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Review Report

To the Board of Directors of Moser Baer India Limited

1. We have reviewed the accompanying statement of unaudited financial results ("the Statement") of **Moser Baer India Limited** ("the Company") for the quarter ended 31 March 2014 and the year to date results for the period 01 January 2014 to 31 March 2014, 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. This Statement is the responsibility of the Company's Management and has been approved by the 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 Engagements (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 Statement is free of material misstatement. 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.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 (as amended) as per the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other recognised accounting practices and policies 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.
4. We draw attention to Note 3(a) and Note 3(b) to the Statement which describes uncertainty related to the outcome of the ongoing the re-structuring of the overdue Foreign Currency Convertible Bonds and the related litigation. Further, as described in Note 3(b) to the Statement, the Company has incurred a net loss of Rs. 17,452 lacs during the quarter ended 31 March 2014 and, as of that date, the Company's accumulated losses aggregate to Rs. 52,309 lacs resulting in a complete erosion of the net worth of the Company and as on that date, the Company's current liabilities exceeded its current assets by Rs. 104,009 lacs. These conditions, along with matters set forth in note 3(a) and 3(b) indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Kolkata, Mumbai, New Delhi, Noida and Pune

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5. We draw attention to Note 4 to the Statement with respect to management's assessment of 'other than temporary' diminution in value of investments and recoverability of advances and other receivables from certain subsidiaries aggregating to Rs. 103,848 lacs (net of provision). The assessment of diminution in the value of investments and recoverability of advances and other receivables is based on certain assumptions, which includes inter-alia, complete implementation of debt restructuring scheme, successful implementation of business plans and new technologies, external market conditions of solar market, and regulatory benefits, which are materially uncertain. Our opinion is not qualified in respect of this matter.

Walther, Chanchola & Co LLP

For Walker Chandiok & Co LLP

(formerly Walker, Chandioke & Co)

Chartered Accountants

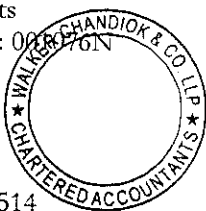
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per Neeraj Goel

Partner

Membership No. 099514



Place: New Delhi

Date : 14 May 2014