SIPL's paradigm shift to become a lean organization post stake sale and transfer of 8 assets to IndInfravit Trust. While the pandemic impacted the overall economy, your Company was successful in managing the challenges astutely and does not foresee any long term impact. These government initiatives are expected to make the COVID impact NPV neutral. Your Company has meticulously planned and used each of these options selectively - to conserve cash and shore up liquidity on books.

Your Company has been focusing on training and development of its employees. We have created a cohesive internal culture, provide equal opportunity of growth to all the employees and provide the perks and remunerations matching the industry standards and statute. Our internal SOPs have been aligned keeping in view safety, health and environment norms. Your Company keeps on enhancing efficiency by utilizing advanced technologies. We are committed to

take continuous steps for improvement in the bottom line of the Company.

Stakeholder engagement with all the stakeholders through various means available is the important aspect of your Company's sustainability strategy. We invite to give your feedback so as to consider it and improve our processes and performance continuously.

I am thankful to all the shareholders, customers, government authorities, financiers, suppliers, vendors, employees and community at a large for supporting us in serving the nation. On behalf of the board of directors, I assure you that your company will continue to strive and remain focused on creating more value for all. I would like to thank the entire team at SIPL for their untiring efforts and persistent commitment to achieve the high goals we have set.

Regards,

Su Patel

Shashin V. Patel
Chairman





Managing Director's Message

Dear Stakeholders,

I am once again delighted to report to you a promising year.

During the year, your company has consolidated its operations and has coursed strategic maneuvering.

At standalone level, your Company has reported the Revenue from Operations amounting to Rs. 1,927.55 million as against Rs. 1,817.67 million in the previous year. The Net Profit for the year was Rs. 28.93 million as against Rs. 3,766.18 million reported in the previous year.

The Consolidated Revenue from Operations was Rs. 12807.88 million as against Rs. 22,704.03 during the previous year. The Consolidated Net Loss was Rs. 2,783.00 million as against Profit of Rs. 10,293.62 million in previous year.

Your company has made debt tie-ups for 9 HAM projects and also has received the Appointed Date., During the year Company has signed Debenture Trust Deed of Rs. 7000 Million, out of which Rs. 5500 Million is raised so far so as to meet its Balance Capital Commitments of under construction HAM projects. Company is also in planning to further deleverage the balance sheet in the current financial year by way of taking various steps; as a part of which 7% Units of Ind-Infravit Trust held by the company, has been divested

The COVID-19 pandemic is rapidly spreading across the world as well as in India and has caused shutdown across the country. The Company has resumed operations in a phased manner in line with the directives of the Government of India. The Company's management has made initial assessment of likely adverse impact on business and believes that the impact may not be significant over the terms of its contracts. In developing the assumptions relating to the possible future uncertainties in the global economic conditions



because of this pandemic, the company used corroborative information. As on current date, the company has concluded that the impact of COVID-19 is not material based on the evaluations. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties in future, if any. The management does not see any long-term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

Way Forward

With a stable Government at the central level, we expect Government of India to continue its focus on roads and highways segment similar to what, we have seen in the last tenure of this Government. Due to COVID-19 pandemic, government has also given relaxations in timelines for completion of projects. In the coming years, we would concentrate more on monetization of assets, completion of under-construction projects and deleveraging the debt.

With this, I would like to heartily thank for the support and confidence extended to the Management.

I hereby reiterate our resolute commitment to all our shareholders that your Company will relentlessly pursue its goal to deliver you the sustainable returns.

Regards,

Vasistha C. Patel
Managing Director





Financial Highlights

(INR in Million)

| Particulars | 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 |
|-------------------------------|-----------|-----------|-----------|-----------|----------|
| Turnover | 1,927.55 | 1,817.67 | 2,950.27 | 3,377.92 | 2854.45 |
| Total Income | 2,040.04 | 2,584.20 | 3,680.16 | 3,847.50 | 3137.11 |
| Depreciation | 0.24 | 0.59 | 0.96 | 4.12 | 6.88 |
| Interest (Finance Cost) | 1,276.44 | 2,132.91 | 1,748.51 | 1,634.20 | 1294.99 |
| Exceptional Items | 430.51 | 6,198.05 | -152.95 | - | - |
| Profit After Tax | 218.93 | 3,766.18 | 565.44 | 677.40 | 411.57 |
| Equity Dividend % | 0.00 | 0.00 | 0.5% | 0.5% | 0.00 |
| Dividend Payout | 0.00 | 0.00 | 176.11 | 176.11 | 0.00 |
| Equity Share Capital | 3,522.25 | 3,522.25 | 3,522.25 | 3,522.25 | 3522.25 |
| Other equity | 14,708.52 | 14,490.85 | 10,851.50 | 10,497.23 | 9905.04 |
| Net worth | 18,230.77 | 18,013.10 | 14,373.75 | 14,019.48 | 13427.29 |
| Total Assets | 30,941.32 | 30,314.29 | 34,176.46 | 31,122.17 | 27765.40 |
| Total Debt (Loan Fund) | 5,289.47 | 7,945.03 | 14732.61 | 12,376.50 | 12654.38 |
| Earning Per Share (in Rs.) | 0.62 | 10.69 | 1.61 | 1.92 | 1.17 |
| Book Value Per Share (in Rs.) | 51.76 | 51.14 | 40.81 | 39.80 | 38.12 |

Notice

NOTICE is hereby given that the 15th Annual General Meeting of SADBHAV INFRASTRUCTURE PROJECT LIMITED will be held on Wednesday, 29th day of September, 2021 at 02:00 p.m. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt :

- (a) the audited Standalone Financial Statement of the Company for the financial year ended on 31st March, 2021, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited Consolidated Financial Statement of the Company for the financial year ended on 31st March, 2021 and the report of Auditors thereon.

2. To appoint a Director in place of Mr. Nitin R. Patel (DIN: 00466330), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. Ratification of Remuneration to Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. J. B. Mistri & Co., Cost Accountants in Practice having Firm Reg. No. 101067 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22 amounting to ₹ 25,000/- per annum plus applicable tax and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

Date: 12th August, 2021
Place: Ahmedabad

By Order of the Board of Directors
Sadbhav Infrastructure Project Limited

Registered Office:

"Sadbhav House", Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad - 380006
CIN: L45202GJ2007PLC049808

Hardik Modi
Company Secretary
Membership No.: F9193

NOTES:

1. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No. 02/2021 dated January 13, 2021 and Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. MCA vide its Circular No. 02/2021 dated January 13, 2021 extended the time line for holding of Annual General Meetings through VC/OAVM till December 31, 2021. Securities and Exchange Board of India ("SEBI") also vide its Circular dated May 12, 2020, permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") till December 31, 2021. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circulars, the 15th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

2. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the MCA Circulars No. 14/2020 dated April 08, 2020. Accordingly, No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/RTA by email through its registered email address to nilesh.dalwadi@linkintime.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting (AGM) through VC/OAVM is annexed hereto.
7. The relevant details, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in pursuance to Secretarial Standards issued by the Institute of Company Secretaries of India which required to make certain additional disclosure in respect of the Directors seeking appointment/re-appointment is annexed hereto.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, and considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants.
9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, at nilesh.dalwadi@linkintime.co.in.
10. In line with the MCA Circulars and the SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.sadbhavinfra.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members in electronic mode.
12. Book Closure - The Register of Members and Share Transfer Books of the Company will remain closed from, Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Share Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this matter.

In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, it has been mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the shareholders holding shares in physical form. Accordingly, shareholders who are holding shares in physical mode are requested to kindly furnish self-attested copy of your PAN card and original cancelled Cheque leaf/Attested Bank Passbook showing the name of Account holder along with an application.

14. With effective from 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares of the Company held by them in physical form.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.sadbhavinfra.co.in (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held by them in physical form.

16. Unclaimed Dividends

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ('IEPF Rules'), the Company is also obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to the Demat Account of the IEPF Authority notified by the Ministry of Corporate Affairs ('IEPF Demat Account').

In view of this, Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the website of the Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.

17. Voting through electronic means

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 15th Annual General Meeting ('AGM'). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- ii. The remote e-voting period commences on Sunday, 26th September, 2021 (9:00 a.m. IST) and ends on, Tuesday, 28th September, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 22nd September, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- iii. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date as mentioned above.
- iv. Mr. Ravi Kapoor, Practicing Company Secretary, Proprietor of M/s. Ravi Kapoor & Associates (M. No.: FCS 2587; CP No: 2407) (Shaival Plaza, 4th Floor, Gujarat College Road, Ellisbridge, Ahmedabad: 380006) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall submit, not later than two days from the date of AGM through VC/OAVM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- vi. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sadbhavinfra.co.in and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- vii. The resolutions shall be deemed to be passed on the date of the AGM through VC/OAVM, subject to receipt of requisite number of votes.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- (ii) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

- (iii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders**.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| For Shareholders holding shares in Demat Form other than individual and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of SADBHAV Infrastructure Project Limited.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@sadbhavinfra.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Details of Directors Seeking Re-Appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and in terms of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below.:

| | |
|---------------------------------------|--|
| Director | Mr. Nitin R. Patel |
| Directors Identification Number (DIN) | 00466330 |
| Date of Birth | 4th August, 1968 |
| Age of Director | 53 Years |
| Designation of Director | Non-Executive and Non-independent Director |
| Date of Appointment | 18th September, 2010 |
| Terms and Conditions of Appointment | Appointed without Remuneration |
| Experience | More than 22 Years |
| Remuneration paid | Nil |

| | |
|---|---|
| Disclosures of relationship between Directors inter-se and with Manager and KMP of the Company | N.A |
| Functional Expertise | Finance and Accounts, Audit, Taxation, Project Bidding and Execution, Cost Analysis |
| Qualification | B. Com. A.C.A. |
| Brief Profile of Director | Mr. Nitin R. Patel is a Chartered Accountant. He is associated with the company since August 01, 1999. His current areas of responsibility include execution of project, cost analysis, claims and arbitration, as well as overall functioning of the entire corporate affairs of our company. He also plays an important role in policy implementation and liaising with banks & financial institutions for obtaining funds. He also participates in the bidding process and execution of road projects. |
| Directorship in other Listed Companies | 1. Sadbhav Engineering Limited |
| Chairman/ Member of Committee in other Companies | 1. Sadbhav Engineering Limited Audit Committee & Stakeholders Relationship Committee – (Member) |
| No. of Equity Shares held in the Company | 1,91,806 Equity Shares (Including held by HUF) |
| No. of Board Meeting attended | 5 Meeting |
| Names of companies along with listed entities in which person has resigned in the past three years. | 1. Nagpur - Seoni Express Way Limited 2. Bijapur-Hungund Tollway Private Limited 3. Mysore-Bellary Highway Private Limited 4. Dhule Palesner Tollway Limited 5. Sadbhav Vidarbha Highway Private Limited |
| *Only Audit Committee and the Stakeholders' Relationship Committee of Indian Public Limited Companies (excluding Sadbhav Infrastructure Project Limited) have been considered for committee position. | |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Special business: Item No. 3

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. J. B. Mistri & Co, Cost Accountant in Practice (Firm Reg. No. 101067), to conduct the audit of the cost records maintained by the Company for the financial year 2021-22, at their meeting held on 28th June, 2021.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2021-22 as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, either financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Date: 12th August, 2021
Place: Ahmedabad

By Order of the Board of Directors
Sadbhav Infrastructure Project Limited

Registered Office:
"Sadbhav House",
Opp. Law Garden Police Chowki,
Ellisbridge, Ahmedabad – 380006
CIN: L45202GJ2007PLC049808

Hardik Modi
Company Secretary
Membership No.: F9193

Directors' Report

To
The Members,

Your Directors have pleasure in submitting their 15th Annual Report of the Company together with the Audited Statements of Accounts for the year ended on 31st March, 2021.

FINANCIAL RESULTS

The Group's financial performances for the year under review along with previous year's figures are given hereunder: (₹ in Million)

| Particulars | Standalone | | Consolidated | |
|--|------------|----------|--------------|------------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Revenue from Operations | 1927.55 | 1,817.67 | 12807.88 | 22,704.03 |
| Other Income | 112.49 | 766.53 | 3286.59 | 3,123.60 |
| Total Revenue | 2040.04 | 2,584.20 | 16094.47 | 25,827.63 |
| Profit Before Taxation | 287.44 | 4,388.09 | (2832.86) | (3,999.97) |
| Tax Expense | 68.51 | 621.91 | 380.64 | 734.87 |
| Profit/(Loss) for the period after tax and minority interest | 28.93 | 3,766.18 | (2783.00) | 10,336.53 |
| Other comprehensive income | (1.27) | 0.36 | 0.28 | 0.22 |
| Total comprehensive income (after tax) | 217.66 | 3,766.54 | (2782.71) | 10,336.75 |

DIVIDEND

Directors do not recommend any dividend for the year ended on 31st March, 2021.

DIVIDEND DISTRIBUTION POLICY

Securities and Exchange Board of India ('SEBI'), by its notification dated 8th July, 2016, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), introducing new Regulation 43A and further amended the same on 5th May, 2021 mandating the top 1000 listed entities, based on market capitalization calculated as on 31st March of every financial year, to formulate a Dividend Distribution Policy and disclose the same on the website of the listed entity and a web-link shall also be provided in their annual reports.

Accordingly, the Board of the Company has adopted a Dividend Distribution Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://www.sadbhavinfra.co.in/en/pdf/dividend-distribution-policy.pdf>

AMOUNT TO BE CARRIED TO RESERVES

Company does not propose to carry any amount to any Reserve Account.

SHARE CAPITAL

The paid up Equity Share Capital as at 31st March, 2021 is ₹352,22,52,160/-. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

DEBENTURES

The Company has listed its Non-convertible Debentures (NCDs) of face value of ₹10,00,000/- (Rupees Ten Lakh) each, on 16th September, 2020 aggregating ₹110.80 crore (outstanding as on date of listing application) which were originally issued on private placement basis, aggregating ₹190 crore in the financial year 2018-19.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year, Company reported at standalone level, the Revenue from Operations amounting to ₹1927.55 million as against ₹1817.67 million in the previous year. The Net Profit reported for the year was ₹28.93 million against ₹3,766.18 million as per previous year. The Consolidated Revenue from Operations was ₹12807.88 million as against ₹22,704.03 million in the previous year. Your Company has achieved consolidated total income of ₹16094.47 million as against ₹25,827.63 million in the previous year.

MERGER OF SADBHAV INFRASTRUCTURE PROJECT LIMITED (“SIPL”) WITH THE SADBHAV ENGINEERING LIMITED (“SEL”)

As Members are aware that Sadbhav Infrastructure Project Limited (the Company) is in a process of merger with Sadbhav Engineering Limited (Holding Company) vide resolution passed by Board on October 19, 2019, pursuant to which the scheme of amalgamation (“Scheme”) was filed before the Hon’ble National Company Law Tribunal, Ahmedabad Bench (“NCLT”). The NCLT passed an order dated December 01, 2020, directing the Company to convene the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors and procure the requisite majority for the approval of the said Scheme. Accordingly, the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors was conveyed by the Company on January 29, 2021 and requisite majority was procured from the relevant stakeholders for the Scheme and the Scrutinizers Report has been received from CS Ashish Shah, confirming the approval of the Scheme by the Stakeholders with requisite majority. Now, the Company is in the process of taking directions from NCLT for completing the merger process in accordance with the Scheme.

COMPANY’S RESPONSE TO COVID-19

The COVID-19 crisis disrupted the operations of the Company across the country, majorly during Q1 of FY 2020-21. The Company resumed operations from May, 2020, after implementation of standard protocols in line with the guidelines prescribed. All the projects and office establishments started functioning after implementing necessary safety and hygiene protocols like wearing of face masks, social distancing norms, workplace sanitation and employee awareness programmes etc. in compliance with the regulations of the local authorities and directives issued by Ministry of Road Transport & Highways (MoRTH)/ National Highway Authority of India (NHAI), and guidelines issued by MHA about commercial and private establishment in the wake of COVID-19.

The group had filled claims for appropriate relief as per the terms of concession agreement with NHAI/Local Authority and had also availed the relief provided by its lenders by way of moratorium on certain principal / interest payment. As on current date, the group has concluded that the impact of Covid-19 is not material based on the evaluations. Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of this report and the group will continue to monitor developments to identify significant uncertainties in future periods, if any.

The Company operates its business in conformity with the highest ethical and moral standards and employee centricity. The Company undertook timely and essential measures to ensure the safety and well-being of its employees at all its under-construction sites. The office based employees were allowed to work from home by providing adequate digital and other assistance. The Company followed all the government advisories and guidelines thoroughly in good faith.

The later quarters of FY 2020-21 saw the economy opening up gradually resulting in the revival of supply and demand. Our employees and associated volunteers on the ground, spread awareness about the need for social distancing, personal hygiene and need to wear mask to prevent infection and avoid the spread of the virus. The Company, through various internal communications, has encouraged its employees to get themselves vaccinated and the Company has also arranged several vaccination drives to facilitate the same.

As the COVID-19 scenario is still evolving, the Company is mapping the developments on a real-time basis to ensure the health and safety of all its stakeholders. The impact of the lockdown disruption is being constantly assessed.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the certificate from the Practicing Company Secretary confirming the compliance, is annexed and forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

The Management Discussion and Analysis report, capturing your Company’s performance, industry trends and other material changes with respect to your Company is presented in a separate section forming part of the Annual Report. The Report provides a consolidated perspective of economic, social and environmental aspects material to our strategy and our ability to create and sustain value to our key stakeholders and includes aspects of reporting as required by Regulation 34(2)(e) read with Schedule V of the Listing Regulations.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There are no material changes in the nature of business during the year.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitment if any affecting the financial position of the company occurred between the ends of the financial year to which this financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

RISK MANAGEMENT

Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks.

Pursuant to the provisions of Regulation 21 of the Listing Regulations, the Company is not required to constitute a Risk Management Committee; however, as a measure of good governance, the Company has constituted a Risk Management Committee of the Board. The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Company's management systems, organizational structures, processes, standards, code of conduct, Internal Control and Internal audit methodologies and processes that governs as to how the Company conducts its business and manages associated risks. The Company also has in place a Risk Management Policy to identify and assess the key risk areas. The Members of the Audit Committee monitors and reviews the implementation of various aspects of the Risk Management Policy. This robust Risk Management framework seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage. Major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis. The Company has also adopted Risk Assessment, Minimization and Control Procedures. At present no particular risk whose adverse impact may threaten the existence of the Company is visualized.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has appropriate internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. It has documented policies and procedures covering financial and operating functions and processes. These policies and procedures are updated from time to time and compliance is monitored by the internal audit function as per the audit plan. The Company continues its efforts to align all its processes and controls with best practices.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Board's Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

i) Changes in Directors and Key Managerial Personnel

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nitin R. Patel (DIN: 00466330), Director of the Company, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment. His brief resume and other details as required under the Act and Listing Regulations for his re-appointment as Director are provided in the Notice of the 15th Annual General Meeting of your Company.

The Director, Mr. Atul N. Ruparel resigned from the Directorship of the Company on 25th May, 2020, the Board place on record, the services rendered by him, during his tenure as a Director of the Company.

There being no other changes in Directorship during the year under review.

Mr. Varun Mehta, Chief Financial Officer has resigned from the Company on 16th October, 2020. The Board hereby places on record its sincerest thanks and gratitude for the valuable contribution made by Mr. Varun Mehta towards the growth and development of the company during his tenure as Chief Financial Officer.

In accordance with section 196 and 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Pradip Kumar Agarwal was appointed as Chief Financial Officer of the Company w.e.f. 10th November, 2020.

There were no other changes in Key Managerial Personnel during the year.

ii) Declaration by an Independent Director(s)

Mr. Sandip V. Patel, Mr. Arun S. Patel and Mrs. Daksha N. Shah, Independent Directors, hold office for a term of five years. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

iii) Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the CVs of potential candidate's vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

iv) Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meets with the criteria for 'Independent Director' as laid down in the Act and Regulation 16 (1) (b) of the Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

v) Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia structure of the Board, including qualifications, experience and competency of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes and dissemination of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressal for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of management's performance and feedback, independence of management from the Board, access of Board and management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director.

Directors were evaluated on aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/ support to management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Areas on which the Committees of the Board were assessed included mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The NRC also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

NUMBER OF MEETINGS OF THE BOARD

During the year, Five (5) board meetings were convened and held. Details of board meetings and committee meeting are given in the corporate governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF BOARD

In compliance with the requirements of Companies Act, 2013 and Listing Regulations, your Board had constituted various Board Committees to assist it in discharging its responsibilities. The Board has adopted charters setting forth the roles and responsibilities of each of the Committees. The Board has constituted following Committees to deal with matters and monitor activities falling within the respective terms of reference:

- a. Mandatory Committees
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholder's Relationship Committee
 - Corporate Social Responsibility Committee
- b. Non-Mandatory Committees
 - Risk Management Committee
 - Finance and Investment Committee

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

NOMINATION AND REMUNERATION POLICY

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations. The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has considered following factors while formulating Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company.

Details of the Remuneration Policy are given in the Corporate Governance Report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The annual financial statements of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (1) (c) of Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website.

The consolidated financial results reflect the operations of the following subsidiaries.

| Sr. No. | Name of Company | CIN/GLN | Address of The Company | Holding/Subsidiary / Associate |
|---------|---|-----------------------|--|---------------------------------|
| 1. | Ahmedabad Ring Road Infrastructure Limited* | U45203GJ2006PLC048981 | "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006. | Wholly owned Subsidiary Company |
| 2. | Maharashtra Border Check Post Network Limited | U45201GJ2009PLC056327 | - do - | Subsidiary Company |
| 3. | Rohtak Hissar Tollway Private Limited | U45203GJ2013PTC074446 | - do - | Wholly owned subsidiary Company |
| 4. | Rohtak Panipat Tollway Private Limited | U45202GJ2010PTC059322 | - do - | Wholly owned subsidiary Company |
| 5. | Sadbhav Nainital Highway Private Limited | U45309GJ2016PTC091777 | - do - | Wholly owned subsidiary Company |
| 6. | Sadbhav Rudrapur Highway Private Limited | U45203GJ2016PTC091774 | - do - | Wholly owned subsidiary Company |
| 7. | Sadbhav Bhavnagar Highway Private Limited | U45309GJ2016PTC092557 | - do - | Wholly owned subsidiary Company |
| 8. | Sadbhav Una Highway Private Limited | U45500GJ2016PTC092589 | - do - | Wholly owned subsidiary Company |
| 9. | Sadbhav Bangalore Highway Private Limited | U45202GJ2016PTC094257 | - do - | Wholly owned subsidiary Company |
| 10. | Sadbhav Vidarbha Highway Private Limited | U45500GJ2017PTC097040 | - do - | Wholly owned subsidiary Company |
| 11. | Sadbhav Udaipur Highway Private Limited | U45309GJ2017PTC097508 | - do - | Wholly owned subsidiary Company |
| 12. | Sadbhav Jodhpur Ring Road Private Limited | U45309GJ2018PTC100367 | - do - | Wholly owned subsidiary Company |
| 13. | Sadbhav Kim Expressway Private Limited | U45309GJ2018PTC101800 | - do - | Wholly owned subsidiary Company |
| 14. | Sadbhav Tumkur Highway Private Limited | U45309GJ2018PTC101396 | - do - | Wholly owned subsidiary Company |
| 15. | Sadbhav Bhimasar Bhuj Highway Private Limited | U45309GJ2018PTC101821 | - do - | Wholly owned subsidiary Company |
| 16. | Sadbhav Vizag Port Road Private Limited | U45309GJ2018PTC101832 | - do - | Wholly owned subsidiary Company |
| 17. | Sadbhav Hybrid Annuity Projects Limited | U45500DL2018PLC335787 | Block No. J-59, Ground Floor SAKET, New Delhi: 110017 | Wholly owned subsidiary Company |

* *Sadbhav Infrastructure Project Limited (SIPL) has entered into a share purchase agreement dated July 1, 2019 with inter alia IDBI Trusteeship Services Limited and LTIDPL INDVIT Services Limited, acting in their capacities as the trustee and investment manager of IndInfravit Trust, an irrevocable trust set-up under the relevant provisions of the Indian Trusts Act, 1882, and registered with the Securities and Exchange Board of India as an infrastructure investment trust under the relevant provisions of the InvIT Regulations (as defined below) (the "Trust"), respectively, and the Company (the "SIPL SPA") for sale of its stake in 9 SPVs. In terms of the SIPL SPA, SIPL has transferred its holding in the 8 SPVs in the Month of February, 2020 and March, 2020. However, the Company has applied for regulatory approvals for the 9th SPV under the SIPL SPA, i.e. Ahmedabad Ring Road Infrastructure Limited (ARRIL), and the same will be closed as and when the necessary approvals are received from the authority.*

PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

Pursuant to the provisions of Section 129, 134 and 136 of the Companies Act, 2013 read with rules made thereunder and pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had prepared consolidated financial statements of the Company and its subsidiaries and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures and associates in Form AOC-1 attached as Annexure-1 which forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The provisions of Section 186 (except sub-section) of the Companies Act, 2013, with respect to a loan, guarantee or security is not applicable to the Company as the Company is engaged in providing infrastructural facilities. The details of investment made during the year under review are disclosed in the financial statements.

FIXED DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. Thus, as on 31st March, 2021, there were no deposits which were unpaid or unclaimed and due for repayment.

INSURANCE

All properties and insurable interests of the company to the extent required have been adequately insured.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions entered into during the financial year were on arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties which could be considered material in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC 2 is attached as Annexure-2 which forms part of this Report.

There are no materially significant related party transactions made by the company with promoters, key managerial personnel or other designated persons which may have potential conflict with interest of the company at large. The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://www.sadbhavinfra.co.in/en/pdf/policy-on-related-party-transaction.pdf>

DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2020-21.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures;
- (ii) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they had taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they had prepared the annual accounts on a going concern basis;
- (v) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (vi) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF).

As there is no unclaimed and unpaid dividend or any other amount require transferring to Investor Education and Protection Fund (IEPF) in the current financial year, hence provisions of Section 125(2) of the Act is not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is a company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods. The Company believes in conducting its business responsibly, fairly and in utmost transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates and as a part of its social objectives. This policy has been formally formulated and adopted in terms of Section 135 of the Act and Rules framed thereunder to undertake CSR activities.

The Board has constituted a Corporate Social Responsibility Committee headed by Mr. Vasistha C. Patel as Chairman and Mr. Nitin R. Patel and Mr. Sandip V. Patel as Members of the Committee.

The responsibilities of the CSR Committee include:

- i. Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
- ii. Recommending the amount of expenditure for the CSR activities.
- iii. Monitoring CSR activities from time to time.

Your Company has complied with the provisions of Section 135 of the Act and CSR Policy of the Company. Accordingly, the details of the CSR activities during the year under review and amount spend is provided in the Report on CSR attached as Annexure-3.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

Pursuant to provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Complaint Redressal Committee has been Comprises of Mrs. Janki Shah as Chairperson, Mrs. Rajal Patel as Presiding Officer, Ms. Aakansha Shah as Member, Ms. Radhika Raninga as Member, Mr. Manish Pandya as Member, Mr. Nitin R. Patel as Member and Mr. Bhadresh K. Soneji as Member.

The Company has not received any complaint of sexual harassment during the financial year 2020-21 and No meeting of Complaint Redressal Committee was held during the year.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has made compliant under Vigil Mechanism/ Whistle Blower Mechanism.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in the Corporate Governance Report. The same is also uploaded on the Company's website i.e. www.sadbhavinfra.co.in.

AUDITORS

(i) Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. S G D G & Associates LLP, Chartered Accountants, Ahmedabad (S G D G) (Firm Registration No. W100188) were appointed as Statutory Auditor of the Company from conclusion of 12th AGM held in the year 2018 till the conclusion of the 17th AGM to be held in the year 2023.

The Auditors' Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended 31st March, 2021. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

(ii) Cost Auditors

The company has received a letter from the cost auditor M/s. J B Mistri & Co., Cost Accountants in Practice having Firm Reg. No. 101067 to the effect that their appointment, if made, would be within the prescribed limits under section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for appointment.

The board of directors of the company has appointed M/s. J B Mistri & Co. & Associates, Cost Accountants as the cost auditors of the Company to conduct the audit of cost records maintained by the Company as required by the Companies (Cost Records and Audit) Rules 2014 as amended from time to time. The Cost Audit Report for the year 2019-2020 was filed with the Ministry of Corporate Affairs. The members are requested to ratify the remuneration to be paid to the cost auditors of the company.

(iii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Ashish Shah & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2021. The Secretarial Audit Report is annexed as Annexure-4.

Explanation or Comments on Qualifications, Reservations or Adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports

The Statutory Auditors' Report does not contain any qualification. There were no reservations or adverse remarks made by the Auditors in their report. Secretarial Audit Report contains following observations and Board of Directors of the Company submitted responses for the same as follows.

1. In terms of SEBI Circular No SEBI/HO/MIRSD/CR ADT/CIR/P/2020/207, Company has not maintained Recovery Expense Fund (REF) with respect to its Listed Debt Securities with the Stock Exchange.

In respect of above qualifications raised by Secretarial Auditor, your directors submit the following reply: Due to second phase of COVID-19, in the month of March and April, 2021, Banks were working with limited staffs and providing limited services, even though application for creating Bank Guarantee was submitted in Banks, Bank did not provided the same within stipulated time period.

SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

ANNUAL RETURN

As per the provisions of section 92(3) of the Companies Act, 2013, the Annual Return of the Company for the FY 2021 is placed on the website of the Company and weblink for the same is <http://www.sadbhavinfra.co.in/en/pdf/2021-09/Annual%20Return%20%E2%80%93%20MGT-7%202020-21.pdf>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no earning and expenditure in the foreign currency.

Since the Company does not have any manufacturing activities, the other particulars required to be provided in terms of Section 134(3)(m) of the Companies Act, 2013 are not applicable.

PARTICULARS OF MANAGERIAL REMUNERATION AND EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided separately as Annexure-5 to this Report.

Your Directors state that none of the Executive Directors of the Company receives any remuneration or commission from any of its Subsidiaries. There was no employee holding by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

BUSINESS RESPONSIBILITY REPORTING

Regulation 34 (2) (f) of the Listing Regulations as amended by SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 w.e.f. 05-05-2021 top 1000 listed companies based on market capitalization as on 31st March of every year, shall submit Business Responsibility Report as part of their Annual Report, describing the initiatives taken by them from an environmental, social and governance perspective, in the prescribed format. The Business Responsibility Report of the Company for the financial year ended on 31st March, 2021 has been provided separately as Annexure-6 and forming part of the Annual Report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
2. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
3. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.

4. The Managing Director of the Company has not received any commission from the Company and not disqualified from receiving any remuneration or commission from any of subsidiaries of the Company.
5. No fraud has been reported by the Auditors to the Audit Committee or the Board.
6. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

ACKNOWLEDGEMENTS

Your Directors thank the Central and various State Governments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year and look forward to their continued support in future.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors

Date: 28th June, 2021
Place: Ahmedabad

Shashin V. Patel
Chairman
DIN: 00048328

Annexure - 1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associates companies/joint ventures

Part "A": Subsidiaries

(Rs. in Million)

| Sr. No. | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | | |
|--|--|---|---------------------------------------|--|--|--|---|-------------------------------------|---|--|---|--|--|--|---|---|---|------------|---|
| Name of the Subsidiary Company | Ahmedabad Ring Road Infrastructure Limited | Maharashtra Border Check Post Network Limited | Rohtak-Hissar Tollway Private Limited | Rohtak-Panipat Tollway Private Limited | Sadbhav Rudrapur Highway Private Limited | Sadbhav Nainital Highway Private Limited | Sadbhav Bhavnagar Highway Private Limited | Sadbhav Una Highway Private Limited | Sadbhav Bangalore Highway Private Limited | Sadbhav Vidarbha Highway Private Limited | Sadbhav Udaipur Highway Private Limited | Sadbhav Jodhpur Ringroad Private Limited | Sadbhav Tumkur Highway Private Limited | Sadbhav Kim Expressway Private Limited | Sadbhav Bhimasar Bhuj Highway Private Limited | Sadbhav Vizag Port Road Private Limited | Sadbhav Hybrid Annuity Projects Limited | TOTAL | |
| Reporting period | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | 2020-21 | | |
| Reporting currency | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | INR | |
| Share Capital | 104.60 | 0.50 | 107.68 | 21.86 | 10.00 | 10.00 | 40.00 | 40.00 | 309.03 | 226.49 | 269.66 | 116.50 | 0.50 | 1011.57 | 0.50 | 0.50 | 0.50 | 2,269.89 | |
| Reserves & Surplus | 822.83 | 2978.63 | (2208.23) | (6263.07) | 1090.62 | 751.47 | 628.13 | 399.06 | 1072.32 | 949.36 | 898.71 | 500.29 | (1.43) | 214.47 | (0.65) | (1.99) | (218.23) | 1,612.29 | |
| Total Assets | 2618.57 | 14664.39 | 9452.31 | 17353.94 | 5207.95 | 3437.82 | 4848.19 | 3503.50 | 7127.53 | 7028.15 | 6016.62 | 3037.50 | 3.02 | 4101.20 | 2.80 | 0.01 | 409.34 | 88,812.84 | |
| Total Liabilities (excluding Share Capital and Reserves & Surplus) | 1691.14 | 11685.26 | 11552.86 | 23595.15 | 4107.33 | 2676.35 | 4180.06 | 3064.44 | 5746.18 | 5852.30 | 4848.25 | 2420.71 | 3.95 | 2875.16 | 2.95 | 1.50 | 627.07 | 84,930.66 | |
| Investments | 17.17 | - | 1.24 | 1.03 | - | - | - | - | 1.08 | - | 70.65 | - | - | 1.03 | - | - | 350.00 | 442.20 | |
| Turnover | 1070.56 | 1923.19 | 491.12 | 585.82 | 253.90 | 21.00 | 1046.55 | 402.18 | 152.13 | 1234.12 | 803.51 | 1579.39 | 0.00 | 1858.23 | - | - | - | 11,421.70 | |
| Profit/(Loss) Before Taxation | 481.74 | (370.55) | (1345.73) | (2062.73) | 172.80 | 72.16 | 46.86 | (1.88) | 114.24 | 11.72 | 70.76 | 145.22 | (0.05) | 77.35 | (0.07) | (0.03) | (101.71) | (2,689.90) | |
| Exceptional Items | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Provision for Taxation | 128.55 | 0.00 | 0.00 | 0.00 | 59.50 | 18.46 | 7.43 | (8.23) | 29.54 | 2.09 | 17.92 | 37.41 | 0.00 | 19.47 | 0.00 | 0.00 | 0.00 | 312.14 | |
| Profit/(Loss) After Taxation | 353.19 | (370.55) | (1345.73) | (2062.73) | 113.30 | 53.70 | 39.43 | 6.35 | 84.70 | 9.63 | 52.84 | 107.81 | (0.05) | 57.88 | (0.07) | (0.03) | (101.71) | (3,002.04) | |
| Proposed Dividend | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | - | |
| % of Shareholding | 100.00% | 99.63% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | - |

Figures in bracket show negative figures.

Notes:

- Name of Subsidiaries which are yet to commence operations
 - SADBHAV TUMKUR HIGHWAY PRIVATE LIMITED
 - SADBHAV BHIMASAR BHUJ HIGHWAY PRIVATE LIMITED
 - SADBHAV VIZAG PORT ROAD PRIVATE LIMITED

2. Part B is not applicable as there are no associate Companies/ Joint Ventures of the Company as on 31st March, 2021.

For and on behalf of Board of Directors

Vasitha C. Patel
Managing Director

DIN: 00048324

Shashin V. Patel
Chairman

DIN: 00048328

Hardik Modi
Company Secretary

Pradip Kumar Agarwal
Chief Financial Officer

Date: June 28, 2021

Place: Ahmedabad

Annexure - 2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

Not Applicable, as there are no contracts or arrangements or transactions entered into with related party which are not at arm's length basis.

- Name(s) of the related party and nature of relationship:
- Nature of contracts/arrangements/transactions:
- Duration of the contracts / arrangements/transactions:
- Salient terms of the contracts or arrangements or transactions including the value, if any:
- Justification for entering into such contracts or arrangements or transactions:
- Date(s) of approval by the Board:
- Amount paid as advances, if any:
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of material contracts or arrangement or transactions at arm's length basis for the year ended on 31st March, 2021:

| Sr. No. | Name of the Related Party | Nature of Relationship | Nature of transactions | Duration of the contracts/ arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. In Million | Date(s) of approval by the Board | Amount Paid / Received in advance |
|---------|---|-------------------------|---|---|--|----------------------------------|-----------------------------------|
| 1 | Sadbhav Engineering Limited | Holding Company | Rendering service under Operations and Maintenance Contract | 2020-21 | 624.06 | N.A | Nil |
| 2 | Sadbhav Engineering Limited | Holding Company | Payment of Rent | 2020-21 | 0.90 | N.A | Nil |
| 3 | Sadbhav Engineering Limited | Holding Company | Services Received under EPC & Maintenance Contracts | 2020-21 | 229.88 | N.A | Nil |
| 4 | Ahmedabad Ring Road Infrastructure Limited | Wholly owned Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 240.44 | N.A | Nil |
| 5 | Maharashtra Border Check Post Network Limited | Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 46.76 | N.A | Nil |
| 6 | Rohtak-Panipat Tollway Private Limited | Wholly owned Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 24.39 | N.A | Nil |
| 7 | Sadbhav Bhavnagar Highway Private Limited | Wholly owned Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 136.26 | N.A | Nil |

| Sr. No. | Name of the Related Party | Nature of Relationship | Nature of transactions | Duration of the contracts/ arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. In Million | Date(s) of approval by the Board | Amount Paid / Received in advance |
|---------|--|-------------------------|---|---|--|----------------------------------|-----------------------------------|
| 8 | Sadbhav Rudrapur Highway Private Limited | Wholly owned Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 132.56 | N.A | Nil |
| 9 | Sadbhav Kim Expressway Private Limited | Wholly owned Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 165.25 | N.A | Nil |
| 10 | Sadbhav Udaipur Highway Private Limited | Wholly owned Subsidiary | Rendering service under Operations and Maintenance Contract | 2020-21 | 22.50 | N.A | Nil |

Note: All above transactions have been entered in the ordinary course of business and arm's length basis, hence approval of Board is not required under Section 188 of the Companies Act, 2013.

For, Sadbhav Infrastructure Project Limited

Shashin V. Patel
Chairman
DIN: 00048328

Date: 28/06/2021
Place: Ahmedabad

Annexure - 3

Annual Report on CSR Activities for the year ended on 31st March 2021

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

Sadbhav Infrastructure Project Limited shall strive to reach out to the under-privileged, needy and weaker sections of the society and to address the social, educational, cultural, environmental and economic needs of such sections of the society. The company shall give preference to the local area of its operations.

The Company has framed the CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is <http://www.sadbhavinfra.co.in/en/pdf/corporate-social-responsibility-policy.pdf>.

Key Focus Areas of the CSR Policy are

- Promoting education
- Health Care
- Sustainable Livelihood
- Protection of the environment
- Infrastructure development
- Slum Area Development
- eradicating extreme hunger and poverty

2. Composition of the CSR Committee:

| Sr. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|-----------------------|--------------------------------------|--|--|
| 01 | Mr. Vasistha C. Patel | Director- Chairman of CSR Committee | 2 | 2 |
| 02 | Mr. Nitin R. Patel | Non-Executive Director-Member | 2 | 2 |
| 03 | Mr. Sandip V. Patel | Independent Director-Member | 2 | 2 |

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company <http://www.sadbhavinfra.co.in/en/pdf/corporate-social-responsibility-policy.pdf>.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, if applicable (attach the report) N.A.

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility) Rules, 2014, and amount required for set off for the financial year, if any

| Sr. No. | Financial Year | Amount available for set-off from preceding financial years (in Rs.) | Amount required to be setoff for the financial year, if any (in Rs.) |
|---------|----------------|--|--|
| | N.A. | Nil | Nil |

6. Average net profit of the Company as per Section 135(5) Rs. 3132.67 Lakhs

7. (a) Two percent of average net profit of the Company as per Section 135(5) Rs. 62.65 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years Nil

(c) Amount required to be set off for the financial year, if any Nil

(d) Total CSR obligation for the financial year (7a + 7b - 7c) Rs. 62.65 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (in Rs. Lakhs) | Amount Unspent (In Rs. Lakhs) | | | | |
|--|---|------------------|---|-----------------------|------------------|
| | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) | | |
| | Amount (in Rs. Lakhs) | Date of Transfer | Name of the Fund | Amount (in Rs. Lakhs) | Date of Transfer |
| 64.10 | Not Applicable | | | | |

(b) Details of CSR amount spent against ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) | | |
|---------|------------------|---|---------------------|-------------------------|----------------|------------------|---------------------------------|--|--|--|--|----------------------|
| Sr. No. | Name of Projects | Item from list of activities in Schedule VII of the Act | Local Area (Yes/No) | Location of the Project | | Project Duration | Amount allotted for the Project | Amount spent in current financial year | Amount transferred to Unspent CSR Account for the project as per section 135(6) of the Act | Mode of Implementation –Direct- Yes/No | Mode of Implementation through Implementation agency | |
| | | | | State | District | | | | | | Name | CSR Registration No. |
| 1 | | | | | | | | | | | | |
| 2 | | | | | Not Applicable | | | | | | | |
| | Total | | | | | | | | | | | |

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | |
|---------|---------------------|--|-----------------------|--------------------------|-----------|--|--|---|----------------------|
| Sr. No. | Name of the Project | Item from the list of activities in schedule VII to the Act. | Local area (Yes/ No). | Location of the project. | | Amount spent for the project (in Rs. Lakhs). | Mode of implementation on - Direct (Yes/No). | Mode of implementation - Through implementing agency. | |
| | | | | State | District | | | Name | CSR registration No. |
| 1 | Food Supply | eradicating extreme hunger and poverty | Yes | Gujarat | Ahmedabad | 9.87 | Direct | N.A. | N.A. |
| 2 | Food Supply | eradicating extreme hunger and poverty | Yes | Gujarat | Ahmedabad | 8.57 | Direct | N.A. | N.A. |
| 3 | Food Supply | eradicating extreme hunger and poverty | Yes | Gujarat | Ahmedabad | 8.82 | Direct | N.A. | N.A. |
| 4 | Food Supply | eradicating extreme hunger and poverty | Yes | Gujarat | Ahmedabad | 9.24 | Direct | N.A. | N.A. |
| 5 | Food Supply | eradicating extreme hunger and poverty | Yes | Gujarat | Ahmedabad | 27.51 | Direct | N.A. | N.A. |
| | TOTAL | | | | | 64.01 | | | |

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 64.01 Lakhs

(g) Excess amount for set off, if any: Rs. 1.36 Lakhs

| Sr. No. | Particular | Amount (in Rs. Lakhs) |
|---------|---|-----------------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | 62.65 Lakhs |
| (ii) | Total amount spent for the Financial Year | 64.01 Lakhs |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 1.36 Lakhs |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 1.36 Lakhs |

9. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sr. No. | Preceding Financial Year | Amount Transferred to Unspent CSR Account under Section 135(6) (Rs in Lakhs) | Amount spent in the Reporting Financial Year (Rs. in Lakhs) | Amount Spent to any Specified Fund mentioned in Schedule VII as per Section 135(6), if any | | | Amount remaining to be spent in remaining Financial Years (Rs in Lakhs) |
|---------|--------------------------|--|---|--|-------------------|------------------|---|
| | | | | Name of the Fund | Amount ₹ in lakhs | Date of Transfer | |
| 1 | 2019-20 | - | - | - | - | - | - |
| 2 | 2018-19 | - | - | - | - | - | - |
| 3 | 2017-18 | - | - | - | - | - | - |
| | TOTAL | - | - | - | - | - | - |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

| Sr. No. | Project ID | Name of the Project | Financial year in which the project was commenced | Project duration | Total amount allocated for the project | Amount spent on the project in the reporting Financial Year | Cumulative amount spent at the end of the reporting Financial year | Status of the project- Completed/ Ongoing |
|---------|--------------|---------------------|---|------------------|--|---|--|---|
| 1 | | | | | | | | |
| 2 | | | | Not Applicable | | | | |
| | Total | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

(a) Date of creation or acquisition of the capital asset(s) -

(b) Amount of CSR spent for creation or acquisition of capital asset -

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.-

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5):
Not Applicable

For, Sadbhav Infrastructure Project Limited

Mr. Vasistha C. Patel
MD & Chairman of CSR Committee
DIN: 00048324

Mr. Nitin R. Patel
Director
DIN: 00466330

Date: 28-06-2021
Place: Ahmedabad

Annexure - 4

Form No. MR-3
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sadbhav Infrastructure Project Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sadbhav Infrastructure Project Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Due to current COVID pandemic situation, we have verified the soft copies of records maintained by the Company. Based on our online verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 and verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in following:

1. In terms of SEBI Circular No SEBI/HO/MIRSD/CR ADT/CIR/P/2020/207, Company has not maintained Recovery Expense Fund (REF) with respect to its Listed Debt Securities with the Stock Exchange.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per records available in the said minutes there were no dissenting views expressed by any directors during the meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company there are no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For, Ashish Shah & Associates

Ashish Shah

Company Secretary in practice

FCS No.: 5974 • C P No.: 4178

UDIN: F005974C000525482

Date: 28th June, 2021

Place: Ahmedabad

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure - A

To,
The Members,
Sadbhav Infrastructure Project Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Ashish Shah & Associates

Ashish Shah

Company Secretary in practice

FCS No.: 5974 • C P No.: 4178

UDIN: F005974C000525482

Date: 28th June, 2021

Place: Ahmedabad

Annexure - 5

Detail under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2020-21:

| Name of Directors | Designation | Ratio of remuneration of the Directors to the median remuneration of the employees | % increase in remuneration in the financial year** |
|-----------------------|------------------------|--|--|
| Mr. Vasistha C. Patel | Managing Director | 7.58:1 | Nil |
| Mr. Shashin V. Patel* | Chairman | 0.08:1 | Nil |
| Mr. Nitin R. Patel* | Non-Executive Director | 0.19:1 | Nil |
| Mr. Sandip V. Patel* | Independent Director | 0.19:1 | Nil |
| Mr. Arun S. Patel* | Independent Director | 0.19:1 | Nil |
| Mrs. Daksha N. Shah* | Independent Director | 0.19:1 | Nil |

* Reflecting siting fees.

** Reflecting siting fees based on attendance of Board Meeting.

Comparison of remuneration of the key managerial personnel against the performance of the Company: Profit before tax decreased by 93.45% and profit after tax decreased by 94.19% in the financial year 2020-21.

The percentage increase in remuneration of the Chief Financial Officer and the Company Secretary: Nil.

B. The percentage increase in the median remuneration of employees in the financial year 2020-21: -8.03%

C. There were 67 employees on the rolls of Company as on March 31, 2021.

D. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2020-21 was 6% whereas the increase in the managerial remuneration for the same financial year was Nil.

E. It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

The information required under sub section (12) of section 197 of the Companies Act, 2013 read with rule 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) rule 2014, the details showing the name and other particulars of employees drawing remuneration in excess of limits set out in the said rule are as under.

- None of the Employees who was employed throughout the year and in receipt of remuneration aggregating Rs. 1,02,00,000/- or more per annum in terms of Rule 5 (2) (i).
- None of the Employees who was employed for the part of the year and in receipt of remuneration aggregating Rs. 8,50,000/- per month in terms of section Rule 5 (2) (ii).
- None of the employees is covered under Rule 5 (2) (iii).

The Statement containing the names of top ten employees will be made available on request sent to the Company on investor@sadbhavinfra.co.in.

For and on behalf of the Board of Directors

Shashin V. Patel
Chairman
DIN: 00048328

Date: 28-06-2021
Place: Ahmedabad

Annexure - 6

BUSINESS RESPONSIBILITY REPORT FOR THE FINANCIAL YEAR 2020-21

Section A: General Information about the Company

| | | | |
|-----|---|---|--|
| 1. | Corporate Identity Number(CIN) | L45202GJ2007PLC049808 | |
| 2. | Name of the Company | Sadbhav Infrastructure Project Limited | |
| 3. | Registered Address | Sadbhav House, Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad - 380006 | |
| 4. | Website | www.sadbhavinfra.co.in | |
| 5. | E-mailid | investor@sadbhavinfra.co.in | |
| 6. | Financial Year reported | 2020-21 | |
| 7. | Sector(s) that the Company is engaged in (industrial activity code wise) | Industrial Group | Description |
| | | 42101 | Development, construction as well as operations & maintenance of Infrastructure projects and related consulting and advisory services. |
| 8. | List three key product/services that the Company manufactures/provides(as in balance sheet) | Development, operation and maintenance of national and state highways and roads in several states in India. | |
| 9. | Total number of locations where business activity is undertaken by the Company: i. Number of International Locations ii. Number of National Locations | NIL Presently Company executes various projects across 8 states in India | |
| 10. | Markets served by the Company (Local/State/National/International) | Company executed projects across various states in India. | |

Section B: Financial Details of the Company

| | | |
|---|--|--|
| 1 | Paid up capital (INR) | Rs. 3522.25 Million |
| 2 | Total turnover (INR) | Rs. 1927.55 Million |
| 3 | Total Profit after taxes (INR) | Rs. 218.93 Million |
| 4 | Total Profit after taxes and other Comprehensive income (INR) | Rs. 217.66 Million |
| 5 | Total Spending on CSR as percentage of profit After tax (%) | Rs. 6.4 Million |
| 6 | List of activities in which expenditure in 5 above has been incurred | Eradicating extreme hunger and poverty |

Section C: Other Details

| | | |
|---|--|---|
| 1 | Does the Company have any Subsidiary Company/ Companies? | Yes |
| 2 | Do the Subsidiary Company / Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s)? | Business Responsibility initiatives of the parent company are applicable to the subsidiary companies to the extent that they are material in relation to the business activities of the subsidiaries. |
| 3 | Do any other entity / entities (e.g. suppliers, distributors etc) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30- 60%, More than 60%] | No other entity / entities participate in the BR initiatives of the Company. |

Section D: BR Information

1. Details of Director/Directors responsible for BR:

a) Details of the Director/Directors responsible for implementation of the BR Policy/Policies:

| | |
|---------------------------------------|----------------------|
| Directors Identification Number (DIN) | 00048328 |
| Name | Mr. Shashin V. Patel |
| Designation | Chairman |

b) Details of the BR Head:

| Sr. No. | Particulars | Details |
|---------|---------------------|--|
| 1 | DIN (if applicable) | 00466330 |
| 2 | Name | Mr. Nitin R. Patel |
| 3 | Designation | Director |
| 4 | Telephone Number | +91 79 40400400 |
| 5 | E mail Id | investor@sadbhavinfra.co.in |

2. Principle-wise (as per NVGs) BR Policy/Policies:

a) Details of compliance (Reply in Y/N)

| Sr. No | Questions | Business Ethics | Product Life Responsibility | Employee Well-being | Stakeholder Engagement | Human Rights | Environment | Policy Advocacy | Inclusive Growth | Customer Value |
|--------|---|---|-----------------------------|---------------------|------------------------|--------------|-------------|-----------------|------------------|----------------|
| | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| 1 | Do you have a policy / policies for | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 2 | Has the policy been formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3 | Does the policy conform to any national / international standards? If yes, specify? (50 words) | All the policies are compliant with respective principles of NVG Guidelines. | | | | | | | | |
| 4 | Has the policy been approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director? | Y | - | Y | Y | Y | Y | - | - | - |
| 5 | Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 6 | Indicate the link for the policy to be viewed online? | http://www.sadbhavinfra.co.in/en/about.html | | | | | | | | |
| 7 | Has the policy been formally communicated to all relevant internal and external stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 8 | Does the Company have in-house structure to implement the policy /policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 9 | Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy /policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 10 | Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency? | Y | Y | Y | Y | Y | Y | Y | Y | Y |

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

| No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|---|----|----|----|----|----|----|----|----|----|
| 1 | The company has not understood the Principles | | | | | | | | | |
| 2 | The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles | | | | | | | | | |
| 3 | The company does not have financial or manpower resources available for the task | | | | | | | | | |
| 4 | It is planned to be done within next 6 Months | | | | | | | | | |
| 5 | It is planned to be done within the next 1 year | | | | | | | | | |
| 6 | Any other reason (please specify) | | | | | | | | | |

Not Applicable

3. Governance related to BR:

| | | |
|---|---|---|
| a | Indicate the frequency with which the Board of Directors, Committee of the Board or CEO meet to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year | The Director periodically assesses the BR performance of the Company. |
| b | Does the Company publish a BR or a Sustainability Report? What is the hyper-link for viewing this report? How frequently it is published? | In line with the National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business (NVEG), company will publish Business Responsibility Report (BRR) Annually. |

Section E: Principle-wise Performance

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability:

| | | |
|---|---|--|
| 1 | Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others? | The Company has adopted a Code of Conduct for its Directors and Senior Management. Additionally, the Policy on Code of Conduct for Employees applies to all employees of Group companies. These do not extend to other entities. |
| 2 | How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so. | Nil |

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle:

| | | |
|---|---|---|
| 1 | List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and /or opportunities. | Development, operation and maintenance of national and state highways and roads in several states in India. |
| 2 | For each such product, provide the following details in respect of resource use (energy, water, raw material etc) per unit of product (optional): a. Reduction during sourcing / production / distribution achieved since the previous year through the value chain: b. Reduction during usage by consumers (energy, water) achieved since the previous year? | Not applicable. Not applicable. Company is not in business of manufacturing of goods or consumable products. |

| | | |
|---|---|---|
| 3 | Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so. | <p>As part of sourcing strategy, our priority is to source local raw materials for construction of Roads and Toll Plazas. Moreover, we strive to design and construct sustainable Projects which incorporate conservation measures, continuous monitoring of environment and use of resources that are environment friendly, adoption of green technologies and deployment of fuel efficient plants and machineries.</p> <p>Invariably, construction material like sand and aggregates are procured locally eliminating unnecessary transportation. While, it may not be possible to procure Bitumen Steel and Cement locally, in such cases only, the nearest source is explored for procurement.</p> |
| 4 | <p>Has the Company undertaken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?</p> <p>If yes, what steps have been taken to improve their capacity and capability of local and small vendors?</p> | <p>We always engage local contractors in the vicinity of our projects for supply of goods and services like housekeeping services, security, accommodation and provide mess facilities for staff. In addition, employment to local youth is provided in various functions in our Project / Toll offices and Toll plazas.</p> <p>Our regular interaction with the vendors and educating them the standards of quality required by us and their importance helps to enhance their approach and understanding of support functions. Apart from this, at the project sites, steps undertaken to award small / petty contracts to locals pertaining to job work, equipment supply, supplies, manpower, etc. thereby building the capability / capability at local level.</p> |
| 5 | Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so. | Recycling the product is not applicable as consumable goods and the associated packing material is not applicable. |

Principle 3: Business should promote the well being of all employees

| | | |
|---|--|---|
| 1 | Please indicate total number of employees | 67 |
| 2 | Please indicate total number of employees hired on temporary / contractual / casual basis | Nil |
| 3 | Please indicate the number of permanent women employees | 2 |
| 4 | Please indicate the number of permanent employees with disabilities | Nil |
| 5 | Do you have an employee association that is recognized by the Management? | No |
| 6 | What percentage of permanent employees is members of this recognized employee association? | N.A |
| 7 | Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. | No complaints |
| 8 | What percentage of undermentioned employees were given safety and skill up-gradation training in the last year? | <p>A. Permanent employees : 75%</p> <p>B. Permanent women employees : 100%</p> <p>C. Casual / Temporary / Contractual employee : 0%</p> <p>D. Employees with disabilities : N/A</p> |

Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized:

| | | |
|---|---|---|
| 1 | Has the company mapped its internal and external stakeholders? Yes/No | Yes, Stakeholders of the company have been mapped through a formal process of consultations at all operations. The Company's key stakeholders include employees, suppliers, business partners, regulatory agencies and especially local communities around its sites of operations. |
| 2 | Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders? | Yes, the Company has identified the disadvantaged, vulnerable and the marginalized sections within the local communities around its sites of operations. |
| 3 | Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so. | As and when circumstances occur. |

Principle 5: Business should respect and promote human rights:

| | | |
|---|--|---|
| 1 | Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others? | Yes. Policy on human rights covers employees of the company as well as employees of the subsidiaries. |
| 2 | How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? | Nil |

Principle 6: Business should respect, protect, and make effort to restore the environment

| | | |
|---|--|---|
| 1 | Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others. | Yes, it extends to Company as well as subsidiaries. |
| 2 | Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming etc? Y/N. If yes, please give hyper-link for webpage etc. | No, the Company does not have any project globally. |
| 3 | Does the Company identify and assess potential environmental risks? Y/N | Yes |
| 4 | Does the Company have any project related to Clean Development Mechanism (CDM)? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? | No |
| 5 | Has the company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyper link for web page etc. | No |
| 6 | Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported? | Yes. Complied with. |
| 7 | Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on the end of Financial Year. | Nil |

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

| | | |
|---|--|---|
| 1 | Is your Company a member of any trade and chambers of association? If yes, name only those major ones that your business deals with. | No |
| 2 | Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Polices, Energy Security, Water, Food Security, Sustainable Business Principles, Others) | We have been suggesting changes in policies to remove bottlenecks impacting the growth of infrastructure in the country and simplification of arbitration policies. |

Principle 8: Business should support inclusive growth and equitable development

| | | |
|---|--|---|
| 1 | Does the company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof. | Yes. Company has a well drafted CSR Policy in line with Section 135 and Schedule VII of the Companies Act, 2013. |
| 2 | Are the programmes/projects undertaken through inhouse team/own foundation/external NGO/government structures/any other organization? | Any other Organization |
| 3 | Have you done any impact assessment of your initiative? | No |
| 4 | What is the Company's direct contribution to community development projects - Amount in INR and details of the projects undertaken? | The Company had contributed Rs.64 lakhs to Conservation of public welfare as part of its CSR initiatives. |
| 5 | Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so. | The Company undertakes needs assessment surveys in villages and community before undertaking CSR initiatives. Community needs are understood and evaluated and their views are taken before project plans are finalized and executed. |

Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner

| | | |
|---|---|-----|
| 1 | What percentage of customer complaints/consumer cases are pending as on the end of financial year. | Nil |
| 2 | Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information) | N.A |
| 3 | Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so. | No |
| 4 | Did your Company carry out any consumer survey / consumer satisfaction trends? | No |

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of highest level of transparency, integrity, equity, openness, fairness and accountability in all phases of its functioning and its interactions with stakeholders, employees, government, regulatory bodies and community at large. To create a culture of corporate governance, the company has adopted practices such as constitution of various Board Committees for effective internal control system, adequate and timely compliance, fair representation of professionally qualified, non-executive and independent directors on the Board, disclosure of material information, effective management control, etc. The company is committed to achieve good corporate governance for betterment of sustainable growth and enhancement of stakeholders' value. So far as compliance with the requirement of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is concerned, Company has complied with all the mandatory norms and disclosures that have to be made on Corporate Governance front.

2. BOARD OF DIRECTORS

A. Composition of Board:

In compliance with the code of Corporate Governance, the composition of Board of Directors comprised of both Executive and Non-Executive Directors including Independent Directors. As on 31st March, 2021, the Board comprised of Six directors which include one Executive Director and Five Non-Executive Directors including Three Independent Directors (including one woman Director). Non-Executive and Independent Directors have expert knowledge in the fields of finance, taxation, accounts, audit, legal and industry. Thus the Board represents a balanced mix of professionals, who bring the benefits of their knowledge and expertise to the Company and which enable them to effectively contribute to the Company in their capacity as Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on 31st March, 2021 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

During FY 2021, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

None of the Directors hold office in more than 20 companies and in more than 10 public companies as prescribed under Section 165(1) of the Act. No Director holds Directorships in more than 8 listed companies.

Further, none of the Independent Directors ('ID') served as ID in more than 7 listed companies. The Managing Directors did not serve as an Independent Director in any listed company.

The composition of Board of Directors as on 31st March, 2021 is as under.

| Name | Designation | Category | No. of Equity Shares held | No. of Directorship held in other Public Limited Companies | No. of Committee Membership in other companies # | No. of Committee Chairmanship in other companies # | Directorship in other listed entity (Category of Directorship) |
|--|-----------------------------------|----------------------------------|---------------------------|--|--|--|---|
| Mr. Vasistha C. Patel (DIN: 00048324) | Managing Director | Executive Director | 440000 | 7 | 1 | 0 | Nil |
| Mr. Shashin V. Patel (DIN: 00048328) | Chairman & Non-Executive Director | Promoter, Non-Executive Director | 814110 | 5 | 0 | 0 | 1. Sadbhav Engineering Limited (Vice - Chairman & Non-Executive Director) |

| Name | Designation | Category | No. of Equity Shares held | No. of Directorship held in other Public Limited Companies | No. of Committee Membership in other companies # | No. of Committee Chairmanship in other companies # | Directorship in other listed entity (Category of Directorship) |
|--|-------------|---|---------------------------|--|--|--|--|
| Mr. Nitin R. Patel (DIN: 00466330) | Director | Non-Independent, Non-Executive Director | 191806 | 6 | 2 | 0 | 1. Sadbhav Engineering Limited (Executive Director) |
| Mr. Sandip V. Patel (DIN: 00449028) | Director | Independent, Non-Executive Director | 1885 | 7 | 1 | 1 | 1. Sadbhav Engineering Limited (Independent Director, Non-Executive) |
| Mr. Arun S. Patel (DIN: 06365699) | Director | Independent, Non-Executive Director | 1885 | 4 | 1 | 2 | 1. Sadbhav Engineering Limited (Independent Director, Non-Executive) |
| Mrs. Daksha N. Shah (DIN: 00376899) | Director | Independent, Non-Executive Director | Nil | 9 | 1 | 0 | 1. Mas Financial Services Ltd. (Independent Director, Non-Executive) |

Only Audit Committee and the Stakeholders' Relationship Committee of Indian Public Limited Companies (excluding Sadbhav Infrastructure Project Limited) have been considered for committee position.

* Mr. Vasistha C. Patel and Mr. Shashin V. Patel are brother-in-laws. Except this, none of the other Directors are related to any other on the Board in terms of definition of 'relative' as per Companies Act, 2013.

Mr. Atul N. Ruparel, Independent Director of the Company has resigned before the expiry of his tenure due to unable to allocate of proper time in the management of the Company as expansion of scope of work in his profession and he has also confirmed that there was no other material reason other than this reason for his resignation.

B. Board Meeting And Procedure:

The Board meets at least once in a quarter and the maximum time gap between any two meetings is not more than four months. During the year under review, 5 (Five) Board Meetings were held on 6th July, 2020, 31st August, 2020, 10th November, 2020, 28th January, 2021 and 10th February, 2021. The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, business plans, annual budgets, projects and capital expenditure, compliance with applicable laws and regulations.

The meetings of the Board of Directors are scheduled well in advance. The Company Secretary, in consultation with Managing Director and other Directors, prepares detailed agenda for the meetings. Directors are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman. The draft minutes of the meeting approved by the Chairman is circulated to all the Directors within fifteen days after the conclusion of the meetings.

Attendance at Board meetings and Annual General Meeting (AGM)

| Name | No. of Board Meetings held | No. of Board Meetings Attended | Attendance at the last AGM |
|-----------------------|----------------------------|--------------------------------|----------------------------|
| Mr. Vasistha C. Patel | 5 | 4 | Yes |
| Mr. Shashin V. Patel | 5 | 2 | Yes |
| Mr. Nitin R. Patel | 5 | 5 | Yes |
| Mr. Sandip V. Patel | 5 | 5 | Yes |
| Mr. Arun S. Patel | 5 | 5 | Yes |
| Mrs. Daksha N. Shah | 5 | 5 | Yes |

C. Evaluation of Board Performance:

During the year, the Board in consultation with Nomination and Remuneration Committee, has adopted a formal mechanism to lay down the evaluation criteria for the performance of the Chairman, the Board, the Committees and Executive/Non-Executive/Independent Directors, excluding the Director being evaluated. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and of the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation on different criteria, which reflected the overall engagement of the Board and its Committees with the Company.

D. Separate Meeting of Independent Directors:

During the year under review, in compliance with the requirements of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 read with Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors of the Company, without attendance of Non-Independent Directors and members of management, was held on 10th February, 2021, wherein, the Independent Directors:

1. Reviewed the performance of Non-Independent Directors;
2. Reviewed the performance of Board as a whole;
3. Reviewed the performance of Chairman of the Company;
4. Assessed the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

E. Familiarization Programme for Independent Directors:

The Company familiarized its Independent Directors with the Corporate Structure of the group, nature of the industry in which Company operates, business model of the Company, project details, toll income and financials, etc. through familiarization programme held on 10th February, 2021. The detailed familiarization programme for Independent Directors is available on the website of the company. Weblink of the same is <http://www.sadbhavinfra.co.in/en/pdf/2021-09/2020-21.pdf>

F. Skills, Expertise and Competencies of the Board

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

- a) Leadership experience in managing companies and associations including general management.
- b) Industry experience including its entire value chain and indepth experience in corporate strategy and planning
- c) Expertise in the field of Infrastructure
- d) Experience in finance, tax, risk management, legal, compliance and corporate governance
- e) Experience in human resources and communication
- f) Relevant experience and knowledge in the matters of Safety and Corporate Social Responsibility including environment, sustainability, community and values

The Board as a whole possesses the identified skills, expertise and competencies as are required in the context of business of the Company.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board.

| Name of the Director | Expertise in Specific functional area |
|------------------------|--|
| Mr. Shashin V. Patel | Entrepreneur, Infrastructure domain, Business Strategy and Corporate Management |
| Mr. Vasistha C. Patel | General Corporate Management of construction industry, administration and operations at the various project site |
| Mr. Nitin R. Patel | Accounts, Project Finance, Fund Raising, Banking and Legal matters |
| Mr. Sandip V. Patel | Internal control systems, Cost Planning and Project Financing, Funds Raising and Taxation |
| Mrs. Dakshaben N. Shah | Microfinance, Corporate Governance and Strategy planing and implemantation |
| Mr. Arun S. Patel | Audit, Taxation, Accounts and Finance and Project Finance |

3. COMMITTEES OF THE BOARD

The Board has following Committees as on 31st March, 2021:

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Stakeholder' Relationship Committee
- (4) Finance and Investment Committee
- (5) Corporate Social Responsibility Committee
- (6) Risk Management Committee

The terms of reference of the Board Committees are determined by the Board from time to time. The Board is responsible for constituting, re-constituting, assigning and co-opting the members of the Committees.

A. Audit Committee

I. Terms of Reference:

The Audit Committee functions in accordance with Section 177 of the Act, Regulation 18 of the Listing Regulations and its Charter adopted by the Board. During the year under review, the Audit Committee Charter was amended to align the role of the Committee with amendments to the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, includes:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the Statutory Auditor of the Company and fixation of audit fee;
- Reviewing and monitoring the Statutory Auditor's independence and performance and effectiveness of audit process;
- Approving payments to Statutory Auditors for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issued and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of funds raised through the proposed offer by the Company.
- Approval or any subsequent modifications of transactions of the Company with related parties;
- Scrutinizing of inter-corporate loans and investments;
- Valuing of undertakings or assets of the Company, wherever it is necessary;
- Evaluating of internal financial controls and risk management system;
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances
- Reviewing with the management, the performance of Statutory and Internal Auditors and adequacy of internal control system;
- Reviewing the adequacy of internal audit function if any, including the structure of internal audit department, reporting structure coverage and frequency of internal audit;
- Discussing with Internal Auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the Statutory Auditors before the audit commences about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- Approving the appointment of the Chief Financial Officer or any other person handling the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

II. Composition and Attendance:

The Company has independent Audit Committee, constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Committee are financially literate. The Company Secretary acts as the secretary to the Committee. Mr. Sandip V. Patel, Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on 29th September, 2020.

During the year 2020-21, 4 (four) meetings of the Audit Committee were held on 6th July, 2020, 31st August, 2020, 10th November, 2020, and 10th February, 2021.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned

| Name | Designation | Category | No. of meetings held | No. of meetings attended |
|---------------------|-------------|---|----------------------|--------------------------|
| Mr. Sandip V. Patel | Chairman | Independent, Non-Executive Director | 4 | 4 |
| Mr. Arun S. Patel | Member | Independent, Non-Executive Director | 4 | 4 |
| Mr. Nitin R. Patel | Member | Non-Independent, Non-Executive Director | 4 | 4 |

B. Nomination and Remuneration Committee

I. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes following:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- Formulating criteria for evaluation of the Independent Directors and the Board;
- Specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance.
- Devising a policy on Board diversity;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluations of every Director's performance;
- Analyzing, monitoring and reviewing various human resource and compensation matters;
- Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment and determining remuneration packages of such Directors;
- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market related, usually consisting a fixed and variable component;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 2. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

II. Composition and Attendance:

The Company has independent Nomination and Remuneration Committee, constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Arun S. Patel, Chairman of the Nomination and Remuneration Committee, was present at the Annual General Meeting of the Company held on 29th September, 2020.

During the year 2020-21, 2 (two) meeting of the Nomination and Remuneration Committee was held on 31st August, 2020 and 10th November, 2020.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

| Name | Designation | Category | No. of meetings held | No. of meetings attended |
|---|-------------|-------------------------------------|----------------------|--------------------------|
| Mr. Atul N. Ruparel (Till 25th May, 2020.) | Chairman | Independent, Non-Executive Director | - | - |
| Mr. Arun S. Patel (w.e.f. 06th July, 2020.) | Chairman | Independent, Non-Executive Director | 2 | 2 |
| Mr. Sandip V. Patel | Member | Independent, Non-Executive Director | 2 | 2 |
| Mr. Shashin V. Patel | Member | Promoter, Non-Executive Director | 2 | 1 |

III. Remuneration Policy:

The remuneration policy of the Company has been formulated by ensuring that the level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate Directors. Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis.

i) Remuneration to Non-Executive Directors

During the year 2020-21, Non-Executive Directors are paid sitting fees for each meeting of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ii) Remuneration to Managing Director

Remuneration paid to the Executive Directors is recommended by the Nomination & Remuneration Committee, approved by the Board and is subject to the overall limits as approved by the shareholders.

Mr. Vasistha C. Patel, Managing Director was paid remuneration of Rs.2.50 Lakh per month by way of salary for the financial year ended 31st March, 2021 excluding leave encashment. Mr. Vasistha C. Patel, Managing Director was also entitled to receive commission on profits as well as other perquisites as determined by the Board of Directors and approved by shareholders.

The Company has entered into an agreement with Mr. Vasistha C. Patel for his employment for a period of Five years. Either party to an agreement is entitled to terminate the agreement by giving not less than 90 days' notice in writing to other party.

Details of the remuneration paid to Executive and Non-Executive Directors during the year 2020-21 are as under.

| Name of Directors | Salary (Rs. In Lakh) | Sitting Fees (Rs. In Lakh) | Terms of appointment |
|--|----------------------|----------------------------|----------------------------------|
| Mr. Vasistha C. Patel | 32.50 | Nil | 5 years from 1st January, 2018 |
| Mr. Shashin V. Patel | Nil | 0.03 | Nil |
| Mr. Nitin R. Patel | Nil | 0.075 | Nil |
| Mr. Sandip V. Patel | Nil | 0.075 | 5 years from 5th September, 2019 |
| Mr. Arun S. Patel | Nil | 0.075 | 5 years from 22nd October, 2019 |
| Mr. Atul N. Ruparel (Resigned on 25th May, 2020) | Nil | Nil | 5 years from 22nd October, 2019 |
| Mrs. Daksha N. Shah | Nil | 0.075 | 5 years from 24th March, 2020 |

The Company has not entered into any pecuniary relationship or transactions with Non-Executive Directors of the Company.

Further, criteria for making payment, if any, to non-executive directors are provided under the Nomination and Remuneration Policy of the Company which is hosted on the website of the Company and the weblink for the same is http://www.sadbhavinfra.co.in/en/pdf/criteriafor_making_payment_to_non_executive_directors.pdf.

Service contracts, notice period, severance fees:

Term of Managing Director is contractual.

Notice Period: 90 days

Severance Fees: Nil

C. Stakeholders' Relationship Committee

I. Terms of Reference:

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders. During the year under review, the terms of reference of the SRC were amended to align the role of the Committee with amendments to the Listing Regulations. The terms of reference of the SRC includes:

- Redressal of shareholders' / investors' grievances;
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividend, balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders;
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.
- Carrying out any other function as prescribed under the Equity Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Composition and Attendance:

The Company has constituted Stakeholders' Relationship Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary acts as the secretary to the Committee. Mr. Nitin R. Patel, Chairman of the Stakeholders' Relationship Committee, was present at the Annual General Meeting of the Company held on 29th September, 2020.

During the year 2020-21, 4 (four) meetings of the Stakeholders' Relationship Committee were held on 6th July, 2020, 31st August, 2020, 10th November, 2020 and 10th February, 2021.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

| Name | Designation | Category | No. of meetings held | No. of meetings attended |
|-----------------------|-------------|---|----------------------|--------------------------|
| Mr. Nitin R. Patel | Chairman | Non-Independent, Non-Executive Director | 4 | 4 |
| Mr. Vasistha C. Patel | Member | Executive Director | 4 | 3 |
| Mr. Arun S. Patel | Member | Independent, Non-Executive Director | 4 | 4 |
| Mr. Sandip V. Patel | Member | Independent, Non-Executive Director | 4 | 4 |

III. No. of Complaints received and resolved during the year:

| Particulars | No. of Complaints |
|--|-------------------|
| Complaints at the beginning of the year | Nil |
| Complaints received during the year | Nil |
| Complaints resolved during the year | Nil |
| Complaints remains unresolved at the end of the year | Nil |

D. Finance and Investment Committee

The Board has constituted Finance Committee as "Finance and Investment Committee" comprising of Mr. Shashin V. Patel, Mr. Vasistha C. Patel, Mr. Nitin R. Patel and Mr. Arun S. Patel, to review investment of funds, approval of short terms and/or long terms loans, banking transactions, avail financial facilities for Company and any other matters related to finance and investments of the company as decided by the Board of Directors of the Company.

Finance and Investment Committee meets as and when the need to consider any matter assigned to it arises.

During the year 2020-21, 5 (Five) meetings of the Finance and Investment Committee were held on 29th April, 2020, 8th May, 2020, 28th July, 2020, 12th October, 2020, 23rd October, 2020.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

| Name | Designation | Category | No. of meetings held | No. of meetings attended |
|-----------------------|-------------|---|----------------------|--------------------------|
| Mr. Vasistha C. Patel | Member | Executive Director | 5 | 5 |
| Mr. Shashin V. Patel | Chairman | Non-Independent, Non-Executive Director | 5 | 3 |
| Mr. Nitin R. Patel | Member | Independent, Non-Executive Director | 5 | 5 |
| Mr. Arun S. Patel | Member | Independent, Non-Executive Director | 5 | 5 |

E. Corporate Social Responsibility Committee

Company has duly constituted Corporate Social Responsibility Committee (known as "CSR Committee") in compliance with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, for the purpose of activities to be undertaken by the company towards the Corporate Social Responsibility (CSR).

The terms of reference of CSR Committee includes, formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder and providing guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

During the year 2020-21, 2 (Two) meetings of the CSR Committee was held on 10th February, 2021 and 31st March, 2021.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

| Name | Designation | Category | No. of meetings held | No. of meetings attended |
|-----------------------|-------------|---|----------------------|--------------------------|
| Mr. Vasistha C. Patel | Chairman | Executive Director | 2 | 2 |
| Mr. Nitin R. Patel | Member | Non-Independent, Non-Executive Director | 2 | 2 |
| Mr. Sandip V. Patel | Member | Independent, Non-Executive Director | 2 | 2 |

F. Risk Management Committee

In compliance of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the Risk Management Committee and majority of members of the Committee are members of Board of Directors. The Company has a well-defined risk management framework to identify, recognize, monitor and mitigate risks as also identify business opportunities. The Committee has been delegated powers to monitor and review risk management plans. The Committee is headed by Mr. Vasistha C. Patel as Chairman of the Committee. Mr. Nitin R. Patel and Mr. Sandip V. Patel are members of the Committee. The Committee meets as and when the need to review the management plans.

During the year 2020-21, 1 (One) meeting of the Risk Management Committee was held on 31st March, 2021.

The composition, details of number of meetings held during the year and attendance of each member at the meeting are mentioned below.

| Name | Designation | Category | No. of meetings held | No. of meetings attended |
|-----------------------|-------------|---|----------------------|--------------------------|
| Mr. Vasistha C. Patel | Chairman | Executive Director | 1 | 1 |
| Mr. Nitin R. Patel | Member | Non-Independent, Non-Executive Director | 1 | 1 |
| Mr. Sandip V. Patel | Member | Independent, Non-Executive Director | 1 | 1 |

4. GENERAL BODY MEETINGS

Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed:

| Financial Year | Day, Date & Time | Venue | Special Resolution passed |
|----------------|---|---|--|
| 2019-20 | Tuesday, 29th September, 2020 (02:00 p.m.) | Through Video Conferencing or Other Audio Visual Means. | Yes - Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis |
| 2018-19 | Wednesday, 25th September, 2019 (11.00 AM) | Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006 | Yes - Issue of Secured/Unsecured Non-Convertible Debenture and/or other Securities on private placement bases - Re-appointment of Mr. Sandip Patel (DIN: 00449028) as an Independent Director of the Company - Re-appointment of Mr. Atul Ruparel (DIN: 00485470) as an Independent Director of the Company - Re-appointment of Mr. Arun Patel (DIN: 06365699) as an Independent Director of the Company - Re-appointment of Mr. Mirat Bhadlawala (DIN: 01027984) as an Independent Director of the Company - Re-appointment of Mrs. Daksha Shah (DIN: 00376899) as an Independent Director of the Company |
| 2017-18 | Thursday, 27 th September, 2018 (11.00 AM) | Lions Hall, Near Mithakhali Six Road, Ellisbridge, Ahmedabad-380006 | Yes - Issue of Secured/Unsecured Non-Convertible Debentures and/or other Debt Securities on private placement basis |

No special resolution was passed through postal ballot during the last year. Further Company has not proposed to pass any special resolution through postal ballot.

Hon'ble National Company Law Tribunal Convened Meeting:

Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") has passed order dated 1st December, 2020 for convey three separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors ("Meetings") of the Company which were held on Friday, 29th January, 2021 at 11:30 a.m. IST, 12.30 p.m. IST and 01:30 p.m. IST respectively, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited ("SIPL") with Sadbhav Engineering Limited ("SEL") and their respective Shareholders and Creditors ("Scheme").

The Company has sought the approval of Shareholders and Creditors for the following special resolution(s):

| Particulars of Resolution | Equity Shareholders | | Secured Creditors | | Unsecured Creditors | |
|---|---|---|---|--|---|--|
| | No. of shares & % of votes cast in favour | No. of shares & % of votes cast against | Number of Values for which votes casted & % of votes cast in favour | Number of Values which votes casted & % of votes cast in against | Number of Values for which votes casted & % of votes cast in favour | Number of Values which votes casted & % of votes cast in against |
| Approval of the Scheme of Amalgamation of Sadbhav Infrastructure Project Limited with Sadbhav Engineering Limited and their respective Shareholders and Creditors | 303954342 (100%) | 0 (0.00%) | 2068287328 (100%) | 0 (0.00%) | 5189874504 (100%) | 0 (0.00%) |

Mr. Ashish Shah, Practicing Company Secretary, was appointed as scrutinizer and has conducted the NCLT meeting of Shareholders and Creditors for the aforesaid resolution.

The aforesaid resolution was passed unanimously by the Shareholders and Creditors in their respective court convened meeting.

5. MEANS OF COMMUNICATION

- The quarterly, half yearly and annual financial results and other statutory information are generally communicated to the shareholders by way of an advertisement in an English newspaper viz. 'The Economic Times (English)' and 'Financial Express (English)' and in a vernacular language newspaper viz. 'The Economic Times (Gujarati)' and 'Financial Express (Gujarati)' as per requirements of the Listing Regulations.
- The Company is promptly reporting all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website www.sadbhavinfra.co.in.
- The financials and other material information were uploaded by the Company on the websites of NSE and BSE i.e. www.nseindia.com and www.bseindia.com respectively through NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Ltd. (NSE) and BSE Online Portal of BSE Ltd. (BSE).
- Official press releases, presentations made to institutional investors or to the analysts and transcripts of Con-call are displayed on Company's corporate website, www.sadbhavinfra.co.in.
- The main channel of communication to the shareholders is through Annual Report, which includes inter-alia, the Directors' Report, Management's Discussion and Analysis, Report on Corporate Governance and Audited Financial Results.

6. GENERAL SHAREHOLDERS INFORMATION

A. General Information:

- Annual General Meeting**
 - Date and Time** : Wednesday, 29th September, 2021 at 02:00 p.m.
 - Venue** : Through Video Conferencing or other Audio Visual means
- Financial Year** : 1st April, 2020 to 31st March, 2021
- Book Closure Date** : Thursday, 23rd September, 2021 to Wednesday 29th September, 2021 (both days inclusive)
- Dividend Payment Date** : N.A.
- Listing on Stock Exchanges**
 - Equity Shares** : **BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
 - : **National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
 - Debt Securities (Debentures)** : **BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
- Listing Fees** : Company has paid the annual listing fees for the financial year 2020-21 to the above Stock Exchanges.

7. **Stock Code**
BSE Limited : 539346
National Stock Exchange of India Limited : SADBHIN
ISIN for Equity Shares : INE764L01010

B. Debt Securities (Debentures):

Following Redeemable, Secured, Non-Convertible Debentures of the Company are listed on Wholesome Debt Market at BSE Limited as on 31st March, 2021.

| ISIN number | Issuance date | Maturity date | Payment frequency | Amount Outstanding (Amount in Rs.) | Name of the Debenture Trustee |
|---------------|---------------|---------------|-------------------------|------------------------------------|-----------------------------------|
| *INE764L07116 | 21/09/2016 | 15/04/2021 | Yearly Interest payment | 50,00,00,000 | IDBI Trusteeship Services Limited |
| #INE764L07124 | 21/09/2016 | 15/04/2022 | Yearly Interest payment | 50,00,00,000 | |
| #INE764L07157 | 20/03/2017 | 25/06/2021 | On redemption | 25,00,00,000 | |
| #INE764L07165 | 20/03/2017 | 27/06/2022 | On redemption | 25,00,00,000 | |
| #INE764L07173 | 23/04/2018 | 23/04/2023 | N.A | 89,20,00,000 | CATALYST TRUSTEESHIP LIMITED |
| #INE764L07181 | 06/06/2018 | 06/06/2023 | N.A | 1,10,80,00,000 | CATALYST TRUSTEESHIP LIMITED |

* Fully redeemed on 15-04-2021.

Prepayment on 05-05-2021 towards full redemption.

C. Details of Debenture Trustee:

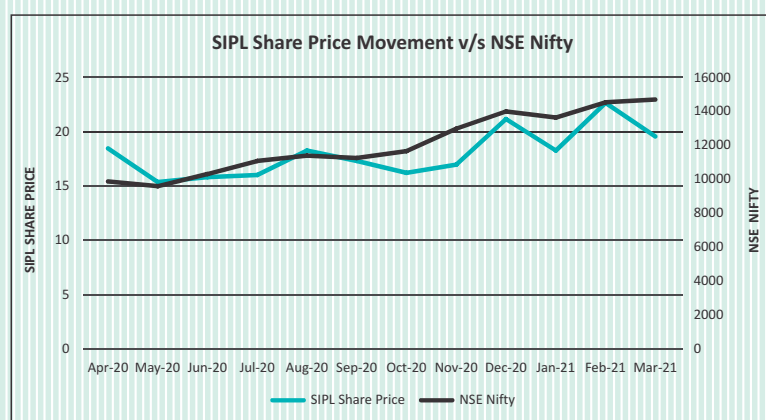
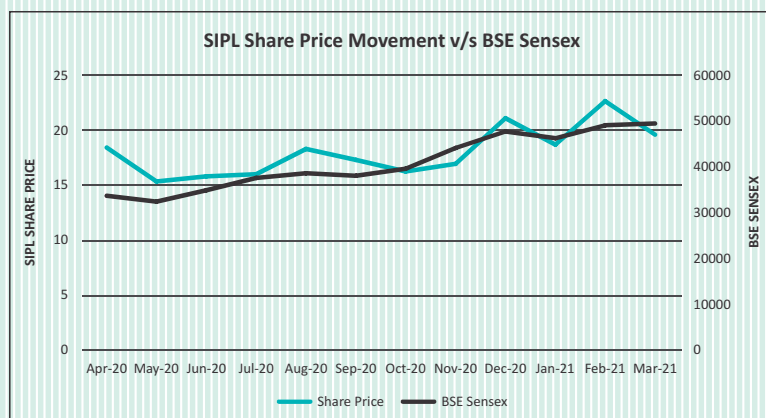
| | |
|--|---|
| CATALYST TRUSTEESHIP LIMITED (Formerly known as GDA Trusteeship Limited) | Office No. 83 – 87, 8 th Floor, 'Mittal Tower', 'B' Wing, Nariman Point, Mumbai – 400021. Tel: 022-49220555; Fax: 022-49220505 Email: dt@ctltrustee.com Website: www.catalysttrustee.com |
| IDBI TRUSTEESHIP SERVICES LIMITED | Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400001 Tel: 022-40807000; Fax: 022-66311776 Email: itsl@idbitrustee.com Website: http://www.idbitrustee.com |

D. Market Price Data:

Below mentioned are the details of high/low, Number and Value of shares traded during each month in the last financial year.

| Month | BSE Limited | | National Stock Exchange Limited | |
|--------|-------------|-------|---------------------------------|-------|
| | High | Low | High | Low |
| Apr-20 | 18.42 | 10.90 | 18.45 | 10.80 |
| May-20 | 25.60 | 14.05 | 25.70 | 14.05 |
| Jun-20 | 17.60 | 14.60 | 17.50 | 14.50 |
| Jul-20 | 19.00 | 15.45 | 19.00 | 15.50 |
| Aug-20 | 22.15 | 15.00 | 22.05 | 15.70 |
| Sep-20 | 20.85 | 15.80 | 20.90 | 15.70 |
| Oct-20 | 18.90 | 15.55 | 18.45 | 15.75 |
| Nov-20 | 19.05 | 14.90 | 17.30 | 14.80 |
| Dec-20 | 23.65 | 16.70 | 23.75 | 17.00 |
| Jan-21 | 21.75 | 17.60 | 21.80 | 17.20 |
| Feb-21 | 28.10 | 18.20 | 28.15 | 18.20 |
| Mar-21 | 26.80 | 19.05 | 26.90 | 19.30 |

E. Performance of the share price of the Company in comparison to BSE Sensex and NSE Nifty:



F. Registrar & Share Transfer Agent:

Name and Address : M/s. Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083

Phone : 022-49186000

Fax : 022-49186060

Email : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

G. Share Transfer System:

Trading in equity shares of the Company is permitted only in dematerialised form. However, for those cases which were received before 1st April, 2020 and in which there were some discrepancies in the documents submitted by the shareholders, have been re-logged and processed during the year. The Company has a Stakeholders' Relationship Committee for redressing the complaints / queries of shareholders and investors.

With effective from 1st April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

Pursuant to Regulation 40(9) of the Listing Regulations with the stock exchanges, the Company obtains a Certificate from a Practicing Company Secretary on half yearly basis, for due compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate has also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchanges as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

H. Shareholding as on 31st March, 2021:**i) Distribution of Shareholding as on 31st March, 2021**

| No. of Shares | No. of Shareholders | % of Total Shareholders | No. of Shares | % of Total Capital |
|---------------|---------------------|-------------------------|------------------|--------------------|
| 1 – 500 | 12798 | 76.3513 | 1944424 | 0.5520 |
| 501 – 1000 | 1748 | 10.4283 | 1494838 | 0.4244 |
| 1001 – 2000 | 931 | 5.5542 | 1500149 | 0.4259 |
| 2001 – 3000 | 350 | 2.0881 | 914514 | 0.2596 |
| 3001 – 4000 | 169 | 1.0082 | 612801 | 0.1740 |
| 4001 – 5000 | 175 | 1.0440 | 835652 | 0.2372 |
| 5001 – 10000 | 264 | 1.5750 | 2077533 | 0.5898 |
| 10001 & Above | 327 | 1.9508 | 342845305 | 97.3370 |
| Total | 16762 | 100.00 | 352225216 | 100.00 |

ii) Categories of Shareholders as on 31st March, 2021

| Category | No. of Shares held | | Total No. of Shares | % of holding |
|---|--------------------|----------|---------------------|---------------|
| | Demat | Physical | | |
| Promoters | 247748736 | - | 247748736 | 70.34 |
| Mutual Fund | 28978157 | - | 28978157 | 8.23 |
| Banks/Financial Institutions/Central Govt./State Govt./Trusts & Insurance Companies | 25003 | - | 25003 | 0.01 |
| FII / Foreign Portfolio Investors | 8927222 | - | 8927222 | 2.53 |
| NRI (Repatriable & Non-Repatriable) | 1890147 | - | 1890147 | 0.53 |
| Foreign Companies | 17221860 | - | 17221860 | 4.89 |
| Other Corporate Bodies | 18699059 | - | 18699059 | 5.31 |
| Indian Public / HUF | 27774752 | 3 | 27774755 | 7.88 |
| Clearing Member | 341683 | - | 341683 | 0.10 |
| Trust | 618594 | - | 618594 | 0.18 |
| Total | 352225213 | 3 | 352225216 | 100.00 |

I. Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. Equity Shares of the Company representing 99.9999% of the Company's paid up share capital is in dematerialized form as on 31st March, 2021 with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Details of which are as under.

| Sr. No. | Mode of Holding | No. of Shares | % of Total Capital |
|---------|-----------------|------------------|--------------------|
| 1 | NSDL | 310540039 | 88.17 |
| 2 | CDSL | 41685174 | 11.83 |
| 3 | Physical | 3 | 0.00 |
| | Total | 352225216 | 100.00 |

The Company's shares are regularly traded on the 'BSE Limited' and 'National Stock Exchange of India Limited'.

ISIN number for dematerialization of the equity shares of the Company is INE764L01010.

J. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion date and likely impact on equity: The Company has not issued any GDRs/ADRs/warrants or any convertible instruments.

K. Commodity price risk or foreign exchange risk and hedging: Not Applicable

L. Plant Locations: The Company does not have any manufacturing plant.

M. Address for Correspondence: Shareholders may correspond to the Company Secretary of the Company or at the office of Registrar & Transfer Agent at the below mentioned addresses.

| | |
|--|---|
| Company Secretary & Compliance Officer Sadbhav Infrastructure Project Limited "Sadbhav", Nr. Havmor Restaurant, B/h Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009 Phone: 079-40400400 Fax: 079-40400444 Email: investor@sadbhavinfra.co.in Website: www.sadbhavinfra.co.in | M/s. Link Intime India Private Limited Unit: Sadbhav Infrastructure Project Limited Registrar & Transfer Agent C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Phone: 022-49186000 Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in |
|--|---|

N. Credit Rating: as on 31/03/2021

| Facilities | Outstanding Amount (Rs. Crores) | Rating |
|--|---|---------------------------|
| Non-Convertible Debenture (Listed) | 150.00 (Reduced from Rs.300Crores) | CARE BBB (CE); (CWN) |
| Non-Convertible Debenture (Listed) | 89.20 (Reduced from Rs.170 Crores) | CARE BBB (CE); (CWN) |
| Non-Convertible Debenture (Listed) | 110.80 (Reduced from Rs.190.00 Crores) | CARE BBB (CE); (CWN) |
| Long Term / Short Term Bank facilities | 400.00 | CARE BBB / CARE A3+ (CWN) |
| Total | 750.00 | |

7. OTHER DISCLOSURES

- A.** All transactions entered into with related parties as defined under Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2020-21, were in the ordinary course of business and on an arm's length basis. There were no materially significant Related Party Transactions during the financial year 2020-21 that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The Board has approved a policy for dealing with related party transactions which is uploaded on the website of the Company at <http://www.sadbhavinfra.co.in/en/pdf/policy-on-related-party-transaction.pdf>
- B.** There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years. Further, there are no penalties or strictures imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market during the last three years.
- C.** In accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The said policy is uploaded on the website of the Company at <http://www.sadbhavinfra.co.in/en/pdf/whistle-blower-policy.pdf>.

All protected disclosures should be in writing and can be submitted by hand delivery or by courier or post or by electronic mode addressed to the Chairman of the Audit Committee of the Company on below mentioned address.

Chairman of Audit Committee

Sadbhav Infrastructure Project Limited
"Sadbhav", Nr. Havmor Restaurant,
B/h Navrangpura Bus Stand, Navrangpura,
Ahmedabad – 380009

- D.** Code of Conduct for Prevention of Insider Trading: The Company has adopted the Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Code'). The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company.

Compliance Officer for ensuring compliance with and for the effective implementation of the Regulations and the Code across the Company. The Company has also adopted a Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') by the Company to enable the investor community to take informed investment decisions with regard to the Company's shares.

During the year under review, both the above Codes were amended to align them with the amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on the website of the Company at <http://www.sadbhavinfra.co.in>

- E.** The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Regulation 46 (1) & (2) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under:

The following non-mandatory requirements have been adopted by the Company:

- a. The Report of Auditors is with unmodified opinion with respect to the Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and year ended on 31st March, 2021.
 - b. The Company has appointed separate persons to the posts of Chairman and Managing Director.
 - c. The Internal Auditor is reports directly to the Audit Committee.
- F.** The Company has a policy for determining 'material subsidiaries' which is uploaded on the website of the Company at http://www.sadbhavinfra.co.in/en/pdf/policy_for_determining_material_subsidary_co.pdf
- G.** In accordance with the SEBI Circular dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from Mr. Ashish Shah & Associates, Company Secretary in Practice confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended on 31st March, 2021 except in terms of SEBI Circular No SEBI/HO/MIRSD/CR ADT/CIR/P/2020/207, Company has not maintained Recovery Expense Fund (REF) with respect to its Listed Debt Securities with the Stock Exchange.
- H.** The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- I.** Mr. Ravi Kapoor, Company Secretary in Practice has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- J.** Company has obtained a certificate affirming the compliances from M/s. Ravi Kapoor & Associates, Practicing Company Secretaries and the same is attached to this report.
- K.** The Managing Director and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st March, 2021 in compliance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is attached to this report.
- L.** The Company has a well-defined risk management framework in place. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.
- M.** The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website <http://www.sadbhavinfra.co.in/en/pdf/code-of-conduct.pdf>. All Board Members and Senior Personnel have affirmed compliance of Code of Conduct. A declaration signed by the Managing Director to this effect is attached to this report.
- N.** In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has framed an Insider Trading Code to avoid any insider trading and it is applicable to all Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The said code laid down guidelines, which advices them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company. The code has been placed on the Company's website <http://www.sadbhavinfra.co.in/en/pdf/insider-trading-code-SIPL.pdf>.
- O.** A Management Discussion and Analysis Report forms part of this Annual Report and includes discussion on various matters specified under Regulation 34(2)(e) and Schedule V (B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- P.** In preparation of financial statements, the Company has followed the Indian Accounting Standards (IndAS) specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Q.** Disclosure of commodity price risks and commodity hedging activities: is not applicable.

- R.** Confirmation by the Board of Directors regarding acceptance of recommendation of all Committees: In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from all its Committees, if any.
- S.** Fees paid to Statutory Auditor: Fees were paid by the Company and its subsidiaries, on a consolidated basis, for all services to respective Statutory Auditors and all entities in the network firm/ network entity of which they are part. The details of fees paid to the Statutory Auditors is mentioned in the note no. 28 of financial statements for the financial year ended on 31.03.2021.
- T.** Prevention, prohibition and redressal of sexual harassment at workplace: Status of complaints in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 for the FY 2020-21 is as follows:
- Number of complaints filed during the financial year: Nil
Number of complaints disposed of during the financial year: Nil
Number of complaints pending as on end of the financial year: Nil
- U.** There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V read with Regulation 34(3) of SEBI LODR Regulations.

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all members of the Board and Senior Management personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2021.

For, Sadbhav Infrastructure Project Limited

Date: 28th June, 2021
Place: Ahmedabad

Vasistha C. Patel
Managing Director
DIN: 00048324

Certification on Financial Statements of the Company

We, Vasistha C. Patel, Managing Director and Pradip Kumar Agarwal, Chief Finance Officer of Sadbhav Infrastructure Project Limited ('the Company'), certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2021 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2021 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 28th June, 2021
Place: Ahmedabad

Vasistha C. Patel
Managing Director
DIN: 00048324

Pradip Kumar Agarwal
Chief Financial Officer

Compliance Certificate on Corporate Governance

To,
The Members of
Sadbhav Infrastructure Project Limited

We have examined the Compliance Conditions of Corporate Governance by **Sadbhav Infrastructure Project Limited** for the year ended on 31st March, 2021 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 01st April, 2020 to 31st March, 2021. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Ravi Kapoor & Associates
Company Secretaries

Ravi Kapoor
Proprietor

Membership No FCS.: 2587
COP No.: 2407
UDIN: F002587C000839049

Date: 26th August, 2021
Place: Ahmedabad

Management Discussion & Analysis

CAVEAT

This Annual Report contains certain forward-looking statements, and may contain certain projections. Forward-looking statements and projections are subject to risks, uncertainties and assumptions. Actual results may differ materially from those suggested by forward-looking statements or projections due to risks or uncertainties associated without expectations with respect to, but not limited to, regulatory changes pertaining to the infrastructure sector in India and the Company's ability to respond to them, ability to successfully implement its strategy and objectives, growth and expansion plans, technological changes, exposure to market risks, general economic and political conditions in India that have an impact on the business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws and competition in the infrastructure sector.

Certain important factors that could cause the Company's actual results to differ materially from expectations include, but are not limited to, The business and investment strategy of the Company, Expiry or termination of the project Special Purpose Vehicles (SPVs) respective concession agreements, Future earnings, cash flow and liquidity, Potential growth opportunities, Financing plans, the competitive position and the effects of competition on the Company's investments, The general transportation industry environment and traffic growth and future government policy relating to the transportation industry in India.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future, there can be no assurance that the expectations reflected in the forward-looking statements and projections will prove to be correct. Due to uncertainties involved, readers are cautioned not to place undue reliance on such forward-looking statements and projections and not to regard such statements to be a guarantee or assurance of the Company's future performance or returns to investors.

1. BUSINESS OVERVIEW

Sadbhav Infrastructure Project Limited ("SIPL") was incorporated in 2007. The Company is among India's leading infrastructure developers specialising in roadways and highways. It enjoys robust in-house of Operation and Maintenance (O&M)— across all its business verticals:

1. Build Operate Transfer (BOT)
2. Hybrid Annuity Model (HAM)

Over the years, the Company has developed rich in-house expertise in O&M verticals. The Company's clients primarily comprise government agencies such as NHAI, AUDA, PWD, among others.

SIPL is strategically growing its presence beyond its stronghold states of Maharashtra, Rajasthan, Haryana, Karnataka, Telangana and Gujarat and over the years, it has established a strong foothold in two more states i.e. Uttarakhand and Uttar Pradesh.

2. ROAD INFRASTRUCTURAL PERIPHERI IN THE INDIAN ECONOMY

The Infrastructure sector is a key driver of the Indian economy and contributes to India's overall development. The sector, accordingly, receives focused attention and resource allocation from both Central and State Governments.

FY 2020-21 started with the nationwide lockdown due to the Covid-19 pandemic which had stalled all economic activities during the first quarter of the year. The lockdown took a heavy toll on the economy, with up to two-thirds of activity either shut or working at reduced capacity. Post the lockdown, businesses took various steps to bring back labour and materials to site. Gradually, the operations at sites picked up, and by the second quarter of the year, there was improved labour presence at sites and work progress. Adequate precautions were taken to curtail the spread of the virus by following the social distancing norms, proper sanitisation and by restricting physical movement.

Despite the Covid-19 pandemic, in FY 2020-21, both contract awards and construction activities were robust. Tenders of ` 7.8 lakh crore were floated in FY 2020-21, higher by ~50% Y-o-Y. The FY 2020-21 saw cumulative awards of ` 3.5 lakh crore.

The slew of other relief measures undertaken by the Central Government – including relaxation on EMD (Earnest Money Deposit) and performance security, relaxation of bidding eligibility criterion and increased frequency of payments for on-going contracts, relief for contractors/developers under the Atmanirbhar Bharat Scheme – has aided the growth of construction players.

National Electronic Toll Collection (NETC) programme, the flagship initiative of Ministry of Road Transport and Highways, has been implemented on pan-India basis in order to ensure seamless movement of traffic through fee plazas and increase transparency in collection of user fee using FASTag. Towards the objective of achieving 100% collection through electronic payment, the Government has mandated to declare all lanes, except one lane in each direction as FASTag lane w.e.f. December 2019.

MoRTH and its associated organisations have carried forward the good work of the previous years, expanding the national highway network in the country, taking various steps to make these highways safe for the commuters and undertaking efforts to minimise any adverse impact on the environment despite the multiple challenges on the economic front.

MoRTH constructed a record total length of 13,394 km of national highway, translating into 37 kms/day of highway construction, whereas in FY 2019-20 it had constructed a total length of 10,236 km. The NHAI awarded/opened bids for projects worth ` 1.4 lakh crore and spanning ~4,800 km during FY 2020-21.

The MoRTH has envisaged an ambitious highway development programme called 'Bharatmala Pariyojana', which includes development of about 65,000 kms of NHs. Under Phase-I of Bharatmala Pariyojana, the MoRTH has approved the implementation of 34,800 kms of NHS in five years with an outlay of Rs. 5,35,000 crore (US\$ 76.55 billion). The National Highways Authority of India has been mandated the development of about 27,500 kms of NHs under Bharatmala Pariyojana Phase-I. Special attention has been paid to fulfilling the connectivity needs of backward and tribal areas, areas of economic activity, places of religious and tourist interest, border areas, coastal areas and trade routes with neighbouring countries. Projects with aggregate length of approximately 13,171 kms have already been awarded under Bharatmala Pariyojana (including residual NHDP Works) till November 2020, while projects with length 2,587 kms are currently under bidding. Additionally, work on preparation of Detailed Project Reports for about 13,233 kms is under progress.

The National Bank for Financing Infrastructure and Development Bill has already been passed by both Houses of the Parliament, paving the way for the creation of a development finance institution (DFI). The proposed DFI is expected to raise low-cost funds for long-term infrastructure financing to the tune of R 5 lakh crore over the next three years, leveraging with an initial equity capital of Rs. 20,000crore.

The Union Budget 2021 has an unprecedented increase in capital expenditure allocation for FY 2021-22 by 34.5% to R 5.5 lakh crore to push growth through infrastructure investment. Key growth areas like Railways, Highways, Metros, Transmission & Distribution and Water (Jal Jeevan Mission) have witnessed a significant rise in allocations.

3. OPPORTUNITIES & STRENGTHS

SIPL observes the stability and growth of toll revenues as strategic locations of our projects are in high economic growth areas. The organisation's competent teams for each areas of operation have enabled it to build-up a sizeable and diverse portfolio with effective toll collection and toll management systems. Your company looks forward to capture the immense growth opportunity in the Indian road sector by abiding to the Green Highways Policy (Plantation, Transplantation, Beautification and Maintenance Policy -2015). Under PPP financing scheme by NHAI in highway development, a model concession agreement was signed upon so as to benefit the contenders in the construction market. SIPL has already exhibited its credibility by timely executing projects of immense repute. SIPL is poised to participate in improving the road connectivity by building innovative structures under evolving models like Hybrid Annuity model. Ministry of Roads, Transport and Highways (MoRTH), Government of India has introduced various reforms in the bid and tender structure and invitation of public feedback through a mechanism of inviting a project for public comments. SIPL had lauded this move by the Government as it considers itself as an organisation contributing towards the society and believe in the inclusivity of all. Most Projects awarded in recent years by NHAI are in HAM mode and this model provides enormous opportunity to your company to grow with balanced risk-reward ratio.

4. RISKS & CHALLENGES

The management of company has identified the risk in various categories, described as follows:

Internal and Business Risks

The successful completion of projects depends on our joint venture partners & EPC contractors and is therefore, sometimes, contingent on their performance. These projects are high valued contracts. Some of these entail a penalty for delay in completion of the project on time. These may adversely affect our profitability. Also, cost overrun due to problems of land acquisitions, removal of encroachment and complying with environmental standard and our insurance coverage may not adequately protect us against possible risk of loss. Delay due to sub-contractor's performance and shortage in supply of raw materials can postpone projects and eventually result in delay of the payment. Non-maintenance / break-down, mishandling of machines and equipment of pose a major risk towards non execution of projects and liability towards the organization. A temporary setback is faced by the organization if any key managerial personnel were to leave.

Any negligence towards health and safety of workforce and employees can affect our performance. An additional financial burden on the company, due to repayment and interest on Non-Convertible Debentures, also contributes towards internal risks faced by the organisation.

External Risks

External Risks beyond the control of Management are identified in various ways. Any change in the government policy, political situation, regulatory environment and civil disturbances will have adverse effect on company's business. Natural risks like adverse weather condition, floods, earthquakes etc. However, these risks are passed on by taking the Insurance Coverage from Insurance Company. Changes in the tax structure like GST, entry tax, RTO tax etc. also play a major role. An increase or decrease or withdrawal of tax benefits and other incentives by the Government will have an impact on our net income. An increased competition from large national and international organizations is also an area of concern. Deviation from estimated traffic volume may affect future earnings in case of toll based BOT projects.

Availability of funds and interest rate risk

Infrastructure projects are typically capital intensive and require high levels of long-term debt financing. SIPL intends to pursue a strategy of continued investment in infrastructure development projects. In the past, the Company was able to infuse equity and arrange for debt financing to develop infrastructure projects on acceptable terms for the projects. However, SIPL believes that its ability to continue to arrange for fund requirements is dependent on various factors. These factors include: timing and internal accruals generation; timing and size of the projects awarded; credit availability from banks and financial institutions; the success of its current infrastructure development projects. Besides, there are also several other factors outside its control.

However, your Company's track record has enabled it to raise funds at competitive rates. Your Company had also raised funds through Non-Convertible Debenture ("Debentures") for refinancing of its old funds which helped it to reduce the interest rate burden.

Traffic growth risk

Toll revenue is a function of the toll rates and traffic growth.

Toll rates: The Government has been implementing a policy of linking toll rates increase to change in Wholesale Price Index (WPI). All Toll projects have fixed annual or periodical increase in their toll rates, according to the Concession Agreement with respective authorities.

Traffic growth: Rapid economic development increases traffic growth while low economic activity has a negative impact on traffic volume.

Competition risk

Attractive growth opportunities exist in the road construction sector, especially with the government going full throttle on infrastructure development with the Bharatmala Pariyojana. This may increase the number of players operating in the industry. However, the Company is confident about retaining its competitive edge, backed by its industry-leading experience in the roads and highways sector. Further, the Company has carved out a niche in the BOT segment. Higher competencies including financial strength required for this segment create entry barriers, thereby limiting competition. As a prudent strategic initiative, SIPL will continue to bid for projects based on their financial, operational and execution viability.

5. MINIMIZING RISKS

A risk management exercise not only identifies risks, but also reduces risks to an acceptable level. Your Company has risk management policies to manage and overcome these risks to ensure smooth functioning of the Company's business operations which are reviewed periodically by the Directors of the Company. This provides a window for quick decisions. SIPL, a subsidiary of Sadbhav Engineering Ltd., maneuvers to supply materials effectively and keep the cost escalation risk to a minimum. Before entering into any joint venture agreement, we thoroughly analyse the prospective venture partners' past performances and credentials. We plan elaborately to execute all our projects before the scheduled time. We have a proven track record of completing work within the stipulated time. We have a full-fledged team of technical experts at our workshop, who are responsible for the repairs and maintenance of the equipment. Therefore, work without stoppages or no significant labour disruptions during its operational history was paved way for by our extensive employee welfare scheme which looks after their health and safety. We have taken contractor's all risk insurance policy in respect of projects and workmen's compensation policies to protect against losses caused to workmen through accident. Most of the critical work during the operation period is done by us and only very minimal portion of the work is sub-contracted. We always insist to have a performance guarantee and quality assurance from them. As a company, our ability to foresee and manage business risks plays a crucial role in achieving positive results even from the downturn of economic situations. We also regularly conduct third audits of the toll management systems and toll collection systems in order to identify lacunas and improve our operational performance.

6. SEGMENT WISE PERFORMANCE

During the year 2020-21, the Company has only one reportable business segment, i.e. infrastructure development includes "Built Operate and Transfer (BOT) / Hybrid Annuity Projects and its related activities. A segment performance on standalone and consolidated basis is given in the financial statements of the Company.

7. INTERNAL CONTROLS SYSTEMS AND ADEQUACY

The Company possesses a suitable mechanism for internal controls. It follows a well-designed documentation system for policies and procedures covering all financial and operating functions. These controls have been developed and designed in a manner to properly maintain accounting records for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorised use or losses and compliance with regulations. The Company has digitalised all key process controls through the SAP S/4 HANA – systems to maximise automated control transactions. The auditor verifies IT-enabled controls as part of the review of functions and processes as part of the Internal Audit function.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit Auditor reports to the Chairman of the Audit Committee.

8. FINANCIAL OVERVIEW

We generate revenues primarily from toll collection, user fee and annuity receipts. The company also provides operation, maintenance, advisory and project management services for our projects. Review of financial performance for the financial year ended 31st March, 2021 are as follows:

| PARTICULARS | Standalone | | Consolidated | |
|--|------------|------------|--------------|------------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Revenue from Operations | 1927.55 | 1,817.67 | 12807.88 | 22,704.03 |
| Other Income | 112.49 | 766.53 | 3286.59 | 3,123.60 |
| Total Revenue | 2040.04 | 2584.20 | 16094.47 | 25,827.63 |
| Profit Before Taxation | 287.44 | (1,809.96) | (2832.86) | (3,999.97) |
| Tax Expense | 68.51 | 621.91 | 380.64 | 734.87 |
| Profit/(Loss) for the period after tax and minority interest | 28.93 | 3,766.18 | (2783.00) | 10,336.53 |
| Other comprehensive income | (1.27) | 0.36 | 0.28 | 0.22 |
| Total comprehensive income (after tax) | 217.66 | 3,766.54 | (2782.71) | 10,336.75 |

In accordance with the SEBI (Listing Obligations Disclosure Requirements 2018) Amendment Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios along with detailed explanations.

| PARTICULARS | Standalone | | Consolidated | |
|-----------------------------|------------|---------|--------------|---------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Debtors Turnover (days) | 289 | 274 | 11 | 5 |
| Inventory Turnover (days) | 0 | 0 | 0 | 0 |
| Interest Coverage Ratio (x) | 1.23 | 3.06 | 0.81 | 0.69 |
| Current Ratio (x) | 0.23 | 0.50 | 0.52 | 0.68 |
| Debt Equity Ratio (x) | 0.56 | 0.52 | 33.71 | 12.29 |
| Operating Profit Margin (%) | 52.96 | 12.50 | 0.54 | 24.82 |
| Net Profit Margin (%) (PAT) | 11.36 | 207.20 | -21.73 | 45.34 |
| Return on net worth (%) | 1.20 | 20.91 | -148.82 | 220.89 |

9. OUTLOOK

The roads and highways sector is expected to take a mighty blow from the nationwide lockdown to contain the COVID-19 pandemic, which has pushed back a much anticipated economic recovery this fiscal by bringing movement of people, goods and all major industries to a standstill. However, the key to reversal in economic activity lies in the consumption propensity of people and ability of industries to achieve pre-COVID levels of operations. The government has been facilitating measures to safeguard liquidity, compensate developers/contractors for the losses experienced during lockdown and provide additional loans for a smooth resumption of operations. The Union Minister for Road Transport & Highways and MSMEs, in his communication dated April 07, 2020, has set a target of constructing roads worth Rs. 15 lakh crore in the next two years.

Furthermore, there are tremendous opportunities in the near and long term for the infrastructure space in India. The government's ambitious infrastructure development programmes provide significant opportunities for investors and market players to help transform the sector and partner India's socio-economic progress. Robust demand, higher investments, attractive opportunities and policy support changed the face of the road sector in the country within three years.

The government is implementing various projects across the length and breadth of the country to solve the woes of the common man. The MoRTH has introduced notable trends that will make India take lead position in road infrastructure in the times to come.

10. HUMAN RESOURCE DEVELOPMENT

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process and management development programs to upgrade skills of manager. Objective appraisal systems based on key result areas are in place for senior management staff.

Company strongly believes that people are the prime assets of the organization, and implements new initiatives to train and motivate them. Company believes in the potential of people to go beyond and be the game-changing force for business transformation and success. This potential is harnessed by fostering an open and inclusive work culture that enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams and Leading Business. As on 31st March, 2021, the employee strength of the Company was 67 excluding trainees and contractors' employees.

11. CAUTIONARY STATEMENT

Certain statements made in this report relating to the Company's objectives, projections, outlook, expectations, estimates, among others may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections etc., whether express or implied. Several factors could make a significant difference to the Company's operations. These include climatic conditions, economic conditions affecting demand and supply, government regulations and taxation, natural calamity, currency rate changes, among others over which the Company does not have any direct control.

Independent Auditor's Report

To
The Members of Sadbhav Infrastructure Project Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Sadbhav Infrastructure Project Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein referred to as 'Standalone 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, 2021, 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 Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 these Standalone Financial Statements.

Emphasis of Matters:

We draw attention to:

- a. Note 46 to the accompanying Standalone Financial Statements which describes the management's assessment of the carrying value of Investments in two operating subsidiaries of the company engaged in infrastructure project whose net worth is fully eroded due to losses in current year and previous years and the current liabilities of both subsidiaries have exceeded its current assets as at March 31, 2021. As stated in the note, the Management has concluded that no impairment/adjustment to the carrying value of the investment is necessary as at March 31, 2021 for the reason stated in the said note.
- b. Note 48 to the accompanying Standalone Financial Statements, as regards the management's evaluation of COVID-19 impact on the operations and assets of the Company.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

| Key audit matters | How our audit addressed the key audit matter |
|--|--|
| Assessing impairment of investments in BOT assets operated under concession arrangements (refer note no 3.10 of the Standalone Financial Statements) | |
| <p>As at 31 March 2021, the Company had investments (including sub-ordinate debt) in BOT assets amounting to INR 13,871.22 million which are operated under concession agreement.</p> <p>The management has performed an impairment assessment of a BOT assets by comparing the carrying value of investment with its recoverable amount due to existence of impairment indicators including impact of COVID-19.</p> <p>For the purpose of impairment testing, recoverable amount has been determined based on discounted future cash flows. Further, the recoverable amount is highly sensitive to changes in key assumptions used for forecasting as well as the impact of the economic uncertainties arising from COVID-19 on the future cash flows including growth rate, discount rate, change in traffic and tolls and future operating and finance cost. Thus, the determination of the recoverable amount of such investment in BOT projects involves significant management judgement.</p> <p>Accordingly, the impairment of investment in BOT asset operated under concession arrangement was determined to be a key audit matter in our audit of the Standalone Financial Statements.</p> | <p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Obtained an understanding of the Company's valuation methodology applied in determining the recoverable amount of its investment in BOT Assets. • Obtained the financial model and understood the key assumptions around the cash flow forecasts like growth rate, change in traffic and toll rate/collection and future operating and finance costs considering the current and estimated future economic conditions, including the impact of COVID-19 • Assessed the inputs and assumptions around the key drivers of the cash flow forecasts against historical performance, economic and industry indicators. • Performed sensitivity analysis of key assumptions. • Tested the arithmetical accuracy of the model. • Reviewed the adequacy of the disclosures made in the financial statements. |
| Recognition of revenue from construction services (refer note no 3.4 of the Standalone Financial Statements) | |
| <p>Revenue from construction services for the year ended on March 31, 2021 amounting to INR 974 million comprised of Construction Contracts and Major Maintenance Contracts. Revenue from these contracts are recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers.</p> <p>Revenue from construction services is recognized 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 recognized 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 which involves significant judgments relating to estimation of total cost for each contract.</p> <p>Revenue recognition involves aforesaid significant management judgement and estimation. We therefore determined this to be a key audit matter.</p> | <p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Read the accounting policy for revenue recognition of the Company. • Obtained an understanding of the Company's processes and controls for revenue recognition process, evaluated the key controls around such process and tested those controls for the operating effectiveness. • Performed tests of details, on a sample basis, and inspected the underlying customer contracts and relevant supporting documents. Also, on sample basis, inspected the relevant underlying documents of actual cost incurred during the year. • Compared costs incurred with estimated costs to identify significant variations and assessed whether those variations have been considered in estimating the remaining costs to the satisfaction of that performance obligation. We assessed the management's evaluation for the status of completion for projects and total cost estimates. • Performed analytical audit procedures including analysing material changes in overall contract margin from one period to another, for assessing reasonableness of revenues disclosed by type. • Checked that the risks of delays and cost overruns related to the performance of works were properly taken into account, along with estimates of completion costs, and reviewed the contingencies included in the budget and the extent to which disputes were covered. • Review of the relevant disclosures made by the company in accordance with Ind AS 115. |

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone 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 Standalone 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have 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 in this regard.

Responsibilities of Management for the Standalone 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 and presentation of these Standalone 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, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements for the quarter and year ended March 31, 2021 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 Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose 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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of written representations received from the directors as on March 31, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, 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 with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and
 - (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:
 - i. The Company does not have 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; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For S G D G & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: W100188

Devansh Gandhi

Partner

Membership Number: 129255

UDIN: 21129255AAAAEF6668

Place: Ahmedabad

Date: June 28, 2021

Annexure 1 referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our report of even date of SADBHAV Infrastructure Project Limited for the year ended March 31, 2021;

- (i) a) The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
- b) The property, plant and equipment have been physically verified by the management during the year. No material discrepancies were noticed on such verification;
- c) As per the Company's records, there are no immovable properties held as property, plant and equipment by the company during the year. Accordingly, the provisions of clause 3(i)(c) of the order are not applicable to the Company and hence not commented upon.
- (ii) The management has conducted physical verification of inventories, in the nature of project inventory, at reasonable interval during the year and no material discrepancies were noticed on such physical verification.
- (iii) a) The Company has granted loans to fifteen Companies covered in the register maintained under section 189 of the Act including interest free perpetual debt of INR 17,209.47 million of the nature of Project Sponsor Contribution as per Sponsor Support and Equity Contribution Agreement entered with the lenders of each companies as per service concession arrangement of each project. In our opinion and according to the information and explanations given to us, the terms and conditions of the loans are not prejudicial to the Company's interest except non charging of Interest on loan of INR 39.95 million given to one company. Apart from above, the Company has not granted any loans, secured or unsecured to firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- b) The Company has granted loans that are re-payable on demand to companies covered in the register maintained under section 189 of the Companies Act, 2013 except sub-ordinate debt in the nature of promoter's contribution which are recoverable on achievement of certain financial performance of respective investee entities. Further the terms of arrangement does not stipulate any repayment of principle and interest. We are informed that the company has not demanded repayment of any such loan during the year, and thus, there has been no default on the part of the parties to whom the money has been lent.
- c) Since the cited loans are repayable on demand, hence , reporting under this clause in respect of overdue balance is not applicable.
- (iv) In our opinion and according to the information and explanations given to us and based on legal opinion taken by the Company on applicability of section 185 of Act, in respect of loans to subsidiary companies in the nature of interest free sub-ordinate debt as a project sponsor contribution, the Company has complied with the provisions of section 185 of the Companies Act, 2013. Further, based on the information and explanations given to us, being an Infrastructure Company, provision of section 186 of the Act is not applicable to the Company and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of deposits) rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable and hence not commented upon.
- (vi) We have broadly reviewed the books of account 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, related to road and other infrastructure projects related services, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) a) According to information and explanations given to us and on the basis of examination of the records of the company provided to us, amount deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employee's state insurance, income-tax, goods and services tax, cess and other material statutory dues have not been regularly deposited with the appropriate authorities though the delay in deposit have not been serious. According to the information and explanation given to us there are no dues payable on account of customs duty during the year.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income-tax, goods and services tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
- c) According to the information, explanation and records of the Company, there are no dues outstanding of income tax, goods and services tax and cess on account of any dispute.
- (viii) In our opinion and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans to banks, financial institutions and dues to debenture holders. The Company does not have any dues payable to the government.

- (ix) According to the information and explanations given by the management, the Company has utilized the monies raised during the year by way of term loan for the purpose for which they were raised. The company has not raised any money way of initial public offer / further public offer (including debt instruments) during the year.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the Standalone Financial Statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting requirement under clause 3(xiv) are not applicable to the company and not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to the information and explanations given to us, the company is not required to be registered under section 45IA of Reserve Bank of India Act, 1934.

For S G D G & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: W100188

Devansh Gandhi

Partner

Membership Number: 129255

UDIN: 21129255AAAAEF6668

Place: Ahmedabad

Date: June 28, 2021

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

We have audited the internal financial controls over financial reporting of Sadbhav Infrastructure Project Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India. 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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these Standalone Financial Statements 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 over financial reporting with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Financial Statements, 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 judgement, 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 internal financial controls over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

A company's internal financial control over financial reporting with reference to these Standalone Financial Statements 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 with reference to these Standalone Financial Statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone Financial Statements, 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 with reference to these Standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Financial Statements 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, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2021, 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.

For S G D G & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: W100188

Devansh Gandhi

Partner

Membership Number: 129255

UDIN: 21129255AAAAEF6668

Place: Ahmedabad

Date: June 28, 2021

Balance Sheet as at March 31, 2021

(INR in Million)

| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 |
|--|----------|----------------------|----------------------|
| ASSETS | | | |
| 1 Non-current Assets | | | |
| (a) Property, plant and equipments | 5 | 1.18 | 1.09 |
| (b) Investment property | 6 | 2.88 | 2.88 |
| (c) Financial assets | | | |
| (i) Investments | 7 | 27,188.86 | 25,945.13 |
| (ii) Loans | 8 | 4.07 | 4.45 |
| (iii) Other financial assets | 9 | 42.73 | 28.43 |
| (d) Other non-current assets | 12 | 3.68 | 5.23 |
| Total Non-current assets - A | | 27,243.40 | 25,987.21 |
| 2 Current Assets | | | |
| (a) Financial assets | | | |
| (i) Trade receivables | 10 | 1,527.89 | 1,364.16 |
| (ii) Cash and cash equivalents | 11 | 6.02 | 217.76 |
| (iii) Bank balances other than (ii) above | 11 | 35.32 | 93.02 |
| (iv) Loans | 8 | 468.45 | 894.85 |
| (v) Other financial assets | 9 | 260.05 | 679.86 |
| (b) Other current assets | 12 | 363.39 | 40.63 |
| Total Current assets - B | | 2,661.12 | 3,290.28 |
| Assets held for sale - C | 45 | 1,036.80 | 1,036.80 |
| Total Assets (A+B+C) | | 30,941.32 | 30,314.29 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity share capital | 13 | 3,522.25 | 3,522.25 |
| Other equity | 14 | 14,708.52 | 14,490.85 |
| Total equity - A | | 18,230.77 | 18,013.10 |
| LIABILITIES | | | |
| 1 Non-current Liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15 | 480.06 | 4,098.49 |
| (ii) Other financial liabilities | 19 | - | 917.60 |
| (b) Provisions | 16 | 4.10 | 3.14 |
| (c) Deferred tax liabilities (net) | 29 | 640.64 | 654.51 |
| Total Non-current liabilities - B | | 1,124.80 | 5,673.74 |
| 2 Current Liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 17 | 4,809.41 | 3,846.54 |
| (ii) Trade payables | 18 | | |
| - Total outstanding dues of micro and small enterprises | | - | - |
| - Total outstanding dues of creditors other than micro and small enterprises | | 874.19 | 753.59 |
| (iii) Other financial liabilities | 19 | 5,463.04 | 1,546.19 |
| (b) Other current liabilities | 20 | 329.89 | 414.88 |
| (c) Provisions | 16 | 6.34 | 0.67 |
| (d) Current tax liabilities (net) | 21 | 102.88 | 65.58 |
| Total Current liabilities - C | | 11,585.75 | 6,627.45 |
| Total Equity and Liabilities (A+B+C) | | 30,941.32 | 30,314.29 |

Summary of significant accounting policies

3

The accompanying notes are an integral part of these Standalone financial statements

As per our report of even date attached

For and on behalf of Board of Directors of SADBHAV Infrastructure Project Limited

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Vasistha Patel
Managing Director
DIN: 00048324

Shashin Patel
Director
DIN: 00048328

Devansh Gandhi
Partner
Membership No. 129255

Hardik Modi
Company Secretary
Membership No.: F9193

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021
Place: Ahmedabad

Date: June 28, 2021
Place: Ahmedabad

Date: June 28, 2021
Place: Ahmedabad

Statement of Profit and Loss for the year ended March 31, 2021

(INR in Million)

| Particulars | Note No. | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|----------|------------------------------|------------------------------|
| INCOME | | | |
| I Revenue from operations | 22 | 1,927.55 | 1,817.67 |
| II Other income | 23 | 112.49 | 766.53 |
| III Total Income (I + II) | | 2,040.04 | 2,584.20 |
| EXPENSES | | | |
| a Consumption of project materials | 24 | - | 0.27 |
| b Sub-contractors charges | 25 | 787.94 | 791.02 |
| c Employee benefits expenses | 26 | 35.90 | 33.43 |
| d Finance cost | 27 | 1,276.44 | 2,132.91 |
| e Depreciation | 5 | 0.24 | 0.59 |
| f Other expenses | 28 | 82.59 | 239.52 |
| g Balances written off | 46 | - | 1,196.42 |
| IV Total expenses | | 2,183.11 | 4,394.16 |
| V Loss before exceptional item and tax (III - IV) | | (143.07) | (1,809.96) |
| VI Exceptional Items | 45 | 430.51 | 6,198.05 |
| VII Profit before tax (V + VI) | | 287.44 | 4,388.09 |
| VIII Tax expenses | 29 | | |
| (a) Current tax | | 82.37 | 139.63 |
| (b) Deferred tax | | (13.86) | 542.03 |
| (c) Adjustment of tax relating to earlier years | | - | (59.75) |
| Total tax expenses | | 68.51 | 621.91 |
| IX Profit for the year (VII - VIII) | | 218.93 | 3,766.18 |
| X Other Comprehensive income | | | |
| Items that will not be reclassified to profit or loss in subsequent periods | | | |
| Re-measurements gain on defined benefit plans (net of tax) (refer note 34) | | (1.27) | 0.36 |
| Total Comprehensive Income for the year (net of tax) | | (1.27) | 0.36 |
| XI Total Comprehensive Income for the year net of tax (IX+X) | | 217.66 | 3,766.54 |
| Earning per share [Face Value of share INR 10/- (March 31, 2020-INR 10/-)] | | | |
| Basic and Diluted (in INR) | 33 | 0.62 | 10.69 |
| Summary of significant accounting policies | 3 | | |

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No. 129255
Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Vasistha Patel
Managing Director
DIN: 00048324

Hardik Modi
Company Secretary
Membership No.: F9193

Date: June 28, 2021
Place: Ahmedabad

Shashin Patel
Director
DIN: 00048328

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021
Place: Ahmedabad

Statement of Changes in Equity for the year ended March 31, 2021

A Equity Share Capital

| Equity shares of INR 10 each issued, subscribed and fully paid (note 13) | Nos. | INR in Million |
|--|-------------|----------------|
| As at April 01, 2019 | 352,225,216 | 3,522.25 |
| Add/(Less): Changes during the year | - | - |
| As at March 31, 2020 | 352,225,216 | 3,522.25 |
| As at April 01, 2020 | 352,225,216 | 3,522.25 |
| Add/(Less): Changes during the year | - | - |
| As at March 31, 2021 | 352,225,216 | 3,522.25 |

B Other Equity

(INR in Million)

| Particulars | Equity Component of Compound Financial Instruments (note 14) | Reserves and Surplus | | | | Total |
|---|--|------------------------------|--|----------------------------|----------------------------|-----------|
| | | Securities Premium (note 14) | Debenture Redemption Reserve (note 14) | General Reserves (note 14) | Retained Earning (note 14) | |
| As at April 01, 2019 | 532.22 | 9,039.27 | 676.22 | 478.45 | 125.34 | 10,851.50 |
| Profit for the year | - | - | - | - | 3,766.18 | 3,766.18 |
| Other comprehensive Income | | | | | | |
| Re-measurements gain on defined benefit plans, net of tax | - | - | - | - | 0.36 | 0.36 |
| Total comprehensive income for the year | - | - | - | - | 3,766.54 | 3,766.54 |
| Final dividend paid (including dividend distribution tax) | - | - | - | - | (127.19) | (127.19) |
| Transfer from debenture redemption reserve to general reserve | - | - | (454.33) | 454.33 | - | - |
| As at March 31, 2020 | 532.22 | 9,039.27 | 221.89 | 932.78 | 3,764.69 | 14,490.85 |
| As at April 01, 2020 | 532.22 | 9,039.27 | 221.89 | 932.78 | 3,764.69 | 14,490.85 |
| Profit for the year | - | - | - | - | 218.93 | 218.93 |
| Other comprehensive Income | | | | | | |
| Re-measurements gain on defined benefit plans, net of tax | - | - | - | - | (1.27) | (1.27) |
| Total comprehensive income for the year | - | - | - | - | 217.66 | 217.66 |
| Transfer from debenture redemption reserve to general reserve | - | - | (32.54) | 32.54 | - | - |
| As at March 31, 2021 | 532.22 | 9,039.27 | 189.35 | 965.32 | 3,982.35 | 14,708.52 |

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No. 129255
Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors of SADBHAV Infrastructure Project Limited

Vasistha Patel
Managing Director
DIN: 00048324

Hardik Modi
Company Secretary
Membership No.: F9193

Date: June 28, 2021
Place: Ahmedabad

Shashin Patel
Director
DIN: 00048328

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021
Place: Ahmedabad

Cash flow statement for the year ended March 31, 2021

(INR in Million)

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| (A) Cash flows from operating activities | | |
| Profit before tax | 287.44 | 4,388.09 |
| Adjustment to reconcile profit before tax to net cash flows: | | |
| Depreciation expenses | 0.24 | 0.59 |
| Interest and other borrowing cost | 1,276.44 | 2,132.91 |
| Balances written off | - | 1,196.42 |
| Liabilities no longer required written back | (0.45) | (120.78) |
| Exceptional items | (430.51) | (6,198.05) |
| Income in relation to carve out assets | - | (103.70) |
| Interest Income | (108.85) | (542.05) |
| Other Comprehensive income | (1.27) | - |
| Dividend Income | (2.97) | - |
| Operating profit before working capital changes | 1020.06 | 753.43 |
| Movement in Working Capital: | | |
| Decrease in other financial assets | 437.22 | 73.73 |
| (Increase) / Decrease in other assets | (321.21) | 87.14 |
| (Increase) / Decrease in trade receivables | (163.73) | 103.50 |
| (Decrease) in other financial liabilities | (263.31) | (78.28) |
| (Increase) / Decrease in other liabilities and provisions | (78.36) | 5.08 |
| Increase in trade payables | 121.05 | 122.84 |
| Cash generated from operations | 751.73 | 1,067.44 |
| Direct taxes paid / (net of refund received) | 45.06 | 174.49 |
| Net cash generated from operating activities (A) | 706.67 | 892.95 |
| (B) Cash Flows From Investing Activities | | |
| Purchase of property plant and equipment | (0.33) | (0.07) |
| Proceed from sale of Investment | 485.10 | 2,809.62 |
| Sub-ordinate debt given | (351.45) | (1,355.04) |
| Sub-ordinate debt received back from subsidiaries | 64.20 | 7,941.47 |
| Investments in subsidiaries | (1,011.07) | (221.65) |
| Short term loan given | (527.49) | (1,410.64) |
| Short term loan received back | 245.60 | 1,896.31 |
| Amount received from transfer of subordinate debt | 708.67 | - |
| Investments in fix deposits with banks | (2.50) | (8.87) |
| Redemption of fixed deposits with bank | 60.20 | 11.21 |
| Interest received | 77.15 | 110.74 |
| Dividend received | 2.97 | - |
| Net cash flow generated from / (used in) investing activities (B) | 248.95 | 9,773.08 |
| (C) Cash Flows From Financing Activities | | |
| Proceeds from non-current borrowings | - | 960.81 |
| Repayment of non-current borrowings | (462.00) | (5,875.95) |
| Proceeds from current borrowings | 3,844.70 | 6,495.94 |
| Repayment of current borrowings | (2691.03) | (9,883.18) |
| Dividend paid on equity shares | - | (105.56) |
| Interest and other borrowing cost paid | (1,170.33) | (2,235.57) |
| Net cash generated from / (used in) financing activities (C) | (478.66) | (10,643.51) |
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | (20.94) | 22.52 |
| Cash and cash equivalents at beginning of the year | 26.96 | 4.44 |
| Cash and cash equivalents at end of the year | 6.02 | 26.96 |

Cash flow statement for the year ended March 31, 2021

Notes: (INR in Million)

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| 1. Components of Cash and Cash Equivalents | | |
| Cash on hand | 0.01 | 0.01 |
| Balance with banks | | |
| In current accounts | 5.83 | 5.61 |
| In current accounts - unpaid share application refund money and unclaimed dividend | 0.14 | 0.14 |
| Deposits with original maturity of less than 3 months | 0.05 | 212.00 |
| | 6.02 | 217.76 |
| Less: Bank overdraft | - | (190.80) |
| Cash and cash equivalents at end of the year | 6.02 | 26.96 |

2. The cash flow statement has been prepared under indirect method as per Indian Accounting Standard -7 "Cash Flow Statement".
3. During the previous year ended March 31,2020, the company had converted short term loan given to subsidiaries of INR 4,450.97 Million and amount of INR 16.85 million paid on behalf of subsidiary towards expenses into a sub-ordinate debts. The impact of these transactions have not been given in the statement of cash flow.
4. During the previous year ended March 31,2020, the Company had received 62,041,118 units at Rs.116.75/- each (INR 7,243.30 Million) and a recoverable of INR 222.33 million against consideration towards sale of eight subsidiaries to Indinfravit Trust (Trust). The same has been treated as non -cash item and accordingly not reflected in the standalone statement of cash flow(refer note 45a)

5. Changes in liabilities arising from financing activities: (INR in Million)

| Particulars | April 1, 2020 | Net Cash flow | Change in fair value | Others* | March 31, 2021 |
|---|------------------|-----------------|----------------------|----------------|------------------|
| Non-current borrowings (including current maturities) | 4,394.49 | (462.00) | 47.57 | - | 3,980.06 |
| Current borrowings | 3,846.54 | 1,153.67 | - | (190.80) | 4,809.41 |
| Interest accrued | 1,852.24 | (1,170.33) | - | 1271.75 | 1,953.66 |
| Total | 10,093.27 | (478.66) | 47.57 | 1080.95 | 10,743.13 |

| Particulars | April 1, 2019 | Net Cash flow | Change in fair value | Others* | March 31, 2020 |
|---|------------------|--------------------|----------------------|-----------------|------------------|
| Non-current borrowings (including current maturities) | 9,309.63 | (4,958.00) | 42.86 | - | 4,394.49 |
| Current borrowings | 7,042.98 | (3,387.24) | - | 190.80 | 3,846.54 |
| Interest accrued | 2,029.85 | (2,235.57) | - | 2,057.96 | 1,582.24 |
| Total | 18,382.46 | (10,580.81) | 42.86 | 2,248.76 | 10,093.27 |

* Represent interest accrued during the year

6. Figures in brackets represents cash outflows.

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No. 129255

Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors of **Sadbhav Infrastructure Project Limited**

Vasistha Patel
Managing Director
DIN: 00048324

Hardik Modi
Company Secretary
Membership No.: F9193

Date: June 28, 2021
Place: Ahmedabad

Shashin Patel
Director
DIN: 00048328

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021
Place: Ahmedabad

Notes to Standalone Financial Statements for the year ended March 31, 2021

1. Company information:

Sadbhav Infrastructure Project Limited (the "Company or SIPL") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the company is located at "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380 006.

The Company is engaged in development, construction as well as operation & maintenance of infrastructure projects and related consulting and advisory services. The Company undertakes infrastructure development projects directly or indirectly through Special Purpose Vehicles (SPVs) as per the concession agreements. The Company is a subsidiary of Sadbhav Engineering Limited ("SEL"), a listed company, engaged in providing engineering, procurement and construction services ("EPC") in the road and other infrastructure projects.

The Standalone Financial statements were approved for issue in accordance with a resolution of the board of directors on June 28, 2021.

2. Basis of preparation:

The Standalone Financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act 2013, (Ind AS compliant Schedule III), as applicable to Standalone Financial statements.

These Standalone Financial statements have been prepared on a historical cost convention and on an accrual basis, except for the followings assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

The Standalone Financial statements are presented in INR and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

3. Summary of significant accounting policies

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

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- 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;
- Held primarily for the purpose of trading;
- 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 assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3.2 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost comprises the purchase price, borrowing costs if the recognition criteria are met and directly attributable cost of bringing the assets to its working condition for its intended use.

All other expenses on existing property plant and equipment, including day-to-day repair and maintenance expenditure are charged to the Standalone Statement of profit and loss for the period during which such expenses are incurred.

Notes to Standalone Financial Statements for the year ended March 31, 2021

Derecognition

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is de-recognized.

Depreciation

Depreciation on property, plant and equipment is provided on the written down value method basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (Major Components) and are depreciated over their useful life or over the remaining useful life of the principal assets whichever is less.

Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

The estimated useful lives, residual values and depreciation method of property, plant and equipment are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3.3 Impairment – Non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset which is based on the discounting of estimated future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the Standalone Statement of profit and loss.

The Company bases its impairment calculation on detailed budgets and forecasts calculation (DCF method). These budgets and forecasts calculations generally covering a period of the concession agreements using long terms growth rates applied to future cash flows.

3.4 Revenue from contract with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The specific recognition criteria described below must also be met before revenue is recognized. The company has concluded that it is principal in its revenue arrangements because it typically controls goods or services before transferring them to the customer.

Construction services

Revenue from construction services is recognized 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 recognized 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.

The total costs of contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under as "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

Operation and Maintenance and Project management services:

Revenue from Operation and Maintenance and Project management services are recognized pro-rata over the period of the contract as and when services are rendered. Goods and Service tax collected on behalf of the government is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Contract Balances:

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to customer. If the company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade Receivable

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of Financial instruments – initial recognition and subsequent measurement.

Notes to Standalone Financial Statements for the year ended March 31, 2021

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).

3.5 Other Income

Interest

Interest income primarily comprise of interest from deposit with bank. Interest Income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, 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 (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividend

Income from dividend on investment is accrued in the year in which it is declared, whereby right to receive is established.

3.6 Investment Property

Investment Property is measured initially at cost including related transaction costs. Such cost comprises the purchase price, borrowing cost if capitalization criteria are met. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All day-to-day repair and maintenance expenditure are charged to the Standalone Statement of profit and loss for the period during which such expenses are incurred.

An Investment property is derecognised either when it has been disposed of or when it has been permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use.

3.7 Inventory

Project Inventories are valued at lower of cost and net realizable value. Cost comprise all cost of purchase, and other costs incurred in bringing the inventories to their present location and condition. Cost of materials is determined on first-in-first-out basis. Net realizable value is the estimated selling price less estimated cost necessary to make the sale.

3.8 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 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 as defined in Indian Accounting Standard 23 – Borrowing Cost.

3.9 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 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.

3.10 Investment in subsidiaries

Investments in subsidiaries are recognized at cost as per Ind AS 27. If there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in a subsidiary (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated, then it is necessary to recognize impairment loss with respect the Company's investment in a subsidiary.

Notes to Standalone Financial Statements for the year ended March 31, 2021

3.11 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.

ii. Subsequent measurement of financial assets

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

- Financial assets at amortized cost
- Financial assets at fair value through profit or loss

• 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.

• Perpetual securities

The Company invests in perpetual securities (subordinated debt), without coupon and redeemable at the issuer's option. The Company classifies this instrument as equity under Ind AS 32.

• Financial assets at fair value through profit or loss:

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument 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 an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Notes to Standalone Financial Statements for the year ended March 31, 2021

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Other receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the economic environment.

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.

All financial liabilities are recognized initially at fair value in case of loan and borrowings and payable, fair value is reduced by 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 Standalone Statement of Profit and Loss.

• Financial liabilities at amortised cost (Loans and Borrowings)

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization 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 amortization is included as finance costs in the Standalone Statement of Profit and Loss. This category generally applies to borrowings.

• Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of the contract. At inception, the fair value of the liability component is determined using a market rate. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption.

• Financial guarantee contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115.

iii. Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognized from its balance sheet when the obligation specified in the contract is discharged or cancelled or expired.

When an existing financial liability is replaced by another liability 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 amount is recognized in the Standalone Statement of Profit and 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 realize the assets and settle the liabilities simultaneously.

Notes to Standalone Financial Statements for the year ended March 31, 2021

3.12 Fair Value Measurement

The company measures financial instruments 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 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 Standalone 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 Standalone 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.

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.

3.13 Employee Benefits

a) Short Term Employee Benefits

All employee benefits payable are expected to be settled wholly within 12 months after the end of the reporting period and are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensation etc. and the same are recognized as an expense in the Standalone Statement of Profit and Loss in the period in which the employee renders the related services.

b) Post-Employment Benefits

(i) Defined contribution plan

The Company's approved provident fund scheme is defined contribution plans. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognized and charged to Standalone Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) Defined benefit plan

The employee's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet.

Notes to Standalone Financial Statements for the year ended March 31, 2021

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Standalone Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the Standalone Statement of Profit and Loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

c) Other Employment benefits

The employee's compensated absences, which is expected to be utilized or encashed within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave are expected to be carried forward beyond 12 months from the reporting date.

3.14 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 recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current income tax are recognized 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 recognized for all taxable temporary differences except 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, unused tax losses and the carry forward of unused tax credits can be utilized except 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.

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. Unrecognized 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.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Notes to Standalone Financial Statements for the year ended March 31, 2021

3.15 Provisions

Provisions are 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 Standalone Statement of Profit and Loss net of any reimbursement, if any.

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. Provision are reviewed at each balance sheet and adjusted to reflect the current best estimates.

3.16 Contingent liabilities

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 Standalone Financial statements. Contingent liabilities are reviewed at each balance sheet date.

3.17 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. For the purpose of the Standalone Statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the Company's cash management.

3.18 Cash dividend distribution to equity holders

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

3.19 Earnings per share

Basic earnings per share is calculated by dividing the profit / loss for the year attributable to equity holders of the company by the weighted average number of shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit / loss attributable to equity holders by the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.20 Segment reporting

Based on management approach as defined in Indian Accounting Standard 108 – Operating Segment, Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker for evaluation of Company's performance.

3.21 Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset excluding finance costs and income tax expense.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

4. Significant accounting judgments, estimates and assumptions

The preparation of the Company's Standalone 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.

Notes to Standalone Financial Statements for the year ended March 31, 2021

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 Standalone 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.

Impairment of Investments

The Company reviews its carrying value of its investments carried at cost annually, or more frequently when there is indication for impairments. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

Revenue from contract with customer

The Company uses the input method for recognizing construction revenue. Use of the input method requires the company to estimate the efforts or costs expended to the date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion of performance obligation as there is a direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted performance obligation are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. Due to technical complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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.

5. Property, Plant and Equipment

(INR in Million)

| Particulars | Office Equipments | Computers | Machineries | Vehicle | Total |
|---------------------------------|-------------------|-------------|-------------|-------------|-------------|
| At cost | | | | | |
| As at April 1, 2019 | 0.01 | 0.99 | 8.15 | 0.26 | 9.41 |
| Addition | - | 0.07 | - | - | 0.07 |
| Disposal / adjustment | - | - | - | - | - |
| As at March 31, 2020 | 0.01 | 1.06 | 8.15 | 0.26 | 9.48 |
| Addition | - | 0.33 | - | - | 0.33 |
| Disposal / adjustment | - | - | - | - | - |
| As at March 31, 2021 | 0.01 | 1.39 | 8.15 | 0.26 | 9.81 |
| Accumulated Depreciation | | | | | |
| As at April 1, 2019 | 0.01 | 0.25 | 7.30 | 0.25 | 7.81 |
| Charge for the year | - | 0.35 | 0.23 | 0.00 | 0.58 |
| On disposal /adjustment | - | - | - | - | - |
| As at March 31, 2020 | 0.01 | 0.60 | 7.53 | 0.25 | 8.39 |
| Charge for the year | - | 0.17 | 0.07 | - | 0.24 |
| On disposal /adjustment | - | - | - | - | - |
| As at March 31, 2021 | 0.01 | 0.77 | 7.60 | 0.25 | 8.63 |
| Net Amount | | | | | |
| As at March 31, 2020 | - | 0.46 | 0.62 | 0.01 | 1.09 |
| As at March 31, 2021 | - | 0.62 | 0.55 | 0.01 | 1.18 |

Note:

- Property, Plant and Equipment have been pledged / hypothecated against Secured borrowings in order to fulfill the collateral requirement for the Lenders.(refer note 15)

Notes to Standalone Financial Statements for the year ended March 31, 2021

6. Investment Property

(INR in Million)

| Particulars | Freehold Land | Total |
|---------------------------------|---------------|-------------|
| At cost | | |
| As at April 1, 2019 | 2.88 | 2.88 |
| Addition | - | - |
| Disposal / adjustment | - | - |
| As at March 31, 2020 | 2.88 | 2.88 |
| Addition | - | - |
| Disposal / adjustment | - | - |
| As at March 31, 2021 | 2.88 | 2.88 |
| Accumulated Depreciation | | |
| As at April 01, 2019 | - | - |
| Charge for the year | - | - |
| On disposal /adjustment | - | - |
| As at March 31, 2020 | - | - |
| Charge for the year | - | - |
| On disposal /adjustment | - | - |
| As at March 31, 2021 | - | - |
| Net Amount | | |
| As at March 31, 2020 | 2.88 | 2.88 |
| As at March 31, 2021 | 2.88 | 2.88 |

Notes:

- 1 There is no income arising from above investment properties. Further, the company has not incurred any expenditure for above property.
- 2 There are three lands with the company of which two lands are situated at Kadi Gujarat and one land at Tiruvallur, Chennai. These lands have been mortgaged against non-current borrowings to fulfill the collateral requirements of lenders (refer note 15).
- 3 The Company has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- 4 The fair value disclosure for investment property is not given as the property is acquired specifically for offering as security for non-current borrowings and based on the information available with the management that there are no material development in the area where land is situated and accordingly, management believes that there is no material difference in fair value and carrying value of property.

Notes to Standalone Financial Statements for the year ended March 31, 2021

7. Non-current Investments

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| (a) Investments in equity instruments (unquoted, valued at cost) | | |
| Investments in subsidiaries companies | | |
| 10,460,000 (31 March 2020: 10,460,000) fully paid up equity shares of INR 10 each in Ahmedabad Ring Road Infrastructure Limited (ARRIL) (refer note 45a) | 1,036.80 | 1,036.80 |
| 2,186,445 (31 March 2020: 2,186,445) fully paid up equity shares of INR 10 each in Rohtak Panipat Tollway Private Limited (RPTPL) (refer note 46) | 217.74 | 217.74 |
| 49,815 (31 March 2020: 49,815) fully paid up equity shares of INR 10 each in Maharashtra Border Check Post Network Limited (MBCPNL) | 507.73 | 507.73 |
| 10,768,000 (31 March 2020: 10,768,000) fully paid up equity shares of INR 10 each in Rohtak-Hissar Tollway Private Limited (RHTPL) (refer note 46) | 107.68 | 107.68 |
| 4,000,000 (31 March 2020: 4,000,000) fully paid up equity shares of INR 10 each in Sadbhav Bhavnagar Highway Private Limited (SBHPL) | 40.00 | 40.00 |
| 1,000,000 (31 March 2020: 1,000,000) fully paid up equity shares of INR 10 each in Sadbhav Nainital Highway Private Limited (SNHPL) | 10.00 | 10.00 |
| 1,000,000 (31 March 2020: 1,000,000) fully paid up equity shares of INR 10 each in Sadbhav Rudrapur Highway Private Limited (SRHPL) | 10.00 | 10.00 |
| 4,000,000 (31 March 2020: 4,000,000) fully paid up equity shares of INR 10 each in Sadbhav Una Highway Private Limited (SUHPL) | 40.00 | 40.00 |
| 30,902,690 (31 March 2020: 30,902,690) fully paid up equity shares of INR 10 each in Sadbhav Bangalore Highway Private Limited (SBGHPL) | 309.03 | 309.03 |
| 26,966,000 (31 March 2020: 26,966,000) fully paid up equity shares of INR 10 each in Sadbhav Udaipur Highway Private Limited (SUDHPL) | 269.66 | 269.66 |
| 22,648,550 (31 March 2020: 22,648,550) fully paid up equity shares of INR 10 each in Sadbhav Vidarbha Highway Private Limited (SVHPL) | 226.49 | 226.49 |
| 11,650,000 (31 March 2020: 11,650,000) fully paid up equity shares of INR 10 each in Sadbhav Jodhpur Ring Road Private Limited (SJRRPL) | 116.50 | 116.50 |
| 101,156.860 (31 March 2020: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Kim Expressway Private Limited (SKEPL) | 1,011.57 | 0.50 |
| 50,000 (31 March 2020: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Tumkur Highway Private Limited (STHPL) (refer note 45b) | 0.50 | 0.50 |
| 50,000 (31 March 2020: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) (refer note 45b) | 0.50 | 0.50 |
| 50,000 (31 March 2020: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Vizag Port Road Private Limited (SVPRPL) (refer note 45b) | 0.50 | 0.50 |
| 50,000 (31 March 2020: 50,000) fully paid up equity shares of INR 10 each in Sadbhav Hybrid Annuity Private Limited (SHAPL) | 0.50 | 0.50 |
| Total - a | 3,905.20 | 2,894.13 |
| (b) Investment in unsecured Perpetual Securities (unquoted, valued at cost) | | |
| Sub-ordinate debts to subsidiaries (refer notes (b) below, 38 and 46) | 17,209.47 | 16,922.22 |
| Total - b | 17,209.47 | 16,922.22 |
| (c) Other investments (FVTPL) (quoted) | | |
| 62,041,118 fully paid up units of INR 115.87 each in Indinfravit Trust (refer note 45a) after adjusting redemption towards capital | 7,188.71 | - |
| 62,041,118 (31 March 2019: Nil) fully paid up units of INR 116.75 each in Indinfravit Trust (refer note 45a) | - | 7,243.30 |
| Total - c | 7,188.71 | 7,243.30 |
| Total = (a+b+c) | 28,303.38 | 27,059.65 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| (d) Less : | | |
| i) Assets classified as held for sale (refer note 45a) | 1,036.80 | 1,036.80 |
| ii) Aggregate provision for Impairment loss in the value of Investment (refer note 45b) | 77.72 | 77.72 |
| Total - d | 1,114.52 | 1,114.52 |
| Total = a+b+c-d | 27,188.86 | 25,945.13 |
| Aggregate book value of quoted investments | 7,188.71 | 7,243.30 |
| Market value of quoted investments | 7,188.71 | 7,243.30 |
| Aggregate value of unquoted investments (excluding perpetual securities) | 3,905.20 | 2,894.13 |
| Aggregate amount of provision for impairment in value of investments | 77.72 | 77.72 |

Note:

- (a) Aggregate cost of unquoted investments (including sub-debts) as at March 31, 2021 INR 21,036.95 million (March 31, 2020: INR 19,738.63 million).
- (b) Investment in perpetual debts in form of Sub-ordinate securities are interest free, redeemable at issuer's option and redemption can be deferred indefinitely as per the terms of contract.
- (c) The Company has pledged following investment in equity shares of subsidiaries, in favour of lenders for term loan facilities availed by the respective subsidiaries:

| | March 31, 2021 | | | March 31, 2020 | | |
|--------|-------------------|----------------|---------------------|-------------------|----------------|---------------------|
| | Total Shares Held | Shares Pledged | % of shares pledged | Total Shares Held | Shares Pledged | % of shares pledged |
| ARRIL | 10,460,000 | 3,138,000 | 30.00% | 10,460,000 | 3,138,000 | 30.00% |
| MBCPNL | 49,815 | 15,000 | 30.00% | 49,815 | 15,000 | 30.00% |
| RHTPL | 10,768,000 | 5,491,681 | 51.00% | 10,768,000 | 5,491,681 | 51.00% |
| RPTPL | 2,186,445 | 1,115,087 | 51.00% | 2,186,445 | 1,115,087 | 51.00% |
| SUHPL | 4,000,000 | 2,040,000 | 51.00% | 4,000,000 | 2,040,000 | 51.00% |
| SBHPL | 4,000,000 | 2,040,000 | 51.00% | 4,000,000 | 2,040,000 | 51.00% |
| SRHPL | 1,000,000 | 510,000 | 51.00% | 1,000,000 | 510,000 | 51.00% |
| SNHPL | 1,000,000 | 510,000 | 51.00% | 1,000,000 | 510,000 | 51.00% |
| SJRRPL | 11,650,000 | 5,941,500 | 51.00% | 11,650,000 | 5,941,500 | 51.00% |
| SUDHPL | 26,966,000 | 13,752,660 | 51.00% | 26,966,000 | 13,752,660 | 51.00% |
| SBGHPL | 30,902,690 | 15,760,372 | 51.00% | 30,902,690 | 15,760,372 | 51.00% |
| SVHPL | 22,648,550 | 11,550,761 | 51.00% | 22,648,550 | 11,550,761 | 51.00% |
| SBBHPL | 50,000 | - | - | 50,000 | 25,500 | 51.00% |
| SKEPL | 101,156,860 | 51,589,999 | 51.00% | 50,000 | 25,500 | 51.00% |
| SHAPL | 50,000 | 25,500 | 51.00% | 50,000 | 25,500 | 51.00% |

- (d) Following investment in equity shares of subsidiaries are pledged in favour of lenders for long term borrowing availed by the company.

| | March 31, 2021 | | | March 31, 2020 | | |
|--------|-------------------|----------------|---------------------|-------------------|----------------|---------------------|
| | Total Shares Held | Shares Pledged | % of shares pledged | Total Shares Held | Shares Pledged | % of shares pledged |
| MBCPNL | 49,815 | 34,765 | 69.53%* | 49,815 | 21,857 | 43.71%* |
| RPTPL | 21,86,445 | - | - | 21,86,445 | 10,71,198 | 48.99% |
| ARRIL | 104,60,000 | 48,11,600 | 46.00% | 104,60,000 | - | - |

*The company has pledged 30% shareholding (March 31, 2020: 30%) of Maharashtra Border Check Post Network Limited (MBCPNL) representing 15,000 equity shares held against non fund facilities availed by the company as on March 31, 2021.

- (e) Following investment in equity shares of subsidiaries are pledged in favour of lenders for long term borrowing availed by Sadbhav Engineering Limited, Holding company.

| | March 31, 2021 | | | March 31, 2020 | | |
|-------|-------------------|----------------|---------------------|-------------------|----------------|---------------------|
| | Total Shares Held | Shares Pledged | % of shares pledged | Total Shares Held | Shares Pledged | % of shares pledged |
| ARRIL | 104,60,000 | 24,40,667 | 23.33% | 104,60,000 | - | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

- (f) Following investment in equity shares of subsidiaries are pledged in favour of lenders for long term borrowing availed by Sadbhav Hybrid Annuity Project Limited, one of the subsidiaries of the company:

| | March 31, 2021 | | | March 31, 2020 | | |
|--------|-------------------|----------------|---------------------|-------------------|----------------|---------------------|
| | Total Shares Held | Shares Pledged | % of shares pledged | Total Shares Held | Shares Pledged | % of shares pledged |
| SUHPL | 4,000,000 | 1,959,940 | 49.00% | 4,000,000 | 1,959,940 | 49.00% |
| SBHPL | 4,000,000 | 1,959,940 | 49.00% | 4,000,000 | 1,959,940 | 49.00% |
| SRHPL | 1,000,000 | 489,940 | 49.00% | 1,000,000 | 489,940 | 48.99% |
| SNHPL | 1,000,000 | 489,940 | 49.00% | 1,000,000 | 489,940 | 48.99% |
| SJRRPL | 11,650,000 | 5,708,485 | 49.00% | 11,650,000 | 5,708,485 | 49.00% |
| SUDHPL | 26,966,000 | 5,414,440 | 20.10% | 26,966,000 | 5,414,440 | 20.08% |
| SBGHPL | 30,902,690 | 15,142,258 | 49.00% | 30,902,690 | 15,142,258 | 49.00% |
| SVHPL | 22,648,550 | 4,728,485 | 20.90% | 22,648,550 | 4,728,485 | 20.88% |

8. Loans (unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Non-current | | |
| Loans to employees | 4.07 | 4.45 |
| Total - A | 4.07 | 4.45 |
| Current | | |
| Loans to related parties (refer note 38) | 467.91 | 185.34 |
| Inter-corporate loans | - | 708.67 |
| Loans to employees | 0.54 | 0.84 |
| Total - B | 468.45 | 894.85 |
| Total = A+B | 475.52 | 899.30 |

Note:

- (a) The Company has granted interest bearing loans in the nature of loans aggregating INR 467.91 million (March 31, 2020: INR 185.34 million) (including renewals on due dates) as at March 31, 2021 to its subsidiaries. The funds are advanced based on business needs of the subsidiaries companies in accordance with Lender's Loan agreements and Sponsor Support and Equity Contribution Agreement of the respective entities.
- (b) Since all the above loans given by the Company are unsecured and considered good, the bifurcation of loans in other categories as required to be disclosed by Schedule III of the Companies Act 2013 viz: a) secured b) loans which have significant increase in credit risk and c) credit impaired is not applicable and accordingly, not disclosed above.
- (c) There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.
- (d) The fair value of non-current loans is not materially different from the carrying value presented.
- (e) For terms and conditions relating to loan to related parties, refer note 38.

9. Other financial assets (unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Non Current | | |
| Deposits with banks having remaining maturity period more than 12 months | 42.73 | 28.43 |
| Total - A | 42.73 | 28.43 |
| Current | | |
| Receivable from related parties (refer note 38) | 158.08 | 107.49 |
| Receivable from parties other than related parties | 4.57 | - |
| Receivable towards sale of subsidiaries | - | 222.33 |
| Receivable toward carve out assets (refer note (a) below) | 61.17 | 279.12 |
| Interest receivable from related parties (refer note 38) | 24.74 | 57.45 |
| Interest receivable on deposit with bank | 6.94 | 5.93 |
| Others | 4.55 | 7.54 |
| Total - B | 260.05 | 679.86 |
| Total = A+B | 302.78 | 708.29 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

Notes:

- (a) Pursuant to the definitive share purchase agreement (SPA) dated 1 July 2019 related to sale of equity share of subsidiaries as mentioned in note 45 in detailed, certain assets such as land, investment properties and arbitration claim receivable ('carve out assets') do not form part of the equity consideration and hence, all beneficial rights of the same are retained by the company. Accordingly, the company has accounted such carve out assets as receivable from respective entities in these standalone financial statements.
- (b) There is no amount due from director, other officer of the Company or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.
- (c) For terms and conditions relating to receivable from subsidiaries, refer note 38.

10. Trade Receivables

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Secured, considered good | - | - |
| Unsecured, considered good from related party (refer note 38) | 1,527.89 | 1,364.16 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | - | - |
| Total | 1,527.89 | 1,364.16 |

Notes

- (a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. None of the trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (b) For terms and conditions relating to related party receivable, refer note 38.
- (c) Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.
- (d) The Company has not identified any credit impairment loss as at March 31, 2021 and March 31, 2020

11. Cash and cash equivalents

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Cash and cash equivalents | | |
| Cash on hand | 0.01 | 0.01 |
| Balance with banks | | |
| In Current Accounts | 5.83 | 5.61 |
| In current accounts - unpaid share application refund money and unclaimed dividend | 0.14 | 0.14 |
| Deposits with original maturity of less than 3 months | 0.05 | 212.00 |
| Total - A | 6.02 | 217.76 |
| Other bank balances | | |
| Deposits with remaining maturity less than 12 months | 35.32 | 93.02 |
| Total - B | 35.32 | 93.02 |
| Total = A+B | 41.34 | 310.78 |

Notes

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.
- (b) The company has pledged a part of its deposits to fulfil collateral requirements for the bank overdraft (refer note 17).

Notes to Standalone Financial Statements for the year ended March 31, 2021

12. Other Assets (unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non Current | | |
| Advance income tax (net of provisions) | 3.68 | 3.66 |
| Tax credits and receivables | - | 1.57 |
| Total - A | 3.68 | 5.23 |
| Current | | |
| Advance to vendors | 173.87 | 5.78 |
| Prepaid expenses | 40.10 | 9.77 |
| Contract assets (refer note 37) | 149.42 | 5.75 |
| Goods and service tax credit receivable | - | 19.33 |
| Total - B | 363.39 | 40.63 |
| Total = A+B | 367.07 | 45.86 |

13. Equity Share Capital

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|------------------|----------------------|------------------|
| | No. of shares | (INR in Million) | No. of shares | (INR in Million) |
| Authorized share capital | | | | |
| Equity Shares of INR 10 each | 403,000,000 | 4,030.00 | 403,000,000 | 4,030.00 |
| | 403,000,000 | 4,030.00 | 403,000,000 | 4,030.00 |
| Issued, subscribed and fully paid | | | | |
| Equity Shares of INR 10 each | 352,225,216 | 3,522.25 | 352,225,216 | 3,522.25 |
| Total | 352,225,216 | 3,522.25 | 352,225,216 | 3,522.25 |

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

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|------------------|----------------------|------------------|
| | No. of Shares | (INR in Million) | No. of Shares | (INR in Million) |
| At the beginning of the year | 352,225,216 | 3,522.25 | 352,225,216 | 3,522.25 |
| Add: Issued during the year | - | - | - | - |
| Outstanding at the end of the year | 352,225,216 | 3,522.25 | 352,225,216 | 3,522.25 |

(b) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share held.

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding company:

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Sadbhav Engineering Limited, holding company 245,721,252 (31 March 2020: 244,802,602) equity shares | 2,457.21 | 2,448.03 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

(d) Details of shareholders holding more than 5% shares in the Company:

| Particulars | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|--------------------|----------------------|--------------------|
| | No. of Shares | % holding in class | No. of Shares | % holding in class |
| Equity shares of INR 10/- each fully paid | | | | |
| Sadbhav Engineering Limited | 245,721,252 | 69.76% | 244,802,602 | 69.50% |
| Norwest Venture Partners VII-A Mauritius | 17,221,860 | 4.89% | 29,121,860 | 8.27% |
| Nippon Life India Trustee Limited (Formerly known as Reliance Capital Trustee Company Limited as at March 31,2020) | 24,225,931 | 6.88% | 24,215,931 | 6.88% |

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

14. Other Equity

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| a. Equity Component of Compound Financial Instrument (refer note below and note 38) | | |
| Balance at the beginning of the year | 532.22 | 532.22 |
| Balance at the end of the year | Total - A | 532.22 |
| Interest free loan given by Holding company (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby Holding company has given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. Accordingly, this Interest free loan has been separated into liability and equity components based on the terms of the contract and equity component has been accounted under Other Equity and liability component under non-current borrowings (refer note 15). Interest on liability component is recognised using the effective interest method. | | |
| b. Securities premium | | |
| Balance at the beginning of the year | 9,039.27 | 9,039.27 |
| Balance at the end of the year | Total - B | 9,039.27 |
| Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013. | | |
| c. Debenture redemption reserve | | |
| Balance at the beginning of the year | 221.89 | 676.22 |
| Add: Transfer from surplus of statement of Profit & Loss | - | - |
| Less: Transfer to General Reserves | (32.54) | (454.33) |
| Balance at the end of the year | Total - C | 189.35 |
| The Company issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules 2014 (as amended), require the company to create Debenture Redemption Reserve (DRR) out of profit of the company available for payment of dividend. DRR is required to be created upto an amount equal to 25% of the value of debentures issued over the life of debenture. Upon redemption of debenture, DRR amount are transferred to general reserve. During the year ended March 31,2020, the Ministry of Corporate Affairs has issue Companies (Share Capital and Debentures) Amendment rules, 2019 dated August 16, 2019 whereby it has exempted listed companies from creation of DRR. Accordingly, the company has not created additional DRR during the year. However, the company has carried forward opening balance of DRR as it pertains to earlier reporting period.Further, the Company has transferred INR 32.54 million (March 31, 2020: INR 454.33 million) from DRR to general reserve upon redemption of debentures during the year ended March 31, 2021. | | |
| d. General Reserves | | |
| Balance at the beginning of the year | 932.78 | 478.45 |
| Add: Transfer from Debenture Redemption Reserve | 32.54 | 454.33 |
| Balance at the end of the year | Total - D | 965.32 |

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer between components of equity and is not an item of other comprehensive income.

Notes to Standalone Financial Statements for the year ended March 31, 2021

| e. Retained Earnings | | (INR in Million) | |
|--|-----------------|------------------|------------------|
| Balance at the beginning of the year | | 3,764.69 | 125.34 |
| Add: Profit for the year | | 218.93 | 3,766.18 |
| Less : Final dividend paid (including dividend distribution tax) | | - | (127.19) |
| Add : Re-measurements gain on defined benefit plans, net of tax | | (1.27) | 0.36 |
| Balance at the end of the year | Total -E | 3,982.36 | 3,764.69 |
| Total (A+B+C+D+E) | | 14,708.52 | 14,490.85 |

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders

15. Non-Current Borrowings

| | (INR in Million) | |
|--|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Secured | | |
| Redeemable, Non Convertible Debentures | | |
| Nil (31 March 2020: 199) of INR 1,000,000 each | - | 199.00 |
| 1,500 (31 March 2020: 1,597) of INR 1,000,000 each | 1,500.00 | 1,597.00 |
| 2,000 (31 March 2020: 2,166) of INR 1,000,000 each | 2,000.00 | 2,166.00 |
| | 3,500.00 | 3,962.00 |
| Unsecured | | |
| Liability component of compound financial instrument (refer note 38) | 480.06 | 432.49 |
| Total (A) | 3,980.06 | 4,394.49 |
| Less: Current Maturities of non-current borrowing (refer note 19) | | |
| Redeemable, Non Convertible Debentures | 3,500.00 | 296.00 |
| Total (B) | 3,500.00 | 296.00 |
| Total (C=A-B) | 480.06 | 4,098.49 |

(a) 1,500 (March 31, 2020: 1,597) Redeemable , Non Convertible debentures (NCD) are secured by:

(i) Pledge of 24.53% shareholding of Maharashtra Border Check Post Network Limited representing 12,265 equity shares held by the Company and Pledge of 14% shareholding of Ahmedabad Ring Road Infrastructure Limited representing 14,64,400 equity shares held by the Company (iii) A first charge over the Designated A/c-Debenture Payments and all funds and monies lying therein present & future.

(b) 2,000 (March 31, 2020: 2,166) Redeemable, Non Convertible debentures (NCD) are secured by:

(i) The Corporate Guarantee by Sadbhav Engineering Limited ('SEL') (Holding Company); (ii) first ranking charge created by way of hypothecation over the designated account and (iii) first and second ranking exclusive mortgage over the mortgaged property, in accordance with the respective Security Documents. (iv) Pledge of 15% shareholding of Maharashtra Border Check Post Network Limited representing 7,500 equity shares held by the Company and Pledge of 32% shareholding of Ahmedabad Ring Road Infrastructure Limited representing 33,47,200 equity shares held by the Company

(c) Terms of Repayment for:

(i) 1,500 Redeemable, Non Convertible debentures (NCDs)

| Series of NCDs | No. of NCDs issued | Coupon Rate p.a % | Terms of Repayment | Earliest Date of Redemption |
|----------------|--------------------|-------------------|--------------------|-----------------------------|
| Series III | 500 | 2.60% | Bullet Repayment | 15-Apr-21 |
| Series IV | 500 | 2.60% | Bullet Repayment | 15-Apr-22** |
| Series C | 250 | 0% | Bullet Repayment | 25-Jun-21** |
| Series D | 250 | 0% | Bullet Repayment | 27-Jun-22** |

The debenture holders at the end of Year 3 shall have the right to seek prepayment / early redemption of Series III and Series IV debentures in full. Thereupon, the Company shall be obliged to pay all accrued coupon thereon and redemption premium set forth in Part B of Schedule IV of the Debenture Trust Deed.

* The debentures of Series C and Series D are to be repaid at premium as set forth at Part B of Schedule IV of the Debenture Trust Deed at the time of redemption.

** Subsequent to the year end, the company has repaid its dues to debenture holders in full on May 5, 2021.

Notes to Standalone Financial Statements for the year ended March 31, 2021

(ii) 2,000 Redeemable , Non Convertible debentures (NCD):

| Series of NCDs | No. of NCDs issued | Coupon Rate p.a % | Terms of Repayment | Earliest Date of Redemption |
|----------------|--------------------|-------------------|--------------------|-----------------------------|
| Series I | 892 | 0% | Bullet Repayment | 23-Apr-23** |
| Series II | 1,108 | 0% | Bullet Repayment | 06-Jun-22** |

The debenture holders at the end of Year 3 shall have the right to seek prepayment / early redemption of Series I and Series II debentures in full. Thereupon, the Company shall be obliged to pay all accrued coupon thereon and redemption premium set forth in Schedule V of the Debenture Trust Deed.

* The debentures of Series I and Series II are to be repaid at premium as set forth at Schedule V of the Debenture Trust Deed in the time of redemption.

** Subsequent to the year end, the company has repaid its dues to debenture holders in full on May 5, 2021

(iii) Liability Component of Compound Financial Instrument :

Interest free loan given by Promotors (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby promoters have given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. Accordingly, this Interest free loan has been separated into liability and equity components based on the terms of the contract and equity components has been classified in the Other Equity (refer note 14) and liability component in the non-current borrowings. Interest on liability component is recognised using the effective interest method.

16. Provisions

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Non Current | | |
| Provision for employee benefits - Gratuity (refer note 34) | 4.10 | 3.14 |
| Total - A | 4.10 | 3.14 |
| Current | | |
| Provision for employee benefits - Gratuity (refer note 34) | 1.54 | 0.26 |
| Provision for employee benefits - leave encashment | 4.80 | 0.41 |
| Total - B | 6.34 | 0.67 |
| Total = A+B | 10.44 | 3.81 |

17. Current Borrowings

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Overdrafts from banks(secured) | - | 190.80 |
| Loans repayable on demand (unsecured): | | |
| Related parties (refer note 38) | 4,427.67 | 3,645.74 |
| Others | 10.00 | 10.00 |
| Working capital demand loan from financial institution | 371.74 | - |
| Total | 4,809.41 | 3,846.54 |

Notes:

- The bank overdrafts were secured by pledge bank deposits. The bank overdraft is repayable within 90 days of borrowing and carries interest of 11% p.a.
- Loan from related parties carries interest of 8.75% to 11.20% p.a. and is repayable on demand/call notice.
- Working Capital Demand Loan facility from banks issued against Corporate guarantee of Sadbhav Engineering Limited (SEL) i.e. the Holding company. The Working Capital Demand Loan is repayable within 90 days of borrowing and carries interest of 11% p.a.

18. Trade Payables

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Total outstanding dues of micro and small enterprises (refer note (a) below) | - | - |
| Total outstanding dues of creditors other than micro and small enterprises (refer note 38) | 874.19 | 753.59 |
| -Dues to related parties | | |
| Total | 874.19 | 753.59 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

Notes:

- (a) As per intimation available with the Company, there are no micro, small and medium enterprises as defined in the Micro, Small and Medium Enterprise Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no related additional disclosure have been made. This has been relied upon by the Auditors.
- (b) For terms and conditions relating to receivable from subsidiaries, refer note 38.

19. Other Financial Liabilities

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Non current | | |
| Interest accrued but not due on debentures | - | 917.60 |
| Total - A | - | 917.60 |
| Current | | |
| Current maturities of non-current borrowing (refer note 15) | 3,500.00 | 296.00 |
| Interest accrued but not due on debentures | 1470.61 | 138.09 |
| Interest accrued and due on borrowing (refer note 38) | 483.05 | 839.42 |
| Employee emoluments payable | 9.20 | 8.07 |
| Payable toward unclaimed dividend and unpaid share application refund money* | 0.14 | 0.14 |
| Others | 0.03 | 264.48 |
| Total - B | 5,463.04 | 1,546.19 |
| Total = A+B | 5,463.04 | 2,463.79 |

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2021 (March 31, 2020: Nil).

20. Other Current Liabilities

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Contract liabilities (refer note 37 and 38) | 218.57 | 210.23 |
| Statutory dues payable | 111.32 | 204.65 |
| Total | 329.89 | 414.88 |

21. Current Tax Liabilities (Net)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Income tax payable (net of advance tax and tax deducted at source) | 102.88 | 65.58 |
| Total | 102.88 | 65.58 |

22. Revenue from Operations

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Revenue from contract with customer (refer note 37 and 38) | | |
| Revenue from construction services | 974.00 | 1,320.17 |
| Revenue from operation and maintenances and project management services | 953.55 | 497.50 |
| Total | 1,927.55 | 1,817.67 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

23. Other Income

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Interest Income on | | |
| Corporate loan (refer note 38) | 25 | 532.78 |
| Banks deposits | 7.42 | 9.27 |
| Investments | 76.43 | - |
| Dividend Income | 2.97 | - |
| Income in relation to carve out assets (refer note 9(a)) | - | 103.70 |
| Liabilities no longer required written back | 0.45 | 120.78 |
| Asset Transfer from other site | 0.22 | - |
| Total | 112.49 | 766.53 |

24. Consumption of Project Materials

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Inventory at the beginning of the year | - | - |
| Add: Purchase of materials during the year | - | 0.27 |
| | - | 0.27 |
| Less: inventory at the end of the year | - | - |
| Total | - | 0.27 |

25. Sub-contractors Charges

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Construction contract charges to sub-contractors | 324.34 | 450.31 |
| Operation and maintenance charges to sub-contractors | 463.60 | 340.71 |
| Total | 787.94 | 791.02 |

As per the format of the Statement of Profit and Loss prescribed in Schedule III division II, there is no separate line item for "Sub-contractors Charges". However, considering the industry practice in the sector in which company operates and significance of the sub-contractors charges, for better understanding by the users of financial statements, the company has disclosed "Sub-contractors Charges" by way of a separate line item on the face of Statement of Profit and Loss.

26. Employee Benefit Expenses

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Salaries, wages and bonus (including managerial remuneration) (refer note no. 34 and 38) | 33.73 | 31.74 |
| Contribution to provident fund and other funds (refer note 34) | 1.12 | 0.82 |
| Gratuity expenses (refer note 34) | 0.97 | 0.80 |
| Staff welfare expenses | 0.08 | 0.07 |
| Total | 35.90 | 33.43 |

27. Finance cost

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Interest on | | |
| Debenture | 603.05 | 923.56 |
| Current borrowings (refer note 38) | 541.82 | 1,042.50 |
| Others | 16.52 | 32.09 |
| Unwinding of discount on interest free loan received from Holding company | 47.57 | 42.86 |
| Other borrowing costs | 67.48 | 91.90 |
| Total | 1,276.44 | 2,132.91 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

28. Other expenses

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Expense relating to short-term leases (refer note no 36 and 38) | 1.57 | 0.90 |
| Rates and taxes | 1.25 | 25.39 |
| Repairs and maintenance to assets - Others | 5.18 | 0.03 |
| Insurance | 0.07 | 0.08 |
| Travelling expenses | 0.29 | 3.76 |
| Legal and professional charges (refer note 38) | 61.77 | 203.26 |
| Auditors' remuneration (refer below) | 1.72 | 2.04 |
| Director sitting fees (refer note 38) | 0.26 | 0.66 |
| Annual listing fees | 1.29 | 1.24 |
| Miscellaneous expenses | 9.19 | 2.16 |
| Total | 82.59 | 239.52 |

Payment to auditors

(INR in Million)

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Towards | | |
| Statutory audit fees (includes limited review) | 1.45 | 2.03 |
| Certification fees | 0.27 | 0.01 |
| Total | 1.72 | 2.04 |

29. Income Tax Expense

The major component of income tax expenses for the year ended March 31, 2021 and March 31, 2020 are as under :

(a) Profit and Loss Section

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Current tax | | |
| Current income tax charges | 82.37 | 139.63 |
| Adjustment in respect of tax of earlier years | - | (59.75) |
| Total - (A) | 82.37 | 79.88 |
| Deferred tax | | |
| Relating to origination and reversal of temporary differences | (13.86) | 542.03 |
| Adjustment in respect of deferred tax of earlier years | - | - |
| Total deferred tax charged in the statement of profit and loss | (13.86) | 542.03 |
| MAT credit utilised against tax payments for the year | - | - |
| | (13.86) | 542.03 |
| Tax expense reported in the statement of profit and loss | 68.51 | 621.91 |
| Total=(A)+(B) | | |

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

(INR in Million)

| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Accounting profit before tax | 287.44 | 4,388.09 |
| Statutory Income tax rate (refer note (a) below) | 25.63% | 25.63% |
| Expected Income tax expenses | 73.66 | 1,124.67 |
| Tax Effect of adjustments to reconcile expected Income tax expenses to reported income tax expenses | | |
| i) Tax effect of non deductible items | 3.97 | 7.67 |
| ii) Tax in respect of earlier years | - | (59.75) |
| iii) Tax effect due to indexation benefit | - | (348.99) |
| iv) Tax on effect due to change in rate | - | (35.72) |
| v) Tax on income at different rates | (9.12) | (65.96) |
| Income tax expenses as per normal tax rate | 68.51 | 621.91 |
| Consequent to reconciliation items shown above, the effective tax rate | 23.83% | 14.17% |

Notes to Standalone Financial Statements for the year ended March 31, 2021

(c) Deferred Tax

The movement in deferred tax assets and liabilities during the year ended March 31, 2021 and March 31, 2020:

(INR in Million)

| Particulars | Balance sheet | | Statement of Profit and Loss | |
|--|-------------------------|-------------------------|------------------------------|-------------------------|
| | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| i) Impact on liability component of Compound instruments | (76.75) | (88.94) | 12.19 | 47.32 |
| ii) Depreciation difference between books and tax purpose. | 1.24 | 1.74 | (0.26) | (0.83) |
| iii) Expenditure allowed on payment basis | 4.70 | 2.79 | 1.91 | (1.19) |
| iv) Expenditure allowed over the period | - | - | - | (17.51) |
| v) Income taxable on actual receipts basis | (569.83) | (569.83) | - | (569.83) |
| vi) Tax credit entitlement under MAT | - | - | - | - |
| Total deferred tax expenses/(Income) | | | 13.86 | (542.03) |
| Net deferred tax assets/(liabilities) | (640.64) | (654.51) | | |

Notes:

- The Company has assessed tax benefit under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 (the ordinance) and opted option available under the ordinance. Accordingly, the Company has recognised Provision of Income Tax for the year ended 31 March 2021 and re-measured its Deferred Tax Assets basis the rate prescribed in the said section.
- The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

30. Disclosure of Financial Instruments by Category

(INR in Million)

| Particulars | Note no. | As at March 31, 2021 | | | | As at March 31, 2020 | | | |
|------------------------------------|----------|----------------------|----------|------------------|------------------|----------------------|----------|------------------|------------------|
| | | FVTPL | FVTOCI | Amortized cost | Cost | FVTPL | FVTOCI | Amortized cost | Cost |
| Financial asset | | | | | | | | | |
| Investments | 7 | 7,188.71 | - | - | 21,114.67 | 7,243.30 | - | - | 19,816.35 |
| Trade receivables | 10 | - | - | 1,527.89 | - | - | - | 1,364.16 | - |
| Cash and cash equivalents | 11 | - | - | 6.03 | - | - | - | 217.76 | - |
| Other bank balances | 11 | - | - | 35.32 | - | - | - | 93.02 | - |
| Loans | 8 | - | - | 472.52 | - | - | - | 899.30 | - |
| Other financial assets | 9 | - | - | 302.78 | - | - | - | 708.29 | - |
| Total financial asset | | 7,188.71 | - | 2,344.52 | 21,114.67 | 7,243.30 | - | 3,282.53 | 19,816.35 |
| Financial liabilities | | | | | | | | | |
| Non-current borrowings | 15 | - | - | 480.06 | - | - | - | 4,098.49 | - |
| Current borrowings | 17 | - | - | 4,809.41 | - | - | - | 3,846.54 | - |
| Trade payables | 18 | - | - | 874.19 | - | - | - | 753.59 | - |
| Other financial liabilities | 19 | - | - | 5,463.04 | - | - | - | 2,463.79 | - |
| Total financial liabilities | | - | - | 11,626.70 | - | - | - | 11,162.41 | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

31. 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)

| Particulars | Note No. | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------|----------------------|-----------------|----------------------|-----------------|
| | | Carrying amount | Fair value | Carrying amount | Fair value |
| Financial assets | | | | | |
| Investments in unit of Indinfravite Trust | 7 | 7,188.71 | 7,188.71 | 7,243.30 | 7,243.30 |
| Total Financial Assets | | 7,188.71 | 7,188.71 | 7,243.30 | 7,243.30 |
| Financial liabilities | | | | | |
| Redeemable, Non Convertible Debentures | 15 | 4,970.61 | 4,991.38 | 5,017.03 | 5,446.65 |
| Total Financial Liabilities | | 4,970.61 | 4,991.38 | 5,017.03 | 5,446.65 |

Notes:

- (a) The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- (b) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

32. 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, 2021 and March 31, 2020

(INR in Million)

| | Note No. | Fair value measurement using | | | | | |
|---|----------|---|---|---|---|---|---|
| | | As at March 31, 2021 | | | As at March 31, 2020 | | |
| | | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Assets measured at fair value | | | | | | | |
| Fair value through profit and loss | | | | | | | |
| Investments in unit of Indinfravit Trust | 7 | 7,188.71 | - | - | 7,243.30 | - | - |
| Liabilities measured at fair value | | | | | | | |
| Liabilities for which fair value are disclosed | | | | | | | |
| Redeemable, Non Convertible Debentures | 15 | - | 4,991.38 | - | - | 5,446.65 | - |

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

33. Earning Per Share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Profit after tax for the year available for equity shareholders | 218.93 | 3,766.18 |
| Number of equity shares at the end of the year | 3522,25,216 | 352,225,216 |
| Weighted average number of equity shares for basic and diluted EPS | 3522,25,216 | 352,225,216 |
| Nominal value of equity shares | 10 | 10 |
| Basic and diluted earnings per share | 0.62 | 10.69 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

34. Employee Benefits Disclosure

A Defined Contribution Plans:

The following amount recognised as expenses in statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

| Particulars | (INR in Million) | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Contribution to Provident funds | 0.99 | 0.75 |
| Contribution to Employee state insurance | 0.10 | 0.05 |
| Contribution to Benevolent fund | 0.02 | 0.02 |
| Total | 1.12 | 0.82 |

B Defined benefit plans - Gratuity benefit plan:

The Company has a Gratuity benefit plan. Every employee who has completed five years or more of service gets a gratuity on the termination of his employment at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded. The present value of obligation in respect of gratuity is determined based on actuarial valuation using the Project Unit Credit Method as prescribed by the Indian Accounting Standard - 19. Gratuity has been recognised in the financial statement as per details given below:

| | (INR in Million) | |
|--|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Defined benefit obligations as at beginning of the year- A | 3.40 | 3.04 |
| <u>Cost charged to statement of profit and loss</u> | | |
| Current service cost | 0.75 | 0.60 |
| Interest cost | 0.22 | 0.20 |
| Sub-total included in statement of profit and loss - B | 0.97 | 0.80 |
| <u>Remeasurement gains/(losses) in other comprehensive income</u> | | |
| Actuarial Loss due to change in financial assumptions | 0.03 | 0.17 |
| Actuarial Loss/(Gain) due to change in demographic assumptions | - | (0.00) |
| Actuarial (gain) due to experience | 1.25 | (0.53) |
| Sub-total included in OCI - C | 1.27 | (0.36) |
| Benefit paid - D | - | (0.08) |
| Defined benefit obligations as at end of the year (A+B+C+D) | 5.64 | 3.40 |
| Non-current | 4.10 | 3.14 |
| Current | 1.54 | 0.26 |

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

| | As at March 31, 2021 | As at March 31, 2021 |
|--------------------|--|--|
| Discount rate | 6.50% | 6.60% |
| Salary growth rate | 6.00% | 6.00% |
| Withdrawal rate | 15% at younger ages reducing to 3% at older ages | 15% at younger ages reducing to 3% at older ages |
| Mortality rate | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |

Notes to Standalone Financial Statements for the year ended March 31, 2021

A quantitative sensitivity analysis for significant assumption is as shown below: (INR in Million)

| Particulars | Sensitivity level | As at March 31, 2021 | As at March 31, 2020 |
|--------------------|-------------------|----------------------|----------------------|
| Discount rate | 0.50% increase | (0.14) | (0.12) |
| | 0.50% decrease | 0.14 | 0.12 |
| Salary Growth Rate | 0.50% increase | 0.10 | 0.08 |
| | 0.50% decrease | (0.10) | (0.08) |
| Withdrawal rate | 10% increase | 0.01 | 0.02 |
| | 10% decrease | (0.01) | (0.03) |

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The estimates of the future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Since the obligation is unfunded, there is no Assets-Liability Matching strategy device for the plan. Accordingly, there is no expected contribution in the next annual reporting period reported.

C Maturity Profile of the Defined Benefit Obligation:

| | As at March 31, 2021 | |
|-------------|----------------------|--------|
| | INR in Million | % |
| 2022 | 1.53 | 4.60% |
| 2023 | 0.49 | 6.80% |
| 2024 | 0.32 | 4.40% |
| 2025 | 0.30 | 4.10% |
| 2026 | 0.27 | 3.70% |
| 2027 - 2031 | 2.70 | 37.40% |
| | | |
| | As at March 31, 2020 | |
| | INR in Million | % |
| 2021 | 0.26 | 4.40% |
| 2022 | 0.31 | 5.30% |
| 2023 | 0.36 | 6.20% |
| 2024 | 0.30 | 5.20% |
| 2025 | 0.27 | 4.70% |
| 2026-2030 | 1.90 | 74.20% |

The average future duration of the defined benefit plan obligation at the end of the reporting period is 7.09 years (March 31, 2020: 19.21 years).

D Other employee benefit:

Salaries, Wages and Bonus include INR 3.08 million (March 31, 2020: INR 2.63 million) towards provision made as per actual basis in respect of accumulated leave encashment/compensated absences, bonus and leave travel allowance.

35. Segment Reporting

The operating segment of the company is identified to be "Build Operate and Transfer (BOT)/ Annuity Projects and its related activities", as the Chief Operating Decision Makers (CODM) reviews business performance at an overall group level as one segment and hence, no additional disclosure are required to be made under Ind AS 108 "Operating Segments". Further, the Company also primarily operates under one geographical segment namely India. There are no single customer which contribute more than 10% of total revenue of the Company.

Notes to Standalone Financial Statements for the year ended March 31, 2021

36. Leases:

The Company has taken office space on operating lease on short term basis. There are no sub-leases and the leases which are cancellable in nature at any point of time by either of parties. There are no restrictions imposed under the lease arrangements. There are neither any contingent rent nor any escalation clause in the lease arrangements. The Company has applied the 'short-term lease' recognition exemptions for above lease. During the year, the Company has incurred expense relating to short-term leases (included in other expenses) INR 0.90 million (March 31, 2020: INR 0.90 million) toward above lease premises.

37 Revenue from contract with customers

37.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

| | (INR in Million) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Type of service rendered | | |
| Revenue from construction services | 974.00 | 1,320.17 |
| Revenue from operation and maintenances and project management services | 953.55 | 497.50 |
| Total revenue from contracts with customers | 1927.55 | 1,817.67 |
| Place of service rendered | | |
| India | 1927.55 | 1,817.67 |
| Total revenue from contracts with customers | 1927.55 | 1,817.67 |
| Timing of revenue recognition | | |
| Services transferred over time | 1927.55 | 1,817.67 |
| Total revenue from contracts with customers | 1927.55 | 1,817.67 |

37.2 Contract balances

| | (INR in Million) | |
|----------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Contract assets | 149.42 | 5.75 |
| Contract liabilities | 218.57 | 210.23 |

Contract assets are recognised for project management services render to customer as per the agreement. Upon completion of work, the contract assets are classified as trade receivable.

Contract liabilities for the year ended March 31, 2021 includes INR 38.94 million (March 31,2020: INR Nil million) related to mobilization advance received towards project management services and INR 179.63 million (March 31, 2020 : 179.63 million) pertains to excess billing over the work completed. It also includes INR Nil million (March 31, 2020 : INR 30.60 million) for the year ended March 31,2021 related to advances received toward services under construction support services.

37.3 Performance obligation

Information about the company's performance obligations are summarised below:

a. Construction services

The performance obligation is satisfied over time as the assets is under control of customer and they simultaneously receives and consumes the benefits provided by the Company. The Company received progressive payment toward provision of construction services.

b. Operation and maintenances and project management services

There are contract with subsidiaries entities for operation & maintenances and project management services. The performance obligation is satisfied over-time and payment is generally due on completion of services i.e. monthly basis.

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

| | (INR in Million) | |
|--------------------|----------------------|----------------------|
| | As at March 31, 2021 | As at March 31, 2020 |
| Within one year | 903.61 | 1,075.42 |
| More than one year | 2893.01* | 83.97 |

* Does not include the amount of price escalation on operation and maintenance income

Notes to Standalone Financial Statements for the year ended March 31, 2021

37.4 Reconciliation of the amount of revenue recorded in standalone statement of Profit & loss is not required as there are no adjustments to the contracted price.

38. Related Party Disclosures

Related party disclosures as required under the Indian Accounting Standard (Ind AS) - 24 on "Related Party Disclosures" are given below:

(a) Name of related party and nature of relationship

Related Parties where control exists :

| | |
|-------------------|--|
| Holding Company | Sadbhav Engineering Limited (SEL) |
| Subsidiaries | Ahmedabad Ring Road Infrastructure Limited (ARRIL) Aurangabad Jalna Toll Way Limited (AJTL) (upto March 06, 2020) Bijapur Hungund Tollway Private Limited (BHTPL) (upto February 14, 2020) Hyderabad Yadgiri Tollway Private Limited (HYTPL) (upto February 14, 2020) Rohtak Panipat Tollway Private Limited (RPTPL) Maharashtra Border Check Post Network Limited (MBCPNL) Nagpur Seoni Express Way Limited (NSEWL) (upto February 14, 2020) Shreenathji-Udaipur Toll way Private Limited (SUTPL) (upto February 14, 2020) Bhilwara-Rajsamand Toll way Private Limited (BRTPL) (upto February 14, 2020) Rohtak Hissar Tollway Private Limited (RHTPL) Dhule Palesnar Tollway Limited (DPTL) (upto February 14, 2020) Sadbhav Bhavnagar Highway Private Limited (SBHPL) Sadbhav Nainital Highway Private Limited (SNHPL) Sadbhav Rudrapur Highway Private Limited (SRHPL) Sadbhav Una Highway Private Limited (SUHPL) Sadbhav Bangalore Highway Private Limited (SBGHPL) Sadbhav Udaipur Highway Private Limited (SUDHPL) Sadbhav Vidarbha Highway Private Limited (SVHPL) Sadbhav Jodhpur Ring Road Private Limited (SJRRPL) Sadbhav Tumkur Highway Private Limited (STHPL) Sadbhav Kim Expressway Private Limited (SKEPL) Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) Sadbhav Vizag Port Road Private Limited (SVPRPL) Sadbhav Hybrid Annuity Projects Limited (SHAPL) |
| Fellow Subsidiary | Mysore-Bellary Highway Private Limited (MBHPL) (upto March 18, 2020) Sadbhav Gadag Highway Private Limited (SGHPL) |

(b) Related parties with whom transactions have taken place:

| | |
|--|---|
| Entities over which Director having controls | Ennar Infra Solutions LLP |
| Key managerial personnel | Mr. Shashin V. Patel, Chairman and Non-Executive Director Mr. Vasistha C. Patel, Managing Director Mr. Nitin R. Patel, Non-Executive Director Mr. Atul Ruparel, Independent Director (upto May 25, 2020) Mr. Arun Kumar Patel, Independent Director Mr. Mirat Bhadlawala, Independent Director (upto January 01, 2020) Mrs. Dakshaben Shah, Independent Director Mr. Sandip Patel, Independent Director Mr. Varun Mehta, Chief Financial Officer (upto October 16, 2020) Mr. Pradip Agarwal, Chief Financial Officer (w.e.f November 11, 2020) Mr. Hardik Modi, Company Secretary |

Notes to Standalone Financial Statements for the year ended March 31, 2021

(c) Transactions with Related Parties during the year

(INR in Million)

| Sr. No. | Particulars | Holding | | Subsidiaries | | Entities over which Director having controls | | Fellow Subsidiaries | | Key Management Personnel | |
|---------|---|---------------------------|---------------------------|---------------------------|---------------------------|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 |
| 1 | Current borrowing taken | | | | | | | | | | |
| | SEL | 2,978.36 | 5,491.46 | - | - | - | - | - | - | - | - |
| | DPTL | - | - | - | 230.00 | - | - | - | - | - | - |
| | BRTPL | - | - | - | 70.00 | - | - | - | - | - | - |
| | AJTL | - | - | - | 285.00 | - | - | - | - | - | - |
| | SHAPL | - | - | - | 150.00 | - | - | - | - | - | - |
| | ARRIL | - | - | 227.97 | - | - | - | - | - | - | - |
| | MBCPNL | - | - | 138.38 | - | - | - | - | - | - | - |
| 2 | Current borrowing repaid (including Interest) | | | | | | | | | | |
| | SEL | 2,279.02 | 8,879.55 | - | - | - | - | - | - | - | - |
| | ARRIL | - | - | 232.40 | 13.40 | - | - | - | - | - | - |
| | DPTL | - | - | - | 54.11 | - | - | - | - | - | - |
| | AJTL | - | - | - | 70.30 | - | - | - | - | - | - |
| | SHAPL | - | - | 32.35 | 181.30 | - | - | - | - | - | - |
| | MBCPNL | - | - | 19.00 | - | - | - | - | - | - | - |
| 3 | Interest expense | | | | | | | | | | |
| | SEL | 510.43 | 919.95 | - | - | - | - | - | - | - | - |
| | ARRIL | - | - | - | 6.08 | - | - | - | - | - | - |
| | HYTPL | - | - | - | 27.65 | - | - | - | - | - | - |
| | DPTL | - | - | - | 11.82 | - | - | - | - | - | - |
| | AJTL | - | - | - | 11.62 | - | - | - | - | - | - |
| | BRTPL | - | - | - | 3.75 | - | - | - | - | - | - |
| | SHAPL | - | - | 8.02 | 10.57 | - | - | - | - | - | - |
| | MBCPNL | - | - | 4.18 | - | - | - | - | - | - | - |
| 4 | Loan given | | | | | | | | | | |
| | MBCPNL | - | - | 9.00 | 21.00 | - | - | - | - | - | - |
| | NSEL | - | - | - | 5.18 | - | - | - | - | - | - |
| | MBHPL | - | - | - | - | - | - | 191.48 | - | - | - |
| | RHTPL | - | - | 39.95 | 230.70 | - | - | - | - | - | - |
| | RPTPL | - | - | - | 192.95 | - | - | - | - | - | - |
| | SBHPL | - | - | - | 28.00 | - | - | - | - | - | - |
| | SUHPL | - | - | - | 0.88 | - | - | - | - | - | - |
| | SRHPL | - | - | 106.00 | - | - | - | - | - | - | - |
| | SBGHPL | - | - | 319.48 | - | - | - | - | - | - | - |
| | SUDHPL | - | - | - | 8.50 | - | - | - | - | - | - |
| 5 | Proceeds from loan given including interest | | | | | | | | | | |
| | MBCPNL | - | - | 199.84 | 6.00 | - | - | - | - | - | - |
| | NSEL | - | - | - | 91.56 | - | - | - | - | - | - |
| | RHTPL | - | - | - | 1.00 | - | - | - | - | - | - |
| | SBHPL | - | - | - | 28.00 | - | - | - | - | - | - |
| | SRHPL | - | - | - | 71.00 | - | - | - | - | - | - |
| | SUTPL | - | - | - | 14.00 | - | - | - | - | - | - |
| | SUHPL | - | - | - | 14.03 | - | - | - | - | - | - |
| | SNHPL | - | - | 41.56 | - | - | - | - | - | - | - |
| | SBGHPL | - | - | 6.30 | - | - | - | - | - | - | - |
| | SUDHPL | - | - | - | 13.49 | - | - | - | - | - | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

| | | | | | | | | | | | | |
|----|--|--------|--------|--------|----------|---|---|---|--------|---|---|---|
| 6 | Sub-ordinate debt given | | | | | | | | | | | |
| | SUDHPL | - | - | 76.10 | 260.12 | - | - | - | - | - | - | - |
| | SBGHPL | - | - | 1.66 | 260.10 | - | - | - | - | - | - | - |
| | SBHPL | - | - | - | 92.26 | - | - | - | - | - | - | - |
| | SUHPL | - | - | 54.57 | 57.86 | - | - | - | - | - | - | - |
| | SRHPL | - | - | 43.70 | 285.95 | - | - | - | - | - | - | - |
| | SNHPL | - | - | 59.40 | 50.35 | - | - | - | - | - | - | - |
| | SVHPL | - | - | 40.80 | 79.61 | - | - | - | - | - | - | - |
| | SJRRPL | - | - | - | 243.96 | - | - | - | - | - | - | - |
| | SKEPL | - | - | 98.43 | 61.58 | - | - | - | - | - | - | - |
| | SBBHPL | - | - | - | 3.25 | - | - | - | - | - | - | - |
| | STHPL | - | - | - | 14.78 | - | - | - | - | - | - | - |
| | SVPRPL | - | - | - | 33.04 | - | - | - | - | - | - | - |
| 7 | Sub-ordinate debt received back | | | | | | | | | | | |
| | SBBHPL | - | - | - | 30.17 | - | - | - | - | - | - | - |
| 8 | Loan converted to sub-ordinate debt | | | | | | | | | | | |
| | RHTPL (refer note 46) | - | - | - | 1,900.30 | - | - | - | - | - | - | - |
| | RPTPL (refer note 46) | - | - | - | 2,479.67 | - | - | - | - | - | - | - |
| | SRHPL | - | - | - | 71.00 | - | - | - | - | - | - | - |
| 9 | Reimbursement converted to sub-ordinate debt | | | | | | | | | | | |
| | SRHPL | - | - | - | 16.85 | - | - | - | - | - | - | - |
| 10 | Interest receivable, written off | | | | | | | | | | | |
| | RHTPL (refer note 46) | - | - | - | 384.63 | - | - | - | - | - | - | - |
| | RPTPL (refer note 46) | - | - | - | 795.22 | - | - | - | - | - | - | - |
| | SUTPL | - | - | - | 16.24 | - | - | - | - | - | - | - |
| | NSEL | - | - | - | 49.57 | - | - | - | - | - | - | - |
| 11 | Interest payable, written back | | | | | | | | | | | |
| | AJTL | - | - | - | 10.46 | - | - | - | - | - | - | - |
| | BRTPL | - | - | - | 3.37 | - | - | - | - | - | - | - |
| | DPTL | - | - | - | 10.64 | - | - | - | - | - | - | - |
| | HYTPL | - | - | - | 24.88 | - | - | - | - | - | - | - |
| 12 | Rendering services (excluding taxes) | | | | | | | | | | | |
| | SEL | 624.06 | 504.87 | - | - | - | - | - | - | - | - | - |
| | AJTL | - | - | - | 14.36 | - | - | - | - | - | - | - |
| | ARRIL | - | - | 240.44 | 49.23 | - | - | - | - | - | - | - |
| | BHTPL | - | - | - | 465.69 | - | - | - | - | - | - | - |
| | DPTL | - | - | - | 38.96 | - | - | - | - | - | - | - |
| | HYTPL | - | - | - | 94.47 | - | - | - | - | - | - | - |
| | MBCPNL | - | - | 46.76 | 41.14 | - | - | - | - | - | - | - |
| | MBHPL | - | - | - | - | - | - | - | 145.87 | - | - | - |
| | NSEL | - | - | - | 14.78 | - | - | - | - | - | - | - |
| | RPTPL | - | - | 24.39 | 28.41 | - | - | - | - | - | - | - |
| | SUTPL | - | - | - | 33.96 | - | - | - | - | - | - | - |
| | BRTPL | - | - | - | 30.40 | - | - | - | - | - | - | - |
| | SBHPL | - | - | 136.26 | - | - | - | - | - | - | - | - |
| | SRHPL | - | - | 132.56 | - | - | - | - | - | - | - | - |
| | SKEPL | - | - | 165.25 | - | - | - | - | - | - | - | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

| | | | | | | | | | | |
|---|---------|--------|-------|----------|------|-------|------|-------|---|---|
| SUDHPL | - | - | 22.50 | 124.66 | - | - | - | - | - | - |
| SVHPL | - | - | - | 225.00 | - | - | - | - | - | - |
| 13 Receivable/(Payable) towards Reimbursement | | | | | | | | | | |
| SEL | (16.81) | (2.88) | - | - | - | - | - | - | - | - |
| AJTL | - | - | - | 0.17 | - | - | - | - | - | - |
| ARRIL | - | - | 4.43 | - | - | - | - | - | - | - |
| DPTL | - | - | - | 1.03 | - | - | - | - | - | - |
| BHTPL | - | - | - | 0.21 | - | - | - | - | - | - |
| HYTPL | - | - | - | (0.28) | - | - | - | - | - | - |
| MBCPNL | - | - | - | (100.57) | - | - | - | - | - | - |
| MBHPL | - | - | - | - | - | - | - | 24.25 | - | - |
| RPTPL | - | - | - | 0.00 | - | - | - | - | - | - |
| RHTPL | - | - | 5.25 | 2.26 | - | - | - | - | - | - |
| NSEL | - | - | - | 0.25 | - | - | - | - | - | - |
| SBGHPL | - | - | 4.31 | 52.16 | - | - | - | - | - | - |
| SKEPL | - | - | 19.96 | - | - | - | - | - | - | - |
| SBHPL | - | - | 3.79 | - | - | - | - | - | - | - |
| SNHPL | - | - | 8.65 | - | - | - | - | - | - | - |
| SVHPL | - | - | 12.90 | 52.41 | - | - | - | - | - | - |
| SUDHPL | - | - | 0.60 | 2.78 | - | - | - | - | - | - |
| SHAPL | - | - | 10.48 | 4.07 | - | - | - | - | - | - |
| SGHPL | - | - | - | - | - | - | 8.57 | - | - | - |
| SVPRPL | - | - | 0.32 | - | - | - | - | - | - | - |
| SUHPL | - | - | 2.66 | - | - | - | - | - | - | - |
| SJRRPL | - | - | - | 26.23 | - | - | - | - | - | - |
| 14 Interest Income | | | | | | | | | | |
| MBCPNL | - | - | 6.70 | 16.44 | - | - | - | - | - | - |
| NSEL | - | - | - | 55.09 | - | - | - | - | - | - |
| RHTPL | - | - | - | 181.08 | - | - | - | - | - | - |
| RPTPL | - | - | - | 253.63 | - | - | - | - | - | - |
| SUTPL | - | - | - | 17.69 | - | - | - | - | - | - |
| SNHPL | - | - | 4.08 | 4.65 | - | - | - | - | - | - |
| SRHPL | - | - | 2.55 | 3.61 | - | - | - | - | - | - |
| SUHPL | - | - | 0.09 | 0.16 | - | - | - | - | - | - |
| SBHPL | - | - | 0.17 | 0.33 | - | - | - | - | - | - |
| SBGHPL | - | - | 11.39 | 0.01 | - | - | - | - | - | - |
| SUDHPL | - | - | - | 0.09 | - | - | - | - | - | - |
| SVHPL | - | - | 0.01 | 0.01 | - | - | - | - | - | - |
| 15 Mobilization and Other Advances Received | | | | | | | | | | |
| SUDHPL | - | - | 7.47 | 30.60 | - | - | - | - | - | - |
| SKEPL | - | - | 57.85 | - | - | - | - | - | - | - |
| 16 Mobilization and Other Advances adjusted against Services | | | | | | | | | | |
| SKEPL | - | - | 11.90 | - | - | - | - | - | - | - |
| 17 Services received under EPC & Maintenance Contracts | | | | | | | | | | |
| SEL | 229.88 | - | - | - | - | - | - | - | - | - |
| 18 Rent (excluding GST) | | | | | | | | | | |
| SEL | 0.90 | 0.90 | - | - | - | - | - | - | - | - |
| 19 Availment of professional services | | | | | | | | | | |
| Ennar Infra Solutions LLP | - | - | - | - | 6.30 | 27.00 | - | - | - | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

| | | | | | | | | | | | |
|----|---------------------|---|---|---|---|---|---|---|---|------|------|
| 20 | Remuneration | | | | | | | | | | |
| | Vasistha Patel | - | - | - | - | - | - | - | - | 3.25 | 3.00 |
| | Varun Mehta | - | - | - | - | - | - | - | - | 2.87 | 4.02 |
| | Pradip Agarwal | - | - | - | - | - | - | - | - | 2.42 | - |
| | Hardik Modi | - | - | - | - | - | - | - | - | - | 0.52 |
| 21 | Sitting Fees | | | | | | | | | | |
| | Shashin V Patel | - | - | - | - | - | - | - | - | 0.02 | 0.12 |
| | Sandip Patel | - | - | - | - | - | - | - | - | 0.06 | 0.12 |
| | Nitin R Patel | - | - | - | - | - | - | - | - | 0.06 | 0.11 |
| | Mirat N. Bhadlawala | - | - | - | - | - | - | - | - | - | 0.03 |
| | Daksha Shah | - | - | - | - | - | - | - | - | 0.06 | 0.11 |
| | Atul Ruparel | - | - | - | - | - | - | - | - | - | 0.06 |
| | Arunkumar Patel | - | - | - | - | - | - | - | - | 0.06 | 0.11 |

(d) Balances of related parties at the year end:

(INR in million)

| Sr. No. | Particulars | Holding | | Subsidiaries | | Entities over which Director having controls | | Fellow Subsidiary | | Key Managerial Personnel | |
|---------|-------------------|----------------------|----------------------|----------------------|----------------------|--|----------------------|----------------------|----------------------|--------------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| 1 | Trade receivable | | | | | | | | | | |
| | ARRIL | - | - | - | 40.81 | - | - | - | - | - | - |
| | MBCPNL | - | - | 43.72 | 38.55 | - | - | - | - | - | - |
| | RPTPL | - | - | 47.20 | 48.26 | - | - | - | - | - | - |
| | SBHPL | - | - | 304.63 | 165.50 | - | - | - | - | - | - |
| | SNHPL | - | - | 160.60 | 160.60 | - | - | - | - | - | - |
| | SRHPL | - | - | 135.43 | 113.85 | - | - | - | - | - | - |
| | SUHPL | - | - | 156.80 | 160.30 | - | - | - | - | - | - |
| | SVHPL | - | - | 363.53 | 321.20 | - | - | - | - | - | - |
| | SKEPL | - | - | 178.79 | - | - | - | - | - | - | - |
| | SBGHPL | - | - | 41.50 | 41.50 | - | - | - | - | - | - |
| 2 | Loan given | | | | | | | | | | |
| | MBCPNL | - | - | - | 141.31 | - | - | - | - | - | - |
| | RHTPL | - | - | 39.95 | - | - | - | - | - | - | - |
| | SBHPL | - | - | 1.50 | 1.50 | - | - | - | - | - | - |
| | SNHPL | - | - | - | 41.56 | - | - | - | - | - | - |
| | SRHPL | - | - | 112.82 | - | - | - | - | - | - | - |
| | SUHPL | - | - | 0.88 | 0.88 | - | - | - | - | - | - |
| | SVHPL | - | - | 0.10 | 0.10 | - | - | - | - | - | - |
| | SBGHPL | - | - | 319.48 | - | - | - | - | - | - | - |
| 3 | Sub-ordinate debt | | | | | | | | | | |
| | MBCPNL | - | - | 4,419.13 | 4,419.13 | - | - | - | - | - | - |
| | RHTPL | - | - | 2,893.42 | 2,893.42 | - | - | - | - | - | - |
| | RPTPL | - | - | 4,688.73 | 4,688.73 | - | - | - | - | - | - |
| | SBHPL | - | - | 598.68 | 598.68 | - | - | - | - | - | - |
| | SNHPL | - | - | 560.71 | 501.31 | - | - | - | - | - | - |
| | SRHPL | - | - | 875.60 | 919.30 | - | - | - | - | - | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

| | | | | | | | | | | | |
|------------------------|---|----------|--------|--------|---|---|------|---|---|---|---|
| SUHPL | - | - | 356.90 | 302.33 | - | - | - | - | - | - | - |
| SUDHPL | - | - | 806.39 | 730.29 | - | - | - | - | - | - | - |
| SBGHPL | - | - | 900.97 | 899.31 | - | - | - | - | - | - | - |
| SVHPL | - | - | 512.13 | 471.33 | - | - | - | - | - | - | - |
| SBBHPL (Refer Note) | - | - | 28.38 | 28.38 | - | - | - | - | - | - | - |
| SKEPL | - | - | 165.11 | 66.68 | - | - | - | - | - | - | - |
| SJRRPL | - | - | 355.50 | 355.50 | - | - | - | - | - | - | - |
| STHPL | - | - | 14.78 | 14.78 | - | - | - | - | - | - | - |
| SVPRPL | - | - | 33.04 | 33.04 | - | - | - | - | - | - | - |
| 4 | Interest payable | | | | | | | | | | |
| SEL | 472.15 | 827.95 | - | - | - | - | - | - | - | - | - |
| ARRIL | - | - | - | 0.54 | - | - | - | - | - | - | - |
| SHAPL | - | - | 1.88 | 10.93 | - | - | - | - | - | - | - |
| MBCPNL | - | - | 3.87 | - | - | - | - | - | - | - | - |
| 5 | Mobilization and Other Advances Received | | | | | | | | | | |
| SUDHPL | - | - | 38.07 | 30.60 | - | - | - | - | - | - | - |
| SKEPL | - | - | 45.95 | - | - | - | - | - | - | - | - |
| 6 | Trade payable | | | | | | | | | | |
| SEL | 63.60 | 71.68 | - | - | - | - | - | - | - | - | - |
| 7 | Interest receivable | | | | | | | | | | |
| MBCPNL | - | - | - | 43.33 | - | - | - | - | - | - | - |
| SBHPL | - | - | 0.50 | 0.34 | - | - | - | - | - | - | - |
| SNHPL | - | - | 12.85 | 9.08 | - | - | - | - | - | - | - |
| SRHPL | - | - | 6.82 | 4.46 | - | - | - | - | - | - | - |
| SVHPL | - | - | 0.03 | 0.02 | - | - | - | - | - | - | - |
| SBGHPL | - | - | 4.40 | 0.17 | - | - | - | - | - | - | - |
| SUHPL | - | - | 0.13 | 0.05 | - | - | - | - | - | - | - |
| 8 | Expense receivable/(payable) | | | | | | | | | | |
| ARRIL | - | - | (0.15) | (0.72) | - | - | - | - | - | - | - |
| RPTPL | - | - | 0.29 | 0.05 | - | - | - | - | - | - | - |
| RHTPL | - | - | 3.00 | 1.19 | - | - | - | - | - | - | - |
| MBCPNL | - | - | 26.06 | 26.90 | - | - | - | - | - | - | - |
| SUDHPL | - | - | 0.60 | 2.78 | - | - | - | - | - | - | - |
| SBGHPL | - | - | 4.76 | 1.33 | - | - | - | - | - | - | - |
| SBHPL | - | - | - | 0.07 | - | - | - | - | - | - | - |
| SKEPL | - | - | 19.97 | - | - | - | - | - | - | - | - |
| SNHPL | - | - | 8.71 | 0.06 | - | - | - | - | - | - | - |
| SRHPL | - | - | 16.13 | 13.01 | - | - | - | - | - | - | - |
| SVHPL | - | - | - | 29.43 | - | - | - | - | - | - | - |
| SUHPL | - | - | - | 0.06 | - | - | - | - | - | - | - |
| SJRRPL | - | - | 3.97 | 26.26 | - | - | - | - | - | - | - |
| SVPRPL | - | - | 0.27 | - | - | - | - | - | - | - | - |
| STHPL | - | - | (0.11) | - | - | - | - | - | - | - | - |
| SBBHPL | - | - | (0.11) | - | - | - | - | - | - | - | - |
| SHAPL | - | - | 17.35 | 7.08 | - | - | - | - | - | - | - |
| SGHPL | - | - | - | - | - | - | 8.57 | - | - | - | - |
| 9 | Current borrowings | | | | | | | | | | |
| SEL | 4,197.36 | 3,498.03 | - | - | - | - | - | - | - | - | - |
| ARRIL | - | - | 60.93 | 65.36 | - | - | - | - | - | - | - |
| MBCPNL | - | - | 119.38 | - | - | - | - | - | - | - | - |
| SHAPL | - | - | 50.00 | 82.36 | - | - | - | - | - | - | - |

Notes to Standalone Financial Statements for the year ended March 31, 2021

| | | | | | | | | | | | | | |
|----|--|--------|--------|---|---|------|---|---|---|---|------|------|---|
| 10 | Availment of Professional Services | | | | | | | | | | | | |
| | Ennar Infra Solutions LLP | - | - | - | - | 0.36 | - | - | - | - | - | - | - |
| 11 | Remuneration payable | | | | | | | | | | | | |
| | Vasistha Patel | - | - | - | - | - | - | - | - | - | 0.72 | 0.74 | |
| | Varun Mehta | - | - | - | - | - | - | - | - | - | 1.08 | 1.06 | |
| | Pradip Agarwal | - | - | - | - | - | - | - | - | - | 1.05 | - | |
| | Hardik Modi | - | - | - | - | - | - | - | - | - | - | - | |
| 12 | Sitting Fees payable | | | | | | | | | | | | |
| | Shashin V Patel | - | - | - | - | - | - | - | - | - | - | - | |
| | Sandip Patel | - | - | - | - | - | - | - | - | - | 0.04 | - | |
| | Nitin R Patel | - | - | - | - | - | - | - | - | - | 0.04 | - | |
| | Mirat N. Bhadlawala | - | - | - | - | - | - | - | - | - | - | - | |
| | Daksha Shah | - | - | - | - | - | - | - | - | - | 0.04 | - | |
| | Atul Ruparel | - | - | - | - | - | - | - | - | - | - | - | |
| | Arunkumar Patel | - | - | - | - | - | - | - | - | - | 0.04 | - | |
| 13 | Interest free unsecured loan (Equity and liability components less finance cost recognised till date reporting date) | | | | | | | | | | | | |
| | SEL | 779.56 | 779.56 | - | - | - | - | - | - | - | - | - | - |

Notes:

- 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 loan given and settlement occurs in cash as per the terms of the agreement.
- Non convertible debenture of INR 3,500 Million as at 31 March 2021 (31 March 2020: INR 3,962 million) are secured by way of corporate guarantee by Sadbhav Engineering Limited (SEL), the Parent Company, first ranking charge created on shares of Company's certain subsidiaries and of SEL.
- The loans given to subsidiaries companies is based on business needs of the subsidiaries companies in accordance with Lender's Loan agreements and Sponsor Support and Equity Contribution Agreement of the respective SPV entities. The loan given to subsidiaries on demand basis which carries interest of 8.30% to 11.20% per annum based on cost of fund of respective subsidiaries companies.
- The loans received from Sadbhav Engineering Limited (SEL), the Parent Company and subsidiaries are based on demand which carries interest of 8.75% to 11.00% per annum.
- The Remuneration disclosed above given to key managerial personnel is mainly related to short term employee benefits and does not includes post employee benefits as the same is not determinable.
- The Contract liabilities (unearned revenue) of INR 179.63 Million (31 March 2020: INR 179.63 million) related to one of the subsidiaries outstanding as at the year as per the company accounting policy is not included in above outstanding balance.
- During the year ended March 31,2020, the company has converted loan given to subsidiaries of INR Nil million (March 31, 2020: INR 4,450.97 million) into a sub-ordinate debts, the movement of the same disclosed under respective items.
- The provision for Impairment loss in the value of Investment in Sadbhav Tumkur Highway Private Limited (STHPL), Sadbhav Vizag Port Road Private Limited (SVPRPL) and Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) recorded during the year ended March 31,2020 amounting to INR 77.72 million due to termination of the concession agreements with National Highway Authority of India (NHAI) on account of non availability of required 80% right of way (ROW) by NHAI within the stipulated time period. However, the company has disclosed outstanding sub-ordinate debts from such subsidiaries above considering that such sub-ordinate debts are not written off as at balance sheet date.

Notes to Standalone Financial Statements for the year ended March 31, 2021

39. Contingent liabilities and commitments

I Contingent liabilities (to the extent not provided for)

There are no contingent liabilities, pending litigations/claims against the company as on March 31, 2021 and March 31, 2020.

II Commitments

The followings are the estimated amount of contractual commitments of the company: (INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| (i) EPC sub-contract commitments | 480.64 | 261.90 |
| (ii) Other Commitments towards sub ordinate debts/equity shares in various subsidiaries | 3,669.62 | 4,762.69 |
| (iii) The BOT/HAM projects of below subsidiary companies has been funded through various credit facility agreements with banks. Against the said facilities availed by the subsidiary companies from the lenders, the Company has executed agreements with respective lenders whereby the Company has committed to hold minimum shareholding and pledge of its holding in the respective subsidiary company, details of which is as follows: | | |

| Name of Subsidiary | % of Non Disposal Undertaking | | % of Shares to Pledge As at March 31, 2021 | % of Shares to Pledge As at March 31, 2020 |
|---|--------------------------------|---------------------------------|--|--|
| | Upto Commercial Operation Date | After Commercial Operation Date | | |
| Ahmedabad Ring Road Infrastructure Limited | 70.00% | 45.00%* | 30.00% | 30.00% |
| Maharashtra Border Check Post Network Limited | 70.00% | 51.00% | 30.00% | 30.00% |
| Rohtak-Hissar Tollway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Rohtak Panipat Tollway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Sadbhav Una Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Udaipur Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Bangalore Highway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Sadbhav Vidarbha Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Bhavnagar Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Rudrapur Highway Private Limited | 51.00% | 26.00% | 51.00% | 51.00% |
| Sadbhav Jodhpur Ring Road Private Limited | 51.00% | 21.00% | 51.00% | 51.00% |
| Sadbhav Hybrid Annuity Projects Limited | - | - | 51.00% | 51.00% |
| Sadbhav Kim Expressway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Sadbhav Bhimasar Bhuj Highway Private Limited | - | - | 0.00% | 51.00% |
| Sadbhav Nainital Highway Private Limited | 51.00% | 26.00% | 51.00% | 51.00% |

* In case of ARRIL the undertaking for non disposal of shares shall be reduced to 21% on repayment of 80% of the total Loan given by lenders.

40. The following are the details of loans and advances in the nature of loans (includes in the nature of sub-ordinate debts) given to subsidiaries, associates and other entities in which directors are interested in terms of regulation 53(F) read together with para A of Schedule V of SEBI (Listing Obligation and Disclosure Regulation, 2015).

(INR in Million)

| Name of Entities | Outstanding amount as at | | Maximum amount Outstanding during the year | |
|---|--------------------------|------------------|--|------------------|
| | March 31, 2021 | March 31, 2020 | March 31, 2021 | March 31, 2020 |
| | (INR in million) | (INR in million) | (INR in million) | (INR in million) |
| Maharashtra Border Check Post Network Limited | 4,419.13 | 4,560.44 | 4,419.13 | 4,560.44 |
| Rohtak Panipat Tollway Private Limited | 4,688.73 | 4,688.73 | 4,688.73 | 4,688.73 |
| Rohtak Hissar Tollway Private Limited | 2,933.37 | 2,893.42 | 2,933.37 | 2,894.42 |
| Sadbhav Bangalore Highway Private Ltd | 1,220.45 | 899.31 | 1,220.45 | 899.31 |
| Sadbhav Udaipur Highway Private Ltd | 806.39 | 730.29 | 806.39 | 743.58 |
| Sadbhav Bhavnagar Highway Private Ltd | 600.18 | 600.18 | 600.18 | 628.18 |
| Sadbhav Nainital Highway Private Ltd | 560.71 | 542.87 | 560.71 | 542.87 |
| Sadbhav Rudrapur Highway Private Ltd | 981.60 | 919.30 | 981.60 | 990.30 |
| Sadbhav Vidarbha Highway Private Ltd | 512.22 | 471.43 | 512.22 | 485.03 |
| Sadbhav Una Highway Private Ltd | 357.78 | 303.21 | 357.78 | 303.21 |
| Sadbhav Kim Expressway Private Limited | 165.11 | 66.68 | 165.11 | 66.68 |

Notes to Standalone Financial Statements for the year ended March 31, 2021

(INR in Million)

| Name of Entities | Outstanding amount as at | | Maximum amount Outstanding during the year | |
|--|--------------------------|------------------|--|------------------|
| | March 31,2021 | March 31,2020 | March 31,2021 | March 31,2020 |
| | (INR in million) | (INR in million) | (INR in million) | (INR in million) |
| Sadbhav Bhuj Bhimasar Highway Private Limited (refer Note 45(b)) | 28.40 | 28.40 | 28.40 | 58.57 |
| Sadbhav Tumkur Highway Private Limited (refer Note 45(b)) | 14.78 | 14.78 | 14.78 | 14.78 |
| Sadbhav Vizag Port Road Private Limited (refer Note 45(b)) | 33.04 | 33.04 | 33.04 | 33.04 |
| Sadbhav Jodhpur Ring Road Private Limited | 355.50 | 355.50 | 355.50 | 355.50 |

Note: All loans are given on interest bearing excepts loan given as subordinate debts (in the nature of promoters contribution) by the Company (as a sponsor) in accordance with the Lender's Loan agreement and Sponsor Support and Equity Contribution agreement with the respective SPV entities.

41. Disclosure Significant interest in subsidiaries as per IPara 17 of Ind AS 27 "Separate Financial Statements"

| Sr. No. | Name of Entities | Ownership % | |
|---------|--|---------------|---------------|
| | | March 31,2021 | March 31,2020 |
| 1 | Ahmedabad Ring Road Infrastructure Limited (ARRIL) | 100% | 100% |
| 2 | Maharashtra Border Check Post Network Limited (MBCPNL) | 100% | 100% |
| 3 | Rohtak Hissar Tollway Private Limited (RHTPL) | 100% | 100% |
| 4 | Rohtak Panipat Tollway Private Limited (RPTPL) | 100% | 100% |
| 5 | Sadbhav Bhavnagar Highway Private Ltd (SBHPL) | 100% | 100% |
| 6 | Sadbhav Nainital Highway Private Ltd (SNHPL) | 100% | 100% |
| 7 | Sadbhav Rudrapur Highway Private Ltd (SRHPL) | 100% | 100% |
| 8 | Sadbhav Una Highway Private Ltd (SUHPL) | 100% | 100% |
| 9 | Sadbhav Bangalore Highway Private Ltd (SBGHPL) | 100% | 100% |
| 10 | Sadbhav Vidarbha Highway Private Ltd (SVHPL) | 100% | 100% |
| 11 | Sadbhav Udaipur Highway Private Ltd (SUDHPL) | 100% | 100% |
| 12 | Sadbhav Jodhpur Ring Road Private Ltd (SJRRPL) | 100% | 100% |
| 13 | Sadbhav Tumkur Highway Private Ltd (STHPL) | 100% | 100% |
| 14 | Sadbhav Kim Expressway Private Limited (SKEPL) | 100% | 100% |
| 15 | Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) | 100% | 100% |
| 16 | Sadbhav Vizag Port Road Private Limited (SVPRPL) | 100% | 100% |
| 17 | Sadbhav Hybrid Annuity Projects Limited (SHAPL) | 100% | 100% |

42. Details of Corporate Social Responsibility (CSR) Expenditure

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| (a) Gross amount required to be spent by the company during the year | | |
| - CSR obligation for current financial year | 0.63 | 17.74 |
| - Unspend amount of CSR obligation of previous financial year | 23.79 | 6.05 |
| - Total CSR obligation | 24.42 | 23.79 |
| (b) Amount spent during the year: | 6.40 | |

43. Financial instrument risk management objectives and policies

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 as well development and maintenance of SPVs project. The Company's principal financial assets include investments, trade receivables, other receivables, loans and cash and bank balances, which are been derived directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors have 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.

Notes to Standalone Financial Statements for the year ended March 31, 2021

(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, trade receivables, loans, other receivables, trade and other payables.

Within the various methodologies to analyse and manage risk, Company has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 25-basis points of the interest rate yield curves in all currencies

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and provisions.

The following assumption has been made in calculating the sensitivity analysis:-

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2021 and March 31, 2020.

(i) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Interest risk arises to the company mainly from non - current borrowings with variable rates. The Company maintains its borrowings at fixed rate using interest rate swaps to achieve this when necessary. The company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. The company measures risk through sensitivity analysis.

The banks are now finance at variable rate only, which is the inherent business risk.

Interest rate sensitivity

The Company is not exposed to interest rate risk because its borrowings in Non convertible debenture carries fixed interest rate.

(ii) Equity price risk

The Company's non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

(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 exposed to credit risk related to operating activities (primarily trade receivables and other financial assets), financing activities including temporary Investment in mutual fund and other financial instruments.

Trade receivable mainly consist of receivable from related parties. Accordingly, the Company is not exposed to credit risk in relation to Trade receivable.

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only in accordance with company policy. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the Company adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk from balance with bank and financial institutions as of March 31, 2021 is INR 84.07 million, March 31, 2020 is INR 339.21 million.

(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 company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

Notes to Standalone Financial Statements for the year ended March 31, 2021

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

(INR in Million)

| Particular | Total Amount | On Demand | upto 1 year | 1 - 2 years | 2 - 5 years | > 5 years |
|-----------------------------|------------------|-----------------|-----------------|---------------|-----------------|---------------|
| As at March 31, 2021 | | | | | | |
| Non-current borrowings | 4,279.56 | - | 3,500.00 | - | - | 779.56 |
| Current borrowings | 4,809.41 | 4,437.67 | 371.74 | - | - | - |
| Trade payables | 874.19 | - | 874.19 | - | - | - |
| Other financial liabilities | 1,963.04 | - | 1,963.04 | - | - | - |
| Total | 11,926.19 | 4,437.67 | 6,708.96 | - | - | 779.56 |
| As at March 31, 2020 | | | | | | |
| Non-current borrowings | 4,741.56 | - | 296.00 | 75.00 | 3,591.00 | 779.56 |
| Current borrowings | 3,846.54 | 3,645.74 | 190.80 | - | - | - |
| Trade payables | 753.59 | - | 753.59 | - | - | - |
| Other financial liabilities | 2,167.79 | - | 1,250.19 | 241.76 | 675.84 | - |
| Total | 11,509.48 | 3,645.74 | 2,490.58 | 316.76 | 4,266.84 | 779.56 |

44. Capital Management

For the purpose of the Company's capital management, the Company's capital consist of share capital, securities premium, other equity and all other reserves attributable to the equity holders of the Company.

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

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. The Company monitors capital using debt equity ratio which is total Borrowings divided by total equity.

The key performance ratios as on 31 March are as follows

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non current borrowings* (refer note 15) | 3,980.06 | 4,394.49 |
| Current borrowings (refer note 17) | 4,809.41 | 3,846.54 |
| Total Debts - A | 8,789.47 | 8,241.03 |
| Equity share capital (refer note 13) | 3,522.25 | 3,522.25 |
| Other equity (refer note 14) | 14,708.52 | 14,490.85 |
| Total Equity - B | 18,230.77 | 18,013.10 |
| Debt equity ratio (A/B) | 0.48 | 0.46 |

* Includes current maturities of non current borrowing disclosed under other current financial liabilities.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements. Upon any breaches in meeting the financial covenants, the debenture holders shall have the option to require the company to redeem the debentures.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2021 and year ended March 31 2020.

Notes to Standalone Financial Statements for the year ended March 31, 2021

45. a) Pursuant to the definitive share purchase agreement ('the agreement') dated July 1, 2019 with IndInfravit Trust, the entire equity shareholding in seven of its subsidiary companies i.e. Bijapur Hungund Tollway Private Limited, Aurangabad Jalna Tollway Limited, Hyderabad Yadgiri Tollway Private Limited, Dhule Palesner Tollway Limited, Nagpur Seoni Expressway Limited, Shreenathji Udaipur Tollway Private Limited, Bhilwara Rajsamand Tollway Private Limited and Mysore Bellary Highway Private Limited (MBHPL), a subsidiary of Parent company i.e. Sadbhav Engineering Limited (SEL) have been transferred to Indinfravit Trust with effect from 14th February, 2020. This has resulted into profit of INR 6,275.77 million which have been disclosed as exceptional item in the financial statements for the year ended March 31,2020. In the current year,INR 430.51 million has been disclosed as an exceptional item which has been received towards the claim from the concerned authority.

Further, the condition precedents mentioned in the agreement such as regulatory approvals, lender's consent, other customary approvals with respect to one entity i.e. Ahmedabad Ring Road Infrastructure Limited (ARRIL), is in process as at reporting date and accordingly, investments in this subsidiary company has been classified as assets held for sale in accordance with Ind AS 105 – “Non-Current Assets Held for Sale and Discontinuing Operations”.

b) The concession agreements with National Highway Authority of India (NHAI) are terminated in case of Sadbhav Tumkur Highway Private Limited (STHPL), Sadbhav Vizag Port Road Private Limited (SVPRPL) and Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) during the year, due to non availability of required 80% right of way (ROW) by NHAI within the stipulated time period as a consequence of which, these subsidiaries were inoperative. Accordingly, the provision for Impairment loss in the value of Investment in these subsidiaries amounting to INR 77.72 million was recorded in the books and disclosed under exceptional item in this Standalone statement of profit and loss during the previous year ended March 31,2020.

46. a) The Company has investments of INR 325.42 million and subordinate debts of INR 7,582.15 million in its 2 subsidiaries engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India. The net worth of these subsidiary companies has fully eroded. Considering the gestation period required for break even for such infrastructure investments, expected higher cash flows based on future business projections, claims of INR 18,173.92 million lodged in terms of conditions of concession agreements which is backed by legal opinion on tenability of the claim, debt refinancing,valuation report from registered valuer, internal plan of revival to meet its dues and obligations and the strategic nature of these investments, the management believes that the networth of these entities would become positive in due course. Considering the same, no provision/adjustment to the carrying value of Investments and subordinate debts and loans and advances as at March 31, 2021 is considered necessary at this stage.

b) Further during the previous year ended March 31, 2020, the company had decided to grant waiver from payment of interest accrued till December 31, 2019 amounting to INR 1,179.85 million and converted outstanding loan to sub-ordinate debt in these 2 subsidiary companies to support the operational ability of these subsidiaries. Pursuant to the waiver, the outstanding interest receivable was written off in statement of profit and loss account and was been included under 'balances written off' during the previous year ended March 31,2020.

47. The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Sections 230 to 232 of Companies Act 2013, subject to the regulatory approvals required whereby, the Sadbhav Infrastructure Project Limited (SIPL), a subsidiary will merge into the Company. The appointed date of merger is 1st April, 2019. Approval of SEBI and BSE/NSE have been received. In terms of the order of National Company Law Tribunal (NCLT) dated December 01, 2020, the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors was conveyed on January 29, 2021. Requisite majority of stakeholders have given their consent to the scheme.The Company has made application to NCLT for its approval. The matter is pending before NCLT.

48. The company has made assessment of possible impact of COVID-19 on business / operations of the company and believes that the impact may not be significant over the terms of its contracts. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at date of approval of these financial statements has used corroborative information. As on current date, the company has concluded that the impact of COVID-19 is not material based on the evaluations. Due to the nature of the pandemic, the company will continue to monitor developments to identify significant uncertainties in future periods, if any. The management does not see any long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

Notes to Standalone Financial Statements for the year ended March 31, 2021

49. The Indian Parliament has approved the code on Social Security, 2020. This has also received consent of the Hon'ble President of India. The code when implemented will impact the contribution by the company towards benefits such as Provident Fund, Gratuity etc. The effective date(s) of implementation of this code is yet to be notified. In view of this, any financial impact due to the change will be assessed and accounted for in the period of notification.

50. Previous year comparatives:

Previous year figures have been regrouped/reclassified wherever necessary, to facilitate comparability with current year's classification.

As per our report of even date attached

For S G D G & ASSOCIATES LLP

Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi

Partner
Membership No. 129255

Date: June 28, 2021

Place: Ahmedabad

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Vasistha Patel

Managing Director
DIN: 00048324

Hardik Modi

Company Secretary
Membership No.: F9193

Date: June 28, 2021

Place: Ahmedabad

Shashin Patel

Director
DIN: 00048328

Pradip Agarwal

Chief Financial Officer

Date: June 28, 2021

Place: Ahmedabad

Consolidated Financial Statements

Independent Auditor's Report on the Consolidated Financial Statements

To,
The Members of Sadbhav Infrastructure Project Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Sadbhav Infrastructure Project Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2021, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act"), as amended in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2021, their consolidated loss including other comprehensive income and their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (Sas), as 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 Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

- (i) Net worth of RPTPL has been fully eroded and it has incurred a net loss during the current and previous years and current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in note Note 55 to the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt on RPTPL's ability to continue as a going concern.
- (ii) RHTPL is having accumulated losses as on reporting date resulting in erosion of its net worth. Further, its current financial liabilities exceeds the current financial assets. These events or conditions along with other matters described in note 56 to the consolidated financial statements indicate that a material uncertainty exists that may cast significant doubt on RHTPL's ability to continue as a going concern.

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

Emphasis of Matter

We draw attention to:

- a. Note 48 of the accompanying consolidated financial statements which describes the management's assessment of the carrying value of Toll Collection Right of two operating subsidiaries of the group engaged in infrastructure project considering the claim of Rs. 18,173 million lodged on National Highway Authority of India, the settlement of which is pending as at balance sheet date. For the reasons stated in the said note, the Management has concluded that no impairment/adjustment is necessary to the carrying value of the said Toll Collection Rights of both subsidiaries as at March 31, 2021.
- b. Note 50 of the accompanying consolidated financial statement in respect of accounting of Intangible Asset / Intangible Assets under Development of INR 2,228.84 million (31 March 2020: INR 2,228.84 million) under the Service Concession Arrangement of Maharashtra Border Check Post Network Limited, a subsidiary company, based upon recommendation made by the project lenders' engineer and technical experts appointed by project authorities. Pending final approval by the Government of Maharashtra, no adjustments are considered necessary in these consolidated financial statement.

- c. Note 59 of the accompanying consolidated financial statements, as regards the management's evaluation of COVID-19 impact on the operations and assets of the Group.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit report furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| Impairment of BOT asset (Intangible) (as described in note 3.8 of the consolidated financial statements) | |
| <p>The Group operates toll asset which is constructed on Build Operate and Transfer (BOT) basis. The carrying value of the user fee rights ('UFR') as at March 31, 2021 is INR 14,251.40 million.</p> <p>The management has performed an impairment assessment by comparing the carrying value of UFR with its recoverable amount due to existence of impairment indicators including impact of COVID-19.</p> <p>For the purpose of impairment testing, recoverable amount has been determined based on discounted future cash flows. Further, the recoverable amount is highly sensitive to changes in key assumptions used for forecasting as well as the impact of the economic uncertainties arising from COVID-19 on the future cash flows including growth rate, discount rate, change in traffic and tolls and future operating and finance cost. Thus, the determination of the recoverable amount of the UFR involves significant judgement.</p> <p>Accordingly, the impairment of UFR accounted under concession arrangement was determined to be a key audit matter in our audit of the consolidated financial statements.</p> | <p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Obtained an understanding of the Group's valuation methodology applied in determining the recoverable amount of UFR. • Obtained the financial model and understood the key assumptions around the cash flow forecasts like growth rate, change in traffic and toll and future operating and finance costs considering the current and estimated future economic conditions, including the impact of COVID-19. • Together with our valuation specialists, we assessed the inputs and assumptions around the key drivers of the cash flow forecasts against historical performance, economic and industry indicators. • Performed sensitivity analysis of key assumptions. • Tested the arithmetical accuracy of the model. • Assessed the adequacy of the disclosures made in the financial statements. |

| Key audit matters | How our audit addressed the key audit matter |
|---|--|
| Revenue from Toll Operation and Construction services under Service Concession Arrangement (refer note no 3.4 of the financial statements) | under Service Concession Arrangement (refer note no 3.4 of the financial statements) |
| <p>The Group has certain operational BOT assets and under construction hybrid annuity assets of road infrastructure under the concession agreement with National Highway Authority of India (NHAI) or state/local authorities which falls within the scope of appendix C of Ind AS 115, Service Concession Arrangements.</p> <p>In case of operational BOT assets (intangible), the company operates and earns revenue by collecting toll on the road constructed. This involves large volume of cash collection and use of technology, specifically, customized equipment installed at the toll plaza for correctly identifying vehicle type, calculating fare and for appropriate billing and collection.</p> <p>In case of hybrid annuity assets (financial assets), the group provides construction and operational services against fixed annuity receivable from NHAI under the concession agreement. Revenue recognition involves significant judgement and estimates relating to identification of distinct performance obligations, determination of fair value of services and finance income on financial assets using effective interest rate.</p> <p>Based on above, we regard this as the key audit matter.</p> | <p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Obtained an understanding of the processes and controls placed for revenue recognition process, evaluated the key controls around such process and tested those controls for the design and operating effectiveness. • Below are our audit procedures in respect of revenue from Toll Operation: • Tested Information Technology General Controls (ITGCs) and application controls relating to the tolling systems' operation, including access, operations and change management controls. • Obtained and tested reconciliation of toll collected as per transaction report (generated from toll system) with cash deposited in bank and revenue recorded in the books. • Tested the rationalisation done by management by multiplying the toll rate charged for each category of vehicle as per NHAI or state/local authorities' notification with the number of vehicles (as per transaction report) and its reconciliation with the revenue recorded in the books. • On test check basis, traced the daily collection from bank statement to daily cash toll collected and the revenue recorded. • Performed analytical procedures to detect unusual transactions/trends for further examination, including testing of exemptions and other dispensations allowed. • On test check basis, tested classification of vehicle independently from stored images and videos recorded by the Group. • Performed revenue cut off procedures. • Below are our audit procedures in respect of revenue from hybrid annuity assets: • Obtained and assessed key terms of the concession agreement. • Obtained and assessed basis of identification performance obligation and determination of fair value of services. • Obtained and assessed the key assumptions around the financial model like forecasting of price escalation and corresponding costs which is used during financial closure documents. • Tested the arithmetical accuracy of the model as well determination of effective interest rate. • Assessed the relevant disclosures made by the Group relating to the revenue. |

| Key audit matters | How our audit addressed the key audit matter |
|--|---|
| Provision toward periodical major maintenance obligations (as described in note 42 of the consolidated financial statements) | |
| <p>As at March 31, 2021, the Group has recognised provision of INR 1998.68 million (including INR 283.09 million pertaining to subsidiary classified as held for sale) towards its periodical major maintenance obligation, required to ensure maintenance of the project highways as per the requirement of concession agreement.</p> <p>The estimate made by the Group over the concession period, involves detailed calculation and estimation of traffic forecast and cost of resurface. In view of the judgement involved in determination of provision and the amount involved, the provision for major maintenance obligation is considered to be a key audit matter.</p> | <p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Understood the terms of concession agreement and the Group's process associated with the estimation of periodical major maintenance obligation. • Obtained and checked estimation working of major maintenance obligation prepared by the management and tested key assumptions such as traffic forecast and cost of resurface used in determining the provisions. • Also compared these assumptions with previous year and enquired into reasons for any variations; • Tested the arithmetical accuracy and also assessed the disclosure in the consolidated financial statement. |
| Receivable from authorities toward various claims (as described in note 13 of the consolidated financial statements) | |
| <p>As at March 31, 2021, the Group has recognised INR 1265.31 million of receivables from authorities towards various claims.</p> <p>The receivables comprise of receivables towards arbitration claim, toll suspension and toll exemption claim. The assessment of the recoverability of receivables requires significant judgment and hence, this is considered as a key audit matter.</p> | <p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Inquired status of receivable with the management and understood the management rational of recoverability of such receivable. • Obtained and assessed supporting documents / correspondences with authorities related to such receivable. • Assessed the disclosures made by the Group in relation to this matter. |

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have 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 in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have 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 in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of 16 subsidiaries whose financial statements include total assets of INR 71,517.47 million as at March 31, 2021, and total revenues of INR 3325.45 million and net cash inflows of INR 471.89 million for the year ended on that date. These financial statements and other financial information have been audited by other auditors, of which financial statements, other financial information and auditor reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We / the other auditors whose reports, we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account mentioned for the purpose of preparation of the consolidated financial statement;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- (e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in "Annexure" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Holding Company and its subsidiaries to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

- (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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries as noted in the 'Other matter' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 41 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2021; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended March 31, 2021.

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: W100188

Place: Ahmedabad
Date: June 28, 2021

Devansh Gandhi
Partner
Membership Number: 129255
UDIN: 21129255AAAAEH6204

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 consolidated financial statements of Sadbhav Infrastructure Project Limited as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Sadbhav Infrastructure Project Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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. 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 the respective 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to these consolidated financial statements 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 over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 judgement, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Consolidated Financial Statements

A Holding company's internal financial control over financial reporting with reference to these consolidated financial statements 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 with reference to these consolidated financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements 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 Holding Company and its subsidiary companies, which are companies incorporated in India, have maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Holding 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.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to these 16 subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies incorporated in India.

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: W100188

Place: Ahmedabad
Date: June 28, 2021

Devansh Gandhi
Partner
Membership Number: 129255
UDIN: 21129255AAAAEH6204

Consolidated Balance Sheet as at March 31, 2021

| | | | | (INR in Million) |
|--|------------------|----------------------|----------------------|------------------|
| Particulars | Note No. | As at March 31, 2021 | As at March 31, 2020 | |
| ASSETS | | | | |
| 1 Non-current assets | | | | |
| (a) Property, plant and equipment | 5 | 64.96 | 67.41 | |
| (b) Investment properties | 6 | 9.41 | 8.38 | |
| (c) Goodwill on consolidation | 7 | 265.30 | 265.30 | |
| (d) Other Intangible assets | 7 | 39,077.70 | 39,966.85 | |
| (e) Intangible assets under development | 7 | 964.53 | 955.28 | |
| (f) Financial assets | | | | |
| (i) Investments | 8 | 7,188.71 | 7,243.30 | |
| (ii) Loans | 11 | 4.07 | 4.45 | |
| (iii) Receivable under service concession arrangement | 12 | 30,391.80 | 27,138.40 | |
| (iv) Other financial assets | 13 | 164.35 | 89.26 | |
| (g) Deferred tax assets (net) | 33 | - | 21.82 | |
| (h) Other non-current assets | 14 | 547.31 | 737.28 | |
| Total Non-current assets | A | 78,678.16 | 76,497.73 | |
| 2 Current assets | | | | |
| (a) Financial assets | | | | |
| (i) Investments | 8 | 70.64 | - | |
| (ii) Trade receivables | 9 | 393.55 | 305.39 | |
| (iii) Cash and cash equivalents | 10 | 980.07 | 719.91 | |
| (iv) Bank Balances other than (iii) above | 10 | 35.32 | 93.02 | |
| (v) Loans | 11 | 200.10 | 880.22 | |
| (vi) Receivable under service concession arrangement | 12 | 3,391.69 | 2,814.47 | |
| (vii) Other financial assets | 13 | 1,903.92 | 2,264.91 | |
| (b) Other current assets | 14 | 8,520.87 | 5,976.52 | |
| (c) Current tax assets (net) | 15 | 78.82 | 111.28 | |
| Total Current assets | B | 15,574.96 | 13,165.72 | |
| Assets classified as held for sale | C | 3,178.36 | 3,328.74 | |
| Total Assets | (A+B+C) | 97,431.48 | 92,992.19 | |
| EQUITY AND LIABILITIES | | | | |
| EQUITY | | | | |
| Equity share capital | 16 | 3,522.25 | 3,522.25 | |
| Other equity | 17 | (1,652.76) | 1,137.72 | |
| Equity attributable to owners of the company | | 1,869.49 | 4,659.97 | |
| Non controlling interest | | - | - | |
| Total equity | A | 1,869.49 | 4,659.97 | |
| LIABILITIES | | | | |
| 1 Non-current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Borrowings | 18 | 50,360.68 | 52,872.06 | |
| (ii) Other financial liabilities | 21 | 10,991.70 | 11,227.03 | |
| (b) Provisions | 23 | 1,742.36 | 1,374.50 | |
| (c) Deferred tax liabilities (net) | 33 | 939.32 | 767.94 | |
| (d) Other non-current liabilities | 22 | - | 290.25 | |
| Total Non-current liabilities | B | 64,034.06 | 65,531.78 | |
| 2 Current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Borrowings | 19 | 6,523.68 | 4,411.83 | |
| (ii) Trade payables | 20 | | | |
| - Total outstanding dues of micro enterprises and small enterprises | | 7.91 | - | |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | 7,276.35 | 6,058.71 | |
| (iii) Other financial liabilities | 21 | 11,642.35 | 5,379.27 | |
| (b) Other current liabilities | 22 | 4,258.93 | 3,414.32 | |
| (c) Provisions | 23 | 33.69 | 25.66 | |
| (d) Current tax liabilities (net) | 24 | 102.88 | 82.62 | |
| Total Current liabilities | C | 29,845.80 | 19,372.41 | |
| Liabilities relating to assets classified as held for sale | D | 1,682.13 | 2,428.03 | |
| Total Equity and Liabilities | (A+B+C+D) | 97,431.48 | 92,992.19 | |

Summary of significant accounting policies 3
The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No.: 129255

Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors
Sadbhav Infrastructure Project Limited

Vasistha Patel
Managing Director
DIN: 00048324

Shashin Patel
Director
DIN: 00048328

Hardik Modi
Company Secretary
Membership No.: F9193

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021
Place: Ahmedabad

Consolidated Statement of Profit and Loss for the year ended March 31, 2021

| (INR in Million) | | | |
|--|----------|------------------------------|------------------------------|
| Particulars | Note No. | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
| INCOME | | | |
| I Revenue from operations | 25 | 12,807.89 | 22,704.03 |
| II Other income | 26 | 3,286.59 | 3,123.60 |
| III Total Income (I+II) | | 16,094.48 | 25,827.63 |
| IV EXPENSES | | | |
| (a.) Consumption of project materials | 27 | - | 0.27 |
| (b.) Sub - Contractors charges | | 6,506.04 | 10,566.57 |
| (c.) Operating expenses | 28 | 1,760.62 | 2,184.99 |
| (d.) Employee benefits expenses | 29 | 307.27 | 492.41 |
| (e.) Finance costs | 30 | 8,771.07 | 12,758.60 |
| (f.) Depreciation and amortisation expenses | 31 | 1,168.08 | 2,927.25 |
| (g.) Other expenses | 32 | 414.23 | 897.51 |
| Total Expenses | | 18,927.30 | 29,827.60 |
| V (Loss) before exceptional item and tax (III - IV) | | (2,832.82) | (3,999.97) |
| VI Exceptional items | 53 | 430.51 | 15,028.46 |
| VII Profit/(Loss) before tax (V - VI) | | (2,402.31) | 11,028.49 |
| VIII Tax expense: | 33 | | |
| (a) Current tax | | 67.86 | 216.55 |
| (b) Deferred tax | | 320.88 | 593.34 |
| (c) Adjustment of Current Tax relating to earlier years | | (8.10) | (75.02) |
| Total tax expense (a+b+c) | | 380.64 | 734.87 |
| IX Profit/(Loss) for the year (VII-VIII) | | (2,782.96) | 10,293.62 |
| X Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss in subsequent periods: | | | |
| Re-measurement gains/(losses) on defined benefit plans (net of tax) (refer note 38) | | 0.28 | 0.22 |
| Income tax effect on above | | - | - |
| Total Other Comprehensive Income for the year (net of tax) | | 0.28 | 0.22 |
| XI Total Comprehensive Income for the year (net of tax) (IX+X) | | (2,782.68) | 10,293.84 |
| Net Profit / (Loss) for the year attributable to: | | | |
| Owners of the company | | (2,782.96) | 10,336.53 |
| Non-controlling Interest | | - | (42.91) |
| Other comprehensive Income attributable to: | | | |
| Owners of the company | | 0.28 | 0.22 |
| Non-controlling Interest | | - | - |
| Total Comprehensive Income for the year attributable to: | | | |
| Owners of the company | | (2,782.67) | 10,336.75 |
| Non-controlling Interest | | - | (42.91) |
| Earning / (Loss) per equity share [Face value of shares INR 10/- each (31 March 2020 - INR 10/-)] | | | |
| Basic and diluted (in INR) | 37 | (7.90) | 29.35 |
| Summary of significant accounting policies 3 | | | |
| The accompanying notes are an integral part of these consolidated financial statements. | | | |

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No.: 129255

Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors
Sadbhav Infrastructure Project Limited

Vasistha Patel
Managing Director
DIN: 00048324

Hardik Modi
Company Secretary
Membership No.: F9193

Date: June 28, 2021
Place: Ahmedabad

Shashin Patel
Director
DIN: 00048328

Pradip Agarwal
Chief Financial Officer

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

A Equity Share Capital

| Equity shares of INR 10 each issued, subscribed and fully paid (Note 16) | Number of shares | INR in Million |
|---|------------------|----------------|
| As at April 1, 2019 | 35,22,25,216 | 3,522.25 |
| Add/(Less): Changes during the year | - | - |
| As at March 31, 2020 | 35,22,25,216 | 3,522.25 |
| As at April 1, 2020 | 35,22,25,216 | 3,522.25 |
| Add/(Less): Changes during the year | - | - |
| As at March 31, 2021 | 35,22,25,216 | 3,522.25 |

B Other Equity

(INR in Million)

| Particulars | Equity component of compound financial instrument (Note 17) | Attributable to the equity holders of the parent | | | | | Total | Non Controlling Interest | Total |
|---|---|--|---------------------------|--|---------------------------|-----------------------------|------------|--------------------------|------------|
| | | Reserve & Surplus | | | | | | | |
| | | Securities premium (Note 17) | Capital reserve (Note 17) | Debenture Redemption Reserve (Note 17) | General Reserve (Note 17) | Retained earnings (Note 17) | | | |
| As at April 1, 2019 | 731.48 | 9,039.27 | 75.80 | 676.22 | 478.45 | (20,009.41) | (9,008.19) | (18.55) | (9,026.74) |
| Profit for the year | - | - | - | - | - | 10,336.53 | 10,336.53 | (42.91) | 10,293.62 |
| Other comprehensive income | | | | | | | | | |
| Remeasurement (losses) on defined benefit plans, net of tax | - | - | - | - | - | 0.22 | 0.22 | - | 0.22 |
| Total comprehensive income for the year | - | - | - | - | - | 10,336.75 | 10,336.75 | (42.91) | 10,293.84 |
| Reduction in compound financial instrument | - | - | - | - | - | - | - | - | - |
| Transfer from debenture redemption reserve to general reserve | - | - | - | (454.33) | 454.33 | - | - | - | - |
| Final dividend paid (including dividend distribution tax) | - | - | - | - | - | (127.19) | (127.19) | - | (127.19) |
| Transfer of amount from non-controlling interest | - | - | - | - | - | (61.46) | (61.46) | 61.46 | - |
| Share issue expense | - | - | - | - | - | (2.21) | (2.21) | - | (2.21) |
| As at March 31, 2020 | 731.48 | 9,039.27 | 75.80 | 221.89 | 932.78 | (9,863.52) | 1,137.72 | - | 1,137.72 |
| As at April 1, 2020 | 731.48 | 9,039.27 | 75.80 | 221.89 | 932.78 | (9,863.52) | 1,137.72 | - | 1,137.72 |
| Loss for the year | - | - | - | - | - | (2,782.96) | (2,782.96) | - | (2,782.95) |
| Other comprehensive income | | | | | | | | | |
| Remeasurement gain on defined benefit plans, net of tax | - | - | - | - | - | 0.28 | 0.28 | - | 0.28 |
| Total comprehensive income for the year | - | - | - | - | - | (2,782.68) | (2,782.68) | - | (2,782.68) |

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

(INR in Million)

| Particulars | Equity component of compound financial instrument (Note 17) | Attributable to the equity holders of the parent | | | | | Total | Non Controlling Interest | Total |
|---|---|--|---------------------------|--|---------------------------|-----------------------------|-------------------|--------------------------|-------|
| | | Reserve & Surplus | | | | | | | |
| | | Securities premium (Note 17) | Capital reserve (Note 17) | Debenture Redemption Reserve (Note 17) | General Reserve (Note 17) | Retained earnings (Note 17) | | | |
| Reduction in compound financial instrument | - | - | - | - | - | - | - | - | |
| Transfer from debenture redemption reserve to general reserve | - | - | - | (32.54) | 32.54 | - | - | - | |
| Transfer of amount from non-controlling interest | - | - | - | - | - | - | - | - | |
| Share issue expense | - | - | - | - | - | (7.80) | (7.80) | (7.80) | |
| As at March 31, 2021 | 731.48 | 9,039.27 | 75.80 | 189.35 | 965.32 | (12,654) | (1,652.76) | - (1,652.76) | |

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No.: 129255

Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors
Sadbhav Infrastructure Project Limited

Vasistha Patel
Managing Director
DIN: 00048324

Hardik Modi
Company Secretary
Membership No.: F9193

Date: June 28, 2021
Place: Ahmedabad

Shashin Patel
Director
DIN: 00048328

Pradip Agarwal
Chief Financial Officer

Consolidated Cash Flow Statement for the year ended on March 31, 2021

(INR in Million)

| Particulars | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| (A) Cash flows from operating activities | | |
| Profit/(Loss) before tax | (2402.31) | 11,028.49 |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation and amortisation expense | 1,168.08 | 2,927.25 |
| Finance cost | 8,771.07 | 12,758.60 |
| Profit on sale of units of mutual funds (net) | - | (76.11) |
| Exceptional item (note 53(a)) | (430.51) | (15,028.46) |
| Provision of Periodic maintenance expenses | 199.31 | 753.58 |
| Interest income | (256.01) | (171.02) |
| Balance written off | - | 202.18 |
| Liabilities no longer required written back | (7.41) | (275.13) |
| Dividend received | (2.97) | - |
| Operating Profit before working capital changes | 7039.26 | 12,119.38 |
| Movement in working capital: | | |
| (Increase) in trade receivables (including receivable under service concession) | (3,918.81) | (5,423.42) |
| (Increase) in other financial assets | 114.64 | (1,188.16) |
| (Increase) in other assets | (2,354.38) | (802.99) |
| Increase/(Decrease) in trade payables | 1026.20 | (453.93) |
| Increase in other financial liabilities | 739.67 | 593.38 |
| Increase/(Decrease) in other liabilities | 554.36 | (872.62) |
| Increase/(Decrease) in provisions | 375.89 | (888.71) |
| Cash generated from operating activities | 3,576.84 | 3,082.93 |
| Direct taxes paid (net of refund received) | (133.89) | (231.95) |
| Net cash flows generated from operating activities (A) | 3,442.95 | 2,850.98 |
| (B) Cash flows from investing activities | | |
| Purchase of PPE and other intangible assets (including Intangible asset under development) | (285.73) | (132.24) |
| Proceeds from sale of investments in subsidiary companies | 57.56 | 3,324.48 |
| Investment in Mutual Funds | (70.64) | - |
| Payment for acquisition of non-controlling interest in subsidiary | - | (576.32) |
| Redemption in bank deposits (having original maturity of more than three months) | 248.49 | 187.99 |
| Profit from sale of shares | 430.51 | - |
| Loans received back | 680.50 | - |
| Interest received on Investments | 427.26 | 21.13 |
| Purchase of Investment Property | (1.03) | - |
| Assets held for Sale | (590.61) | - |
| Dividend received | 2.97 | - |
| Net cash flows generated from / (used in) investing activities (B) | 896.31 | 2,825.04 |
| (C) Cash flows from financing activities | | |
| Share issue expenses | (8.26) | (2.21) |
| Proceeds from compound financial instruments | - | 7,911.29 |
| Proceeds from non-current borrowings | 3,406.09 | 7,371.73 |
| Repayment of non-current borrowings | (1,671.74) | (7,966.77) |
| Proceeds from current borrowings | 4,284.07 | 7,854.29 |
| Repayment of current borrowings | (2,172.23) | (10,023.37) |
| Dividend paid on equity shares (including dividend distribution tax) | - | (105.56) |
| Interest and other borrowing cost paid | (7,721.30) | (10,580.16) |
| Net cash flows (used) in / generated from financing activities (C) | (3,883.37) | (5,540.76) |
| Net increase in cash and cash equivalents (A+B+C) | 455.86 | 135.25 |
| Cash and cash equivalents at beginning of the year | 564.22 | 725.21 |
| Less: Cash transferred on sale of subsidiaries (refer note 53 (a)) | - | (296.24) |
| Cash and cash equivalents at end of the year | 1,020.08 | 564.22 |

Consolidated Cash Flow Statement for the year ended on March 31, 2021

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Notes: | | |
| 1 Components of cash and cash equivalents: (refer note 10) | | |
| Cash on hand | 18.57 | 8.93 |
| Balances with banks: | | |
| - In current accounts | 871.09 | 408.63 |
| - In current accounts - unpaid share application refund money and unclaimed dividend | 0.14 | 0.14 |
| - Deposits with original maturity of less than 3 months | 90.27 | 302.21 |
| | 980.07 | 719.91 |
| Add: Assets held for sale | 40.01 | 35.10 |
| Less: Bank overdraft | - | (190.79) |
| Cash and cash equivalents at the end of the year | 1,020.08 | 564.22 |

2 The cash flow statement has been prepared under indirect method as per Ind AS -7 "Statement of Cash Flows".

3 The Group has received 62,041,118 units at Rs.116.75/- each (INR 7,243.30 Million) in FY 2019-20. The same was treated as non-cash item and accordingly not reflected in the consolidated statement of cash flow (refer note 53 (a)).

4 Changes in liabilities arising from financing activities (INR in Million)

| Particulars | April 1, 2020 | Net Cash flow | Change in fair value | Others | March 31, 2021 |
|---|------------------|-------------------|----------------------|----------------|------------------|
| Non-current borrowings (Including current maturities) | 54,707.15 | 1,734.35 | 47.57 | - | 56,489.07 |
| Current borrowings | 4,411.83 | 2,111.85 | - | - | 6,523.68 |
| Interest accrued | 3,927.49 | (7,721.30) | - | 8771.07 | 4,977.06 |
| Total | 63,046.47 | (3,875.10) | 47.57 | 8771.07 | 67,990.01 |

| Particulars | April 1, 2019 | Net Cash flow | Change in fair value | Others* | March 31, 2020 |
|---|--------------------|--------------------|----------------------|--------------------|------------------|
| Non-current borrowings (Including current maturities) | 92,086.53 | (595.05) | 111.79 | (36,896.12) | 54,707.15 |
| Current borrowings | 6,443.73 | (2,169.07) | - | 137.18 | 4,411.83 |
| Interest accrued | 3,377.07 | (10,580.16) | - | 11,130.58 | 3,927.49 |
| Total | 1,01,907.33 | (13,344.29) | 111.79 | (25,628.36) | 63,046.47 |

* Others represent interest accrued, liability transferred to IndInfravit Trust and transferred of liability relating to assets classified as held for sale during the previous year.

5 Figures in brackets represent cash outflows.

As per our report of even date attached

For S G D G & ASSOCIATES LLP

Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi

Partner
Membership No.: 129255

Date: June 28, 2021

Place: Ahmedabad

**For and on behalf of Board of Directors
Sadbhav Infrastructure Project Limited**

Vasistha Patel
Managing Director
DIN: 00048324

Shashin Patel
Director
DIN: 00048328

Hardik Modi
Company Secretary
Membership No.: F9193

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021

Place: Ahmedabad

Notes to Consolidated Financial Statements for the year ended March 31, 2021

1. Company information:

The Consolidated Financial Statements comprise of financial statements of Sadbhav Infrastructure Project Limited ('the Company' or 'SIPL') and its subsidiaries (collectively, 'the Group') for the year ended March 31, 2021. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Company is situated at "Sadbhav House", Opp. Law Garden Police Chowki, Ellis bridge, and Ahmedabad - 380006.

The Group undertakes road and related infrastructure development projects directly or indirectly through Special Purpose Vehicles (SPVs) as per the concession agreements on BOT or Hybrid Annuity basis. The Company is a subsidiary of Sadbhav Engineering Limited ("SEL"), a company listed on Indian stock exchanges and engaged in providing engineering, procurement and construction services ("EPC") in the road and other infrastructure projects.

The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors on June 28, 2021.

2. Basis of preparation:

2.1 The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and presentation requirements of Division II of Schedule the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to consolidated financial statements.

The Consolidated financial statements have been prepared on accrual and historical cost basis, except for:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments):

The Consolidated financial statements are presented in Indian Rupee ('INR') which is also the Group's functional currency and all values are rounded to the nearest Million (INR 000,000), except when otherwise indicated.

2.2 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries listed below as at 31 March 2021. Control is achieved when the Company is exposed to, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has;

- Power over the investee (i.e. existing rights that give it the current liability to direct the relevant activities of investee)
- Exposure, or rights to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The Contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. As the financial assets and intangible assets recognized under service concession arrangement are acquired in exchange for infrastructure construction / upgrading services, gains / losses on intra group transactions are treated as realized and not eliminated on consolidation.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of each of the subsidiaries used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e. year ended on 31 March.

Consolidation Procedure:

- i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Goodwill policy explains how to account for any related goodwill.
- iii. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group. Profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full, except as stated in point iv. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- iv. The Build, Operate & Transfer (BOT)/ Hybrid Annuity Model (HAM) / Design, Build, Finance, Operate & Transfer (DBFOT) contracts are governed by service concession agreements with government authorities (Grantor). Under these agreements, the operator (Group Companies) which are Special Purpose Vehicles, does not own the Infrastructure assets, but gets toll collection/service fee rights against the construction services rendered. Since the construction revenue earned by the Group companies is considered as exchanged with the grantor against toll collection/service fee rights, profit from such contracts is considered as realized. Accordingly, the intra group transactions on BOT/DBFOT contracts and the profits arising thereon are taken as realized and not eliminated.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flow relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss

The following entities are considered in the Consolidated Financial Statements as well as the Company's voting power in entities listed below:

| Sr. No. | Name of Entity | Proportion of Ownership Interest (%) | |
|---------|--|--------------------------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| 1. | Ahmedabad Ring Road Infrastructure Limited (ARRIL) | 100% | 100% |
| 2. | Maharashtra Border Check Post Network Limited (MBCPNL) | 100% | 100% |
| 3. | Rohtak Panipat Tollway Private Limited (RPTPL) | 100% | 100% |
| 4. | Rohtak Hissar Tollway Private Limited (RHTPL) | 100% | 100% |
| 5. | Sadbhav Bhavnagar Highway Private Limited (SBHPL) | 100% | 100% |
| 6. | Sadbhav Rudrapur Highway Private Limited (SRHPL) | 100% | 100% |
| 7. | Sadbhav Una Highway Private Limited (SUHPL) | 100% | 100% |
| 8. | Sadbhav Nainital Highway Private Limited (SNHPL) | 100% | 100% |
| 9. | Sadbhav Bangalore Highway Private Limited (SBGHPL) | 100% | 100% |
| 10. | Sadbhav Udaipur Highway Private Limited (SUDHPL) | 100% | 100% |
| 11. | Sadbhav Vidarbha Highway Private Limited (SVHPL) | 100% | 100% |
| 12. | Sadbhav Jodhpur Ring Road Private Limited (SJRRPL) | 100% | 100% |
| 13. | Sadbhav Tumkur Highway Private Limited (STHPL) (note (iii) below) | 100% | 100% |
| 14. | Sadbhav Vizag Port Road Private Limited (SVPRRPL) (note (iii) below) | 100% | 100% |
| 15. | Sadbhav Kim Expressway Private Limited (SKEPL) | 100% | 100% |
| 16. | Sadbhav Bhimsar Bhuj Highway Private Limited (SBBHPL) (note (iii) below) | 100% | 100% |
| 17. | Sadbhav Hybrid Annuity Project Limited (SHAPL) | 100% | 100% |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Notes:

- (i) All the above entities have principal nature of activity as Infrastructure and are incorporated in India.
- (ii) The concession agreements with National Highway Authority of India (NHAI) are terminated in case of these subsidiaries during the previous year ended March 31, 2020, due to non-availability of required 80% right of way (ROW) by NHAI within the stipulated time period as a consequence of which, these subsidiaries were inoperative.

3. Summary of significant accounting policies

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

3.1 Business combinations and goodwill:

The excess of cost to the group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognized as 'Goodwill' being an asset in the Consolidated Financial Statements. This Goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the group it is recognized as 'Capital Reserve' in the consolidated financial statements.

3.2 Current versus non-current classification

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

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized 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;
- Held primarily for the purpose of trading;
- 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 Group 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 assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

3.3 Service concession arrangement

Toll Collection / User fee right (BOT Model):

The Group builds infrastructure assets viz roads / infrastructure facilities under public-to-private Concession Arrangements which it operates and maintains for periods specified in the Concession Arrangements.

Under the Concession Agreements, where the Group has received the right to charge users of the public service, such rights are recognized and classified as "Intangible Assets" in accordance with Appendix D to Ind AS 115. Such right is not an unconditional right to receive consideration because the amounts are contingent to the extent that the public uses the service and thus are recognized and classified as intangible assets. Such an intangible asset is recognized by the Group at cost (which is the fair value of the consideration received or receivable for the construction services delivered) and is capitalized when the project is complete in all respects and when the subsidiary companies receives the completion certificate from the authority as specified in the Concession Agreement. In case of MBCPNL (entity operating multiple border check posts in the state of Maharashtra), each check post is capitalized when the MBCPNL receives completion certificate from the authority. The economics of the project is for the entire length of the road / infrastructure as per the bidding submitted by the Group.

Financial Assets Model

The group recognizes the considerations given by the grantor i.e. National Highway Authority of India ('NHAI') in accordance with Appendix D to Ind AS 115. The group recognizes a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor of the contract for the construction services; the grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Premium capitalization

Under some of the concession agreements, the Group has contractual obligation to pay premium (concession fees) to National Highway Authority of India ("NHAI"), Grantor, over the concession period. Such obligation has been recognized upfront on a discounted basis when the project gets completed as per the Concession Agreements as 'Intangible assets – Toll Collection Right' and corresponding obligation for committed premium is recognized as liabilities.

Amortization

The intangible assets which are recognized in the form of Toll collection / user fee right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets i.e. proportionate of actual revenue earned for the year over Total Projected Revenue from the Intangible assets expected to be earned over the balance concession period as estimated by the management.

As required, total Projected traffic or revenue are reviewed by the management at the end of each financial year and accordingly, the total projected traffic or revenue is adjusted to reflect any changes in the estimates which lead to the actual number of traffic or revenue at the end of the concession period.

3.4 Revenue from contract with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

i. Toll / check post operation services

Revenue from Toll operation services is recognized over a period as each toll road-user simultaneously receives and consumes the benefits provided by the Group. However, given the short time period over which the group provides road operating services to each road user (i.e. the duration of the time it takes the road user to travel the length of the toll road), the group recognizes toll revenue when it collects the tolls as per rates notified by NHAI / state authorities.

ii. Construction services

Revenue from construction services is recognized over a period as the customer simultaneously receives and consumes the benefits provided by the Group and measure revenue based on input method i.e. revenue recognized 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.

The total costs of contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under as "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 3.14 Financial instruments – initial recognition and subsequent measurement.

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 Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

3.5 Other Income

Interest

For financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Profit or loss on sale of Mutual Fund

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

Dividend

Dividend is recognized when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.6 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost comprises the purchase price, borrowing costs if the recognition criteria are met and directly attributable cost of bringing the assets to its working condition for its intended use. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

All other expenses on existing property plant and equipment, including day-to-day repair and maintenance expenditure are charged to the consolidated statement of profit and loss for the period during which such expenses are incurred.

De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is de-recognized.

Depreciation

Depreciation on Property, Plant and Equipment's is provided on the written down value method basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (Major Components) and are depreciated over their useful life or over the remaining useful life of the principal assets whichever is less.

Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment's are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.7 Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortized but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

Amortization

Software is amortized over management estimate of its useful life of 3-6 years

The residual value, useful live and method of depreciation of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible assets under development

Expenditure related to and incurred during implementation of infrastructure project are included under "Intangible Assets under Development". The same is transferred to the respective intangible assets on completion of project.

3.8 Impairment – Non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the group estimates the asset's recoverable amount or cash-generating unit's (CGU). An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset which is based on the discounting of estimated future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. When the carrying amount of an asset or CUG exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecasts calculation (DCF method). These budgets and forecast calculations are generally covering a period of the concession agreements using long terms growth rates applied to future cash flows.

Intangible assets with indefinite useful lives are tested for impairment annually as and when circumstances indicate that the carrying value may be impaired and charges to consolidated statement of profit and loss accounts.

3.9 Investment Property

Investment Property is measured initially at cost including related transaction costs. Such cost comprises the purchase price and borrowing cost if capitalization criteria are met. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All day-to-day repair and maintenance expenditure are charged to the consolidated statement of profit and loss for the period during which such expenses are incurred.

An Investment property is derecognised either when it has been disposed of or when it has been permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in consolidated statement of profit or loss in the period of derecognition.

Transfers are made to (or from) investment property only when there is a change in use.

3.10 Inventory

Project Inventories are valued at lower of cost and net realizable value. Cost comprise all cost of purchase, and other costs incurred in bringing the inventories to their present location and condition. Cost of materials is determined on first-in-first-out basis. Net realizable value is the estimated selling price less estimated cost necessary to make the sale.

3.11 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 asset. All other borrowing costs are expensed in the year they occur. Borrowing cost consist of interest and other costs that Group incurs in connection with the borrowing of funds as defined in Indian Accounting Standard 23 – Borrowing Cost.

3.12 Leases

The Group 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.

Group as lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group 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 Group 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.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

3.13 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.

ii. Subsequent measurement of financial assets

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

- Financial assets at amortized cost
- Financial assets at fair value through profit or loss (FVTPL)

- Financial assets at amortised 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 profit or loss:
Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The group has not designated any debt instrument 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 Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Group could be required to repay.

iv. Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Other receivables

The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the economic environment.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

b) Financial Liabilities

i. Initial recognition and measurement of financial liabilities

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

All financial liabilities are recognized initially at fair value, in case of loan and borrowings and payables, fair value is reduced by 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 as such 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 Consolidated Statement of Profit and Loss. The group has not designated any financial liability as at fair value through profit and loss.

- Financial liabilities at amortised cost (Loans and Borrowings)
After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized through the EIR amortization process.

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 as finance costs in the consolidated statement of profit and loss. This category generally applies to borrowings.

- Compound financial instruments
Compound financial instruments are separated into liability and equity components based on the terms of the contract. At inception, the fair value of the liability component is determined using a market rate. This amount is classified as a financial liability measured at amortized cost (net of transaction costs) until it is extinguished on redemption.
- Financial guarantee contracts
Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115.

iii. Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognized from its balance sheet 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 Group currently has enforceable legal right to offset the re-cognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

3.14 Fair Value Measurement

The Group measures financial instruments such as derivatives and Investments 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 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

Notes to Consolidated Financial Statements for the year ended March 31, 2021

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

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 Group 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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits 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.

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 Group 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 Group'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 Group'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 Group 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.

3.15 Employee Benefits

a) Short Term Employee Benefits

All employee benefits expected to be settled wholly within 12 months after the end of the reporting period are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensation etc. and the same are recognized as an expense in the consolidated statement of profit and loss in the period in which the employee renders the related services.

b) Post-Employment Benefits

(i) Defined contribution plan

The Group's approved provident fund scheme is defined contribution plans. The Group has no obligation, other than the contribution paid/payable to the provident fund and employee state insurance fund. The Group recognize contribution paid/payable under the provident fund is charged to consolidated statement of profit & loss account during the period in which the employee renders the related service.

(ii) Defined benefit plan

The employee's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is measured based on the actuarial valuation using the Projected Unit Credit Method as at the end of each financial year.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

c) Other employment benefits:

The employee's compensated absences, which is expected to be utilized or encashed within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as result of the unused entitlement that has accumulated at the reporting date. As per Group's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

3.16 Government grants

Government grants are recognized where there is reasonable assurance that grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item. It is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related assets.

3.17 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 recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current income tax is recognized 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 recognized 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, unused tax losses and the carry forward of unused 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 Group's subsidiaries are eligible for a tax holiday under section 80IA for a block of 10 consecutive assessment year out of 20 year beginning of toll operation. Accordingly, 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 Group 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.

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. Unrecognized 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.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the consolidated statement of profit and loss as current tax for the year. The deferred tax asset is recognized for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the group recognizes MAT credit as an asset, it is created by way of credit to the consolidated statement of profit and loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

3.18 Provisions

General

Provisions are recognized when the Group 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 reimbursements, if any.

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. Provision are reviewed at each balance sheet and adjusted to reflect the current best estimates.

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

The Group has contractual obligations to maintain the road / infrastructure to a specified level of serviceability or restore the road / infrastructure 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. In case of intangible assets, the timing and amount of such cost are estimated and determined by estimated cash flows, expected to be incurred in the year of overlay. Such costs are recognized by charging it to revenue on the basis of units of usage method i.e. on the number of vehicles expected to use the project facility, over the period at the end of which the overlay is estimated to be carried out based on management estimates.

3.19 Contingent liabilities

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 Group 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 Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent liabilities are reviewed at each balance sheet date.

3.20 Premium deferral

Premium deferral (i.e. premium payable less paid after adjusting premium deferral) is aggregated under premium deferred obligation in the balance sheet. The interest payable on the above is aggregated under premium deferral obligation. Interest on premium deferral is charged to the statement of profit and loss.

3.21 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with 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. For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the Group's cash management.

3.22 Cash dividend distribution to equity holders

The Group recognizes a liability to pay dividend to equity holders of the parent when the distribution is authorized, and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

3.23 Earnings per share

Basic earnings per share is calculated by dividing the profit / loss for the year attributable to equity holders of the parent company by the weighted average number of equity shares outstanding during the year.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Diluted earnings per share is calculated by dividing the profit / loss attributable to equity holders of the parent company by the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.24 Segment reporting

Based on management approach as defined in Indian Accounting Standard 108 – “Operating Segment”, Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker for evaluation of Group’s performance.

3.25 Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset excluding finance costs and income tax expense.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

4. Significant accounting judgements, estimates and assumption

The preparation of the Group’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.

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 Group 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 Group. Such changes are reflected in the assumptions when they occur.

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.

Service concession arrangement – Toll collection / user fee right

The Cash flow model indicates the cash flow to be generated over the project lifecycle. The key inputs of the model comprise of revenue inflows (Toll/user fee), expenses to incurred to earn the revenue, estimations on cost to build and maintain the asset, interest obligations based on financing pattern and other operational efficiencies. These inputs are based on circumstances existing and management judgement / assumption on the future expectations based on current situations. Judgements include management view on expected earnings in future years, changes in interest rates, cost inflation, government policy changes, etc. These input assumptions could affect the reported cash flow from the related assets and accordingly these assumptions are reviewed periodically.

Amortization - Toll collection / user fee right

The intangible assets which are recognized in the form of Toll right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets. The estimation of total projection revenue requires significant assumption about expected growth rate and traffic projection for future. All assumptions are reviewed at each reporting date.

Provision for periodical Major Maintenance

Provision for periodical Major Maintenance 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. All assumptions are reviewed at each reporting date.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Revenue from contract with customer

The Group uses the input method for recognize construction revenue. Use of the input method require the group to estimate the efforts or costs expended to the date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress toward completion of performance obligation as there is a direct relationship between input and productivity. Provision for estimated losses, if any, on uncompleted performance obligation are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. Due to technical complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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.

5. Property Plant and Equipment

(INR in Million)

| Particulars | Freehold Land | Building | Machineries and equipments | Furniture and fixtures | Vehicles | Computers | Office equipments | Total |
|---|---------------|--------------|----------------------------|------------------------|--------------|--------------|-------------------|---------------|
| Gross Block (refer note (i) below) | | | | | | | | |
| As at April 01, 2019 | 47.63 | 60.58 | 108.69 | 7.60 | 42.65 | 12.81 | 38.37 | 318.30 |
| Addition | - | - | 4.16 | 1.05 | 4.07 | 3.82 | 5.47 | 18.57 |
| Less: | | | | | | | | |
| Disposal / Adjustment on account of: | - | - | - | - | - | - | - | - |
| Transfer related to carve out asset | (47.63) | - | - | - | - | - | - | (47.63) |
| Transfer to Asset held for sale (refer note 54) | - | - | (74.57) | (1.15) | (10.50) | (3.53) | (1.02) | (90.76) |
| Sale of subsidiaries (refer note 53) | - | (7.37) | (21.61) | (1.23) | (26.15) | (7.53) | (10.26) | (74.15) |
| As at March 31, 2020 | - | 53.21 | 16.67 | 6.27 | 10.07 | 5.57 | 32.56 | 124.33 |
| Addition | - | - | 6.13 | - | 4.92 | 3.80 | 3.94 | 18.79 |
| Disposal / Adjustment | - | - | - | - | - | - | - | - |
| Transfer to Asset held for sale (refer note 54) | - | - | (5.60) | - | - | (2.97) | (0.96) | (9.53) |
| As at March 31, 2021 | - | 53.21 | 17.20 | 6.27 | 14.99 | 6.40 | 35.54 | 133.61 |
| Accumulated Depreciation | | | | | | | | |
| As at April 01, 2019 | - | 11.51 | 72.55 | 5.03 | 28.13 | 6.61 | 20.70 | 144.52 |
| Charge for the year | - | 2.40 | 7.78 | 0.73 | 5.86 | 3.78 | 8.90 | 29.46 |
| Less: | | | | | | | | |
| Charge for the year | - | - | - | - | - | - | - | - |
| Transfer to Asset held for sale (refer note 54) | - | - | (58.27) | (0.89) | (7.99) | (2.58) | (0.72) | (70.45) |
| Sale of subsidiaries (refer note 53) | - | (2.15) | (11.40) | (0.88) | (21.70) | (4.40) | (6.08) | (46.61) |
| As at March 31, 2020 | - | 11.76 | 10.66 | 3.99 | 4.30 | 3.41 | 22.80 | 56.92 |
| Charge for the year | - | 2.02 | 6.37 | 0.50 | 3.02 | 2.27 | 4.92 | 19.10 |
| On disposal / adjustment | - | - | - | - | - | - | - | - |
| Transfer to Asset held for sale (refer note 54) | - | - | (5.11) | (0.03) | (0.61) | (1.27) | (0.37) | (7.39) |
| As at March 31, 2021 | - | 13.78 | 11.91 | 4.46 | 6.71 | 4.41 | 27.35 | 68.63 |
| Net Block | | | | | | | | |
| As at March 31, 2020 | - | 41.45 | 6.01 | 2.28 | 5.77 | 2.16 | 9.76 | 67.41 |
| As at March 31, 2021 | - | 39.43 | 5.29 | 1.81 | 8.28 | 1.99 | 8.18 | 64.96 |

(i) Property, plant and equipments have been pledged against non-current borrowings in order to fulfil the collateral requirement for the lenders (refer note 18).

Notes to Consolidated Financial Statements for the year ended March 31, 2021

6. Investment Properties

(INR in Million)

| Particulars | Freehold land | Total |
|--------------------------------------|---------------|--------------|
| At Cost | | |
| As at April 01, 2019 | 21.92 | 21.92 |
| Addition | - | - |
| Disposal / Adjustment on account of: | | |
| Transfer related to carve out asset | (13.54) | (13.54) |
| As at March 31, 2020 | 8.38 | 8.38 |
| Addition | 1.03 | - |
| Disposal / Adjustment | - | - |
| As at March 31, 2021 | 9.41 | 8.38 |
| Accumulated Depreciation | | |
| As at April 01, 2019 | - | - |
| Charge for the year | - | - |
| On disposal / adjustment | - | - |
| As at March 31, 2020 | - | - |
| Charge for the year | - | - |
| On disposal / adjustment | - | - |
| As at March 31, 2021 | - | - |
| Net Block | | |
| As at March 31, 2020 | 21.92 | 21.92 |
| As at March 31, 2021 | 9.41 | 8.38 |

Notes:

- (i) There are no income arising from above investment property. Further, the group has not incurred any expenditure for above property.
- (ii) The Group has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- (iii) The fair value disclosure of investment properties has not given as the properties are acquired specifically for offering as security for non-current borrowings and based on the information available with the management that there are no material development in the area where land is situated. Accordingly, management believes that there is no material difference in fair value and carrying value of investment properties.

7. Intangible Asset and Intangible Asset under Development

(INR in Million)

| Particulars | Toll collection rights | Use fee rights | Computer software | Total | Goodwill on consolidation (refer note (v) below) | Intangible asset under development |
|---|------------------------|------------------|-------------------|-------------------|--|------------------------------------|
| Cost | | | | | | |
| As at April 01, 2019 | 86,385.87 | 15,146.77 | 2.43 | 101,535.07 | 2,043.74 | 929.57 |
| Additions | - | 13.53 | - | 13.53 | - | 39.24 |
| Less: | | | | | | |
| Disposal / Adjustment on account of: | | | | | | |
| Transfer to Asset held for sale (refer note 54) | (4,358.91) | - | (1.34) | (4,360.25) | (657.77) | - |
| Sale of subsidiaries (refer note 53) | (52,986.79) | - | (0.58) | (52,987.37) | (1,120.67) | - |
| Capitalised during the year | - | - | - | - | - | (13.53) |
| As at March 31, 2020 | 29,040.18 | 15,160.30 | 0.51 | 44,200.99 | 265.30 | 955.28 |
| Additions | - | 1.85 | - | 1.85 | - | 11.10 |
| Less: | | | | | | |
| Transfer to Asset held for sale (refer note 54) | - | - | - | - | - | - |
| Disposal / Adjustment | - | - | - | - | - | (1.85) |
| As at March 31, 2021 | 29,040.18 | 15,162.15 | 0.51 | 44,202.84 | 265.30 | 964.53 |
| Accumulated Amortisation | | | | | | |
| As at April 01, 2019 | 10,337.36 | 1,100.25 | 2.30 | 11,439.92 | - | - |
| Charge for the year | 2,532.71 | 365.07 | 0.01 | 2,897.78 | - | - |
| Less: | | | | | | |
| Disposal / Adjustment on account of: | | | | | | |
| Transfer to Asset held for sale (refer note 54) | (1,776.59) | - | (1.22) | (1,777.81) | - | - |
| Sale of subsidiaries (refer note 53) | (8,325.15) | - | (0.60) | (8,325.75) | - | - |
| As at March 31, 2020 | 2,768.33 | 1,465.32 | 0.49 | 4,234.14 | - | - |
| Charge for the year | 738.97 | 409.96 | 0.02 | 1,148.96 | - | - |
| Less: | | | | | | |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(INR in Million)

| Particulars | Toll collection rights | Use fee rights | Computer software | Total | Goodwill on consolidation (refer note (v) below) | Intangible asset under development |
|---|------------------------|------------------|-------------------|------------------|--|------------------------------------|
| Less: | | | | | | |
| Disposal / Adjustment on account of: | - | - | - | - | - | - |
| Transfer to Asset held for sale (refer note 54) | (257.93) | - | (0.02) | (257.95) | | |
| As at March 31, 2021 | 3,249.37 | 1,875.28 | 0.49 | 5,125.15 | - | - |
| Net Block | | | | | | |
| As at March 31, 2020 | 26,271.85 | 13,694.98 | 0.02 | 39,966.85 | 265.30 | 955.28 |
| As at March 31, 2021 | 25,790.81 | 13,286.87 | 0.02 | 39,077.71 | 265.30 | 964.53 |

Note:

- Toll collection rights also include premium paid / payable to Concessioning authorities under the concession agreement over the concession period. The fair value of premium of INR 6,248.53 million (March 31, 2020: Rs 6,248.53 million) payable under the concession agreement at the time of receipt of completion certificate from the authority has been included in the Toll collection rights.
- The Group had adopted an option under Para 46A of AS 11 under previous GAAP which the group has elected to continue as per para D13AA of Ind AS 101 'First time adoption'. Accordingly, the exchange difference arising on reporting of long-term foreign currency monetary items, taken before transition period i.e. April 01, 2015, in so far as they relate to the acquisition of depreciable asset, is added or deducted from the cost of the asset and shall be amortised over the balance life of the asset.
- Toll collection right has been pledged against non-current borrowings in order to fulfill the collateral requirement of the Lenders (refer note 18).
- Refer note 47 for additional disclosure pursuant to Appendix - E to Ind AS 115 - "Service Concession Arrangements" ('SCA').
- The Group has determined that goodwill arising from the acquisition of subsidiaries, has indefinite useful life. As at March 31, 2021, it is tested for impairment. The recoverable amount has been determined based on a value in use by calculating cash flow projections from financial projects. As at March 31, 2021, the recoverable value of its investment in subsidiaries to which goodwill relates is higher than the carrying amount of such investment, hence, no adjustment is considered necessary to the carrying value of goodwill by the management.
- In terms of the Concession agreement, deposits for electricity supply is considered as a part of the project cost, accordingly, the same had been capitalized under User fee rights.
- Refer note 50 for cost capitalised pending approval from government.

8. Investments

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non-current | | |
| Other investments (FVTPL) (quoted) | | |
| 62,041,118 fully paid up units of INR 115.87 each in Indinfravit Trust after adjusting redemption towards capital | 7,188.71 | - |
| 62,041,118 fully paid up units of INR 116.75 each in Indinfravit Trust | - | 7,243.30 |
| Total (A) | 7,188.71 | 7,243.30 |
| Current | | |
| Other investments (FVTPL) (Unquoted) | | |
| Investment in units of mutual fund (refer note (i) below) | 70.64 | - |
| Other investments (valued at cost) (Unquoted) | | |
| Government securities - National Saving Certificates | - | - |
| Total (B) | 70.64 | - |
| Total (C=A+B) | 7,259.35 | 7,243.30 |
| Aggregate book value of quoted investments | 7,188.71 | 7,243.30 |
| Market value of quoted investments | 7,188.71 | 7,243.30 |
| Aggregate amount of impairment in value of investment- | 70.64 | - |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Notes:

(i) Details of investments in unquoted units of mutual funds : (INR in Million other than figures in bracket)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| HDFC Mutual Fund-Ultra Short Term fund- Regular Growth | 70.64 | - |
| | (15,69,528.46) | - |
| Total | 70.64 | 978.55 |

The figures mentioned in bracket represent absolute number of investment units.

9. Trade Receivables

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Secured, considered good | - | - |
| Unsecured, considered good (refer note 40) | 393.55 | 305.39 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | - | - |
| Total | 393.55 | 305.39 |
| Less: Impairment allowance | - | - |
| Total | 393.55 | 305.39 |

Notes:

- (i) No trade or other receivable are due from directors or other officers of the group either severally or jointly with any other person. None of the trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (ii) For terms and conditions relating to related party receivable, refer note 40.

10. Cash and bank balances

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Cash and cash equivalents | | |
| Cash on hand (refer note (iii) below) | 18.57 | 8.93 |
| Balance with banks | | |
| In current accounts (refer note (ii) below) | 871.09 | 408.63 |
| In current accounts - unpaid share application refund money and unclaimed dividend | 0.14 | 0.14 |
| Deposits with original maturity for less than 3 months | 90.27 | 302.21 |
| Total (A) | 980.07 | 719.91 |
| Other balances with banks | | |
| Deposits with remaining maturity less than 12 months | 35.32 | 93.02 |
| Total (B) | 35.32 | 93.02 |
| Total (C=A+B) | 1,015.38 | 812.93 |

Notes:

- (i) Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.
- (ii) Balances with banks includes balances of INR 702.77 million (March 31, 2020: INR 294.69 million) lying in the Escrow Accounts which are offered as security against borrowings as per terms of borrowings with the lenders.
- (iii) Cash on hand includes amount collected towards toll fee / user fee, pending deposit with the bank.
- (iv) The Group had pledged a part of its deposits to fulfill collateral requirements for the bank overdraft (refer note 18).

Notes to Consolidated Financial Statements for the year ended March 31, 2021

11. Loans (unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------|----------------------|----------------------|
| Non-current | | |
| Loans to employees | 4.07 | 4.45 |
| Total - A | 4.07 | 4.45 |
| Current | | |
| Inter corporate loans | 199.57 | 879.38 |
| Loans to employees | 0.53 | 0.84 |
| Total - B | 200.10 | 880.22 |
| Total A+B | 204.17 | 884.67 |

- (a) Since all the above loans given by the group are unsecured and considered good, the bifurcation of loans in other categories as required to be disclosed by Schedule III of the Companies Act 2013 viz: a) secured b) loans which have significant increase in credit risk and c) credit impaired is not applicable and accordingly, not disclosed.
- (b) There is no amount due from director, other officer of the Group or firms in which any director is a partner or private companies in which any director is a director or member at anytime during the reporting period.
- (c) The fair value of non-current loans is not materially different from the carrying value presented.

12. Receivable under Service Concession Arrangement (Unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non current | | |
| Receivable under service concession arrangements (refer note below) | 30391.80 | 27,138.40 |
| Total (A) | 30,391.83 | 27,138.40 |
| Current | | |
| Receivable under service concession arrangements (refer note below) | 3,391.69 | 2,814.47 |
| Total (B) | 3,391.69 | 2,814.47 |
| Total (C=A+B) | 33783.49 | 29,952.87 |

Notes:

- (i) Under Service Concession Arrangement (SCA), where a Special Purpose Vehicle (SPV) has acquired contractual rights to receive specified determinable amounts (Annuity) for use of an asset, such amounts are recognised as "Financial Assets" and are disclosed as "Receivable against Service Concession Arrangements".
- (ii) Refer note 47 for additional disclosure pursuant to Appendix - E to Ind AS 115 - Service Concession Arrangements ('SCA').

13. Other Financial Assets (Unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non-current | | |
| Deposits with banks having remaining maturity period more than 12 months | 42.72 | 28.43 |
| Security deposits | 0.13 | 0.13 |
| Interest receivable on mobilization advance (refer note 40) | 121.51 | 60.70 |
| Total (A) | 164.35 | 89.26 |
| Current | | |
| Security deposits | 5.84 | 7.05 |
| Grant receivable from concessionaire authorities (refer note (i) below) | 64.24 | 64.24 |
| Receivable towards sale of subsidiaries | - | 222.33 |
| Receivable toward carve out assets (refer note (ii) below) | 61.17 | 279.12 |
| Receivable from concessionaire authorities toward claims / utility shifting / change in scope (refer note (iii) & (iv) below) | 1,160.07 | 1,216.35 |
| Receivable from concessionaire authorities towards toll suspension (refer note (v) below) | 41.01 | 41.01 |
| Interest receivable from deposit with bank and others (refer note 40) | 540.66 | 430.23 |
| Other receivables | 30.94 | 4.58 |
| Total (B) | 1,903.92 | 2,264.91 |
| Total (C=A+B) | 2,068.27 | 2,354.17 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Notes:

- (i) As per the Concession agreement between Ahmedabad Ring Road Infrastructure Limited (ARRIL), one of the subsidiary, and Ahmedabad Urban Development Authority (AUDA), ARRIL is entitled to receive grant of INR 360 million for meeting the part project cost subject to the conditions laid down in the Concession Agreement. Upto March 31, 2021, ARRIL has received grant of INR 295.76 million and INR 64.24 million is receivable from AUDA. The conditions of the Concession Agreement related to grant have been met as at reporting date.
- (ii) Pursuant to the definitive share purchase agreement (SPA) dated 1 July 2019 related to sale of equity share of subsidiaries as mentioned in note 45 in detailed, certain assets such as land, investment properties and arbitration claim receivable ('carve out assets') do not form part of the equity consideration and hence, all beneficial rights of the same are retained by the group. Accordingly, the group has accounted such carve out assets as receivable from respective entities in these consolidated financial statement.
- (iii) In case of Rohtak Panipat Tollway Private Ltd (RPTPL), a wholly owned subsidiary, pursuant to the favourable arbitration award, (NHAI) Authority has filed further appeal against the arbitration award in the Honourable High Court of Delhi (the court). The Court had ordered the authority, vide order date July 11, 2018 to deposit 50% of claim amount which authority had deposited in the court. The matter is current pending with Honourable High Court of Delhi and the said company is in process of claiming balance 25% amount from authority as per Niti Aayog circular no. n-14070/14/2016-PPPAU. Pursuant to the above, the management is confident to realise the entire claim amount and does not expect any adjustment in these regards. The said company also has payable of INR 588.01 million against this amount, which has been disclosed under " Other current financial liabilities".
- (iv) As per the concession agreement dated 7th September 2006, the Ahmedabad Ring Road Infrastructure Limited (ARRIL), one of the subsidiaries, is entitled to receive amount of grant INR 64.24 Million from AUDA. The said company has requested AUDA to adjust of INR 36.77 Million payable in respect of toll collected during construction period without approval from AUDA. The said company is following up the matter with AUDA. Since the matter is in dispute the said company has not adjusted the same and continue to disclose the same as receivable in the financial statement.
- (v) Pursuant to demonetisation, concessioning authorities had announced suspension of toll collection at all roads from November 09, 2016 until December 02, 2016. based on subsequent notification and provisions of concession agreement with the relevant authorities, Ahmedabad Ring Road Infrastructure Limited (ARRIL), had claimed and recognised revenue of 41.01 million during the year 2016-17. The claim amount is still receivable from the AUDA.

14. Other Assets (Unsecured, considered good)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Non current | | |
| Deferred GST credit (refer note below) | 95.21 | 95.21 |
| Capital Advances | 1.61 | 5.40 |
| Advance income tax (net of provision) | 190.72 | 136.48 |
| Unamortised Processing Fees | 58.54 | 58.54 |
| Tax credit receivables | 27.96 | 1.57 |
| Advance to contractors | 173.27 | 440.08 |
| Total (A) | 547.31 | 737.28 |
| Current | | |
| Contract assets (refer note 39 and 40) | 158.77 | 15.82 |
| Advance to suppliers | 4,981.93 | 2,984.97 |
| Prepaid expense | 58.12 | 29.52 |
| Tax credit receivables | 3,319.64 | 2,941.62 |
| Other assets | 2,41 | 4.59 |
| Total (B) | 8,520.87 | 5,976.52 |
| Total (C=A+B) | 9068.18 | 6,713.80 |

Note: (i) The credit of Goods and Service tax (GST) of INR 95.21 million (March 31, 2020: INR 95.21 million) on works contract for construction of building and civil infrastructure have been accounted as Deferred GST credit which is subject to assessment made by the statutory authority.

15. Current Tax Assets (net)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------------|----------------------|----------------------|
| Advance income tax (net of provision) | 78.82 | 111.28 |
| Total | 78.82 | 111.28 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

16. Equity Share Capital

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|------------------|----------------------|------------------|
| | No. of shares | (INR in Million) | No. of shares | (INR in Million) |
| Authorised share capital | | | | |
| Equity shares of INR 10 each | 40,30,00,000 | 4,030.00 | 40,30,00,000 | 4,030.00 |
| | 40,30,00,000 | 4,030.00 | 40,30,00,000 | 4,030.00 |
| Issued, subscribed and fully paid | | | | |
| Equity shares of INR 10 each | 35,22,25,216 | 3,522.25 | 35,22,25,216 | 3,522.25 |
| Total | 35,22,25,216 | 3,522.25 | 35,22,25,216 | 3,522.25 |

(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period:

| Equity shares | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|------------------|----------------------|------------------|
| | No. of shares | (INR In Million) | No. of shares | (INR In Million) |
| Outstanding at the beginning of the year | 35,22,25,216 | 3,522.25 | 35,22,25,216 | 3,522.25 |
| Add: Issued during the year | - | - | - | - |
| Outstanding at the end of the year | 35,22,25,216 | 3,522.25 | 35,22,25,216 | 3,522.25 |

(b) Terms/rights attached to equity shares:

The Group has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share held.

In the event of liquidation of the Group, the holders of equity shares shall be entitled to receive any of the residual assets of the group, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by the holding company, the ultimate controlling party, their subsidiaries and associates:

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries / associates is as below:

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|------------------|----------------------|------------------|
| | No. of Shares | (INR in Million) | No. of Shares | (INR in Million) |
| Sadbhav Engineering Limited, holding company 245,721,252 (31 March 2020: 244,802,602) equity shares | 2457,21,252 | 2,457.21 | 2448,02,602 | 2,448.03 |

(e) Details of shareholders holding more than 5% shares in the company:

| Name of shareholders | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|-----------|----------------------|-----------|
| | No. of Shares | % holding | No. of Shares | % holding |
| Equity shares of INR 10 each fully paid | | | | |
| Sadbhav Engineering Limited | 245,721,252 | 69.76% | 2448,02,602 | 69.50% |
| Norwest Venture Partners VII-A Mauritius | 17,221,860 | 4.89% | 291,21,860 | 8.27% |
| Nippon Life India Trustee Limited (Formerly known as Reliance Capital Trustee Company Limited as at March 31,2020) | 24,225,931 | 6.88% | 24,215,931 | 6.88% |

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

17. Other Equity

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| 17.1 Equity component of compound financial Instruments | | |
| Balance at the beginning of the year | 731.48 | 731.48 |
| Balance at the end of the year | Total 731.48 | 731.48 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Interest free loan given by Holding company (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby Holding company has given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. Accordingly, this Interest free loan has been bifurcated into liability and equity components based on the terms of the contract and equity components has been accounted under Other Equity and liability component under Long term borrowings (refer note 18). Interest on liability component is recognised using the effective interest method.

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| 17.2 Capital reserve | | |
| Balance at the beginning of the year | 75.80 | 75.80 |
| Balance at the end of the year | Total | Total |
| | 75.80 | 75.80 |
| The Group has created capital reserve out of acquisition of subsidiaries. | | |
| 17.3 Securities premium | | |
| Balance at the beginning of the year | 9,039.27 | 9,039.27 |
| Balance at the end of the year | Total | Total |
| | 9,039.27 | 9,039.27 |
| Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013. | | |
| 17.4 Debenture Redemption Reserve (DRR) | | |
| Balance at the beginning of the year | 221.89 | 676.22 |
| Add : Transfer from surplus of statement of profit and loss | - | - |
| Less : Transfer to General Reserves | (32.54) | (454.33) |
| Balance at the end of the year | Total | Total |
| | 189.35 | 221.89 |
| The group has issued redeemable non-convertible debentures (refer note 18). Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the group to create Debenture Redemption Reserve ('DRR') out of profits of the company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued. DRR is required to be created over the life of debentures and upon redemption of debentures, DRR is required to be transferred to general reserve. During the previous year ended March 31, 2020, the Ministry of Corporate Affairs has issue Companies (Share Capital and Debentures) Amendment rules, 2019 dated August 16, 2019 whereby it has exempted listed companies from creation of DRR in case of public issue of debentures. Accordingly, the company has not created additional DRR during the year. However, the company has carried forward opening balance of DRR as it pertains to earlier reporting period. Further, the Group has transferred INR 32.54 million (March 31, 2020: INR 454.33 million) from DRR to general reserve upon redemption of debentures during the year ended March 31, 2021. | | |
| 17.5 General Reserve | | |
| Balance at the beginning of the year | 932.78 | 478.45 |
| Add: Transfer from Debenture Redemption Reserve | 32.54 | 454.33 |
| Balance at the end of the year | Total | Total |
| | 965.32 | 932.78 |
| General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer between components of equity and is not an item of other comprehensive income. Items included in General Reserve will not be reclassified subsequently to statement of profit and loss. | | |
| 17.6 Retained earning | | |
| Balance at the beginning of the year | (9,863.52) | (20,009.41) |
| Adjustments during the year | - | - |
| Add: Profit/(Loss) for the year | (2,782.96) | 10,336.53 |
| Add/(Less): Other comprehensive income for the year (net of tax) | 0.28 | 0.22 |
| Add: Final dividend paid (including dividend distribution tax) | - | (127.19) |
| Add: Share issue expense | (7.80) | (2.21) |
| Add: Transfer of amount from non-controlling interest | - | (61.46) |
| Balance at the end of the year | Total | Total |
| | (12,654) | (9,863.52) |
| Total (17.1+17.2+17.3+17.4+17.5+17.6) | (1,652.76) | 1,137.72 |

Retained earnings are the profits that the Group has earned till balance sheet date, less any transfers to dividends or other distributions paid to shareholders.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

18. Non-Current Borrowings

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Secured* | | |
| Redeemable, Non Convertible Debentures | | |
| Nil (31 March 2020: 199) of INR 1,000,000 each | - | 199.00 |
| 1,500 (31 March 2020: 1,597) of INR 1,000,000 each | 1,500.00 | 1,597.00 |
| 2,000 (31 March 2020: 2,166) of INR 1,000,000 each | 2,000.00 | 2,166.00 |
| Term loan from banks | | |
| Indian rupee loan | 48,184.51 | 46,798.38 |
| Loan from financial institutions | 4,324.50 | 3,514.28 |
| | 56,009.01 | 54,274.66 |
| Unsecured | | |
| Liability component of compound financial instrument (refer note 40) | 480.06 | 432.49 |
| Total (A) | 56,489.07 | 54,707.15 |
| Less: Current maturities of non-current borrowing* (refer note 21) | | |
| Redeemable, non convertible debentures | 3,500.00 | 296.00 |
| Term loan from banks | 2,384.81 | 1,384.16 |
| Loan from financial institution | 243.58 | 154.92 |
| Total (B) | 6,128.39 | 1835.08 |
| Total (C=A-B) | 50,360.68 | 52,872.06 |

* Includes the effect of transaction cost paid to Lenders on upfront basis.

The details in respect of non-current borrowings are as under:

(i) **Redeemable Non-Convertible Debentures (NCDs) issued by the holding company:**

(a) **1,500 (March 31, 2020: 1,597) Redeemable, Non Convertible debentures (NCD) are secured by:**

(i) Pledge of 24.53% shareholding of Maharashtra Border Check Post Network Limited representing 12,265 equity shares held by the Company and Pledge of 14% shareholding of Ahmedabad Ring Road Infrastructure Limited representing 14,64,400 equity shares held by the Company (iii) A first charge over the Designated A/c-Debenture Payments and all funds and monies lying therein present & future.

(b) **2,000 (March 31, 2020: 2,166) Redeemable, Non Convertible debentures (NCD) are secured by:**

(i) The Corporate Guarantee by Sadbhav Engineering Limited ('SEL') (Holding Company); (ii) first ranking charge created by way of hypothecation over the designated account and (iii) first and second ranking exclusive mortgage over the mortgaged property, in accordance with the respective Security Documents. (iv) Pledge of 15% shareholding of Maharashtra Border Check Post Network Limited representing 7,500 equity shares held by the Company and Pledge of 32% shareholding of Ahmedabad Ring Road Infrastructure Limited representing 33,47,200 equity shares held by the Company.

(c) **Terms of repayments are as under**

| Series of NCDs | No. of NCDs issued | Coupon Rate p.a % | Terms of Repayment | Earliest Date of Redemption |
|----------------|--------------------|-------------------|--------------------|-----------------------------|
| Series III | 500 | 2.60% | Bullet Repayment | 15-Apr-21 |
| Series IV | 500 | 2.60% | Bullet Repayment | 15-Apr-2022** |
| Series C | 250 | 0%* | Bullet Repayment | 25-June-2021** |
| Series D | 250 | 0%* | Bullet Repayment | 27-June-2022** |

The debenture holders at the end of year 3 shall have the right to seek prepayment / early redemption of Series III and Series IV debentures in full. Thereupon, the company shall be obliged to pay all accrued coupon thereon and redemption premium set forth at Part B of Schedule IV of the Debenture trust deed.

* The debentures of Series C and Series D are to be repaid at premium as set forth at Part B of Schedule IV of the Debenture Trust Deed at the time of redemption.

** Subsequent to the year end, the company has repaid its dues to debenture holders in full on May 5, 2021.

| Series of NCDs | No. of NCDs issued | Coupon Rate p.a % | Terms of Repayment | Earliest Date of Redemption |
|----------------|--------------------|-------------------|--------------------|-----------------------------|
| Series I | 892 | 0%* | Bullet Repayment | 23-Apr-2023** |
| Series II | 1,108 | 0%* | Bullet Repayment | 06-June-2022** |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

The debenture holders at the end of Year 3 shall have the right to seek prepayment / early redemption of Series I and Series II debentures in full. Thereupon, the Company shall be obliged to pay all accrued coupon thereon and redemption premium set forth in Schedule V of the Debenture Trust Deed.

* The debentures of Series I and Series II are to be repaid at premium as set forth at Schedule V of the Debenture Trust Deed in the time of redemption.

** Subsequent to the year end, the company has repaid its dues to debenture holders in full on May 5,2021

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(iii) Rupee Term Loans from banks and other parties availed by subsidiaries are secured by:

- 1 a first mortgage and charge on all the respective subsidiary's immovable properties, both present and future, save and except the Project Assets;
- 2 a first charge on all the respective subsidiary's tangible moveable assets, including 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 reserve ('DSR') and Major maintenance reserve ('MMR') 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 a first charge on all intangibles assets of the respective subsidiary entity including but not limited to goodwill, rights, undertakings and uncalled capital present and future excluding the Project Assets.
- 5 a first charge on assignment by way of security in:
 - all the right, title, interest, benefits, claims and demands whatsoever of the respective subsidiary entity in the Project documents;
 - charge/ assignment on all the intangible assets of the respective subsidiary (other than project assets) including but not limited to goodwill, rights, undertakings, all the right, title, interest, benefits, claims and demands whatsoever of the respective subsidiary 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 respective subsidiary under all Insurance Contracts.
- 6 pledge of equity shares held by the Company and promoters holding in the respective subsidiary as stipulated in the Loan agreements.
- 7 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 concession agreement, without any preference or priority to one over the other or others.

Terms of Repayment of borrowings availed by existing subsidiaries as at March 31, 2021:

(a) **MBCPNL**

Term loan include loans amounting to INR 11,384.01 million as on March 31, 2021 (March 31, 2020: INR 11,115.90 million) taken from a consortium consisting of a banks and finance companies.

Indian rupee term loans from banks & other party:

"(a) The Outstanding Principal amounts of the loan to each of the lenders shall be repayable in 38 structured quarterly instalments on the last day of each quarter, up to September 2030.(b) Term loans carry interest of 10 to 11 per cent per annum."

(b) **RPTPL**

Term loan include loans amounting to INR 8,630.09 million as on March 31, 2021 (March 31, 2020: INR 9,012.34 million) taken from a consortium consisting of a banks and finance companies.

Indian rupee term loans from banks & other party:

"The principal amounts of the loan to each of the lenders shall be repayable in 43 structured quarterly instalments on the last day of each quarter, commencing from the expiry of moratorium period i.e. August 31, 2016. The last date of instalment is March 31, 2027. Term loans carry interest at bank base rate plus 200 basis point as spread i.e. 11.60 to 12.95 per cent per annum as on March 31, 2021."

(c) **RHTPL**

Term loan include loans amounting to INR 9876.70 million as on March 31, 2021 (March 31, 2020: INR 9,307.88 million) taken from a consortium consisting of banks.

Indian rupee term loans from banks:

The Principal amounts of the loan is repayable to the lenders in 174 structured monthly installments, commencing from the expiry of thirteenth (13th) calendar month starting from the calendar month in which the Scheduled Commercial Operations Date (SCOD) occurs.i.e. July 31, 2017

As at March 31, 2021, term loans carry interest rate of 11.80 % per annum except term loan from Bank of India which carries interest rate of 14.65% per annum.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(d) **SBHPL**

Term loan include loans amounting to INR 3,288.47 million as on March 31, 2021 (March 31, 2020: INR 3,202.40 million) taken from consortium of banks.

The Principal amounts of the Loan is repayable to the Lenders in 28 half yearly structured installments , commencing from the First Repayment date (December 01, 2020) on the first day of each half year in the amounts equivalent to the percentage of the total amount of loan as per amortisation Schedule in the loan agreement. Term loan carries average interest rate of 9.85% to 10.95% per annum as on March 31, 2021.

(e) **SUHPL**

Term loan include loans amounting to INR 2,028.76 million as on March 31, 2021 (March 31, 2020: INR 1,753.90 million taken from consortium of banks.

The said company had requested for extension of Schedule Commercial Operation Date (SCOD) to the lender due to delay in completion of work for the reasons not attributed to the said company. Considering extension of time given by NHA for milestone achievement, the lenders have granted extension of SCOD from August 08, 2019 to December 08, 2020 with matching deferment of repayment schedule. Accordingly the first repayment date of loan which was earlier April 30, 2020 has been deferred to August 31 ,2021 and the tenor of loan has been extended from 17 years to 18 years.

"The principal amounts of the Loan to each of the lenders shall be repayable in 28 structured Bi-annually instalments, commencing from August 31, 2021 and last date of instalment is November 30, 2034. The loans carry average interest rate of 9.25 % to 9.40% per annum as on March 31, 2021."

(f) **SRHPL**

Term loan include loans amounting to INR 2,897.93 million as on March 31, 2021 (March 31, 2020: INR 2,202.81 million) taken from consortium of banks.

The said 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 said company. Considering extension of time given by NHA for milestone achievement, the lenders have granted extension of SCOD with matching deferment of repayment schedule. Accordingly the first repayment date of loan which was earlier April 30, 2019 has been deferred to October 31 ,2019 and the tenor of loan has been extended from 17 years to 18 years.

The principal amounts of the loan to each of the lenders shall be repayable in 28 structured Bi-annually instalments, commencing from the October 31, 2019 and last date of instalment is January 31, 2034.

Term loans carry interest at bank base rate plus spread i.e. 10 per cent to 11.25 percent per annum as on March 31, 2021.

(g) **SNHPL**

Term loan include loans amounting to INR 1,521.48 million as on March 31, 2021 (March 31, 2020: INR 1,453.72 million) taken from consortium of banks.

The said 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 said company. Considering extension of time given by NHA for milestone achievement, the lenders have granted extension of SCOD with matching deferment of repayment schedule. Accordingly the first repayment date of loan which was earlier April 30, 2019 has been deferred to 28 May ,2022 and the tenor of loan has been extended from 17 years to 18 years.

The principal amounts of the loan to each of the lenders shall be repayable in 28 structured Bi-annually instalments, commencing from the May 28,2022 and last date of instalment is November 28,2035

Term loans carry interest at bank base rate plus spread i.e. 9.87 % per annum as on March 31, 2021.

(h) **SBGHPL**

Term loan include loans amounting to INR 4,519.92 million as on March 31, 2021 (March 31, 2020: INR 4,297.10 million) taken from consortium of banks.

The said 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 said company. Considering extension of time given by NHA for milestone achievement, the lenders have granted extension of SCOD from August 20, 2020 to August 20, 2021 with matching deferment of repayment schedule. The Independent Engineer has recommended the Provisional Completion Certificate (PCOD) with effect from Decemeber 2020 and the first repayment date of loan which was earlier due on January 31, 2021 has been deferred accordingly.

The Principal amounts of the Loan is repayable to the Lenders in 28 half yearly structured installments , commencing from the First Repayment date on the last day of each Half Year in the amounts equivalent to the percentage of the total amount of loan as per amortisation Schedule in the loan agreement. The Company has the option to prepay the loan after the payment of Prepayment Premium.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Term loan carries average interest rate of 9% to 10 %p.a. as on March 31,2021.

(i) **SUDHPL**

Term loan include loans amounting to INR 4,244.71 million as on March 31, 2021 (March 31, 2020: INR 3,821.54 million) taken from consortium of banks.

The Principal Amounts of the Loan to each of the Lenders are repayable in 28 unequal half yearly instalments commencing from April, 2021 .

Term loans carry an average interest rate of 9.85% to 11.00% per annum as on March 31, 2021.

(j) **SVHPL**

Term loan include loans amounting to INR 4,265.15 million as on March 31, 2021 (March 31, 2020: INR 3,665.18 million) taken from consortium of banks.

The said 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 said company. Considering extension of time given by NHAI for milestone achievement, the lenders have granted extension of SCOD from November 16, 2020 to May 15, 2021 with matching deferment of repayment schedule. Accordingly the first repayment date of loan which was earlier December , 2020 has been deferred to July ,2021.

The Principal Amounts of the Loan to each of the Lenders shall be repayable in 27 structured Bi-Annual instalments, commencing from July, 2021 and last date of Instalment is July, 2034.

The loans carry average interest rate of 9.25 per cent to 9.40 per cent per annum.

(k) **SHAPL**

Term loan include loans amounting to INR NIL as on March 31, 2021 (March 31, 2020: INR 479.87 million). All principal amounts comprising the Facility shall be paid as a bullet repayment at the end of the Term of the Facility.

The said company has repaid loan in the month of April 2021.

The loans carry average interest rate of 12.38% to 16.03% per annum compounded on monthly basis as on March 31, 2021.

Terms of Repayment of borrowings availed by entity held for sale as at March 31, 2021:

(l) **ARRIL**

Term loan include loans amounting to INR 1,067.45 million as on March 31, 2021 (March 31, 2020: INR 1,338.56 million) taken from a consortium consisting of bank and financial institutions.

First Ranking Rupee Loan:

The First Ranking Rupee Loan is repayable to each lender in 50 structured quarterly installments commencing from August 31, 2009. As per repayment schedule of the loan agreement, the principal amount outstanding under the said agreement shall be repaid by November 30, 2021. Due to Moratorium on account of Covid-19, as per revised repayment schedule the said loan shall be repaid by May 31, 2022.

The loans carry average interest rate of 8.60 per cent to 11.70 per cent per annum.

Second Ranking Rupee Loan:

The Second Ranking Rupee Loan is repayable to the lender in 52 structured quarterly installments commencing from August 31, 2011. As per repayment schedule of the loan agreement, all the principal amount outstanding under the said agreement shall be repaid by May 31, 2024. Due to Moratorium on account of Covid-19, as per revised repayment schedule the said loan shall be repaid by November 30, 2024.

The loans carry average interest rate of 11.60 per cent per annum.

(iv) **Liability component of compound financial instruments:**

Interest free loan given by Promoters (Sadbhav Engineering Limited) pursuant to the conversion of Compulsory Convertible Cumulative Preference Shares (CCCPS) into equity shares, whereby promoters has given a commitment to keep the loan balance of INR 779.56 Million in the Company for a period of 11 years from the date of conversion of CCCPS i.e. November 27, 2014. Accordingly, this interest free loan has been bifurcated into liability and equity components based on the terms of the contract and equity components has been accounted under Other Equity (refer note 17) and liability component under Long term borrowings. Interest on liability component is recognised using the effective interest method.

(v) **Debt covenants:**

Non current borrowings contain debt covenants relating to debt-equity ratio and total debt to net worth. Group has satisfied all the debts covenants prescribed in the terms of respective loan agreements as at reporting date, except in one of the subsidiary which has not able to meet one of the covenants viz debt service coverage ratio as at the end of the year. As per communication with lender, management believes that this does not have any financial or other implication as regards these consolidated financial statement.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(vi) Moratorium:

During the period from March'20 to August'20, the group had availed the moratorium provided by its lenders on certain principal and interest repayments as per the RBI directives vide circular no. RBI/2019-20/186,DOR No. BP.BC.47/21.04.048/2019-20 dated 27th March,2020.

19. Current Borrowings

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Loan repayable on demand | | |
| Bank overdrafts (Secured) (refer note (i) below) | - | 190.80 |
| Loan repayable on demand to Related parties (unsecured) (refer note 40) (refer note (ii) below) | 5,665.87 | 4,221.03 |
| Term Loan from financial institution (Secured) (refer note 18(iii)(k)) | 486.07 | - |
| Working capital demand loan from Financial Institutions (refer note (iii) below) | 371.74 | - |
| Total | 6,523.68 | 4,411.83 |

Notes:

- The bank overdrafts were secured by bank deposits. The bank overdraft was repayable within 90 days of borrowing and carried interest of 11% p.a.
- Loan from related parties carries interest of 8.75% to 11.20% p.a. and is repayable on demand/call notice.
- Working Capital Demand Loan facilities from financial institutions are backed by Corporate guarantee of Sadbhav Engineering Limited (SEL) i.e. the Holding company. The Working Capital Demand Loans are repayable within 90 days of borrowing and carry interest of 11% p.a.

20. Trade Payables

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Total outstanding dues of micro and small enterprises (refer note (i) below) | 7.91 | - |
| Total outstanding dues of creditors other than micro and small enterprises (refer note 40) | 7,276.35 | 6,058.71 |
| Total | 7,284.26 | 6,058.71 |

Notes:

(i) Disclosure in respect of Micro, Small and Medium Enterprises:

| | | |
|--|------|---|
| A Principal amount remaining unpaid to any supplier as at year end | 7.91 | - |
| B Interest due thereon | - | - |
| C Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the year | - | - |
| D Amount of interest due and payable for the year of delay in making payment [which have been paid but beyond the appointed day during the year] but without adding the interest specified under the MSMED Act | - | - |
| E Amount of interest accrued and remaining unpaid at the end of the accounting year | - | - |
| F Amount of further interest remaining due and payable in succeeding years | - | - |

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro, Small and Medium Enterprises on the basis of information available with the Group.

- For terms & conditions relating to receivables from subsidiaries, refer note 40.

21. Other Financial Liabilities

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non current | | |
| Premium obligation payable to NHAI under concession agreement | 6,674.71 | 6,586.15 |
| Deferred premium obligation (refer note (i) below) | 3,263.98 | 2,928.88 |
| Interest accrued on premium obligation (refer note (i) below) | 956.92 | 733.64 |
| Interest accrued but not due on debentures | - | 917.60 |
| Interest accrued but not due on mobilization advance | 96.08 | 60.75 |
| Total (A) | 10,991.70 | 11,227.03 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Current | | |
| Current maturities of non current borrowings (refer note 18) | 6,128.39 | 1,835.08 |
| Current maturities of premium obligation(refer above) | 746.21 | 496.91 |
| Interest accrued but not due on borrowings (refer note (ii) below) | 137.10 | 232.87 |
| Interest accrued but not due on debentures | 1,470.61 | 138.09 |
| Interest accrued and due on borrowings (refer note 40) | 1,321.67 | 382.83 |
| Interest accrued and due on borrowings to banks | 517.85 | 1,031.75 |
| Interest accrued and due on NHAI premium obligation | 31.33 | 11.06 |
| Interest accrued but not due on mobilization advance | 445.69 | 418.90 |
| Payable towards capital expenditure (refer note 40) | 608.22 | 588.01 |
| Security Deposits | 14.85 | - |
| Employee emoluments payable | 47.71 | 29.55 |
| Payable towards unclaimed dividend and unpaid share application refund money (refer note (ii) below) | 0.14 | 0.14 |
| Others payable | 172.58 | 214.09 |
| Total (B) | 11,642.35 | 5,379.28 |
| Total (C=A+B) | 22,634.05 | 16,606.31 |

Notes:

- (i) "In case of one of the subsidiary, RPTPL, premium obligation under the Concession Agreement has been deferred by NHAI vide its sanction letter. According to the terms of the sanction letter, the group shall pay entire deferred premium and interest thereon no later than one year prior to the expiry of the concession period. Amount of premium obligation which has not been deferred are payable in unequal monthly instalments, in terms of the sanction letter, during the concession period. Accordingly, the deferred obligation has been classified as non current liabilities.As per the Ministry of Road Transport & Highways policy of National Highway Authorities of India (NHAI), the group is liable to make payment of Interest on Deferment of Premium at Bank Rate + 2% p.a. which is charged to consolidated statement of profit & loss account for the year and obligation on the same has been recognised as liabilities. "
- (ii) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2021 (March 31, 2020: Nil).

22. Other Current Liabilities

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Non current | | |
| Contract liabilities (refer note 39 and 40) | - | 290.25 |
| Total (A) | - | 290.25 |
| Current | | |
| Contract liabilities (refer note 39 and 40) | 3,544.06 | 3,124.47 |
| Statutory dues payable | 714.87 | 289.85 |
| Total (B) | 4,258.93 | 3,414.32 |
| Total (C=A+B) | 4,258.93 | 3,704.57 |

23. Provisions

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Non current | | |
| Provision for employee benefits - Gratuity (refer note 38) | 26.75 | 21.77 |
| Provision for periodical major maintenance (refer note 42) | 1,715.61 | 1,352.73 |
| Total (A) | 1,742.36 | 1,374.50 |
| Current | | |
| Provision for employee benefits - Gratuity (refer note 38) | 4.28 | 1.97 |
| Provision for employee benefits - Leave encashment | 9.50 | 3.78 |
| Others (refer note (i) below) | 19.91 | 19.91 |
| Total (B) | 33.69 | 25.66 |
| Total (C=A+B) | 1,776.05 | 1,400.16 |

Note: (i)Pertains to provision for works pending completion in subsidiary entities.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

24. Current Tax Liabilities (Net)

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Income tax payable (net of advance tax and tax deducted at source) | 102.88 | 82.62 |
| Total | 102.88 | 82.62 |

25. Revenue from Operations

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| Revenue from contract with customer (refer note 39) | | |
| Revenue from toll / check post operation services (refer note (ii) below) | 4,039.48 | 10,727.99 |
| Revenue from construction services | 8,641.89 | 11892.54 |
| | 12,681.37 | 22,620.54 |
| Other operating revenue (refer note (i) below) | 126.52 | 83.49 |
| Total | 12,807.89 | 22,704.03 |

Note:

- (i) Other operating revenue comprises of advertisement income, advisory and project management fees.
- (ii) Ahmedabad Urban Development Authority (AUDA), has vide resolution passed by its board of directors in the meeting held on 9th October 2017, exempted Light Motor Vehicles (Four Wheelers) from payment of toll, w.e.f October 10, 2017. However the AUDA has not prepared any policy or modalities by which the company will be reimbursed for the losses due to said exemption. Pending the announcement by the AUDA of its policy/modalities for reimbursement of losses, the Company has recognised revenue of toll collection of INR 65.14 Millions for the year ended March 31, 2021 (March 31, 2020 : INR 68.63 Millions) based on the actual average daily traffic of Light Motor Vehicles (Four Wheelers) during April 2017 to September 2017.

26. Other Income

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Interest Income on | | |
| Bank deposits | 16.53 | 13.12 |
| Investments | 76.43 | - |
| Income tax refund | 10.64 | 10.36 |
| others | 152.41 | 147.54 |
| Finance income on financial asset carried at amortised cost | 3,016.17 | 2,576.13 |
| Liabilities no longer Payable written back | 8.43 | 275.13 |
| Profit on sale of units of mutual funds | 2.35 | 76.11 |
| Dividend income on investment | 2.97 | - |
| Miscellaneous income | 0.53 | 25.21 |
| Insurance Claim Received | 0.13 | - |
| Total | 3,286.59 | 3,123.59 |

27. Consumption of Project Materials

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Project Inventory at the beginning of the year | - | - |
| Add : Purchase of project materials during the year | - | 0.27 |
| | - | 0.27 |
| Less : Project Inventory at the end of the year | - | - |
| Total | - | 0.27 |

28. Operating Expenses

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Operation and maintenance charges to sub-contractors | 1,197.62 | 838.35 |
| Periodical major maintenance expense (refer note 42) | 199.31 | 753.58 |
| Power and fuel | 103.59 | 182.49 |
| Security expenses | 135.18 | 196.08 |
| Miscellaneous expenses | 124.92 | 214.49 |
| Total | 1,760.62 | 2,184.99 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

29. Employee Benefit Expenses

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Salaries, bonus and other allowances (including managerial remuneration) (refer notes 38 and 40) | 251.85 | 408.77 |
| Contribution to provident and other funds (refer note 38) | 20.62 | 34.93 |
| Gratuity expenses (refer note 38) | 8.56 | 8.06 |
| Staff welfare expenses | 26.23 | 40.65 |
| Total | 307.27 | 492.41 |

30. Finance Cost

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Interest on: | | |
| Rupee term loans from banks and others | 6,594.45 | 9,306.76 |
| Current borrowings (refer note 40) | 630.05 | 1,035.69 |
| Deferment of premium obligation | 263.30 | 364.48 |
| Mobilization advance given | 170.66 | 207.15 |
| Others | 20.59 | 57.26 |
| Unwinding of discount on | | |
| Provision of major maintenance (refer note 42) | 163.56 | 175.68 |
| NHAI Premium obligation | 672.96 | 1,085.01 |
| Non convertible debentures | - | 188.66 |
| Interest free loan | 47.57 | 42.86 |
| Other borrowing costs | | |
| Amortization of processing fees | 40.60 | 68.93 |
| Bank charges and other finance costs | 167.33 | 226.12 |
| Total | 8,771.07 | 12,758.60 |

31. Depreciation and Amortisation Expenses

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Depreciation on property, plant and equipment (refer note 5) | 19.14 | 29.46 |
| Amortisation on intangible assets (refer note 7) | 1,148.94 | 2,897.79 |
| Total | 1,168.08 | 2,927.25 |

32. Other Expenses

(INR in Million)

| | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---|------------------------------|------------------------------|
| Expense related to short term leases (refer note 40 and 44) | 16.79 | 27.79 |
| Insurance | 41.78 | 47.64 |
| Rates and taxes | 3.92 | 45.77 |
| Repairs and maintenance - Others | 12.24 | 24.86 |
| Legal and professional fees (refer note 40) | 288.82 | 493.29 |
| Communication expense | 0.39 | 5.50 |
| Travelling expenses | 2.87 | 9.79 |
| Auditor's remuneration (refer note below) | 6.00 | 7.55 |
| Director's sitting fees (refer note 40) | 0.58 | 0.91 |
| Cash collection charges | 11.70 | 12.01 |
| Receivables from concessionaire authorities towards toll suspension written off | - | 202.17 |
| Corporate Social Responsibility Expense | 13.72 | 0.02 |
| Miscellaneous expenses | 15.43 | 20.20 |
| Total | 414.23 | 897.51 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

32.1 Auditor Remuneration

| | Year ended March 31, 2021 INR in Million | Year ended March 31, 2020 INR in Million |
|--------------------------|--|--|
| Fees for Statutory Audit | 5.21 | 7.09 |
| Fees for Tax Audit | 0.12 | 0.12 |
| Fees for Certification | 0.67 | 0.34 |
| Total | 6.00 | 7.55 |

33. Income Tax Expense

The major components of income tax expense for the year ended March 31, 2021 and March 31, 2020 are as under:

| (a) Profit and Loss | (INR in Million) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Current tax | | |
| Current income tax charges | 67.86 | 216.55 |
| Adjustment in respect of deferred tax of earlier years | (8.10) | (75.02) |
| Total (A) | 59.76 | 141.53 |
| Deferred tax | | |
| Relating to origination and reversal of temporary differences | 320.88 | 593.34 |
| Adjustments of deferred tax relating to previous year | - | - |
| Total deferred tax charged in the statement of profit and loss Total (B) | 320.88 | 593.34 |
| Tax expense reported in the statement of profit and Loss (C=A+B) | 380.64 | 734.87 |

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

| | (INR in Million) | |
|--|------------------------------|------------------------------|
| Particulars | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Accounting Profit/(Loss) before tax | (2,402.31) | 11,028.49 |
| Statutory income tax rate (refer note (f) below) | 25.63% | 25.63% |
| Expected income tax expense | (615.71) | 2,826.60 |
| Tax effect of adjustments to reconcile expected Income tax expenses to reported income tax expenses | | |
| i) Tax effect of non deductible items | - | 7.67 |
| ii) Tax in respect of earlier years | (8.10) | (75.02) |
| iii) Tax effect due to indexation benefits | 100.29 | (348.99) |
| iv) Tax on effect due to change in rates | - | 69.83 |
| v) Tax on effect due to different rates | 10.03 | (65.96) |
| vi) Effect of unused tax losses | - | (2,243.31) |
| vii) Tax losses not recognised due to absence of probable certainty of reversal (refer note (e) below) | 894.13 | 564.05 |
| Income tax expenses as per normal tax rate | 380.64 | 734.87 |
| Consequent to reconciliation items shown above, the effective tax rate | - | 6.66% |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(c) Deferred tax

The movement in deferred tax assets and liabilities during the year ended March 31, 2021 and March 31, INR in Million

| | Opening balance as at April 1, 2020 | Deferred tax charges/(credit) recognised in P&L | Liabilities relating to assets classified as held for sale (refer note 54) | Closing balance as at March 31, 2021 |
|--|---|---|---|--|
| | (A) | (B) | (C) | (D=A+B+C) |
| i) Impact on liability component of Compound instruments | (88.94) | 12.19 | - | (76.75) |
| ii) Impact of fair valuation of financial instruments | (560.21) | 720.39 | - | 160.18 |
| iii) Accelerated depreciation for tax purpose | 1.48 | (0.24) | 0.24 | 1.00 |
| iv) Expenditure allowed on payment basis | (2,002.02) | 27.05 | (90.33) | (1,884.64) |
| v) Expenditure allowed over the period | 907.02 | (404.32) | 131.33 | 634.03 |
| vi) Income tax allowable on actual receipt basis | (569.84) | - | - | (569.84) |
| vii) Tax credit entitlement under MAT | 21.82 | (21.82) | - | - |
| viii) Unused tax losses available for offsetting against future taxable income | 1,544.57 | (654.12) | (168.91) | 1,059.36 |
| Total deferred tax expenses | (746.12) | (320.88) | (127.67) | (939.32) |

Net deferred tax assets/(liabilities)

INR in Million

| | Opening balance as at April 1, 2019 | Deferred tax charges/(credit) recognised in P&L | Liabilities relating to assets classified as held for sale (refer note 54) | DTL derecognised which was pertaining to sold entities (refer note 53(a)) | Closing balance as at March 31, 2020 |
|--|---|--|--|---|--|
| | (A) | (B) | (C) | (D) | (E=A+B-C-D) |
| i) Impact on liability component of Compound instruments | (136.26) | 47.32 | - | - | (88.94) |
| ii) Impact of fair valuation of financial instruments | (317.05) | (243.28) | (0.12) | - | (560.21) |
| iii) Accelerated depreciation for tax purpose | 2.30 | (0.83) | - | - | 1.47 |
| iv) Expenditure allowed on payment basis | (1,996.75) | 157.52 | 162.79 | - | (2,002.02) |
| v) Expenditure allowed over the period | (2,291.41) | 2,037.95 | (614.44) | (546.05) | 907.03 |
| vi) Income tax allowable on actual receipt basis | - | (569.84) | - | - | (569.84) |
| vii) Tax credit entitlement under MAT (refer note (e) below) | - | 21.82 | - | - | 21.82 |
| viii) Unused tax losses available for offsetting against future taxable income | 3,989.08 | (2,044.02) | 400.50 | - | 1,544.56 |
| Total | (750.09) | (593.34) | (51.27) | (546.05) | (746.12) |

(d) Reconciliation of Deferred tax

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------|----------------------|----------------------|
| Deferred tax assets (Net) | - | 21.82 |
| Deferred tax liabilities (Net) | (939.32) | (767.94) |
| | (939.32) | (746.12) |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

- (e) Certain subsidiary companies has carried forward business losses aggregating INR 20,738.33 million (March 31, 2020: INR 20,760.24 million) under the Income Tax Act, 1961, which can be adjusted against taxable profits for limited period of 8 years of the respective year from the date of origin.
Deferred tax assets has not been recognised in respect of these unabsorbed losses as they may not be used to offset taxable profits elsewhere in the Group, which has arisen in subsidiaries that have been loss-making for some time, and there are no reasonable certainty supported by convincing evidence of recoverability in the near future. If the Group were able to recognise all unrecognised deferred tax assets, profit would increase by INR 4,431.03 million (March 31, 2020: INR 3,816.67 million).
- (f) Certain subsidiary companies has assessed tax benefit under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 (the ordinance) and opted option available under the ordinance. Accordingly, the group has recognised Provision of Income Tax for the year ended 31 March 2021 and re-measured its Deferred Tax Assets basis the rate prescribed in the said section.
- (g) The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

34. Disclosure of Financial instruments by category

(INR in Million)

| Particulars | Note No. | As at March 31, 2021 | | | | As at March 31, 2020 | | | |
|--|----------|----------------------|----------|------------------|----------|----------------------|----------|------------------|----------|
| | | FVTPL | FVOCI | Amortized cost | Cost | FVTPL | FVOCI | Amortized cost | Cost |
| Financial assets | | | | | | | | | |
| Investments | 8 | 7,259.35 | - | - | - | 7,243.30 | - | - | - |
| Trade receivables | 9 | - | - | 393.55 | - | - | - | 305.39 | - |
| Cash and cash equivalents | 10 | - | - | 980.07 | - | - | - | 719.91 | - |
| Other bank balances | 10 | - | - | 35.32 | - | - | - | 93.02 | - |
| Loans | 11 | - | - | 204.17 | - | - | - | 884.67 | - |
| Receivable under service concession arrangements | 12 | - | - | 33,783.52 | - | - | - | 29,952.87 | - |
| Other financial assets | 13 | - | - | 2,068.27 | - | - | - | 2,354.17 | - |
| Total financial assets | | 7,259.35 | - | 37,464.89 | - | 7,243.30 | - | 34,310.03 | - |
| Financial liabilities | | | | | | | | | |
| Non current borrowings | 18 | - | - | 50,360.68 | - | - | - | 52,872.06 | - |
| Current borrowings | 19 | - | - | 6,523.68 | - | - | - | 4,411.83 | - |
| Trade payables | 20 | - | - | 7,284.74 | - | - | - | 6,058.71 | - |
| Other financial liabilities | 21 | - | - | 22,634.05 | - | - | - | 16,606.31 | - |
| Total financial liabilities | | - | - | 86,803.15 | - | - | - | 79,948.91 | - |

35. 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 Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in Million)

| Particulars | Note No. | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------|----------------------|------------------|----------------------|------------------|
| | | Carrying amount | Fair value | Carrying amount | Fair value |
| Financial assets | | | | | |
| Investments in units of Indinraviv Trust | 8 | 7,188.71 | 7,188.71 | - | - |
| Investments in mutual funds | 8 | 70.64 | 70.64 | - | - |
| Total financial assets | | 7,259.35 | 7,259.35 | - | - |
| Financial liabilities | | | | | |
| Redeemable, Non-convertible debentures | 18 | 4,970.61 | 4,991.38 | 5,017.03 | 5,446.65 |
| Premium obligation under Concession agreement | 21 | 7,420.92 | 7,604.37 | 7,031.55 | 6,773.59 |
| Total financial liabilities | | 12,391.53 | 12,595.75 | 12,048.58 | 12,220.24 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

- (i) The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- (ii) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
- (iii) The fair value of premium obligation is calculated by discounting future cash flows using rates as per RBI Bank rate + 2%.
- (iv) The carrying value of Group's interest-bearing borrowings are reasonable approximations of fair values as the borrowing carry floating interest rate.

36. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities which are measured at fair value:

Quantitative disclosures fair value measurement hierarchy for financial assets and financial liabilities as at March 31, 2021 and March 31, 2020:

(INR in Million)

| | Note no. | Fair value measurement using Significant observable inputs | | | | | |
|--|----------|--|---|---|---|---|---|
| | | As at March 31, 2021 | | | As at March 31, 2020 | | |
| | | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Assets measured at fair value | | | | | | | |
| Fair value through profit & loss | | | | | | | |
| Investments in units of Indinfravit Trust | 8 | 7,188.71 | - | - | - | - | - |
| Investments in mutual funds | 8 | 70.64 | - | - | - | - | - |
| Liabilities measured at fair value | | | | | | | |
| Liabilities for which fair values are disclosed | | | | | | | |
| Redeemable, Non-convertible debentures | 18 | - | 4,991.38 | - | - | 5,446.65 | - |
| Premium obligation under Concession agreement | 21 | - | 7,604.37 | - | - | 6,773.59 | - |

The fair values of the financial assets and financial liabilities included in the level 2 category above has been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

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

37. Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

(INR in Million)

| | | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|---|--------------|------------------------------|------------------------------|
| Profit/(loss) after tax for the year attributable to equity shareholders: | (A) | (2,782.96) | 10,336.53 |
| Number of equity shares at the end of the year | | 352,225,216 | 352,225,216 |
| Weighted average number of equity shares for basic and diluted EPS | (B) | 352,225,216 | 352,225,216 |
| Nominal value of equity shares | | 10 | 10 |
| Basic and diluted earning/(loss) per share | (A/B) | (7.90) | 29.35 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

38. Employee benefits disclosure

A Defined contribution plans:

The following amount recognised as expenses in statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

(INR in Million)

| | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Contribution to provident funds | 17.17 | 24.40 |
| Contribution to employee state insurance | 3.27 | 10.10 |
| Contribution to benevolent funds | 0.12 | 0.38 |
| Maharashtra labour welfare fund | 0.06 | 0.05 |
| Total | 20.62 | 34.93 |

B Defined benefit plans - Gratuity benefit plan:

The Group has a Gratuity benefit plan. Every employee who has completed five years or more of service gets a gratuity on the termination of his employment at 15 days salary (last draw salary) for each completed year of service. The scheme is unfunded in all entities except ARRIL where scheme is funded. The present value of obligation in respect of gratuity is determined based on actuarial valuation using the Project Unit Credit Method as prescribed by the Indian Accounting Standard - 19. Gratuity has been recognised in the financial statement as per details given below:

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| <u>Cost charged to statement of profit and loss (Excluding amount of subsidiaries sold during the year)</u> | | |
| Current service cost | 6.72 | 6.10 |
| Interest cost | 1.88 | 1.96 |
| Sub-total included in statement of profit and loss (Total) | 8.60 | 8.06 |
| <u>Remeasurement losses/(gains) in other comprehensive income (Excluding amount of subsidiaries sold during the year)</u> | | |
| Actuarial loss/(gain) due to change in financial assumptions | 0.22 | 1.42 |
| Actuarial loss/(gain) due to experience changes | (0.50) | (1.64) |
| Sub-total included in other comprehensive income (Total) | (0.28) | (0.22) |
| <u>Reconciliation of net defined benefit obligation</u> | | |
| Reconciliation of defined benefit obligations as at beginning of the year | | |
| Defined benefit obligations as at beginning of the year | 29.67 | 44.23 |
| Cost charged to statement of profit and loss | 8.60 | 8.06 |
| Remeasurement (gains)/losses in other comprehensive income | (0.28) | (0.22) |
| Benefit paid | (1.97) | (9.09) |
| Defined benefit obligation of subsidiaries sold during the year | - | (13.31) |
| Sub total | 36.02 | 29.67 |
| Defined benefit obligation pertaining to asset held for sale | (4.89) | (5.83) |
| Defined benefit obligations as at end of the year | | |
| Total (A) | 31.13 | 23.84 |
| <u>Reconciliation of fair value of plan assets</u> | | |
| Plan asset as at beginning of the year | 0.10 | 6.26 |
| Interest Income | - | 0.50 |
| Return on plan assets excluding amounts included in interest income | - | (0.33) |
| Benefits paid | - | (6.33) |
| Plan asset as at end of the year | | |
| Total (B) | 0.10 | 0.10 |
| Net Defined benefit obligations as at end of the year | | |
| Total (C=A-B) | 31.03 | 23.74 |
| Current | 4.28 | 1.97 |
| Non-current | 26.75 | 21.77 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

The principal assumptions used in determining above defined benefit obligations for the Group's plans are shown below:

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------|---|---|
| Discount rate | 6.50% | 6.60% |
| Salary Growth rate | 6.00% | 6.00% |
| Withdrawal rate | 15% at younger ages, reducing to 3% at older ages | 15% at younger ages, reducing to 3% at older ages |
| Mortality rate | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |

A quantitative sensitivity analysis for significant assumption is as shown below:

(INR in Million)

| Particulars | Sensitivity level | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--------------------|-------------------|------------------------------|------------------------------|
| Discount rate | 0.50% increase | (1.08) | (0.96) |
| | 0.50% decrease | 1.16 | 1.01 |
| Salary Growth Rate | 0.50% increase | 1.10 | 0.94 |
| | 0.50% decrease | (1.04) | (0.88) |
| Withdrawal rate | 10% increase | (0.10) | (0.10) |
| | 10% decrease | 0.11 | 0.09 |

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The estimates of the future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Since the obligation is unfunded, there is no Assets-Liability Matching strategy device for the plan. Accordingly, there is no expected contribution in the next annual reporting period reported.

C Maturity Profile of the Defined Benefit Obligation:

| | (INR in Million) As at March 31, 2021 |
|-------------|--|
| 2022 | 4.90 |
| 2023 | 3.00 |
| 2024 | 3.29 |
| 2025 | 2.86 |
| 2026 | 2.85 |
| 2027 - 2031 | 16.55 |

| | (INR in Million) As at March 31, 2020 |
|-------------|--|
| 2021 | 2.83 |
| 2022 | 2.54 |
| 2023 | 2.66 |
| 2024 | 2.90 |
| 2025 | 2.49 |
| 2026 - 2030 | 10.33 |

The average future duration of the defined benefit obligation at the end of the reporting period is 8.16 years (March 31, 2020: 12.09 years)

D Other employee benefits:

Salaries, wages and bonus include INR 20.43 million (March 31, 2020: INR 23.93 million) towards provision made as per actual basis in respect of accumulated leave encashment / compensated absences, bonus and leave travel allowance.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

39. Revenue from contract with customers

39.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(INR in Million)

| | Year Ended March 31, 2021 | Year Ended March 31, 2020 |
|--|------------------------------|------------------------------|
| Type of service rendered | | |
| Revenue from toll / check post operation services | 4,039.48 | 10,727.99 |
| Revenue from construction services | 8,641.89 | 11,892.55 |
| Total revenue from contracts with customers | 12,681.37 | 22,620.54 |
| Place of service rendered | | |
| India | 12,681.37 | 22,620.54 |
| Total revenue from contracts with customers | 12,681.37 | 22,620.54 |
| Timing of revenue recognition | | |
| Services transferred over time | 12,681.37 | 22,620.54 |
| Total revenue from contracts with customers | 12,681.37 | 22,620.54 |

39.2 Contract balances

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------|----------------------|----------------------|
| Contract assets | 158.77 | 15.82 |
| Contract liabilities | 3,544.06 | 3,414.72 |

Contract assets are initially recognised for revenue earned from the construction services render to the customer. Upon completion of work, the contract assets are classified as trade receivable.

Contract liabilities for the year ended March 31, 2021 includes advance received under the concession agreement from the National Highway Authority of India ('NHA') of amounting to INR 3,325.49 million (March 31, 2020: INR 3,234.26 million) which will be adjusted on a progressive basis against the services. Further contract liabilities also includes INR 179.63 million (March 31, 2020: INR 180.46 million) pertaining to excess billing over the work completed and INR 38.94 million (March 31, 2020: INR Nil million) related to mobilization advance received towards project management services.

39.3 Performance obligation

Information about the company's performance obligations are summarised below:

a. Toll and Checkpost operation services

The performance obligation is satisfied over time as each toll road-user simultaneously receives and consumes the benefits provided by the Group. Given the short time period over which the group provides road operating services to each road user (i.e. the duration of the time it takes the road user to travel the length of the toll road), the Group recognises toll revenue when it collects the tolls.

b. Construction services

The performance obligation is satisfied over time as the assets is under control of customer and they simultaneously receives and consumes the benefits provided by the Group. The Group received progressive payment toward provision of construction services.

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

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------|----------------------|----------------------|
| Within one year | 29,727.29 | 24,974.14 |
| More than one year | 30,603.66 | 45,691.39 |

39.4 Reconciliation of the amount of revenue recorded in Consolidated statement of Profit and loss is not required as there are no adjustments to the contracted price.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(INR in Million)

| Sr. No. | Particulars | Holding | | Fellow Subsidiary | | Entities in which Key Managerial Personnel having substantially interest | | Key Management Personnel | |
|-----------|---|---------------------------|---------------------------|---------------------------|---------------------------|--|---------------------------|---------------------------|---------------------------|
| | | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 | Year ended March 31, 2021 | Year ended March 31, 2020 |
| 10 | Mobilization, Material & Other Advances adjusted against EPC | | | | | | | | |
| | SEL | 597.12 | 1,206.82 | - | - | - | - | - | - |
| 11 | Interest on mobilization advance / claim | | | | | | | | |
| | SEL | 152.40 | 147.54 | - | - | - | - | - | - |
| 12 | Revenue from construction services (including contract revenue) | | | | | | | | |
| | SEL | 624.06 | 504.87 | - | - | - | - | - | - |
| | MBHPL | - | - | - | 145.87 | - | - | - | - |
| 13 | Rent, reimbursement and allocation of expenses | | | | | | | | |
| | SEL | 44.09 | 49.09 | - | - | - | - | - | - |
| | SGHPL | - | - | 8.57 | 0.00 | - | - | - | - |
| | MBHPL | - | - | - | 24.25 | - | - | - | - |
| 14 | Sitting fees | | | | | | | | |
| | Vasistha C Patel | - | - | - | - | - | - | - | 0.02 |
| | Shashin V Patel | - | - | - | - | - | - | 0.01 | 0.12 |
| | Nitin R Patel | - | - | - | - | - | - | 0.06 | 0.14 |
| | Arunkumar Patel | - | - | - | - | - | - | 0.14 | 0.25 |
| | Sandip Patel | - | - | - | - | - | - | 0.12 | 0.12 |
| | Atul Ruparel | - | - | - | - | - | - | - | 0.06 |
| | Mirat Bhadlawala | - | - | - | - | - | - | - | 0.03 |
| | Daksha Shah | - | - | - | - | - | - | 0.21 | 0.18 |
| | Ravi Kapoor | - | - | - | - | - | - | 0.06 | - |
| | Purvi Parikh | - | - | - | - | - | - | 0.06 | - |
| 15 | Remuneration | | | | | | | | |
| | Shashin Patel | - | - | - | - | - | - | 7.20 | - |
| | Vasistha Patel | - | - | - | - | - | - | 3.25 | 3.00 |
| | Vikram Patel | - | - | - | - | - | - | 0.28 | 3.25 |
| | Varun Mehta | - | - | - | - | - | - | 2.87 | 4.02 |
| | Pradip Agarwal | - | - | - | - | - | - | 2.42 | - |
| | Hardik Modi | - | - | - | - | - | - | 0.75 | 0.52 |
| | Stuti Kinariwala | - | - | - | - | - | - | - | 0.29 |
| | Shailesh Koshti | - | - | - | - | - | - | 0.63 | 0.14 |
| | Smit Shah | - | - | - | - | - | - | 0.13 | - |
| | Daksh Parikh | - | - | - | - | - | - | 0.31 | - |
| | Foram Parikh | - | - | - | - | - | - | 0.16 | 0.03 |

(d) Balances of related parties at the year end:

(INR in Million)

| Sr. No. | Particulars | Holding | | Fellow Subsidiary | | Entities in which Key Managerial Personnel having substantially interest | | Key Management Personnel | |
|----------|--|----------------------|----------------------|----------------------|----------------------|--|----------------------|--------------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| 1 | Mobilisation and other advances paid against contract | | | | | | | | |
| | SEL | 4,865.23 | 3,410.22 | - | - | - | - | - | - |
| 2 | Interest receivable from SEL against mobilisation advance | | | | | | | | |
| | SEL | 628.34 | 479.87 | - | - | - | - | - | - |
| 3 | Interest payable | | | | | | | | |
| | SEL | 578.85 | 841.87 | - | - | - | - | - | - |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(INR in Million)

| Sr. No. | Particulars | Holding | | Fellow Subsidiary | | Entities in which Key Managerial Personnel having substantially interest | | Key Management Personnel | |
|-----------|---|----------------------|----------------------|----------------------|----------------------|--|----------------------|--------------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 | As at March 31, 2021 | As at March 31, 2020 |
| 4 | Trade payable (including capital payables and retention money) | | | | | | | | |
| | SEL | 6,841.35 | 5,714.25 | - | - | - | - | - | - |
| | SGHPL | - | - | 8.57 | 0.00 | - | - | - | - |
| | Ennar Infra Solutions LLP | - | - | - | - | 3.12 | 0.45 | - | - |
| 5 | Current Borrowings | | | | | | | | |
| | SEL | 5,453.87 | 4,258.03 | - | - | - | - | - | - |
| 6 | Loan Given | | | | | | | | |
| | SEL | 47.95 | - | - | - | - | - | - | - |
| 7 | Interest Receivable | | | | | | | | |
| | SEL | 2.95 | - | - | - | - | - | - | - |
| 8 | Interest free unsecured loan (Equity and liability components less finance cost recognised till date reporting date) | | | | | | | | |
| | SEL | 779.56 | 779.56 | - | - | - | - | - | - |
| 9 | Remuneration payable | | | | | | | | |
| | Shashin Patel | - | - | - | - | - | - | 1.65 | - |
| | Vasistha Patel | - | - | - | - | - | - | 0.72 | 0.74 |
| | Vikram Patel | - | - | - | - | - | - | - | 0.25 |
| | Varun Mehta | - | - | - | - | - | - | 1.08 | 1.06 |
| | Pradip Agarwal | - | - | - | - | - | - | 1.43 | - |
| | Hardik Modi | - | - | - | - | - | - | 0.15 | 0.05 |
| 11 | Sitting Fees payable | | | | | | | | |
| | Sandip Patel | - | - | - | - | - | - | 0.06 | - |
| | Nitin R Patel | - | - | - | - | - | - | 0.04 | - |
| | Daksha Shah | - | - | - | - | - | - | 0.04 | - |
| | Arunkumar Patel | - | - | - | - | - | - | 0.04 | - |
| | Purvi S Parikh | - | - | - | - | - | - | 0.02 | - |
| 12 | Salary Payable to Company Secretary | | | | | | | | |
| | Foram Parikh | - | - | - | - | - | - | 0.03 | 0.01 |
| | Shailesh Koshti | - | - | - | - | - | - | 0.23 | 0.04 |
| | Daksh Parikh | - | - | - | - | - | - | 0.11 | - |
| | Rahul Sheth | - | - | - | - | - | - | 0.20 | - |

Notes:

- 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.
- Non convertible debenture of INR 3,500.00 Million as at 31 March 2021 (31 March 2020: INR 3,962.00 million) are secured by way of corporate guarantee by Sadbhav Engineering Limited (SEL), the Parent Company, first ranking charge created on shares of Company's certain subsidiaries and of SEL.
- The loans received from Sadbhav Engineering Limited (SEL), the Parent Company is based on demand which carries interest of 8.75% to 11.00%.
- The Remuneration disclosed above given to key managerial personnel is mainly related to short term employee benefits and does not includes post employee benefits as the same is not determinable.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

41. Contingent liabilities and commitments

(a) Contingent liabilities (to the extent not provided for)

| | As at March 31, 2021 INR in Million | As at March 31, 2020 INR in Million |
|---|--|--|
| Income Tax: | | |
| Income tax demand (refer note (I) below) | 13.73 | 13.73 |
| Claim filed by National Highway Authorities of India (NHAI) (refer note (ii) below) | 203.45 | 203.45 |
| | 217.18 | 217.18 |

- (i) The income tax demand is pertaining to Rohtak Panipat Tollway Private Limited ('RPTPL') on account of disallowance in computation of income claimed by the subsidiary under the Income tax Act, 1961. The subsidiary is contesting the demand and management believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Group's financial position and results of operations.
- (ii) NHAI has lodged claim against Rohtak Panipat Tollway Private Limited ('RPTPL') for non-achievement of minimum Finished Road Level (FRL) of INR 203.45 million including interest in arbitration. During the year, two arbitrators has declared award in favour of NHAI which has been dissented by one arbitrator. Since the award was not unanimous, the matter has been referred to Hon'ble High Court of Delhi by the said company under Section 34 of Arbitration and Conciliation Act, 1996. Currently, the matter is pending with Hon'ble High Court of Delhi.

(b) Commitments

The followings are the estimated amount of contractual commitments of the Group:

(INR in Million)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|----------------------|----------------------|
| (i) EPC Sub-contract commitments | 480.64 | 261.90 |
| (ii) Capital commitment (net of capital advances) | 21,059.04 | 29,748.00 |
| (iii) The BOT/HAM projects of the group have been funded through various credit facility agreements with banks. Against the said facilities availed by the subsidiary companies from the lender, the Group has executed agreements with respective lenders whereby the Group has committed to hold minimum shareholding and pledge of its holding in the respective subsidiary company, details of which is as follows: | | |

| Name of Subsidiary | % of Non Disposal Undertaking | | % of Shares to Pledge as at | |
|---|--------------------------------|---------------------------------|-----------------------------|----------------------|
| | Upto Commercial Operation Date | After Commercial Operation Date | As at March 31, 2021 | As at March 31, 2020 |
| Ahmedabad Ring Road Infrastructure Limited | 70.00% | 45.00%* | 30.00% | 30.00% |
| Maharashtra Border Check Post Network Limited | 70.00% | 51.00% | 30.00% | 30.00% |
| Rohtak-Hissar Tollway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Rohtak Panipat Tollway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Sadbhav Una Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Udaipur Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Bangalore Highway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Sadbhav Bhavnagar Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Vidarbha Highway Private Limited | 51.00% | 30.00% | 51.00% | 51.00% |
| Sadbhav Rudrapur Highway Private Limited | 51.00% | 26.00% | 51.00% | 51.00% |
| Sadbhav Jodhpur Ring Road Private Limited | 51.00% | 21.00% | 51.00% | 51.00% |
| Sadbhav Hybrid Annuity Projects Limited | - | - | 51.00% | 51.00% |
| Sadbhav Kim Expressway Private Limited | 51.00% | 51.00% | 51.00% | 51.00% |
| Sadbhav Bhimsar Bhuj Highway Private Limited | - | - | - | 51.00% |
| Sadbhav Nainital Highway Private Limited | 51.00% | 26.00% | 51.00% | 51.00% |

* In case of ARRIL the undertaking for non disposal of shares shall be reduced to 21% on repayment of 80% of the total Loan given by lenders.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

42. Disclosure related to Periodic Major Maintenance provisions

Provision for major maintenance in respect of toll roads maintained by the Group under service concession arrangements and classified as intangible assets represents contractual obligations to restore an infrastructure facility to a specified level of serviceability in respect of such asset. Estimate of the provision is measured using a number of factors, such as contractual requirements, road usage, expert opinions and expected price levels. Because actual cash flows can differ from estimates due to changes in laws, regulations, public expectations, prices and conditions, and can take place many years in future, the carrying amounts of provision is reviewed at regular intervals and adjusted to take account of such changes. Below is the movement in provision for the year:

| Particulars | As at March 31, 2021 INR in Million | As at March 31, 2020 INR in Million |
|--|---|---|
| Carrying amount at the beginning of the year | 1,906.00 | 4,262.81 |
| Add: Provision made during the year | 199.31 | 753.58 |
| Add: Increase during the year in the discounted amount due to passage of time | 163.56 | 175.68 |
| Less: Amounts used (i.e. incurred and charged against the provision) during the year | (270.19) | (833.60) |
| Less: Unused amounts reversed during the year | - | (148.56) |
| Less: Pertaining to sold subsidiaries (refer note 53a) | - | (2,303.91) |
| Sub total | 1,998.68 | 1,906.00 |
| Less: Pertaining to entity held for sale (refer note 54) | (283.09) | (553.29) |
| Carrying amount at the end of the year | 1,715.61 | 1,352.73 |
| Current | - | - |
| Non-current | 1,715.61 | 1,352.73 |
| Total | 1,715.61 | 1,352.73 |
| Year of expected cash outflow | 2022-2026 | |

43 Segment Reporting

The operating segment of the group is identified to be "Build Operate and Transfer (BOT)/ Annuity Projects (including hybrid annuity) and its related activities", as the Chief Operating Decision Makers (CODM) reviews business performance at an overall group level as one segment and hence, no additional disclosures are required to be made under Ind AS 108 "Operating Segments". Further, the group also primarily operates under one geographical segment namely India. Revenue from one customer i.e concession authorities (NHAI) amounted to INR 6,905.54 million (31 March 2020: INR 10,708.44 million) arising during the year ended March 31, 2021.

44 Operating Lease

"The Group has taken office space on operating lease on short term basis. There are no sub-leases and the leases which are cancellable in nature at any point of time by either of parties. There are no restrictions imposed under the lease arrangements. There are neither any contingent rent nor any escalation clause in the lease arrangements. The Group has applied the 'short-term lease' recognition exemptions for above lease. During the year, the Group has incurred expense relating to short-term leases (included in other expenses) INR 16.79 million (March 31, 2020: INR 25.78 million) toward above lease premises."

45 Financial risk management objective and policies:

"The Group's principal financial liabilities comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Group's operations as well as development and maintenance of SPVs project. The Group's principal financial assets include Investments, trade receivables, other receivables including those under service concession, loans and cash and bank balances, which has been directly derived from its operations. The Group's business activities are exposed to variety of financial risks, namely market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors have overall responsibility for the establishment and oversight of the Group's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and the Group's activities. The Board of Directors oversee compliance with the Group'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, trade and other receivables, loans, trade and other payables.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Within the various methodologies to analyse and manage risk, Group has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 25-basis points of the interest rate yield curves in all currencies.

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and provisions.

"The following assumption has been made in calculating the sensitivity analyses:- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held as at March 31, 2021 and March 31, 2020."

(i) Interest rate risk

"Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the group mainly from non - current borrowings with variable rates. The Group maintains its borrowings at fixed rate using interest rate swaps to achieve this if necessary. The group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. The group measures risk through sensitivity analysis."

The banks now finance at variable rate only, which is the inherent business risk.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's loss before tax is affected through the impact on floating rate borrowings, as follows:

| | Effect on profit before tax | |
|----------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2021 | Year ended March 31, 2020 |
| Increase in 25 basis point | (109.43) | (78.17) |
| Decrease in 25 basis point | 109.43 | 78.17 |

(INR in Million)

The effect of interest rate changes on future cash flows is excluded from this analysis.

(ii) Equity price risk

The Group's non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions

(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 Group is exposed to credit risk related to operating activities (primarily receivables from authorities and other financial assets), financing activities including temporary Investment in mutual fund and other financial instruments. The management of the group believes that the credit risk related to receivable from authorities are negligible as the same is receivable from the government authorities.

The group has significant credit exposure related to receivable from authorities which as mentioned below:

1. National Highway Authority of India - INR 34,936.79 million (March 31, 2020: INR 31,004.37 million).
2. State Government Authorities - INR 117.19 million (March 31, 2020: INR 270.10 million).

Credit risk from balances with banks and financial institutions is managed by the Group's finance department in accordance with the Group's policy. Investments of surplus funds are made only in accordance with group policy. The Group monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the group adjusts its exposure to various counterparties. The Group's maximum exposure to credit risk from balance with bank and financial institutions as well as temporary investment in mutual fund as of March 31, 2021 is INR 1,128.75 million and March 31, 2020 is INR 841.35 million.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

(c) Liquidity risk

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

The Group measures the risk by forecasting cash flows.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Group's reputation. The Group ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

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

(INR In Million)

| Particular | Total Amount | On Demand | upto 1 year | 1 - 2 years | 2 - 5 years | > 5 years |
|-----------------------------|--------------------|-----------------|------------------|-----------------|------------------|------------------|
| As at March 31, 2021 | | | | | | |
| Non-current borrowings# | 58,345.05 | - | 7,172.88 | 3,629.55 | 15,178.42 | 32,364.21 |
| Loans repayable on demand | 6,523.68 | 6,523.68 | - | - | - | - |
| Trade payables | 7,284.26 | - | 7,284.26 | - | - | - |
| Other financial liabilities | 43,060.06 | - | 5,433.38 | 263.40 | 1,145.90 | 36,223.13 |
| Total | 1,15,213.05 | 6,523.68 | 19,890.52 | 3,892.95 | 16,324.32 | 68,587.34 |
| As at March 31, 2020 | | | | | | |
| Non-current borrowings# | 56,703.36 | - | 2,583.67 | 3,470.81 | 16,858.80 | 33,790.70 |
| Loans repayable on demand | 4,411.83 | 4,221.03 | 190.80 | - | - | - |
| Trade Payables | 6,058.71 | - | 6,058.71 | - | - | - |
| Other financial liabilities | 14,771.21 | - | 3,544.12 | 551.81 | 1,329.44 | 9,345.85 |
| Total | 81,945.11 | 4,221.03 | 12,377.30 | 4,022.62 | 18,188.24 | 43,135.92 |

Current maturities of non-current borrowings is included and unamortised transaction cost paid to lenders on upfront basis is excluded.

46. Capital Management

For the purpose of the Group's capital management, the Group's capital consist of share capital, securities premium, other equity and all other reserves attributable to the equity holders of the Group.

The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Group 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 Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares. The Group monitors capital using debt equity ratio.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period except in one of the subsidiary as mentioned in Note 18.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2021 and year ended March 31 2020.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

47. Disclosure pursuant to Appendix - E to Ind AS 115 - " Service Concession Arrangements" ('SCA')

(A) Disclosures with regard to toll collection rights (intangible assets)

| Sr. No. | Name of Concessionaire | Start of concession period under concession agreement (Appointed date) | End of concession period under concession agreement | Period of concession since the appointed date | Construction completion date or scheduled construction completion date under the concession agreement, as applicable | Remaining amortisation period as at the reporting date (in years) |
|---------|---|--|---|---|--|--|
| 1 | Ahmedabad Ring Road Infrastructure Limited | December 28, 2006 | December 27, 2026 | 20 years | June 30, 2008 | 6.76 years |
| 2 | Maharashtra Border Check Post Network Limited | March 30, 2009 | September 29, 2033 | 24 years and 6 months | November 16, 2011 | 12.51 years |
| 3 | Rohtak Hissar Tollway Private Limited | December 26, 2013 | December 26, 2035 | 22 years | July 29, 2016 | 13.74 years |
| 4 | Rohtak Panipat Tollway Private Limited | April 18, 2011 | April 17, 2036 | 25 years | January 6, 2014 | 15.06 years |

Notes:

- (i) The above BOT/ DBFOT projects shall have following rights/ obligations in accordance with the Concession Agreement entered into with the respective Government Authorities:-
- Rights to use the Specified assets
 - Obligations to provide or rights to expect provision of services
 - Obligations to deliver or rights to receive at the end of the Concession.
- (ii) The actual concession period may vary based on terms of concession agreement.

(B) Disclosures with regard to Annuity project / Hybrid annuity model ('HAM') project

The following are annuity based service concession arrangements of the Group which have been classified as financial assets under "Receivables against service concession arrangements":

| Sr. No. | Name of Concessionaire | Start of concession period under concession agreement (Appointed date) | End of concession period under concession agreement | Period of commercial operation | Scheduled construction completion date under the concession agreement | Revised construction completion date based on extension claimed (refer note (v)) |
|---------|--|--|---|--------------------------------|---|--|
| 1 | Sadbhav Una Highway Private Limited | February 09, 2017 | August 07, 2034 | 15 years from COD | August 06, 2019 | December 31, 2021 |
| 2 | Sadbhav Bhavnagar Highway Private Limited* | February 07, 2017 | August 05, 2034 | 15 years from COD | August 06, 2019 | February 28, 2022 |
| 3 | Sadbhav Rudrapur Highway Private Limited* | March 31, 2017 | March 31, 2034 | 15 years from COD | March 31, 2019 | October 31, 2021 |
| 4 | Sadbhav Nainital Highway Private Limited | October 28, 2017 | October 28, 2034 | 15 years from COD | October 28, 2019 | August 31, 2021 |
| 5 | Sadbhav Bangalore Highway Private Limited | August 21, 2017 | August 21, 2034 | 15 years from COD | August 20, 2019 | December 31, 2021 |
| 6 | Sadbhav Udaipur Highway Private Limited* | November 30, 2017 | November 30, 2034 | 15 years from COD | November 30, 2019 | September 30, 2021 |
| 7 | Sadbhav Vidarbha Highway Private Limited | May 21, 2018 | November 15, 2035 | 15 years from COD | May 15, 2021# | March 31, 2022 |
| 8 | Sadbhav Jodhpur Ring Road Private Limited | December 14, 2018 | December 12, 2035 | 15 years from COD | December 12, 2020 | March 31, 2022 |
| 9 | Sadbhav Kim Highway Private Limited | November 01, 2019 | October 27, 2036 | 15 years from COD | October 31, 2021 | August 27, 2022 |

* During the year, three of its subsidiaries namely Sadbhav Udaipur Highway Private Limited (SUDHPL), Sadbhav Bhavnagar Highway Private Limited (SBHPL) and Sadbhav Rudrapur Highway Private Limited (SRHPL) have received the Provisional Completion Certificate (PCOD) and the Settlement Agreement has been executed with NHAI by respective subsidiaries.

During the year, one of its subsidiary company namely Sadbhav Vidarbha Highway Private Limited (SVHPL) has received an extension for Scheduled Completion date up to 15.05.2021.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

Notes:

In HAM projects, revenue is received / receivable as under:

- (i) 40% of the total bid project cost with adjustment relating to Price Index Multiple, shall be due and payable to the company in 5 equal installments during the construction period in accordance with the provisions of the SCA.
- (ii) The remaining bid project cost, with adjustment relating to 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 the SCA.
- (iii) Interest shall be due and receivable 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 receivable biannually along with each installment specified in of SCA.
- (iv) In case of three subsidiaries viz., Sadbhav Bhimasar Bhuj Highway Private Limited, Sadbhav Tumkur Highway Private Limited and Sadbhav Vizag Expressway Private Limited, due to non availability of required 80% right of way (ROW) by NHAI within stipulated time period, the Concession Agreement executed with NHAI has been terminated with mutual consent via supplementary agreements.
- (v) 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 and due to reasons not attributable to the Concessionaire.

48 The Group has carrying value of intangible assets of INR 25,790.81 million in its 2 subsidiaries engaged in construction, operation and maintenance of infrastructure projects under concession agreement with National Highways Authorities of India. The net worth of these subsidiary companies has fully eroded as per their latest financial statement. Considering the gestation period required for break even for such infrastructure investments, expected higher cash flows based on future business projections, claims of INR 18,173 million lodged in terms of conditions of concession agreements which is backed by legal opinion on tenability of the claim, debt refinancing, internal plan of revival to meet its dues and obligations and the strategic nature of these investments, basis which the management believes that the networth of these entities would become positive in due course. Considering the same, no provision/adjustment to the carrying value of intangible assets as at March 31, 2021 is considered necessary at this stage.

49 In terms of the Concession Agreement for setting up the project for Modernization and Computerisation of integrated Border Check Post ('Project') in the state of Maharashtra on Build, Operate and Transfer basis, Maharashtra Border Check Post Network Limited ('MBCPNL'), a subsidiary entity, has been regularly representing in the Steering Committee of the project set up by Maharashtra State Road Development Corporation (MSRDC) under Concession agreement, about handover of the additional project BCP sites so as to meet Concessionaire obligations as regards implementation of project as per the Concession agreement. As at 31st March, 2021, the company has achieved provisional certificate of completion for 22 check posts out of total 24 check posts (including additional 2 check post) as per Concession agreement. The collection of user fees have been started in 18 BCP as per directive of MSRDC.

As at 31st March, 2021, the project implementation is in progress and there are costs variance in development of each BCP site. MBCPNL has been accounting cost variations, if any based on the approval of independent engineers appointed by MSRDC read with note 50 below. The management has been regularly representing to MSRDC for the time extension of completion of BCP construction in terms of Concession agreement. The management is confident that necessary approvals relating to time extension for completion of BCP construction will be received and that no additional financial obligations is envisaged to be levied on the MBCPNL under the terms of concession agreement.

50 Maharashtra Border Check Post Network Limited ('MBCPNL') one of the subsidiary, has accepted and accounted certain project related cost variation towards increased cost of construction due to delay in execution of the Modernization and Computerisation of 22 Border Check Post Project including 2 additional check post ('BCP Project'). Such cost variations incurred due to various reasons not attributable to MBCPNL, in terms of service concession agreement, up to March 31, 2021 is INR 2,228.84 Million (March 31, 2020 INR 2,228.84 Million). The costs has been accounted as intangible asset / intangible assets under development. Further, such cost variation is required to be approved by Government of Maharashtra (GoM) although the Independent Engineer of the Project, Technical Evaluation Committee duly appointed by Project Steering Committee of Maharashtra State Road Development Corporation Limited ('the Project Authority') which is monitoring the project progress and the lender's independent engineer have in-principle accepted and recommended MBCPNL's cost variation claim. Based on the recommendations at the project steering committee, GoM (Grantor) will conclude in regard to cost variation claim of the MBCPNL although MBCPNL is confident that the additional costs accounted in the books will be fully accepted by the GoM.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

51. Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013.

As at March 31, 2021

| Name of the entity | Net Assets (i.e. total assets minus total liabilities) | | Share in profit / (loss) | | Share in Other Comprehensive income (OCI) | | Share in Total comprehensive income (TCI) | |
|--|--|-----------------------|--------------------------------------|-----------------------|---|-----------------------|---|-----------------------|
| | As % of consolidated net assets | Amount INR In Million | As % of consolidated profit / (loss) | Amount INR In Million | As % of consolidated OCI | Amount INR In Million | As % of consolidated TCI | Amount INR In Million |
| Parent Company | | | | | | | | |
| SIPL | 952.78% | 17,817.27 | 12.04% | (335.20) | -446.40% | (1.27) | 12.09% | (336.48) |
| Subsidiary Companies | | | | | | | | |
| Indian | | | | | | | | |
| ARRIL | 44.00% | 822.84 | -13.31% | 370.53 | 241.24% | 0.69 | -13.34% | 371.22 |
| MBCPNL | -77.03% | (1,440.50) | 11.54% | (321.27) | 21.02% | 0.06 | 11.54% | (321.21) |
| RPTPL | -585.65% | (10,951.80) | 73.38% | (2,042.07) | 43.53% | 0.12 | 73.38% | (2,041.95) |
| RHTP | -272.81% | (5,101.65) | 48.36% | (1,345.73) | 240.62% | 0.69 | 48.34% | (1,345.04) |
| SBHPL | 1.57% | 29.44 | -6.32% | 175.88 | - | - | -6.32% | 175.88 |
| SUHPL | 2.25% | 42.16 | -0.23% | 6.44 | - | - | -0.23% | 6.44 |
| SRHPL | 11.50% | 215.01 | -8.93% | 248.41 | - | - | -8.93% | 248.41 |
| SNHPL | 10.20% | 190.76 | -2.08% | 57.78 | - | - | -2.08% | 57.78 |
| SBGHPL | 9.16% | 171.36 | -3.45% | 96.09 | - | - | -3.45% | 96.09 |
| SUDHPL | 4.94% | 92.32 | -2.71% | 75.36 | - | - | -2.71% | 75.36 |
| SVHPL | 4.66% | 87.23 | -0.35% | 9.65 | - | - | -0.35% | 9.65 |
| SJRRPL | 7.74% | 144.79 | -3.87% | 107.82 | - | - | -3.87% | 107.82 |
| STHPL | -0.87% | (16.23) | 0.00% | 0.05 | - | - | 0.00% | 0.05 |
| SKEPL | 2.64% | 49.36 | -8.02% | 223.13 | - | - | -8.02% | 223.13 |
| SBBHPL | -1.55% | (29.06) | 0.00% | (0.08) | - | - | 0.00% | (0.08) |
| SVPRPL | -1.87% | (35.05) | 0.00% | (0.03) | - | - | 0.00% | (0.03) |
| SHAPL | -11.67% | (218.24) | 3.94% | (109.74) | - | - | 3.94% | (109.74) |
| Minority interest in all subsidiaries | - | - | - | - | - | - | - | - |
| Total | 100.00% | 1,870.02 | 100.00% | (2,782.99) | 100.00% | 0.29 | 100.00% | (2,782.70) |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

As at March 31, 2020

| Name of the entity | Net Assets (i.e. total assets minus total liabilities) | | Share in profit / (loss) | | Share in Other Comprehensive income (OCI) | | Share in Total comprehensive income (TCI) | |
|--|--|-----------------------|--------------------------------------|-----------------------|---|-----------------------|---|-----------------------|
| | As % of consolidated net assets | Amount INR In Million | As % of consolidated profit / (loss) | Amount INR In Million | As % of consolidated OCI | Amount INR In Million | As % of consolidated TCI | Amount INR In Million |
| Parent Company | | | | | | | | |
| SIPL | 377.65% | 17,598.54 | 125.84% | 12,953.25 | 162.60% | 0.36 | 125.84% | 12,953.61 |
| Subsidiary Companies | | | | | | | | |
| Indian | | | | | | | | |
| ARRIL | 10.06% | 468.99 | 1.97% | 202.50 | 545.55% | 1.22 | 1.98% | 203.72 |
| BHTPL | - | - | -1.40% | (143.66) | - | - | -1.40% | (143.66) |
| AJTL | - | - | 1.17% | 120.29 | - | - | 1.17% | 120.29 |
| MBCPNL | -22.96% | (1,070.01) | -0.71% | (73.44) | -626.04% | (1.40) | -0.73% | (74.84) |
| NSWEL | - | - | 0.66% | 67.81 | - | - | 0.66% | 67.81 |
| HYTPL | - | - | -1.31% | (134.40) | - | - | -1.31% | (134.40) |
| RPTPL | -190.76% | (8,889.23) | -14.73% | (1,516.06) | 4.47% | 0.01 | -14.73% | (1,516.05) |
| SUTPL | - | - | -2.94% | (302.41) | - | - | -2.94% | (302.41) |
| BRTPL | - | - | 0.33% | 33.73 | - | - | 0.33% | 33.73 |
| RHTP | -80.61% | (3,756.59) | -11.10% | (1,143.04) | 13.42% | 0.03 | -11.10% | (1,143.01) |
| DPTL | - | - | -0.04% | (3.61) | - | - | -0.04% | (3.61) |
| SBHPL | -0.21% | (9.98) | 0.11% | 11.45 | - | - | 0.11% | 11.45 |
| SUHPL | 0.77% | 35.80 | 0.47% | 47.96 | - | - | 0.47% | 47.96 |
| SRHPL | 2.18% | 101.71 | 1.30% | 134.26 | - | - | 1.30% | 134.26 |
| SNHPL | 2.94% | 137.08 | 0.65% | 66.59 | - | - | 0.65% | 66.59 |
| SBGHPL | 1.86% | 86.66 | 0.40% | 40.77 | - | - | 0.40% | 40.77 |
| SUDHPL | 0.85% | 39.48 | 0.63% | 65.11 | - | - | 0.63% | 65.11 |
| SVHPL | 1.67% | 77.61 | 0.27% | 27.92 | - | - | 0.27% | 27.92 |
| SJRRPL | 0.79% | 36.97 | 0.36% | 37.46 | - | - | 0.36% | 37.46 |
| STHPL | -0.35% | (16.28) | -0.15% | (15.11) | - | - | -0.15% | (15.11) |
| SKEPL | -0.01% | (0.27) | 0.00% | (0.27) | - | - | 0.00% | (0.27) |
| SBBHPL | -0.62% | (28.98) | -0.26% | (26.30) | - | - | -0.26% | (26.30) |
| SVPRPL | -0.75% | (35.00) | -0.33% | (33.54) | - | - | -0.33% | (33.54) |
| SHAPL | -2.50% | (116.53) | -0.78% | (80.72) | - | - | -0.78% | (80.72) |
| Minority interest in all subsidiaries | - | - | -0.42% | (42.91) | - | - | -0.42% | (42.91) |
| Total | 100.00% | 4,659.97 | 100.00% | 10,293.62 | 100.00% | 0.22 | 100.00% | 10,293.84 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

52. Details of Corporate Social Responsibility (CSR) Expenditure

As per Section 135 of the Companies Act, 2013, a corporate social responsibility ('CSR') committee has been formed by the Group. The expenditure incurred by the Group on CSR activities during the year has been stated below: (INR in Million)

| | Year ended March 31, 2021 | Year ended Marh 31, 2020 |
|---|------------------------------|-----------------------------|
| (a) Gross amount required to be spent by the company during the year | | |
| - CSR obligation for current financial year | 7.95 | 22.11 |
| - Unspend amount of CSR obligation of previous financial year | 30.25 | 8.16 |
| - Total CSR obligation | 38.20 | 30.27 |
| (b) Amount spent during the year: | 13.72 | 0.02 |

53. a. Pursuant to the definitive share purchase agreement ('the agreement') dated July 1, 2019 with IndInfravit Trust, the entire equity shareholding in seven of its subsidiary companies i.e. Bijapur Hungund Tollway Private Limited, Aurangabad Jalna Tollway Limited, Hyderabad Yadgiri Tollway Private Limited, Dhule Palesner Tollway Limited, Nagpur Seoni Expressway Limited, Shreenathji Udaipur Tollway Private Limited, Bhilwara Rajsamand Tollway Private Limited and Mysore Bellary Highway Private Limited (MBHPL), a subsidiary of Parent company i.e. Sadbhav Engineering Limited (SEL) were transferred to Indinfravit Trust with effect from 14th February, 2020. This has resulted into profit of INR 6,275.77 million which have been disclosed as exceptional item in the financial statements for the year ended March 31, 2020. In the current year INR 430.51 million has been disclosed as an exceptional item which has been received from the IndInfravit subsidiary towards the claim from the concerned authority.

Further, the condition precedents mentioned in the agreement such as regulatory approvals, lender's consent, other customary approvals with respect to one entity i.e. Ahmedabad Ring Road Infrastructure Limited (ARRIL), has been received as at the reporting date. However transfer of shareholding in pursuance of agreement is yet not done. Accordingly, investments in this subsidiary company has been classified as assets held for sale in accordance with Ind AS 105 – "Non-Current Assets Held for Sale and Discontinuing Operations".

b. The concession agreements with National Highway Authority of India (NHAI) were terminated in case of Sadbhav Tumkur Highway Private Limited (STHPL), Sadbhav Vizag Port Road Private Limited (SVPRPL) and Sadbhav Bhimasar Bhuj Highway Private Limited (SBBHPL) during the year ended March 31, 2020, due to non availability of required 80% right of way (ROW) by NHAI within the stipulated time period as a consequence of which, these subsidiaries were inoperative. The provision made for carrying value of Investment in these subsidiaries amounting to INR 77.72 million is disclosed under exceptional item in the financial statements for the year ended March 31, 2020.

54. Asset held for Sale

(a) Description

The Holding company has entered into definitive share purchase agreement ('the agreement') dated July 1, 2019 with IndInfravit Trust for sale of its entire equity shareholding of one entity i.e. Ahmedabad Ring Road Infrastructure Limited (ARRIL) with effect from April 1, 2019. This sale is subject to the condition precedents mentioned in the agreement such as regulatory approvals, lender's consent, other customary approvals which is in process as at reporting date and accordingly, all assets and liabilities pertaining to this subsidiary company has been classified as assets held for sale in accordance with Ind AS 105 – "Non-Current Assets Held for Sale and Discontinuing Operations".

(b) Assets and liabilities classified as held for sale

The following assets and liabilities were classified as held for sale as on March 31, 2021 & March 31, 2020:

| Assets classified as held for sale | | (INR in Million) | |
|------------------------------------|-------------------------------|----------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Non-current assets | | | |
| 1 | Property, plant and equipment | 22.44 | 20.32 |
| 2 | Goodwill | 657.77 | 657.77 |
| 3 | Other intangible assets | 2,324.47 | 2,582.44 |
| 4 | Financial assets | | |
| | (i) Other financial assets | 1.02 | 1.03 |
| 5 | Other non-current assets | 4.76 | 1.99 |
| Total (A) | | 3,010.46 | 3,263.55 |

Notes to Consolidated Financial Statements for the year ended March 31, 2021

| | | (INR in Million) | |
|--|--|----------------------|----------------------|
| | | As at March 31, 2021 | As at March 31, 2020 |
| Current assets | | | |
| 1 | Financial assets | | |
| | (i) Investments | 15.02 | 14.54 |
| | (ii) Trade receivables | 8.82 | 8.25 |
| | (iii) Cash and cash equivalents | 40.01 | 35.10 |
| 2 | Other current assets | 104.05 | 7.31 |
| | Total (B) | 167.90 | 65.20 |
| | Total assets classified as held for sale (A+B) | 3,178.36 | 3,328.74 |
| Liabilities directly associated with assets classified as held for sale | | | |
| Non-current liabilities | | | |
| 1 | Financial liabilities | | |
| | (i) Borrowings | 281.04 | 641.90 |
| 2 | Provisions | 4.26 | 5.01 |
| 3 | Deferred tax liabilities (net) | 178.93 | 51.27 |
| | Total (A) | 464.23 | 698.18 |
| Current liabilities | | | |
| 1 | Financial liabilities | | |
| | (i) Borrowings | - | 47.00 |
| | (ii) Trade payables | | |
| | - Total outstanding dues of micro enterprises and small enterprises | - | - |
| | - Total outstanding dues of creditors other than micro enterprises and small enterprises | 57.32 | 251.77 |
| | (iii) Other financial liabilities | 870.87 | 826.15 |
| 2 | Other current liabilities | 5.76 | 4.96 |
| 3 | Provisions | 283.93 | 554.38 |
| 4 | Current tax liabilities (net) | - | 45.57 |
| | Total (B) | 1,217.89 | 1,729.85 |
| | Total liabilities classified as held for sale (A+B) | 1,682.13 | 2,428.03 |

55. In one of the subsidiaries of the Group namely Rohtak Panipat Tollway Limited (RPTPL) has accumulated losses of INR 11,157.08 million (March 31, 2020: INR 9,085.08 million) as at the March 31, 2021, which have resulted in erosion of the company's net worth and current liability in excess of current assets of INR 3,151.16 million (March 31, 2020: INR 1,254.01 million). Further, during the year, from December 25, 2020, the toll collection has been forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the company is not able to collect toll user fees from December 25, 2020. The company has sent various communications to authorities for such forceful suspension of toll including revenue loss claim of Rs 358.50 million till March 31, 2021. However, it is yet to receive response from the authority in this regards. Currently the company is exploring various other legal options on above in terms of the concession agreement. There are three claims amounts to INR 17,749 million including interest pending between the Company and NHAI under the concession agreement. In respect of such claims, NHAI has approached to the company for settlement of all these claims by way of conciliation proceedings, which has been consented by the company.

Considering the management assessment of probability and tenability of receiving above claims from NHAI as per the terms of concession agreement, which is backed by legal opinion and communications from NHAI for conciliation, certain ongoing financial structuring discussions, the management believes that the financial statements needs to continue to be prepared on a going concern assumption.

Notes to Consolidated Financial Statements for the year ended March 31, 2021

- 56** In one of the subsidiaries of the group, Rohtak Hissar Tollway Private Limited (RHTPL) has incurred loss of Rs. 1,345.71/- Millions during FY 2020-21 and continues to incur losses with accumulated losses of Rs. 5,101.62/- Millions as on March 31,2021 resulting in erosion of its Net worth. Further, the Company borrowings have been classified as non-performing assets by the banks due to defaults in payment of dues & Current financial Liabilities exceeds the Current financial Assets by Rs 1,059.67/- Millions. However, the management expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the Company. Further, the management has represented that there is an unconditional continuing support from the holding company and company will be able to discharge all its obligations in foreseeable future. Further, The Company has entered into an "Intercreditor Agreement" dated 25, Feb, 2021 amongst the banks, financial institutions and other Lenders for resolution Plan. During the year, from December 25, 2020, the toll collection has been forcefully suspended due to agitation and protest held by farmers and other unions against agri-marketing laws. Accordingly, the company is not able to collect toll user fees from December 25, 2020. The company has sent various communications to authorities for such forceful suspension of toll including revenue loss claim of Rs 424.36 million till March 31, 2021. However, it is yet to receive response from the authority in this regards Considering the management assessment of Future traffic projection , ongoing financial structuring discussions, and valuation report obtained from registered valuer , the management believes that the financial statements needs to continue to be prepared on a going concern assumption.
- 57** The Board of Directors at their meeting dated October 19, 2019 have approved a scheme of merger and arrangement under Sections 230 to 232 of Companies Act 2013, subject to the regulatory approvals required whereby, the Sadbhav Infrastructure Project Limited (SIPL), will merge into Sadbhav Engineering Limited (SEL). The appointed date of merger is 1st April, 2019. Approval of SEBI and BSE/NSE have been received. In terms of the order of National Company Law Tribunal (NCLT) dated December 01, 2020, the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors was conveyed on January 29, 2021. Requisite majority of stakeholders have given their consent to the scheme.The Company has made application to NCLT for its approval.
- 58** Pursuant to the Hon'ble Supreme Court's Order vide dated 23rd March, 2021, interest on interest during the tenure of moratorium period in year 2020 has been waived for all borrowers and accordingly Hon'ble Supreme Court had instructed all the Banks to give the credit / adjustment for interest on interest amount levied by it on its borrowers. The Group has followed up with its Bankers in the subject matter. However, the Bankers are awaiting further clarity from RBI / their top management in the cited aspect. Hence, pending outcome of the credit / adjustment by way of a refund of interest on interest amount; the Group has decided to account the said interest on interest component on credit/refund by banks.
- 59** The group has made assessment of possible impact of COVID-19 on business / operations of the group and believes that the impact may not be significant over the terms of its contracts. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the group, as at date of approval of these financial statements has used corroborative information. As on current date, the group has concluded that the impact of Covid-19 is not material based on the evaluations. Due to the nature of the pandemic, the group will continue to monitor developments to identify significant uncertainties in future periods, if any. The management does not see any long term risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due.
- 60** The Indian Parliament has approved the code on Social Security, 2020. This has also received consent of the Hon'ble President of India. The code when implemented will impact the contribution by the company towards benefits such as Provident Fund, Gratuity etc. The effective date(s) of implementation of this code is yet to be notified. In view of this, any financial impact due to the change will be assessed and accounted for in the period of notification.
- 61 Previous year comparatives**
Previous year figures have been regrouped/reclassified wherever necessary, to facilitate comparability with current year's classification.

As per our report of even date attached

For S G D G & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: W100188

Devansh Gandhi
Partner
Membership No. 129255
Date: June 28, 2021
Place: Ahmedabad

For and on behalf of Board of Directors of Sadbhav Infrastructure Project Limited

Vasistha Patel
Managing Director
DIN: 00048324

Hardik Modi
Company Secretary
Membership No.: F9193

Date: June 28, 2021
Place: Ahmedabad

Shashin Patel
Director
DIN: 00048328

Pradip Agarwal
Chief Financial Officer

Date: June 28, 2021
Place: Ahmedabad



Disclaimer

This Annual Report contains forward-looking information to enable investors to comprehend company's prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We can not guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties, and even less than accurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



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