

**Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement**

To  
**Board of Directors of Munjal Showa Limited,**

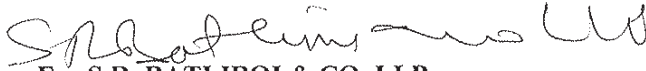
1. We have audited the quarterly financial results of Munjal Showa Limited ('the Company') for the quarter ended March 31, 2013 and the financial results for the year ended March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The quarterly financial results are the derived figures between the audited figures in respect of the year ended March 31, 2013 and the published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The financial results for the quarter ended March 31, 2013 have been prepared on the basis of the financial results for the nine-month period ended December 31, 2012, the audited annual financial statements as at and for the year ended March 31, 2013, and the relevant requirements of Clause 41 of the Listing Agreement and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our review of the financial results for the nine-month period ended December 31, 2012 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India; our audit of the annual financial statements as at and for the year ended March 31, 2013; and the relevant requirements of Clause 41 of the Listing Agreement.
2. 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 results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as 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.
3. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:
  - i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
  - ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2013 and for the year ended March 31, 2013.
4. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2013 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2013 and the published year-to-date figures up to December 31, 2012, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Clause 41(I)(d) of the Listing Agreement.



# S.R. BATLIBOI & CO. LLP

Chartered Accountants

5. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.



For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm registration number: 301003E



per Anil Gupta

Partner

Membership No.:87921

Place: Gurgaon

Date:

24/5/2013

# MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurgaon - 122 015 (Haryana) INDIA

E-mail : msladmin@munjalshowa.net

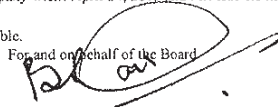
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STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2013						
(Rs. in Lacs)						
S.NO.	PARTICULARS	AUDITED * (refer Note 6 below)	UNAUDITED		AUDITED	
		3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year to date figures for current period ended	Previous accounting year ended
		31.03.2013	31.12.2012	31.03.2012	31.03.2013	31.03.2012
1	Income from operation					
1	Gross Sales / Income from operations	43,253.15	42,510.22	43,495.89	172,396.45	167,409.07
	Less Excise duty	3,541.84	3,471.03	3,122.49	14,253.79	11,720.94
a	Net Sales/ Income from operations	39,711.31	39,039.19	40,373.40	158,142.66	155,688.13
b	Other Operating Income	35.02	44.55	14.82	101.66	31.41
	Total Income from operation (net)	39,746.33	39,083.74	40,388.22	158,244.32	155,719.54
2	Expenses					
a	Cost of materials consumed	28,996.05	29,135.54	29,934.90	117,649.74	116,386.89
b	Change in inventories of finished goods, work in progress and stock in trade	109.19	(39.04)	(168.93)	215.12	(461.02)
c	Employees benefits expenses	1,922.62	1,992.65	1,744.47	7,659.16	6,576.71
d	Depreciation and amortisation expenses	777.59	668.74	678.44	2,764.20	2,722.88
e	Foreign exchange fluctuation loss /(gain)	(10.01)	(235.47)	(529.28)	(52.54)	197.40
f	Other expenses	5,481.31	5,443.93	5,360.36	22,079.04	20,732.91
	Total expenses	37,276.75	36,966.35	37,019.96	150,314.72	146,155.77
3	Profit from operations before other income & finance costs (1-2)	2,469.58	2,117.39	3,368.26	7,929.60	9,563.77
4	Other Income	62.26	28.83	29.92	193.01	128.01
5	Profit from ordinary activities before finance costs (3+4)	2,531.84	2,146.22	3,398.18	8,122.61	9,691.78
6	Finance costs	164.09	192.22	166.74	716.57	1,101.91
7	Profit from ordinary activities after finance costs but before exceptional item (5-6)	2,367.75	1,954.00	3,231.44	7,406.04	8,589.87
8	Exceptional item (Refer note 5 below)	-	-	-	614.34	-
9	Profit from ordinary activities before tax (7+8)	2,367.75	1,954.00	3,231.44	6,791.70	8,589.87
10	Tax Expense	130.34	355.11	820.77	723.64	1,876.98
11	Net Profit/(Loss) from ordinary activities after tax (9-10)	2,237.41	1,598.89	2,410.67	6,068.06	6,712.89
12	Paid up Equity Share Capital ( Face value Rs. 2/- each)	799.93	799.93	799.93	799.93	799.93
13	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year				29,480.57	24,816.28
14	Earning per share (not annualised)					
	(a) Basic	5.59	4.00	6.03	15.17	16.78
	(b) Diluted	5.59	4.00	6.03	15.17	16.78
<b>PART-II</b>						
<b>A PARTICULARS OF SHAREHOLDING</b>						
1	Public Shareholding					
	-Number of Shares	13,991,000	13,991,000	13,991,000	13,991,000	13,991,000
	-Percentage of shareholding	34.99	34.99	34.99	34.99	34.99
2	Promoters and promoter group shareholding					
a)	Pledged/Encumbered					
	-Number of shares					
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)					
	-Percentage of shares (as a % of the total share capital of the company)					
b)	Non-encumbered					
	-Number of shares	26,004,000	26,004,000	26,004,000	26,004,000	26,004,000
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
	-Percentage of shares (as a % of the total share capital of the company)	65.01	65.01	65.01	65.01	65.01
<b>B INVESTOR COMPLIANTS</b>		<b>3months ended 31.03.2013</b>				
	Pending at the beginning of the quarter					NIL
	Received during the quarter					21
	Disposed off during the quarter					21
	Remaining unresolved at the end of the quarter					NIL

*Blair*

# MUNJAL SHOWA LTD.

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STANDALONE STATEMENT OF ASSETS & LIABILITIES		(Rs. In Lakhs)	
		As at 31/03/2013 (Audited)	As at 31/03/2012 (Audited)
<b>PARTICULARS</b>			
<b>A</b>	<b>EQUITY AND LIABILITIES</b>		
1	Shareholders' Funds		
	(a) Share Capital	799.93	799.93
	(b) Reserve and surplus	29,480.57	24,816.28
	<b>Sub-total-Shareholders' Fund</b>	<b>30,280.50</b>	<b>25,616.20</b>
2	Non-current Liabilities		
	(a) Long-term borrowing	-	2,110.87
	(b) Deferred tax liabilities (net)	1,423.82	1,419.91
	(c) Other long term liabilities	527.34	-
	(d) Long-term provisions	72.34	65.14
	<b>Sub-total- Non-current Liabilities</b>	<b>2,023.50</b>	<b>3,595.92</b>
3	Current Liabilities		
	(a) Short-term borrowings	-	2,000.00
	(b) Trade Payables	15,078.63	16,745.31
	(c) Other current Liabilities	3,909.10	4,041.36
	(d) Short-term provisions	1,901.91	2,222.97
	<b>Sub-total Current Liabilities</b>	<b>20,889.64</b>	<b>25,009.63</b>
	<b>TOTAL- EQUITY AND LIABILITIES</b>	<b>53,193.64</b>	<b>54,221.75</b>
<b>B</b>	<b>ASSETS</b>		
1	Non-current assets		
	(a) Fixed assets		
	Tangible Assets	24,394.93	24,275.80
	Intangible Assets	201.80	220.64
	Capital work in progress	744.15	1,118.86
	(b) Long term loans and advances	3,828.02	2,725.36
	(c) Other non-current assets	0.57	18.65
	<b>Sub-total-Non-current assets</b>	<b>29,169.47</b>	<b>28,359.32</b>
2	Current assets		
	(a) Current investments	2,000.00	300.00
	(b) Inventories	3,999.10	4,907.29
	(c) Trade receivables	14,161.00	17,596.75
	(d) Cash and cash equivalents	1,793.48	472.25
	(e) Short-term loans and advances	1,863.36	1,726.45
	(f) Other current assets	207.23	859.69
	<b>Sub-total-Current assets</b>	<b>24,024.17</b>	<b>25,862.43</b>
	<b>TOTAL ASSETS</b>	<b>53,193.64</b>	<b>54,221.75</b>
<b>Notes</b>			
1	The above financial results for the fourth quarter and Year ended March 31, 2013 were reviewed by the Audit Committee and thereafter were approved and taken on record by the Board of Directors in their meeting held on May 24, 2013.		
2	The Board of Directors at their meeting considered & recommended a dividend of Rs.3.00/- per Equity Share of Rs. 2 each for the financial year 2012-13. The dates of the Book Closure for the entitlement of dividend and Annual General Meeting shall be informed.		
3	Segment reporting: As the Company's business activities fall within a single primary business segment viz. auto components for two wheeler and four wheeler industry, the disclosure requirement of Accounting Standard (AS-17) 'Segment reporting' issued by the Institute of Chartered Accountants of India are not applicable.		
4	Tax expense is net off / is inclusive of deferred tax credit / charge and income tax credit for earlier years. The Company has provided for income tax liability after taking into accounts, the deductions available under Section 80IC of Income Tax Act, 1961 in respect of undertaking established.		
5	The Haryana State Industrial and Infrastructure Development Corporation Limited based on Hon'ble Supreme Court's final order has further demanded an amount of Rs. 1,318.35 lacs from the Company as land enhancement cost including interest in relation to Manesar land. Company has capitalised Rs. 704.01 lacs as land cost and charged off Rs. 614.34 lacs as interest cost (disclosed as exceptional item) during the year.		
6	The figures for the quarter ended 31st March, 2013 are the balancing figures between audited figures in respect of full financial year ended 31st March, 2013 and the unaudited published year to date figures upto the third quarter ended 31st December, 2012 which was subjected to a limited review.		
7	Mr. Tetsuo Terada, Joint Managing Director has resigned from the directorship of the Company w.e.f. April 24, 2013 and Mr. Isao Ito has been appointed as additional director and Joint Managing Director on May 24, 2013.		
8	Corresponding previous period/year figures have been regrouped/ recasted wherever applicable.		
		 For and on behalf of the Board ( BRIJMOHAN LALL MUNJAL ) CHAIRMAN	
	Place : New Delhi		
	Date : 24th May, 2013		