

May 24, 2013

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No. 2272 3121/ 2037 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 Fax No. 2659 8237/ 8238 Stock Code: BAJAJHIND
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Dear Sir,

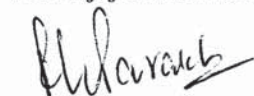
Re: Half-yearly performance report for the half year ended March 31, 2013 and disclosure under Section 302 of the Companies Act, 1956

Pursuant to Clause 31(c) of the Listing Agreement, we enclose three copies of half-yearly performance report for the half year ended March 31, 2013 and disclosure under Section 302 of the Companies Act, 1956 as is being sent to each household of shareholders.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Bajaj Hindusthan Limited



Pradeep Parakh
Group President (GRC)&
Company Secretary

Encl. as above



Registered Office: Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021

Phone : 91-22-2202 3626 / 2204 9056 • Fax : 91-22-2204 8681

Website: www.bajajhindusthan.com

May 09, 2013

Dear Shareholder,

Sugar industry for the third successive season continued to reel under higher sugarcane prices, lower recovery and subdued sugar prices. Despite of above, the operating and financial performance of the Company during the first half of 2012-13 was satisfactory.

The sugar segment revenues increased by 4% to ₹1,499.28 crore during the first half of FY2012-13 owing to better realization. The net of excise per quintal average selling rates of free sugar for the six months ended March 2011, March 2012 and March 2013 are ₹2,859, ₹2,938 and ₹3,335 respectively. An aggregate of 47.61 lac quintals of sugar was sold during this period. Landed cane costs for this period stood at about ₹290 per quintal, significantly higher than ₹252 per quintal in the corresponding period last year. Recoveries for this period were higher at 9.23% as against 9.11% in the corresponding period last year. The sugar division's profitability in the second half of FY 2012-13 will be impacted by higher cost of production.

For the Distillery division, revenues improved remarkably by 53% to ₹206.40 crore. The sales volume was up by 48% to 696.31 lac liters as against 468.94 lac liters in the corresponding period last year.

As regards the Co-generation segment, revenues recorded growth of 27% to ₹140.46 crore. The sales volume was also substantially up by 24% to 32.64 crore units (KWH) as against 26.37 crore units (KWH) in the corresponding period last year.

Interest cost for the half year stood at about ₹ 280.62 crore as against ₹ 246.69 crore in the corresponding period in previous year. Increase in interest cost was mainly on account of the current high interest rate scenario. As at March 31, 2013, BHL's long-term borrowings (other than those due for payment within 12 months) were ₹1,582.51 crore and short-term borrowings (including working capital) were ₹4,337.15 crore.

Bajaj Eco -Tec Products Limited – a wholly owned subsidiary of the Company engaged in the business of manufacturing and sale of Particle Boards and MDF Boards has been amalgamated with the Company. The appointed date in this regard was April 01, 2012 and the effective date was October 01, 2012. Being a wholly owned subsidiary, no shares were issued.

PT Jangkar Prima, Indonesia and PT Batu Bumi Persada, Indonesia have become subsidiaries of Bajaj Hindusthan (Singapore) Private Limited, the wholly owned subsidiary of the Company in Singapore and consequently have become subsidiaries of the Company.

Sugar production in India during the current sugar season 2012-13 is expected to be at 25 MMT. With the sugar season across India coming to a close, sugar prices are expected to remain stable in the short term which is more or less same reported during previous season 2011-12. The likely consumption in the range of 23 million tonnes, will result in sugar surplus of around 2-3 million tonnes.

Earnings in the sugar segment were subdued on account of rising cane costs and lower recoveries, which adversely impacted cost of production. However, the Distillery and Co-gen segment has reported encouraging growth in revenues and profitability. We expect both Distillery and Co-gen segments to be a sustained driver of bottom-line growth in the future, which will continue to provide a healthy cushion against the volatility faced by the sugar segment.

On the regulatory front, the food ministry has rescinded the control over sugar industry, especially on sugar sale in the open market and Public Distribution System (PDS), through Essential Commodities Act and Sugar Control Order. The regulated release mechanism—under which sugar quantity for open market sale is fixed by the government—has been abolished with immediate effect. Besides, mills are freed from mandatory supply of 10% of their production to the government at cheaper rate to meet Public Distribution System demand. However, the other controls on the sugar sector such as sugar cane pricing, cane reservation area and minimum distance between two mills have been left to the state governments. This will not benefit sugar mills located in Uttar Pradesh unless the State Government scraps State Advisory Price mechanism. Further, Central Government has allowed that procurement price of ethanol will be decided henceforth between Oil Marketing Companies and suppliers of ethanol. This measure will improve liquidity of bleeding Sugar mills in long run.

The sugar industry is passing through challenging times and we are taking all measures to tide over this phase and we believe that such a large industry with revenues of over ₹ 80,000 crore cannot be allowed to languish, especially since it directly affects a large section of the farming community. The recent positive measures taken by the Government are a first step towards total decontrol which will truly free this critical industry and pave the path for future investments and sustainable growth.

Yours truly,

Sd/-

Shishir Bajaj

Chairman & Managing Director

HALF-YEARLY FINANCIAL RESULTS

Summary of Unaudited Financial Results (Provisional) for the half year ended March 31, 2013

(₹ Lac)

Particulars	Unaudited		Audited
	Current Year 6 Months 31.03.2013	Previous Year 6 Months 31.03.2012	Previous Year 12 Months 30.09.2012
Income from operations			
Net Sales/Income from Operations (Net of excise duty)	191,371	175,746	421,065
Other Operating Income	1,918	3,398	5,198
Total Income from operations (net)	193,289	179,144	426,263
Expenses			
a) Purchases and materials consumed @	377,092	309,725	336,601
b) Changes in inventories of finished goods, work in progress and stock in trade	(264,699)	(192,860)	(5,797)
c) Employee benefits expenses	11,614	9,999	19,193
d) Depreciation and amortization expenses	17,840	16,995	34,882
e) Increase/(decrease) of excise duty on inventories	8,960	7,110	(264)
f) Other Expenses	23,070	19,293	30,754
Total expenses	173,877	170,262	415,369
Profit/ (Loss) from operations before other income, finance costs and exceptional Items	19,412	8,882	10,894
Other Income	380	8,593	10,615
Profit/ (Loss) from ordinary activities before finance costs and exceptional Items	19,792	17,475	21,509
Finance costs (Net)	28,062	24,669	53,641
Profit/ (Loss) from ordinary activities after finance costs but before exceptional items	(8,270)	(7,194)	(32,132)
Exceptional Items	-	-	-
Profit / (Loss) from ordinary activities before tax	(8,270)	(7,194)	(32,132)
Tax expense	(2,951)	(3,629)	(8,675)
Net Profit / (Loss) from ordinary activities after tax	(5,319)	(3,565)	(23,457)
Extraordinary items (net of tax expense ₹Nil)	-	-	-
Net Profit / (Loss) for the period	(5,319)	(3,565)	(23,457)
Paid-up equity share capital (Face Value - ₹1/- per share)	6,394	6,394	6,394
Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year			403,034
Earnings Per Share (EPS) before and after Extraordinary Items (Not Annualised)			
(a) Basic (₹per share)	(0.83)	(0.62)	(3.87)
(b) Diluted (₹ per share)	(0.83)	(0.62)	(3.87)

® Including cost of traded goods/raw material sold.

Notes:

- Given the seasonal nature of Industry, the results of six months may not be a true and/or proportionate reflection of the annual performance of the Company.
- Consequent to the approval and giving effect to scheme of amalgamation of Bajaj Eco-Tec Products Ltd. (BEPL or Amalgamating Company) from appointed date 1st April, 2012, effective from October 01, 2012, the results of the six months ended March 31, 2013 are not comparable with the corresponding figures of the previous year.

- Statement of assets and liabilities as at the half year ended on March 31, 2013 is provided below:-

(₹ Lac)

Particulars	Unaudited	Audited
	As at 31.03.2013 (Current half year ended)	As at 30.09.2012 (Previous Year ended)
A. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
a) Share Capital	6,394	6,394
b) Reserves & Surplus	397,725	403,034
Sub-total – Shareholders' funds	404,119	409,428
2. Non-current liabilities		
a) Long-term borrowings	158,251	150,069
b) Deferred tax liabilities (net)	-	-
c) Other long-term liabilities	-	-
d) Long-term provisions	3,680	3,184
Sub-total- Non-current liabilities	161,931	153,253
3. Current liabilities		
a) Short-term borrowings	433,715	328,630
b) Trade payables	178,108	23,640
c) Other current liabilities	129,288	103,496
d) Short-term provisions	736	1,283
Sub-total- Current liabilities	741,847	457,049
TOTAL – EQUITY AND LIABILITIES	1,307,897	1,019,730
B. ASSETS		
1. Non-current assets		
a) Fixed assets	528,369	542,725
b) Non-current investments	228,040	160,036
c) Deferred tax assets (net)	2,951	-
d) Long-term loans & advances	7,208	9,211
e) Other non-current assets	125	168
Sub-total – Non-current assets	766,693	712,140
2. Current assets		
a) Current investments	-	-
b) Inventories	321,381	55,824
c) Trade receivables	22,781	19,202
d) Cash and bank balances	11,512	18,030
e) Short-term loans and advances	133,633	173,582
f) Other current assets	51,897	40,952
Sub-total- Current assets	541,204	307,590
TOTAL – ASSETS	1,307,897	1,019,730

- The above results have been reviewed by the audit committee and approved by the Board of Directors at their respective meetings held on May 09, 2013.
- Previous periods/year figures have been regrouped/ re-arranged/ reworked/ restated wherever necessary to conform to the classification of current period.



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Website: www.bajajhindusthan.com

To
The Members of
BAJAJ HINDUSTHAN LIMITED
Dear Sir/Madam,

Disclosure under Section 302 of the Companies Act, 1956

Mr. Shishir Bajaj, presently aged 65 years, has been on the Board of the Company since February 1, 1986 and was appointed as Managing Director of the Company w.e.f. July 1, 1988. Mr. Shishir Bajaj has been holding the position of Managing Director of the Company since then. He became Chairman of the Company in the year 1999. The performance of the Company has been commendable under the stewardship of Mr. Shishir Bajaj.

The present term of office of Mr. Shishir Bajaj as the Managing Director of the Company will be expiring on June 30, 2013.

The Board of Directors at its meeting held on May 9, 2013 has, subject to the approval of shareholders and such other approval(s)/ permission(s)/ consent(s) as may be required, re-appointed Mr. Shishir Bajaj as the Managing Director of the Company for a further tenure of 5(five) years commencing with effect from July 1, 2013 at a remuneration as approved by the Remuneration and Compensation Committee of the Directors at its Meeting held on May 9, 2013.

In compliance with the requirements of Section 302(7) of the Companies Act, 1956 an abstract of the remuneration payable to Mr. Shishir Bajaj, as Managing Director and other terms of re-appointment as conditioned in the aforesaid Board Resolution is set out below:-

ABSTRACT

I. Remuneration:

a) **Salary:** ₹ 14,00,000 p.m. in the scale of ₹ 12,50,000 - ₹ 25,00,000.

b) Perquisites and Allowances:

I. Housing:

- a) Residential accommodation OR House Rent Allowance at the rate of 50% of Salary.
- b) Expenses pertaining to gas, electricity, water and other utilities will be borne /reimbursed by the Company.
- c) The Company shall provide such furniture and furnishing as may be required by the Managing Director.

II. Leave Travel Concession: Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and his family during leave travel periods, wherever undertaken, whether in India or abroad.

III. Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalisation, nursing home and surgical charges for himself and his family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant are also payable.

IV. Club Memberships: Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

V. Entertainment Expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.

VI. Personal Accident Insurance: Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

VII. Other Perquisites: Subject to overall ceiling on remuneration mentioned herein below, the Managing Director may be given other allowances, benefits and perquisites as may be decided from time to time.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

c) **Commission:** Commission at the rate of 1% (one per cent) of the net profits of the Company for each financial year, payable after adoption of the annual accounts for that financial year by shareholders.

d) Others including Retirals:

I. Contribution to Provident Fund: Company's contribution to Provident Fund to the extent the same is not taxable under the Income-tax Act, 1961.

II. Superannuation: Company's contribution to Superannuation Fund equal to 15% of salary or allowance in lieu thereof or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.

III. Gratuity: Gratuity at the rate of one month's salary for each completed year of service.

IV. Leave: Leave with full pay or encashment thereof as per the Rules of the Company.

V. Conveyance: The Company shall provide suitable conveyance facilities as may be required by the Managing Director.

VI. Communication: The Company shall provide telephone, telefax and other communication facilities at the Managing Director's residence.

VII. Other Facilities: Reimbursement of books and periodicals expenses as per the rules of the Company.

II. Overall remuneration:

The aggregate of salary and perquisites in any corporate financial year shall not exceed the limits prescribed from time to time under Sections 198, 309, 310, 311 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

III. Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year, during the period of 3 (three) years from the date of re-appointment i.e. July 1, 2013, the Managing Director shall be paid the remuneration mentioned hereinabove as the Minimum Remuneration and shall be governed by the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956 as may for the time being, be in force.

IV. Other Terms and Conditions:

Other terms and conditions of re-appointment of Mr. Shishir Bajaj, the Managing Director are as under:

- a. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and /or minor children in any selling agency of the Company in future without prior approval of the Central Government.

MEMORANDUM OF CONCERN OR INTEREST OF DIRECTORS

Mr. Shishir Bajaj, Chairman and Managing Director and Mr. Kushagra Bajaj, Vice Chairman and Joint Managing Director of the Company being relatives within the meaning of Section 6 of the Companies Act, 1956 may be deemed to be interested in the re-appointment and remuneration of Mr. Shishir Bajaj.

Save as aforesaid, none of the other Directors is, in any way, concerned or interested in this re-appointment and remuneration.

A copy of each of the resolutions passed by the Board of Directors and the Remuneration and Compensation Committee at their respective meetings held on May 9, 2013, referred to above, are available for inspection at the Registered Office of the Company during business hours on all working days.

By **Order of the Board of Directors**

Sd/-

Pradeep Parakh

**Group President (GRC) &
Company Secretary**

Place: Mumbai

Dated: May 09, 2013

BOOK – POST

If undelivered, please return to:

BAJAJ HINDUSTHAN LIMITED

Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg,
226, Nariman Point, Mumbai 400 021