

Jorabat Shillong Expressway Limited

Regd. Office : The II.&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 Fax : 022-26523979
CIN : U45203MH2010PLC204456

February 14, 2022

To,
Vice President,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Re: Outcome of Board of Directors Meeting held on February 14, 2022

Ref: Listed, Rated, Redeemable, Secured, Non-Convertible Debentures ("NCD") in the form of 24 STRPPs - as per attached Annexure

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 52 read with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that Board of Directors of the Company at its meeting held on February 14, 2022 has inter alia considered and approved the un-audited Financial Results along with Limited Review Report for the Quarter and nine months ended December 31, 2021 and in this regards please find attached herewith the following documents and information:

Unaudited Financial Results for the Quarter and nine months ended December 31, 2021 along with the Limited Review Report thereon.

The Board Meeting commenced at 11:30 a.m. and concluded at 12.10 p.m.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For Jorabat Shillong Expressway Limited



Vijay Kini
Director
DIN: 06612768



Encl: a/a

**Independent Reviewer's Limited Review report to the Board of Directors of
M/s Jorabat Shillong Expressway Limited**

We have reviewed the accompanying statement of unaudited financial results of **M/s Jorabat Shillong Expressway Limited** for the period ended 31 December 2021. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 - "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

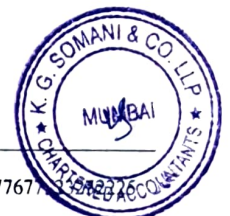
Based on our review conducted as above, *except for the effect of matters stated in the Basis of Qualified Conclusion paragraph of our report*, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis of Qualified Conclusion

We draw attention to the Note No. 5 of the accompanying unaudited financial statements wherein the company has disclosed that an impairment loss as at 31 March 2019, for its financial assets based on the bid received by the holding company for divestment of its stake in the company, which is based on the enterprise value, which is not in line with the requirements of Ind AS 36, Impairment of Assets, the impact thereof, if any, is not determinable. The same was also a subject matter in the previous auditor's report of the company for the year ended 31 March 2019, 31 March 2020 and 31 March 2021.

Material Uncertainty related to Going Concern

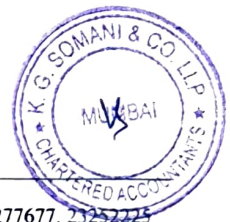
We draw attention to the Note No. 11 of the accompanying financial statements wherein the company has indicated that the company has accumulated losses and its net worth as been fully eroded, the company has earned a net profit in current year, however there are losses in previous years, the company's current liabilities exceeded its current assets as at the reporting date and it may be unable to meet its obligations (financial and operational) as and when they fall due. These conditions along with other matters including mitigating factor considered by the management, set forth in Note No. 11, indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern.



Our opinion is not qualified in respect of this matter.

Emphasis of Matter

- 1) We draw attention to the Note No. 6 of the accompanying unaudited financial statements wherein the company has stated that the National Company Law Tribunal (“NCLT”), vide order dated 01 January 2019, had allowed a petition filed by the Union of India, for re-opening of the books of accounts and re-casting the financial statements under the provisions of Section 130 of the Companies Act, 2013 for the financial years from 2012-13 to 2017-18, of Infrastructure Leasing & Financial Services Limited (“IL&FS”), and its subsidiaries namely IL&FS Financial Services Limited (“IFIN”) and IL&FS Transportation Network Limited (“ITNL”), the holding Company. The Company’s financial statement are not subject to any reopening / recasting, and it is expected that impact, if any, arising out of the said reopening / recasting would be limited to above mentioned three entities only. Hence, Company is not envisaging any adjustment in the financial statements in this regard;
- 2) We draw attention to the Note No. 7 of the accompanying unaudited financial statements wherein the company has stated that the Ministry of Corporate Affairs (MCA), Government of India, has vide its letter dated 01 October 2018 initiated investigation by Serious Fraud Investigation Office (SFIO) against IL&FS (ultimate holding company) and its group companies under Section 212 (1) of the Companies Act, 2013. As a part of investigation of affairs of ITNL (the Holding Company), SFIO has also been seeking from ITNL various information including relating to project undertaken by the Company (for which ITNL acted as Development Contractor and promoter). The investigation is in progress, and it is understood that the relevant information is being provided by ITNL to the agency. At this stage, no material impact/ implications had arisen from the aforesaid developments. However, an uncertainty relating to the future outcome of the regulatory actions is not determinable at this stage;
- 3) We draw attention to the Note No. 8 of the accompanying unaudited financial statements wherein the company has stated that The New Board of IL & FS (ultimate holding Company) in January 2019 initiated a forensic examination for the period from April 2013 to September 2018 in relation to the certain Companies of the Group and has appointed an independent third party for performing the forensic audit and to report the findings to the Board of Directors of IL&FS. The Company is not in the list of Companies identified by the New Board for forensic audit and hence no such specific audit of the affairs of the Company has been conducted. The independent third party has submitted their interim report in relation to the audit of ITNL (the Holding company) and its project related activities and the observations contained therein related primarily to the operations of ITNL. The said report has been discussed by the Board of ITNL in its meeting held on 28 November 2019 and is being dealt with in manner deemed fit by the Board of the Holding company. Observations if any made by the independent third party relating to the project undertaken by the Company, have been presented to the Company’s Board. After review of the observations, the Board is of the view that no adjustments will be required in these financial statements for any



consequential effects / matters that may arise from the said report. The independent third party has conducted further audit procedures and is in process of submitting an additional report to ITNL. Since the audit is primarily relating to operation of the holding company, Company is not envisaging any adjustment in financial statement in this regard;

- 4) We draw attention to the Note No. 9 of the accompanying unaudited financial statements wherein the company has stated that pursuant to the “Third Progress Report – Proposed Resolution Framework for the IL&FS Group” dated 17 December, 2018 and the “Addendum to the Third Progress Report – Proposed Resolution Framework for IL&FS Group” dated 15 January 2019 (“Resolution Framework Report”) submitted by the Company to the Ministry of Corporate Affairs, Government of India which, in turn, was filed with the Hon’ble National Company Law Appellate Tribunal (“NCLAT”), the creditors of the Company were invited (via advertisement(s) dated 22 May 2019) to submit their claims as at 15 October 2018 with proof, on or before 05 June, 2019 (later extended till 05 February 2020)) to a Claims Management Advisor (“CMA”) appointed by the IL&FS Group. The amounts claimed by the financial and operational creditors are assessed for admission by the CMA.

The CMA, vide their various communications to the management of the Company, have submitted their report on the status of the claims received and its admission status. The report is subject to updation based on additional information / clarification that may be received from the creditors in due course.

Management of the Company has reviewed the claims made by third parties with the CMA, and reconciled them with the books of accounts and accounted in the books of accounts appropriately;

- 5) We draw attention to the Note No. 10 of the accompanying unaudited financial statements wherein the company has stated that the Company is not in compliance with the Companies Act 2013, as applicable to the Company. These non-compliances pertain to filings with Regulators and appointment of Key Management personnel. These do not have an impact on financial reporting;
- 6) We draw attention to the Note No. 11 of the accompanying unaudited financial statements wherein the company has stated that National Company Law Appellate Tribunal (“NCLAT”) had passed an order on 15 October 2018 (“Interim Order”) in Company Appeal (AT) 346 of 2018, imposing moratorium on the creditors of IL&FS and its 348 group companies, which includes the Company. Further, NCLAT vide its order dated 11 February 2019 had also classified the Company under the “Amber Category” based on a 12-month cash flow solvency test, indicating it is not in a position, to discharge its entire Debt as and when due. Accordingly, the Company is permitted to make only those payments necessary to maintain and preserve the going concern status. This consequently also resulted in downgrade of debt ratings of the Company. NCLAT vide its order dated 12 March 2020, had upheld its interim order of 15 October 2018. The said order specifies 15 October 2018 as the date of initiation of the Resolution Process of the Company. Accordingly, the Company has not accrued



any interest, default interest, penal interest and any other similar charges after the said cut-off date of 15 October 2018 and also not repaid any principal amount of debt due. Consequently, the amount of unamortised transaction cost has only been amortised till the end of the financial year 2018-19 and no such cost has been amortised after such periods till date;

- 7) We draw attention to the Note No. 12 of the accompanying unaudited financial statements wherein the company has stated that Based on the report submitted by an independent agency, in the month of September 2021, the company has estimated an increase in its overlay cost (periodic maintenance cost) aggregating to Rs. 12,341 Lakhs, till the end of the concession period of the project. The impact of this estimation of escalated cost has been taken into consideration by the management of the company and a modification loss amounting to Rs. 8,840 Lakhs have been recorded in these financial statements in accordance to the provisions of Ind AS 109;

Our conclusion is not modified in respect of this matter.

For K G Somani & Co LLP
Chartered Accountants
FRN: 006591N/N500377



Varun Sharma
Partner
Membership No: 512916

UDIN:

Place: New Delhi
Date: 14 February 2022

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CIN : U45203MH2010PLC204456

Statement of Financial Results for the quarter and nine months ended December 31, 2021

(Rs. in Lakhs)

Particulars	Quarter ended		Nine months ended	Year ended
	Sept 30, 2021	Dec 31, 2021	Dec 31, 2021	Mar 31, 2021
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 Income from operations				
(a) Revenue from operations	1,949	2,144	6,405	9,523
(b) Other income	511	121	1,140	2,103
Total income	2,460	2,265	7,545	11,627
2 Expenses				
(a) Construction Costs	-	-	-	39
(b) Operating expenses	310	502	1,225	1,630
(c) Employee benefits expense	-	-	-	-
(d) Finance costs (net)	0	2	2	89
(e) Modification Loss (Refer note 12 below)	-	(44)	8,840	4
(f) Write-off of Interest Receivable on Fixed Deposit	-	-	31	-
(g) Other expenses	42	158	248	159
Total expenses	352	619	10,346	1,921
3 Profit before Tax	2,108	1,647	(2,801)	9,706
4 Less : Tax expense				
(1) Current Tax	-	-	-	-
(2) Deferred Tax	-	-	-	-
5 Net profit after tax for the period/year	2,108	1,647	(2,801)	9,706
6 Other Comprehensive Income / (Expense) (after tax)				
7 Total comprehensive income (after tax)	2,108	1,647	(2,801)	9,706
8 i Paid-up equity share capital (face value - ₹ 10 per share)	8,400	8,400	8,400	8,400
8 ii Paid-up Debt Capital	133,169	133,169	133,169	133,169
9 Net worth	(18,860)	(17,167)	(17,167)	(14,366)
10 Debenture Redemption Reserve	8,162	8,162	8,162	8,162
11 Earnings per share (of ₹ 10/- each) : (*Not annualised):				
(a) Basic	2.51*	1.96*	-3.33*	11.50
(b) Diluted	2.51*	1.96*	-3.33*	11.50
12 Ratios (Refer Note 13 below)				
(a) Debt/Equity Ratio (number of times)	(7.06)	(7.76)	(7.76)	(9.27)
(b) Debt Service Coverage Ratio (DSCR) (number of times)	-	-	-	-
(Refer note 11 below)				
(c) Interest Service Coverage Ratio (ISCR) (number of times)	-	-	-	-
(Refer note 11 below)				
(d) Assets Coverage Ratio (ACR) (number of times)	1.71	1.58	1.58	1.62
(e) Current Ratio (number of times)	3.58	3.50	3.50	3.29
(f) Long term debt to working capital	1.43	1.47	1.47	1.58
(g) Bad debts to account receivable ratio (number of times)	NIL	NIL	NIL	NIL
(h) Current liability ratio (number of times)	0.47	0.47	0.47	0.47
(i) Total debts to total assets (number of times)	0.95	0.93	0.93	0.91
(j) Debtors turnover (number of times)	NA	NA	NA	NA
(k) Inventory turnover	NA	NA	NA	NA
(l) Operating Margin (in %)	82%	71%	-62%	80%
(m) Net Profit Margin (in %)	108%	77%	-44%	102%
See accompanying Notes 1 to 15 to the financial results				



Notes to the Un-audited Financial Results for Quarter and Nine Months Ended December 31, 2021

- 1 The above financial results of the Company has been reviewed by the Board of Directors at their meeting held on February 14, 2022. The financial results for quarter and nine months ended December 31, 2021 has been reviewed by the Statutory Auditor of the Company.
- 2 All secured borrowings obtained by the Company are covered under a pari-passu first charge in favour of the Debenture Trustee on the project assets and all tangible and intangible assets, including but not limited to rights over the project site, project documents, financial assets such as receivables, cash, investments, insurance proceeds, etc.
- 3 The Company is engaged in the business of setting up of infrastructure facility by way of development of infrastructure projects, operation and maintenance of infrastructural facilities. As such, all activities undertaken by the Company are incidental to the main business. There are no separate reportable business segments as per IND AS 108 on "Operating Segment".
- 4 Net worth as per Listing Regulations means net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013.

5 IL & FS Board has been working on a resolution plan, with a view to enable value preservation for stakeholders of IL & FS group. The resolution plan, inter alia, involves sale of assets / business / companies owned by IL & FS Group. Further, in this regard, IL & FS Board on December 21, 2018 invited public Expression of interest (EOI) as part of the divestment process. The holding company received a bid from an external party in respect of the company and the same has been accepted by the Board of Directors of ITNL and IL&FS (the ultimate holding Company). While the final price is subject to various adjustments, the Company has used the bid price to determine the fair value of the asset. Shortfall in the value of the bid as compared to the carrying cost of the assets in the books of the Company as on March 31, 2019 recognized as impairment in the value of these assets in the financial statement during year ended March 31, 2019. Management is of the view that no further impairment is required.

6 The National Company Law Tribunal ("NCLT"), vide order dated January 1, 2019, had allowed a petition filed by the Union of India, for re-opening of the books of accounts and re-casting the financial statements under the provisions of Section 130 of the Companies Act, 2013 for the financial years from 2012-13 to 2017-18, of Infrastructure Leasing & Financial Services Limited ("IL&FS"), and its subsidiaries namely IL&FS Financial Services Limited ("IFIN") and IL&FS Transportation Network Limited ("ITNL"), the holding Company.

The Company's financial statement are not subject to any reopening/recasting and it is expected that impact, if any, arising out of the said reopening / recasting would be limited to above mentioned three entities only. Hence, Company is not envisaging any adjustment in financial statement in this regard

7 The Ministry of Corporate Affairs (MCA), Government of India, has vide its letter dated October 1, 2018 initiated investigation by Serious Fraud Investigation Office (SFIO) against IL&FS (ultimate holding company) and its group companies under Section 212 (1) of the Companies Act, 2013. As a part of investigation of affairs of ITNL (the Holding Company), SFIO has also been seeking from ITNL various information including relating to project undertaken by the Company (for which ITNL acted as Development Contractor and promoter). The investigation is in progress and it is understood that the relevant information is being provided by ITNL to the agency. At this stage, no material impact/ implications had arisen from the aforesaid developments. However, an uncertainty relating to the future outcome of the regulatory actions is not determinable at this stage.

8 The New Board of IL & FS (ultimate holding Company) in January 2019 initiated a forensic examination for the period from April 2013 to September 2018 in relation to the certain Companies of the Group and has appointed an independent third party for performing the forensic audit and to report the findings to the Board of Directors of IL&FS. The Company is not in the list of Companies identified by the New Board for forensic audit and hence no such specific audit of the affairs of the Company has been conducted. The independent third party has submitted their interim report in relation to the audit of ITNL (the Holding company) and its project related activities and the observations contained therein related primarily to the operations of ITNL. The said report has been discussed by the Board of ITNL in its meeting held on November 28, 2019 and is being dealt with in manner deemed fit by the Board of the Holding company

Observations if any made by the independent third party relating to the project undertaken by the Company, have been presented to the Company's Board. After review of the observations, the Board is of the view that no adjustments will be required in these financial statements for any consequential effects / matters that may arise from the said report.

The independent third party has conducted further audit procedures and is in process of submitting an additional report to ITNL. Since the audit is primarily relating to operation of the holding company, Company is not envisaging any adjustment in financial statement in this regard

9 Pursuant to the "Third Progress Report – Proposed Resolution Framework for the IL&FS Group" dated 17 December, 2018 and the "Addendum to the Third Progress Report – Proposed Resolution Framework for IL&FS Group" dated January 15, 2019 ("Resolution Framework Report") submitted by the Company to the Ministry of Corporate Affairs, Government of India which, in turn, was filed with the Hon'ble National Company Law Appellate Tribunal ("NCLAT"), the creditors of the Company were invited (via advertisement(s) dated May 22, 2019) to submit their claims as at October 15, 2018 with proof, on or before 5 June, 2019 (later extended till February 5, 2020)) to a Claims Management Advisor ("CMA") appointed by the IL&FS Group. The amounts claimed by the financial and operational creditors are assessed for admission by the CMA

The CMA, vide their various communications to the management of the Company, have submitted their report on the status of the claims received and its admission status. The report is subject to updation based on additional information / clarification that may be received from the creditors in due course

Management of the Company has reviewed the claims made by third parties with the CMA, and reconciled them with the books of accounts and accounted in the books of accounts appropriately



Notes to the Un-audited Financial Results for Quarter and Nine Months Ended December 31, 2021

- 10 The Company is not in compliance with the Companies Act 2013, as applicable to the Company. These non compliances pertain to filings with Regulators and appointment of Key Management personnel. These do not have an impact on financial reporting.
- 11 National Company Law Appellate Tribunal ("NCLAT") had passed an order on October 15, 2018 ("Interim Order") in Company Appeal (AT) 346 of 2018, imposing moratorium on the creditors of IL&FS and its 348 group companies, which includes the Company. Further, NCLAT vide its order dated February 11, 2019 had also classified the Company under the "Amber Category" based on a 12 month cash flow solvency test, indicating it is not in a position to discharge its entire Debt as and when due. Accordingly, the Company is permitted to make only those payments necessary to maintain and preserve the going concern status. This consequently also resulted in downgrade of debt ratings of the Company. NCLAT vide its order dated March 12, 2020, had upheld its interim order of October 15, 2018. The said order specifies October 15, 2018 as the date of initiation of the Resolution Process of the Company. Accordingly the Company has not accrued any interest, default interest, penal interest and any other similar charges after the said cut-off date of October 15, 2018 and also not repaid any principle amount of debt due. Consequently, the amount of unamortised transaction cost has only been amortised till the end of the financial year 2018-19 and no such cost has been amortised after such periods till date
- 12 Based on the report submitted by an independent agency, in the month of September 2021, the company has estimated an increase in its overlay cost (periodic maintenance cost) aggregating to Rs. 12341 lakhs, till the end of the concession period of the project. The impact of this estimation of escalated cost has been taken into consideration by the management of the company and a modification loss amounting to Rs. 8840 Lakhs have been recorded in these financial statements in accordance to the provisions of Ind AS 109.
- 13 Details of Credit Rating:
Non-convertible debentures ("NCDs"): CARE D, India Rating and Research Private Limited IND D
- 14 No complaints were received during the period. However, 7 (Seven) complaints are pending as on December 31, 2021
- 15 Figures for the previous period / year have been regrouped, reclassified where necessary, to conform to the classification of the current period.

Place: Mumbai
Date: February 14, 2022



For and on behalf of the Board

Vijay Kini
Director
DIN:06612768



Jorabat Shillong Expressway Limited

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Annexure A

Type of Security	ISIN	Description of Security	Security Code
DB	INE944Y07018	JORABAT 8.30% SI STRPP-12019	JSEL19
	INE944Y07026	JORABAT 8.30% S1 STRPP-2 2020	JSEL20
	INE944 Y07034	JORABAT 8.30% SI STRPP-3 2021	JSEL21
	INE944 Y07042	JORABAT 8.30% SI STRPP-4 2022	JSEL22
	INE944Y07059	JORABAT 8.30% SI STRPP-5 2023	JSEL23
	INE944Y07067	JORABAT 8.30% SI STRPP-6 -2024	JSEL24B
	INE944Y07075	JORABAT 8.30% SI STRPP-7 2025	JSEL25A
	INE944 Y07083	JORABAT 8.30% SI STRPP-8 -2026	JSEL26A
	INE944Y07091	JORABAT 8.30% SI STRPP-9 2027	JSEL27
	INE944Y07109	JORABAT 8.30% SI STRPP-10 2028	JSEL28
	INE944Y07117	JORABAT 8.30% SI STRPP-11 2029	JSEL29
	INE944 Y07125	JORABAT 8.30% SI STRPP-12 2030	JSEL30
	INE944Y07133	JORABAT 8.45% S2 STRPP-1-2019	JSEL19
	INE944Y07141	JORABAT 8.45% S2 STRPP-2 -2020	JSEL20
	INE944Y07158	JORABAT 8.45% S2 STRPP-3 -2021	JSEL21
	INE944Y07166	JORABAT 8.45% S2 STRPP-4 2022	JSEL22
	INE944Y07174	JORABAT 8.45% S2 STRPP-5 2023	JSEL23
	INE944Y07182	JORABAT 8.45% S2 STRPP-6 2024	JSEL24
	INE944Y07190	JORABAT 8.45% S2 STRPP-7 2025	JSEL25
	INE944 Y07208	JORABAT 8.45% S2 STRPP-8 -2026	JSEL26
	INE944 Y07216	JORABAT 8.45% S2 STRPP-9 -2027	JSEL27
	INE944 Y07224	JORABAT 8.45% S2 STRPP-10 2028	JSEL28
	INE944Y07232	JORABAT 8.45% S2 STRPP-11 2029	JSEL29
INE944 Y07240	JORABAT 8.45% S2 STRPP-12 2030	JSEL30	