



Sai Regency Power Corporation Private Limited

CIN No : U40105TN2002PTC055046

Corporate Office

8-2-293/82/A/431/A,
Road No. 22, Jubilee Hills,
Hyderabad - 500 033.
Tel: +91-40-23559922-25,
Tel: +91-40-23558701
Fax: +91-40-23559930

Registered Office

2nd Floor, Crown Court,
No. 128, Cathedral Road,
Chennai - 600 086
Tel: +91-44-28117461
Fax: +91-44-28117462

E-mail id: comp.sect@ksk.co.in

Date: 29.05.2019

To
The Secretary
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Security Code: 954732

Dear Sir/Madam,

Sub.: Audited Financial results for the year ended 31st March, 2019 - Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we wish to inform you that Interim Resolution Professional of Sai Regency Power Corporation Private Limited, on 29th May, 2019, inter alia, considered and approved the audited Financial Results for the year ended 31st March, 2019 based on the information and representation given by the management of the Company. Accordingly, please find enclosed the following documents for your records.

1. Audited Financial Results for the year ended 31st March, 2019.
2. Auditors' report on the annual financial results of the Company.
3. Statement on Impact of Audit Qualifications on financial results for the Financial Year ended March 31, 2019.
4. Certificate from IDBI Trusteeship Services Limited (Debenture Trustee) pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record and acknowledge receipt.

For Sai Regency Power Corporation Private Limited

N. Ramakrishnan
Managing Director & CFO

Encl: a/a



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Sai Regency Power Corporation Private Limited

CIN: U40105TN2002PTC055046

Regd. Office: II Floor, Crown Court No. 128, Cathedral Road, Chennai, Tamil Nadu - 600 086

Audited statement of Profit & Loss for the year ended 31st March 2019

Particulars	Rs. In Mn			
	Six months ended	Six months ended	Year ended	Year ended
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
	unaudited	unaudited	Audited	Audited
Revenue				
Revenue from Operations	938.58	780.93	1,937.33	1,614.99
Other income	62.52	(41.39)	67.10	87.94
Total revenue	1,001.10	739.55	2,004.43	1,702.94
Expenses				
Cost of fuel consumed	516.00	411.91	996.72	780.44
Employee benefit expenses	11.36	21.01	24.93	38.71
Finance costs	450.64	357.94	818.99	724.22
Other expenses	84.51	113.20	176.40	179.92
Depreciation and amortization expense	32.72	46.29	65.39	92.39
Total expenses	1,095.23	950.35	2,082.43	1,815.68
(Loss)/Profit before exceptional items	(94.13)	(210.80)	(78.00)	(112.74)
Exceptional Item	1,534.95	264.48	1,534.95	544.96
(Loss)/Profit before tax	(1,629.08)	(475.28)	(1,612.95)	(657.71)
Tax expense				
Current tax				
For the year	8.83	2.91	8.83	2.91
Earlier taxes	-	-	-	(50.50)
Mat credit entitlement	-	0.00	-	50.51
Deferred tax	22.84	17.61	44.88	35.33
Total tax expense	31.68	20.52	53.72	38.25
Profit / (loss) after tax	(1,660.76)	(495.80)	(1,666.67)	(695.95)
Other Comprehensive Income				
Items that will not be reclassified to Profit or (Loss)	2.49	(0.62)	2.49	(0.62)
Other comprehensive income for the period, net of tax	2.49	(0.62)	2.49	(0.62)
Total comprehensive income / (loss)	(1,658.26)	(496.42)	(1,664.18)	(696.57)
Earnings per share-par value of `10 per share				
Class A - Basic and diluted	0.001	0.001	0.001	0.001
Class B - Basic	(134.37)	(40.11)	(134.84)	(56.31)
Class B - Diluted	(134.37)	(40.11)	(134.84)	(56.31)

for and on behalf of the Board of Directors

N. Ramakrishnan
Managing Director & CFO
DIN - 00835893

Place: Hyderabad

Date: Wednesday, May 29, 2019

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Sai Regency Power Corporation Private Limited		
CIN: U40105TN2002PTC055046		
Regd. Office: II Floor, Crown Court No. 128, Cathedral Road, Chennai, Tamil Nadu - 600 086		
Audited Balance sheet as at 31 March 2019		
	Rs. In Mn	
Particulars	31-Mar-19	31-Mar-18
	Audited	Audited
ASSETS		
1 Non-current assets		
(a) Property & Plant Equipment	457.90	521.69
(b) Intangible assets under development	-	0.55
(c) Financial Assets		
(i) Investments	29.59	856.47
(ii) Loans	23.90	5.29
(d) Deferred tax assets	416.24	464.03
(e) Other non-current assets	0.18	0.10
	927.80	1,848.12
2 Current assets		
(a) Inventories	175.08	161.98
(b) Financial Assets		
(i) Trade receivables	374.28	260.60
(ii) Cash and cash equivalents	18.47	30.28
(iii) Bank balances other than (iii) above	51.94	65.82
(iv) Loans	2,012.99	2,713.18
(v) Others financial asset	2,289.62	2,330.38
(c) Current tax assets (Net)	3.43	1.24
(d) Other current assets	27.19	47.84
	4,953.00	5,611.33
	5,880.80	7,459.44
EQUITY AND LIABILITIES		
1 Shareholders' funds		
(a) Share capital	167.20	167.20
(b) Other equity	468.15	2,132.32
	635.35	2,299.52
2 Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	3,253.49	3,742.22
(ii) Other financial liabilities	307.04	145.94
(b) Provisions	0.29	3.95
(c) Other non current liabilities	4.65	4.07
	3,565.47	3,896.17
3 Current liabilities		
(a) Financial Liabilities		
(i) Borrowings	219.38	229.61
(ii) Trade payables	81.00	110.31
(iii) Other financial liabilities	1,194.76	722.90
(b) Other current liabilities	176.52	200.13
(c) Current tax liabilities	8.32	0.80
	1,679.98	1,263.75
	5,880.80	7,459.44



Notes:	
1	<p>Hon'ble National Company Law Tribunal (NCLT), Chennai Bench vide order dated 27th March 2019 has initiated Corporate Insolvency Resolution Process (CIRP) in the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC), based on the application filed a Financial Creditor of the Company. Mr. G.Ramachandran (IP Registration No.IBBI.IBBI/IPA-002/IP-N00167/2017-2018/10437 was appointed as Interim Resolution Professional (IRP) with effect from March 27, 2019 under the provisions of IBC. It may be noted that the significant period covering the audited financial results pertain to the period prior to the commencement of CIRP and have been certified by N.Ramakrishnan, being the Managing Director & CFO of the Company. The IRP has relied upon assistance provided by members of the Board in review of the aforesaid audited financial results and representations, clarifications and explanations provided by the Directors, Chief Financial Officer and Key Managerial Personnel of the Company in relation to such financial results in the meetings called by the IRP. The reviewed financial results have been examined and noted by the directors of the Company constituting the Board of Directors of company (powers of whom stand suspended in accordance with IBC) and accordingly, the Interim Resolution Professional, in reliance of such examination by the directors of the Company and the aforesaid representations, clarifications and explanations, has approved the same. It is clarified however that the Interim Resolution Professional has not conducted an independent verification of these audited financial results and has not certified on the truthfulness, fairness, accuracy or completeness of these results.</p> <p>Notwithstanding of the above the company continue to prepare the financial statements as going concern and pending resolution, classification of borrowings into non-current and current is done based on original terms of sanction.</p>
2	<p>The financial results for half year/year ended 31st March 2019 have been approved by the Interim Resolution Professional on 29th May 2019 solely on the basis of and on relying on the information and representation given by the management of the company in terms of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The statutory auditors of the Company has carried out the Audit of the Results for the year ended 31st March 2019.</p>
3	<p>Paid up Debt Capital includes the 1050 Rated 12% Secured Redeemable Non-convertible Debentures (NCDs) of Rs.1,000,000 each, amounting to Rs.105 crores issued and allotted by the company during the month of Aug'16, through private placement. The proceeds thereof have been utilised in accordance with the objects of the issue i.e. Creation of ISRA, Transaction expenses & General Corporate purpose.</p>
4	<p>The Company had pledged entire investment in equity shares in KSK Mahanadi Power Company Limited ('KMPCL') amounting to Rs. 209.60 Crores with Power Finance Company Limited ('PFC'), as Security Trustee for the financial assistance granted by lenders of KMPCL. During May 2018, lenders of KMPCL had invoked the pledge of entire shares held by the Company. Accordingly, the Company had derecognised the related carrying value of investment in KMPCL and re-classified as receivable from PFC during the FY 2017-18. Due to the pendency of matters and other factors leading to such invocation, the Company has continued to treat the amount of Rs. 209.60 Crores as recoverable and no provision has been envisaged in the financial statements.</p>
5	<p>Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench vide order dated 09th November 2018 has initiated Corporate Insolvency Resolution Process (CIRP) in Sai Wardha Power Generation Limited (SWPGL) under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC), based on the application filed a Financial Creditor. Owing to initiation of the CIRP in SWPGL, the Company has recognized an impairment provision of 153.50 Crores. This amount is also disclosed an exceptional item in the financial statements.</p>
6	<p>As per the items of the issue, none of the NCDs or any portion thereof are due for redemption as at 31st March 2019 and interest shall be paid on quarterly basis on the last day of each calendar quarter from 30th June 2018, commencing from the relevant Date of Allotment.</p>



7	Debt Service Coverage Ratio = (Earnings before Depreciation, Interest and Tax Expense) / (Interest Expense + Principal repayment) and Interest Service Coverage Ratio = (Earnings before Interest and Tax Expense) / Interest Expense. Debt capital represents debentures, term loans, redeemable preference shares.
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Additional disclosures (except those covered above), pursuant to Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl.No.	Particulars	Remarks
1	Credit Rating	BWR D
2	Asset Cover Available	The Non-convertible debentures issued are not "secured" for the purposes of the Companies Act, 2013. However, the Company has sufficient asset cover available to discharge the claims of debenture holders.
3	Previous due date for the payment of interest for non-convertible debt securities	Due Date for interest payment on debentures was 31.03.2019, and the interest was not paid.
4	Next due date for the payment of interest on debentures	30th June, 2019
5	Debenture Redemption Reserve	Nil
6	Networth	635.35
7	Debt Equity Ratio	6.20
8	Debt Service Coverage Ratio	0.67
9	Interest Service Coverage Ratio	0.90

for and on behalf of the Board of Directors



N. Ramakrishnan
Managing Director & CFO
DIN - 00835893

Place: Hyderabad
Date: Wednesday, May 29, 2019

Independent Auditor's Report pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Interim Resolution Professional
Sai Regency Power Corporation Private Limited

1. The Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by the Financial Creditors of Sai Regency Power Corporation Private Limited ("the Company") and appointed Mr. G. Ramachandran (IP Registration No.: IBBI/IPA-002/IP-N00167/2017-18/10437) as the Interim Resolution Professional ("IRP"), in the terms of the Insolvency and Bankruptcy Code, 2016 ("the Code" or "IBC") to manage the affairs of the Company with effect from March 27, 2019.

In view of pendency of the CIRP, the further developments stated above and in view of suspension of the powers of board of directors, it was explained to us that the powers of adoption of the audited financial results for the quarter and year ended March 31, 2019 vest with the IRP.

2. We have audited the financial results of Sai Regency Power Corporation Private Limited ("the Company") for the year ended March 31, 2019 ("the statement"), being submitted by the company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/IMD/DF1/69/2016 dated August 10, 2016 in continuation to Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
3. This Statement, which is the responsibility of the Company's Management, has been compiled from the related Ind AS financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. It may be noted that the significant period covering the audited financial results pertains to the period prior to the commencement of CIRP and have been certified by the Management of the Company. The IRP has relied upon assistance provided by members of the Board in review of the aforesaid audited financial results and representations, clarifications and explanations provided by the Directors, Chief Financial Officer and Key Managerial Personnel of the Company in relation to such financial results in the meetings called by the IRP.

Our responsibility is to express an opinion on the Statement based on our audit of such financial statements.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. 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 involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's 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 financial controls relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the Company's internal financial control with reference to the Statement. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

**OFFICES
HYDERABAD**

: Flat No. 5-H, 'D' Block, 8-3-324, Krishna Apartments, Yellareddyguda Lane, Ameerpet x Roads, Hyderabad - 500 073
Tel : 040- 23751833, 23751823, e-mail : ucohyd@umrcas.com

GUNTUR

: D.No. 3-26-2, Plot No. B1-59, 1st Lane, Ravindra Nagar, New Pattabhipuram, Guntur - 522 006.
Tel : 0863- 2355986, 2241392, Fax : 2354524, E-mail : ucognt@yahoo.co.in

VISAKHAPATNAM

: 47-3-36, 5th Floor, Tribhuvanam, Dwarakanagar, Visakhapatnam - 530 016, Tel : 0891-2748236, E-mail : ucovsp@yahoo.co.in

TIRUPATI

: No. 4, 2nd Floor, Beside A.P. Tourism Office, Sri Devi Complex, Tilak Road, Tirupati - 517 501. E-mail : ucotpty@gmail.com

GUDIVADA

: Sivalayam Street, Gourisankarapuram, Gudivada - 521 301, Tel : 08674-242144, E-mail : babusrikar@yahoo.com

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

5. Basis of Qualified Opinion

We draw your attention to Note 4 of the accompanying financial result regarding invocation of pledge of entire shares of KSK Mahanadi Power Company limited ("KMPCL") held by the Company. Accordingly, the Company had derecognised the related carrying value of investment in KMPCL and re-classified the same as receivable from Power Finance Corporation ("PFC") during the FY 2017-18. Due to the pendency of matters and other factors leading to such invocation, the Company has continued to treat the amount of Rs.209.60 Crores as recoverable and no provision has been envisaged in the financial statements.

6. Qualified opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in Basis of Qualified Opinion paragraph, the Statement:

- (i) is presented in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/IMD/DFI/69/2016 dated August 10, 2016 in continuation to Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
- (ii) Gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and Total comprehensive income and other financial information of the Company for the year ended March 31, 2019.

7. Emphasis of matter

- (i) We draw attention to Note 1 of the accompanying financial result regarding filing of petition by financial creditor of the company under Insolvency and Bankruptcy Code 2016 with National Company Law Tribunal (NCLT), Chennai against the company. The case was admitted by NCLT and it had ordered for commencement of Corporate Insolvency Resolution Process (CIRP) with effect from March 27, 2019 and have appointed Interim Resolution professional for the company.

Notwithstanding of the above the company continue to prepare the financial statements as going concern and pending resolution, classification of borrowings into non-current and current is done based on original terms of sanction.

- (ii) We draw attention to Note 5 of the accompanying financial result regarding invocation of the pledged shares of Sai Wardha Power Generation Limited pledged by the Company in favour of the lenders of "SWPGL". The company holds an investment in preference shares of Rs. 829.30 Million and an amount of Rs. 705.65 Million as receivable consequent to invocation of pledge referred above in the financial statements.


Subsequent to invocation of the pledged shares, the lenders of SWPGL has filed the petition for a Corporate Insolvency Resolution Process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 at NCLT, Hyderabad. Management believes that investment receivables from SWPGL are may not be recoverable and accordingly Company has recognised impairment loss of Rs.1,534.95 million and disclosed as exceptional item in financial statements.

Our opinion is not modified in respect of above matters.



8. The Statement includes the results for the half year ended March 31, 2019 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the half year of the current financial year which were subject to limited review by us.

For Umamaheswara Rao & Co.,
Chartered Accountants


R. R. Dakshinamurthy
Partner
ICAI M No 211639
FRN 004453S
Place: Hyderabad
Date: May 29, 2019



Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In million)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In million)
1.	Total income	2004.43	NA
2.	Total Expenditure	3617.38	NA
3.	Net Profit/(Loss)	(1664.18)	NA
4.	Earnings Per Share	(134.84)	NA
5.	Total Assets	5880.80	NA
6.	Total Liabilities	5245.45	NA
7.	Net Worth	635.35	NA

Audit Qualification (each audit qualification separately):

1.

a. Details of Audit Qualification:

Note 4 of the accompanying financial result regarding invocation of pledge of entire shares of KSK Mahanadi Power Company limited ("KMPCL") held by the Company. Accordingly, the Company had derecognised the related carrying value of investment in KMPCL and re-classified the same as receivable from Power Finance Corporation ("PFC") during the FY 2017-18. Due to the pendency of matters and other factors leading to such invocation, the Company has continued to treat the amount of Rs. 209.60 Crores as recoverable and no provision has been envisaged in the financial statements.

b. Type of Audit Qualification: Qualified Opinion

c. Frequency of qualification: Has appeared first time in the current financial year ended 31 March 2019.

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable

e. For Audit Qualification(s) where the impact is not quantified by the auditor, Management's Views:

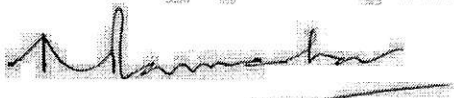
(i) Management's estimation on the impact of audit qualification: Unable to estimate

(ii) If management is unable to estimate the impact, reasons for the same:
Pending disposal/transfer of shares by the Lender of KMPCL and in view of ongoing discussion by such lenders with management of KMPCL, the impact is currently unascertainable. Therefore no provision has been considered in these financial statements by the management.



- (iii) Auditors' Comments on (i) or (ii) above: Since the management could not ascertain the consequential impact, the auditors have given qualification in their audit report.

For Sai Regency Power Corporation Private Limited



N. Ramakrishnan
Managing Director & CFO

For Umamaheswara Rao & Co
Chartered Accountants
Firm Registration No. 004453S



R.R. Dakshinamurthy
Partner
Membership No. 211639

Date: 29.05.2019
Place: Hyderabad

Ref.2596/ITSL/OPR/2019-20

May 30, 2019

The Company Secretary,
Sai Regency Power Corporation Private Limited
2nd Floor, Crown Court No. 128, Cathedral Road,
Chennai 600 086, Tamil Nadu.

Subject: Certificate u/r 52(5) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, for Debenture issued by Sai Regency Power Corporation Private Limited

Dear Sir,


We are acting as Debenture Trustee for the Secured, Redeemable Non-Convertible Debentures issued by Sai Regency Power Corporation Private Limited, ("The Company").

In terms of the provisions of Regulation 52(5) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, (Regulations), we inform you that we have received the disclosures made by the Company in the letter enclosed hereto, under Regulation 52(4) for the year ended 31st March, 2019.

Further Company is in default, for non-payment of interest payment to the Debenture holders, for the consecutive quarters for the 30th June, 2018, 30th September, 2018, 31st December, 2018 and 31st March, 2019.

Thanking you.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl: As above