

May 22, 2019

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Stock Code: 500032	National Stock Exchange of India Ltd. Exchange Plaza 5th Floor Plot No. C/1, 'G' Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Stock Code: BAJAJHIND
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Dear Sir,

Re: Outcome of the Board Meeting held on May 22, 2019 – Audited Annual Financial Results

We would like to inform that, at its meeting held today i.e. May 22, 2019 (commenced at 11.30 A.M. and concluded at 5.50 P.M.), the Board of Directors of the Company has, *inter alia*: -

1. Approved the Annual Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2019;
2. Approved the Annual Audited (Standalone and Consolidated) Financial Results for the Financial Year ended March 31, 2019.

The Board did not recommend any Dividend for the Financial Year ended March 31, 2019.

Pursuant to the provisions of Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, we enclose herewith the following:

- a. Statement of Annual Audited (Standalone and Consolidated) Financial Results for the Financial Year ended March 31, 2019;
- b. Auditors Reports on the aforesaid Annual Audited Financial Results - Standalone and Consolidated;
- c. Statement on Impact of Audit qualifications on Standalone & Consolidated Financial Statements.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully,
For Bajaj Hindusthan Sugar Limited



Kausik Adhikari
Deputy Company Secretary
(Membership No: ACS18556)
Compliance Officer

Encl.: As above

bajaj SUGAR
Bajaj Hindusthan Sugar Ltd.

CIN: L15420UP1931PLC065243

Regd. Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh- 262802
Tel.:+91-5876-233754/577/8, 233403, Fax:+91-5876-233401, Website:www.bajajhindusthan.com

STATEMENT OF AUDITED STANDALONE / CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2019

₹(crore)

Sl. No.	Particulars	Standalone				Consolidated *		
		3 Months ended	Preceding	Corresponding	Current year	Previous year	Current year	Previous year
		31.03.2019	3 Months ended	3 Months ended	ended	ended	ended	ended
		31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	
		Audited	Unaudited	Audited	Audited	Audited	Audited	
1.	Income							
	(a) Revenue from operations	2,126.86	1,670.34	1,566.20	6,803.82	5,938.38	6,806.39	
	(b) Other income	37.19	39.08	40.14	163.61	166.93	95.89	
	Total Income	2,164.05	1,709.42	1,606.34	6,967.43	6,105.31	6,902.28	
2.	Expenses							
	a) Cost of materials consumed	2,937.43	1,778.24	2,914.89	5,658.63	4,900.53	5,658.63	
	b) Changes in inventories of finished goods, by-products and work-in-progress	(1,378.82)	(340.59)	(1,591.31)	106.42	(2.60)	106.42	
	c) Excise duty on sale of goods	-	-	-	-	95.99	-	
	d) Employee benefits expense	88.37	67.57	88.12	274.77	249.10	275.29	
	e) Finance costs	76.15	76.51	81.48	321.78	680.17	321.78	
	f) Depreciation and amortisation expense	58.16	55.00	46.98	211.33	196.91	204.23	
	g) Other expenses	138.86	142.45	152.91	460.84	412.51	469.87	
	h) Off-season expenses	-	98.10	67.23	-	-	-	
	Total expenses	1,920.15	1,877.28	1,760.30	7,033.77	6,532.61	7,036.22	
3.	Profit/ (Loss) before exceptional items and tax (1-2)	243.90	(167.86)	(153.96)	(66.34)	(427.30)	(133.94)	
4.	Exceptional items	-	-	-	-	-	-	
5.	Profit/(Loss) before tax (3-4)	243.90	(167.86)	(153.96)	(66.34)	(427.30)	(133.94)	
6.	Tax expense	(2.31)	-	3.81	(2.26)	(4.11)	2.63	
7.	Net Profit / (Loss) for the period after tax (5-6)	246.21	(167.86)	(157.77)	(64.08)	(423.19)	(136.57)	
8.	Non controlling Interest	-	-	-	-	-	(0.01)	
9.	Other comprehensive income (net of tax)	(27.52)	-	(33.22)	(27.52)	(33.22)	(27.09)	
10.	Total comprehensive income for the period (comprising profit/ (loss) for the period (after tax) and other comprehensive income (after tax) (7-8+9)	218.69	(167.86)	(190.99)	(91.60)	(456.41)	(163.65)	
11.	Paid-up equity share capital (Face Value - Re.1/- per share)	113.36	113.36	113.36	113.36	113.36	113.36	
12.	Other equity	NA	NA	NA	3,294.98	3,387.79	2,667.04	
13.	Earnings per share (EPS) (of Re.1/- each) (not annualised)							
	(a) Basic (Rs. Per share)	2.24	(1.53)	(1.43)	(0.58)	(3.84)	(1.24)	
	(b) Diluted (Rs. Per share)	2.24	(1.53)	(1.43)	(0.58)	(3.84)	(1.24)	
	See accompanying notes to the Financial Results							

* The consolidated financial results include results of the following companies:

Name of the Subsidiary Companies

Bajaj Aviation Private Ltd.
Bajaj Power Generation Private Ltd.
Bajaj Hindusthan (Singapore) Private Ltd., Singapore
PT.Batu Bumi Persada, Indonesia #
PT.Jangkar Prima, Indonesia #

Holding as on
March 31, 2019

Financial Year
ends on

100.00%	31.03.2019
100.00%	31.03.2019
100.00%	31.03.2019
99.00%	31.12.2018
99.88%	31.12.2018

Management has compiled the accounts as at March 31, 2019 in order to consolidate the accounts with that of the Holding Company



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AUDITED STANDALONE / CONSOLIDATED SEGMENT- WISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE QUARTER AND YEAR ENDED MARCH 31, 2019

₹(crore)

Sl. No.	Particulars	Standalone					Consolidated	
		3 Months ended	Preceding	Corresponding	Current year	Previous year	Current year	Previous year
		31.03.2019	3 Months ended	3 Months ended	ended	ended	ended	ended
		31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	
		Audited	Unaudited	Audited	Audited	Audited	Audited	
1.	Segment Revenue							
	a. Sugar	2,372.09	1,771.41	1,799.65	7,035.00	6,233.24	6,233.24	
	b. Distillery	121.96	125.58	148.58	524.95	489.02	489.02	
	c. Power	639.02	385.42	642.44	1,265.65	1,120.23	1,120.23	
	d. Others	1.98	1.91	2.01	7.73	7.65	11.98	
	Total	3,135.05	2,284.32	2,592.68	8,833.33	7,850.14	7,854.47	
	Less : Inter- segment Revenue	1,008.19	613.98	1,026.48	2,029.51	1,911.76	1,911.76	
	Revenue from operations	2,126.86	1,670.34	1,566.20	6,803.82	5,938.38	5,942.71	
2.	Segment Results (Profit/(Loss) before tax and interest)							
	a. Sugar	88.00	(233.26)	(303.68)	(338.22)	(138.53)	(138.53)	
	b. Distillery	60.65	62.22	72.67	263.53	142.02	142.02	
	c. Power	150.37	52.28	158.33	225.98	173.15	173.15	
	d. Others	(0.56)	(0.88)	(1.38)	(4.14)	(5.18)	(16.17)	
	Total	298.46	(119.64)	(74.06)	147.15	171.46	160.47	
	Less: (i) Finance costs	(76.15)	(76.51)	(81.48)	(321.78)	(680.17)	(680.17)	
	(ii) Interest Income	36.67	36.77	36.34	148.08	148.45	82.21	
	(iii) Other Un-allocable Income net off Un-allocable Expenditure	(15.08)	(8.48)	(34.76)	(39.79)	(67.04)	(67.04)	
	Total Profit / (Loss) before Tax	243.90	(167.86)	(153.96)	(66.34)	(427.30)	(504.53)	
3.	Segment Assets							
	a. Sugar	8,675.00	7,295.74	8,771.15	8,675.00	8,771.15	8,771.15	
	b. Distillery	876.53	862.41	899.11	876.53	899.11	899.11	
	c. Power	1,247.86	1,213.80	1,285.69	1,247.86	1,285.69	1,822.40	
	d. Others	207.92	209.19	212.27	207.92	212.27	243.65	
	e. Unallocated	3,398.38	3,426.86	3,424.44	3,398.38	3,424.44	2,317.97	
	Total	14,405.69	13,008.00	14,592.66	14,405.69	14,592.66	13,790.97	
4.	Segment Liabilities							
	a. Sugar	4,162.62	2,895.79	3,546.50	4,162.62	3,546.50	3,546.50	
	b. Distillery	29.15	29.81	55.24	29.15	55.24	55.24	
	c. Power	3.00	0.50	0.89	3.00	0.89	1,476.96	
	d. Others	0.56	1.46	1.59	0.56	1.59	113.31	
	e. Unallocated	6,805.31	6,892.86	7,490.58	6,805.31	7,490.58	5,926.02	
	Total	11,000.64	9,820.42	11,094.80	11,000.64	11,094.80	11,013.87	

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Notes:

1. Statement of assets and liabilities as at March 31, 2019 is provided below:-

₹(crore)

Particulars	Standalone		Consolidated	
	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Audited	Audited	Audited	Audited
ASSETS				
Non-current assets				
Property, plant and equipment	7,390.08	7,535.76	7,396.83	7,543.04
Capital work in progress	16.56	65.79	26.35	75.41
Other intangible assets	0.00	0.00	0.00	0.00
Financial assets :				
Investments	251.27	1,055.92	153.93	958.58
Other non-current financial assets	3.99	2.35	4.01	2.35
Deferred tax assets	-	-	-	4.90
Other non-current assets	12.97	13.59	261.52	264.31
Sub-total- Non-current assets	7,674.87	8,673.41	7,842.64	8,848.59
Current assets				
Inventories	2,764.98	2,847.88	2,764.98	2,847.88
Financial assets :				
Current investments	770.13	-	1,036.98	266.85
Trade receivables	206.05	192.43	181.34	169.33
Cash and cash equivalents	48.10	31.28	53.89	38.28
Bank balances	11.42	23.39	13.48	25.36
Loans	2,146.58	2,002.04	1,100.04	1,024.56
Current tax assets (Net)	3.76	4.41	16.49	17.55
Other current assets	779.81	817.82	781.14	815.88
Sub-total- Current assets	6,730.83	5,919.25	5,948.34	5,205.69
TOTAL- ASSETS	14,405.70	14,592.66	13,790.98	14,054.28
EQUITY AND LIABILITIES				
Equity				
Equity share capital	110.07	110.07	110.07	110.07
Other equity	3,294.98	3,387.79	2,667.04	2,831.90
Non controlling interest	-	-	(0.01)	(0.01)
Sub-total- Equity	3,405.05	3,497.86	2,777.10	2,941.96
Non-current liabilities				
Financial liabilities :				
Borrowings	5,382.09	5,892.42	5,382.09	5,892.42
Provisions	53.75	43.35	53.76	43.35
Deferred tax liabilities	629.46	642.54	629.46	642.54
Other non current liabilities	21.74	13.70	21.74	14.84
Sub-total- Non-current liabilities	6,087.04	6,592.01	6,087.05	6,593.15
Current liabilities				
Financial liabilities :				
Borrowing	-	156.26	4.41	161.27
Trade payables				
total outstanding micro enterprises and small enterprises	0.67	0.40	0.67	0.40
total outstanding other than micro enterprises and small	4,161.25	3,372.27	4,165.03	3,374.30
Other financial liabilities	663.91	773.32	665.34	773.32
Other current liabilities	76.20	190.60	79.80	199.94
Provisions	11.58	9.94	11.58	9.94
Sub-total- Current liabilities	4,913.61	4,502.79	4,926.83	4,519.17
TOTAL- EQUITY AND LIABILITIES	14,405.70	14,592.66	13,790.98	14,054.28



Contd.4...

- 2 Given the seasonal nature of industry, the results of any quarter may not be a true and/or proportionate reflection of the annual performance of the Company.
- 3 The Optionally Convertible Debentures (OCDs) aggregating to Rs. 3483.25 Crore issued by Company to the Joint Lenders' Forum (JLF) of the Company in accordance with the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) towards conversion of a part of the unsustainable debt, provides the holders an option to exercise the right to convert the outstanding OCDs into the equity shares of the Company at a price in accordance with Applicable Law (including the ICDR Regulations). The OCDs carry a concessional coupon rate (0.01% p.a. for the current financial year) and the difference between going weighted average interest cost and said coupon rate (YTM) is payable as premium along with redemption of OCDs in 13 equal instalments commencing from financial year 2024-25. Since premium to be paid is contingent on the occurrence of the event of redemption of OCDs, the YTM of Rs. 514.50 crore from the date of allotment of OCDs till March 31, 2019 (including Rs. 99.53 crore and Rs. 403.63 crores for the quarter and year ended March 31, 2019 respectively) is treated as contingent liability and would be accounted for as finance cost at the time of redemption of respective OCDs. Auditors have drawn qualification for non provision of YTM premium for the quarter and year ended March 31, 2019.
- 4 The Company has non-current investments (long term investments) aggregating to Rs. 97.34 Crore in subsidiaries and current investment in a group company of Rs 770.13 Crore, loans & advances along with accrued interest of Rs 1634.72 Crore and trade receivables of Rs 16.29 Crore recoverable from subsidiaries and Loans & advances along with accrued Interest of Rs. 511.86 Crore (Rs. 1086.33 Crore in consolidated results) from other company, all aggregating Rs 3030.34 Crore. Some of these subsidiaries and other companies have accumulated losses and/or negative net worth and/or current liabilities exceeding their respective current assets, as at the respective balance sheet dates. Management has evaluated this matter and is of the firm view that sufficient efforts are being undertaken to revive the said subsidiary and other companies in the foreseeable future so as to recover carrying value of the investment and the diminution, if any, even if it exists is only temporary. Further, management believes that the loans and advances given to these subsidiary and companies are considered good and recoverable based on the future projections, and ongoing efforts towards obligation casted on the Company and its promoters to recover the outstanding loans in phased manner in terms of the agreements executed to give effect to the debt restructuring schemes from time to time and accordingly no provision other than those already accounted for, has been considered necessary. Auditors have drawn matter of emphasis in their audit report.
- 5 The company has discontinued the policy of deferment of certain off season expenses to align with the requirement of IND AS 34 "interim financial reporting" since quarter ended December 31, 2018; all the deferred expenses of Rs 98.10, in first two quarters, have been charged off in quarter ended December 31, 2018. The corresponding quarter ended on March 31, 2018 includes "deferred off season expenses" charged off Rs 67.23 crore
- 6 Due to the losses incurred by Company during last few years, there has been reduction in the net worth of the Company. The losses are mainly attributable to high raw material cost i.e. sugarcane price (as fixed by Government) and relatively lower price of finished goods i.e. sugar and molasses, which are determined by market forces based on demand and supply scenario, which are external factors. As at year end, the Company has overdue instalments of certain debts and dues payable to farmers for sugarcane purchases. The Company is continuously striving for improvement in the operational efficiencies in other parameters. The debt restructuring concluded during last year FY 18, under S4A scheme of RBI has resulted into improved liquidity. Keeping in view the efforts to recover its investments, loans and advances as referred to in Note 4 above and the status of its claim under Sugar Industries Promotion Policy 2004, the Company expects to further improve its liquidity position. In view of the above, the management expects to generate positive cash flow from operations and timely settlement of its outstanding liabilities. Accordingly, the financial statements are continued to be presented on going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business. Auditors have drawn material uncertainty relating to going concern in their audit report.
- 7 The figures for the quarter ended March 31, 2019 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the financial year 2018-19.
- 8 The above results have been reviewed by the audit committee and approved by the Board of Directors at their respective meetings held on May 22, 2019.
- 9 Previous periods figures have been regrouped/ rearranged/ reworked/ restated wherever necessary to conform to the current period classification.

For Bajaj Hindusthan Sugar Limited



D.K. Shukla
Director
DIN 00025409

Place: Mumbai
Dated: May 22, 2019



To the Board of Directors of
Bajaj Hindustan Sugar Limited

Independent Auditor's Report on the Standalone Financial results

1. We have audited the financial results of Bajaj Hindustan Sugar Limited ('the Company') for the year ended March 31, 2019 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirement of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI. Attention is drawn to the fact that the figures for quarter ended 31 March 2019 and corresponding quarter ended in previous year as reported in these financial results are the balancing figures between audited figures in respect of the full financial year and published year-to-date figures up to the end of the third quarter of the current and previous financial year respectively. Also the figures up to the end of the third quarter for the current and previous financial year had only been reviewed and not subject to audit.

Management's Responsibility for the Standalone Financial Statement

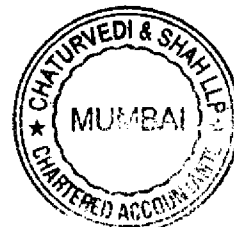
2. The Statement has been prepared on the basis of the Standalone annual Ind AS financial statements which is the responsibility of Company's management and has been approved by the Board of Directors in their meeting held on 22nd May 2019. The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder and other accounting principles generally accepted in India and other recognized accounting practices and policies and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Statement based on our audit of the Standalone annual Ind AS financial statements. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in financial results. An audit also includes assessing the accounting principles used and significant estimates made by the management. We believe that our audit provides reasonable basis for our opinion.

Basis for Qualified Opinion

4. We draw attention to Note No.3 of the Statement, regarding the non-provision of premium payable on Optionally Convertible Debentures (OCDs) at the time of redemption of OCDs issued to lenders pursuant to the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) which stipulates that the yield to maturity (YTM) being the difference between weighted average interest and coupon rate payable as redemption premium at the time of redemption of OCDs redeemable in 13 equal instalments commencing from the Financial year



**Independent Auditor's Report on the Standalone Financial results
(Continue)**

2024-25. The Company considers such YTM/ redemption premium as contingent liability and has not provided for the same in the books of account for the quarter and year ended march 2019 amounting to Rs 99.53 crore and 403.63 crore respectively. The aggregate liability for such YTM from the date of allotment of OCDs till year ended March 31, 2019 is Rs.514.50 crore from date of allotment of OCDs. Had such interest been provided, the reported profit /(loss) for the quarter and year ended March 2019 would have been Rs.146.68 crore and (467.71) crore respectively and Net worth of the Company would have been Rs. 2890.55 crore.

Qualified Opinion

5. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in paragraph 4 above, the Statement:
- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI; and
 - (ii) gives a true and fair view in conformity with the aforesaid Ind AS and other accounting principles generally accepted in India of the net profit/ (loss), total comprehensive income and other financial information for the quarter and year ended 31 March 2019.

Material Uncertainty related to Going Concern:

6. As stated in Note no. 6 of the Statement, the Company continues to incur losses resulting into reduction of net worth. As at the year end , the Company has overdue instalments of certain debts and dues payable to farmers for sugar cane purchases. The above factors indicate a material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. However the management expects to generate positive cash flow from operation this year based on improvement in sugar recovery percentage & expects further improvement in the operational efficiencies in other parameters based on various corrective measures taken by the Company including the restructuring of debts as stated in the said note and the company expects to receive benefits under the Sugar Promotion Policy 2004 pursuant to a favorable Order of Hon'ble Supreme Court of India. Accordingly, the Company is of the view that going concern of the accounting is appropriate.

Our report is not modified in respect of the above matter.



**Independent Auditor's Report on the Standalone Financial results
(Continue)****Emphasis of Matter**

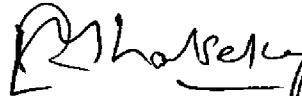
7. As stated in Note no.4 of the Statement, the Company has exposure aggregating to Rs.1748.35 crore, in its three wholly owned subsidiaries, Rs.770.13 crore in other companies which are related to group and Rs.511.86 crore in other companies, aggregating to Rs.3030.34 crore , by way of investments, loans , accumulated interest on these loans and receivables. The above exposure is considered good and recoverable by the management based on the future projections, valuation reports, ongoing efforts for obligation casted on the Company and promoters to recover the outstanding loans in phased manner in terms of the agreements executed to give effect to the debt restructuring schemes from time to time and accordingly no provision has been considered necessary.

Our report is not modified in respect of the above matter.

For Chaturvedi & Shah LLP

Chartered Accountants

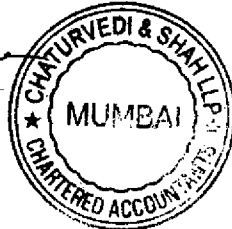
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Lalit R. Mhaisekar

Partner

Membership No. 103418



Place of Signature: Mumbai

Date: May 22, 2019

To the Board of Directors of
Bajaj Hindusthan Sugar Limited

Independent Auditor's Report on the Statement of Consolidated Financial results

1. We have audited the accompanying consolidated financial results of Bajaj Hindusthan Sugar Limited ("the "Company") and its subsidiaries (hereinafter referred to as "Group") for year ended March 31, 2019 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI.

Management's Responsibility for the Consolidated Financial Statement

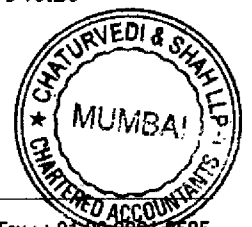
2. The Statement has been prepared on the basis of the Consolidated Annual Ind AS financial statements which is the responsibility of the Company's management and has been approved by the Board of Directors in their meeting held on 22nd May, 2019. The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Company's Act ('the Act') read with relevant rules issued there under and other accounting principles generally accepted in India and other recognized accounting practices and policies and in compliance with Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Statement based on our audit of the consolidated annual Ind AS financial statements. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

Basis for Qualified Opinion

4. We draw attention to Note No.3 of the Statement, regarding non-provision of premium payable on Optionally Convertible Debentures (OCDs) issued to lenders pursuant to the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) which stipulates that the yield to maturity (YTM) being the difference between weighted average interest and coupon rate payable as redemption premium at the time of redemption of OCDs redeemable in 13 equal instalments commencing from the Financial year 2024-25. The Company considers such YTM premium as contingent liability and has not provided the premium in the books of account for the year March 2019 amounting to Rs. 403.63 crore. The aggregate liability for such YTM from the date of allotment of OCDs till year ended March 31, 2019 is Rs.514.50 crore from date of allotment of OCDs. Had such interest been provided, the reported loss for the year ended March 2019 would have been Rs 540.20 crore and Networth of the Group would have been Rs.2262.61 crore.



Independent Auditor's Report on the Statement of Consolidated Financial results
(Continued)**Qualified Opinion**

5. 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 reports of the other auditors referred to in Paragraph 8 below, except for the effects of the matters described in paragraph 4 above, the Statement:

- (i) include the consolidated financial results for year ended 31 March 2019 of following entities:

List of Subsidiaries:

1. Bajaj Aviation private Ltd
2. Bajaj power Generation private Ltd
3. Bajaj Hindusthan (Singapore) private Ltd, Singapore
4. PT Batu Bumi Persada, Indonesia
5. PT Jangkar Prima, Indonesia

- (ii) is presented in accordance with the requirements of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI and

- (iii) gives a true and fair view in conformity with the aforementioned Ind AS and other accounting principles generally accepted in India of net loss ,total comprehensive income and other financial information for the quarter and the year ended 31 March 2019.

Material Uncertainty related to Going Concern:

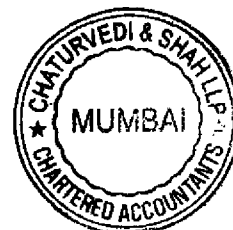
6. As stated in Note no. 6 of the statement, the Company has incurred continued losses resulting into reduction of net worth to that extent . As at year end , the Company has overdue installments of certain debts , dues payable to farmers for sugar cane purchases and doubt over recoverability of non-current investments/current financial assets. The above factors indicates a material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. However the management expects to generate positive cash flow from operation this year based on improvement in sugar recovery percentage & expects further improvement in the operational efficiencies in other parameters based on various corrective measures taken by the Company including the restructuring of debts as stated in the said note and the company expects to receive benefits under the Sugar Promotion Policy 2004 pursuant to a favorable Order of Hon'ble Supreme Court of India is of the view that going concern of the accounting is appropriate.

Our report is not modified in respect of the above matter.

Emphasis of Matter

7. As stated in Note 4 to the statement, the Group has exposure aggregating to Rs.770.13 crore in other companies which are related to group and Rs.1086.15 crore in other companies, aggregating to Rs.1856.28 crore, by way of investments, loans , accumulated interest on these loans. These amount being considered good and recoverable by the management based on the future projections, valuation reports, ongoing efforts for obligation casted on the Group and its promoters to recover the outstanding loans in phased manner in terms of the agreements executed to give effect to the debt restructuring schemes from time to time and accordingly no provision other than those already accounted for, has been considered necessary.

Our report is not modified in respect of the above matter.

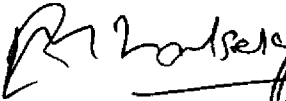


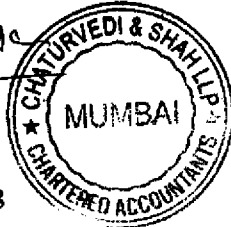
**Independent Auditor's Report on the Statement of Consolidated Financial results
(Continued)****Other Matter**

8. We did not audit the financial statements and other financial information, in respect of three subsidiaries, whose financial statements include total assets of Rs 1,694.97 Crore as at March 31, 2019, and total revenues of Rs 49.81 Crore for the year ended on that date. These financial statements and other financial information have been audited by other auditors and whose 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 report(s) of such other auditors.
9. We have relied on the unaudited financial statements of two subsidiaries whose financial statements reflect total assets of Rs 4.16 Crore as at March 31, 2019, total revenue of Rs (0.62) Crore for the year then ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and 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 such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our Opinion on the consolidated financial statements 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 and financial results certified by the respective management.

For Chaturvedi & Shah LLP
Chartered Accountants
Firm's Registration No.101720W/W100355


Lalit R. Mhalsekar
Partner
Membership No. 103418

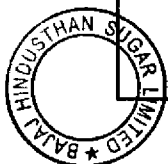



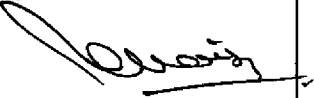

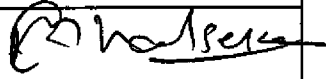
Place of Signature: Mumbai
Date: May 22, 2019

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted alongwith the Annual Audited Financial Results (Standalone) for the Financial Year ended March 31, 2019

[Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]




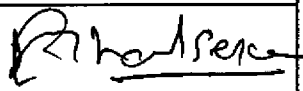
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	6,967.43	6,967.43
	2	Total Expenditure	7,033.77	7,437.40
	3	Net Profit/(Loss)	(64.08)	(467.71)
	4	Earnings Per Share	(0.58)	(4.25)
	5	Total Assets	14,405.70	14,405.70
	6	Total Liabilities	11,000.65	11,515.15
	7	Net Worth	3,405.05	2,890.55
	8	Any other financial item(s) (as felt appropriate by the management)	The contingent liability on account of accumulated YTM payable as redemption premium on OCDs : Rs. 514.50 crore	The contingent liability on account of accumulated YTM payable as redemption premium on OCDs : NIL
II.	Audit Qualification (each audit qualification separately):			
	<p>a. Details of Audit Qualification: Non provision of the premium payable on Optionally Convertible Debentures (OCDs) at the time of redemption of OCDs issued to lenders pursuant to the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) which stipulates that the yield to maturity (YTM) being the difference between weighted average interest and coupon rate be payable as redemption premium at the time of redemption of OCDs redeemable in 13 equal instalments commencing from the financial yer 2024-25. The Company considers such YTM/ redemption premium as contingent liability and has not provided for the same in the books of account for the quarter and year ended March 31, 2019 amounting to Rs. 99.53 crore and Rs.403.63 crore respectively. The aggregate liability for such YTM from the date of allotment of OCDs till the year ended March 31, 2019 is Rs.514.50 crore. Had such interest been provided, the reported profit/ (loss) for the quarter and year ended March 31, 2019 would have been Rs.146.68 crore and (Rs. 467.71) crore respectively and net worth of the Company would have been Rs.2890.55 crore.</p>			
	<p>b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion</p>			
	<p>c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing : First Time</p>			
	<p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Quantification is given in the note mentioned in para a above.</p>			
	<p>Management's view: As per the Master Framework Agreement (MFA) executed between the Company and Lenders on December 16, 2017 pursuant to the S4A Scheme, the company is regularly servicing the coupon rate attached to the Optionally Convertible Debentures (OCDs). The difference between weighted average interest and coupon rate being Yield to Maturity (YTM) though, accruing on annual basis from the date of allotment is payable as redemption premium in a phased manner in 13 equal instalments commencing from the Financial year 2024-25. Based on the legal opinion obtained the management is of the view that such YTM as redemption premium is payable only in the event of redemption of OCDs and not upon the conversion of the OCDs into the equity shares of the Company, based on the right of conversion as may be exercised by the holders form time to time. Accordingly the management considers such YTM as contingent liability and has not provided the premium in the books of the Company.</p>			
	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable</p>			
	<p>(i) Management's estimation on the impact of audit qualification: Given in SI I.</p>			
	<p>(ii) If management is unable to estimate the impact, reasons for the same: Not applicable</p>			
	<p>(iii) Auditors' Comments on (i) or (ii) above: Already explained in SI I and II above.</p>			



III.	Signatories:	
	<input type="checkbox"/> Director <input type="checkbox"/>	
	<input type="checkbox"/> CFO <input type="checkbox"/>	
	<input type="checkbox"/> Audit Committee Chairman <input type="checkbox"/>	
	<input type="checkbox"/> Statutory Auditor <input type="checkbox"/>	
Place: Mumbai		
Date: 22.05.2019		

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted alongwith theon Annual Audited Financial Results (Consolidated) for the Financial Year ended March 31, 2019 (Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016)				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	6,902.28	6,902.28
	2	Total Expenditure	7,036.22	7,439.85
	3	Net Profit/(Loss)	(136.57)	(540.20)
	4	Earnings Per Share	(1.24)	(4.91)
	5	Total Assets	13,790.98	13,790.98
	6	Total Liabilities	11,013.88	11,528.38
	7	Net Worth	2,777.11	2,262.61
	8	Any other financial item(s) (as felt appropriate by the management)	The contingent liability on account of accumulated YTM payable as redemption premium on OCDs : Rs. 514.50 crore	The contingent liability on account of accumulated YTM payable as redemption premium on OCDs : NIL
II.	Audit Qualification (each audit qualification separately):			
	<p>a. Details of Audit Qualification: Regarding non -provision of premium payable on Optionally Convertible Debentures (OCDs) issued to lenders pursuant to the Scheme for Sustainable Structuring of Stressed Assets (S4A Scheme) which stipulates that the yield to maturity (YTM) being the difference between weighted average interest and coupon rate payable as redemption premium at the time of redemption of OCDs redeemable in 13 equal instalments commencing from the Financial year 2024-25. The Company considers such YTM premium as contingent liability and has not provided the premium in the books of account for the year March 2019 amounting to Rs. 403.63 crore. The aggregate liability for such YTM from the date of allotment of OCDs till year ended March 31, 2019 is Rs.514.50 crore from date of allotment of OCDs. Had such interest been provided, the reported loss for the year ended March 2019 would have been Rs 540.20 crore and Network of the Group would have been Rs.2262.61 crore.</p>			
	b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion			
	c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing : First Time			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Quantification is given in the note mentioned in para a above.			
	<p>Management's view: As per the Master Framework Agreement (MFA) executed between the Company and Lenders on December 16, 2017 pursuant to the S4A Scheme, the company is regularly servicing the coupon rate attached to the Optionally Convertible Debentures (OCDs). The difference between weighted average interest and coupon rate being Yield to Maturity (YTM) though, accruing on annual basis from the date of allotment is payable as redemption premium in a phased manner in 13 equal instalments commencing from the Financial year 2024-25. Based on the legal opinion obtained the management is of the view that such YTM as redemption premium is payable only in the event of redemption of OCDs and not upon the conversion of the OCDs into the equity shares of the Company, based on the right of conversion as may be exercised by the holders form time to time. Accordingly the management considers such YTM as contingent liability and has not provided the premium in the books of the Company.</p>			
	e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable			
	(i) Management's estimation on the impact of audit qualification: Given in SI I.			
	(ii) If management is unable to estimate the impact, reasons for the same: Not applicable			
	(iii) Auditors' Comments on (i) or (ii) above: Already explained in SI I and II above.			



III.	Signatories:	
	<input type="checkbox"/> Director <input type="checkbox"/>	
	<input type="checkbox"/> CFO <input type="checkbox"/>	
	<input type="checkbox"/> Audit Committee Chairman <input type="checkbox"/>	
	<input type="checkbox"/> Statutory Auditor <input type="checkbox"/>	
Place: Mumbai		
Date: 22.05.2019		