

Date: September 30, 2013

To,

Listing Department

National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

NSE Scrip Code: MANINDS

Dear Sir,

**Sub: Application under clause 24(f) of the Listing Agreement for the proposed Scheme of Arrangement between Man Industries (India) Limited (“Man Industries” or “the Company”) and Man Infraprojects Limited (“Man Infraprojects”) and their respective shareholders and creditors (“Scheme”)**

**Ref: E-mails dated September 25, 2013 and September 26, 2013**

In reference to the aforementioned matter please find enclosed the required documents as mentioned in aforesaid e-mails:

1. Details of disciplinary action taken if any by other stock exchanges and regulatory authorities enclosed as Annexure A.
2. Confirmation on resulting company's letter head enclosed as Annexure B.
3. Annual audited accounts of Man Infraprojects Ltd. for last three financial years enclosed as Annexure C.

For **Man Industries (India) Limited**



**Rishikesh Vyas**

**Group Company Secretary & Chief Compliance Officer**

Encl: A/a

**Annexure A**

**Mr. J. C. Mansukhani**

**SEBI Order No. PG/AO/98/2011**

Mr. J. C. Mansukhani had acquired shares of Man Industries (India) Limited on June 17 & 18, 2010 and was required to make disclosures within two working days i.e., by June 21, 2010 (June 20 & 21, 2010 being Saturday and Sunday). He had made disclosure on July 15, 2010 after a delay of 24 days.

Hence, SEBI imposed a penalty of Rs. 24,00,000/- (Rupees Twenty Four lakhs only) on him for violation of Regulations 13 (4) and 13 (5) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, vide order dated September 30, 2011.

The Securities Appellate Tribunal vide its decision dated June 26, 2012 reduced the penalty to Rs. 5,00,000/-

**For Man Industries (India) Limited**

  
Rishikesh Vyas

**Group Company Secretary & Chief Compliance Officer**

**Mr. Nikhil Mansukhani, Mrs. Anita Mansukhani & M/s JPA Holdings Private Limited**

**SEBI Order No. PG/AO/99-101/2011 and Appeal No. 8 of 2012**

Pursuant to allotment of shares Mr. Nikhil Mansukhani, Mrs. Anita Mansukhani & M/s JPA Holdings Private Limited on conversion of warrants, the total promoter group shareholding exceeded 55% of paid up capital of the company which results in triggering the obligation for making public announcement for acquiring further shares from public.

As Mr. Nikhil Mansukhani, Mrs. Anita Mansukhani & M/s JPA Holdings Private Limited failed to adhere to the disclosure requirements mandated under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (SAST Regulations), SEBI imposed a penalty of Rs.10,00,00,000/-(Rupees Ten Crores only) on Mrs Anita Mansukhani, Mr Nikhil Mansukhani and M/s JPA Holdings Pvt. Ltd. on the basis of joint and several liability, in terms of Section 15H of the SEBI Act, 1992 for violation of Regulation 11 (1) read with 2nd proviso to regulation 11 (2) of the SAST Regulations.

On an appeal made by Mr. Nikhil Mansukhani vide Appeal No.8 of 2012 decided on May 11,2012 Securities Exchange Appellate Tribunal (SAT) has set aside aforesaid SEBI order and have remanded the matter back to SEBI.

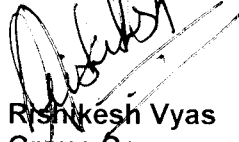
For Man Industries (India) Limited

  
Rishikesh Vyas  
Group Company Secretary & Chief Compliance Officer

**Man Industries (India) Limited**

SEBI vide its order no. PG/AO/97/2011 dated September 30, 2011 imposed penalty of Rs.11,00,000/- (Rupees Eleven lakhs only) on the Company in terms of Section 15HB of the SEBI Act, 1992, for violation of Regulation 12 (1) read with Clause 3.2 of Part A of Schedule I and a penalty of Rs. 22,00,000/- (Rupees Twenty Two lakhs only) for the violation of Regulation 12 (2) read with Clause 2.0 of Schedule II of the PIT Regulations, a total penalty of Rs.33,00,000/- (Rupees Thirty three lakhs only). However, on appeal made by the Company to Securities Appellate Tribunal, penalty of Rs. 11,00,000/- for violation of Regulation 12(1) read with Clause 3.2 of Part A of Schedule I was deleted and penalty for violation of Regulation 12(2) read with Clause 2.0 of Schedule II of the PIT Regulations was reduced to Rs.5,00,000/- (Rupees Five Lakh Only) which has been paid by the Company.

For Man Industries (India) Limited



Rishkesh Vyas  
Group Company Secretary & Chief Compliance Officer



ANNEXURE - B

Date: September 30, 2013

To,

Listing Department

National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (E) , Mumbai – 400 051

NSE Scrip Code: MANINDS

Dear Sir,

**Sub: Application under clause 24(f) of the Listing Agreement for the proposed Scheme of Arrangement between Man Industries (India) Limited (“Man Industries” or “the Company”) and Man Infracorps Limited (“Man Infracorps”) and their respective shareholders and creditors (“Scheme”)**

In reference to the aforementioned matter we hereby confirm that:

There shall be no change in the shareholding pattern or control in resulting company between the record date and the listing which may affect the status of this approval.

Thanking you,

Yours faithfully,

For **Man Infracorps Limited**

  
**Ashok Gupta**  
Director

## **Auditors' Report**

To,  
The Members of  
Man Infraprojects Limited

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Man Infraprojects Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

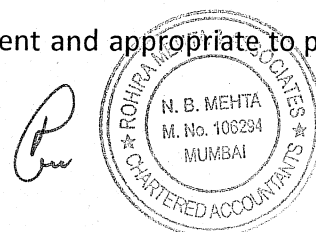
The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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



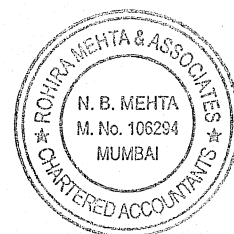
## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

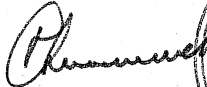


3. Attention is invited to Note No. 31 of the Financial Statements with regard to the Petition filed before the CLB Mumbai and a complaint before the lenders of the Holding Company against inter-alia the Holding Company by a promoter shareholders group of Holding Company. Since the matter is sub-judice, and looking to the contingencies in this regards, we are unable to comment on the same.

**Rohira Mehta & Associates**

Firm Registration No: 118777W

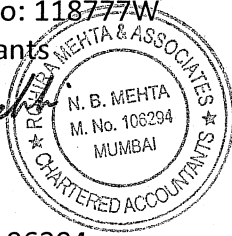
Chartered Accountants



**Per Nirav B. Mehta**

Partner

Membership No. : 106294

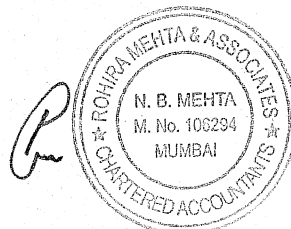


Place : Mumbai

Date : May 30, 2013

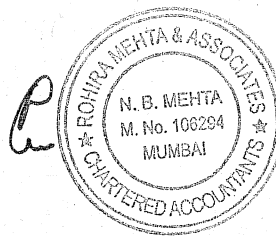
Annexure to the Auditors' Report of even date to the members of Man Infraprojects Limited, on the financial statements for the year ended 31 March 2013.

1. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(ii) According to information and explanation given to us, all the assets have been physically verified by the management during the year and we are further informed that no material discrepancy has been noticed by the management on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regards to the size of the Company and nature of its fixed assets.  
  
(iii) The Company has not disposed off a substantial part of fixed assets during the year and hence going concern assumption has not affected.
2. The management has conducted physical verification of inventory at reasonable intervals. The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of the business. The Company is maintaining proper records of inventory and discrepancies noticed on verification between the physical stocks and book stocks were not material having regard to the size of the operations.
3. (i) The Company has granted loan to one party covered in the register maintained under section 301 of the Companies Act, 1956 the amount involved during the year was Rs. 5.86 Crores. The maximum amount outstanding during the year was Rs. 56.92 Crores. The year-end balance of the loans is Rs. 56.92 Crores.  
  
(ii) In our opinion and according to explanation and information given to us, the rate of interest and other terms and conditions on which the loans have been granted by the Company are not, prima facie, prejudicial to the interest of the Company.  
  
(iii) There is no written term & condition and written stipulation as to recovery of principal amount and interest as such we are unable to comment on clauses (iii) (c) & (d) of paragraph 4 of Companies (Auditor's Report) Order.  
  
(iv) In respect of the said loans granted, *the interest is overdue for more than one year.*  
  
(v) The Company has taken loan from 1 (One) party covered in the register maintained under section 301 of the Companies Act, 1956 amounting to Rs. 201.87 Crores. The maximum amount outstanding during the year was Rs. 342.87 Crores. The year-end balance of the loans is Rs. 342.87 Crores.



Annexure to the Auditors' Report of even date to the members of Man Infraprojects Limited, on the financial statements for the year ended 31 March 2013.

- (vi) There is no written term & condition and written stipulation as to payment of principal amount & interest, as such we are unable to comment on clause (iii) (f) & (g) of paragraph 4 of Companies (Auditor's Report) Order.
4. In our opinion and to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. (i) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the Register required to be maintained under that Section.
- (ii) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 and exceeding the value of Rupees Five Lakhs during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 58A and 58AA of the Act and rules there under, to the extent applicable. The management further informs us that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposit.
7. During the year, the Company has taken steps to strengthen the internal audit system. *In our opinion it needs further strengthening.*
8. The maintenance of cost records prescribed by the Central Government under the clause (d) of the sub-section (1) of section 209 of the Companies Act, is not applicable to the Company.

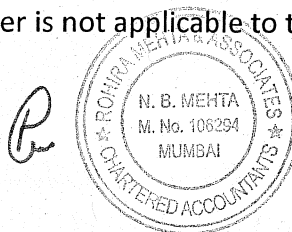


Annexure to the Auditors' Report of even date to the members of Man Infraprojects Limited, on the financial statements for the year ended 31 March 2013.

9. (i) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales-tax, wealth –tax, customs duty, excise-duty, value added tax, cess and other statutory dues wherever applicable with the appropriate authorities except in the following case.

Name of the Statute	Amount (Rs.)	Period to Which the Amount Relates	Due Date of Liability	Date of Payment
Service Tax	13,296	Jun -12	05/07/2012	21/05/2013
Service Tax	1,529,492	Aug-12	05/09/2012	21/05/2013
Service Tax	35,277	Jan – 13	05/02/2013	21/05/2013
Service Tax	634,628	Feb – 13	05/03/2013	21/05/2013

- (ii) According to the records of the Company, there are no dues outstanding of sales tax, income-tax, customs duty, wealth tax, excise duty, value added tax, service tax, cess and other statutory dues on account of any dispute.
10. The accumulated losses of the Company are more than fifty percent of its net worth at the end of the financial year. Further, the Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank, as may be applicable at the balance sheet date.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi / mutual benefit fund/society. Hence, clause (xiii) of paragraph 4 of Companies (Auditor's Report) Order is not applicable to the Company.



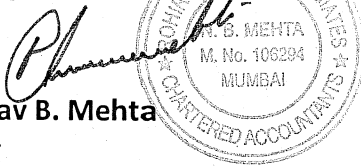
Annexure to the Auditors' Report of even date to the members of Man Infraprojects Limited, on the financial statements for the year ended 31 March 2013.

14. The Company has not dealt or traded in shares, securities, debentures and other investments. Hence, clause (xiv) of paragraph 4 of Companies (Auditor's Report) Order is not applicable to the Company.
15. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. During the year, the Company has not raised any new term loan.
17. The Company has not issued any debentures during the year.
18. The Company has not raised money by the way of issue of shares.
19. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Rohira Mehta & Associates**

Chartered Accountants

Firm Registration Number: 118777W



per **Nirav B. Mehta**

Partner

Membership No. 106294

Place: Mumbai

Date: May 30, 2013



Man Infraprojects Limited

Balance Sheet as at 31 March 2013

(Rs. in lacs)

Particulars	Note	As at 31 March 2013	As at 31 March 2012
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	4,545.00	4,545.00
Reserves and surplus	4	(5,503.65)	(1,915.33)
<b>Non-current liabilities</b>			
Other long term liabilities	5	78.51	58.66
Long-term provisions	6	3.90	2.91
<b>Current liabilities</b>			
Short-term borrowings	7	34,287.41	32,100.63
Trade payables	8	109.11	109.25
Other current liabilities	9	2,848.63	3,032.14
Short-term provisions	10	0.09	0.04
<b>Total</b>		<b>36,369.00</b>	<b>37,933.30</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	11	186.31	239.52
Intangible assets	11	0.48	0.70
Non-current investments	12	10,011.49	10,011.49
Deferred tax assets (net)	13	-	-
Long term loans and advances	14	7,330.18	6,792.84
Other non-current assets	15	1,793.99	1,030.85
<b>Current assets</b>			
Inventories	16	14,828.42	19,097.57
Trade receivables	17	1,853.13	486.33
Cash and bank balances	18	3.16	41.22
Short-term loans and advances	19	360.95	229.01
Other current assets	20	0.89	3.77
<b>Total</b>		<b>36,369.00</b>	<b>37,933.30</b>

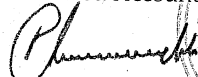
Notes 1 to 36 form an integral part of these financial statements

As per our report of the even date

For Rohira Mehta & Associates

Firm Registration Number: 118777W

Chartered Accountants

  
per Nirav B. Mehta

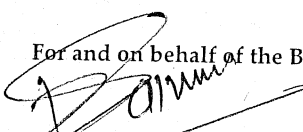
Partner

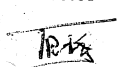
Membership No. : 106294

Place : Mumbai

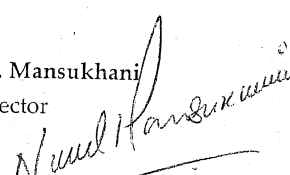
Date : May 30, 2013

For and on behalf of the Board

  
R.C. Mansukhani  
Director

  
P K Tandon  
Director

J.C. Mansukhani  
Director

  
Nikhil Mansukhani  
Director

Place : Mumbai

Date : May 30, 2013

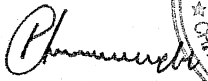
## Statement of Profit and Loss for the year ended 31 March 2013

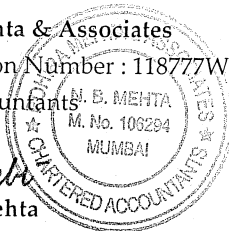
(Rs. in lacs)

Particulars	Note	Year ended 31 March 2013	Year ended 31 March 2012
<b>Income</b>			
Revenue from operations	21	5,181.05	1,194.79
Other income	22	995.18	872.88
<b>Total Income</b>		<b>6,176.23</b>	<b>2,067.67</b>
<b>Expenses</b>			
Cost of construction	23	8,658.17	2,498.45
Employee benefit expenses	24	8.73	79.57
Finance costs	25	988.37	808.81
Depreciation and amortization expenses	26	55.56	55.63
Other expenses	27	52.74	124.47
<b>Total expenses</b>		<b>9,763.57</b>	<b>3,566.93</b>
<b>Profit/ (loss) before tax</b>		<b>(3,587.34)</b>	<b>(1,499.26)</b>
<b>Tax expenses</b>			
Deferred tax	13	-	225.78
Tax adjustment of earlier years		(0.06)	16.28
<b>Net profit/ (loss) for the year</b>		<b>(3,587.28)</b>	<b>(1,741.32)</b>
<b>Earnings per share</b>			
Basic and diluted		(7.89)	(3.83)

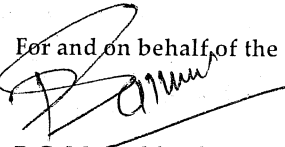
Notes 1 to 36 form an integral part of these financial statements

As per our report of the even date

For Rohira Mehta & Associates  
 Firm Registration Number : 118777W  
 Chartered Accountants  
  
 per Nirav B. Mehta  
 Partner  
 Membership No. : 106294



For and on behalf of the Board

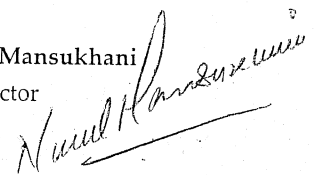


R.C. Mansukhani  
 Director



P K Tandon  
 Director

J.C. Mansukhani  
 Director



Nikhil Mansukhani  
 Director

Place : Mumbai  
 Date : May 30, 2013

Place : Mumbai  
 Date : May 30, 2013

Man Infraprojects Limited  
Cash Flow Statement for the year ended 31 March 2013

	(Rs. in lacs)	
	Year ended 31 March 2013	Year ended 31 March 2012
<b>Cash flow from operating activities</b>		
Profit before tax from continuing operations	(3,587.34)	(1,499.26)
Non - Cash adjustment to reconcile profit before tax to net cash flow		
Depreciation/amortization on continuing operation	55.56	55.63
Interest expenses	987.33	808.31
Interest income	(987.33)	(809.28)
Operating profit before working capital changes	<u>(3,531.78)</u>	<u>(1,444.61)</u>
Changes in working capital :		
Adjustments for increase / (decrease) in operating liabilities :		
Increase/(decrease) in trade payables	(0.15)	15.74
Increase/(decrease) in other current liabilities	(183.51)	(9,053.25)
Increase/(decrease) in other long - term liabilities	19.85	(29.62)
Increase/(decrease) in long - term provisions	0.99	-
Increase/(decrease) in short - term provisions	0.05	46.40
Adjustments for (increase) / decrease in operating assets :		
Decrease/(increase) in inventories	4,269.15	(503.02)
Decrease/(increase) in trade receivables	(1,366.81)	(151.40)
Decrease/(increase) in long - term loans and advances	(537.33)	(1,823.25)
Decrease/(increase) in short - term loans and advances	(131.93)	(43.66)
Decrease/(increase) in other current assets	2.88	(111.76)
Decrease/(increase) in other non - current assets	(763.14)	(702.95)
	<u>1,310.05</u>	<u>(12,356.77)</u>
Cash generated from/(used in) operations	(2,221.73)	(13,801.38)
Profit and loss appropriation account	1.04	-
Taxes adjustment of previous year	(0.06)	16.28
Net cash flow from/(used in) operating activities (A)	<u>(2,222.71)</u>	<u>(13,817.66)</u>
<b>Cash flow from investing activities</b>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(2.14)	(2.82)
Proceeds from sale of fixed assets		0.06
Purchase of non - current investments		(4,498.99)
Interest received	987.33	809.28
Net cash flow from/(used in) investing activities (B)	<u>985.19</u>	<u>(3,692.47)</u>
<b>Cash flow from financing activities</b>		
Proceeds from short - term borrowings	2,186.79	18,171.87
Interest paid	(987.33)	(808.31)
Net cash flow from/(used in) financing activities (C)	<u>1,199.46</u>	<u>17,363.56</u>
Net Increase/decrease in cash and cash equivalents(A+B+C)	(38.06)	(146.57)
Cash and cash equivalents at the beginning of the year	41.22	187.79
Cash and cash equivalents at the end of the year	<u>3.16</u>	<u>41.22</u>

As per our report of the even date

For Rohira Mehta & Associates

Firm Registration Number : 118777W

Chartered Accountants N. B. MEHTA

M. No. 106294

MUMBAI

per Nirav B. Mehta

Partner

Membership No. : 106294

Place : Mumbai

Date : May 30, 2013

For and on behalf of the Board

R.C. Mansukhani

Director

J.C. Mansukhani

Director

P K Tandon

Director

Nikhil Mansukhani

Director

Place : Mumbai

Date : May 30, 2013

**1 Background and nature of operations**

Man Infraprojects Limited, (the 'Company') is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 as on September 26, 2006 as a limited company. The Company is engaged primarily in the business of real estate development for commercial and residential purposes.

**2 Significant accounting policies**

**a) Basis of accounting and preparation of financial statements**

The financial statements which have been prepared under the historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act, 1956 (the 'Act') and comply in all material aspects with the Accounting Standards prescribed by the Central Government, in accordance with the Companies (Accounting Standards) Rules, 2006, to the extent applicable. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

**b) Use of estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenues and expenses during the reporting year. Key estimates include estimate of useful lives of investment properties, income taxes, recognition of revenue and future obligations. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates. Any revisions to accounting estimates are recognized prospectively in the current and future periods.

**c) Inventories**

Inventories consist of Land and properties under construction, which are valued as under :

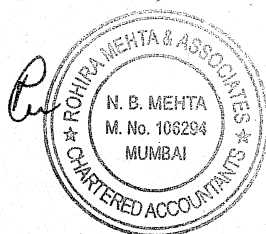
Land other than area transferred to constructed properties represent land acquired for future development and construction, and is stated at cost including the cost of land, the related costs of acquisition, borrowing cost and other costs incurred to get the properties ready for their intended use.

Constructed properties includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development charges, construction costs, development/construction materials, and is valued at cost or estimated cost, as applicable.

**d) Revenue recognition**

**Construction contracts**

The Company follows the percentage of completion method of accounting for revenue recognition as per AS - 7, "Construction Contract" and recognizes the revenue in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Company. As the project progresses, estimated cost are revised based on the current cost indices and other information available to the Company.



### Real estate development

Revenue from constructed properties is recognised on the "percentage of completion method". Total sale consideration as per the agreements to sell constructed properties entered into is recognised as revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 25 per cent or more of the total estimated project cost. Project cost includes estimated construction and development cost of such properties (excluding cost of land/ development rights). The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognised in the period such changes are determined.

Sale of land and plots (including development rights) is recognised in the financial year in which the agreement to sell is executed. Where the Company has any remaining substantial obligations as per the agreements; revenue is recognised on the percentage of completion method of accounting, as per above.

Interest income is recognized on time proportion basis taking into the amount outstanding and the rate applicable.

### e) Fixed assets and depreciation

#### Fixed assets

##### Tangible assets

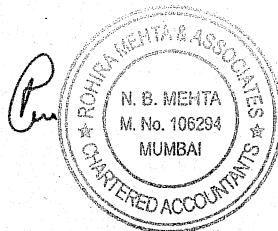
Fixed Assets are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost include cost of acquisition including any direct attributable cost for bringing the assets to its working condition for intended use, borrowing costs if capitalisation criteria are met and exclusive recoverable taxes. Any trade discounts and rebates are deducted in arriving the cost of acquisition.

Gain or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets are derecognised.

##### Intangible fixed assets

Intangible assets acquired separately are measured at cost less accumulated depreciation and accumulated impairment loss, if any. The cost include cost of acquisition including any directly attributable cost for bringing the assets to its working condition for intended use, borrowing cost if capitalisation criteria are met and exclusive of recoverable taxes.

Gain or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets are derecognised.



## Depreciation

### Tangible assets

Depreciation on fixed assets is provided on straight line method (SLM) at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956. The Company has used following rates to provide depreciation on its fixed assets.

Furniture, fixtures and equipments	6.33%
Motor vehicle	9.50%
Computers	16.21%
Leasehold improvement	Over the period of leasehold property

### Intangible fixed assets

Intangible assets are amortized by straight line method (SLM) over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed atleast at each financial year. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly. The Company has written off software over the 5 years period.

Individual assets costing less than Rs. 5,000 are fully depreciated in the year of purchase.

## f) Investments

Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost and provision for diminution in their value, other than temporary, is made in the accounts. Profit or loss on sale of investments is computed with reference to the average cost of the investment.

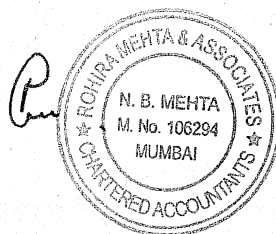
## g) Employee benefits

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which are defined contribution plans and contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

Gratuity is a post employment benefit and is in the nature of a defined benefit plan. The liability recognised in the Balance Sheet in respect of gratuity is the present value of the defined benefit/ obligation at the Balance Sheet date less the fair value of plan assets, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit/obligations are calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in the year in which such gains or losses are identified.



**h) Borrowing cost**

Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in AS -16, "Borrowing Costs", are capitalized as part of the cost of qualifying assets. Other borrowing costs are expensed as incurred.

**i) Earning per share**

Basic earnings per share is calculated by dividing the net profit/(loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit/(loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**j) Taxes on income**

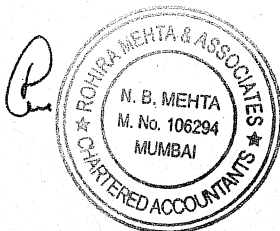
The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognised on timing differences between the accounting and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses under tax laws are recognised and carried forward to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised in future. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Such assets are reviewed at each balance sheet date to reassess realisation.

**k) Impairment of assets**

The carrying amounts of the Company's assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.



## 1) Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

	(Rs. in lacs)			
	As at 31 March 2013	As at 31 March 2012		
<b>3 Share capital</b>				
<b>3.1 Authorised, issued, subscribed &amp; paid-up share capital</b>				
<b>(a) Authorised share capital</b>				
Equity share capital				
50,000,000 (Previous year 50,000,000) equity shares of Rs.10 each	5,000.00	5,000.00		
<b>(b) Issued, subscribed &amp; paid-up share capital</b>				
Equity share capital				
45,450,000 (Previous year 45,450,000) equity shares of Rs.10 each fully paid up	4,545.00	4,545.00		
<b>Total</b>	<u>4,545.00</u>	<u>4,545.00</u>		
	As at 31 March 2013	As at 31 March 2012		
<b>3.2 Shareholders holding more than 5% of the shares</b>				
<b>Shareholder</b>	<b>% Shareholding</b>	<b>Nos.</b>	<b>% Shareholding</b>	<b>Nos.</b>
Man Industries (India) Limited (Holding Company)	100	45,450,000	100	45,450,000
<b>3.3 Shares held by holding company</b>				
Man Industries (India) Limited	100	45,450,000	100	45,450,000



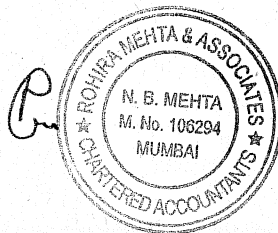


	As at 31 March 2013	As at 31 March 2012
<b>3.4 Reconciliation of shares</b>		
Equity shares		
Outstanding at the beginning of the year	45,450,000	45,450,000
Add: Shares issued during the year	-	-
Outstanding at the end of the year	<u>45,450,000</u>	<u>45,450,000</u>

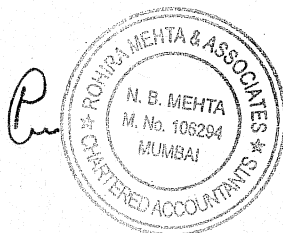
- 3.5 Aggregate number of bonus share issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date :**

The Company has not issued any bonus share nor has there been any buy back of shares during the five years immediately preceding 31 March 2013.

	(Rs. in lacs)	
	As at 31 March 2013	As at 31 March 2012
<b>4 Reserve and surplus</b>		
(a) <b>Securities premium reserve</b>		
Balance at the beginning of the year	120.00	120.00
Add: Additions made during the year	-	-
Balance at the end of the year	<u>120.00</u>	<u>120.00</u>
(b) <b>Surplus in the Statement of Profit and Loss</b>		
Balance at the beginning of the year	(2,035.33)	(300.80)
Add: Net profit/ (loss) for the year	(3,587.28)	(1,741.32)
<b>Profit/ (loss) available for appropriation</b>	<u>(5,622.61)</u>	<u>(2,042.12)</u>
<b>Appropriations</b>		
Transfer to profit and loss appropriation account	1.04	(6.79)
	<u>1.04</u>	<u>(6.79)</u>
Balance at the end of the year	<u>(5,623.65)</u>	<u>(2,035.33)</u>
<b>Total (a+b)</b>	<u>(5,503.65)</u>	<u>(1,915.33)</u>
<b>5 Other long term liabilities</b>		
(a) <b>Trade payable</b>		
Retention money	63.40	42.38
(b) <b>Others</b>		
Other payables	15.11	16.28
<b>Total</b>	<u>78.51</u>	<u>58.66</u>



	(Rs. in lacs)	
	As at 31 March 2013	As at 31 March 2012
<b>6 Long term provisions</b>		
<b>Provision for employee benefits</b>		
Actuarial liability of gratuity and leave encashment	3.99	2.95
Less: Payable within one year (Refer note 10)	0.09	0.04
<b>Total</b>	<u>3.90</u>	<u>2.91</u>
<b>7 Short term borrowings</b>		
<b>Unsecured</b>		
Loans from banks *	-	18,000.00
Loan from holding company repayable on demand	34,287.41	14,100.63
<b>Total</b>	<u>34,287.41</u>	<u>32,100.63</u>
* Secured against fixed deposit of M/s Man Industries (India) Limited of Rs. 200 crores.		
<b>8 Trade payables</b>		
Dues to micro and small enterprises	-	-
Dues to others	109.11	109.25
<b>Total</b>	<u>109.11</u>	<u>109.25</u>
The Company has not initiated the process of getting confirmations from the suppliers as regards their status under The Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (The "Act").		
<b>9 Other current liabilities</b>		
Interest accrued and due	1,707.82	608.26
Advance from customers against sale of flats	29.99	2,148.88
Duties and taxes payable	119.32	194.57
Salary payable	47.09	40.58
Other payables	944.41	39.85
<b>Total</b>	<u>2,848.63</u>	<u>3,032.14</u>
<b>10 Short-term provisions</b>		
<b>Provision for employee benefits</b>		
Gratuity and leave encashment (Refer note 6)	0.09	0.04
<b>Total</b>	<u>0.09</u>	<u>0.04</u>

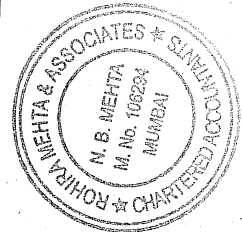


Man Infraprojects Limited

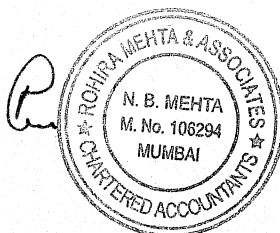
Notes annexed to and forming part of the financial statements for the year ended 31 March 2013

11 Fixed assets - Tangible and Intangible Assets

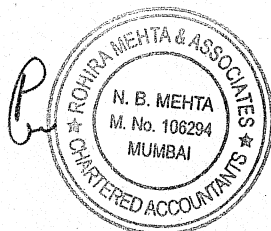
	Computers	Furniture, Fixtures & Equipments	Motor Vehicle	Leasehold Improvements	Software	Total
(Rs. in lacs)						
<b>Cost</b>						
As at April 1, 2011	18.46	111.65	45.00	157.49	1.08	333.68
Additions	0.72	2.10	-	-	-	2.82
Disposals	-	0.15	-	-	-	0.15
As at March 31, 2012	19.18	113.60	45.00	157.49	1.08	336.35
Additions	-	2.14	-	-	-	2.14
Disposals	-	0.27	-	-	-	0.27
As at March 31, 2013	19.18	115.47	45.00	157.49	1.08	338.21
<b>Accumulated Depreciation</b>						
As at April 1, 2011	4.31	5.03	6.09	25.00	0.16	40.59
Depreciation for the year	3.08	7.21	4.27	40.85	0.22	55.63
Adjustment on sale / transfer	-	0.09	-	-	-	0.09
As at March 31, 2012	7.39	12.15	10.36	65.85	0.38	96.13
Depreciation for the year	3.11	7.22	4.28	40.74	0.22	55.56
Adjustment on sale / transfer	-	0.27	-	-	-	0.27
As at March 31, 2013	10.50	19.10	14.64	106.59	0.60	151.42
<b>Net Block</b>						
As at March 31, 2012	11.79	101.45	34.64	91.64	0.70	240.22
As at March 31, 2013	8.68	96.37	30.36	50.90	0.48	186.79



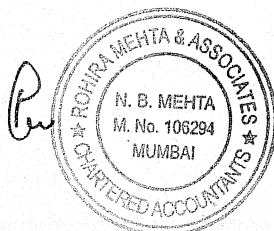
	(Rs. in lacs)	
	As at 31 March 2013	As at 31 March 2012
<b>12 Non-current investments</b>		
Trade investment (Valued at cost unless stated otherwise)		
Unquoted		
Investment in Equity shares of Subsidiary Company		
10,000 (Previous year 10,000) shares, in Merino Shelters Private Limited	5,012.50	5,012.50
Investment in Debentures of Subsidiary Company		
411 (Previous year 411) compulsory convertible debentures, in Merino Shelters Private Limited	4,998.99	4,998.99
<b>Total</b>	<u>10,011.49</u>	<u>10,011.49</u>
<b>13 Deferred tax assets (net)</b>		
Deferred tax (liability)/assets	-	225.78
Less : On account of		
Reversal of deferred tax assets (Refer note 13.1)	-	(225.78)
<b>Net Deferred tax assets</b>	<u>-</u>	<u>-</u>
<b>13.1</b> Deferred tax assets arising on current year losses is not recognised as there is not virtual certainty that sufficient future taxable income will be available.		
<b>14 Long term loans and advances</b>		
(Unsecured, considered good unless otherwise stated)		
Advances to related parties	7,070.66	6,485.44
Advances to others	-	48.00
Security deposits	4.52	4.40
(Unsecured, considered doubtful)		
Advance to suppliers	255.00	255.00
<b>Total</b>	<u>7,330.18</u>	<u>6,792.84</u>



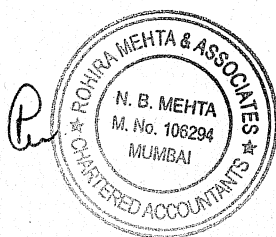
	As at 31 March 2013	(Rs. in lacs) As at 31 March 2012
<b>15 Other non-current assets</b>		
Interest receivable on unsecured loans	1,793.46	1,030.14
Preliminary expenses	0.53	0.71
<b>Total</b>	<u>1,793.99</u>	<u>1,030.85</u>
<b>16 Inventories</b>		
(At cost or net realizable value, whichever is less)		
Construction work in progress (Refer Note 23)	13,719.62	19,097.57
Stock - in trade (Refer Note 16.1)	1,108.80	-
<b>Total</b>	<u>14,828.42</u>	<u>19,097.57</u>
<b>16.1</b> During the year the company had completed the construction of Residential Project at Bandra and has offered revenue from sale of residential units on percentage completion basis. The entire revenue for area sold has been offered.		
During the year the company has completed the construction of Commercial Project at Vile Parle to the extent of 93% and has offered revenue from sale of commercial units on the basis of percentage completion method.		
<b>17 Trade receivables</b>		
(Unsecured, considered good unless otherwise stated)		
Outstanding for a period exceeding six months	-	-
Others	1,853.13	486.33
<b>Total</b>	<u>1,853.13</u>	<u>486.33</u>
<b>18 Cash and bank balances</b>		
Cash in hand	0.54	0.09
Balance with schedule banks in current account	2.62	18.43
Cheque on hand	-	22.70
<b>Total</b>	<u>3.16</u>	<u>41.22</u>



	(Rs. in lacs)	
	As at 31 March 2013	As at 31 March 2012
<b>19 Short-term loans and advances</b> (Unsecured, considered good, unless otherwise stated)		
<b>Others</b>		
Staff advance	-	0.24
Advance to suppliers	136.58	43.62
Service tax receivable	45.14	45.13
Tax deducted at source receivable	179.23	140.02
<b>Total</b>	<u>360.95</u>	<u>229.01</u>
<b>20 Other current assets</b>		
Prepaid expenses	0.71	3.59
Preliminary expenses	0.18	0.18
<b>Total</b>	<u>0.89</u>	<u>3.77</u>
	<b>Year ended 31 March 2013</b>	<b>Year ended 31 March 2012</b>
<b>21 Revenue from operations</b>		
Sales	5,181.05	1,194.79
<b>Total</b>	<u>5,181.05</u>	<u>1,194.79</u>
<b>22 Other income</b>		
Interest income	987.33	809.28
Foreign exchange fluctuation	-	58.28
Sundry balance written back	-	5.32
Interest on income tax refund	6.38	-
Others	1.47	-
<b>Total</b>	<u>995.18</u>	<u>872.88</u>
<b>22.1 Particulars of interest income</b>		
<b>From non - current investments</b>		
On compulsory convertible debentures	431.55	323.96
<b>From long term loans</b>		
On loans to subsidiary	553.03	479.51
On loans to others	2.69	5.81
On security deposit	0.06	-
<b>Total</b>	<u>987.33</u>	<u>809.28</u>

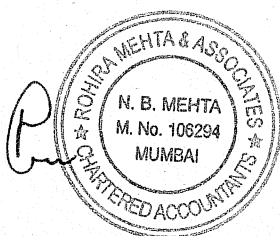


	(Rs. in lacs)	
	Year ended 31 March 2013	Year ended 31 March 2012
<b>23 Cost of construction</b>		
Opening work in progress	19,097.57	18,594.54
<b>Total</b>	<u>19,097.57</u>	<u>18,594.54</u>
Add :		
Material, labour and other construction cost	1,715.91	473.23
BMC charges and taxes	20.84	0.71
Finance expenses	2,484.67	2,290.00
Legal and professional fees	3.58	8.88
Employee cost	117.47	141.48
Marketing expenses and sales promotion expenses	46.55	87.18
<b>Cost Incurred during the year</b>	<u>4,389.02</u>	<u>3,001.48</u>
<b>Total cost of construction as at year end</b>	23,486.59	21,596.02
Less:		
Transfer of cost during the year (Cost transferred to Statement of Profit and Loss)	8,658.17	2,498.45
Transfer to stock - in trade	1,108.80	-
<b>Closing work in progress</b>	<u>13,719.62</u>	<u>19,097.57</u>
<b>24 Employee benefit expenses</b>		
Salaries and wages	5.60	76.00
Staff welfare	3.13	2.01
Staff recruitment	-	1.56
<b>Total</b>	<u>8.73</u>	<u>79.57</u>
<b>25 Finance cost</b>		
Interest expenses		
Interest on unsecured loan	987.33	808.31
Other borrowing cost		
Bank charges	1.04	0.50
<b>Total</b>	<u>988.37</u>	<u>808.81</u>



	(Rs. in lacs)	
	Year ended 31 March 2013	Year ended 31 March 2012
<b>26 Depreciation and amortization expenses</b>		
Depreciation on tangible assets (Refer note 11)	55.34	55.41
Depreciation on intangible assets (Refer note 11)	0.22	0.22
<b>Total</b>	55.56	55.63
<b>27 Other expenses</b>		
Auditors' remuneration (Refer note 31)	3.00	3.37
Rent expenses	1.08	73.46
Rates and taxes	0.17	2.53
Other miscellaneous expenses	35.82	43.53
Sales and marketing expenses	-	0.45
Interest on late payment of statutory payment	12.49	0.95
Preliminary expenses written off	0.18	0.18
<b>Total</b>	52.74	124.47
<b>28 Related party disclosures</b>		
<b>28.1 Names of related parties and description of relationship</b>		

Relationship	Name of the related party
Holding Company	Man Industries (India) Limited
Subsidiary Company	Merino Shelters Private Limited
Entities controlled by key management personnel (other related parties)	Man Global Limited JPA Holding Private Limited
Key managerial personnel	Mr. Rameshchandra Mansukhani Mr. Jagdishchandra Mansukhani Mr. Nikhil Mansukhani
Relative of key managerial personnel	Ms. Kimatdevi Mansukhani Ms. Anita Mansukhani Ms. Deepa Mansukhani Ms. Heena Kalantri Ms. Priyal Mansukhani

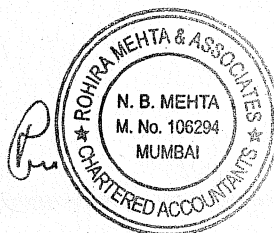




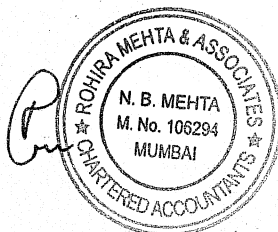
	(Rs. in lacs)	
	Year ended 31 March 2013	Year ended 31 March 2012
<b>28.2 Details of transactions with related parties</b>		
<b>Subsidiary Company</b>		
<b>Merino Shelters Private Limited</b>		
Loan given	586.49	1,932.55
Loan received back	25.50	80.50
Interest received	984.58	803.47
Rent paid	1.80	1.80
Share application money paid (received)	-	(500.00)
<b>Holding Company</b>		
<b>Man Industries (India) Limited</b>		
Loan taken	20,186.79	25,606.59
Loan repaid	-	18,309.10
Interest paid	2,883.64	1,776.88
Rent paid	2.88	2.88
Reimbursement of expenses	0.14	0.27
<b>Nikhil R. Mansukhani</b>		
Loan given	24.23	-
Loan received back	-	-
Salary	5.60	76.00
<b>Others</b>		
Rent paid	14.40	86.78
Lease rent deposit paid / (received back)	-	(30.00)
	<b>As at</b>	<b>As at</b>
	<b>31 March 2013</b>	<b>31 March 2012</b>

**28.3 Details of outstanding to related parties**

<b>Merino Shelters Private Limited</b>		
Loan given	5,522.40	4,961.40
Advance given towards purchase of office premises	169.86	169.86
Interest receivable	1,110.81	1,030.14
<b>Man Industries (India) Limited</b>		
Loan taken	34,287.41	14,100.63
Interest payable	1,707.82	591.02
<b>Nikhil Mansukhani</b>		
Loan given	24.23	-
<b>Others</b>		
Advance given towards purchase of office premises	1,354.18	1,354.18



	(Rs. in lacs)	
	Year ended 31 March 2013	Year ended 31 March 2012
<b>29 Remuneration to Directors</b>		
Salaries & perquisite	5.60	76.00
<b>30 Earning per share</b>		
a) <b>Total earnings (basic and diluted)</b>		
Profit attributable to equity shareholders including prior period items (Rs. in lacs)	(3,587.28)	(1,741.32)
b) <b>Computation of number of shares</b>		
Basic and diluted (Weighted average number of shares)	45,450,000	45,450,000
c) <b>Nominal value of shares (Rs.)</b>	10	10
d) <b>Earnings per share</b>		
Basic and diluted	(7.89)	(3.83)
<b>31</b> During the year under audit , a petition has been filed by a promoter shareholder group of the Holding Company inter-alia against the other promoter shareholder group and directors of the Holding Company , including the Holding Company before the CLB Mumbai seeking various reliefs inter-alia under sections 397 and 398 of the Companies Act , 1956 relating to certain actions taken by the Holding Company. The lenders of the Holding Company conducted a special audit through an independent Chartered Accountants firm to examine the various matters and after the special audit report, the lenders of the Holding Company concluded that the findings of the report were not material and have continued the existing credit facilities of the Holding Company.		
<b>32 Employee defined benefits : Defined benefit plans as per actuarial valuation</b>		
a) <b>Expense recognised in the Statement of Profit and Loss for the year ended</b>		
Current service cost	1.56	6.01
Interest	0.22	0.74
Expected return on plan assets	-	-
Amount recognised in the Statement of Profit and Loss	(1.35)	(13.12)
Actuarial (gain)/loss	<u>0.43</u>	<u>(6.37)</u>



	(Rs. in lacs)	
	As at 31 March 2013	As at 31 March 2012
<b>b) Net (asset) / liability recognised in the Balance Sheet as at</b>		
Defined benefit obligation as at the beginning of the year	2.55	8.92
Fair Value of plan assets as at	0.43	(6.37)
	<u>2.98</u>	<u>2.55</u>
Funded status [surplus/(deficit)]	2.98	2.55
Net (asset)/liability as at	<u>2.98</u>	<u>2.55</u>
	<b>Year ended 31 March 2013</b>	<b>Year ended 31 March 2012</b>
<b>c) Change in the obligation during the year ended</b>		
Present value of defined benefit obligation as at the beginning of the year	2.55	8.92
Current service cost	1.56	6.01
Interest Cost	0.22	0.74
Benefit payments	-	-
Actuarial (gain)/loss	(1.35)	(13.12)
	<u>2.98</u>	<u>2.55</u>
Defined benefit obligation as at the end of the year	<u>2.98</u>	<u>2.55</u>
<b>d) Change in fair value of assets during the year ended</b>		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	(2.98)	(2.55)
Contributions by employer	-	-
Actual benefits paid	-	-
Actuarial gain/(loss) on plan assets	-	-
	<u>(2.98)</u>	<u>(2.55)</u>
Fair value of plan assets at the end of the year	<u>(2.98)</u>	<u>(2.55)</u>
<b>e) Actuarial assumptions</b>		
Discount rate	8.25%	8.50%
Expected rate of return on plan assets	0.00%	0.00%
Salary rise	7.00%	7.00%
Attrition rate	2.00%	2.00%

32.1 The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service, or retirement, which ever is earlier. The benefits vests after five year of continuous service.



	(Rs. in lacs)	
	Year ended 31 March 2013	Year ended 31 March 2012
<b>33 Payments to auditors</b>		
As auditor		
Statutory audit	3.00	3.37
<b>Total</b>	3.00	3.37

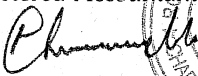
34 The Company is primarily engaged in business of real estate development, which as per Accounting Standard - 17 on "Segment Reporting" notified pursuant to the Companies (Accounting Standard) Rules, 2006 issued by the Central Government in exercise of the powers conferred under sub section (I) (a) of Section 642 of the Companies Act, 1956 is considered to be the only reportable segment. The Company is primarily operating in India which is considered as a single geographical segment.

35 Pursuant to Accounting Standard (AS 19) - Leases, future minimum lease rental payable as at 31 March 2013 as per lease agreement :

Not later than one year	-	68.91
Later than one year but not later than 5 years	-	84.51
Later than 5 years	-	-

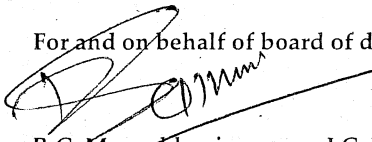
36 The Company has reclassified previous year figures to conform to this year's classification. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it significantly impacts presentation and disclosures made in the financial statements.


As per our report of the even date

For Rohira Mehta & Associates  
 Firm Registration Number: T1877Z/W  
 Chartered Accountants  
  
 N. B. MEHTA  
 M. No. 106294  
 MUMBAI  
 per Nirav B. Mehta  
 Partner  
 Membership No. : 106294

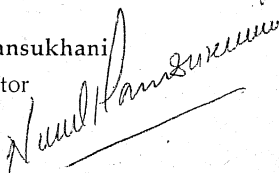
Place: Mumbai  
 Date : May 30, 2013

For and on behalf of board of directors

  
 R.C. Mansukhani  
 Director

  
 P K Tandon  
 Director

J.C. Mansukhani  
 Director

  
 Nikhil Mansukhani  
 Director

Place: Mumbai  
 Date : May 30, 2013

**MAN INFRAPROJECTS LIMITED**

**FINANCIAL STATEMENTS**

**FINANCIAL YEAR 2011-2012**

## Auditors' Report

To,  
The Members of  
Man Infraprojects Limited

1. We have audited the attached Balance Sheet of Man Infraprojects Limited as at 31st March, 2012 and also the Profit and Loss Account and the Cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. Further we believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 ("CARO") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, ("the Act") we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - 1) We have obtained all the information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit;
  - 2) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - 3) The Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report are in agreement with the books of account;

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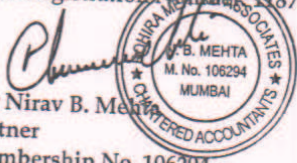


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- 4) In our opinion, the Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act *except Accounting Standard 29: Provisions, Contingent Liabilities and Contingent Assets (Refer Note no. 33 forming part of Accounts)*
- 5) On the basis of the written representations received from the directors as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the director is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
- 6) Subject to the above, in our opinion and to the best of our information and according to the information and according to the explanations given to us, the said accounts read together with the "Notes" thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: -
  - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2012;
  - (ii) In the case of the Profit and Loss Account, of the loss for the year ended on that date; and
  - (iii) In the case of the Cash flow statement, of the cash flows for the year ended on that date.

For Rohira Mehta & Associates  
Chartered Accountants  
Firm Registration No. 18777W



per Nirav B. Mehta  
Partner  
Membership No. 106294

Place : Mumbai  
Dated: 24<sup>th</sup> May, 2012

**MAN INFRAPROJECTS LIMITED**  
Annexure referred to in paragraph 3 of our report of even date

1. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(ii) According to information and explanation given to us, all the assets have been physically verified by the management during the year and we are further informed that no material discrepancy has been noticed by the management on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regards to the size of the Company and nature of its fixed assets.  
(iii) The Company has not disposed off a substantial part of fixed assets during the year and hence going concern assumption has not affected
2. *Since the Company has not maintained stock register, we are unable to comment on clause ii (a), (b) & (c) of paragraph 4 of Companies (Auditor's Report) Order. (Refer note no. 32 forming part of accounts).*
3. (i) The Company has granted loan to one party covered in the register maintained under section 301 of the Companies Act, 1956 the amount involved during the year was Rs. 19.33 Crores. The maximum amount outstanding during the year was Rs. 51.31 Crores. The year-end balance of the loans is Rs.51.31 Crores.  
(ii) In our opinion and according to explanation and information given to us, the rate of interest and other terms and conditions on which the loans have been granted by the Company are not, prima facie, prejudicial to the interest of the Company.  
(iii) There is no written term & condition and written stipulation as to recovery of principal amount and interest as such we are unable to comment on clauses (iii) (c) & (d) of paragraph 4 of Companies (Auditor's Report) Order.  
(iv) In respect of the said loans granted, *the interest is overdue for more than one year.*  
(v) The Company has taken loan from 1 (One) party covered in the register maintained under section 301 of the Companies Act, 1956 amounting to Rs. 256.07 Crores. The maximum amount outstanding during the year was Rs. 304.23 Crores. The year-end balance of the loans is Rs.141.00 Crores.  
(vi) There is no written term & condition and written stipulation as to repayment of principal amount as such we are unable to comment on clause (iii) (f) & (g) of paragraph 4 of Companies (Auditor's Report) Order.



: 4:

4. In our opinion and to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5.
  - (i) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the Register required to be maintained under that Section.
  - (ii) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 and exceeding the value of Rupees Five Lakhs during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 58A and 58AA of the Act and rules there under, to the extent applicable. The management further informs us that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposit.
7. During the year, the Company has taken steps to strengthen the internal audit system. *In our opinion it needs to be further strengthening.*
8. The maintenance of cost records prescribed by the Central Government under the clause (d) of the sub -section (1) of section 209 of the Companies Act, is not applicable to the Company.
9.
  - (i) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales-tax, wealth -tax, customs duty, excise-duty, service tax, cess and other statutory dues wherever applicable with the appropriate authorities *other than Maharashtra Value Added Tax on sale of Residential/ Commercial Premises the exact quantum of which is unascertainable.*
  - (ii) According to the records of the Company, there are no dues outstanding of sales tax, income-tax, customs duty, wealth tax, excise duty, service tax or cess on account of any dispute.
10. In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. Further, the Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

: 5:

11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank, as may be applicable at the balance sheet date.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi / mutual benefit fund/society. Hence, clause (xiii) of paragraph 4 of Companies (Auditor's Report) Order is not applicable to the Company.
14. The Company has not dealt or traded in shares, securities, debentures and other investments. Hence, clause (xiv) of paragraph 4 of Companies (Auditor's Report) Order is not applicable to the Company.
15. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. During the year, the Company has not raised any new term loan.
17. According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that *the company has used funds raised on short-term basis for long-term investment. The company has borrowed Rs. 49.99 crores on short term basis which has been invested in compulsory convertible debentures, which are long term.*
18. The Company has not issued any debentures during the year.
19. The Company has not raised money by the way of issue of shares.
20. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Rohira Mehta & Associates  
Chartered Accountants

Firm Registration Number: 106294

per Nirav B. Mehta  
Partner

Membership No. 106294



Place : Mumbai

Dated: 24<sup>th</sup> May, 2012



**MAN INFRAPROJECTS LIMITED**  
**Balance Sheet as at March 31, 2012**

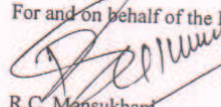
(Amount in Rs.)

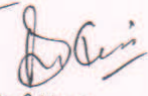
Particulars	Note No.	As at March 31,	
		2012	2011
<b>I. EQUITY AND LIABILITIES</b>			
1) Shareholders' funds			
a) Share Capital	3	454,500,000	454,500,000
b) Reserves and Surplus	4	(191,533,385)	(18,079,878)
2) Non-Current Liabilities			
a) Long-Term Borrowings	5	-	-
b) Other Long Term Liabilities	6	5,865,653	8,827,312
c) Long-Term Provisions	7	291,464	974,709
3) Current Liabilities			
a) Short-Term Borrowings	8	3,210,062,722	1,392,875,465
b) Trade Payables	9	10,925,391	9,351,651
c) Other Current Liabilities	10	279,698,983	1,185,024,276
d) Short-Term Provisions	11	23,519,274	18,875,416
<b>TOTAL EQUITY AND LIABILITIES :</b>		<b>3,793,330,103</b>	<b>3,052,348,951</b>
<b>II. ASSETS</b>			
1) Non-Current Assets			
a) Fixed Assets			
i) Tangible Assets	12	23,951,533	29,217,001
ii) Intangible Assets	12.1	69,929	91,432
b) Non-Current Investments	13	1,001,149,300	551,250,000
c) Deferred Tax Assets (net)	14	-	22,577,999
d) Long Term Loans and Advances	15	679,284,679	496,959,631
e) Other Non-Current Assets	16	103,085,020	32,790,695
2) Current Assets			
a) Inventories	17	1,909,757,180	1,859,454,694
b) Trade Receivables	18	48,632,783	33,492,510
c) Cash and Cash Equivalents	19	4,121,964	18,778,958
d) Short-Term Loans and Advances	20	4,385,689	19,600
e) Other Current Assets	21	18,892,027	7,716,431
<b>TOTAL ASSETS :</b>		<b>3,793,330,103</b>	<b>3,052,348,951</b>
Summary of Significant Accounting Policies	2		

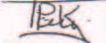
The accompanying notes no 1 to 38 are integral part of the financial statements

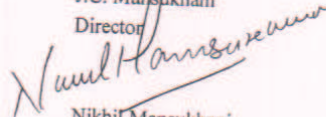
As per our report of the even date  
**For Rohira Mehta & Associates**  
 Firm Registration No. **MA/118/2007W**  
  
 per Nirav B. Mehta  
 Partner  
 Membership No. : 106294  
 Place : Mumbai  
 Date : 24th May, 2012.

For and on behalf of the Board

  
 R.C. Mansukhani  
 Director

  
 J.C. Mansukhani  
 Director

  
 P K Tandon  
 Director

  
 Nikhil Mansukhani  
 Director

Place : Mumbai  
 Date : 24th May, 2012

MAN INFRAPROJECTS LIMITED  
Statement of Profit and Loss for the year ended 31st March 2012

		(Amount in Rs.)	
Particulars	Note No.	As at March 31, 2012	As at March 31, 2011
I. Revenue from Operations:	22	119,479,465	165,601,743
II. Other Incomes:	23	86,755,969	39,647,510
III. <b>Total Income (I+II)</b>		<b>206,235,434</b>	<b>205,249,253</b>
IV. Expenses:			
i Cost of Construction	24	249,845,485	192,235,687
ii Employee Benefit Expenses	25	7,957,456	7,600,000
iii Finance Cost	26	80,880,796	38,967,939
iv Depreciation & Amortization	12	5,562,970	3,664,601
v Other Expenses	27	11,914,993	9,425,809
<b>Total Expenses</b>		<b>356,161,699</b>	<b>251,894,036</b>
V. Profit Before Exceptional Items & Tax (III-IV)		<b>(149,926,266)</b>	<b>(46,644,783)</b>
VI. Exceptional Items (Fixed Deposit W/off)		-	30,000,000
VII Profit Before Tax (V-VI)		<b>(149,926,266)</b>	<b>(76,644,783)</b>
VIII Tax Expense : Deferred Tax		22,577,998	(22,786,980)
IX Profit / (Loss) from Continuing Operations (VII-VIII)		<b>(172,504,264)</b>	<b>(53,857,803)</b>
X Profit / (Loss) for the Period		<b>(172,504,264)</b>	<b>(53,857,803)</b>
Earning Per Equity Shares			
(1) Basic / Diluted including exceptional item		(3.80)	(1.18)
(2) Basic / Diluted excluding exceptional item		(3.80)	(0.52)
Summary of Significant Accounting Policies	2		

The accompanying notes no 1 to 38 are integral part of the financial statements

As per our report of the even date

For Rohira Mehta & Associates  
Firm Registration Number: 11597711

per Nirav B. Mehta  
Partner

Membership No. : 106294

Place : Mumbai

Date : 24th May, 2012.



For and on behalf of the Board

R.C. Mansukhani  
Director

J.C. Mansukhani  
Director

P K Tandon  
Director

Nikhil Mansukhani  
Director

Place : Mumbai  
Date : 24th May, 2012



**1 Background and nature of operations**

Man Infraprojects Limited, (the 'Company') is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 as on September 26, 2006 as a limited company. The Company is engaged primarily in the business of real estate development for commercial and residential purposes.

**2 Significant accounting policies**

**a Change in Presentation and Disclosure of financial statement**

During the year ended March 31, 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company, for preparation and presentation of financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principle followed for preparation of financial statements. The Company has also reclassified the previous year figures in accordance with the requirement of revised Schedule VI.

**b Basis of accounting and preparation of financial statements**

The financial statements which have been prepared under the historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act, 1956 (the 'Act') and comply in all material aspects with the Accounting Standards prescribed by the Central Government, in accordance with the Companies (Accounting Standards) Rules, 2006, to the extent applicable. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

**c Use of Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenues and expenses during the reporting year. Key estimates include estimate of useful lives of investment properties, income taxes, recognition of revenue and future obligations. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates. Any revisions to accounting estimates are recognized prospectively in the current and future periods.

**d Revenue Recognition**

**i) Construction Contracts:**

The Company follows the percentage of completion method of accounting for revenue recognition as per Accounting Standard 7 and recognizes the revenue in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Company. As the project progresses, estimated cost are revised based on the current cost indices and other information available to the Company.

**ii) Real Estate Development**

Revenue from constructed properties is recognised on the "percentage of completion method". Total sale consideration as per the agreements to sell constructed properties entered into is recognised as revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 25 per cent or more of the total estimated project cost. Project cost includes estimated construction and development cost of such properties (excluding cost of land/ development rights). The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognised in the period such changes are determined.

Sale of land and plots (including development rights) is recognised in the financial year in which the agreement to sell is executed. Where the Company has any remaining substantial obligations as per the agreements; revenue is recognised on the percentage of completion method of accounting, as per above.

**e Fixed assets**

**i) Valuation of Fixed Assets**

**- Tangible Assets**

Fixed Assets are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost include cost of acquisition including any direct attributable cost for bringing the assets to its working condition for intended use, borrowing costs if capitalisation criteria are met and exclusive recoverable taxes. Any trade discounts and rebates are deducted in arriving the cost of acquisition.

Gain or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets are derecognised.

**- Intangible Fixed Assets :**

Intangible assets acquired separately are measured at cost less accumulated depreciation and accumulated impairment loss, if any. The cost include cost of acquisition including any directly attributable cost for bringing the assets to its working condition for intended use, borrowing cost if capitalisation criteria are met and exclusive of recoverable taxes.

Gain or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets are derecognised.

**ii) Depreciation**

**- Tangible Assets**

Depreciation on Fixed Assets is provided on straight - line method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956. The Company has used following rates to provide depreciation on its fixed assets.

Furniture,Fixtures & Equipments	6.33%	Computers	16.21%
Motor Vehicle	9.50%		
Leasehold Improvements	Over the period of leasehold property		

**- Intangible Fixed Assets :**

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed atleast at each financial year. if the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly The Company has written off software over the 5 years period.



**f Impairment of assets**

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's fixed assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognized for an asset in prior accounting period may no longer exist or may have decreased. If any indication exists the asset's recoverable amount is estimated. The carrying amount is increased to revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior years. A reversal of impairment loss is recognized in the Profit & Loss Account.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the assets is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a straight line basis over its remaining useful life.

**g Inventories**

- i) Land other than area considered for construction represent land acquired for future development and construction, are stated at cost including the cost of land, the related costs of acquisition, borrowing cost and other costs incurred to get the properties ready for their intended use.
- ii) Constructed properties includes the cost of land (including development rights and land under agreements to purchase) internal development costs, external development charges, construction costs, development/construction materials, and is valued at cost or estimated cost, as applicable.
- iii) Construction work in progress is valued at cost.

**h Borrowing cost**

Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Accounting Standard 16 on Borrowing Costs, are capitalized as part of the cost of qualifying assets. Other borrowing costs are expensed as incurred.

**i Investments**

Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost and provision for diminution in their value, other than temporary, is made in the accounts. Profit/loss on sale of investments is computed with reference to the average cost of the investment.

**j Employee benefits**

**i) Short Term Employee Benefits :**

All Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

**ii) Post – employment Benefits :**

**- Defined Contribution Plans**

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all employees. The Company's contribution to defined contribution plans are recognized in the Profit & Loss Account in the financial year to which they relate

**- Defined Benefit Gratuity Plan**

The Company operates a defined gratuity plan for all employees with Life Insurance Corporation of India. The Company's contribution of premium to gratuity scheme is recognized in the Profit & Loss Account in the financial year to which they relate.

**k Taxes on income**

The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognised on timing differences between the accounting and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses under tax laws are recognised and carried forward to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised in future. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date.

**l Provisions and contingent liabilities**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Provisions are recognised in the financial statements in respect of present probable obligations, for amounts which can be reliably estimated. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

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**3 Share Capital****3.1 Authorised, Issued, Subscribed & Paid-Up Share Capital**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
<b>a</b>	<b>Authorised Share Capital</b>		
i)	Equity Share Capital		
	5,00,00,000 ( Previous Year 5,00,00,000) equity shares of Rs.10 each	500,000,000	500,000,000
	<b>Total :-</b>	<u>500,000,000</u>	<u>500,000,000</u>
<b>b</b>	<b>Issued, Subscribed &amp; Paid-Up Share Capital</b>		
i)	Equity Share Capital		
	4,54,50,000 (Previous Year 4,54,50,000) equity shares of Rs.10 each fully paid up	454,500,000	454,500,000
	<b>Total :-</b>	<u>454,500,000</u>	<u>454,500,000</u>

**3.2 Shareholders Holding more than 5% of Paid - Up Share Capital**

		(Nos.)			
Sr. No.	Particulars	Financial Year 2011 - 2012		Financial Year 2010 - 2011	
		%	Nos.	%	Nos.
<b>a</b>	<b>Equity Share Capital</b>				
i)	Man Industries (India) Limited	100.00	45,450,000	58.53	26,600,000
ii)	Priyal Mansukhani	-	-	20.68	9,400,000
iii)	Nikhil Mansukhani	-	-	20.68	9,400,000

**3.3 Details of Holding company**

		(Nos.)			
Sr. No.	Name of the Holding Company	Financial Year 2011 - 2012		Financial Year 2010 - 2011	
a	Man Industries (India) Limited*	100%	4,54,50,000	58.53%	2,66,00,000

\* During the year, MAN Industries (India) Ltd has acquired 41.36 % shares of the company making it into 100% Holding company of the said company.

MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

3.4 Reconciliation of shares

		(Nos.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Outstanding at the beginning of the period	45,450,000	45,450,000
b	<b>Add:</b>		
i)	Shares issued	-	-
		45,450,000	45,450,000
c	<b>Less:</b>		
i)	Shares bought back	-	-
d	Outstanding at the end of the period	45,450,000	45,450,000

4 Reserves and Surplus

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<b>Securities Premium Reserve</b>		
	Opening Balance	12,000,000	12,000,000
	Add :	-	-
	Closing Balance	12,000,000	12,000,000
b	<b>Surplus</b>		
	Opening Balance	(30,079,878)	26,239,678
	<u>Add :</u>		
	Profit/(Loss) for the year	(172,504,264)	(53,857,803)
	<u>Less : Appropriations</u>		
i)	Gratuity & Leave encashment written back	(678,897)	-
ii)	Tax Adjustment of earlier year	1,628,140	2,461,753
	Closing Balance	(203,533,385)	(30,079,878)
	<b>Total Reserves and Surplus (a+b) :-</b>	(191,533,385)	(18,079,878)

MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

**5 Long Term Borrowings**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<b>Secured</b>		
i)	Term Loans from banks (refer note 5.1 below)	-	331,051,749
b	<b>Unsecured Loan</b>		
i)	Term Loans from banks (refer note 5.2 below)	-	600,000,000
		-	931,051,749
	Loan Repayables :-		
	Within one year	-	931,051,749
	More than one year	-	-
		-	931,051,749
	Less : Portion classified as Current Liabilities	-	931,051,749
	Non - Current Portion	-	-
	<b>Total :-</b>	-	-

5.1 Term Loans for the Construction of project at Bandra was repayable in 14 equal monthly installments of Rs. 1 Crores commencing from date of loan, having interest rate of 14%. Term Loan was secured by way of equitable mortgage of land & proposed building project at Bandra (W), Mumbai.

Term Loans for the Construction of project at Vile Parle(W) was repayable within 18 months from the date of loan and interest rate ranging from 13.5% to 16.9% . Term Loan was secured by hypothecation of all receivables of company and equitable mortgage of land & proposed building project at Vile Parle (W), Mumbai.

5.2 Term Loan from bank was repayable in single installment in february, 2012 having interest rate ranging from 10.75% to 13.25% Further, it was secured by Corporate Guarantee of M/s Man Industries (I) Ltd.

Further, the above term loans have been further secured by corporate guarantee of M/s. Man Industries (India) Limited

**6 Other Long term Liabilities**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Trade Payables	-	4,677,758
b	Other Payables	1,628,079	1,631,903
c	Retention money	4,237,574	2,517,651
	<b>Total :-</b>	5,865,653	8,827,312



MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

**7 Long Term Provisions**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<b>Provision for employee benefits</b>		
	Acturial liability of Gratuity and Leave encashment	295,813	974,709
		<u>295,813</u>	<u>974,709</u>
	Less:		
	Current Portion	4,349	-
		<u>291,464</u>	<u>974,709</u>
	<b>Total :-</b>	<u><u>291,464</u></u>	<u><u>974,709</u></u>

**8 Short term Borrowings**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<b>Unsecured loan</b>		
	i) from Banks*	1,800,000,000	903,486,024
	ii) from Holding Company repayable on demand	1,410,062,722	489,389,441
	<b>Total :-</b>	<u><u>3,210,062,722</u></u>	<u><u>1,392,875,465</u></u>

\* Unsecured Loan from Bank is secured against Fixed Deposit of M/s MAN Industries (I) Ltd of Rs. 200 Crores

**9 Trade Payables**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<b>Trade Payables</b>		
		10,925,391	9,351,651
	<b>Total :-</b>	<u><u>10,925,391</u></u>	<u><u>9,351,651</u></u>

MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

10 Other Current Liabilities

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Current Maturities of Long term debt	-	931,051,749
b	Interest accrued but not due	60,825,813	104,600,869
c	Advance from Customers	214,888,302	146,549,293
d	Other payables	3,984,868	2,822,362
<b>Total :-</b>		<u><u>279,698,983</u></u>	<u><u>1,185,024,276</u></u>

11 Short-term Provisions

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<u>Provision for employee benefits</u>		
i)	Gratuity/Leave Encashment	4,349	-
ii)	Salary payable	4,057,989	6,513,985
b	<u>Other Provisions</u>		
i)	Statutory Dues		
	Service tax	-	528,306
	Tax deducted at source	19,063,680	11,833,125
	Work contract tax	393,256	-
<b>Total :-</b>		<u><u>23,519,274</u></u>	<u><u>18,875,416</u></u>

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## 12 Tangible Assets

(Amount in Rs.)

Sr. No.	Particulars of Assets	Computers	Furniture, Fixtures & Equipments	Motor Vehicle	Leasehold Improvements	Total
1	<b>Cost of Acquisition/Valuation</b>					
	As at April 1, 2010	1,082,637	656,580	4,500,000	-	6,239,217
	i) Aquisitions	763,209	10,508,423	-	15,749,065	27,020,697
	ii) Disposals	-	-	-	-	-
	As at March 31, 2011	1,845,846	11,165,003	4,500,000	15,749,065	33,259,914
	i) Addition/Transfers	71,900	209,808	-	-	281,708
	ii) Disposals	-	14,559	-	-	14,559
	As at March 31, 2012	1,917,746	11,360,252	4,500,000	15,749,065	33,527,063
2	<b>Accumulated Depreciation</b>					
	As at April 1, 2010	184,847	28,006	181,541	-	394,394
	i) Depreciation for the year	245,821	474,991	427,500	2,500,206	3,648,518
	ii) Adjustment on Sale / Transfer	-	-	-	-	-
	As at March 31, 2011	430,668	502,997	609,041	2,500,206	4,042,912
	i) Depreciation for the year	308,075	720,734	427,500	4,085,158	5,541,467
	ii) Adjustment on Sale / Transfer	-	8,849	-	-	8,849
	As at March 31, 2012	738,743	1,214,882	1,036,541	6,585,364	9,575,530
3	<b>Carrying Cost as at March 31, 2011</b>	1,415,178	10,662,006	3,890,959	13,248,859	29,217,002
	Carrying Cost as at March 31, 2012	1,179,003	10,145,370	3,463,459	9,163,701	23,951,533

## 12.1 Intangible Assets

(Amount in Rs.)

Sr. No.	Particulars of Assets	Software	Total
1	<b>Cost of Acquisition/Valuation</b>		
	As at April 1, 2010	-	-
	i) Aquisitions	107,515	107,515
	ii) Disposals	-	-
	As at March 31, 2011	107,515	107,515
	i) Addition/Transfers	-	-
	ii) Disposals	-	-
	As at March 31, 2012	107,515	107,515
2	<b>Accumulated Depreciation</b>		
	As at April 1, 2010	-	-
	i) Depreciation for the year	16,083	16,083
	ii) Adjustment on Sale / Transfer	-	-
	As at March 31, 2011	16,083	16,083
	i) Depreciation for the year	21,503	21,503
	ii) Adjustment on Sale / Transfer	-	-
	As at March 31, 2012	37,586	37,586
3	<b>Carrying Cost as at March 31, 2011</b>	91,432	91,432
	Carrying Cost as at March 31, 2012	69,929	69,929



## 13 Non-current investments

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Trade - valued at cost		
	Unquoted		
i)	Investment in Equity Shares of Subsidiary Company		
	- Merino Shelters Private Limited		
	10000 (P.Y. 10000) nos. of equity shares of Rs. 10/- each, fully paid	501,250,000	551,250,000
ii)	Investment in Debentures of Subsidiary Company		
	- Merino Shelters Private Limited		
	411 (P.Y. Nil) nos. of Compulsory Convertible Debentures of Rs. 1,000,000/- each fully paid	499,899,300	-
	<b>Total :-</b>	<u>1,001,149,300</u>	<u>551,250,000</u>

## 14 Deffered Tax Assets

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Opening deferred tax (liability)/assets	22,577,999	(208,981)
b	Add: On account of		
i)	Difference in depreciation as per books & Income Tax Act, 1961	-	(101,263)
ii)	Carriedforward Business Loss	-	22,888,243
c	Less : On account of		
i)	Reversal of deferred tax assets (Refer note 14.1)	(22,577,999)	-
	<b>Total :-</b>	<u>(22,577,999)</u>	<u>22,786,980</u>
	<b>Net Deffered tax assets</b>	<u>-</u>	<u>22,577,999</u>

14.1 Deferred Tax Assets recognised during the previous year on account of carry forward losses is reversed during the year as there is no virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Further deferred tax assets arising on current year losses is not recognised as there is not virtual certainty that sufficient future taxable income will be available

## 15 Long term loans and advances

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
	<b>Unsecured and considered good</b>		
a	<b>Loans &amp; Advances</b>		
	- Related parties	648,544,271	463,339,271
	- Others	4,800,000	28,800,000
b	Deposits	440,408	3,320,360
	<b>Unsecured and considered doubtful</b>		
a	Advance to Suppliers/Contractors	25,500,000	1,500,000
	<b>Total :-</b>	<u>679,284,679</u>	<u>496,959,631</u>

## 16 Other non-current assets

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Interest receivable on Unsecured Loans	103,013,740	32,701,595
b	Deffered Preliminary Expenses	71,280	89,100
	<b>Total :-</b>	<u>103,085,020</u>	<u>32,790,695</u>

## 17 Inventories

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
	<b>As taken, valued and certified by the management</b>		
a	Work -in -Progress	1,909,757,180	1,859,454,694
	<b>Total</b>	<u>1,909,757,180</u>	<u>1,859,454,694</u>



MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

18 Trade Receivables

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Trade Receivables		
	more than six months	-	-
	within six months	48,632,783	33,492,510
	<b>Total :-</b>	<u>48,632,783</u>	<u>33,492,510</u>

19 Cash & Cash Equivalent

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Cash on hand.	8,560	14,787
b	Balance with Schedule Banks		
	in current account	1,843,188	18,764,170
c	Cheque on Hand	2,270,216	
	<b>Total :-</b>	<u>4,121,964</u>	<u>18,778,957</u>

20 Short-term loans and advances

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Others		
	i) Staff Advance	24,000	9,600
	ii) Advance to Suppliers/Contractors	4,361,689	10,000
	<b>Total :-</b>	<u>4,385,689</u>	<u>19,600</u>

MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

**21 Other Current Assets**

				(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011		
a	<u>Statutory Dues</u>				
	i) Service Tax	4,513,474	316,912		
	ii) TDS Receivable	14,001,884	5,924,652		
	iii) WCT Receivable	-	1,337,802		
b	Prepaid expenses	358,847	83,245		
c	Other Current Assets	-	36,000		
d	Deffered Preliminary Expenses	17,820	17,820		
<b>Total :-</b>		18,892,027	7,716,431		

**22 Revenue from Operations:**

				(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011		
a	Sales of properties	119,479,465	160,472,553		
b	Construction Income	-	5,129,190		
<b>Total :-</b>		119,479,465	165,601,743		

**23 Other Incomes:**

				(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011		
a	Interest Income	80,928,398	39,647,510		
b	Foreign exchange fluctuation	5,827,571	-		
<b>Total :-</b>		86,755,969	39,647,510		

**23.1 Particulars of Interest Income**

			(Amount in Rs.)		
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011		
a	<b>From Non - Current Investments</b>				
i)	On Compulsory Convertible Debentures	32,395,808	-		
b	<b>From Long Term Loans</b>				
i)	On loans to subsidiary	47,951,020	36,335,105		
ii)	On loans to others	420,000	2,502,708		
c	<b>Others</b>	161,570	809,697		
	<b>Total :-</b>	<u>80,928,398</u>	<u>39,647,510</u>		

**24 Cost of Construction**

			(Amount in Rs.)		
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011		
a	<b>Opening work in progress</b>	1,859,454,694	1,703,203,228		
	<b>Total (a) :-</b>	<u>1,859,454,694</u>	<u>1,703,203,228</u>		
b	<b>Add :</b>				
i)	Material, Labour and Other Construction Cost	47,323,467	93,277,614		
ii)	BMC Charges and Taxes	70,708	12,188,500		
iii)	Finance expenses	228,999,550	213,178,867		
iv)	Legal and professional fees	887,976	1,241,286		
v)	Employee cost	14,148,317	23,615,432		
vi)	Marketing Expenses and Sales Promotion Expenses	8,717,952	4,985,454		
	<b>Cost Incurred During the Year (b) :-</b>	<u>300,147,971</u>	<u>348,487,153</u>		
c	<b>Total cost of construction as at year end (a)+(b)</b>	<u>2,159,602,664</u>	<u>2,051,690,381</u>		
	<b>Less:</b>				
	Transfer of cost during the year (Cost transferred to Profit and Loss Account [includes interest cost Rs.4,58,71,266/--(Previous Year Rs. 1,90,14,218/-)	249,845,485	192,235,687		
d	<b>Closing work in progress</b>	<u>1,909,757,180</u>	<u>1,859,454,694</u>		

**25 Employee Benefit Expenses**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Salaries & Wages	7,600,000	7,600,000
b	Staff Welfare	201,260	-
c	Staff Recruitment	156,196	-
<b>Total :-</b>		<u>7,957,456</u>	<u>7,600,000</u>

**26 Finance Cost**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Interest Expenses		
i)	Interest to Others	80,830,972	38,837,813
b	Other Borrowing Cost		
i)	Bank Charges	49,824	130,126
<b>Total :-</b>		<u>80,880,796</u>	<u>38,967,939</u>

**27 Other Expenses**

		(Amount in Rs.)	
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Audit Fees	337,080	330,900
b	Rent Expenses	7,346,438	4,439,943
c	Rates & Taxes	252,855	9,218
d	Sundry Balance Written/off	(531,819)	194,460
e	Legal Charges	-	775,786
f	Other Miscellaneous Expenses	4,352,797	857,682
g	Sales & Marketing Expenses	44,817	-
h	Interest on late payment of service tax	95,005	-
i	Prior Period Expenses	-	2,800,000
j	Preliminary expenses written off	17,820	17,820
<b>Total :-</b>		<u>11,914,993</u>	<u>9,425,809</u>



MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

28 Related party disclosures

i Names of related parties and description of relationship:

Sr. No.	Name of the Related Party	Relationship
a	Man Industries India Limited	Holding Company
b	Merino Shelters Private Limited	Subsidiary Company
c	Mr. Rameshchandra Manshukhani	Key Managerial Personnel
d	Mr. Jagdishchandra Manshukhani	Key Managerial Personnel
e	Mr. Nikhil Manshukhani	Key Managerial Personnel
f	Ms. Kimatdevi Manshukhani	Relative of Key Managerial Personnel
g	Ms. Anita Manshukhani	Relative of Key Managerial Personnel
h	Ms. Deepa Manshukhani	Relative of Key Managerial Personnel
i	Ms. Heena Kalantri	Relative of Key Managerial Personnel
j	Ms. Priyal Manshukhani	Relative of Key Managerial Personnel
k	Man Global Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence
l	JPA Holding Pvt. Ltd. }	

ii Details of transactions:

Sr. No.	Particulars	(Amount in Rs.)	
		Financial Year 2011 - 2012	Financial Year 2010 - 2011
<b>1</b>	<b>Subsidiary</b>		
<b>a</b>	<b>Merino Shelters Private Limited</b>		
	i) Loan Given	193,255,000	168,101,000
	ii) Loan Received Back	8,050,000	53,500,000
	iii) Interest Received	80,346,828	36,335,105
	iv) Rent - Expense	180,000	180,000
	v) Share Application Money Paid (Received)	(50,000,000)	-
<b>2</b>	<b>Holding Company</b>		
<b>a</b>	<b>Man Industries (India) Limited</b>		
	i) Loan Taken	2,560,659,007	1,719,200,000
	ii) Loan Repaid	1,830,910,001	1,847,807,196
	iii) Interest Paid	173,772,360	111,230,184
	iv) Rent - Expense	180,000	288,000
	v) Re-imburement of Expenses	26,961	241,940
	vi) Construction Contract Income	-	5,657,496

MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
3	<b>Nikhil R. Mansukhani</b>		
	i) Loan Given	-	32,074,599
	ii) Loan Received Back	-	32,074,599
	iii) Salary	7,600,000	10,400,000
4	<b>Others</b>		
	i) Loan Taken	-	54,789,725
	ii) Loan Repaid	-	15,000,000
	iii) Loan Given	-	234,650,500
	iv) Loan received back	-	234,650,500
	v) Rent Paid	8,678,438	8,333,750
	vi) Lease Rent Deposit Paid / (Received Back)	(3,000,000)	3,000,000
	vii) Interest Paid	-	4,290,481

iii Details of outstanding to related parties as on 31st March,2012:

			(Amount in Rs.)
Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	<b>Merino Shelters Private Limited</b>		
	i) Loan Given	496,140,346	310,935,346
b	<b>Man Industries (India) Limited</b>		
	i) Loan Taken	1,219,138,447	489,389,441
	ii) Interest Payable	246,502,290	111,230,184
c	Advance given towards Purchase of Office Premises	152,403,925	152,403,925
d	Lease Rent Deposit Paid	-	3,000,000

(This space is intentionally left blank)

**29 Earning Per Share (EPS)**

Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
<b>a</b>	<b>Basic earning per share (including exceptional item)</b>		
i)	Net profit attributable to equity shareholders	(172,504,264)	(53,857,803)
ii)	Weighted average number of equity shares.	45,450,000	45,450,000
iii)	Basic earning per share	(3.80)	(1.18)
<b>b</b>	<b>Basic earning per share (excluding exceptional item)</b>		
i)	Net profit attributable to equity shareholders	(172,504,264)	(23,857,803)
ii)	Weighted average number of equity shares.	45,450,000	45,450,000
iii)	Basic earning per share	(3.80)	(0.52)
	Nominal value per equity share (in Rs.)	10	10

**30 Employee Defined Benefits : Defined benefit plans as per Actuarial valuation on 31st March, 2012.**

Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
			(Amount in Rs.)
<b>I.</b>	<b>Expense Recognised in the Statement of Profit &amp; Loss Account</b>		
	Current Service Cost	601,240	569,880
	Interest	73,605	34,174
	Expected Return on plan assets	-	
	Amount recognised in the profit & loss account	-	
	Actuarial (Gain)/Loss	(1,312,372)	(139,051)
	<b>Total :-</b>	<u>(637,527)</u>	<u>465,003</u>
<b>II.</b>	<b>Net (Asset) / Liability recognised in the Balance Sheet as at</b>		
	Present value of Defined Benefit obligation as at the beginning of the y	<b>892,181</b>	<b>892,181</b>
	Fair Value of plan assets as at		-
	Funded Status [Surplus/(Deficit)]	(637,527)	-
	Net (Asset)/Liability as at	<u>254,654</u>	<u>892,181</u>



MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

Sr. No.	Particulars	Financial Year 2011 - 2012	Financial Year 2010 - 2011
<b>III. Change in the obligation during the year ended</b>			
	Present value of Defined Benefit obligation as at the beginning of the y	892,181	427,178
	Current service cost	601,240	569,880
	Interest Cost	73,605	34,174
	Benefit payments	-	-
	Actuarial (Gain)/Loss	(1,312,372)	(139,051)
	Present value of Defined Benefit obligation as at the end of the year		
	<b>Total :-</b>	<u>254,654</u>	<u>892,181</u>
<b>IV. Change in Fair Value of Assets during the year ended</b>			
	Fair Value of plan assets at the beginning of the year	-	-
	Expected return on plan assets	-	-
	Contributions by employer	-	-
	Actual Benefits paid	-	-
	Actuarial Gain/(Loss) on plan assets	-	-
	Fair Value of plan assets at the end of the year	-	-
	Total Actuarial Gain/(Loss) to be recognised	-	-
<b>V. Actuarial Assumptions</b>			
	Discount Rate	8.25%	8.25%
	Expected rate of return on plan assets	0.00%	0.00%
	Salary Rise	7.00%	7.00%
	Attrition rate	2.00%	2.00%

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service, or retirement, which ever is earlier. The benefits vests after five year of continuous service.

- 31 The Company has not initiated the process of identifying 'suppliers' covered under the Micro, Small and Medium Enterprise Development Act, 2006 and hence disclosure requirements in this regards as per Schedule VI of the Companies Act, 1956 could not be provided.
- 32 The Company has not maintained stock register. As Company has not maintained stock register, information relating to consumption, sales and other relevant details cannot be obtained and verified. Further the original title deeds for the land at Indore have not been produced before us for the verification.



MAN INFRAPROJECTS LIMITED

Notes annexed to and forming part of financial statements for the year ended March 31, 2012.

- 33 The Government of Maharashtra had amended the provisions of Maharashtra Value Added Tax Act, 2002 and provided that Value Added Tax is leviable under the provisions on sale of under construction premises by the company engaged in the business of construction. Maharashtra Chamber of Housing Industry (MCHI), of which Company is a member, had also filed a writ petition in Honorable Bombay High Court, challenging the constitutional validity of the amendment made in Maharashtra Value Added Tax Act, 2002 (MVAT Act). On 10 April, 2012, the Honorable Bombay High Court has dismissed the writ petition and upheld the levy of value added tax on sale of under construction premises. The Company has not provided the liability of VAT in the books which is in contravention to AS 29: Provisions, Contingent Liabilities and Contingent Assets issued by Institute of Chartered Accountants of India. As the liability is not ascertained, we are unable to quantify the same.

34 Auditor's Remuneration

Sr. No.	Particulars	(Amount in Rs.)	
		Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Statutory / Tax Audit fees	337,080	330,900
	<b>Total:-</b>	<b>337,080</b>	<b>330,900</b>

- 35 During the year, remuneration paid to Directors exceeds the limits as specified under the schedule XIII of the Companies Act, 1956.
- 36 During the year the company has completed construction of Commercial Premises at Vile Parle to the extent of 84%. However, no revenue has been recognised as there is a loss on the basis of percentage completion method and the Management has certified that there will be reasonable profit when the entire project is completed and all the premises are being sold.
- 37 The Company is primarily engaged in business of real estate development, which as per Accounting Standard - 17 on "Segment Reporting" notified pursuant to the Companies (Accounting Standard) Rules, 2006 issued by the Central Government in exercise of the powers conferred under sub section (I) (a) of Section 642 of the Companies Act, 1956 is considered to be the only reportable segment. The Company is primarily operating in India which is considered as a single geographical segment.
- 38 Pursuant to Accounting Standard (AS 19) - Leases, future minimum lease rental payable as at March 31, 2012 as per lease agreement :

Sr. No.	Particulars	(Amount in Rs.)	
		Financial Year 2011 - 2012	Financial Year 2010 - 2011
a	Not later than one year	6,890,630	6,562,500
b	Later than one year but not later than 5 years	8,450,674	15,341,304
c	Later than 5 years	-	-

As per our report of the even date

For Rohira Mehta & Associates  
Firm Registration Number: 106294

per Nirav B. Mehta  
Partner

Membership No. : 106294

Place : Mumbai

Date : 24th May, 2012.



For and on behalf of board of directors

R.C. Mansukhani  
Director

J.C. Mansukhani  
Director

P K Tandon  
Director

Nikhil Mansukhani  
Director

Place : Mumbai

Date : 24th May, 2012

Man Infraprojects Limited  
Cash Flow Statement for the year ended March 31, 2012

		(Amount in Rs.)	
Sr.No.	Particulars	As at March 31, 2012	As at March 31, 2011
<b>A</b>	<b>Cash flow from operating activities</b>		
	Profit before tax from continuing operations	(149,926,266)	(76,644,783)
<b>a</b>	<b>Non - Cash adjustment to reconcile profit before tax to net cash flow</b>		
i)	Depreciation/amortization on continuing operation	5,562,970	3,664,601
ii)	Interest Expenses	80,830,972	38,837,813
iii)	Interest Income	(80,928,398)	(39,647,510)
	<b>Operating Profit before working capital changes :</b>	<b>(144,460,722)</b>	<b>(73,789,879)</b>
	<b>Changes in working capital:</b>		
<b>b</b>	<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
i)	Increase/(Decrease) in trade payables	1,573,740	(3,375,413)
ii)	Increase/(Decrease) in other current liabilities	(905,325,293)	686,020,948
iii)	Increase/(Decrease) in other long - term liabilities	(2,961,659)	5,199,657
iv)	Increase/(Decrease) in long - term provisions	-	271,211
v)	Increase/(Decrease) in short - term provisions	4,639,509	1,698,556
<b>c</b>	<b>Adjustments for (increase) / decrease in operating assets:</b>		
i)	Decrease/(Increase) in inventories	(50,302,486)	(155,164,685)
ii)	Decrease/(Increase) in trade receivables	(15,140,272)	(19,909,494)
iii)	Decrease/(Increase) in long - term loans and advances	(182,325,048)	(111,034,950)
iv)	Decrease/(Increase) in short - term loans and advances	(4,366,089)	1,195,176
v)	Decrease/(Increase) in other current assets	(11,175,596)	7,741,671
vi)	Decrease/(Increase) in other non - current assets	(70,294,325)	(20,305,629)
		<u>(1,235,677,519)</u>	<u>392,337,048</u>
<b>d</b>	<b>Cash generated from/(used in) operations</b>	<b>(1,380,138,241)</b>	<b>318,547,169</b>
	Direct Taxes Paid(net of refunds)	1,628,140	2,461,753
	<b>Net cash flow from/(used in) operating activities (A)</b>	<b>(1,381,766,381)</b>	<b>316,085,416</b>
<b>B</b>	<b>Cash flow from investing activities</b>		
<b>a</b>	<b>Purchase of fixed assets, including intangible assets, CWIP and capital advances</b>	<b>(281,708)</b>	<b>(8,698,894)</b>
<b>b</b>	<b>Proceeds from sale of fixed assets</b>	<b>5,710</b>	<b>-</b>
<b>d</b>	<b>Purchase of non - current investments</b>	<b>(449,899,300)</b>	<b>-</b>
<b>e</b>	<b>Interest received</b>	<b>80,928,398</b>	<b>39,647,510</b>
	<b>Net cash flow from/(used in) investing activities (B)</b>	<b>(369,246,900)</b>	<b>30,948,616</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
<b>a</b>	<b>Proceeds from short - term borrowings</b>	<b>1,817,187,257</b>	<b>-</b>
<b>b</b>	<b>Repayment of short - term borrowings</b>	<b>-</b>	<b>(300,686,925)</b>
<b>c</b>	<b>Interest paid</b>	<b>(80,830,972)</b>	<b>(38,837,813)</b>
	<b>Net cash flow from/(used in) financing activities (C)</b>	<b>1,736,356,285</b>	<b>(339,524,738)</b>
	<b>Net increase/decrease in cash and cash equivalents(A+B+C)</b>	<b>(14,656,996)</b>	<b>7,509,294</b>
	Cash and cash equivalents at the beginning of the year	18,778,958	11,269,664
	<b>Cash and cash equivalents at the end of the year</b>	<b>4,121,964</b>	<b>18,778,957</b>
<b>*</b>	<b>Components of cash and cash equivalents</b>		
	Cash on hand	8,560	14,787
	Cheque on Hand	2,270,216	-
	With banks on current account	-	-
		<u>1,843,188</u>	<u>18,764,170</u>
	<b>Total cash and cash equivalents</b>	<b>4,121,964</b>	<b>18,778,957</b>

Note :  
The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard-3, Cash Flow Statements, prescribed under the Companies (Accounting Standards) Rules, 2006.

As per report of  
For Rohira Mehra & Associates  
Firm Registration Number : 118777W  
N. S. BHATA  
M.No. 106294  
per Mrav B. Mehta  
Partner  
Membership No. : 106294  
Place : Mumbai  
Date : 24th May, 2012.



For and on behalf of Board

R.C. Mansukhani  
Director

J.C. Mansukhani  
Director

P.K. Tandon  
Director

Nikhil Mansukhan  
Director

Place : Mumbai  
Date : 24th may, 2012



**MAN INFRAPROJECTS LIMITED**

**FINANCIAL STATEMENT**

**FINANCIAL YEAR 2010-2011**

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 5<sup>th</sup> Annual Report of the Company together with the audited accounts for the year ended 31<sup>st</sup> March, 2011.

### FINANCIAL RESULTS:

(Amt in Rs.)

Particulars	For the year 2010-11	For the year 2009-10
Turnover	205,249,253	46,829,697
Profit before Depreciation	(70,180,183)	10,460,671
Less: Depreciation	3,664,601	319,751
Disposable Profit	(73,844,784)	10,140,920
Less : Taxation	20,356,285	31,56,544
Profit after Tax before prior period adjustment	(53,488,499)	69,84,376
Profit/ (Loss) after Tax	(56,288,499)	69,84,376
Add: Profit brought forward	26,239,678	16,288,739
Total profit available for appropriation	(30,048,821)	23,273,115
<b>APPROPRIATIONS:</b>	---	---
Previous Year Adjustment	---	(3,416,563)
Share Issue Expenses	---	450,000
<b>Balance carried to Balance Sheet</b>	<b>(30,048,821)</b>	<b>26,239,678</b>

### OPERATION:

During the year Company has recognized the revenue for one of its residential project. Revenue from other commercial project is not being recognized during the year. Company's top line has gone up from Rs. 4.68 Crore to Rs. 20.53 Crore in FY 2010-11 in compared to FY 2009-2010. However there is operating loss of Rs. 7.01 Crore as against profit of Rs. 1.04 Crore in compare to previous year.

However company's both the projects i.e. Man Excellenza at Vile Parle and Man Dune at Bandra have progressed substantially and majority of work is completed.

Your Company is cautiously optimistic about its growth prospects for the current financial year.

### TRANSFER TO RESERVES:

Your Company is not transferring profits to the general reserve.

### MAN INFRAPROJECTS LTD.

Corp. Office : Man House, 102, S. V. Road, Vile Parle (W), Mumbai - 400 056. India.

T : 022 664 77 664, F : 022 664 77 677, E-mail : info@maninfraprojects.com, www.maninfraprojects.com

**FIXED DEPOSITS:**

The Company has not accepted or renewed any deposit from public during the year under review.

**DIVIDEND:**

For the year under review, the Directors have not recommended any dividend.

**SUBSIDIARIES:**

We have one subsidiary i.e. Merino Shelters Private Limited which is duly incorporated under the law of India and developing a Millions square feet of residential and commercial project at Nerul, Navi Mumbai.

**SAFETY, HEALTH AND ENVIRONMENT:**

Your Company is committed to providing a safe environment to all its employees. During the year 2010-11, the Company continued its efforts on improving the safety capability. Further, your Company undertook steps to strengthen the existing safety management system.

**HUMAN RESOURCES:**

It is the commitment of employees at all levels and their contribution to innovation and change that is essential to compete successfully in an increasingly competitive global market-place and achieve sustained growth and profitability. Attracting, retaining and motivating employees and creating an environment that nurtures them to deliver their best have been a constant challenge for your Company. Your Company continues to invest in training, refining its goal setting and performance evaluation processes through which employees can share best practices and seek support to drive change and improvement.

**PERSONNEL:**

In terms of the provisions of section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975, names and other particulars of the employees are required to be set out in the annexure to this report. However, as per the provisions of section 219(1) (b) (iv) of the Companies Act, 1956, the report and Annual Accounts of the Company sent to the Shareholders do not contain the said annexure. Any Shareholders desirous of obtaining a copy of the said annexure may write to the Company Registered Office of the Company.

**CONSOLIDATED ACCOUNTS:**

As per Section 212 of the Companies Act, 1956 accounts of subsidiary is attached to the Balance Sheet of the Company. In accordance with the Accounting Standard (AS 21), Consolidated Financial Statements presented by your Company include the financial information of all its subsidiaries.

**MAN INFRAPROJECTS LTD.**

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T : 022 664 77 664, F : 022 664 77 677, E-mail : [info@maninfraprojects.com](mailto:info@maninfraprojects.com), [www.maninfraprojects.com](http://www.maninfraprojects.com)



### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not applicable as your Company is not a manufacturing company.

### **DIRECTORS:**

Mr. J.L. Mansukhani resigned from the board of the director during FY 2010-2011. Mr. P.K. Tandon has been appointed as director with effect from 29th March, 2011. The current Board comprises of Mr. R C Mansukhani, Mr. J. C. Mansukhani, Mr. Nikhil Mansukhani and Mr. P.K. Tandon.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

As required by the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm the following:

- That in the preparation of the annual accounts, the applicable standards had been followed alongwith proper explanations relating to material departures.
- That the Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period.
- That the Directors took proper and sufficient care to maintain adequate accounting records in accordance with the provisions of this Act to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the Annual Accounts on a going concern basis.

### **AUDITORS:**

M/s Rohira Mehta & Associates, Chartered Accountants, who are the statutory auditors of the Company, hold office until the ensuing Annual General Meeting and are eligible for re-appointment. The members are requested to consider their re-appointment for the current financial year 2011 -2012 and authorize the Board of Directors to fix their remuneration. The retiring auditors have, under Section 224 (1B) of the Companies Act, 1956, furnished certificate of their eligibility for the appointment.

### **MAN INFRAPROJECTS LTD.**

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**AUDITORS' REPORT:**

Observations, if any, made in the Auditor Report read with relevant notes as given in Notes to Accounts and they do not call for any further comments under section 217(3) of the Companies Act, 1956.

**ACKNOWLEDGEMENT:**

We take the opportunity to express our deep sense of gratitude to bankers and Local authorities. Your Directors would like to express their gratitude to the Shareholders, and are deeply grateful to them for reposing their confidence and faith in the Company.

Date: 24th May, 2011  
Place: Mumbai

**FOR AND ON BEHALF OF THE BOARD**



Director



**MAN INFRAPROJECTS LTD.**

Corp. Office : Man House, 102, S. V. Road, Vile Parle (W), Mumbai - 400 056. India.  
T : 022 664 77 664, F : 022 664 77 677, E-mail : info@maninfraprojects.com, www.maninfraprojects.com



Name **Man Infraprojects Limited**

Address

**Man House  
102, S V Road,  
Opp. Pawan Hans,  
Vile Parle (W),  
Mumbai - 400 056.**

Status **Public Limited Company**

PAN **AAECM9991M**

FY **2010-2011**

Date Of Inc.

**26/09/2006**

AY **2011-2012**

**STATEMENT OF TOTAL INCOME**

	HEADS OF INCOME			Amount
	<b>Income From Business</b>			
	Net Profit ( Loss ) As Per Profit & Loss (Before Taxation)			<b>(73,844,784)</b>
Add	<b>Disallowances</b>			
a)	Depreciation As per Companies Act	3,664,601		
b)	Provision for Gratuity	91,471		
c)	Provision for Leave encashment	9,041	<b>3,765,112</b>	
Less	Depreciation Allowable As Per Income Tax Act	3,992,312	<b>3,992,312</b>	
	<b>Taxable Income From Business</b>			<b>(74,071,984)</b>
Note	Business loss to be carried forward to A.Y. 2012 - 2013 U/S. 72 of IT Act, 1961 (Rs. 7,40,71,984/-)			
	<b>Taxation Calculation</b>			
	Tax payable on Taxable Income @ 30%	30%	-	
Add:	Surcharge @ 10%	10%	-	
Add:	S & HS Education Cess	3%	-	
	<b>Tax Payable</b>			<b>-</b>
	<b>Tax Deducted At Sources</b>			
Less:	TDS On Interest		3,883,781	
	TDS On Contract		113,150	<b>3,996,931</b>
	<b>REFUND DUE</b>			<b>3,996,931</b>

## **Auditors' Report**

To,  
The Members of  
Man Infraprojects Limited

1. We have audited the attached Balance Sheet of Man Infraprojects Limited as at 31st March, 2011 and also the Profit and Loss Account and the Cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. Further we believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 ("CARO") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, ("the Act") we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - 1) We have obtained all the information and explanations, which, to the best of our knowledge and belief were necessary for the purpose of our audit;
  - 2) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - 3) The Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report are in agreement with the books of account;

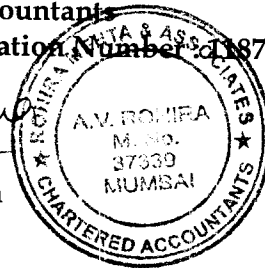
..2..

- 4) In our opinion, the Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act *except Accounting Standard 29: Provisions, Contingent Liabilities and Contingent Assets in respect of Service tax and Value Added Tax (refer Note no. 7 of schedule 17 forming part of Accounts)*
- 5) On the basis of the written representations received from the directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the director is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
- 6) Subject to the above, in our opinion and to the best of our information and according to the information and according to the explanations given to us, the said accounts read together with the "Notes" thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: -
- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011;
- (ii) In the case of the Profit and Loss Account, of the loss for the year ended on that date; and
- (iii) In the case of the Cash flow statement, of the cash flows for the year ended on that date.

For Rohira Mehta & Associates  
Chartered Accountants  
Firm's Registration Number: 18777W



Anil V. Rohira  
Partner  
M. No. 037339



Place : Mumbai  
Dated : 24<sup>th</sup> May, 2011

**MAN INFRAPROJECTS LIMITED**  
**Annexure referred to in paragraph 3 of our report of even date**

1. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(ii) According to information and explanation given to us, all the assets have been physically verified by the management during the year and we are further informed that no material discrepancy has been noticed by the management on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regards to the size of the Company and nature of its fixed assets.  
  
(iii) The Company has not disposed off a substantial part of fixed assets during the year and hence going concern assumption has not affected
2. *Since the Company has not maintained stock register, we are unable to comment on clause ii(a),(b) & (c) of paragraph 4 of Companies (Auditor's Report) Order. (Refer note 8 of part II of Schedule 17 forming part of accounts).*
3. (i) The Company has granted loan to 4 (Four) parties covered in the register maintained under section 301 of the Companies Act, 1956 the amount involved during the year was Rs. 43.48 Crores. The maximum amount outstanding during the year was Rs. 35.29 Crores (refer Note no. 11 of Schedule no. 17 forming part of accounts for contravention to section 295 of the Companies Act, 1956).  
  
(ii) In our opinion and according to explanation and information given to us, the rate of interest and other terms and conditions on which the loans have been granted by the Company are not, prima facie, prejudicial to the interest of the Company *except to the extent of uncharged interest.*  
  
(iii) There is no written term & condition and written stipulation as to recovery of principal amount and interest as such we are unable to comment on clauses (iii)(c) & (d) of paragraph 4 of Companies (Auditor's Report) Order are not applicable to the Company.  
  
(iv) The Company has taken loan from 7 (Seven) parties covered in the register maintained under section 301 of the Companies Act, 1956 amounting to Rs. 200.98 Crores. The maximum amount outstanding during the year was Rs. 207.01 Crores.  
  
(v) There is no written term & condition and written stipulation as to repayment of principal amount as such we are unable to comment on clause (iii)(f) & (g) of paragraph 4 of Companies (Auditor's Report) Order are not applicable to the Company.

: 4 :

4. In our opinion and to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas; *however the same needs to be strengthened.*
5.
  - (i) *The Company has not updated the register maintained under section 301 of the Companies Act, 1956.*
  - (ii) *As the Company has not updated the register, relevant records and documents in respect of contract entered with Companies, firms and parties covered under section 297 of the Companies Act, 1956, we are unable to comment on clause (v)(ii) of paragraph 4 of Companies (Auditor's Report) Order, 2003.*
6. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 58A and 58AA of the Act and rules there under, to the extent applicable. The management further informs us that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposit.
7. In our opinion, the Company *does not have* an internal audit system commensurate with the size and nature of business.
8. The maintenance of cost records prescribed by the Central Government under the clause (d) of the sub -section (1) of section 209 of the Companies Act, is not applicable to the Company.
9.
  - (i) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income-tax, sales-tax, wealth -tax, customs duty, excise-duty, service tax, cess and other statutory dues wherever applicable with the appropriate authorities.
  - (ii) According to the records of the Company, there are no dues outstanding of sales tax, income-tax, customs duty, wealth tax, excise duty, service tax or cess on account of any dispute *other than Service Tax and Maharashtra Value Added Tax on sale of Residential/ Commercial Premises the exact quantum of which is unascertainable.*
10. In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. Further, the Company has incurred cash loss during the financial year covered by our audit. The company has not incurred any cash loss in the immediate preceding previous year.

..5..



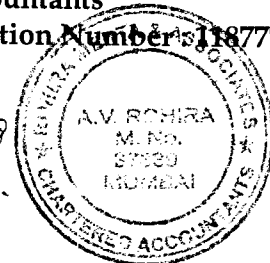
: 5 :

11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank, as may be applicable at the balance sheet date.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.
14. The Company has not dealt or traded in shares, securities, debentures and other investments. Hence clause (xiv) of paragraph 4 of Companies (Auditor's Report) Order is not applicable to the Company.
15. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. In our opinion, the Company has applied term loans for the purpose for which the loans were obtained.
17. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
18. The Company has not issued any debentures during the year.
19. The Company has not raised money by the way of issue of shares.
20. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Rohira Mehta & Associates  
Chartered Accountants  
Firm's Registration Number: 118777W



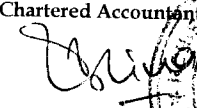
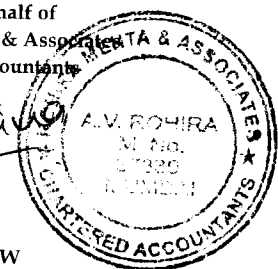
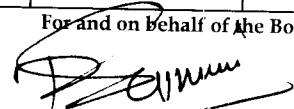
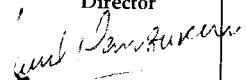

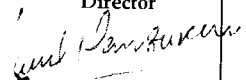
Anil V. Rohira  
Partner  
M. No.: 037339



Place : Mumbai  
Dated : 24<sup>th</sup> May, 2011

**MAN INFRAPROJECTS LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2011**

PARTICULARS	Sch. No.	AS AT 31ST MARCH, 2011	AS AT 31ST MARCH, 2010
<b><u>SOURCES OF FUND</u></b>			
<b>1. Shareholders Funds</b>			
Share Capital	1	454,500,000	454,500,000
Reserves and Surplus	2	(18,079,879)	38,239,678
		436,420,121	492,739,678
<b>2. Loan Funds</b>			
Secured Loans	3	1,234,537,773	351,321,511
Unsecured Loans	4	1,089,389,441	1,693,562,390
		2,323,927,214	2,044,883,901
<b>3. Deferred Tax Liability</b>		310,245	208,982
<b>Total</b>		<b>2,760,657,581</b>	<b>2,537,832,562</b>
<b><u>APPLICATION OF FUNDS</u></b>			
<b>1. Fixed Assets</b>			
a) Gross Block	5	33,367,429	6,239,217
Less : Accumulated Depreciation		4,056,996	394,395
Net Block		29,308,433	5,844,822
b) Capital Work In Progress		-	18,429,318
		29,308,433	24,274,141
<b>3. Investments</b>	6	551,250,000	551,250,000
<b>4. Current Assets, Loans and Advances</b>			
Inventory	7	1,859,454,694	1,704,290,009
Sundry Debtors	8	33,492,510	13,583,016
Cash and Bank Balances	9	18,778,957	11,269,664
Loans and Advances	10	537,379,437	414,957,885
		2,449,105,598	2,144,100,574
Less: Current Liabilities and Provisions	11	292,001,612	181,916,892
<b>Net Current Assets</b>		<b>2,157,103,986</b>	<b>1,962,183,682</b>
<b>5. Deferred Tax Asset</b>		22,888,243	
<b>6. Miscellaneous Expenditure</b>		106,920	124,740
<b>Total</b>		<b>2,760,657,581</b>	<b>2,537,832,562</b>
Significant Accounting Policies and Notes on Accounts	17		
As per our Report attached For and on behalf of Rohira Mehta & Associates Chartered Accountants		For and on behalf of the Board	
  Anil V. Rohira Partner M.No. 37339 F.R.No.118777 W		 R.C. Mansukhani Director	
		 J.C. Mansukhani Director	
		 P K Tandon Director	
		 Nikhil Mansukhani Director	
Place : Mumbai			
Date : 24th May 2011			

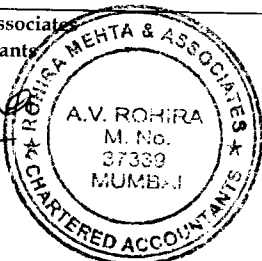
**MAN INFRAPROJECTS LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2011**

PARTICULARS	Sch. No.	AS AT 31ST MARCH, 2011	AS AT 31st MARCH, 2010
<b>INCOME</b>			
Sales and Income From Operations	12	165,601,743	13,806,864
Other Income	13	39,647,510	33,022,833
<b>Total</b>		<b>205,249,253</b>	<b>46,829,697</b>
<b>EXPENDITURE</b>			
Cost of Operations	14	192,235,687	10,403,196
Interest and Financial Charges	15	38,967,940	24,906,304
Operating and Other Expenses	16	14,225,809	1,042,037
Exceptional Item (Fixed Deposit W/off)		30,000,000	-
<b>Total</b>		<b>275,429,436</b>	<b>36,369,026</b>
<b>Profit Before Depreciation</b>		<b>(70,180,183)</b>	<b>10,460,671</b>
Depreciation		3,664,601	319,751
<b>Profit Before Tax</b>		<b>(73,844,784)</b>	<b>10,140,920</b>
<u>Provision For Taxation</u>			
Current Tax		-	3,032,044
Deferred Tax		(22,786,980)	124,500
Short Tax Provision For Earlier Year		2,461,753	-
<b>Profit After Tax (Before Prior Period Adjustment)</b>		<b>(53,519,557)</b>	<b>6,984,376</b>
Directors Remuneration (Prior Period)		2,800,000	-
<b>Net Profit After Tax</b>		<b>(56,319,557)</b>	<b>6,984,376</b>
Balance Brought Forward		26,239,678	16,288,739
Disposable Profit		(30,079,879)	23,273,115
<b>APPROPRIATIONS</b>			
Previous year Adjustment		-	(3,416,563)
Share Issue Expenses		-	450,000
<b>Balance Carried to Balance Sheet</b>		<b>(30,079,879)</b>	<b>26,239,678</b>
<b>Earning Per Share</b>		<b>(1.24)</b>	<b>0.15</b>
Significant Accounting Policies and Notes on Accounts	17		

Rohira Mehta & Associates  
Chartered Accountants

*Anil V. Rohira*  
Anil V. Rohira  
Partner  
M.No. 37339  
F.R. No.118777 W



Place : Mumbai  
Date : 24th May 2011

For and on behalf of the Board

*R.C. Mansukhani*  
R.C. Mansukhani  
Director

*J.C. Mansukhani*  
J.C. Mansukhani  
Director

*P K Tandon*  
P K Tandon  
Director

*Nikhil Mansukhani*  
Nikhil Mansukhani  
Director

MAN INFRAPROJECTS LTD.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

PARTICULARS	31st March 2011	31st March 2010
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Taxes & Extraordinary Activities	(73,844,784)	10,140,920
<b>Adjustment for :</b>		
Depreciation	3,664,601	319,751
Interest	38,967,940	24,906,304
Loss on sale of Assets		12,466
Other Income	(39,647,510)	(33,022,833)
<b>Operating Profit before W. Capital changes</b>	<b>(70,859,753)</b>	<b>2,356,608</b>
<b>Adjustment for :</b>		
Inventories	(155,164,685)	(403,077,701)
Loans & Advances	(122,421,552)	(76,015,547)
Sundry Debtors	(19,909,494)	(13,583,016)
Trade & Other Payables	110,084,720	129,327,428
<b>Cash Generated from Operations</b>	<b>(258,270,765)</b>	<b>(360,992,228)</b>
Net Prior Year Adjustments	(2,800,000)	
Taxes Paid	(2,461,753)	(3,032,044)
<b>Net Cash from Operating Activities(A)</b>	<b>(263,532,518)</b>	<b>(364,024,272)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(8,698,894)	(23,930,266)
Sale of Fixed Assets		12,896
Purchase of Investments	-	(50,000,000)
Other Income	39,647,510	33,022,833
Decrease in Preliminary Expenses	17,820	17,820
<b>Net Cash from Investing Activities(B)</b>	<b>30,966,436</b>	<b>(40,876,717)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Paid	(38,967,940)	(24,906,304)
Dividend Paid & Other Adjustments	0	2,966,563
Increase in Borrowings	279,043,313	431,630,490
<b>Net Cash used in Financing Activities(C)</b>	<b>240,075,373</b>	<b>409,690,749</b>
<b>Net Increase/ Decrease in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>7,509,292</b>	<b>4,789,761</b>
<b>Cash &amp; Cash Equivalents(OP Bal)</b>	<b>11,269,665</b>	<b>6,479,904</b>
<b>Cash &amp; Cash Equivalents(CL Bal)</b>	<b>18,778,957</b>	<b>11,269,665</b>

As per our Report attached

For and on behalf of

Rohira Mehta & Associates

Chartered Accountants

*Anil V. Rohira*

Anil V. Rohira

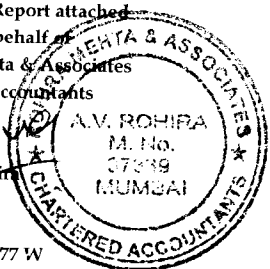
Partner

M.No. 37339

F.R. No.118777 W

Place : Mumbai

Date : 24th May 2011



For and on behalf of the Board

*R.C. Mansukhani*

R.C. Mansukhani

Director

*P.K. Tandon*

P K Tandon

Director

J.C. Mansukhani

Director

*Nikhil Mansukhani*

Nikhil Mansukhani


Director

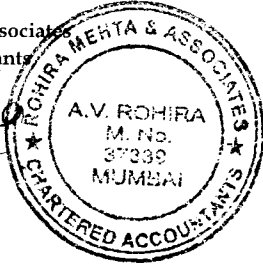
**AUDITORS CERTIFICATE**

To,  
The Board of Directors  
Man Infraprojects Limited  
102, Man House, S. V. Road,  
Vile Parle (w), Mumbai - 400 056.

We have examined the attached Cash Flow Statement of Man Infraprojects Limited for the year ended 31st March, 2011. The statement has been prepared by the Company in accordance with the requirement of listing agreement clause 32 with Mumbai Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance sheet of the Company covered by our report of 24th May, 2011 to the members of the Company.

Rohira Mehta & Associates  
Chartered Accountants

  
Anil V. Rohira  
Partner  
M.No. 37339  
F.R. No.118777 W



Place : Mumbai  
Date : 24th May 2011



**MAN INFRAPROJECTS LIMITED**

**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2011**

PARTICULARS	AS AT 31ST MARCH, 2011	AS AT 31st MARCH, 2010
<b>SCHEDULE - 1</b>		
<b>SHARE CAPITAL</b>		
<u>Authorised</u>		
5,00,00,000 (P.Y. 50,00,000 of Rs. 10/- each) Equity Share of Rs.10/ each	500,000,000	500,000,000
<u>Issued, Subscribed and Paid-up</u>		
4,54,50,000 (PY- 4,54,50,000 of Rs. 10/- each) Equity Shares of Rs.10/ each	454,500,000	454,500,000
<b>Total</b>	<b>454,500,000</b>	<b>454,500,000</b>
<b>SCHEDULE - 2</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Profit and Loss Account</b>	(30,079,879)	26,239,678
	(30,079,879)	26,239,678
<b>Share Premium</b>		
Opening Balance	12,000,000	12,000,000
Addition (Deduction) During The Year	-	-
Closing Balance	12,000,000	12,000,000
<b>Total</b>	<b>(18,079,879)</b>	<b>38,239,678</b>
<b>SCHEDULE - 3</b>		
<b>SECURED LOANS</b>		
<b>From Banks</b>		
<b>Term Loan From Punjab &amp; Sindh Bank</b> (Secured by Registered Mortgage of Land & Proposed Residential Building Project at Bandra (W), Mumbai) (Repayable during the next 12 months)	20,000,000	70,803,702
<b>Demand Loan From Corporation Bank</b> (Secured by Equitable Mortgage of Land & Proposed Commercial Building Project at Vile Parle (W) Mumbai) (Repayable during the next 12 months)	311,051,749	280,517,809
(Both the above loans are additionally secured by Corporate Guarantee Of Holding Company)		
<b>Bank Overdraft</b> (Secured against Fixed Deposits of Holding Company)	903,486,024	-
<b>Total</b>	<b>1,234,537,773</b>	<b>351,321,511</b>

**MAN INFRAPROJECTS LIMITED**

**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2011**

PARTICULARS	AS AT 31ST MARCH, 2011	AS AT 31st MARCH, 2010
<b>SCHEDULE - 4</b>		
<b>UNSECURED LOANS</b>		
<b>From Banks</b>		
Overdraft Facility	-	1,050,215,753
Term Loan from Bank (Backed by Corporate Guarantee Of Holding Company ) (Repayable during the next 12 months)	600,000,000	-
Intercorporate Deposit	489,389,441	617,996,637
From Others	-	25,350,000
<b>Total</b>	<b>1,089,389,441</b>	<b>1,693,562,390</b>
<b>SCHEDULE - 5</b>	<b>ATTACHED SEPARATELY</b>	
<b>SCHEDULE - 6</b>		
<b>CURRENT INVESTMENTS</b>		
Un Quoted Equity Shares (100% Subsidiary Company) 10000 Equity Shares Of Rs. 10/- Each ( PY 10000 Equity Shares Of Merino Shelters Pvt Ltd. ( Including Share Application Money Rs. 5 Crore )(Valued at cost)	551,250,000	551,250,000
<b>Total</b>	<b>551,250,000</b>	<b>551,250,000</b>
<b>SCHEDULE - 7</b>		
<b>INVENTORY</b>		
<b>(As certified by the Management )</b>		
Work In Process	1,517,721,051	1,402,364,727
Stock In Trade	341,733,643	301,925,282
<b>Total</b>	<b>1,859,454,694</b>	<b>1,704,290,009</b>
<b>SCHEDULE - 8</b>		
<b>SUNDRY DEBTORS (UNSECURED)</b>		
Debts Outstanding for more than six months	-	-
Debts - Considered Good	33,492,510	13,583,016
<b>Total</b>	<b>33,492,510</b>	<b>13,583,016</b>
<b>SCHEDULE - 9</b>		
<b>CASH AND BANK BALANCES</b>		
<u>Balances With Scheduled Banks</u>		
In Current Accounts	18,764,170	11,209,297
Cash on Hand	14,787	60,367
<b>Total</b>	<b>18,778,957</b>	<b>11,269,664</b>

**MAN INFRAPROJECTS LIMITED**

**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2011**

PARTICULARS	AS AT 31ST MARCH, 2011	AS AT 31st MARCH, 2010
<b>SCHEDULE - 10</b>		
<b>LOANS AND ADVANCES</b>		
(Unsecured Considered Good except otherwise stated)		
Advances Recoverable in Cash or kind or for value to be received		
Deposits/claims with Govt. Departments	4,975,074	15,554,808
Other Advances	532,404,363	399,403,077
<b>Total</b>	<b>537,379,437</b>	<b>414,957,885</b>
<b>SCHEDULE - 11</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>Current Liabilities</b>		
Sundry Creditors		
For Goods and Services	16,196,329	15,556,250
Duties , Taxes & Others Liabilities	128,281,281	118,403,006
Advances From Customers	146,549,293	44,235,000
	<b>291,026,903</b>	178,194,256
<b>Provisions</b>		
Provisions For Gratuity	892,181	666,929
Provisions For Leave Encashment	82,528	36,569
Provisions For Taxation	-	3,019,138
	974,709	3,722,636
<b>Total</b>	<b>292,001,612</b>	<b>181,916,892</b>

**MAN INFRAPROJECTS LIMITED****SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

<b>PARTICULARS</b>	<b>AS AT 31ST MARCH, 2011</b>	<b>AS AT 31st MARCH, 2010</b>
<b>SCHEDULE - 12</b>		
<b>SALES AND INCOME FROM OPERATIONS</b>		
Sales of Flats / Shops & Offices	160,472,553	-
Income From Construction Contracts	5,129,190	13,806,864
<b>Total</b>	<b>165,601,743</b>	<b>13,806,864</b>
<b>SCHEDULE - 13</b>		
<b>OTHER INCOME</b>		
Interest Income	38,837,813	33,022,833
Interest on Income Tax	809,697	-
<b>Total</b>	<b>39,647,510</b>	<b>33,022,833</b>
<b>SCHEDULE - 14</b>		
<b>COST OF OPERATIONS</b>		
Purchases Of Material	1,358,354	5,826,921
Contractors Charges	2,440,190	4,397,387
Cost Of Good Sold	188,437,143	178,888
<b>Total</b>	<b>192,235,687</b>	<b>10,403,196</b>
<b>SCHEDULE - 15</b>		
<b>INTEREST AND FINANCIAL CHARGES</b>		
Interest on Loan	38,837,814	24,884,206
Bank Charges	130,126	22,098
<b>Total</b>	<b>38,967,940</b>	<b>24,906,304</b>

**MAN INFRAPROJECTS LIMITED**

**SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

PARTICULARS	AS AT 31ST MARCH, 2011	AS AT 31st MARCH, 2010
<b>SCHEDULE - 16</b>		
<b>OPERATING AND OTHER EXPENSES</b>		
<b>A) ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Audit Fees	-	-
Rent, Rates & Taxes	330,900	330,900
Sundry Balance W/off	4,449,161	109,000
Legal & Professional Fees	194,460	6,522
Other Administrative Exps.	1,122,376	182,968
Membership & Subscription Exps.	456,973	382,902
Directors Remuneration	39,885	-
Postage, Telegram & Courier Exps.	7,600,000	-
	14,234	29,413
<b>B) PRELIMINARY EXPENSES WRITTEN OFF</b>	17,820	17,820
<b>Total</b>	<b>14,225,809</b>	<b>1,042,037</b>



SCHEDULE - 5

Man Infraprojects Limited

Financial Year 2010-11  
Depreciation As Per Company Act, 1956

S.No.	Particulars	Gross Block					Depreciation			Net Block	
		As On 01.04.2010	Additions	Sale /Adjustment	As On 31.03.2011	As On 01.04.2010	Depreciation For The Year	Sale/Adjustment	As On 31.03.2011	As On 31.03.2011	As On 01.04.2010
1	<u>Tangible Assets</u> Office Equipments	523,432	2,766,643	-	3,290,075	16,208	165,895	-	182,103	3,107,972	507,224
2	Computer & Software	1,082,637	870,724	-	1,953,361	184,848	261,904	-	446,752	1,506,609	897,789
3	Furniture & Fixtures	133,148	7,741,780	-	7,874,928	11,798	309,096	-	320,894	7,554,034	121,350
4	Vehicle	4,500,000	-	-	4,500,000	181,541	427,500	-	609,041	3,890,959	4,318,459
5	Furniture & Fixtures (Leasehold Property)	-	15,749,065	-	15,749,065	-	2,500,206	-	2,500,206	13,248,859	-
	<b>Total</b>	<b>6,239,217</b>	<b>27,128,212</b>	<b>-</b>	<b>33,367,429</b>	<b>394,395</b>	<b>3,664,601</b>	<b>-</b>	<b>4,058,996</b>	<b>29,308,433</b>	<b>5,844,822</b>
	<b>Previous Year</b>	<b>765,921</b>	<b>5,500,948</b>	<b>27,652</b>	<b>6,239,217</b>	<b>76,935</b>	<b>319,751</b>	<b>2,291</b>	<b>394,395</b>	<b>5,844,822</b>	<b>688,986</b>



**SCHEDULE - 17**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF  
ACCOUNTS FOR YEAR ENDED 31<sup>ST</sup> MARCH, 2011.**

**I. SIGNIFICANT ACCOUNTING POLICIES:**

**A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

- (i) The financial statements have been prepared under the historical cost convention. In accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the Company.
- (ii) Income & expenditure items having a material bearing on the financial statements are recognized on accrual basis, except for those with significant uncertainty.

**B) INCOME RECOGNITION :**

**(i) Construction Contracts:**

The Company follows the percentage of completion method of accounting for revenue recognition as per Accounting Standard 7 and recognizes the revenue in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Company. As the project progresses, estimated cost are revised based on the current cost indices and other information available to the Company.

**(ii) Real Estate Development**

- (a) Revenue from constructed properties is recognised on the "percentage of completion method". Total sale consideration as per the agreements to sell constructed properties entered into is recognised as revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 25 per cent or more of the total estimated project cost. Project cost includes estimated construction and development cost of such properties (excluding cost of land/ development rights). The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognised in the period such changes are determined.
- (b) Sale of land and plots (including development rights) is recognised in the financial year in which the agreement to sell is executed. Where the Company has any remaining substantial obligations as per the agreements; revenue is recognised on the percentage of completion method of accounting, as per (a) above.

**C) CONTINGENT LIABILITIES:**

Contingent Liabilities are not provided for in the accounts but are separately disclosed by way of a note.

---

**D) FIXED ASSETS :**

**a) VALUATION OF FIXED ASSETS**

Fixed Assets are stated at cost of acquisition including any attributable cost for bringing the assets to its working condition.

**b) DEPRECIATION**

Depreciation on Fixed Assets is provided on Straight Line Method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956.

**E) VALUATION OF INVENTORIES :**

(a) Land and plots (including land under agreements to sell) other than area transferred to constructed properties at the commencement of construction are valued at cost, approximate average cost or as revalued on conversion to stock, as applicable. Cost includes land (including Development rights) acquisition cost, estimated internal development costs and external development charges and the proportionate finance cost.

(b) Constructed properties includes the cost of land (including Development rights and land under agreements to purchase) internal development costs, external development charges, construction costs, development/construction materials, and is valued at cost or estimated cost, as applicable.

**F) TAXATION:**

**a) Current Tax :**

Current Tax provision is computed for the current income based on tax liability after considering allowances and exemptions.

**b) Deferred Tax Provision :**

Deferred Tax arising from timing difference between the book profit and tax profit is accounted for, at the future rate of tax, to the extent of temporary timing differences that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred Tax Assets are not recognized on unabsorbed depreciation and carry forward losses unless there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**G) PROVISIONS:**

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimate of the obligation. Where the Company expects provisions to be reimbursed, is recognized as a separate asset, only when such reimbursement is virtually certain.

---

#### H) BORROWING COSTS:

Borrowing costs are accounted on accrual basis.

#### I) INVESTMENTS:

Current investments are stated at lower of cost and fair value. Long-term investments are stated at cost and provision for diminution in their value, other than temporary, is made in the accounts. Profit/loss on sale of investments is computed with reference to the average cost of the investment.

#### J) IMPAIRMENT OF ASSETS:

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

## II. NOTES FORMING PART OF ACCOUNTS

### 1. Director's Remuneration

Sr. No	Particulars	As at March, 31 2011	As at March, 31 2010
1	Salaries & Perquisites*	10,400,000	4,800,000

\* Remuneration paid to the Directors exceeds the limit as specified under Sec 198 read with Schedule XIII of the Companies Act, 1956.

### 2. Expenditure in Foreign Currency

Sr. No.	Particulars	As at March, 31 2011	As at March, 31 2010
1	Travelling Expenditure	-	702,160

3. During the year, the Company has written off the fixed deposit of Rs. 3 Crores invested with Pen Co-operative Bank Limited, as the Reserve Bank of India has prohibited the withdrawal of money from the bank.
  4. The Directors of the Company have certified that the Current Liabilities, Loans & Advances have a value on realization at least equal to the amount at which they are stated in the Balance Sheet.
  5. The Company has not initiated the process of identifying 'suppliers' covered under the Micro, Small and Medium Enterprise Development Act, 2006 and hence disclosure requirements in this regards as per Schedule VI of the Companies Act, 1956 could not be provided.
-

6. During the year the Company has completed construction of Commercial Premises at Vile Parle to the extent of 75%. However, no revenue has been recognized as there is a loss on the basis of percentage completion method and the Management has certified that there will be reasonable profit when the entire project is completed and all the premises are being sold.
7. The Company has not provided Service Tax and VAT liabilities on sale of property during the under construction period and we are unable to quantify the same.
8. The Company has not maintained stock register and hence information relating to consumption, sales and other relevant details cannot be obtained and verified and hence we are unable to comment on the same. Further the original title deeds for the land at Indore have not been produced before us for the verification.
9. During the year, remuneration paid to Directors exceeds the limits as specified under the schedule XIII of the Companies Act, 1956.
10. Other Additional information pursuant to paragraphs 3 & 4 II of Schedule VI of the Companies Act, 1956 has not been furnished as same is not applicable to the Company.

**11. Related Party Disclosures :**

Related party disclosure as required by Accounting Standard 18 "Related Party Disclosures issued by "The Institute of Chartered Accountants of India" are given below:

**1. Names of the parties where control exists:**

- a) Man Industries (India) Limited - Holding Company.
- b) Merino Shelters Private Limited - Wholly Owned Subsidiary of the Company.

**2. Names of the Enterprise in which Management has significant interest:**

- a) JPA Holdings Private Limited.
- b) Man Global Limited.

**3. Names of the Key Management Personnel & their Relatives**

- |   |                                   |
|---|-----------------------------------|
| a) Mr. Jhamaklal Mansukhani                   | b) Mrs. Kimatdevi Mansukhani.     |
| c) Mr. Rameshchandra Mansukhani.              | d) Mr. Jagdishchandra Mansukhani. |
| e) Mrs. Deepadevi Mansukhani.                 | f) Mrs. Anita Mansukhani.         |
| g) Mr. Nikhil Mansukhani                      | h) Mrs. Heena Kalantri.           |
| i) Mrs. Mohini Tulsiani                       | j) M/S J.L. Mansukhani HUF        |
| k) Ms. Reshma Mordani                         | l) Ms. Priyal Mansukhani          |
| m) Mr. Bhagwan Mansukhani (Global Associates) | n) Mr. Deepak Tulsiani            |



Sl. No.	Name of the Parties	Transaction for the year ended		Outstanding as on	
		31st March, 2011	31st March, 2010	31st March, 2011	31st March, 2010
1	Merino Shelters Pvt. Ltd. Loan Given Loan Received Back Interest Received Share Application Money Paid Rent - Expense	168,101,000 53,500,000 36,335,105 180,000	390,307,378 295,332,926 24,881,166 50,000,000 180,000	310,935,346 -	213,320,621 -
2	Man Industries (India) Limited Loan Taken Loan Repaid Interest Paid Material Purchased Construction contract Income Rent -Expense Re-imbursment of Expenses	1,719,200,000 1,847,807,196 111,230,184 5,657,496 288,000 241,940	1,702,217,200 1,709,632,052 210,312,671 379,722 13,806,864 180,000 3,206,105	489,389,411 111,230,184	617,986,637 210,312,671
3	Nikhil R. Mansukhani Loan Given Loan received back Advance towards purchase of office Premises Salary	32,074,596 32,074,596 10,400,000	16,986,275 4,800,000	16,986,275	16,986,275
4	Loan Taken from Relatives of Management Personnel Bhavna G. Tulstani Jhamaklal M. Mansukhani JPA Holding Pvt. Ltd. Kimmadevi I. Mansukhani Reshmi K. Mordani Roshni Mordani Deepa Mansukhani Interest Paid	(15,000,000) 20,000,000 41,789,725 4,290,481	6,000,000 (20,000,000) 4,500,000 (1,500,000) (1,100,000) 2,232,988		350,000 15,000,000 7,500,000
5	Advance given towards Purchase of Office premises Anita Mansukhani Deepa Mansukhani Heena Mansukhani Jagdish Chandra Mansukhani Kanvalal Mordani Man Global Limited Merino Shelters Pvt. Ltd. Kumar Mordani Prival Mansukhani Ramesh Chandra Mansukhani		(13,752,000) 13,900,000 (19,486,275) 19,600,000	16,986,275 16,986,275 16,986,275 16,986,275 13,900,000 16,986,275 19,600,000	16,986,275 16,986,275 16,986,275 16,986,275 13,900,000 16,986,275 19,600,000
6	Brokerage paid Mahek Mordani		900,000	16,986,275	16,986,275
7	Rent Paid Anita Mansukhani Deepa Mansukhani Heena Mansukhani Jagdish Chandra Mansukhani Kanvalal Mordani Kumar Mordani Ramesh Chandra Mansukhani Nikhil Mansukhani Man Global Limited Prival Mansukhani	180,000 2,073,750 180,000 180,000 180,000 180,000 180,000 180,000 180,000 180,000	180,000 5,695,000 180,000 180,000 150,000 150,000 180,000 180,000 30,000 30,000		
8	Lease Deposit Paid Deepa R Mansukhani		3,000,000	16,986,275	16,986,275
9	Jhamaklal M. Mansukhani (HUF) Loan Given Loan Recd back	200,000 (200,000)		3,000,000	3,000,000
10	Man Global Limited Loan Given Loan Recd back	234,150,500 (234,450,500)			

\* In contravention to section 295 of the Companies Act, 1956.

*Handwritten signature*

**12. Employee Defined Benefits: Defined benefit plans as per Actuarial Valuation on March 31, 2011.**

Sr. No.	Particulars	March, 2011	March, 2010
<b>I.</b>	<b>Expense Recognised in the Statement of Profit &amp; Loss Account for the year ended</b>		
1	Current Service Cost	569,880.00	427,178.00
2	Interest	34,174.00	-
3	Expected Return on plan assets	-	-
4	Actuarial (Gain)/Loss	(139,051.00)	-
5	Total Expense	465,003.00	427,178.00
<b>II.</b>	<b>Net (Asset) / Liability recognised in the Balance Sheet as at</b>		
1	Present value of Defined Benefit obligation as at	892,181	
2	Fair Value of plan assets as at	-	
3	Funded Status [Surplus/(Deficit)]	-	
4	Net (Asset)/Liability as at	892,181	
<b>III.</b>	<b>Change in the obligation during the year ended</b>		
1	Present value of Defined Benefit obligation as at the beginning of the year	427,178.00	238,751.00
2	Current service cost	569,880.00	-
3	Interest Cost	34,174.00	-
4	Benefit payments	-	-
5	Actuarial (Gain)/Loss	(139,051.00)	188,427.00
6	Present value of Defined Benefit obligation as at the end of the year	892,181.00	427,178.00
<b>IV.</b>	<b>Change in Fair Value of Assets during the year ended</b>		
1	Fair Value of plan assets at the beginning of the year	-	-
2	Expected return on plan assets	-	-
3	Contributions by employer	-	-
4	Actual Benefits paid	-	-
5	Actuarial Gain/(Loss) on plan assets	-	-
6	Fair Value of plan assets at the end of the year	-	-
7	Total Actuarial Gain/(Loss) to be recognised	-	-
<b>V</b>	<b>Actuarial Assumptions</b>		
1	Discount Rate	8.25%	8.00%
2	Expected rate of return on plan assets	0.00%	0.00%
3	Salary Rise	7.00%	7.00%

**13. Earning Per Share :**

Sr. No.	Particulars	As at March, 31 2011	As at March, 31 2010
<b>A</b>	<b>Basic Earning Per Share (Including Extraordinary Item)</b>		
a)	Net Profit attributable to Equity Shareholders	(56,319,557)	6,984,376
b)	Weightage Average Nos. of Share	45,450,000	45,450,000
c)	Basic Earning Per Share (Rs.)	(1.24)	0.15
<b>B.</b>	<b>Basic Earning Per Share (Excluding Extraordinary Item)</b>		
a)	Net Profit attributable to Equity Shareholders	(35,589,557)	-
b)	Weightage Average Nos. of Share	45,450,000	-
c)	Basic Earning Per Share (Rs.)	(0.78)	-

**14. Deferred Tax Liability :**

Sr. No.	Particulars	As at March, 31 2011	As at March, 31 2010
	<b>Deferred Tax Liability</b>		
1	Opening Deferred Tax Liability	208,981	84,481
2	Deferred Tax Liability on account of		
a)	Difference between book and tax depreciation	101,263	124,500
3	Closing Deferred Tax Liability	310,244	208,981
	<b>Deferred Tax Assets</b>		
1	Opening Deferred Tax Assets	-	-
2	Deferred Tax Assets on account of		
a)	Business Loss	22,888,243	-
3	Closing Deferred Tax Assets	22,888,243	-

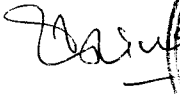
**15. Remuneration to Auditors :**

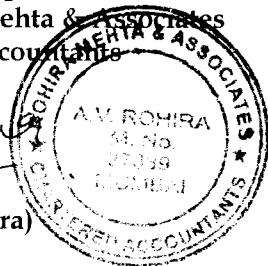
Sr. No.	Particulars	As at March, 31 2011	As at March, 31 2010
1	Statutory / Tax Audit Fees	300,000	300,000

16. The development on Land at Indore, forming part of stock - in- trade, has not yet commenced since the same is under dispute as it falls under the restrictive zone notification issued by the Collector Office, Indore, Madhya Pradesh and the case is pending for hearing before the Division Bench of Housing Board, Indore.

17. Previous year figures have been regrouped/ reclassified, wherever necessary.

As per our Report Attached  
For Rohira Mehta & Associates  
Chartered Accountants

  
(Anil V. Rohira)  
Partner  
F.R.No.118777W  
M.No. 37339



Place : Mumbai  
Date : 24<sup>th</sup> May, 2011

For and on behalf of the Board

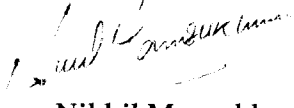


R. C. Mansukhani  
Director

J.C. Mansukhani  
Director



P. K. Tandon  
Director



Nikhil Mansukhani  
Director

October 01, 2013

To,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
NSE Scrip Code: MANINDS

Dear Sir,

**Subject: Undertaking on Cancellation of ESOP Shares**

With reference to the captioned subject we would like to clarify as following:

- 1) The ESOP shares bearing distinctive nos 57103056 – 59767055 were allotted in physical mode to the MIL Employee Welfare Trust and the Share Certificate was issued in the name as under :
  - a) Mr. Pramod Kumar Tandon
  - b) Mr. Annavarapu Venkat Rammurthy
  - c) Mr. Devidas Kambale
- 2) Pursuant to the order of the Honorable Company Law Board vide its order dated May 30, 2013 the said ESOP shares were cancelled and requisite Form 21 was filed with the Registrar of Companies.
- 3) Please be informed that no ESOP shares were never sold/traded in the market and as on the date of cancellation of shares they were held by MIL Employee Welfare Trust.

Thanking you,

Yours faithfully,

For **Man Industries (India) Limited**



Ajaykesh Vyas

Group Company Secretary & Chief Compliance Officer

# FORM 21

Notice of the court or the company law board order or any other competent authority

[Pursuant to section 17(1), 17A, 79,81(2), 81(4), 94A(2), 102(1), 107(3), 111(5), 141, 155, 167, 186, 391(2), 394(1), 396, 397, 398, 445, 466, 481, 559 and 621A of the Companies Act, 1956]

Form Language  English  हिन्दी

**Note - All fields marked in \* are to be mandatorily filled.**

1.(a) \*Corporate identity number (CIN) or foreign company registration number (FCRN) of the company

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office or of the principal place of business in India of the company

(c) \*e-mail ID of the company

3.(a) \*Order passed by

(b) Name of the court or company law board (CLB) or any other competent authority

(c) \*Location

(d) \*Petition or application number

(e) \*Order number

4. \* Date of passing the order  (DD/MM/YYYY)

5.(a) \* Section of the Companies Act under which order passed

(b) If others, mention

6. \* Number of days within which order is to be filed with Registrar (To be entered pursuant to aforesaid sections or in terms of court order or CLB order or order of the competent authority, as the case may be)

7. \* Date of application to court or CLB or the competent authority for issue of certified copy of order  (DD/MM/YYYY)

8. \* Date of issue of certified copy of order  (DD/MM/YYYY)

9. Due date by which order is to be filed with Registrar  (DD/MM/YYYY)

10. In case of compounding of offence, enter Service request number (SRN)(s) of Form 61

# MINISTRY OF CORPORATE AFFAIRS

## RECEIPT

G. A. R. 7

SRN : B76889765

Service Request Date : 12/06/2013

### Received From :

**Name** : MANAN SHAH  
**Address** : A-35, SHIVTIRTH, KASTUR PARK ROAD  
BORIVALI (W)  
MUMBAI, MAHARASHTRA  
400092

### Entity on whose behalf money is paid

**CIN** : L99999MH1988PLC047408  
**Name** : MAN INDUSTRIES (INDIA) LIMITED  
**Address** : 101, MAN HOUSE, OPP. PAWAN HANS,  
S.V.ROAD, VILE PARLE (WEST),  
MUMBAI, MAHARASHTRA  
INDIA - 400056

### Full Particulars of Remittance

**Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form21	Normal	500.00
<b>Total</b>		500.00

**Mode of Payment:** Credit Card - null

**Received Payment Rupees:** Five Hundred only

**Note :** The defects or incompleteness in any respect in this eForm as noticed by the Registrar shall be placed on the Ministry's website ([www.mca.gov.in](http://www.mca.gov.in)). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form 67 (Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off by the Registrar. (Please refer Regulation 17 of the Companies Regulation, 1956)

**It is compulsory to file Form 67 (Addendum) electronically within the due date whenever the document is put under PUCL by the ROC, failing which the system will treat the document as invalid and will not be taken on record.**



11. In case of amalgamation, mention whether company filing the form is transferor or transferee  Transferor  Transferee

**(a) Details of transferee company**

CIN	<input type="text"/>	<input type="button" value="Pre-fill"/>
Name	<input type="text"/>	
Appointed date of amalgamation	<input type="text"/>	(DD/MM/YYYY)

**(b) Details of transferor company(s)**

Number of transferor company(s)

I. 

Category of the transferor company	<input type="text"/>		
CIN or FCRN or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>	
Name	<input type="text"/>		
Appointed date of amalgamation	<input type="text"/>	(DD/MM/YYYY)	SRN of Form21 <input type="text"/>

II. 

Category of the transferor company	<input type="text"/>		
CIN or FCRN or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>	
Name	<input type="text"/>		
Appointed date of amalgamation	<input type="text"/>	(DD/MM/YYYY)	SRN of Form21 <input type="text"/>

III. 

Category of the transferor company	<input type="text"/>		
CIN or FCRN or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>	
Name	<input type="text"/>		
Appointed date of amalgamation	<input type="text"/>	(DD/MM/YYYY)	SRN of Form21 <input type="text"/>

IV. 

Category of the transferor company	<input type="text"/>		
CIN or FCRN or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>	
Name	<input type="text"/>		
Appointed date of amalgamation	<input type="text"/>	(DD/MM/YYYY)	SRN of Form21 <input type="text"/>

V. 

Category of the transferor company	<input type="text"/>		
CIN or FCRN or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>	
Name	<input type="text"/>		
Appointed date of amalgamation	<input type="text"/>	(DD/MM/YYYY)	SRN of Form21 <input type="text"/>

12. In case of winding up, provide the following details

(a) (i) Date of commencement of winding up under section 445  (DD/MM/YYYY)

(ii) Income-tax permanent account number (Income-tax PAN)

(iii) Name of liquidator

(iv) Address of liquidator

Line I

Line II

City

State

Country

Pin code

(b) Date with effect from which winding up proceedings have been stayed under section 466  (DD/MM/YYYY)

(c) Date of dissolution under section 481  (DD/MM/YYYY)

(d) (i) Date with effect from which dissolution has been declared as void under section 559  (DD/MM/YYYY)

(ii) Whether the order is in the respect of company dissolved under section 394  Yes  No

(iii) If yes, provide details of the transferor company whose dissolution has been declared as void

CIN or FCRN

Pre-fill

Name

Date of amalgamation

 (DD/MM/YYYY)

13.(a) SRN of relevant form

(Mention the SRN of relevant Form 8, 10, 17, 18, 21, 23 or any other form; if applicable)

(b) Date of special resolution under section 102(1)  (DD/MM/YYYY)

(c) SRN of Form 24AAA

14. \* Whether penalty involved or not  Yes  No

If yes, SRN of payment of penalty

#### Attachments

1. \* Copy of court order or company law board order or order by any other competent authority

Attach

2. Optional attachment(s) - if any

Attach

#### List of attachments

CLB FINAL ORDER 31.05.2013.pdf

Remove attachment

**Verification**

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete  
I have been authorised by the Board of directors' resolution number  dated   
to sign and submit this form. (DD/MM/YYYY)

I further confirm that the due balance sheets and annual return for the last five years in respect of the transferor company have been filed with the office of the Registrar of Companies(RoC)

To be digitally signed by

Particulars of the person signing and submitting the form



\* Name

Capacity

\* Designation

Director identification number of the director or Managing Director; or Income-tax PAN of the manager or liquidator; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

**Certificate**

It is hereby certified that I have verified the above particulars (including attachment(s)) from the records of

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

- Chartered accountant (in whole-time practice) or  Cost accountant (in whole-time practice) or
- Company secretary (in whole-time practice)



\* Whether associate or fellow  Associate  Fellow

\* Membership number or certificate of practice number

For office use only:

eForm Service request number (SRN)  eForm filing date  (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

Date of signing

(DD/MM/YYYY)