

Date: 28<sup>th</sup> May, 2013

|                                                                                                              |                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Bombay Stock Exchange Ltd.</b><br>Phiroze Jeejeebhoy Towers<br>Dalal Street, Fort<br>Mumbai – 400 001 | <b>The National Stock Exchange of India Ltd.</b><br>Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1,<br>G Block, Bandra Kurla Complex,<br>Bandra (East), Mumbai – 400 051 |
|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Company Code: 505160 / TALBROAUTO**

**Sub: Compliance of Clause No. 16, 20 & 41 of the Listing Agreement.**

Dear Sir/Madam,

The Board of Directors in its meeting held today i.e. on 28<sup>th</sup> May, 2012 have, inter-alia, approved and taken on record the Audited Financial Results of the Company for the Financial Year ended on 31<sup>st</sup> March, 2013 along with consolidated financial figures of Nippon Leakless Talbros Pvt. Ltd., Magneti Marelli Talbros Chassis Systems Pvt. Ltd., and Talbros Marugo Rubber Pvt. Ltd., i.e. the Joint Venture Companies as per Accounting Standard AS-27. A Statement containing Audited Financial Results in the prescribed format is enclosed herewith.

Further, the Board of Directors have also approved the following:

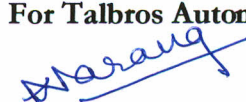
- Recommendation for approval by members at the ensuing Annual General Meeting, payment of dividend on Equity Shares of Rs. 10/- each @ Rs 1.20 per equity share for the financial year ended on 31<sup>st</sup> March, 2013 on the entire paid up share capital of 12345630 shares aggregating to Rs. 1,48,14,756/-. The dividend, if approved by the shareholders will be paid on or after 19<sup>th</sup> September, 2013;
- Convening the 56<sup>th</sup> Annual General Meeting of the Members of the company on Monday, 16<sup>th</sup> September, 2013; and
- Closure of Register of Members and Share Transfer book of the Company from 9<sup>th</sup> September 2013 to 16<sup>th</sup> September 2013 (both days inclusive) for the purpose of AGM and payment of dividend.

The above is for information to all concerned.

Thanking You,

Yours faithfully

**For Talbros Automotive Components Limited**

  
**Seema Narang**  
Company Secretary

Encl: As above

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER/ YEAR ENDED 31ST MARCH, 2013

| PART I             |                                                                                                | (Rs. in lacs)                        |                |                |                 |  |                |                |                 |                 |                 |
|--------------------|------------------------------------------------------------------------------------------------|--------------------------------------|----------------|----------------|-----------------|--|----------------|----------------|-----------------|-----------------|-----------------|
| S.No.              | Particulars                                                                                    | Stand Alone                          |                |                |                 |  | Consolidated   |                |                 |                 |                 |
|                    |                                                                                                | Quarter Ended                        |                | Year Ended     |                 |  | Quarter Ended  |                | Year Ended      |                 |                 |
|                    |                                                                                                | 31st Mar.                            | 31st Dec.      | 31st Mar.      | 31st Mar.       |  | 31st Mar.      | 31st Dec.      | 31st Mar.       | 31st Mar.       |                 |
|                    |                                                                                                | 2013                                 | 2012           | 2012           | 2013            |  | 2013           | 2012           | 2012            | 2013            | 2012            |
|                    |                                                                                                | Unaudited                            | Unaudited      | Unaudited      | Audited         |  | Unaudited      | Unaudited      | Unaudited       | Audited         | Audited         |
| 1                  | <b>Income from Operations</b>                                                                  |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | (a) Net Sales from operations<br>(Net of excise duty)                                          | 7403.98                              | 6704.61        | 9040.59        | 29524.43        |  | 8658.65        | 7796.97        | 9849.79         | 34128.91        | 37301.09        |
|                    | (b) Other operating income                                                                     | 0.00                                 | 0.00           | 164.84         | 0.00            |  | 0.00           | 0.00           | 170.57          | 0.00            | 0.00            |
|                    | <b>Total Income from Operations (Net)</b>                                                      | <b>7403.98</b>                       | <b>6704.61</b> | <b>9205.43</b> | <b>29524.43</b> |  | <b>8658.65</b> | <b>7796.97</b> | <b>10020.36</b> | <b>34128.91</b> | <b>37301.09</b> |
| 2                  | <b>Expenses</b>                                                                                |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | a. Cost of materials consumed                                                                  | 3628.28                              | 4066.28        | 5640.26        | 16525.53        |  | 4345.05        | 4799.88        | 6244.34         | 19540.09        | 21633.03        |
|                    | b. Purchases of Stock in Trade                                                                 | 21.10                                | 37.04          | 55.71          | 124.14          |  | 119.47         | 37.04          | 55.71           | 222.51          | 160.95          |
|                    | c. Changes in inventories of finished goods,<br>work-in-progress and stock in trade            | 383.46                               | (572.04)       | 111.35         | (645.13)        |  | 240.11         | (579.70)       | 70.42           | (784.65)        | (630.12)        |
|                    | d. Employee benefits expense                                                                   | 872.61                               | 881.76         | 875.95         | 3572.57         |  | 909.16         | 973.54         | 924.02          | 3894.99         | 4077.28         |
|                    | e. Depreciation and amortisation expense                                                       | 180.92                               | 245.14         | 275.18         | 943.44          |  | 212.50         | 262.35         | 286.56          | 1034.20         | 1122.84         |
|                    | f. Other Expenditure                                                                           | 1839.78                              | 1493.80        | 1320.67        | 6577.86         |  | 2253.83        | 1576.74        | 1368.86         | 7345.97         | 7788.80         |
|                    | <b>Total Expenses</b>                                                                          | <b>6926.15</b>                       | <b>6151.98</b> | <b>8279.12</b> | <b>27098.41</b> |  | <b>8080.12</b> | <b>7069.85</b> | <b>8949.91</b>  | <b>31253.11</b> | <b>34152.78</b> |
| 3                  | <b>Profit from Operations before<br/>Other Income, Finance Costs</b>                           | <b>477.83</b>                        | <b>552.63</b>  | <b>926.31</b>  | <b>2426.02</b>  |  | <b>578.53</b>  | <b>727.12</b>  | <b>1070.45</b>  | <b>2875.80</b>  | <b>3148.31</b>  |
| 4                  | Other Income                                                                                   | 317.50                               | 184.35         | 24.44          | 624.09          |  | 367.33         | 162.83         | 24.44           | 623.36          | 393.97          |
| 5                  | <b>Profit/(Loss) from ordinary activities before<br/>Finance Cost (3 + 4)</b>                  | <b>795.33</b>                        | <b>736.98</b>  | <b>950.75</b>  | <b>3050.11</b>  |  | <b>945.86</b>  | <b>889.95</b>  | <b>1094.89</b>  | <b>3499.16</b>  | <b>3542.28</b>  |
| 6                  | Finance Costs                                                                                  | 492.72                               | 518.56         | 548.13         | 2047.94         |  | 502.16         | 519.04         | 547.78          | 2058.29         | 1990.98         |
| 7                  | <b>Profit/(Loss) from ordinary activities after<br/>Finance Costs but before Tax (5 - 6)</b>   | <b>302.61</b>                        | <b>218.42</b>  | <b>402.62</b>  | <b>1002.17</b>  |  | <b>443.70</b>  | <b>370.91</b>  | <b>547.11</b>   | <b>1440.87</b>  | <b>1551.30</b>  |
| 8                  | <b>Tax Expense</b>                                                                             |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | a. Current Tax/MAT                                                                             | 62.00                                | 43.00          | 30.50          | 202.00          |  | 104.98         | 73.46          | 59.23           | 308.59          | 261.43          |
|                    | b. Deferred Tax                                                                                | (97.18)                              | 0.00           | 23.14          | (97.18)         |  | (110.75)       | 0.00           | 33.32           | (110.75)        | 33.32           |
|                    | c. For earlier years                                                                           | 5.55                                 | 0.00           | (3.86)         | 5.55            |  | 7.20           | 0.00           | (13.70)         | 7.20            | (13.71)         |
|                    | d. MAT Credit available                                                                        | (12.00)                              | (43.00)        | (30.50)        | (152.00)        |  | (11.52)        | (38.44)        | (30.63)         | (152.00)        | (167.63)        |
|                    | e. Total                                                                                       | (41.63)                              | 0.00           | 19.28          | (41.63)         |  | (10.09)        | 35.02          | 48.22           | 53.04           | 113.41          |
| 9                  | <b>Net Profit/(Loss) from Ordinary<br/>activities after tax (7 - 8)</b>                        | <b>344.24</b>                        | <b>218.42</b>  | <b>383.34</b>  | <b>1043.80</b>  |  | <b>453.79</b>  | <b>335.89</b>  | <b>498.89</b>   | <b>1387.83</b>  | <b>1437.89</b>  |
| 10                 | Extraordinary Items (Net of<br>Tax Expense)                                                    | 0.00                                 | 0.00           | 0.00           | 0.00            |  | 0.00           | 0.00           | 0.00            | 0.00            | 0.00            |
| 11                 | <b>Net Profit/(Loss) for the<br/>period (9 + 10)</b>                                           | <b>344.24</b>                        | <b>218.42</b>  | <b>383.34</b>  | <b>1043.80</b>  |  | <b>453.79</b>  | <b>335.89</b>  | <b>498.89</b>   | <b>1387.83</b>  | <b>1437.89</b>  |
| 12                 | Paid up Equity Share Capital<br>(Rs. 10/- per share)                                           | 1234.56                              | 1234.56        | 1234.56        | 1234.56         |  | 1234.56        | 1234.56        | 1234.56         | 1234.56         | 1234.56         |
| 13                 | Reserves excluding revaluation reserve                                                         |                                      |                |                | 8715.14         |  |                |                |                 | 9362.84         | 8426.13         |
| 14                 | Earnings Per Share (of Rs. 10 each)                                                            |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | - Basic/Diluted EPS before Extra<br>Ordinary Items (not annualised)                            | 2.79                                 | 1.77           | 3.11           | 8.45            |  | 3.68           | 2.72           | 4.04            | 11.24           | 11.65           |
|                    | - Basic/Diluted EPS after Extra<br>Ordinary Items (not annualised)                             | 2.79                                 | 1.77           | 3.11           | 8.45            |  | 3.68           | 2.72           | 4.04            | 11.24           | 11.65           |
|                    | See accompanying notes to the financial results                                                |                                      |                |                |                 |  |                |                |                 |                 |                 |
| <b>PART II</b>     |                                                                                                |                                      |                |                |                 |  |                |                |                 |                 |                 |
| A.                 | <b>PARTICULARS OF SHAREHOLDING</b>                                                             |                                      |                |                |                 |  |                |                |                 |                 |                 |
| 1                  | Public Shareholding                                                                            |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | - Number of shares                                                                             | 6659499                              | 6659499        | 6735443        | 6639471         |  | 6659499        | 6659499        | 6735443         | 6659499         | 6735443         |
|                    | - Percentage of shareholding                                                                   | 53.94%                               | 53.94%         | 54.56%         | 53.78%          |  | 53.94%         | 53.94%         | 54.56%          | 53.94%          | 54.56%          |
| 2                  | Promoters & Promoter Group Shareholding                                                        |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | a) Pledged/Encumbered                                                                          |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | - Number of shares                                                                             | NIL                                  | NIL            | NIL            | NIL             |  | NIL            | NIL            | NIL             | NIL             | NIL             |
|                    | - Percentage of Shares (as a % of<br>the total shareholding of promoter<br>and promoter group) | 0.00%                                | 0.00%          | 0.00%          | 0.00%           |  | 0.00%          | 0.00%          | 0.00%           | 0.00%           | 0.00%           |
|                    | -Percentage of Shares (as a % of<br>the total share capital of the Company)                    | 0.00%                                | 0.00%          | 0.00%          | 0.00%           |  | 0.00%          | 0.00%          | 0.00%           | 0.00%           | 0.00%           |
|                    | b) Non-encumbered                                                                              |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | - Number of shares                                                                             | 5686131                              | 5686131        | 5610187        | 5706159         |  | 5686131        | 5686131        | 5610187         | 5686131         | 5610187         |
|                    | - Percentage of Shares (as a % of<br>the total shareholding of promoter<br>and promoter group) | 100.00%                              | 100.00%        | 100.00%        | 100.00%         |  | 100.00%        | 100.00%        | 100.00%         | 100.00%         | 100.00%         |
|                    | -Percentage of Shares (as a % of<br>the total share capital of the Company)                    | 46.06%                               | 46.06%         | 45.44%         | 46.22%          |  | 46.06%         | 46.06%         | 45.44%          | 46.06%          | 45.44%          |
| <b>Particulars</b> |                                                                                                | <b>Quarter ended 31st March 2013</b> |                |                |                 |  |                |                |                 |                 |                 |
| B.                 | <b>INVESTOR COMPLAINTS</b>                                                                     |                                      |                |                |                 |  |                |                |                 |                 |                 |
|                    | Pending at the beginning of the quarter                                                        |                                      |                |                |                 |  |                | 0              |                 |                 |                 |
|                    | Received during the quarter                                                                    |                                      |                |                |                 |  |                | 9              |                 |                 |                 |
|                    | Disposed off during the quarter                                                                |                                      |                |                |                 |  |                | 9              |                 |                 |                 |
|                    | Remaining unresolved at the end of the quarter                                                 |                                      |                |                |                 |  |                | 0              |                 |                 |                 |

**Notes:**

- The above consolidated financial results were reviewed by the Audit Committee and approved by the Board of Directors in their meetings held on 28th May, 2013 and have been audited by the Statutory Auditors of the Company.
- The consolidated results are prepared on the basis of proportionate consolidation as per the Accounting Standard (AS-27) after considering financial results of the JV Companies, Nippon Leakless Talbros Pvt. Ltd., Magneti Marelli Talbros Chassis Systems Pvt. Ltd., and Talbros Marugo Ruber Pvt. Ltd.
- The Company's operations comprise of two segments viz 'Auto Components and Parts' and 'IT Activities'. In terms of the disclosure requirements of the Accounting Standard (AS-17), 'Segment Reporting', the IT Segment does not fall under the purview of Reportable Segment.
- In view of transfer of Stamping business to the JV company, Magneti Marelli Talbros Chassis Systems Pvt. Ltd. under slump sale effective from 1st April, 2012, the figures for the quarter/year ended 31st March, 2013 are not comparable with the corresponding quarter/year ended 31st March, 2012.
- The Board at its meeting held on 14th August, 2012 approved the sale & transfer of Rubber business of the company (other than Rubberised gaskets) on a going concern basis to a separate joint venture company, Talbros Marugo Rubber Pvt. Ltd. by way of slump sale. It has been duly approved by the shareholders on 29th September, 2012 and the joint venture company has started its operations during January 2013. In view of this, the figures for the quarter/period ended 31st March, 2013 are not comparable with the corresponding quarter/year ended 31st March, 2012.
- Figures of the quarter ended 31st March, 2013 and 31st March, 2012 are the balancing figures between audited figures in respect of full financial year and published figures upto the third quarter of the relevant financial year.
- Figures for the corresponding previous period/year have been regrouped and re-arranged, wherever considered necessary.
- Standalone Results are available for persual on Company's Website, www.talbro.com as well as on Stock Exchange Website, www.nseindia.com & www.bseindia.com. The key financials on standalone basis are as under:-

| Particulars            | (Rs. in lacs)                 |                               |                                |                             |                             |
|------------------------|-------------------------------|-------------------------------|--------------------------------|-----------------------------|-----------------------------|
|                        | Quarter Ended 31st March 2013 | Quarter Ended 31st Dec., 2012 | Quarter Ended 31st March, 2012 | Year Ended 31st March, 2013 | Year Ended 31st March, 2012 |
|                        | (Unaudited)                   | (Unaudited)                   | (Unaudited)                    | (Audited)                   | (Audited)                   |
| Income from Operations | 7403.98                       | 6704.61                       | 9205.43                        | 29524.43                    | 34352.84                    |
| Profit Before Tax      | 302.61                        | 218.42                        | 402.62                         | 1002.17                     | 1081.85                     |
| Profit After Tax       | 344.24                        | 218.42                        | 383.34                         | 1043.80                     | 1062.57                     |

9. Statement of Assets and Liabilities :-

| Particulars                        | (Rs. in lacs)                    |                                  |                                  |                                  |
|------------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                                    | Standalone                       |                                  | Consolidated                     |                                  |
|                                    | As at 31st March, 2013 (Audited) | As at 31st March, 2012 (Audited) | As at 31st March, 2013 (Audited) | As at 31st March, 2012 (Audited) |
| <b>EQUITY AND LIABILITIES</b>      |                                  |                                  |                                  |                                  |
| 1. Shareholder's Fund              |                                  |                                  |                                  |                                  |
| (a) Share Capital                  | 1234.56                          | 1234.56                          | 1234.56                          | 1234.56                          |
| (b) Reserves & Surplus             | 8766.52                          | 7895.68                          | 9414.22                          | 8478.29                          |
| 2. Non Current Liabilities         |                                  |                                  |                                  |                                  |
| (a) Long Term Borrowings           | 2506.76                          | 3271.64                          | 2571.82                          | 3271.64                          |
| (b) Deferred Tax Liabilities (Net) | 611.32                           | 708.50                           | 643.51                           | 754.26                           |
| (c) Other Long Term Liabilities    | 113.03                           | 0.00                             | 113.03                           | 0.00                             |
| (d) Long Term Provisions           | 381.12                           | 322.71                           | 399.20                           | 324.89                           |
| 3. Current Liabilities             |                                  |                                  |                                  |                                  |
| (a) Short Term Borrowings          | 7560.28                          | 6781.48                          | 7570.36                          | 6781.48                          |
| (b) Trade Payable                  | 6412.52                          | 7519.55                          | 7613.21                          | 8251.81                          |
| (c) Other Current Liabilities      | 2948.59                          | 2814.84                          | 3560.55                          | 2876.85                          |
| (d) Short Term Provisions          | 235.71                           | 195.87                           | 237.46                           | 196.60                           |
| <b>Total</b>                       | <b>30770.41</b>                  | <b>30744.83</b>                  | <b>33357.92</b>                  | <b>32170.37</b>                  |
| <b>ASSETS</b>                      |                                  |                                  |                                  |                                  |
| 1. Non Current Assets              |                                  |                                  |                                  |                                  |
| (a) Fixed Assets                   |                                  |                                  |                                  |                                  |
| i) Tangible Assets                 | 8903.88                          | 9985.53                          | 10130.61                         | 10629.31                         |
| ii) Intangible Assets              | 121.67                           | 120.38                           | 393.61                           | 120.58                           |
| iii) Capital work in progress      | 273.36                           | 50.49                            | 387.06                           | 50.49                            |
| (b) Non current investments        | 1755.14                          | 726.91                           | 296.28                           | 246.91                           |
| (c) Long Term Loans and Advances   | 899.04                           | 866.31                           | 1170.68                          | 875.66                           |
| (d) Other Non Current Assets       | 23.81                            | 11.90                            | 23.83                            | 11.90                            |
| 2. Current Assets                  |                                  |                                  |                                  |                                  |
| (a) Current Investment             |                                  |                                  |                                  |                                  |
| (a) Inventories                    | 9834.50                          | 9357.66                          | 10652.32                         | 9898.95                          |
| (b) Trade Receivables              | 5613.97                          | 6745.58                          | 6517.37                          | 7165.80                          |
| (c) Cash and Cash equivalents      | 481.89                           | 536.78                           | 799.92                           | 757.04                           |
| (d) Short Term Loans and Advances  | 2770.22                          | 2289.98                          | 2889.92                          | 2355.44                          |
| (e) Other Current Assets           | 92.93                            | 53.30                            | 96.32                            | 58.29                            |
| <b>Total</b>                       | <b>30770.41</b>                  | <b>30744.83</b>                  | <b>33357.92</b>                  | <b>32170.37</b>                  |

For Talbros Automotive Components Ltd.,

(Umesh Talwar)  
Vice Chairman & Managing Director

Date : 28th May, 2013  
Place New Delhi.