



MOTHERSON SUMI SYSTEMS LIMITED

Regd. Office: 2nd Floor, F-7, Block B-1, Mohan Cooperative Industrial Estate, Mathura Road, Delhi – 110044
UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012

(Rs. in Lakhs)

	Particulars	Three months ended 31/12/2012 Unaudited	Three months ended 30/09/2012 Unaudited	Three months ended 31/12/2011 Unaudited	Nine Months ended 31/12/2012 Unaudited	Nine Months ended 31/12/2011 Unaudited	Year ended 31/03/2012 Audited
1	Income from Operations						
(a)	Net Sales/Income from Operations (net of excise duty)	654,790	580,055	377,234	1,862,569	833,401	1,470,223
	- Within India	111,839	101,948	87,508	327,708	257,886	382,266
	- Outside India	542,951	478,107	289,726	1,534,861	575,515	1,087,957
(b)	Other Operating Income	11,469	8,997	6,846	31,543	14,834	20,535
	Total Income From Operations (Net)	666,259	589,052	384,080	1,894,112	848,235	1,490,758
2	Expenses						
(a)	Changes in inventory of Finished Goods, Work in Progress and Stock in Trade	6,235	(9,563)	5,339	(15,082)	2,371	11,687
(b)	Cost of Material Consumed	412,561	386,685	229,516	1,224,856	518,559	933,746
(c)	Purchases of stock-in-trade	8,742	3,935	4,997	14,401	9,831	8,909
(d)	Employees Benefits Expense	110,266	100,432	60,025	316,139	132,315	231,699
(e)	Depreciation & Amortisation Expenses (Refer Note 6a below)	19,612	16,684	10,458	52,723	23,677	37,964
(f)	Exchange Differences (net) on:						
	- Long Term Loans	6,584	(8,427)	6,275	15,625	12,217	3,911
	- Others	(193)	1,672	1,768	4,101	2,138	1,176
(g)	Other Expenses	77,509	66,564	58,601	216,329	120,462	197,274
	Total Expenses	641,316	557,982	376,979	1,829,092	821,570	1,426,366
3	Profit from Operations before Other Income, Finance Cost & Exceptional Items (1-2)	24,943	31,070	7,101	65,020	26,665	64,392
4	Other Income	477	384	356	1,243	1,020	1,351
5	Profit / (Loss) from ordinary activities	25,420	31,454	7,457	66,263	27,685	65,743
6	Finance Costs	6,239	6,330	4,138	19,169	8,590	16,485
7	Profit after Finance Costs but before Exceptional Items (5-6)	19,181	25,124	3,319	47,094	19,095	49,258
8	Exceptional Income / (Expenses) (Net)	-	-	(8,342)	-	(8,342)	(8,092)
9	Profit (+)/ Loss (-) from Ordinary Activities before tax (7+8)	19,181	25,124	(5,023)	47,094	10,753	41,166
10	Tax expense / (Credit)						
	- Current	8,941	7,333	5,449	24,446	14,337	20,180
	- Deferred	269	759	(372)	(256)	(597)	934
	- Fringe Benefit	148	119	104	383	245	417
11	Net Profit (+)/Loss(-) from Ordinary Activities after tax (9-10)	9,823	16,913	(10,204)	22,521	(3,232)	19,635
12	Extraordinary Item (net of tax)	-	-	-	-	-	-
13	Net Profit (+)/Loss(-) for the period before share of profit/(loss) of associates and minority interests (11-12)	9,823	16,913	(10,204)	22,521	(3,232)	19,635
14	Share of profit/(loss) of Associates	56	(49)	(107)	74	(102)	17
15	Minority Interests	(423)	3,106	(7,839)	(2,279)	(9,815)	(6,312)
16	Net Profit (+)/Loss(-) for the period (13+14-15)	10,302	13,758	(2,472)	24,874	6,481	25,964
17	Equity Share Capital including Share Capital Suspense account (Face Value :- Rs. 1/- per share) (Refer Notes 5 and 7 below)	5,880	3,920	3,875	5,880	3,875	3,920
18	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	-	182,286
19	Earnings Per Share before Extraordinary items (EPS) (in Rs.)						
(a)	Basic and diluted EPS before Extraordinary items (Refer Note 7 below)						
	- Basic	1.75	2.34	(0.42)	4.23	1.11	4.42
	- Diluted	1.75	2.34	(0.42)	4.23	1.11	4.42
(b)	Basic and diluted EPS before Extraordinary items (Refer Note 7 below)						
	- Basic	1.75	2.34	(0.42)	4.23	1.11	4.42
	- Diluted	1.75	2.34	(0.42)	4.23	1.11	4.42
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	- Number of Shares	202,302,036	134,848,689	134,860,081	202,302,036	134,860,081	134,827,983
	- Percentage of Shareholding	34.41%	34.40%	34.80%	34.41%	34.80%	34.79%
2	Promoters and promoter group shareholding						
a)	Pledged / Encumbered						
	- Number of shares ¹	95,235,000	67,950,000	66,600,000	95,235,000	66,600,000	70,400,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	24.70%	26.43%	26.36%	24.70%	26.36%	27.86%
	- Percentage of shares (as a % of the total share capital of the company)	16.20%	17.34%	17.19%	16.20%	17.19%	18.17%
b)	Non-encumbered						
	- Number of shares	290,409,204	189,165,471	186,083,719	290,409,204	186,083,719	182,315,817
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	75.31%	73.57%	73.64%	75.31%	73.64%	72.14%
	- Percentage of shares (as a % of the total share capital of the company)	49.39%	48.26%	48.01%	49.39%	48.01%	47.04%

B	Investors complaints received and disposed off during the quarter ended December 31, 2012:	No's.
	Complaints pending at the beginning of the quarter	0
	Complaints received during the quarter	14
	Disposal of complaints	14
	Complaints lying unresolved at the end of the quarter	0

¹ Includes 41,400,000 shares for which, as per information submitted by Samvardhana Motherson International Limited (SMIL) (formerly known as Samvardhana Motherson Finance Limited), SMIL has executed Non-disposal Undertakings (NDU).





MOTHERSON SUMI SYSTEMS LIMITED

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UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012
SEGMENT REPORTING

(Rs. in Lakhs)

Particulars	Consolidated					
	Three months ended 31/12/2012	Three months ended 30/09/2012	Three months ended 31/12/2011	Nine Months ended 31/12/2012	Nine Months ended 31/12/2011	Year ended 31/03/2012
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1 Segment Revenue						
(a) Automotive	651,447	572,488	371,814	1,847,515	811,198	1,437,221
(b) Non Automotive	15,311	17,104	12,562	48,352	38,335	55,720
(c) Unallocated	957	570	944	1,957	1,895	2,443
Total	667,715	590,162	385,320	1,897,824	851,428	1,495,384
Less: Inter Segment Revenue	1,269	1,009	914	3,277	2,720	4,450
Net Sales/Income from Operations	666,446	589,153	384,406	1,894,547	848,708	1,490,934
2 Segment Results						
(a) Automotive	28,859	21,717	9,249	77,603	31,524	53,429
(b) Non Automotive	1,725	2,151	1,004	5,685	3,504	6,258
(c) Unallocated	-	-	-	-	-	-
Total	30,584	23,868	10,253	83,288	35,028	59,687
Less i) Interest (Net)	5,948	6,046	9,927	18,360	13,861	15,310
ii) Other unallocable expenditure (Net of Unallocable Income)	5,455	(7,302)	5,349	17,834	10,414	3,211
(d) Profit/(loss) of Associate	56	(49)	(107)	74	(102)	17
Total Profit Before Tax	19,237	25,075	(5,130)	47,168	10,651	41,183
3 Capital Employed						
(a) Automotive	752,626	720,335	679,238	752,626	679,238	659,679
(b) Non Automotive	24,197	22,639	19,360	24,197	19,360	23,729
(c) Others (Including Investments)	636	(2,299)	(1,769)	636	(1,769)	23,569
Total Segment Capital Employed	777,459	740,675	696,829	777,459	696,829	706,977

Notes:

- The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meetings held on February 11, 2013 and February 12, 2013 respectively.
- At one of the Company's joint ventures, in view of rates of taxes on purchase of input goods being higher than those recovered on the finished goods, the balances of cenvat recoverable are accumulating for which plan for utilisation is under preparation. In the absence of such plan being in place, the auditors of the joint venture are not able to assess the recoverability of such balances and necessary provision, if any. This has, therefore, an impact on the consolidated results of the Company and the proportionate amount of such accumulated balances, which relate to the Company of Rs 1,069 lakhs as on December 31, 2012. The limited review report of the statutory auditors on the consolidated financial results of the Company is qualified in respect of this matter.
As explained above, the management of the joint venture company is in the process of finalization of business plan, which inter alia covers the utilisation of such balances, the implementation of the same will address the issue.
- The Company operates in two primary business segments, viz Automotive and Non Automotive, determined on the basis of nature of products and services.
- The Consolidated results include results of Samvardhana Motherson B.V. (SMBV) which acquired stake in Peguform GmbH and Peguform Iberica, SL on November 23, 2011, hence the figures of the current period are not strictly comparable with corresponding periods. The Company and Samvardhana Motherson International Limited (SMIL) hold directly or indirectly 51% and 49% respectively in SMBV. Further during the quarter the Company through its subsidiaries has acquired 3.72% stake in Peguform Group (SMP Deutschland GmbH and SMP Automotive Technology Iberica S.L.) thereby increasing its stake in the Peguform Group from 80% to 83.72% and in lieu transferred the 50% stake held in Wethje Group to Cross Industries at the cost of acquisition. The summary of SMP Group results included in the consolidated results is as under:

Particulars	Three months ended 31/12/2012	Three months ended 30/09/2012	Three months ended 31/12/2011	Nine Months ended 31/12/2012	Nine Months ended 31/12/2011	Year ended 31/03/2012
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Net Sales (Euro in millions)	474.39	428.09	166.51	1,376.55	166.51	676.84
						(Rs. in Lakhs)
Net Sales	333,235	295,357	115,105	957,141	115,105	452,788
Profit Before Interest, Tax, Depreciation & Exceptional Items*	8,030	16,699	(1,643)	26,776	(1,643)	8,908
Interest (net)	3,112	3,438	1,187	10,125	1,187	6,540
Depreciation & Amortisation Expenses	8,738	7,861	2,994	24,429	2,994	8,476
Profit Before Tax & Exceptional Items*	(3,820)	5,400	(5,824)	(7,778)	(5,824)	(6,108)
Exceptional Items (net)	-	-	7,891	-	7,891	7,637
Profit Before Tax after Exceptional Items*	(3,820)	5,400	(13,715)	(7,778)	(13,715)	(13,745)
Profit After Tax	(5,604)	3,250	(16,230)	(13,815)	(16,230)	(15,940)
Concern share	(3,392)	793	(7,578)	(9,320)	(7,578)	(7,998)
*after exchange fluctuation loss/(gain) on long term loans	5,181	(5,736)	2,069	11,155	2,069	(2,989)

- The Company has issued 4,420,360 new equity shares on April 23, 2012 to the shareholders of erstwhile Sumi Motherson Innovative Engineering Limited (SMIEL) (which was merged with the Company w.e.f. April 1, 2011, as part of a scheme on amalgamation) that became effective on March 31, 2012, thereby increasing its equity capital to Rs. 3,919.64 Lakhs.
- The Consolidated results include results of Samvardhana Motherson Reflectec Group Holdings Limited (SMR) which had acquired all the subsidiaries of Visiocrp Plc.(in administration) on March 06, 2009. The summary of SMR results included in the consolidated results is as under:

Particulars	Three months ended 31/12/2012	Three months ended 30/09/2012	Three months ended 31/12/2011	Nine Months ended 31/12/2012	Nine Months ended 31/12/2011	Year ended 31/03/2012
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Net Sales (Euro in millions)	262.45	229.34	223.61	723.57	619.90	860.04
						(Rs. in Lakhs)
Net Sales	184,210	158,264	152,461	503,107	408,223	566,521
- Within India	7,346	7,239	5,694	21,720	18,807	25,453
- Outside India	176,864	151,025	146,767	481,387	389,416	541,068
Profit Before Interest, Tax, Depreciation & Exceptional Items*	13,296	8,168	7,002	28,320	15,862	26,690
Interest (net)	1,295	1,321	1,035	3,932	2,517	3,372
Depreciation & Amortisation Expenses (Refer Note a below)	5,800	4,176	3,550	13,924	9,833	13,583
Profit Before Tax & Exceptional Items*	6,201	2,671	2,417	10,464	3,512	9,735
Exceptional Items (net)	-	-	-	-	-	-
Profit Before Tax after Exceptional Items*	6,201	2,671	2,417	10,464	3,512	9,735
Profit After Tax	3,272	1,204	1,985	4,173	(1,280)	3,848
Concern share	1,532	611	933	1,974	(610)	1,783
*after exchange fluctuation loss/(gain) on long term loans	(322)	(258)	471	604	2,097	1,379

a) Includes Rs. 1,391 Lakhs being provision for impairment loss in respect of one of the subsidiaries considered in the consolidated financial results for the quarter and nine months ended December 31, 2012.

- Consequent to the approval accorded by the shareholders the Company has allotted 195,982,080 shares on October 5, 2012 as Bonus Shares in the proportion of 1 share for every 2 shares. The aforesaid Bonus Shares were admitted to trading by the stock exchanges with effect from October 9, 2012. Accordingly, the basic and diluted earnings per share has been adjusted for all the periods presented.
- The figures of previous periods have been re-grouped, wherever necessary, to conform to the current periods classification.



By Order of the Board of Directors
For Motherson Sumi Systems Limited

V. Sehgal
V. SEHGAL
Director



MOTHERSON SUMI SYSTEMS LIMITED

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UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012

(Rs. in Lakhs)

	Particulars	Three months ended 31/12/2012 Unaudited	Three months ended 30/09/2012 Unaudited	Three months ended 31/12/2011 Unaudited	Nine Months ended 31/12/2012 Unaudited	Nine Months ended 31/12/2011 Unaudited	Year ended 31/03/2012 Audited
1	Income from Operations						
(a)	Net Sales/Income from Operations (net of excise duty)	104,086	94,740	82,024	303,313	233,599	352,890
	- Within India	89,591	80,232	70,395	260,950	203,339	304,087
	- Outside India	14,495	14,508	11,629	42,363	30,260	48,803
(b)	Other Operating Income	2,367	1,604	1,701	5,650	4,044	5,856
	Total Income From Operations (Net)	106,453	96,344	83,725	308,963	237,643	358,746
2	Expenses						
(a)	Changes in inventory of Finished Goods, Work in Progress and Stock in Trade	(1,265)	(12)	316	(5,011)	(729)	(1,028)
(b)	Cost of Material Consumed	61,157	54,846	44,764	180,899	136,241	207,284
(c)	Purchases of stock-in-trade	1,115	3,939	4,997	6,774	9,831	8,909
(d)	Employees Benefits Expense	11,378	10,446	7,876	32,759	23,245	34,538
(e)	Depreciation & Amortisation Expenses	3,579	3,404	2,627	10,240	7,308	11,725
(f)	Exchange Differences on - Long Term Loans	1,725	(2,433)	3,735	3,866	8,051	5,521
	- Others	(895)	(490)	746	167	593	(1,208)
(g)	Other Expenses	13,919	12,552	12,321	41,168	33,958	51,328
	Total Expenses	90,713	82,252	77,382	270,862	218,498	317,069
3	Profit from Operations before Other Income, Finance Cost & Exceptional Items (1-2)	15,740	14,092	6,343	38,101	19,145	41,677
4	Other Income	1,511	2,096	2,620	5,730	5,997	7,748
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	17,251	16,188	8,963	43,831	25,142	49,425
6	Finance Costs	1,421	1,382	1,624	4,070	4,350	5,975
7	Profit after Finance Costs but before Exceptional Items (5-6)	15,830	14,806	7,339	39,761	20,792	43,450
8	Exceptional Income / (Expenses) (Net)	-	-	-	-	-	-
9	Profit (+)/ Loss (-) from Ordinary Activities before tax (7+8)	15,830	14,806	7,339	39,761	20,792	43,450
10	Tax expense / (Credit)						
	- Current	4,587	2,931	2,970	11,595	7,610	11,881
	- Deferred	(445)	1,144	(1,117)	(878)	(2,012)	(148)
	- Fringe Benefit	-	-	-	-	-	-
11	Net Profit (+)/Loss(-) from Ordinary Activities after tax (9-10)	11,688	10,731	5,486	29,044	15,194	31,717
12	Extraordinary Item (net of tax)	-	-	-	-	-	-
13	Net Profit (+)/Loss(-) for the period before share of profit/(loss) of associates and minority interests (11-12)	11,688	10,731	5,486	29,044	15,194	31,717
14	Share of profit/(loss) of Associates	-	-	-	-	-	-
15	Minority Interests	-	-	-	-	-	-
16	Net Profit (+)/Loss(-) for the period (13+14-15)	11,688	10,731	5,486	29,044	15,194	31,717
17	Equity Share Capital including Share Capital Suspense account (Face Value :- Rs. 1/- per share) (Refer Note 3 and 4 below)	5,880	3,920	3,875	5,880	3,875	3,920
18	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	-	123,675
19	Earnings Per Share before Extraordinary items (EPS) (in Rs.)						
(a)	Basic and diluted EPS before Extraordinary items (Refer Note 4 below)						
	- Basic	1.99	1.82	0.94	4.94	2.60	5.39
	- Diluted	1.99	1.82	0.94	4.94	2.60	5.39
(b)	Basic and diluted EPS before Extraordinary items (Refer Note 4 below)						
	- Basic	1.99	1.82	0.94	4.94	2.60	5.39
	- Diluted	1.99	1.82	0.94	4.94	2.60	5.39
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	- Number of Shares	202,302,036	134,848,689	134,860,081	202,302,036	134,860,081	134,827,983
	- Percentage of Shareholding	34.41%	34.40%	34.80%	34.41%	34.80%	34.79%
2	Promoters and promoter group shareholding						
a)	Pledged / Encumbered						
	- Number of shares ¹	95,235,000	67,950,000	66,600,000	95,235,000	66,600,000	70,400,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	24.70%	26.43%	26.36%	24.70%	26.36%	27.86%
	- Percentage of shares (as a % of the total share capital of the company)	16.20%	17.34%	17.19%	16.20%	17.19%	18.17%
b)	Non-encumbered						
	- Number of shares	290,409,204	189,165,471	186,083,719	290,409,204	186,083,719	182,315,817
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	75.31%	73.57%	73.64%	75.31%	73.64%	72.14%
	- Percentage of shares (as a % of the total share capital of the company)	49.39%	48.26%	48.01%	49.39%	48.01%	47.04%

B	Investors complaints received and disposed off during the quarter ended December 31, 2012:	No's.
	Complaints pending at the beginning of the quarter	0
	Complaints received during the quarter	14
	Disposal of complaints	14
	Complaints lying unresolved at the end of the quarter	0

¹ Includes 41,400,000 shares for which, as per information submitted by Samvardhana Motherson International Limited (SMIL) (formerly known as Samvardhana Motherson Finance Limited), SMIL has executed Non-disposal Undertakings (NDU).



**MOTHERSON SUMI SYSTEMS LIMITED**

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UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012**SEGMENT REPORTING***(Rs. in Lakhs)*

Particulars	Standalone					
	Three months ended 31/12/2012 Unaudited	Three months ended 30/09/2012 Unaudited	Three months ended 31/12/2011 Unaudited	Nine Months ended 31/12/2012 Unaudited	Nine Months ended 31/12/2011 Unaudited	Year ended 31/03/2012 Audited
1 Segment Revenue						
(a) Automotive	98,337	88,365	77,575	285,743	218,268	330,156
(b) Non Automotive	9,224	8,840	6,971	26,094	21,627	32,332
(c) Unallocated	1,583	2,178	2,675	5,915	6,161	7,960
Total	109,144	99,383	87,221	317,752	246,056	370,448
Less: Inter Segment Revenue	1,269	1,009	914	3,277	2,720	4,450
Net Sales/Income from Operations	107,875	98,374	86,307	314,475	243,336	365,998
2 Segment Results						
(a) Automotive	15,391	10,032	9,344	39,115	24,658	41,331
(b) Non Automotive	1,018	988	641	2,616	2,069	3,949
(c) Unallocated	-	-	-	-	-	-
Total	16,409	11,020	9,985	41,731	26,727	45,280
Less i) Interest (Net)	1,331	1,314	1,586	3,851	4,045	5,477
ii) Other unallocable expenditure (Net of Unallocable Income)	(752)	(5,100)	1,060	(1,881)	1,890	(3,647)
Profit of Associate	-	-	-	-	-	-
Total Profit Before Tax	15,830	14,806	7,339	39,761	20,792	43,450
3 Capital Employed						
(a) Automotive	201,509	196,967	165,596	201,509	165,596	186,196
(b) Non Automotive	15,532	13,696	11,678	15,532	11,678	13,890
(c) Others (Including Investments)	40,358	33,377	41,871	40,358	41,871	39,305
Total Segment Capital Employed	257,399	244,040	219,145	257,399	219,145	239,391

Notes:

- The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meetings held on February 11, 2013 and February 12, 2013 respectively.
- The Company operates in two primary business segments, viz Automotive and Non Automotive, determined on the basis of nature of products and services.
- The Company has issued 4,420,360 new equity shares on April 23, 2012 to the shareholders of erstwhile Sumi Motherson Innovative Engineering Limited (SMIEL) (which was merged with the Company w.e.f. April 1, 2011, as part of a scheme on amalgamation) that became effective on March 31, 2012, thereby increasing its equity capital to Rs. 3,919.64 Lakhs.
- Consequent to the approval accorded by the shareholders the Company has allotted 195,982,080 shares on October 5, 2012 as Bonus Shares in the proportion of 1 share for every 2 shares. The aforesaid Bonus Shares were admitted to trading by the stock exchanges with effect from October 9, 2012. Accordingly, the basic and diluted earnings per share has been adjusted for all the periods presented.
- The figures of previous periods have been re-grouped, wherever necessary, to conform to the current periods classification.

By Order of the Board of Directors
For Motherson Sumi Systems Limited*L V Sehgal*
L V SEHGAL
DirectorPlace : Noida
Date: February 12, 2013

The Board of Directors
Motherson Sumi Systems Limited
C-14, A&B, Sector-1
Noida 201 301

1. We have reviewed the consolidated results of Motherson Sumi Systems Limited, its subsidiaries, jointly controlled entities and associate companies hereinafter referred to as the "Group" for the quarter ended December 31, 2012 which are included in the accompanying "UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012" (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in Motherson Sumi Systems Limited which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Group's Management pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Group's Management and has been approved by the Board of Directors Motherson Sumi Systems Limited. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.
3. A review is limited primarily to inquiries of group's personnel and analytical procedures applied to group's financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in Motherson Sumi Systems Limited in the Statement from the disclosures made by the Group's Management and are, therefore, not expressing a review opinion thereon.
5. We did not review the financial statements of ten subsidiaries and three jointly controlled entities considered in the preparation of the Statement and which constitute total assets of Rs 801,052 lacs and net assets of Rs 105,162 lacs as at December 31, 2012, total revenue of Rs. 486,416 lacs and net profit of Rs 2,008 lacs for the quarter. These financial results and other financial information have been reviewed by other auditors whose reports have been furnished to us, and our opinion on the Statement to the extent they have been derived from such financial results/statements is based solely on the report of such other auditors.
6. In respect of a joint venture company, as explained in Note 2 to the consolidated financial results for the quarter ended December 31, 2012, the auditors of the joint venture have reported in their review report that the special purpose financial information of the joint venture includes an amount of Rs 2,182 lacs, proportionate share of the group being Rs 1,069 lacs, towards amounts recoverable of CENVAT, for which a plan of utilisation is under preparation by the management, in view of the rates of taxes on purchased goods being higher than those recovered on the finished goods. As represented to the auditors of the joint venture, the business plan is under preparation by the management and in the absence of the same, they are not able to assess the recoverability of these balances and necessary provision, if any.



7. Based on our review conducted as above, and on consideration of reports of other auditors on financial information of the components of the Group as referred to above, *except for the possible effect of the matter stated in paragraph 6 above, the impact of which is presently unascertainable*, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Price Waterhouse
Firm Registration Number: FRN
012754N
Chartered Accountants



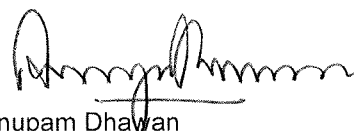
Anupam Dhawan
Partner
Membership Number: 084451

Place: Noida
Date: February 12, 2013

The Board of Directors
Motherson Sumi Systems Limited
C-14, A & B, Sector-1
Noida – 201301

1. We have reviewed the results of Motherson Sumi Systems Limited (the "Company") for the quarter ended December 31, 2012 which are included in the accompanying "UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2012" (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.
3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in the Statement from the disclosures made by the Management and are, therefore, not expressing a review opinion thereon.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Price Waterhouse
Firm Registration Number: 012754N
Chartered Accountants



Anupam Dhawan
Partner
Membership Number: 084451

Place: Noida
Date: February 12, 2013