



ASHOK LEYLAND

Aapki Jeet. Hamari Jeet.

May 24, 2019

National Stock Exchange of India Limited
Exchange Plaza
C-1, Block G, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: ASHOKLEY

Stock Symbol: 500477

Through: NEAPS

Through: BSE Listing Centre

Dear Sirs,

Subject: Financial results for the quarter and year ended March 31, 2019

The Board of Directors of the Company at its meeting held today have *inter alia* approved and taken on record the audited standalone financial results of the Company and consolidated financial results of the Company and its subsidiaries for the quarter and financial year ended March 31, 2019. Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the statement showing the audited standalone and consolidated financial results for the quarter and year ended March 31, 2019 along with the Statutory Auditors' Report.

A copy of the communication being released to the Press in this regard is also attached.

We hereby declare that the statutory auditors of the Company M/s. Price Waterhouse & Co, Chartered Accountants LLP have in their report issued an unmodified opinion on the audited standalone and consolidated financial results for the year ended March 31, 2019.

The meeting commenced at 10.00 a.m. and concluded at 15.10 hrs.

A copy of the above will be made available on the website of the Company:
www.ashokleyland.com.

Yours faithfully,
for ASHOK LEYLAND LIMITED

N Ramanathan
Company Secretary

Encl : a/a

ASHOK LEYLAND LIMITED

Registered & Corporate Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032, India | T : +91 44 2220 6000 | F : +91 44 2220 6001
CIN - L34101TN1948PLC000105 | www.ashokleyland.com



HINDUJA GROUP

ASHOK LEYLAND LIMITED
 Regd. Office : 1 Sardar Patel Road, Guindy, Chennai -600 032 ; CIN : L34101TN1948PLC000105 ; Email id: secretarial@ashokleyland.com
 STATEMENT OF STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2019

		Rs. Crores						
S. No	Particulars	Three Months Ended			Year Ended		Year Ended	
		STANDALONE			CONSOLIDATED		CONSOLIDATED	
		31.03.2019 (Refer Note 14)	31.12.2018	31.03.2018 (Refer Note 13 and 14)	31.03.2019	31.03.2018 (Refer Note 13)	31.03.2019	31.03.2018
		Audited	Unaudited	Audited	Audited	Audited	Audited	
	Income							
1	a. Income from operations	8,722.59	6,245.21	8,651.55	28,614.03	26,242.38	32,753.24	29,522.13
	b. Other operating Income	123.34	80.03	128.54	440.92	390.62	443.60	394.98
	Revenue from operations (a+b)	8,845.93	6,325.24	8,780.09	29,054.95	26,633.00	33,196.84	29,917.11
2	Other income	9.08	20.80	59.41	109.94	196.58	128.06	199.14
3	Total Income (1+2)	8,855.01	6,346.04	8,839.50	29,164.89	26,829.58	33,324.90	30,116.25
4	Expenses							
	a. Cost of materials and services consumed	5,158.80	5,319.20	4,092.30	20,872.27	16,496.62	21,680.55	17,317.71
	b. Purchases of stock-in-trade	191.16	210.59	189.28	766.10	659.36	837.48	750.50
	c. Changes in inventories of finished goods, stock-in-trade and work-in-progress	1,079.25	(1,094.07)	1,966.26	(958.80)	1,275.10	(919.42)	1,149.86
	d. Excise duty on sale of goods	-	-	-	-	276.60	-	281.52
	e. Employee benefits expense	573.48	500.07	458.80	2,098.77	1,837.78	2,639.85	2,257.48
	f. Finance costs	16.61	19.17	24.38	70.38	147.28	1,502.24	1,227.38
	g. Depreciation and amortisation expense	159.76	160.66	157.42	621.01	598.48	675.56	645.89
	h. Other expenses	857.80	739.82	947.81	3,140.87	3,124.02	4,048.38	3,911.61
	Total Expenses	8,036.86	5,855.44	7,836.25	26,610.60	24,415.24	30,464.64	27,541.95
5	Profit before exchange gain / (loss) on swap contracts, share of profit of associates and joint ventures, exceptional items and tax (3-4)	818.15	490.60	1,003.25	2,554.29	2,414.34	2,860.26	2,574.30
6	Exchange gain / (loss) on swap contracts (Refer Note 4)	0.03	(0.94)	6.81	(2.63)	(3.21)	(2.63)	(3.21)
7	Profit before share of profit of associates and joint ventures, exceptional items and tax (5+6)	818.18	489.66	1,010.06	2,551.66	2,411.13	2,857.63	2,571.09
8	Share of profit of associates and joint ventures						11.28	6.57
9	Profit before exceptional items and tax (7+8)	818.18	489.66	1,010.06	2,551.66	2,411.13	2,868.91	2,577.66
10	Exceptional items (Refer Note 5)	(11.71)	(6.09)	(4.41)	(54.86)	(25.30)	2.75	(12.73)
11	Profit before tax (9+10)	806.47	483.57	1,005.65	2,496.80	2,385.83	2,871.66	2,564.93
12	Tax expense (Refer Note 8)							
	a. Current tax	6.74	105.96	193.06	378.20	677.25	525.87	789.28
	b. Deferred tax - charge / (credit)	146.74	(3.23)	69.47	135.40	(9.15)	151.39	(38.17)
13	Profit for the period (11-12)	652.99	380.84	743.12	1,983.20	1,717.73	2,194.60	1,813.82
14	Other Comprehensive Income							
	A (i) Items that will not be reclassified to Profit or Loss	(11.72)	(14.26)	(30.91)	(65.46)	(34.29)	(63.74)	(34.04)
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss	4.09	4.98	10.93	22.87	12.10	22.31	11.92
	B (i) Items that will be reclassified to Profit or Loss	(0.38)	45.08	(10.76)	(6.28)	(19.89)	343.95	(80.82)
	(ii) Income tax relating to items that will be reclassified to Profit or Loss	0.13	(15.75)	3.79	2.19	6.95	(119.01)	6.95
	Other Comprehensive Income (7.88)	(7.88)	20.05	(26.95)	(46.68)	(35.13)	183.51	(95.99)
15	Total Comprehensive Income for the period (13+14)	645.11	400.89	716.17	1,936.52	1,682.60	2,378.11	1,717.83
16	Profit for the period attributable to							
	- Owners of the Company	652.99	380.84	743.12	1,983.20	1,717.73	2,078.70	1,760.38
	- Non-controlling interest						115.90	53.44
17	Other Comprehensive Income attributable to							
	- Owners of the Company	(7.88)	20.05	(26.95)	(46.68)	(35.13)	97.07	(85.58)
	- Non-controlling interest						86.44	(10.41)
18	Total Comprehensive Income for the period attributable to							
	- Owners of the Company	645.11	400.89	716.17	1,936.52	1,682.60	2,175.77	1,674.80
	- Non-controlling interest						202.34	43.03
19	Earnings per equity share							
	- Basic	2.22	1.30	2.54	6.76	5.87	7.08	6.02
	- Diluted	2.22	1.30	2.53	6.76	5.85	7.08	6.00
20	Paid-up equity share capital (Face value per share of Re.1/- each)	293.55	293.55	292.71	293.55	292.71	293.55	292.71
21	Other equity				8,038.88	6,952.83	8,452.02	7,127.88
22	Capital redemption reserve				3.33	3.33	3.33	3.33
23	Debt redemption reserve				-	37.50	-	37.50
24	Paid up debt capital / outstanding debt				633.09	1,228.42		
25	Net worth				8,332.43	7,245.54	8,745.57	7,420.59
26	Debt equity ratio				0.08	0.17		
27	Debt service coverage ratio				0.23	0.23		
28	Interest service coverage ratio				35.40	20.58		



Statement of Assets and Liabilities as at March 31, 2019

Particulars		STANDALONE		CONSOLIDATED	
		As at March 31, 2019	As at March 31, 2018 (Refer Note 13)	As at March 31, 2019	As at March 31, 2018
		Audited		Audited	
A	ASSETS				
1	Non-current assets				
	(a) Property, plant and equipment	4,805.98	4,811.43	5,070.85	5,069.47
	(b) Capital work-in-progress	274.64	234.33	294.63	251.11
	(c) Goodwill	449.90	449.90	1,115.56	1,107.74
	(d) Other intangible assets	358.63	286.64	509.06	418.93
	(e) Intangible assets under development	382.98	188.31	382.98	188.31
	(f) Investments accounted for using equity method	-	-	102.11	97.23
	(g) Financial assets				
	(i) Investments	2,636.50	2,451.51	757.01	869.61
	(ii) Trade receivables	0.14	0.03	0.14	0.03
	(iii) Loans	31.71	33.54	12,922.32	9,935.69
	(iv) Other financial assets	41.44	26.20	321.30	180.44
	(h) Deferred tax assets (net)	-	-	10.30	141.78
	(i) Advance tax assets (net)	102.34	91.00	188.44	131.83
	(j) Other non-current assets	953.80	700.03	959.73	704.27
		10,038.06	9,272.92	22,634.43	19,096.44
2	Current assets				
	(a) Inventories	2,684.67	1,758.33	3,063.43	2,207.68
	(b) Financial assets				
	(i) Investments	-	3,155.16	632.76	3,415.74
	(ii) Trade receivables	2,505.53	944.78	2,717.18	1,175.51
	(iii) Cash and cash equivalents	1,364.98	1,031.47	1,767.39	1,218.04
	(iv) Bank balances other than (iii) above	8.61	10.69	9.90	12.47
	(v) Loans	22.46	24.10	6,553.63	5,117.98
	(vi) Other financial assets	465.06	390.34	498.22	458.13
	(c) Contract Assets	11.04	-	12.76	-
	(d) Other current assets	1,123.99	748.60	1,232.21	816.00
		8,186.34	8,063.47	16,487.48	14,421.55
	TOTAL ASSETS	18,224.40	17,336.39	39,121.91	33,517.99
B	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity share capital	293.55	292.71	293.55	292.71
	(b) Other equity	8,038.88	6,952.83	8,452.02	7,127.88
	Equity attributable to owners of the Company	8,332.43	7,245.54	8,745.57	7,420.59
2	Non-Controlling Interest			1,075.07	825.33
	Total Equity	8,332.43	7,245.54	9,820.64	8,245.92
3	Liabilities				
	Non-Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	298.40	512.55	13,009.65	10,228.09
	(ii) Other financial liabilities	34.59	1.44	122.87	29.97
	(b) Provisions	249.63	255.04	316.87	313.32
	(c) Deferred tax liabilities (net)	249.73	298.58	257.76	298.51
	(d) Contract liabilities	269.02	-	269.02	-
	(e) Other non-current liabilities	1.64	203.74	9.24	210.70
		1,103.01	1,271.35	13,985.41	11,080.59
4	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	100.00	100.00	2,137.75	1,919.20
	(ii) Trade payables				
	a. Total outstanding dues of micro and small enterprises	12.94	11.97	13.79	12.42
	b. Total outstanding dues other than micro and small enterprises	5,005.99	4,875.93	5,165.23	5,041.11
	(iii) Other financial liabilities	1,600.34	1,793.95	6,012.47	5,291.33
	(b) Contract liabilities	790.23	-	814.80	-
	(c) Other current liabilities	476.69	1,217.57	562.05	1,281.07
	(d) Provisions	802.77	808.49	609.50	634.01
	(e) Current tax liabilities (net)	-	11.59	0.27	12.34
		8,788.96	8,819.50	15,315.86	14,191.48
	TOTAL EQUITY AND LIABILITIES	18,224.40	17,336.39	39,121.91	33,517.99

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Notes:

(1) The above standalone and consolidated results of the Company were reviewed by the Audit Committee at its meeting held on May 23, 2019 and then approved by the Board of Directors at its meeting held on May 24, 2019.

(2) The Board of Directors have recommended a dividend of Rs.3.10 per equity share of Re.1 for the year ended March 31, 2019 at their meeting held on May 24, 2019 (Previous year Rs.2.43 per equity share of Re.1) to be approved by shareholders at the Annual General Meeting.

(3) The Company has elected the option under Ind AS 101 'First-time Adoption of Indian Accounting Standards' and has continued the policy adopted for accounting of exchange differences arising from translation of long term foreign currency monetary items recognised in the financial statements upto March 31, 2018. Accordingly, exchange difference on translation or settlement of long term foreign currency monetary items at rates different from those at which they were initially recorded or as at April 1, 2007, in so far as it relates to acquisition of depreciable assets are adjusted to the cost of the assets. In other cases, such exchange differences, arising effective April 1, 2011, are accumulated in "Foreign currency monetary item translation difference account" and amortized by recognition as income or expense in each year over the balance term till settlement occurs but not beyond March 31, 2020.

Accordingly,

a) Foreign exchange loss / (gain) relating to acquisition of depreciable assets, capitalised during the year ended March 31, 2019 aggregated Rs.22.66 crores [quarter ended March 31, 2019 Rs.3.25 crores, quarter ended December 31, 2018 Rs.(6.32) crores, quarter ended March 31, 2018 Rs.16.52 crores, year ended March 31, 2018 Rs.6.55 crores];

b) Amortised net exchange difference loss / (gain) in respect of long term foreign currency monetary items relating to other than acquisition of depreciable assets, charged to the results during the year ended March 31, 2019 is Rs.13.90 crores [quarter ended March 31, 2019 Rs.2.30 crores, quarter ended December 31, 2018 Rs.0.74 crores, quarter ended March 31, 2018 Rs.2.61 crores, year ended March 31, 2018 Rs.4.90 crores]; and

c) The un-amortised net exchange difference in respect of long term monetary items relating to other than acquisition of depreciable assets, is a loss of Rs.8.16 crores as at March 31, 2019 [as at March 31, 2018: loss of Rs.7.77 crores]. These amounts are reflected as part of the "Other equity".

(4) The Company has currency and interest rate swap contracts in respect of certain foreign currency long-term borrowings. Net exchange differences on settlement and period end fair valuation (mark to market) have been charged / credited to profit and loss for the period and disclosed separately for better comparability and understanding of the results.

(5) Exceptional items consist of:

Description	Three Months Ended			Year Ended		Year Ended	
	Standalone			Standalone		Consolidated	
	31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Audited	Unaudited	Audited	Audited		Audited	
Impairment reversal / (loss) in the value of equity instruments in subsidiaries and joint ventures (net) (including impact of capital reduction)	(6.21)	(0.96)	0.68	(3.77)	(264.40)	34.79	-
Impairment reversal / (loss) allowance on loans (including interest) / provision for obligation relating to a subsidiary (net)	-	-	-	(18.06)	242.37	-	-
Effect of translation difference on conversion of loan to equity instrument in a subsidiary	-	-	-	-	10.14	-	-
(Loss) on sale of immovable properties	-	-	-	(15.94)	-	(15.94)	-
Obligation relating to discontinued products of LCV division	(5.50)	(5.13)	(4.41)	(17.09)	(12.73)	(17.09)	(12.73)
Gain on disposal of interest in former associate	-	-	-	-	-	0.99	-
(Loss) on sale of investments	-	-	(0.68)	-	(0.68)	-	-
Total	(11.71)	(6.09)	(4.41)	(54.86)	(25.30)	2.75	(12.73)

(6) In accordance with the requirements of Ind AS 115 / Ind AS 18, Revenue from operations for the year ended March 31, 2018 is shown inclusive of excise duty. However, Revenue from operations for other reporting periods is shown inclusive of net of Goods and Service Tax (GST). For comparison purposes, Revenue excluding excise duty is given below:

Description	Three Months Ended			Year Ended		Year Ended	
	Standalone			Standalone		Consolidated	
	31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Audited	Unaudited	Audited	Audited		Audited	
Revenue from operations (excluding excise duty)	8,845.93	6,325.24	8,780.09	29,054.95	26,356.40	33,196.84	29,635.59

(7) Segment Information:

(a) Standalone:

The Company is principally engaged in a single business segment viz. commercial vehicles and related components based on nature of products, risks, returns and the internal business reporting system and accordingly, there is no other reportable segment in terms of Ind AS 108 'Operating Segments'.

(b) Consolidated:

The Group's reportable segment has been identified as business segment based on nature of products, risks, returns and the internal business reporting system as per Ind AS 108. The Group is engaged in Commercial Vehicle and Financial Services mainly relating to vehicle and housing financing.

i. Segment Revenue

Description	Year Ended	
	31.03.2019	31.03.2018
	Audited	
Commercial Vehicle	30,493.81	27,883.33
Financial Service	2,712.58	2,092.49
Gross Revenue	33,206.39	29,975.82
Less: Intersegmental Revenue	9.55	58.71
Revenue from Operations	33,196.84	29,917.11

ii. Segment Results

Description	Year Ended	
	31.03.2019	31.03.2018
	Audited	
Commercial Vehicle	2,373.44	2,292.77
Financial service (after deducting interest expense on loan financing)	456.31	252.28
Total Segment Profit before Interest and Tax	2,829.75	2,545.05
Interest Expense	(100.18)	(169.50)
Other Income	128.06	199.14
Share of profit/ (loss) of associates and joint ventures	11.28	6.57
Exceptional items	2.75	(12.73)
Profit before tax	2,871.66	2,568.53
Tax	(677.06)	(751.11)
Profit after tax (including share of profit/ (loss) of associates and joint ventures)	2,194.60	1,817.42

iii. Segment Assets

Description	Year Ended	
	31.03.2019	31.03.2018
	Audited	
Commercial Vehicle	17,693.37	17,030.70
Financial Service	21,428.54	16,487.29
Total Segment Assets	39,121.91	33,517.99



iv. Segment Liabilities

Description	Rs. Crores	
	Year Ended	
	31.03.2019	31.03.2018
Commercial Vehicle	Audited	Audited
Financial Service	10,637.62	10,786.28
	18,663.65	14,485.79
Total Segment Liabilities	29,301.27	25,272.07

(8) Current tax for the reported periods is based on Minimum Alternate Tax (MAT), where applicable, with appropriate tax credit entitlement thereof reflected in deferred tax.

(9) As required by Listing obligations and Disclosure Requirement 2015, given below are the details of Non-convertible Debentures (NCD's) pertaining to the company as on March 31, 2019:

NCD Particulars	Details of next principal repayment		Asset Cover Ratio	Details of previous interest payment		Details of previous principal repayment		Details of next interest repayment		Rating
	Amount (Rs. In Crores)	Due Date		Due Date	Status	Due Date	Status	Due Date	Amount (Rs. In Crores)	
9.60% AL 22	-	-	-	June 21, 2018	Paid	June 21, 2018	Paid	-	-	-

During the period the company has redeemed NCD series 9.60% AL 22 amounting to Rs.150.00 crores on June 21, 2018.

(10) The Company has adopted the formulae for computing items mentioned in Sl. No 25, 26, 27 and 28 is given below.

Sl. No Ref.	Ratio	Formulae
25	Net worth	Equity share capital + Other equity
26	Debt equity ratio	Gross total borrowings (before deducting un-amortised loan raising expense) / (Equity share capital + Other equity)
27	Debt service coverage ratio	(Profit from ordinary activities before tax + Interest charge on borrowings + Depreciation and amortisation expense – Tax expense) / (Interest expense on borrowings + Principal repayments for borrowings)
28	Interest service coverage ratio	(Profit from ordinary activities before tax + Interest charge on borrowings + Depreciation and amortisation expense) / Interest expense on borrowings

(11) During the year ended March 31, 2019 the Company allotted 8,423,175 (March 31, 2018: 569,175) equity shares pursuant to the exercise of options under Employee Stock Option Scheme.

(12) The Ministry of Corporate Affairs (MCA), on 28 March 2018, notified Ind AS 115 "Revenue from Contracts with Customers" as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The new standard is effective for accounting periods beginning on or after April 1, 2018. The Company / Group has applied modified retrospective approach in adopting the new standard and accordingly, the Revenue from operations for the quarter and year ended March 31, 2018 is not comparable with other periods reported. The adoption of the standard did not have any material impact to the financial statements of the Company / Group.

(13) The Scheme of amalgamation of three wholly owned subsidiaries viz. Ashok Leyland Vehicles Limited, Ashley Powertrain Limited and Ashok Leyland Technologies Limited with the Company has been approved by the National Company Law Tribunal on December 17, 2018 and filed with registrar of companies on December 21, 2018, the Scheme has become effective from the appointed date i.e, April 1, 2018. The merger has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been restated for merger from the beginning of the previous year i.e, April 1, 2017. Accordingly, results of the three wholly owned subsidiaries have been included in all the periods presented in the standalone results of the Company. The comparative standalone financial results of these companies for the quarter ended and year ended March 31, 2018 are included in the above results based on information compiled by the management and audited financial statements respectively.

(14) The statement includes the results for the quarter ended March 31, 2019 and March 31, 2018, being the balancing figure between audited figures in respect of the full financial year, and the published year to date figures of the Company upto the third quarter of the current and previous financial year respectively adjusted for reclassification / regrouping wherever necessary.

(15) The figures for the previous period have been reclassified/ regrouped wherever necessary.

Place : Chennai
Date : May 24, 2019



D. Hinduja
DHEERAJ G HINDUJA
Chairman





Aapki Jeet. Hamari Jeet.

Press Release

Ashok Leyland posts Revenue of Rs. 29055 Crores; Profit up 15%; Board recommends 310% dividend

Chennai, May 24, 2019: Ashok Leyland, flagship of the Hinduja Group reported a revenue of Rs. 29055 Cr and a net profit of Rs. 1983 Cr for FY 2018-19. It posted a 10.8% EBITDA margin for FY19.

The domestic MHCV industry volume in Q4 de-grew by 4% for FY 2018-19 to 112469 nos (as per SIAM). Ashok Leyland volumes grew by 1% to 41519 nos in the domestic market. Q 4 MHCV market share was up at 36.9% as against 35.1% last year.

Results for Q4 2018-19:

- **Revenue** increased by 1% to Rs. 8846 Cr as against Rs. 8780 Cr, same period last year.
- **Profit before exceptional item and tax** was at Rs. 818 Cr.
- **Volume** for LCV increased by 8% to 15502 nos.

Results for FY 2018-19:

- **Revenues** increased by 10 % to Rs. 29055 Cr against Rs. 26356 Cr, during same period last year
- **Profit before exceptional item and tax** grew by 6% to Rs. 2554 Cr.
- **Total MHCV Volumes including exports** increased by 9% to 142858 nos.
- **Volume** for LCV increased by 25% to 54508 nos.

Board has recommended a 310% dividend for FY '19 viz., Rs. 3.10 per share subject to approval by the shareholders in Annual General Meeting.

Mr. Dheeraj Hinduja, Chairman, Ashok Leyland Limited said, "I am pleased that we have been able to maintain our market share despite competitive pressures and be profitable in the face of rising costs of input materials and regulatory changes. Our LCV programme continues its winning streak. We are well on our way to successful introduction of BS 6 and together with a range of products planned across the spectrum in FY '21, I am confident of maintaining the current growth momentum. In the medium term, we believe this sector holds strong potential which is crucial to the growth of the economy "

Mr. Gopal Mahadevan, Chief Financial Officer, Ashok Leyland added, "We have grown our market share in both trucks and buses in the fourth quarter and will continue to focus on the twin engines of growth and profitability. We continue to be net cash positive at the year end with over Rs.700 crores of cash."

For further information/media queries, contact:
Rajesh Mani
Head - Marketing and Corporate Communications
Rajesh.Mani@ashokleyland.com | Mobile – 9500022922

Meenakshi Anand, Divisional Manager, Corporate Communication
Meenakshi.anand@ashokleyland.com | Mobile – 9444276464

K. M. Mani

Price Waterhouse & Co Chartered Accountants LLP

To,

The Board of Directors
Ashok Leyland Limited,
No.1 Sardar Patel Road,
Guindy, Chennai - 600032

Independent Auditors' Report on the Statement of Standalone Financial Results

1. We have audited the accompanying Statement containing the annual audited Standalone Financial Results of Ashok Leyland Limited (the "Company") for the year ended March 31, 2019, together with the notes thereon (hereinafter referred to as the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, which we have initialled for identification purposes only.

Management's Responsibility for the Standalone Financial Results

2. Management is responsible for the preparation of the accompanying Statement. The Management is also responsible for the preparation of the annual statutory financial statements in accordance with the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and the accounting principles generally accepted in India (the "accounting principles generally accepted in India"), basis which the above Statement containing the annual audited Standalone Financial Results has been prepared and approved by the Board of Directors. The responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Statement that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Statement based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ("the Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Statement.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Price Waterhouse & Co Chartered Accountants LLP, 8th Floor, Prestige Palladium Bayan, 129, 146
Greens Road, Chennai - 600 006, India
T: +91 (44) 4228 5000, F: +91 (44) 4228 5100

Registered office and Head office: Plot No. Y-14, Block EP, Sector V, Salt Lake Electronic Complex, Bidhan Nagar, Kolkata 700 091

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Opinion

6. In our opinion and to the best of our information and according to the explanations given to us:
- (i) the Statement is presented in the format prescribed under Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; and
 - (ii) the Annual audited standalone financial results for the year ended March 31, 2019 as set out in the Statement gives a true and fair view of the total comprehensive income (comprising of profit and other comprehensive income) and other financial information of the Company for the year ended March 31, 2019 in accordance with the accounting principles generally accepted in India.

Emphasis of Matter

7. We draw your attention to Note 14 of the Statement regarding the figures for the quarter ended March 31, 2019, which are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year.
8. We draw your attention to Note 13 to the Statement, which states that during the year ended March 31, 2019, the National Company Law Tribunal approved the Scheme of Amalgamation between the Company and three of its subsidiaries ('the Scheme'), subsequently filed with the relevant regulatory authorities, and has become effective on the said date of approval. The figures disclosed in the Statement for the year ended March 31, 2018 have been restated to give effect to the Scheme.

Our opinion is not modified in respect of these matters.

Other Matter

9. (a) We did not review the standalone financial information of the amalgamating companies included in the published year-to-date figures for the nine months ended December 31, 2018, whose financial information reflect total income of Rs. 1,945.05 crores and total comprehensive income for the period (comprising of profit/ loss and other comprehensive income) of Rs. 90.29 crores for the said period. The aforesaid financial information of the amalgamating companies, has been reviewed by another firm of chartered accountants whose report dated February 5, 2019 has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the amalgamating companies, is based solely on the report of the other auditor.
- (b) We did not review the standalone financial information of the amalgamating companies for the quarter ended December 31, 2018, included in the standalone financial results, whose financial information reflect total income of Rs. 731.25 crores and total comprehensive income for the period (comprising of profit/ loss and other comprehensive income) of Rs. 66.71 crores for the said period. The aforesaid financial information of the amalgamating companies, has been reviewed by another firm of chartered accountants whose report dated February 5, 2019 has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the amalgamating companies, is based solely on the report of the other auditor.



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(c) The standalone financial results of the Company include total assets of Rs. 1,041.90 crores and net assets/(liabilities) of Rs. (149.89) crores as at March 31, 2018 and total income of Rs. 2,095.97 crores and total comprehensive income for the year (comprising of profit/ loss and other comprehensive income) of Rs. 157.80 crores for the year then ended, of the amalgamating companies are based on the previously issued statutory financial statements of the amalgamating companies, which were audited by the statutory auditors of the amalgamating companies who had issued an unmodified opinion vide their reports dated May 3, 2018.

(d) The standalone financial results of the Company for the quarter ended March 31, 2018 includes total income of Rs. 675.24 crores and total comprehensive income for the period (comprising of profit/ loss and other comprehensive income) of Rs. 73.69 crores of the amalgamating companies for the said period which are as furnished by the management, and have neither been audited nor subject to review.

(e) The standalone financial statements of the amalgamating companies for the year ended March 31, 2017, were audited by another firm of chartered accountants under the Companies Act, 2013 who, vide their reports dated May 19, 2017, expressed an unmodified opinion on those financial statements.

10. The Statement dealt with by this report has been prepared for the express purpose of filing with National Stock Exchange of India Limited and BSE Limited. This Statement is based on and should be read with the audited financial statements of the Company for the year ended March 31, 2019 on which we have issued an unmodified audit opinion vide our report dated May 24, 2019.

Restriction on Use

11. This report is addressed to the Board of Directors of the Company and has been prepared for and only for the purposes set out in paragraph 10 above. This report should not be otherwise used by any other party or for any other purpose.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place: Mumbai
Date: May 24, 2019

Price Waterhouse & Co Chartered Accountants LLP

To,

The Board of Directors
Ashok Leyland Limited
No. 1, Sardar Patel Road,
Guindy, Chennai - 600032

Independent Auditors' Report on the Statement of consolidated financial results

1. We have audited the accompanying Statement containing the annual audited consolidated financial results of Ashok Leyland Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its joint ventures and associates; (refer paragraph 6 below), for the year ended March 31, 2019 together with the notes thereon (hereinafter referred to as the "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, which we have initialed for identification purposes only.

Management's Responsibility for the consolidated financial results

2. Management of the Holding Company is responsible for the preparation of the accompanying Statement. The Management is also responsible for the preparation of the annual statutory consolidated financial statements in accordance with the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and the accounting principles generally accepted in India (the "accounting principles generally accepted in India"), basis which the above Statement containing the annual audited consolidated financial results has been prepared and approved by the Board of Directors. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Statement that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Statement based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ("the Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Statement.



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Greams Road, Chennai - 600 006, India
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5. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 7 of the Other Matters paragraph below, other than the unaudited financial statements/ financial information as certified by the management and referred to in sub-paragraph 8 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Statement.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us,

- (i) the Statement, includes the financial information of the following entities:

Subsidiaries:

- i. Hinduja Leyland Finance Limited and its subsidiary and associate
- ii. Gulf Ashley Motor Limited
- iii. Global TVS Bus Body Builders Limited
- iv. HLF Services Limited
- v. Optare Plc and its subsidiaries
- vi. Ashok Leyland (Chile) SA
- vii. Ashok Leyland (Nigeria) Limited
- viii. Albonair (India) Private Limited
- ix. Albonair GmbH and its subsidiary
- x. Ashok Leyland (UAE) LLC and its subsidiaries
- xi. Ashley Aviation Limited

Joint Ventures:

- xii. Hinduja Tech Limited and its subsidiaries
- xiii. Ashok Leyland John Deere Construction Equipment Company Private Limited
- xiv. Ashley Alteams India Limited

Associates:

- xv. Ashok Leyland Defence Systems Limited
- xvi. Mangalam Retail Services Limited
- xvii. Lanka Ashok Leyland Limited

- (ii) the Statement, together with the notes thereon are presented in the format prescribed under Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard, as amended from time to time; and
- (iii) the annual audited consolidated financial results for the year ended March 31, 2019 as set out in the Statement gives a true and fair view of the total consolidated comprehensive income (comprising of consolidated profit and consolidated other comprehensive income), and other financial information of the Group, its associates and joint ventures for the year ended March 31, 2019 in accordance with the accounting principles generally accepted in India.



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Other Matter

7. We did not audit the consolidated financial information of three subsidiaries and financial statements of five subsidiaries that reflect total assets of Rs. 22,566.17 crores and net assets of Rs. 2,858.83 crores as at March 31, 2019, total revenue of Rs. 4,951.59 crores and total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs. 383.13 crores for the year ended on that date, as considered in the preparation of the Statement. The Statement also includes the Group's share of total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs. 2.37 crores and Rs. 9.27 crores for the year ended March 31, 2019 as considered in the Statement in respect of three associate companies and two joint ventures respectively. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Statement insofar as it relates to the amounts included in respect of these subsidiaries, joint ventures and associate companies is based solely on the reports of such other auditors.
8. We did not audit the consolidated financial information of one subsidiary, and financial information of two subsidiaries that reflect total assets of Rs. 239.22 crores and net assets of Rs. 32.08 crores as at March 31, 2019, total revenue of Rs. 456.71 crores and total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs. (1.19) crores for the year ended on that date, as considered in the preparation of Statement. The Statement also includes the Group's share of total comprehensive income (comprising of profit/ loss and other comprehensive income) of Rs. (0.24) crores for the year ended March 31, 2019 as considered in the Statement, in respect of one joint venture. These unaudited financial information have been furnished to us by the Management, and our opinion on the Statement insofar as it relates to the amounts included in respect of these subsidiaries and joint venture is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these consolidated financial information/ financial information are not material to the Group.

Our conclusion is not modified in respect of matters set out in paragraphs 7 and 8 above.

9. The following paragraph were included in the audit report dated May 21, 2019, containing an unmodified audit opinion on the consolidated financial information of Optare Plc, a subsidiary of the Holding Company issued by an independent firm of Chartered Accountants reproduced by us as under:

"The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the special purpose financial information. All audits assess and challenge the reasonableness of estimates made by the directors, such as recoverability of intangible assets and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the group's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in



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Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the group's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit."

10. The Statement dealt with by this report has been prepared for the express purpose of filing with National Stock Exchange of India Limited and BSE Limited. This Statement is based on and should be read with the audited consolidated financial statements of the Group, its associates and joint ventures, for the year ended March 31, 2019 on which we issued an unmodified audit opinion vide our report dated May 24, 2019.

Restriction on Use

11. This report is addressed to the Board of Directors of the Holding Company and has been prepared for and only for the purposes set out in paragraph 10 above. This report should not be otherwise used by any other party for any other purpose.

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration No. 304026E/E-300009
Chartered Accountants

Subramanian Vivek
Partner
Membership No. : 100332

Place: Mumbai
Date: May 24, 2019