



X80
3 ROLL
BENDING
LINEPIPES

API 5L

ISO9001 COATING
EPC POLYETHYLENE

OIL API
GAS **LSAW** NDT

QUALITY MIDSTREAM
PLC AUTOMATED ENERGY
CHR HAEUSLER

WELDING STATIONS OIL

PRODUCT

BEVELLING
ENERGY
OHSAS
X70

X52
FIBER

PAINTING

3 LAYER EPOXY

BENDING ULTRASOUND

HYDROSTATIC GAS

COATING

TRANSPORTATION PRODUCT OIL

PETROCHEMICALS BEVELLING

ENVIRONMENT X70 RAW MATERIALS

DOUBLE LAYER FBE EXPANDER

3 LAYER EPOXY SOUR SERVICE

MECHANICAL TESTING

COALTAR ENAMEL COATING FIBER

SPIRAL LINEPIPES ISO 9001

3 LAYER PE & 3 LAYER PP COATING EPC

OIL
EXPANDER

TESTING

POLYPROPYLENE

OIL & GAS

WATER SUPPLY INTERNAL

MATERIALS SEWERAGE

NACE CONSTRUCTION

WELD SEAM MIDSTREAM

GLOBALLY COMMITTED

HSAW

SPIRAL LINEPIPES INCOTERMS 2010

SUBMERGED ARC WELDED

DREDGING CARBON STEEL

HIGH PRESSURE APPLICATIONS BLASTING

API ONSHORE INSTALLATIONS

MANUFACTURING QA/QC GAS



the line pipe people

Annual Report 2010-11

CONTENTS

Corporate Information	1
Notice	2
Director’s Report	9
Management’s Discussion & Analysis	13
Report on Corporate Governance	16

STANDALONE FINANCIAL STATEMENTS

Auditor’s Report	25
Balance Sheet	28
Profit and Loss Account	29
Schedules forming part of Balance Sheet & Profit and Loss Account	30
Statement of Significant Accounting Policies & Notes on Accounts	35
Cash Flow Statement	44
Balance Sheet Abstract	46

CONSOLIDATED FINANCIAL STATEMENTS

Auditor’s Report	47
Consolidated Balance Sheet	48
Consolidated Profit and Loss Account	49
Schedules forming part of Consolidated Balance Sheet & Profit and Loss Account	50
Statement of Significant Accounting Policies & Notes on Consolidated Accounts	54
Consolidated Cash Flow Statement	63
Statement Pursuant to Section 212 of the Companies Act, 1956	65

CORPORATE INFORMATION

Board of Directors:

Mr. R. C. Mansukhani
Mr. J. C. Mansukhani
Mr. J. L. Mansukhani
Mr. Kirit N. Damania
Mr. A. V. Rammurthy
Mr. P. K. Tandon
Mr. Nikhil Mansukhani

Executive Chairman
Vice Chairman & Managing Director
Whole Time Director (expired on 31.10.2011)
Director
Director (w.e.f. 14.02.2011)
Director (w.e.f. 14.02.2011)
Director (w.e.f. 23.11.2011)

Management Team:

Mr. Harjit Singh Bedi
Mr. Sanjiv Dheer
Mr. Bimal Desai
Mr. K. G. Mantri
Mr. Umesh Rastogi
Mr. S. K. Shrivastava
Mr. Ashit Mittal
Mr. Abhilesh Ojha
Mr. Pankaj Nigam
Mr. Anil Kumar Sahu
Mr. Birendra Kumar Sinha

Director – Technical
Chief Operating Officer
Chief Financial Officer
Senior Vice President – Corporate Affairs
Senior Vice President – Business Development & Technical Services
Senior Vice President – Operations
Senior Vice President – Marketing & Business Development
Vice President – Finance & Accounts
Vice President – Marketing
Vice President – Marketing & Business Development
Vice President – Commercial

Auditors:

Rohira Mehta & Associates
Chartered Accountants
Mumbai

Compliance officer:

Mr. Rajesh D. Parte – Group Company Secretary & Head-Legal

Bankers:

State Bank of India
ICICI Bank Limited
Axis Bank
Bank of Baroda
Corporation Bank
Bank of India
Union Bank of India

Overseas Branch, Mumbai
Mumbai Main Branch, Fort, Mumbai
Fort, Mumbai
Fort, Mumbai
IFB Fort, Mumbai
Andheri, Mumbai
Fort, Mumbai

Registered Office:

MAN House, 102, S.V.Road, Opp. Pawan Hans,
Vile Parle (W), Mumbai – 400056 Phone 022-66477500

Plants:

Pipe and Coating Complex, Anjar
Khedoi Village, Taluka Anjar,
Dist. Kutch (Gujarat) Phone 02836-249160

Pipe and Coating Complex, Pithampur
Plot No. 257/258 B, Sector I, Pithampur Industrial Area,
Pithampur. Dist: Dhar (M.P.) Phone 07292-253666

Registrar and Share Transfer Agent

M/s. Link Intime India Pvt. Ltd.
C/13, Pannalal Silk Mills Compound, L.B.S. Road,
Bhandup (W), Mumbai – 400078
Phone – 022-25963838
Fax – 022-25946969
E-mail: isrl@vsnl.com

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Man Industries (India) Limited will be held on Friday, 23rd December 2011 at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai – 400 058 at 3.30 pm to transact the following business:

ORDINARY BUSINESS

1. To receive consider and adopt the Audited Balance Sheet as at 31st March 2011, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Share for the Financial Year 2010-11.
3. To appoint a director in place of Mr. Kirit N Damania, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Rohira Mehta & Associates as Statutory Auditors of the Company for the Financial Year 2011-12 and to fix their remuneration.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 310, read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to approval of Central Government, if required, the consent of the members be and is hereby accorded to the appointment and to the payment of remuneration, benefits and amenities to Mr. J. C. Mansukhani, Vice Chairman & Managing Director with effect from 24th November, 2011 for a period of five years, on the terms and conditions including remuneration as mentioned below and incorporated in the Agreement to be entered into between the Company and Mr. J. C. Mansukhani, a draft of which is place before the meeting and initialed by the Chairman for the purpose of identification:

SALARY (Basic): Rs. 16,00,000 - 2,00,000 - 26,00,000

COMMISSION/INCENTIVE: Commission/Incentive based on net profits of the Company in a particular year, which put together with salary and perquisites shall be subject to overall ceiling laid down in Sections 198 and 309 of the Companies Act' 1956 shall be paid as may be determined by the Board of Directors.

HOUSING: Free furnished accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance in lieu thereof @ 60% of salary. Value of perquisite to be calculated as per Income Tax Act.

MEDICAL REIMBURSEMENT: Expenses incurred for self and family, equivalent to one month Salary every year or three months salary in five years.

LEAVE TRAVEL CONCESSION / ALLOWANCE: Expenses incurred for self and family. Value of perquisite to be calculated as per Income Tax Act.

PERSONAL ACCIDENT INSURANCE: Actual Premium to be paid by the Company for self and family.

LEAVE: Leave accumulated shall be encashable at the end of the tenure as per the Company rules.

MEDICAL INSURANCE: Actual premium to be paid by the Company for self and family.

CAR, DRIVER & TELEPHONE/CELL PHONE: Car, Driver and phone including mobile phone facilities will be provided by the Company for personal and official use. Expenses related to personal use to be treated as perquisites as per IT Rules.

REIMBURSEMENT OF CLUB AND ENTERTAINMENT EXPENSES: Actual expenses to be borne by the Company.

PROVIDENT FUND: Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act 1961.

GRATUITY AND RETIREMENT BENEFITS: To be paid as per the rules of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year, the Company has no profits or its profits are inadequate, Mr. J.C. Mansukhani shall be entitled to be paid remuneration by way of salary, perquisites, amenities or any other allowances as referred to above, not exceeding the limits specified under Section II Part II of Schedule XIII to the Act as may be amended from time to time or any equivalent statutory enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, usual proper or expedient to give effect to this resolution.”

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Pramod Kumar Tandon, who was appointed as an Additional Director of the Company Under Section 260 of the Companies Act, 1956 with effect from 14th February, 2011 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received notice in writing pursuant to Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
- “RESOLVED THAT** Mr. Annavarapu Venkat Rammurthy, who was appointed as an Additional Director of the Company Under Section 260 of the Companies Act, 1956 with effect from 14th February, 2011 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received notice in writing pursuant to Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”
8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
- “RESOLVED THAT** Mr. Nikhil Mansukhani, who was appointed as an Additional Director of the Company Under Section 260 of the Companies Act, 1956 with effect from 23rd November, 2011 by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received notice in writing pursuant to Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”
9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
- “RESOLVED THAT** pursuant to provisions of section 94(1)(a) of the Companies Act, 1956 the Authorised Share Capital of the Company be and is hereby increased from present Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) to Rs. 40,00,00,000/- (Rupees Forty Crore Only), by addition thereto of 1,00,00,000 (One Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each, ranking pari passu in all respect with existing Equity Shares of the Company.”
- RESOLVED FURTHER THAT** the existing “Clause V” of the Memorandum of Association be deleted and the following “Clause V” be substituted in its place:
- (V) “The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each. The Company has power from time to time to increase or reduce its share capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, with the Articles of Association of the Company, or the legislative provisions for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as for time being be permitted by Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”
- RESOLVED FURTHER THAT** Mr. R. C. Mansukhani, Chairman and / or Mr. Rajesh Parte, Group Company Secretary & Head - Legal be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution”
10. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT** pursuant to the provisions of section 31 of the Companies Act, 1956, the existing “Article 3” of the Articles of Association be deleted and the following “Article 3” be substituted in its place:
3. “The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each. The Company has power from time to time to increase or reduce its share capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights privileges, with the Articles of Association of the Company, or the legislative provisions for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as for time being be permitted by Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”
- RESOLVED FURTHER THAT** Mr. R. C. Mansukhani, Chairman and / or Mr. Rajesh Parte, Group Company Secretary & Head - Legal be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution”
11. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT** pursuant to the provisions of Section 81 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), Listing Agreements and subject to all necessary approvals, consents, permissions / sanctions of the Government of India, Reserve Bank of India, Securities & Exchange Board of India, (SEBI), financial Institutions and all other appropriate and / or Concerned Authorities, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approval, consent, permission and / or sanction and agreed to by the Board of Directors of the Company (“the Board”) (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the Board be and is hereby authorised to alter, vary, restructure, amend or modify any of the terms and conditions including but not limited to conversion price, date of maturity etc of the US dollar 500,000,000 Zero Coupon Convertible Bonds due 2012 (“the Bonds”) issued by the Company pursuant to the Offering Circular dated 22nd May 2007 and to re-issue the said Bonds for such further period on such terms and conditions as the Board may deem fit in the interest of the Company from time to time or to issue such further securities for the purpose of redemption of the said Bonds, in one or more tranches by way of public issue, rights issue, preferential allotment, Qualified Institutional Placements, or otherwise in course of the offering in Indian and/ or International markets, equity shares and or securities (Including Debentures or Bonds) convertible into equity shares whether fully or partly convertible and whether compulsory or at the option of the Company or

the holders thereof, American Depository receipts (ADRs) and /or Singapore Depository Receipts (SDRs) and / or Global Depository receipts (GDRs) representing equity shares or convertible securities and / or security linked to equity shares and Foreign Currency Convertible Bonds (FCCB) and/or bonds with or without attached share warrants convertible into equity shares and/or all or any of the aforesaid with or without detachable or non-detachable warrants as the Company may be advised (hereinafter collectively referred to as the "Securities") subscribed in Indian and/or foreign currency (ies) by resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors (FIIs)/ Mutual Funds/Pension Funds/ Venture Capital Funds/ Banks/Qualified Institutional Buyers (QIBs) and such other persons or entities excluding promoters in case of preferential allotment, whether or not such investors are members of the Company, to all or any of them, jointly or severally for an amount not exceeding USD 75 Million or as may be decided by the Board, at such time or times with or without voting rights in general meetings/class meetings, at such price or prices, at such interest or additional interest, at a discount or at the premium to market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of Securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption/prepayment, number of equity shares, to be allotted on conversion/redemption/extinguishment of debt(s), exercise of rights attached to the warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the appropriate authority(ies), the Merchant Banker(s) and/or Lead Manager (s) and/or Underwriter(s) and/or Advisor(s) and/or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable guidelines for the time being in force."

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), guarantor(s), Depository(ies), Custodian(s) and all such agencies as may be involved or concerned in the alteration or restructuring of the said Bonds or such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian/International Stock Exchanges."

RESOLVED FURTHER THAT the Board and/or an agency or anybody authorised by the Board may issue Depository Receipt(s) or Certificate(s) representing the underlying securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/or International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof as per the Indian/International Practices and regulations and under the norms and practices prevalent in the Indian/International markets."

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari- passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue and in the offering document".

RESOLVED FURTHER THAT, subject to the existing law and regulations, such of these Securities to be issued, as are not subscribed may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may, in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/ Foreign Institutional Investors (FIIs)/ Mutual Funds/Pension Funds/ Venture Capital Funds/Banks and/or Employees and Business Associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide."

RESOLVED FURTHER THAT the Board be and is hereby authorised to create such mortgage and/or charge on the immovable and movable assets of the Company or on the whole or any part of the undertaking/s of the Company under Section 293 (1) (a) of the Companies Act, 1956, in respect of any Security(ies) issued by the Board pursuant to this Resolution and in the event such Security(ies) is/are required to be secured and for that purpose to accept such terms and conditions and to execute such documents and writings as the Board may consider necessary or proper."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the company to the end and intent that the Company shall be deemed to have given its approval thereto expressly to the authority of this resolution."

**By order of the Board of Directors
For Man Industries (India) Limited**

**Date: 23rd November, 2011
Place: Mumbai**

**Rajesh D Parte
Group Company Secretary & Head - Legal**

Notes:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the businesses contained in Item Nos. 5, 6, 7, 8, 9, 10 and 11 set out above and the relevant details in respect of Item Nos. 3, 5, 6, 7 and 8 set out above, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, are furnished respectively as Annexure 1 and 2 to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 19th December 2011 to 23rd December 2011 (both days inclusive).
6. The Dividend on Equity Shares as recommended by the Board of Directors, if any, declared at the meeting, will be payable to those shareholders whose names appear in the Register of Members as on 19th December 2011 and in respect of shares held in Electronic form the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
7. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the information ready.
8. Members are requested to bring their copy of Annual Report to the meeting.
9. The Equity Shares of the Company are compulsorily traded in demat form and the share holders who have not yet dematerialized their shares are requested to dematerialize their shares by opening DP Account with nearest Depository Participants at the earliest to avail the benefits of Dematerialization.
10. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the **Investor Education and Protection Fund (IEPF)** established by the Central Government, pursuant to Section 205C of the Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial Year Ended	Date of declaration of Dividend	Last Date for Claiming Dividend
31.03.2005	24.09.2005	24.10.2012
31.03.2006	15.09.2006	15.10.2013
31.03.2007	14.09.2007	14.10.2014
31.03.2008	26.09.2008	26.10.2015
31.03.2009	22.09.2009	22.10.2016
31.03.2010	16.07.2010	16.08.2017

According to the provisions of the Act, Shareholders are requested to note that no claims shall lie against the Company or said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of any such claims.

11. In order to provide protection against fraudulent encashment of the warrants, Members holding Share Certificates in physical form are requested to notify any change in their addresses or bank mandates immediately, to the **Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd., (formerly known as Intime Spectrum Registry Ltd.) C/13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (W), Mumbai 400 078, Maharashtra.**
12. Non-Resident Indian Shareholders are requested to inform immediately Link Intime India Pvt. Ltd. C/13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (W), Mumbai 400 078 Maharashtra.
 - a) The change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
13. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
14. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliance by Companies through electronic mode. Companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered e-mail address of shareholders. This move by the Ministry will benefit the Society at large through reduction in paper consumption and contribution towards a Greener Environment.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with M/s. Link Intime India Pvt. Limited, Registrar and Share Transfer Agents of the Company.

**By order of the Board of Directors
For Man Industries (India) Limited**

**Rajesh D. Parte
Group Company Secretary & Head - Legal**

**Date : 23rd November, 2011
Place : Mumbai**

Annexure I to the Notice

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 to the Notice calling Annual General Meeting dated 23rd November, 2011.

Item No. 5.

Mr. J C Mansukhani has been associated with the Company since its incorporation and his unparalleled contribution towards the growth of the Company.

At the Annual General Meeting held on 15th September 2006, the members of the Company had appointed Mr. J. C. Mansukhani, as the Managing Director of the Company for a period of 5 years from 1st October 2006 to 30th September 2011. Mr. J. C. Mansukhani is the promoter of the Company. He has contributed substantially to the growth of the Company over the years with his vast knowledge and extensive contact both in India and abroad. It is proposed to appoint Mr. J. C. Mansukhani as a Managing Director of the Company for a period of 5 years effective from 24th November 2011 to 23rd November 2016 on the terms and conditions including remuneration, as specified in the resolution at Item No: 5 of the notice. The Annual increment will be merit based and will take into account the Company's performance. The copy of the draft Agreement is available for inspection of the members at the registered office of the Company during business hours.

Mr. R. C. Mansukhani, Mr. J. C. Mansukhani and Mr. Nikhil Mansukhani being related to one another may be considered as interested in the resolution. None of the other directors have any interest therein.

The Directors recommend the Resolution to be passed by the members.

Item No. 6.

The Board of Directors (the "Board"), appointed Mr. Pramod Kumar Tandon as an Additional Director of the Company with effect from 14th February, 2011. Pursuant to the provisions of Section 260 of the Companies Act, 1956 (the "Act"), Mr. Pramod Kumar Tandon holds office up to the date of the ensuing Annual General Meeting.

As required Under Section 257 of the Act, the Company has received notice together with deposit of Rs.500/- from a member signifying his intention to propose Mr. Pramod Kumar Tandon as the candidate for the office of Director.

The relevant details pursuant to Clause 49 of the Listing Agreement with Stock Exchanges are furnished in Annexure 2 to the Notice.

None of the Directors except Mr. Pramod Kumar Tandon is concerned or interested in the resolution.

Item No. 7.

The Board of Directors (the "Board"), appointed Mr. Annavarapu Venkat Rammurthy as an Additional Director of the Company with effect from 14th February, 2011. Pursuant to the provisions of Section 260 of the Companies Act, 1956 (the "Act"), Mr. Annavarapu Venkat Rammurthy holds office up to the date of the ensuing Annual General Meeting.

As required Under Section 257 of the Companies Act, 1956, the Company has received notice together with deposit of Rs.500/- from the member signifying his intention to propose Mr. Annavarapu Venkat Rammurthy as the candidate for the office of Director.

The relevant details pursuant to Clause 49 of the Listing Agreement with Stock Exchanges are furnished in Annexure 2 to the Notice.

None of the Directors except Mr. Annavarapu Venkat Rammurthy is concerned or interested in the resolution.

Item No. 8.

The Board of Directors (the "Board"), appointed Mr. Nikhil Mansukhani as an Additional Director of the Company with effect from 23rd November 2011. Pursuant to the provisions of Section 260 of the Companies Act, 1956 (the "Act"), Mr. Nikhil Mansukhani holds office up to the date of the ensuing Annual General Meeting.

As required Under Section 257 of the Companies Act, 1956, the Company has received notice together with deposit of Rs.500/- from the member signifying his intention to propose Mr. Nikhil Mansukhani as the candidate for the office of Director.

The relevant details pursuant to Clause 49 of the Listing Agreement with Stock Exchanges are furnished in Annexure 2 to the Notice.

Mr. R. C. Mansukhani, Mr. Nikhil Mansukhani and Mr. J. C. Mansukhani being related to one another may be considered as interested in the resolution. None of the other directors have any interest therein.

Item No. 9 and 10.

The Company has issued U.S. \$50,000,000 Zero Coupon Foreign Currency Convertible Bonds (FCCB) which are due for redemption on 23rd May 2012. If the Company receives requests for conversion of all FCCBs into equity shares, the existing authorized capital of Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) shall be inadequate for allotment of equity shares pursuant to conversion of the FCCBs. It is proposed to increase the authorized capital of the Company to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each.

The Clause V of the Memorandum of Association and Article No:3 of the Articles of Association is accordingly required to be amended as stated in the resolution at item no: 9 and 10 respectively.

None of the Directors is concerned or interested in these resolutions.

Item No: 11.

Vide Offering Circular dated 22nd May 2007 and as per the approval of the Shareholder granted at the general meeting held on 15th September 2007, the Company had issued U.S \$ 50,000,000 Zero Coupon Convertible Bonds due 2012 (the “ Bonds”). As per the terms and conditions of the issue, the said Bonds are maturing on 23rd May 2012.

Considering the current market price, the conversion price as per the terms of the issue of the said Bonds, the devaluation of the rupee and other adverse market conditions, the Company is considering various options such as to vary the conversion price or to restructure the said Bonds or to reissue the said Bonds for further period or to issue such further securities to enable the Company to redeem the said Bonds and such other options that are available and /or advised to the Company, subject to the approvals of the Reserve Bank of India and such other approvals as may be required.

In view of the above, the resolution set out at item No:11 of the notice is proposed for the approval of the shareholders by way of special resolution, authorizing the Board of Directors to alter, vary, restructure, amend or modify any of the terms and conditions including but not limited to conversion price, date of maturity of the said Bonds issued by the Company etc , to re-issue the said Bonds for such further period on such terms and conditions as the Board may deem fit in the interest of the Company and to issue such further securities to enable the Company to redeem the said Bonds, from time to time in one or more tranches as stated in the resolution.

The Directors recommend the resolution to the Shareholders for passing as a Special Resolution.

None of the Directors of the Company is concerned or interested in the resolution.

Annexure 2 to the Notice.**Particulars relating to Directors seeking re-appointment/appointment, furnished pursuant to Clause 49 of the Listing Agreement with Stock Exchanges:****I. Mr. J.C. Mansukhani**

Mr. J C Mansukhani has a long and extensive experience of 30 years in the field of Project implementation, Pipe manufacturing, Quality assurance and Marketing. He is an efficient and enthusiastic entrepreneur and with enormous capacity to work hard, has played a significant role in the exponential growth of the Man Group. He has taken a number of initiatives, which has enabled the Man Group to register significant improvements consistently on various fronts. He is the driving force behind the Company’s Corporate Social Responsibility initiatives.

Mr. J.C. Mansukhani, aged 52 years has been a Director of the Company since 1998. He was appointed as Managing Director of the Company for a period of Five years with effect from 1st October 2006 to 30th September 2011. Again at the meeting of the Board of Directors held on 23rd November 2011, Mr. J C Mansukhani was appointed as a Managing Director for a period of 5 years w.e.f. 24th November 2011. Mr. J.C. Mansukhani is a member of the Audit Committee and Share Transfer and Shareholders Grievance’s Committee of the Company.

Directorship in other companies:

Man Steel and Power Limited, Man Infraprojects Limited and Man Corp Limited.

Membership of Board Committees: NIL

Mr. J.C. Mansukhani holds 1,03,86,309 equity shares in the Company.

II. Mr. Kirit N. Damania

Mr. Kirit N. Damania, aged 78 years is leading solicitor in Mumbai and is a senior partner in Kirit N. Damania & Co., Advocate & Solicitors. He is a Director of the Company since 11th July 1989. Mr. Kirit N. Damania is the Chairman of the Audit Committee of the Company.

Directorship in other companies: NIL**Membership of Board Committees: Nil**

Mr. Kirit N. Damania does not hold any equity shares in the Company.

III. Mr. Pramod Kumar Tandon

Mr. Pramod Kumar Tandon holds an M. Sc Tech. degree and has an experience of around 40 years.

Directorship in other companies: NIL**Membership of Board Committees: NIL**

Mr. Pramod Kumar Tandon does not hold any shares in the Company.

IV. Mr. Annavarapu Venkat Rammurty

Mr. Annavarapu Venkat Rammurty is a post-graduate in Science; he has an overall 40 years of experience in Journalism and Banking. After a decade with Times Group, he made a mid-career switch to banking joining Industrial Development Bank of India as Asst. General Manager. He handled a variety of functions in the Bank ranging from research and business planning to risk management, corporate debt restructuring, organisation development, corporate communications, knowledge resources and compliance co-ordination. He headed

the Corporate Debt Restructuring (CDR) Cell of the banking system during 2004-2007. Handling research and strategy function has given him rich experience in the banking and financial sector as also an insight into industry prospects and related issues.

Directorship in other Companies: NIL

Membership of Board Committees: NIL

Mr. Annavarapu Venkat Rammurthy does not hold any shares in the Company.

V. Mr. Nikhil Mansukhani

Mr. Nikhil Mansukhani, aged 27 years is a graduate from King's College, UK, Bachelor of Engineering & Business.

Directorship in other Companies:

Man Global Limited, Man Infraprojects Limited, Merino Shelters Private Limited, Man Natural Resources Limited and Man Realty Limited.

Membership of Board Committees: NIL

Mr. Nikhil Mansukhani holds 31,06,549 equity shares in the Company.

Note: Directorships given above exclude foreign companies, private companies and alternate directorships. For the purpose of Board Committee memberships, only Audit Committee and Shareholders/Investors' Grievance Committee are considered.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 23rd Annual Report of your Company along with the Audited Accounts for the financial year ended 31st March, 2011

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	For the year 2010-11	For the year 2009-10
Profit before Depreciation	13,843.48	13,736.22
Less: Depreciation	3,915.25	3,681.53
Profit Before Tax	9,928.23	10,054.69
Less : Taxation	732.23	3,345.75
Profit after Tax	9,196.00	6,708.94
Add: Profit brought forward	23,826.08	18,925.80
Total profit available for appropriation	33,022.08	25,634.74
APPROPRIATIONS:		
Profit & Loss Appropriations	(118.56)	41.69
Transfer to General Reserve	919.60	670.89
Proposed dividend	1,105.70	936.86
Provision for taxation – dividend	183.64	159.22
Balance carried to Balance Sheet	30,931.70	23,826.08

RESULTS OF OPERATIONS

Net sales and other income for the standalone entity increased to Rs.1,631.43 Crores from Rs. 1,524.29 Crores in the previous year; an increase of 7.03%. The operating profit (PBDIT) witnessed a decrease of 9.45% from Rs.174.34 crores in 2009-10 to Rs.157.87 crores in 2010-11. The profit after tax (PAT) showed a robust growth of 37.07% at Rs. 91.96 crores from Rs.67.09 crores in the previous year.

DIVIDEND

For the year under review, the Directors have recommended a dividend of Rs. 2 per share (Face Value Rs. 5) [Rs.1.75 per share for the previous year (Face Value Rs.5)], on the Ordinary (Equity) Shares of the Company.

TRANSFER TO RESERVES

Your Company proposes to transfer Rs. 919.60 lakhs to the General Reserve.

SUBSIDIARIES

As of today, the Company has the following Subsidiaries:-

1. Man Infraprojects Limited. (Incorporated in India)
2. Man Overseas Metal DMCC (Incorporated in UAE)
3. Merino Shelters Private Limited (Incorporated in India). It is the subsidiary of Man Infraprojects Limited. So by virtue of Section 4 of the Companies Act, 1956 it becomes subsidiary of the Company.
4. Man USA Inc. (Incorporated in USA)

All the Subsidiaries are duly incorporated under the respective companies act in the respective country's jurisdiction.

APPLICATION FILED BEFORE THE COMPANY LAW BOARD

An application was filed before the Company Law Board (CLB), Mumbai Bench by Mr. J C Mansukhani and others under section 397/398 of the Companies Act, 1956, against the Company, Mr. R C Mansukhani and others. The Company Law Board, Mumbai Bench has vide its order dated 13th September 2011 dismissed the said Company Petition without granting any relief.

SAFETY, HEALTH AND ENVIRONMENT

During the year, the Company continued to focus on resource conservation and reduction in generation of hazardous wastes and enhanced its efforts to positively impact the environment in which it operates. All the manufacturing facilities and processes are subject to regular inspections and a Safety Audit is carried out meticulously at Anjar & Pithampur plants and preventive measures are taken to ensure high standards of safety. Your Company has taken adequate insurance cover for all its plants as well as for third party liabilities and continues to work towards the improvement of our environment, healthy and safe management system.

HUMAN RESOURCES

In your Company, employees continue to be the key driving force of the organization and remain a strong source of our competitive advantage. We believe in aligning business priorities with the aspirations of employees leading to the development of an empowered and responsive human capital.

Attracting, retaining and motivating employees and creating an environment that nurtures them to deliver their best have been a constant practice followed by 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.

RESEARCH & DEVELOPMENT

Your Company is executing an integrated strategy for technology development and deployment. The technology function is supporting your Company's strategy around four missions: technology development, development of substantially new products, productivity improvement, and cost reductions.

LISTING & DEMAT OF SHARES

The equity shares of the Company are listed with Bombay Stock Exchange and National Stock Exchange and the GDRs of the Company are listed with NASDAQ Dubai.

As on 31st March, 2011, 5,31,19,177 Equity shares of the Company, representing 96.08% of its issued capital, were held in dematerialized form and the balance 3.91% representing 21,65,697 shares were held in physical form.

MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement of Stock Exchanges, a detailed report on Corporate Governance forms part of this Annual Report. The Company's Statutory Auditor's Certificate as stipulated under Clause 49 of the Listing Agreement is annexed to and forms part of this Annual Report.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits during the year 2010-11 and there are no outstanding fixed deposits from the public as on 31st March, 2011.

INSURANCE

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Details relating to the conservation of energy and technology absorption and foreign exchange earnings and out goings are given in separate annexure forming part of this report as required as per section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of the Board of Directors) Rules 1988.

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 Secretary at the Registered Office of the Company.

PARTICULARS UNDER SECTION 212 OF THE COMPANIES ACT

The Ministry of Corporate Affairs vide its General Circular No: 2/2011 dated 8th February 2011 has granted general exemption to companies who fulfill the requirements specified in the said circular from attaching the financial statements of the subsidiary companies in India and abroad, both direct and indirect, to the balance sheet of the Company. Your Company has complied with all the conditions specified in the said circular and hence the financial statements of the subsidiary companies in India and abroad, have not been attached in this Annual Report. A statement of summarized financials of all subsidiaries of your Company, pursuant to the approval under Section 212(8) of the Companies Act, 1956, forms part of this report. Additional information in respect of the annual report and the financial statements of the subsidiary companies of your Company will be made available to members on request. In accordance with the Accounting Standard (AS 21) issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by your Company include financial information of all its subsidiaries.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- In preparation of the annual accounts, the applicable accounting standards have been followed.
- The accounting policies have been selected and applied consistently and the judgments and estimates made, 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 profit and loss of the Company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The annual accounts have been prepared on a going concern basis.

DIRECTORS

We regret to inform you about the sad demise of Mr. J. L. Mansukhani – Executive Director of the Company on 31st October 2011.

Mr. J. L. Mansukhani was founder of Man Group. He was Patriarch of Mansukhani Family and had contributed a lot to the progress of the Company. He was a visionary for the Company. He was always a great force of motivation to the management of the Company. His demise is a great loss to the Company.

The term of office of Mr. J C Mansukhani as a Managing Director of the Company expired on 30th September 2011. He has been re-appointed as Vice Chairman & Managing Director of the Company w.e.f. 24th November 2011 for a period of 5 years, subject to the approval of the shareholders.

Mr. Kirit N. Damania is liable to retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Company has received notice under section 257 of the Companies Act, 1956 from the members for appointment of Mr. P. K. Tandon, Mr. A. V. Rammurty and Mr. Nikhil Mansukhani as the directors of the Company.

Appropriate resolutions for their re-appointments/ appointments of the Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information has been given in the notice convening the Annual General Meeting. Your Directors recommend their re-appointment/ appointment as Directors of your Company.

AUDITORS

M/s Rohira Mehta & Associates, Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of 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 2011-12 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.

APPRECIATION

Your Directors wish to place on record their appreciation for the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the banks and other financial institutions, shareholders, dealers and consumers for their continued support.

For and on behalf of the Board

Date : 23rd November 2011

Place : Mumbai

R. C. Mansukhani

Chairman

ANNEXURE TO THE DIRECTORS' REPORT
(UNDER SECTION 217(1) (e) of the companies ACT, 1956)

I) CONSERVATION OF ENERGY**A) Energy conservation measures taken.**

- (a) Energy conservation devices have been installed and the equipments are maintained properly to reduce energy consumption.
- (b) The new systems are being devised to reduce electric power, fuel, and water Consumption. Industrial lighting in the plant area has been optimized.

B) Additional investment and proposals for reduction of consumption of energy.

- (a) By improving the available equipments, energy, conservation measures are being implemented and major investment have not been made.
- (b) Installation of Wind Turbines to generate cheaper energy.

C) Impact of above measures:

- (a) The impact of above measures taken results in lower energy consumption per tone of production.

D) Total energy consumption and energy consumption per unit production.

FORM "A"	For the year 2010-11	For the year 2009-10
POWER AND FUEL CONSUMPTION :		
(i) Electricity Purchased (Units)	35,809,265	20,133,692
Total Amount (Rs.)	232,936,732	122,311,965
Rate per Unit	6.50	6.07
(ii) Own Generation through D.G.Set:		
Generation Unit	206,082	5,600
Unit per liter of Oil	2.79	2.08
Cost per Unit.	14.69	14.18
CONSUMPTION PER UNIT OF PRODUCTION	(In kgs)	
Production in kgs	305,864,651	281,507,996
Consumption per unit of Production (per kg.) Units	*0.12	0.07

* This increase is due to increase in the rate per unit of Electricity and due to product mix i.e. thickness of the pipes and coating etc.

II) TECHNOLOGY ABSORPTION**Form B****1) SPECIFIC AREAS IN WHICH RESEARCH AND DEVELOPMENT CARRIED OUT BY THE COMPANY**

R & D was carried in product development, process development, energy conservation, environment protection, cost reduction and automation.

2) BENEFITS DERIVED

With the installation of various additional equipments it was possible to achieve consistency in production and quality of finished product.

3) EXPENDITURE ON R & D

Development and improvement of products is an inbuilt and ongoing activity within existing manufacturing facilities. Expenditure on R & D is not separately allocated and identified.

Technology Absorption, Adaptation & Innovation

1. Effort made towards Technology Absorption, Adaptation and innovation
2. Benefit derived as a result of the above efforts **NIL**
3. Imported Technology **NIL**
 - a) Technology imported
 - b) Year of import
 - c) Has technology been fully absorbed?
 - d) If not fully absorbed, reasons and future course of action

III) FOREIGN EXCHANGE EARNING AND OUTGO

(Rs. in Lakhs)

	For the year 2010-11	For the year 2009-10
FOREIGN EXCHANGE EARNINGS & OUTGO		
a) Foreign Exchange Earnings (FOB Value of Exports)	122,592.19	61,262.80
b) Other Receipts	---	---
c) Foreign Exchange Outgo	124,954.55	70,165.51

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMIC CONDITIONS

The 21st century is seeing a fundamental reshaping of the way business, society and government operate. In recent times, the economic crisis and its repercussions have accelerated the shift of economic power from the developed to the emerging nations.

Investments from developed economies have typically flown into emerging markets, which offer more dramatic growth and strong returns. However, some of these markets are associated with high volatility and socio-political tensions, giving rise to new set of investment risk. In addition, growing consumption demand in emerging markets is depriving up commodity prices, both crude oil and other raw materials which is expected to impede the global economic recovery in the medium term.

OVERVIEW OF INDIAN ECONOMY

The Indian economy witnessed a higher growth in GDP of 8.5% for the year 2010-11 over a growth of 8% in 2009-2010.

A strong rebound in agriculture and continued momentum in some sectors of manufacturing and construction enabled the economy to achieve a higher growth in 2010-11.

In 2011-12, the projected growth rate is in the range of 8% to 8.5%.

BUSINESS REVIEW

Today pipes are the most preferred mode of transport for liquids and gases globally. Different types of pipes are used for different applications and uses. The types of pipes also differ on the product being transported through it.

Pipes are generally used for transporting the following products:

- Water, sewerage, petroleum products.
- Gases and other high pressure applications.

Being the most economical and dependable mode of supply, pipeline can be considered as the long-term infrastructure solution to the problem of product transport. Major advantages of this mode over other modes are as under:

- Operating Cost is least in Pipeline transportation and it is most suited mode of transportation for conversion of energy.
- Cost of Transportation is least, for large volumes and overlong leads.
- Pipeline transportation is highly environment friendly. Its impact on environments during the stages of construction, operation and mountainous is negligible, compared to other modes.
- Safety is an intrinsic feature of pipeline transportation. Vagaries of nature like floods, breaches etc. do not disrupt pipeline transport systems.

INDUSTRY OVERVIEW

Pipeline systems are recognized as both the safest transportation mode and the most economical way of distributing the vast quantities of oil and natural gas from production fields to refineries and from refineries to consumers. In comparison to railroad, they have lower operating cost per unit and also higher capacity.

US, Middle East and the domestic market would be key volume drivers for Indian pipe manufacturers. The three geographies account for over 40% of the total global demand of around 75 million tonnes of SAW pipes.

Owing to the low cost manufacturing capabilities with world class quality standards, Indian pipe producers are poised to benefit significantly from robust global demand.

DOMESTIC INDUSTRY OVERVIEW

The Indian Large Diameter Pipe industry is among the world's top three manufacturing hubs after Japan and Europe. Indian Line Pipe Industry is approximately USD 5 Billion in size. Currently, there is an overcapacity in the domestic system also but India is still way behind in terms of Pipeline density, which stands at 3 km/1000 sq. kms as compared to 50 km/1000 sq. kms in USA, UK and China, providing ample scope for complete utilization of the existing facilities and further capacity expansion. Given the demand of gas in India, India needs around 15,000 kms of pipelines in coming years.

India is witnessing a spurt in construction of pipelines as the domestic gas availability is poised to increase two-fold over the next four years. Moreover, water and irrigation offers a very strong business opportunity for Indian pipe manufacturers.

Indian Domestic Sector itself provides huge opportunities for line pipe sector. As Gas has become the 'FUTURE FUEL' construction of pipeline infrastructure has become inevitable. Indian Pipe Manufacturers are well poised to capitalize on the available domestic opportunities.

FUTURE OUTLOOK

In view of the excessive demand for Pipelines on the global as well as domestic front due to various reasons stated above, the future for Pipeline business will always be bright.

MAN has set up its Anjar Plant at strategic location in the coastal belt of the country. This enables us to minimize transportation costs by strategically catering to our customers from our facilities depending on the geographical location of the project. Our Anjar facilities, located in close proximity to the Mundra and Kandla ports, enable us to reduce transportation costs on export orders as well as inland transportation costs on imported raw materials such as steel plates and coils. Our ability to provide anticorrosion and cement mortar coatings further enables us to reduce transportation costs.

Exports have been an important source of our growth. With the growing opportunities in the domestic sector coupled with the government thrust on pipeline infrastructure, we are keen to capitalize on the same. We also intend to continue to focus on our international markets thereby making our presence felt in the domestic as well as international markets. We intend to continue to leverage our quality products and our long-standing relationships and credentials with our international customers to further develop our international markets.

Our capacity is divided equally between LSAW and HSAW, which gives a strategic advantage of stability in performance of the Company in case of any shift in demand from one segment to the other.

We also intend to further strengthen our presence in strategically important international markets, such as in the Middle East and in emerging markets like Africa which have significant oil and gas reserves and high potential for large pipeline projects. We have established a regional office in the U.A.E. and intend to focus on projects in the Middle East region as well as in certain African countries. In pursuing our strategies, we seek to identify markets where we believe we can provide cost advantages to our customers.

With the oil prices shooting upwards, we see a significant activities happening in the E & P area across the global. The demand for LSAW pipes is also picking up. With the 8.5% approx growth of Indian economy, demand for oil and gas infrastructure is key to ensure momentum. It provides a significant domestic opportunity for the Indian Pipe players.

QUALITY CONTROL

We are ISO 9001, ISO 14001 and OHSAS 18001 accredited with KVQA, API and the BIS certifications.

In order to ensure the quality of our products, we perform various tests and inspections which start from the analysis of raw materials to the finished product. In addition to the conventional forms of testing, we also carry out selective testing to ensure desired quality in our products.

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The Company has in place, adequate systems of internal control to reasonably safeguard its assets against loss through unauthorized use and pilferage. A comprehensive system of internal controls employed by the Company ensures optimal use of the resources available at its disposal. Internal audits and checks are an ongoing process within the Company.

Internal Audit function is looked after by a team of in house Internal Auditors. The internal audit department conducts regular audit at all units/ locations with the following primary objectives:

- To ensure critical examination of weaknesses in the system and offer alternative solutions to overcome them;
- To identify shortcomings that may affect the Company's operations and profitability;
- To review systems and procedures in purchase, capital investments and routine operations to plug revenue leakages;
- To ensure compliance with Company policies and procedures;
- To identify non-performing assets and suggest procedures for their disposal.
- To undertake and complete any other assignments given by the management

The internal audit department submits its reports to the management, outlining its findings, along with analytical reviews of the functional areas looked into, and providing practical solutions for the problems observed. Based on the audit observations & suggestions, follow up & remedial measures are being taken on regular basis.

RISK MANAGEMENT

The nature of Company's business is such that various risks have to be confronted with not only successfully existing in the said business but even to grow at a respectable pace. However, these risks are no different than the ones faced by the industry as a whole. A comprehensive and integrated risk management framework forms the basis of all the de-risking efforts of the Company. Formal reporting and control mechanisms ensure timely information availability and facilitate proactive risk management. These mechanisms are designed to cascade down to the level of the line managers so that risks at the transactional level are identified and steps are taken towards mitigation in a decentralized fashion.

FOLLOWING ARE CONCERNS ABOUT THE INDUSTRY.

ECONOMIC SLOWDOWN TO IMPACT ENERGY DEMAND

Downturn in the global economy may again lead to a negative outlook of the oil & gas prices which may adversely affect future E &P activities leading to a slowdown in the order for SAW pipes.

VOLATILE RAW MATERIAL PRICES

Raw materials account for the major portion (70-75%) of the total costs. "In case of rising raw material prices, the pipe manufacturers loose on EBDITA margins as majority of the pipe supply contracts are fixed price contracts and do not incorporate any price escalation clause. To safeguard margins, pipe manufacturers enter into back to back contracts for supply of steel plates and HR Coils Coupled with the increase in the input prices, the pipe industry has also been witnessing shortage of the petroleum grade steel plates and coils.

CURRENCY FLUCTUATION

As the exports contribute to a major portion of sales, business is prone to the abrupt fluctuation in the currency. High Volatility may affect EBIDTA Margins. This made currency management an integral part of the business.

CONTINGENT LIABILITIES

Details of Contingent liabilities are given in Notes on Balance Sheet and Profit & Loss Account.

STATUTORY COMPLIANCE

All the statutory compliance with respect to SEBI regulations, provisions of the listing agreement with the stock exchanges, Income Tax Act, Sales Tax Act, Companies Act, 1956 and all other applicable Acts, Rules & Regulations are complied with.

ENVIRONMENT MANAGEMENT

Your Company has been accredited with various certifications including American Petroleum Institute (API), ISO 9001:2000, ISO 14001 and ISO 18001 in the field of quality control, environmental management and occupational health and safety system management. These certifications ensure due compliance to well-documented procedures and systems and continuous improvement thereon for their continuous validity.

INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT

Your Company believes in creating an environment that builds a committed workforce pursuing a shared vision of excellence. Over the years the organization has put in place practices around quality sourcing, performance management and capability enhancement among others. Efforts are continuously made to strengthen these practices to ingrain them with the organization ethos.

Your Company has a team of experienced staff and executives at different levels. 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 to perform to their best of their abilities and contribute to the growth of the company along with self-development have been one of the objectives of the Company. The organization continues to regularly review people policies and implement need based revision. Industrial relations at all the Company's work and plants remained cordial through out the year. As on 31st March 2011, your Company had 3000 employees including employees on contractual basis.

HEALTH & SAFETY

The Company continuously focuses on the health and safety of all its workers and staff. Adequate safety measures have been taken at all the plants for the prevention of accidents or other untoward incident. The necessary medical facilities are available for the workers, staff and their family members to enable them to maintain good health.

CAUTIONARY STATEMENT

The statements in this Management Discussions and Analysis, describing the projections, estimates and expectations may be forward looking statements within the meaning of the applicable laws and regulations. Actual results may differ substantially from those expressed or implied, important developments that could affect the Company's operations include a shift in the industry structure, significant changes in political and economic environment in India and globally, tax laws, import duties, litigations and labour relations.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good Corporate Governance is essential to achieve long term corporate goals and enhance stakeholder's value. The Philosophy on Corporate Governance is aimed at attainment of highest level of transparency, accountability and compliance in laws in all facets of operations, leading to best standards of Corporate Governance.

The Company believes that good ethics make good business sense and our business practices are in keeping with this spirit of maintaining the highest level of ethical standards.

2. BOARD OF DIRECTORS

A. Composition:

The composition of your Company's Board is as under:

Executive Directors (Promoter Group)

Mr. R. C. Mansukhani, Executive Chairman

Mr. J. C. Mansukhani, Vice Chairman & Managing Director

Mr. J. L. Mansukhani, Whole Time Director (expired on 31.10.2011)

Non Executive Director

Mr. Nikhil Mansukhani (w.e.f. 23.11.2011)

Independent Directors

Mr. Kirit N. Damania

Mr. Vijay G. Kalantri (upto 03.02.2011)

Mr. Sudatta Mandal (upto 16.10.2010)

Mr. Pramod Kumar Tandon (w.e.f. 14.02.2011)

Mr. Annavarapu Venkat Rammurthy (w.e.f. 14.02.2011)

The composition of the Board is in conformity with Clause 49 of the Listing Agreement with Stock Exchanges.

B. Dates of Board Meetings held during the year:

Date of Board Meeting	Board Strength	No. of Directors present
18 th May 2010	6	4
15 th June 2010	6	6
19 th June 2010	6	5
12 th August 2010	6	6
27 th September 2010	6	5
16 th October 2010	6	5
12 th November 2010	5	5
14 th February 2011	5	4
25 th March 2011	6	6

The time gap between any two Meetings did not exceed four months. The information as prescribed under Clause 49 of the Listing Agreement was placed before the Board from time to time, as required.

C. Attendance of Directors:

As mentioned above nine Board Meetings were held during the year ended 31st March 2011. The details of attendance of the Directors at the said Board Meetings and at the last Annual General Meeting of the Company is given below:

Name of the Director	No. of Meetings Attended	Attendance at the previous AGM held on 16 th July 2010
Mr. R. C. Mansukhani	9	Yes
Mr. J. C. Mansukhani	9	Yes
Mr. J. L. Mansukhani @	9	Yes
Mr. Kirit N. Damania	9	Yes
Mr. Vijay G. Kalantri \$	5	No
Mr. Sudatta Mandal #	3	No
Mr. Pramod Kumar Tandon	2	NA
Mr. Annavarapu Venkat Rammurthy	1	NA
Mr. Nikhil Mansukhani*	0	NA

@ Mr. J. L. Mansukhani expired on 31.10.2011

\$ Mr. Vijay G. Kalantri was Director till 03.02.2011

Mr. Sudatta Mandal was Director till 16.10.2010

* Mr. Nikhil Mansukhani was appointed as Director on 23.11.2011

D. Details of Membership of the Directors in Boards and in Board Committees (including Man Industries (India) Limited):

Name of the Director	Board*	All Board Committees**	Chairmanship of Board Committees
Mr. R. C. Mansukhani	5	1	1
Mr. J. C. Mansukhani	4	2	--
Mr. J. L. Mansukhani	2	--	--
Mr. Kirit N. Damania	1	1	1
Mr. Vijay G. Kalantri @	--	--	--
Mr. Sudatta Mandal @	--	--	--
Mr. Pramod Kumar Tandon	1	1	--
Mr. Annavarapu Venkat Rammurthy	2	1	--
Mr. Nikhil Mansukhani#	5	--	--

* (Excludes Foreign Companies, Private Limited Companies and Alternate Directorships).

** (Only the following Board Committees have been considered for this purpose: Audit Committee and Shareholders' /Investors' Grievance Committee)

@ Both Mr. Vijay Kalantri and Mr. Sudtta Mandal ceased to be Director of the Company prior to March 2011 hence declarations from these Directors were not obtained as at end of the financial year.

Mr. Nikhil Mansukhani was appointed as Director on 23.11.2011

3. AUDIT COMMITTEE
A. Terms of reference:

The minutes of the meetings of the audit committee are placed before the Board. The terms of reference of the audit committee are in accordance with all the items listed in clause 49 (II) (D) and (E) of the listing agreement as follows:

The Audit Committee of the company was constituted in 2002. Since then it has been dealing with matters prescribed by the Board of Directors on a case to case basis. In general, the primary role/objective of the Audit Committee is to review the financial statements of the Company, strengthen internal controls & look into all transactions having monetary implications on the functioning of the Company. The nomenclature, constitution and terms of reference of the Committee is as per the provisions of the Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement of the Stock Exchange.

As on March 31, 2011, the Committee had four members. Out of that three members are Non-Executive and Independent Directors in accordance with the prescribed guidelines. Mr. Kirit N. Damania is the Chairman of the Committee. The other members are Mr. Pramod Tandon (w.e.f. 14th February 2011), Mr. Annavarapu Venkat Rammurthy (w.e.f. 14th February 2011), Mr. Vijay Kalantri (upto 3rd February, 2011) and Mr. J. C. Mansukhani, Vice Chairman & Managing Director of the Company.

The members of the Committee have adequate knowledge in the field of finance, accounting, and law. The role and "terms of reference" of the Audit Committee includes the following:

- **Overseeing**
 - the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- **Recommending**
 - the appointment, re-appointment, replacement and removal of the statutory auditor, fixation of audit fees and approving payments for any other services.
- **Reviewing**
 - with the management the annual financial statements with primary focus on matters required to be included in the Directors' Responsibility Statement, changes, if any in accounting policies and practices and reasons thereof, compliance with accounting standards and guidelines of stock exchange(s), major accounting entries, qualifications in draft audit reports, related party transactions & the going concern assumption.
 - with the management, the quarterly financial statements before submission to the board for approval.
 - the adequacy of internal control systems and the internal audit function and reviewing the Company's financial and risk management policies.
 - foreign exchange exposure.
- **Complying**
 - with the provisions of listing agreement laid down by the Stock Exchange(s) and legal requirements concerning financial statements.
- **Discussing**
 - with external auditors before the audit commences, of the nature and scope of audit. Also post audit discussion to ascertain any area of concern.

The head of finance department and Statutory Auditors attend the meetings of the Committee on the invitation of the Chairman. Company Secretary of the Company acts as the Secretary of the Committee.

B. Composition

The composition of the Audit Committee is as follows:

Chairman: Mr. Kirit N. Damania

Members: Mr. J. C. Mansukhani

Mr. Vijay G. Kalantri (upto 3rd February 2011)

Mr. Pramod Kumar Tandon (w.e.f. 14th February 2011)

Mr. Annavarapu Venkat Rammurthy (w.e.f. 14th February 2011)

C. Meetings and Attendance

The details of meetings held during the year and the attendance thereat are as follows:

Dates of Audit Committee Meetings held during the year ended 31st March 2011: 18th May 2010, 12th August 2010, 12th November 2010 and 14th February 2011

Attendance

Name of the Director	Number of Meetings attended
Mr. Kirit N. Damania	4
Mr. J. C. Mansukhani	4
Mr. Vijay G. Kalantri (upto 3 rd February 2011)	2
Mr. Pramod Kumar Tandon (w.e.f. 14 th February 2011)	NA
Mr. Annavarapu Venkat Rammurthy (w.e.f. 14 th February 2011)	NA

4. REMUNERATION COMMITTEE

The remuneration policy of the Company is based on the fundamental rule of rewarding performance as against benchmarked objectives. The policy is revised from time to time to make it commensurate with the industry standards. The aim is to attract, retain, develop and motivate talent within the organization.

The Board has not constituted a separate committee as Remuneration Committee. It is proposed to constitute one. The details of the payments made to the board of Directors during the year are as follows:

Name of Director	Salary (Rs.)	Sitting Fees (Rs.)	
		Board Meeting	Audit Committee Meeting
Mr. R. C. Mansukhani	34,872,024	-	-
Mr. J. C. Mansukhani	2,73,00,000	-	-
Mr. J. L. Mansukhani	63,02,684	-	-
Mr. Kirit N. Damania	-	1,80,000	40,000
Mr. Vijay G. Kalantri	-	1,00,000	20,000
Mr. Sudatta Mandal	-	60,000	-
Mr. Pramod Kumar Tandon	-	40,000	-
Mr. Annavarapu Venkat Rammurthy	-	20,000	-

5. SHAREHOLDERS'/INVESTORS GRIEVANCE COMMITTEE

The Board has constituted Shareholders/ Investor Grievances Committee to specifically look into the redressal of shareholders complaints.

Composition

The Share Holders'/Investors' Grievance Committee consists of the following:

Name of the Director	Designation
Mr. R. C. Mansukhani	Chairman
Mr. J. C. Mansukhani	Member
Mr. P.K. Tandon	Member

The terms of reference of the Committee include the following:

- To specifically look into complaints received from the shareholders of the Company.
- To oversee the performance of the Registrar and Transfer Agent of the Company.
- To recommend measurements for over all improvement in the quality of services to the investors.

Details pertaining to the numbers of complaints received and resolved and the status thereof during the financial year ended 31st March 2011 are given as follows:

Nature of Complaints	Received during the year	Addressed during the year
Non receipt of Share certificates	34	34
Non-receipt of dividend / Interest/ Redemption warrant	52	52
Non receipt of Annul Report	1	1
Rematerialisation/ Dematerialisation of shares	2	2
Non receipt of rejected DRF	5	5
Others	17	17
Total	111	111

6. SUBSIDIARY COMPANIES

Your Company as per the terms of Clause 49 (III) of the Listing Agreement, does not have a material non-listed Indian subsidiary company, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

The Audit Committee reviews the financial statements including investments by the unlisted subsidiary Companies of the Company. Also, copies of the minutes of the subsidiary companies of the Company are placed before the Board of the Company on a periodical basis.

7. CEO/CFO'S CERTIFICATION

Mr. R.C. Mansukhani, Executive Chairman has certified to the Board of Directors inter-alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Clause 49(V) of the Listing Agreement for the year ended 31st March, 2011.

8. GENERAL BODY MEETINGS

a. Details of location, date and time of holding the last three Annual General Meetings:

Financial Year	Location	Date and Time	Special Resolutions Passed
2007-2008	Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (W) Mumbai - 400058	26-Sep-2008 at 3.00 p.m.	<ol style="list-style-type: none"> 1. Authorizing Directors to borrow beyond paid-up capital and free reserves of the company up to Rs. 2,000 crores. 2. Appointment of Mr. R. C. Jindal as Director - Operations. 3. Re-appointment of Mr. R. C. Mansukhani as Chairman of the Company. 4. Re-appointment of Mr. J. L. Mansukhani as Whole Time Director. 5. Approval of 'ESOP-Scheme' of the Company. 6. Approval of 'ESOP-Scheme for employees of subsidiary companies'.
2008-2009	Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (W) Mumbai - 400058	22-Sep-2009 at 4.00 p.m.	No Special Resolution passed.
2009-2010	Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (W) Mumbai - 400058	16- July- 2010 at 4.00 p.m.	No Special Resolution passed.

No Special Resolution requiring voting through Postal Ballot was passed in the year 2009-10.

There is no special resolution proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

9. DISCLOSURES

- There were no material significant related party transactions that may have a potential conflict with the interests of the Company at large. Transactions with related parties have been disclosed vide Note No. 17 in Schedule-18 (iii) to the Financial Statements.
- There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority or any matter relating to capital markets during the last three years.
- The Company has complied with all the mandatory requirements of Corporate Governance as required by the Listing Agreement.
- No personnel have been denied access to the Audit Committee of the Company to discuss any matter of substance.
- The Company has not adopted any non-mandatory requirements of the Listing Agreement.

10. MEANS OF COMMUNICATION

- A. The quarterly results were published in leading national newspapers (Economic Times and Maharashtra Times). The quarterly results are simultaneously displayed on www.mangroup.com, the Company's website. The website is updated regularly with the official news releases and disclosures as required from time to time.
- B. Management Discussion and Analysis Report is given as an Annexure to the Directors' Report.
- C. Official news releases are displayed on the Company's website.

11. GENERAL SHAREHOLDER INFORMATION

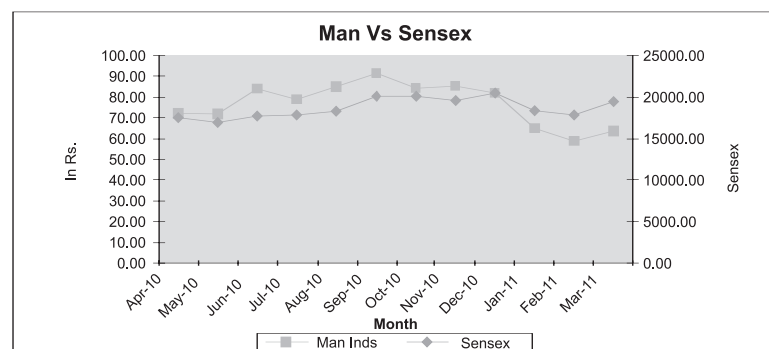
1.	Next Annual General Meeting Date Time Venue	23 rd December 2011 3:30 p.m. Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai – 400 058
2.	Financial Calendar for 2011-12	
	Unaudited results for the quarter ending 30 th June 2011 Unaudited results for the quarter / half year ending 30 th September 2011 Unaudited results for the quarter ending 31 st December 2011 Audited results for the year ending 31 st March 2012	11 th August 2011 14 th November 2011 2 nd week of February 2012 4 th week of May 2012
3.	Book Closure Dates	From 19 th December 2011 to 23 rd December 2011 (both days inclusive)
4.	Dividend for the financial year 2011-12, if any.	After Annual General Meeting
5.	Listing of Equity Shares Listing of GDRs of the Company	Bombay Stock Exchange Limited, (BSE) and National Stock Exchange of India Limited (NSE) NASDAQ Dubai Stock Exchange Level 7, The Exchange Building, Gate District, Dubai International Financial Centre P.O.Box 53536 Dubai (UAE)
6.	Stock Code	BSE: 513269, NSE: Maninds

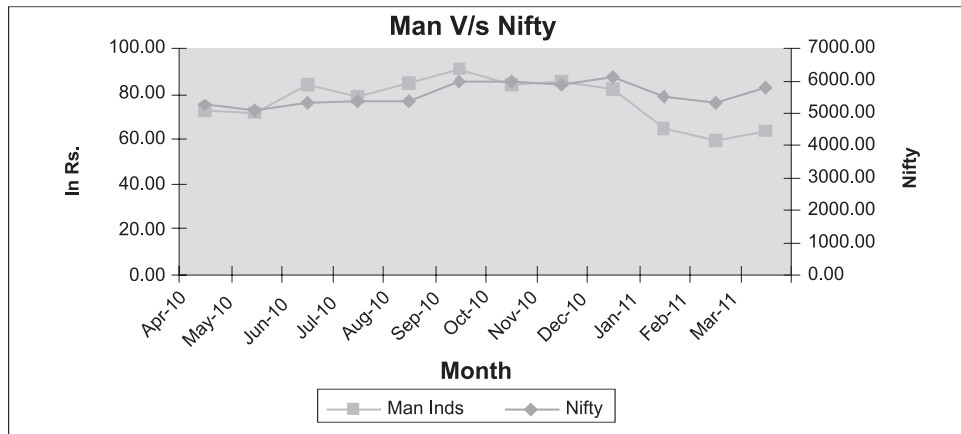
(Note: Annual Listing fee for the financial year 2011-12 has been paid to Bombay Stock Exchange Limited & National Stock Exchange of India Limited)

STOCK PRICE DATA

Month	Bombay Stock Exchange			National Stock Exchange		
	High	Low	Volume	High	Low	Volume
April 10	78.40	68.90	1,711,138	78.60	68.90	77,745
May 10	75.00	63.15	1,637,355	74.00	62.55	77,944
June 10	95.80	71.10	5,782,089	95.90	70.70	392,171
July 10	86.00	78.00	742,357	86.10	77.30	44,487
Aug 10	100.25	78.60	5,234,995	101.80	78.40	278,384
Sep 10	109.90	85.65	3,885,637	109.90	85.40	251,635
Oct 10	96.00	80.50	1,539,570	96.00	80.50	105,068
Nov 10	102.90	81.00	2,064,263	102.40	81.05	140,987
Dec 10	92.00	74.20	582,619	89.70	74.50	29,401
Jan 11	84.75	58.05	799,776	84.90	59.20	33,156
Feb 11	67.00	55.10	396,802	67.95	55.00	23,614
Mar 11	65.45	54.30	639,296	66.00	54.30	28,178

STOCK PRICE MOVEMENT IN BSE



STOCK PRICE MOVEMENT IN NSE

SHARE TRANSFER SYSTEM

The applications and requests received by your Company for transfer of shares held in physical form are processed and the share certificates for the same are sent to the transferee within the stipulated period under the Companies Act 1956 and the Listing Agreement. A summary of all the transfers, transmissions, deletion requests, etc. are placed before the Board of Directors from time to time for their review.

DISTRIBUTION OF SHAREHOLDING

The distribution of Shareholding of the Company by number of shares held on 31st March 2011 is as follows:

Distribution of shares	Shareholders		Share Allotted	% of total
	Number	% of Total		
001 - 500	24976	84.94	4,195,138	7.84
501 - 1000	2500	8.50	2,023,577	3.78
1001 - 2000	1028	3.50	1,637,118	3.06
2001 - 3000	295	1.00	764,726	1.43
3001 - 4000	169	0.57	620,415	1.16
4001 - 5000	117	0.40	560,236	1.05
5001 - 10000	154	0.52	1,161,006	2.17
10001 and above	164	0.56	42,572,658	79.52

The distribution pattern of shareholding of your Company as on 31st March 2011 by ownership and size class respectively is as follows:

Sr. No.	Category of Shareholders	Total No. of Shares	Percentage of total no. of Shares
(A)	Shareholding of Promoter and Promoter Group		
	(a) Individuals/HUF	1,81,68,102	32.86
	(b) Others	40,19,546	7.27
	(c) Foreign Holdings of Promoters	95,09,788	17.20
	Total Shareholding of Promoters & promoter Group (A)	3,16,97,436	57.33
(B)	Public Shareholding		
	1. Institutions		
	(a) Mutual Funds/UTI	8,33,311	1.51
	(b) Financial Institutions/Banks	1,06,650	0.19
	(c) FIs	43,127	0.08
	(d) Insurance	29,05,891	5.26
	(e) Trusts	2,000	0.00
	(f) others	2,800	0.01
	Sub-Total (BI)	38,93,779	7.04
	2. Non-Institutions		
	(a) Bodies Corporate	34,56,593	6.25
	(b) Individual		
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh.	89,21,756	16.14
	ii) Individual shareholders holding nominal capital in excess of Rs. 1 lakh.	18,91,746	3.42

Sr. No.	Category of Shareholders	Total No. of Shares	Percentage of total no. of Shares
	(c) Clearing Members	2,83,557	0.51
	(d) Non Resident Indians (Repartiable)	4,67,954	0.85
	(e) Non Resident Indians (Non-Repartiable)	73,283	0.13
	(f) Foreign Companies	1,42,308	0.26
	Sub Total (B2)	1,52,37,197	27.56
	Total Public Shareholding B = (B1)+(B2)	1,91,30,976	34.60
(C)	Shares held by custodian	4,456,462	8.06
	Total (C)	44,56,462	8.06
	Total (A) + (B) + (C)	5,52,84,874	100.00

Outstanding GDRs/ADRs/ Warrants/ Convertible Instruments and their impact on equity

GDRs: Outstanding GDRs as on 31st March, 2011 represent 44,56,462 equity shares constituting 8.06% of the Paid up Equity Share Capital of the Company. Each GDR represents one underlying equity shares in the Company. GDR is not a specific time-bound instrument and can be surrendered any time and converted into the underlying equity shares of the Company. The shares so released in favor of the investors upon surrender of GDRs can either be held by the investors concerned in their name or sold off in the Indian secondary markets for cash

Details of public funding obtained in the last three years

Your Company has not obtained any public funding in the last three years.

OTHER INFORMATION:

Corporate Identification Number

L99999MH1988PLC047408

Top ten Shareholders of the Company in the non-promoter group as on 31st March, 2011

Sr. No.	Name of the Shareholder	No. of Shares	% of Capital
1.	The Bank Of New York (Depository for GDRs)	4,456,462	8.06
2.	United India Insurance Company Ltd	1,789,666	3.23
3.	Reliance Capital Trustee Co Ltd-Reliance Long Term Equity Fund	821511	1.48
4.	General Insurance Corporation Of India	7,67,498	1.38
5.	Arcadia Share And Stock Brokers Pvt. Ltd.	4,93,145	0.89
6.	The New India Assurance Company Limited	3,48,727	0.63
7.	Mangal Keshav Securities Limited	2,70,891	0.49
8.	CD Equifinance Pvt Ltd	2,52,000	0.45
9.	Emkay Global Financial Services Limited	506,422	0.95
7.	Neoworth Commercial Private Limited	250,000	0.45
8.	Ramesh Jethanand Babani	178185	0.32
9.	Mohan Jethanand Babani	176123	0.32
10.	Bcc Enterprises India Limited	171302	0.31

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by the Securities and Exchange Board of India, a Qualified Practicing Company Secretary carries out the Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

ELECTRONIC CLEARING SCHEME (ECS) FOR DIVIDEND

The Reserve Bank of India (RBI) has provided an Electronic Clearance Scheme (ECS) to the investors as an option to receive dividend directly through their bank accounts rather than receiving the same in the form of Dividend Warrants. Under this option, an investor's bank account is directly credited and the intimation thereof is sent by the Company to the Shareholder.

This service provides instantaneous credit to the shareholders account and protects against fraudulent interception and encashment of dividend warrant but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/ issue of duplicate warrants.

SHAREHOLDERS HOLDING SHARE IN PHYSICAL FORM

Investors who would like to avail this facility and are holding shares in physical form may send in their ECS Mandate Form, duly filled in

to the Company's Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd. (formerly know as Intime Spectrum Registry Ltd.) C/13 Pannalal Silk Mills Compound, L. B. S. Road, Bhandup (West), Mumbai - 400076. The ECS Mandate Instruction should be under the signature of the shareholder as per the specimen signature records lodged by the Company.

SHAREHOLDERS HOLDING SHARE IN ELECTRONIC/DEMAT FORM

Investors holding shares in demat or electronic form may send in their ECS Mandate Form, duly filled in to the concerned Depository Participant (DP) directly in the format prescribed by the DP. Pursuant to the depository regulations, the Company is obliged to pay dividend on dematerialized shares as per the details furnished by the concerned DP. The Company or the Registrar & Transfer Agent cannot make any change in the records received from the Depository.

UNPAID/UNCLAIMED DIVIDEND

In terms of section 205A and 205C of the companies Act 1956, the company is required to transfer the amount of dividend remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend (s) from the Company before transfer to the Investor Education and Protection Fund.

Financial Year	Due date for transfer to IEPF
2004-05	24.10.2012
2005-06	15.10.2013
2006-07	14.10.2014
2007-08	26.10.2015
2008-09	22.10.2016
2009-10	14.07.2017

REGISTRAR & TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd. (formerly know as Intime Spectrum Registry Ltd.) is the Registrar & Transfer Agent of the Company. Shareholders, beneficial owners and depository participants are requested to send the correspondence relating to the Company's share transfer activity etc. to M/s. Link Intime India Pvt. Ltd. at the following address:

M/s. Link Intime India Pvt. Ltd.
 C/13, Pannalal Silk Mills Compound, L.B.S. Road,
 Bhandup (West), Mumbai – 400 078
 Ph: 022-25963838 Fax: 022- 25946969
 Email: isrl@vsnl.com

E-mail id for investor grievance

The e-mail address of the Company for investor grievance is investor.relations@maninds.org

Plant Location

- Plot No. 257/258B, Sector No. I
 Pithampur Industrial Area
 Pithampur (Near Indore)
 District: Dhar (MP)
 Ph: 07292-253666
- Village: Khedoi
 Taluka: Anjar
 District: Kutch (Gujarat)
 Ph: 02836-249160

Address for correspondence

Registered Office:
 Man House, 102, S. V. Road,
 Opp. Pawan Hans, Vile Parle (W),
 Mumbai - 400056

Registrar & Transfer Agents Address:

M/s. Link Intime India Pvt. Ltd.
 C/13, Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup (West),
 Mumbai – 400 078
 Ph: 022-25963838 Fax: 022- 25946969
 Email: isrl@vsnl.com

Declaration of Compliance with the code of conduct (by the Executive Chairman)

To,
The Members of
Man Industries (India) Limited,

I, R. C. Mansukhani, Chairman of Man Industries (India) Limited declares that to the best of my knowledge and belief, all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2011.

For Man Industries (India) Limited

R. C. Mansukhani
Chairman

Place: Mumbai

Date : 23rd November, 2011

CEO/CFO CERTIFICATION

To,
The Board of Directors,
Man Industries (India) Limited
102, Man House, S.V.Road,
Vile Parle (W), Mumbai 400 056

Sub: Certification by the Executive Chairman on Financial Statements of the Company for the year ended 31 March 2011

I, R. C. Mansukhani, Chairman of Man Industries (India) Limited, certify that:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the financial results/ statements or figures contain therein misleading; and,
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal controls, if any and steps taken or proposed to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - ii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee.

For Man Industries (India) Limited

R. C. Mansukhani
Chairman

Place: Mumbai

Date : 23rd November, 2011

AUDITORS' REPORT ON CORPORATE GOVERNANCE

**To the members of
Man Industries (India) Limited**

We have examined the compliance of conditions of corporate governance by **Man Industries (India) Limited** for the year ended 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange, Mumbai.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For ROHIRA MEHTA & ASSOCIATES
Chartered Accountants

(Anil V. Rohira)
Partner
Membership No. 037339

Date : 23rd November, 2011

Place : Mumbai

AUDITORS' REPORT

To,
The Members of
Man Industries (India) Limited

1. We have audited the attached Balance Sheet of Man Industries (India) 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. We did not audit the financial statements of Dubai Branch. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the said audited branch is based solely on the Report of the other auditor. The financial statements of branch reflecting the total capital employed of Rs. 14.62 Lakhs and total revenues amounting to Rs. 8,376.30 Lakhs are included in these financial statements.
4. 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 to the extent applicable .
5. 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;
 - 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: 11 & 30 issued by Institute of Chartered Accountants of India (refer to sub clause d of clause no. 6 of part II & clause no. 17 of part III of Schedule 18)*
 - 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 directors 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 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 31st March, 2011;
 - (ii) In the case of the Profit and Loss Account, of the profit 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

(Anil V. Rohira)
Partner
Membership No. 037339

Place : Mumbai
Dated : 24th May, 2011

Man Industries (India) Limited

Annexure referred to in paragraph 3 of our report of even date

1. (i) The Company is in the process of updating its records showing full particulars including quantitative details and situation of fixed assets.
- (ii) The Company has formulated a programme of physical verification of its fixed assets by which all the fixed assets are verified in a phased manner over a period of 2 years. In our opinion, this periodicity of physical verification is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (iii) Fixed assets disposed during the year were not substantial and therefore do not affect the going concern assumption.
2. (i) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (ii) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (iii) The Company is maintaining proper records of inventories. The 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 loans to 4 (Four) parties covered in the registered maintained under section 301 of the Companies Act, 1956 amounting to Rs. 19,417 Lakhs. The amount outstanding at year end was Rs. 4,893.90 Lakhs (*refer Note No. 17 of Part III of Schedule 18 forming part of accounts for contravention to section 295 of Companies Act, 1956*).
- (ii) In our opinion and according to explanation and information given to us, the rate of interest on which the loans have been granted by the Company are not, prima facie, prejudicial to the interest of the Company.
- (iii) There are no written terms and conditions and written stipulation as to recovery of principal amount and interest as such, hence we are unable to comment on clauses (iii)(c) & (d) of paragraph 4 of Companies (Auditor's Report) Order, 2003.
- (iv) The Company has not taken any loans from parties covered in the registered maintained under section 301 of the Companies Act, 1956, hence clause (iii)(e), (f) & (g) of paragraph 4 of Companies (Auditor's Report) Order, 2003 are not applicable.
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, have been complied with. 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. We have broadly reviewed the books of account and records maintained pursuant to the order made by the Central Government for maintenance of cost records under section 209(1)(d) of the Act and are of the opinion that prima facie, the prescribed accounts and record have been made and maintained. We, however, have not made a detailed examination of such accounts and record with view to determine whether they are accurate or complete.
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 *except in the following cases.*

Name of the Statue	Amount (Rs. In Lakhs)
Service Tax (Import of Services)	31.40
VAT/CST/ Entry Tax	95.06

- (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 the following:

Name of the Statute	Amount (Rs. In Lakhs)	Forum where dispute
Central Excise Act, 1944	1999.36	CESTAT, Revenue Authority
Service Tax Act, 1994	220.12	Commissioner Service Tax
Sales Tax, CST, Entry Tax	555.57	Commissioner Appeals
Income Tax Act, 1961	82.24	High Court & Commissioner Appeals

10. The Company has no accumulated losses as at 31st March 2011 and it has not incurred any cash losses in the financial year ended on that date or in 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 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 maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other investment and timely entries have generally been made therein. All shares, debentures and other securities have been held by the Company, in its own name.
15. In our opinion, and according to the information and explanations given to us, the Company has given guarantee on behalf of its subsidiaries as mentioned in clause 18 of Part III of schedule 18 forming part of accounts. Further the terms and conditions of the guarantee are not prejudicial to the interest of the Company.
16. The Company has not raised Term Loan during the financial year.
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. According to the information and explanations given to us, during the year the Company has made preferential allotment of shares to parties covered in the register maintained under section 301 of the Act. In our opinion, the price at which shares have been issued is not prejudicial to the interest of the Company.
19. The Company has not issued any debentures during the year.
20. The Company has not raised money through a public issue.
21. 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

(Anil V. Rohira)
 Partner
 Membership No. 037339

Place : Mumbai
 Dated : 24th May, 2011

Man Industries (India) Limited
BALANCE SHEET AS AT MARCH 31, 2011

(Rupees)

PARTICULARS	Sch. No.	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SOURCES OF FUND			
1. Shareholders Funds			
Share Capital	1	276,424,370	267,674,370
Share Application Money		4,375,000	19,687,500
Reserves and Surplus	2	5,218,787,179	4,365,093,459
		5,499,586,549	4,652,455,329
2. Loan Funds			
Secured Loans	3	41,233,500	1,247,179,225
Unsecured Loans	4	1,790,460,000	1,836,944,740
		1,831,693,500	3,084,123,965
3. Deferred Tax Liability		521,643,547	545,396,436
TOTAL		7,852,923,596	8,281,975,731
APPLICATION OF FUNDS			
1. Fixed Assets			
a) Gross Block	5	5,907,673,816	5,799,291,392
Less : Accumulated Depreciation		2,043,810,483	1,652,847,078
Net Block		3,863,863,333	4,146,444,314
b) Capital Work in Progress.		2,275,194	75,541,061
		3,866,138,527	4,221,985,375
2. Investments	6	342,047,206	338,232,260
3. Current Assets, Loans and Advances			
Inventories	7	5,284,411,993	2,722,546,486
Sundry Debtors	8	3,736,704,491	1,561,756,535
Cash and Bank Balances	9	3,811,027,193	3,566,160,072
Loans and Advances	10	1,908,193,456	2,659,072,612
		14,740,337,133	10,509,535,706
Less: Current Liabilities and Provisions	11	11,108,090,039	6,812,759,148
Net Current Assets		3,632,247,094	3,696,776,558
4. Miscellaneous Expenditure		12,490,769	24,981,538
TOTAL		7,852,923,596	8,281,975,731
Significant Accounting Policies and Notes on Accounts	18		

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira

Partner
Membership No. 37339
FR No 118777W

Place : Mumbai

Date : May 24, 2011

For and on behalf of Board

R. C. Mansukhani
Chairman

P. K. Tandon
Director

Rajesh D. Parte
Company Secretary

J. L. Mansukhani
Director

Kirit N. Damania
Director

Man Industries (India) Limited
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON MARCH 31, 2011

(Rupees)

PARTICULARS	Sch. No.	YEAR 2010-11	YEAR 2009-10
INCOME			
Sales and Other Income	12	16,441,493,249	15,560,255,726
Less: Excise Duty		127,202,995	317,348,108
		16,314,290,254	15,242,907,618
Increase/(Decrease) in Stock	13	983,600,484	(267,389,089)
TOTAL		17,297,890,737	14,975,518,529
EXPENDITURE			
Cost of Material	14	12,124,168,356	11,038,743,494
Employment Cost	15	434,363,505	365,710,532
Interest and Financial Charges	16	194,326,091	369,751,222
Operating and Other Expenses	17	3,160,685,257	1,827,691,310
TOTAL		15,913,543,210	13,601,896,558
Profit Before Depreciation		1,384,347,528	1,373,621,971
Depreciation		391,524,992	368,152,840
Profit Before Tax		992,822,536	1,005,469,132
<u>Provision For Taxation</u>		73,222,580	334,574,517
Current Tax		96,831,379	316,240,328
Deferred Tax		(23,752,889)	18,334,189
Wealth Tax		144,090	-
Profit After Tax		919,599,956	670,894,614
Balance Brought Forward		2,382,607,544	1,892,579,792
Disposable Profit		3,302,207,500	2,563,474,407
APPROPRIATIONS			
General Reserve		(91,959,996)	(67,089,461)
Proposed Dividend		(110,569,748)	(93,686,030)
Corporate Dividend Tax		(18,364,253)	(15,921,941)
Profit and Loss Appropriation		11,856,310	(4,169,431)
Balance Carried to Balance Sheet		3,093,169,812	2,382,607,544
Significant Accounting Policies and Notes on Accounts	18		

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira

Partner

Membership No. 37339

FR No 118777W

Place : Mumbai

Date : May 24, 2011

For and on behalf of Board

R. C. Mansukhani
Chairman

P. K. Tandon

Director

Rajesh D. Parte

Company Secretary

J. L. Mansukhani
Director

Kirit N. Damania

Director

Man Industries (India) Limited
SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2011

(Rupees)

PARTICULARS	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SCHEDULE - 1		
SHARE CAPITAL		
1. <u>Authorised</u> 70,000,000 (Previous Year 70,000,000 of Rs. 5/- each) Equity Share of Rs. 5/- each	350,000,000	350,000,000
2. <u>Issued, Subscribed and Paid-up</u> 55,284,874 (Previous Year 53,534,874 of Rs. 5/- each) Equity Shares of Rs.5/ each	276,424,370	267,674,370
TOTAL	276,424,370	267,674,370
OF THE ABOVE EQUITY SHARES:		
- 13,461,540 equity shares of Rs. 5/- each issued on March 22, 2006 as underlying shares to the Global Depository Receipt each representing one equity share.		
SCHEDULE - 2		
RESERVES AND SURPLUS		
Profit and Loss Account	3,093,169,812	2,382,607,544
Share Premium	1,660,286,174	1,607,786,174
General Reserve	436,403,565	344,443,569
Foreign Currency Translation Reserve	28,927,627	30,256,172
TOTAL	5,218,787,179	4,365,093,459
- Share Premium includes Rs. 145.15 crores received on 13,461,540 underlying equity shares.		
SCHEDULE - 3		
SECURED LOANS		
From Financial Institutions and Banks		
<u>Working Capital Loans</u>		
Cash Credit /WCDL/ FCNR-B	-	656,025,735
	-	656,025,735
<u>Term Loans</u>		
Rupee Term Loans	-	343,750,000
Foreign Currency Term Loans	41,233,500	247,403,490
	41,233,500	591,153,490
TOTAL	41,233,500	1,247,179,225
- Term Loans from Banks and Financial Institutions are secured by way of first pari-passu charge on fixed assets and second pari-passu charge on movable assets of the Company.		
- Working Capital facilities by banker's are secured by first pari-passu charge on all the movable assets and second pari-passu charge on the immovable assets of the Company.		
SCHEDULE - 4		
UNSECURED LOANS		
Foreign Currency Convertible Bonds	1,790,460,000	1,790,460,000
From Bank	-	46,484,740
TOTAL	1,790,460,000	1,836,944,740
SCHEDULE - 6		
INVESTMENTS		
Quoted Shares (Valued at cost or market price whichever is lower)	43,402,265	39,587,319
Investment In Joint Venture	163,008	163,008
Investment In Subsidiaries	272,882,000	272,882,000
Investment in Property	25,599,933	25,599,933
TOTAL	342,047,206	338,232,260

Man Industries (India) Limited
SCHEDULE OF FIXED ASSETS AS ON MARCH 31, 2011

(Rupees)

SCHEDULE - 5

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2010	ADDITIONS DURING THE YEAR	SALES	AS AT 31.03.2011	AS AT 01.04.2010	FOR THE YEAR	ADJUSTED ON SALES/ OTHER	AS AT 31.03.2011	AS AT 31.03.2010	AS AT 31.03.2011
LAND	26,404,269	-	-	26,404,269	-	-	-	-	26,404,269	26,404,269
FACTORY BUILDING	975,884,648	27,232,030	-	1,003,116,678	121,865,242	33,075,188	-	154,940,430	854,019,407	848,176,249
OFFICE PREMISES	44,096,349	7,909,209	-	52,005,558	3,922,429	727,600	-	4,650,029	40,173,921	47,355,530
PLANT & MACHINERY	4,104,618,722	58,713,266	-	4,163,331,988	1,309,756,717	297,894,016	-	1,607,650,733	2,794,862,005	2,555,681,255
OFFICE EQUIPMENTS	16,092,393	526,331	6,890	16,611,834	6,371,982	1,044,348	853	7,415,477	9,720,411	9,196,357
FURNITURE & FIXTURES	62,470,149	2,934,385	29,000	65,375,534	10,659,777	4,023,916	-	14,683,693	51,810,372	50,691,841
ELEC. EQUIPMENTS	141,243,897	1,512,571	-	142,756,469	37,028,702	10,068,286	-	47,096,988	104,215,195	95,659,481
VEHICLES	23,049,875	9,051,855	1,188,262	30,913,468	10,905,642	2,878,376	560,734	13,223,284	12,144,232	17,690,183
COMPUTERS	28,877,335	1,726,928	-	30,604,264	21,798,100	2,877,604	-	24,675,704	7,079,235	5,928,559
WIND MILL	376,553,754	-	-	376,553,754	130,538,487	38,935,658	-	169,474,145	246,015,267	207,079,609
Sub Total	5,799,291,392	109,606,576	1,224,152	5,907,673,816	1,652,847,078	391,524,992	561,587	2,043,810,483	4,146,444,314	3,863,863,333
CAPITAL W.I.P.	75,541,061	7,698,444	80,964,311	2,275,194	-	-	-	-	75,541,061	2,275,194
TOTAL	5,874,832,453	117,305,020	82,188,463	5,909,949,010	1,652,847,078	391,524,992	561,587	2,043,810,483	4,221,985,375	3,866,138,527

Man Industries (India) Limited
SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2011

(Rupees)

PARTICULARS	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SCHEDULE - 7		
INVENTORIES		
(As certified by the Management)		
Raw Materials	2,701,276,954	1,590,545,491
Work In Process	516,304,953	211,095,759
Finished Goods	1,030,521,094	352,129,804
Stores & Spares	50,500,000	50,635,061
Stock-in-transit	985,808,992	518,140,371
TOTAL	5,284,411,993	2,722,546,486
SCHEDULE - 8		
SUNDRY DEBTORS		
(Unsecured Considered Good)		
Debtors Over Six Months	396,223,339	664,184,108
Other Debtors	3,340,481,152	897,572,427
TOTAL	3,736,704,491	1,561,756,535
SCHEDULE - 9		
CASH AND BANK BALANCE		
<u>Balances With Scheduled Banks</u>		
- In Current Accounts	590,021,062	2,256,267,976
- In Fixed Deposits	3,219,728,643	1,308,760,938
Cash on Hand	1,277,487	1,131,159
TOTAL	3,811,027,193	3,566,160,072
(Fixed Deposits as on March 31, 2011 includes deposit of Rs. 2 lacs (Previous year Rs. 11 lacs) with Banks being un-utilized funds of FCCB issue.)		
SCHEDULE - 10		
LOANS AND ADVANCES		
(Unsecured Considered Good except otherwise stated)		
Advances Recoverable in Cash or kind or for value to be received		
Prepaid Expenses	22,981,890	35,216,925
Deposits/Claims with Govt. Departments	40,333,838	33,787,308
Export Incentives Receivable	104,374	31,250,465
Balances with Central Excise	465,194,899	469,982,969
Other Advances	1,379,578,456	2,088,834,945
TOTAL	1,908,193,456	2,659,072,612
SCHEDULE - 11		
CURRENT LIABILITIES AND PROVISIONS		
Sundry Creditors		
- Goods and Services	10,284,786,035	5,698,371,951
- Capital Goods	48,547,495	85,750,527
Unclaimed Dividend	5,777,460	7,005,078
Proposed Dividend	110,569,748	93,686,030
Others Liabilities and Provisions	658,409,301	927,945,563
TOTAL	11,108,090,039	6,812,759,148

Man Industries (India) Limited
SCHEDULES FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED
MARCH 31, 2011

(Rupees)

PARTICULARS	YEAR 2010-11	YEAR 2009-10
SCHEDULE - 12		
SALES AND OTHER INCOME		
Gross Sales	15,369,932,479	15,054,255,216
Export/ Deemed Export Benefits	639,824,883	-
Interest Income	199,794,365	210,571,337
Other Income	231,941,522	295,429,173
TOTAL	16,441,493,249	15,560,255,726
SCHEDULE - 13		
INCREASE (DECREASE) IN STOCK		
Closing Stock of Finished Goods and Stock in Process	1,546,826,047	563,225,563
Less : Opening Stock of Finished Goods & Stock in Process	563,225,563	830,614,652
TOTAL	983,600,484	(267,389,089)
SCHEDULE - 14		
COST OF RAW MATERIALS		
Opening Stock of Raw Materials.	1,590,545,491	1,332,725,272
Add:- Purchases	13,234,899,819	11,296,563,713
Sub Total :	14,825,445,310	12,629,288,985
Less:- Closing Stock of Raw Materials.	2,701,276,954	1,590,545,491
TOTAL	12,124,168,356	11,038,743,494
SCHEDULE - 15		
EMPLOYMENT COST		
Salaries and Staff Expenses	434,363,505	365,710,532
TOTAL	434,363,505	365,710,532
SCHEDULE - 16		
INTEREST AND FINANCIAL CHARGES		
Interest to Financial Institutions	13,638,630	53,358,291
Interest to Banks (Net)	24,037,942	179,276,944
Bank Charges	156,649,519	137,115,987
TOTAL	194,326,091	369,751,222

Man Industries (India) Limited
SCHEDULES FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED
MARCH 31, 2011

(Rupees)

PARTICULARS	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SCHEDULE - 17		
OPERATING AND OTHER EXPENSES		
A) MANUFACTURING EXPENSES		
Power Expenses	259,251,044	135,875,941
Stores & Spares	115,328,180	42,594,243
Repairs & Maintenance		
- Plant & Machinery	13,776,949	6,974,584
- Building & Others	3,596,760	5,323,395
Other Manufacturing Expenses	291,997,441	353,511,996
B) ADMINISTRATIVE & OTHER EXPENSES		
Telephone & Telex	7,788,427	8,418,573
Rent, Rates & Taxes	24,401,904	15,786,891
Insurance Premium	14,237,567	15,091,927
Legal & Professional Charges	80,093,433	94,893,066
Other Administrative Expenses	28,605,218	29,398,751
C) SELLING & DISTRIBUTION EXPENSES		
Freight & Transportation	875,056,587	368,289,761
Forwarding Expenses	80,399,399	23,051,130
Travelling Expenses	26,457,868	39,441,744
Liquidated & consequential damages / Bad debts	1,138,425,588	158,685,514
Selling Expenses	188,778,124	517,863,025
D) PRELIMINARY EXPENSES WRITTEN OFF		
	12,490,769	12,490,769
TOTAL	3,160,685,257	1,827,691,310

Man Industries (India) Limited
SCHEDULE - 18

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF
ACCOUNTS FOR YEAR ENDED 31ST MARCH, 2011**

I. NATURE OF OPERATIONS

Man Industries (India) Limited (hereinafter referred to as "MILL" or "the Company") is a Company formed and registered under the Companies Act, 1956. The activity of MILL is the manufacturing and beveling of Submerged Arc Welded Pipes.

II. SIGNIFICANT ACCOUNTING POLICIES:

A) Basis of Preparation of Financial Statements :

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. All income & expenditure items having a material bearing on the financial statements are recognized on accrual basis, except in respect of insurance claims, liquidated damages, where the exact quantum cannot be ascertained.

B) Income Recognition :

- a) Revenue in respect of sale of goods is recognised on dispatch of goods from the factory on the basis of excise invoice. The sales are inclusive of excise duty but net of value added tax. Further the materials returned/rejected are accounted for in the year of return/rejection.
- b) For services rendered the Company recognizes revenue on the basis of Completed Contract Method.
- c) Export incentives & other miscellaneous incomes are recognized on accrual basis except dividend on investments which are accounted in the year of receipt.

C) 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 and exclusive of cenvat credit on capital account. Further in case of impairment of assets, the fixed assets are carried at cost or recoverable amount whichever is less.

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.

D) Valuation of Inventories:

- a) Raw materials are valued at cost or net realisable value whichever is lower. Cost is computed using first in first out method.
- b) Work in progress includes the cost of purchase, appropriate share of cost of conversion and other overheads incurred in bringing the inventories to its present location and condition.
- c) Finished goods includes cost of purchase, cost of conversion and other overhead incurred in bringing the inventory to its present location and condition. Obsolete/ slow moving inventories are adequately provided for.
- d) Other stores and spares/consumable are valued at cost after providing for cost of obsolescence, if any.

E) Investments:

Long-term investments are valued at cost, less any diminution in value that is other than temporary. Current investments are valued at lower of cost and fair value. Income thereon is accounted for as and when realised.

F) Miscellaneous Expenditure:

Miscellaneous expenditure is written off to the Profit and Loss Account over a period of up to ten years depending upon the nature and expected future benefit of such expenditure. However deferred revenue expenditure comprising of foreign currency convertible bond issue expense is written off to the Profit and Loss Account over a period of up to five years.

G) Foreign exchange transactions:

- a) Foreign currency transactions during the year are recognized at the rate of exchange prevailing on the date of transaction. All exchange differences are dealt with in the Profit and Loss Account except those relating to acquisition of fixed assets acquired from outside India, which are adjusted in the cost of the assets. Foreign currency current assets, current liabilities and loans other than for financing fixed assets and, outstanding at the year end are translated at the rates of exchange prevailing at the close of the year and the resultant gain/losses are recognized in the Profit and Loss Account of the year.
- b) In respect of forward exchange contract entered for speculation purpose and expired during the year, the difference in forward exchange booking rate and spot rate on the date of expiry of contract is dealt in the Profit and Loss Account. In respect of forward exchange contract entered for speculative purpose and carried forward in next accounting period, the difference between the forward exchange booking rate and closing interbank rate including premium upto maturity prevailing at the close of the year are dealt in the Profit and Loss Account.

- c) In the case of foreign branches, being non-integral foreign operations, revenue items are converted at the rate prevailing as on the date of transactions during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on conversion is recognized in the foreign fluctuation translation reserve.
- d) The company has not restated its various foreign currency monetary assets and liabilities consisting of debtors, creditors and FCCB deposits at the closing rates of exchange. Accordingly net monetary gains aggregating to Rs 2,255.37 Lakhs (net of deferred tax Rs. 1,121.82 Lakhs) have not been provided in the financial statement. Additionally, the mark to market losses pertaining to forward contracts amounting to Rs 42.00 Lakhs (net of deferred tax of Rs. 20.89 Lakhs) have also not been provided in the financial statements.

Accordingly the Net Profit for the year and the net worth as at March 31, 2011 are lower by Rs. 2,213.38 Lakhs.

The company is of the view that these favorable foreign exchange fluctuations are temporary in nature.

However, the above is in contravention to Accounting Standard – 11 (Revised) “The Effects of Changes in Foreign Exchange Rates” issued by The Institute of Chartered Accountants of India and is also inconsistent with the accounting policy regularly followed by the Company.

H) Retirement 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 :

a) 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.

b) 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.

I) 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 realised.

J) Contingent Liabilities:

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

K) Borrowing Costs:

Borrowing Costs are accounted on accrual basis.

L) Earning Per Share:

Earning per share is calculated by dividing the profit attributable to the Equity Shareholders by the weighted average number of equity share outstanding during the year.

M) Lease Accounting

Assets taken on operating lease:

Lease rentals on assets taken on operating lease are recognised as expense in the Profit and Loss Account on an accrual basis over the lease term.

Assets given on operating lease:

Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

N) 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.

O) 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 exists or may have decreased. If any indication exists the assets 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 exceeds 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 straight line basis over its remaining useful life.

III. NOTES FORMING PART OF ACCOUNTS
I. CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF:
(Rs. In Lakhs)

SR. NO.	PARTICULARS	AS AT	AS AT
		MARCH 31, 2011	MARCH 31, 2010
1	Guarantees / Letter of Credit outstanding	68,393.10	79,797.13
2	Excise Duty / Service Matters	1,999.36	4,178.22
3	Entry Tax / Sales Tax Matter	555.57	571.46
4	Income Tax Matters	82.24	86.21
5	Estimated amount of contract remaning to be executed on capital account (net of advances)	-	355.00
6	Corporate Guarantee Issued	28,680.00	21,574.00
7	Legal Cases		
	Prime Pipe International	709.30	
	Prime Pipe International & Bank of Tokyo & Mitsubishi* (Attorney Fees & Costs)	1,560.83	
		101,980.41	106,562.02

*The Company is contesting the same

2. a) Term Loan from Banks and Financial Institutions are by the way of first pari -passu charge on fixed assets and second pari - passu charge on moveable assets of the Company & further secured by personal guarantee of the Promoter Directors.
- b) Working Capital facilities by bankers are secured by first pari – passu charge on all the moveable assets and second pari – passu charge on the immoveable assets of the Company.
3. Balances of Sundry Creditors and Debtors are subject to confirmations, reconciliation and consequent adjustments, if any.
4. (i) The Company had raised US \$ 50 Million (Rs. 20,300 Lakhs) by way of Zero Coupon Foreign Currency Convertible Bonds during the year ended 31st March, 2008. The Bondholders have an option to convert these Bonds into equity shares, at an initial conversion price of Rs. 143.50 per share with a fixed rate of exchange on conversion of Rs. 41.1475 = US \$ 1 at the option of the Bondholders at any time on or after 1 July 2007. The conversion price is subject to adjustment/ reset in certain circumstances. Further the initial conversion price of Rs. 143.50 has been reset to Rs. 115/- on 3rd May, 2008, which has been further reset at Rs. 109/- on 3rd May, 2009. The Bonds may be redeemed in whole, at the option of the Company, at any time on or after 22nd May, 2010 subject to satisfaction of certain conditions. Unless previously converted, redeemed or repurchased and cancelled, the Bonds will be redeemed on 23 May, 2012 at 146.57 per cent of the principal amount so as to give a gross yield of 7.80% per annum to the bondholder.
- (ii) The part proceeds received from the issue of FCCB, Rs. 16,697.06 Lakhs have been utilised for funding of expansion of Pipe and Coating Complex at Anjar, Rs. 1,674.56 Lakhs have been utilized for investment in overseas Subsidiaries/ Joint Venture and Rs. 1,926.16 Lakhs have been utilised for FCCB Buyback during the previous years.
- (iii) The Board is of the opinion that it is more likely than not, bondholders would opt for conversion rather than redemption of bonds accordingly, believes that the payment on premium on redemption, if any, is contingent in nature, hence at this stage, provision of redemption premium is not considered necessary and has not been recognized in the financial statements. The amount of premium on the outstanding quantum of bonds determined on time proportion basis till March 31, 2011 aggregates to Rs. 5,448.67 Lakhs.
5. Directors of the Company have certified that the Current Assets, Loans & Advances and Current Liabilities have a value on realisation at least equal to the amount at which they are stated in the Balance Sheet.

6. Although the Group operates in more than one segment, segmental reporting as required under Accounting Standard – 17 is not applicable as the segment revenue from other segment is lower than 10% of total revenue.
7. 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.

8. Donation to Political Parties

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
1	Bharatiya Janta Party	1.00	4.25
2	Maharashtra Pradesh Congress Committee	-	15.00

9. Remuneration to Managing Director and Whole – time Directors paid/payable during the year, under section 198 of the Companies Act, 1956.

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Salaries & Perquisites	882.05	666.97
b)	Sitting Fees	4.60	4.40

10. Payment to Auditors

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Audit Fees	20.00	18.00
b)	Tax Matters	4.00	3.75
c)	Certification & other services	3.90	1.88

11. Arbitration & Legal cases between Company and

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010	CURRENT STATUS
1	Indian Oil Corporation Limited			
	a) for recovery of dues	234.88	234.88	Pending before
	b) for encashment of performance bank guarantee	549.77	549.77	Delhi High Court
2	Gujrat Water Supply & Sewerage Board for recovery of dues	391.29	391.29	Pending before Gujrat High Court
3	GAIL for recovery of dues	1,953.66	1,953.66	Pending for Arbitration
4	Advance for Purchase of Land	1,235.50	1,235.50	Redirected to the collector
5	Hindustan Petroleum Corporation Limited	143.29	143.29	Pending before Delhi High Court
6	S.K.M. Infrastructure & Food Park Pvt. Ltd.	For specific performance		Pending before District Court, Indore

- (i) The Suit No 56539 of 2008 filed by Midcontenent Express Pipeline (MEP) on 22nd September, 2008 before the 133rd Court Judicial District, Harris County, Texas Court against the Company for damages for breach of contract, the Honorable Judge (Arbitrations and Meditations) has concluded the trial and passed a ruling dated 12th March 2011 in favour of MEP and has awarded US\$ 23,921,800 equivalent to Rs. 1,094,967,810 in damages against the Company. Accordingly, the same has been written off as liquidated damages in the Profit & Loss Account of the year.

Further as per the same ruling the H'ble Judge has awarded US\$ 1,590,548.21 in damages against the Company payable to Prime Pipe International (PPI). The H'ble Judge has also awarded attorney's fees and prejudgment interest to be paid by the Company to PPI amounting to Rs. 668.93 Lakhs approximately. The management is in the process of contesting the same before the higher authority and hence the same has not been provided for and has been classified as Contingent Liability.

Further as per the same ruling the H'ble Judge has also awarded attorney's fees and costs to be paid by the Company to Bank of Tokyo and Mitsubishi amounting to Rs. 891.90 Lakhs approximately. The management is in the process of contesting the same before the higher authority and hence the same has not been provided for and has been classified as Contingent Liability.

Without prejudice to above, the Company reserves the right to appeal.

- (ii) The H'ble Company Law Board, Mumbai Bench has vide it's order dated 25th April, 2011, have disposed of petition filed against the Company by Mr. Jagdish Mansukhani, Vice Chairman & Managing Director of the Company, and has adjudged not to interfere in the affairs of the Company.
- (iii) The SLP filed by the Central Excise Department against the order of Honorable High Court granting a rebate of duty paid on export sales through PLA upto 17.09.2007 was rejected by the Honorable Supreme Court. Accordingly, the Company has received Rs. 639,824,883/- from the Central Excise Department towards rebate during the year have been accounted as income for the year.

12. Deferred Tax Liability

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
1	Opening Deferred Tax Liability	5,453.96	5,270.62
2	Deferred Tax Liability on account of		
	a) Difference between book and tax depreciation	50.90	93.40
	b) Deferred Revenue Expenditure	(40.53)	(42.46)
	c) Others	(247.91)	132.40
3	Closing Deferred Tax Liability	5,216.43	5,453.96

13. Pursuant to Accounting Standard (AS 19) – Leases, the following information is given:

- I. a) The Company has taken certain assets such as cars on an operating lease basis. The lease rentals are payable on a monthly basis.
- b) Future minimum lease rentals payable as at March, 31 2011 as per lease agreements:

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Not later than one year	234.38	147.13
b)	Later than one year but not later than 5 years	303.69	442.03
c)	Later than 5 years	-	-

- II. a) Future minimum lease rental receivable as at March, 31 2011 as per lease agreements:

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Not later than one year	61.00	33.51
b)	Later than one year but not later than 5 years	159.80	66.70
c)	Later than 5 years	17.22	24.67

14. Disclosure as per amendment to clause 32 of the Listing Agreement

(Rs. In Lakhs)

Sr. No.	Name of the Parties	Transaction During the Year ended		Outstanding Balance as at	
		MARCH, 31 2011	MARCH, 31 2010	MARCH, 31 2011	MARCH, 31 2010
I	Loans to Subsidiary Co.				
	a) Man Infraprojects Limited	(1,286.07)	(74.15)	4,893.90	6,179.97
	b) Man Overseas Metals DMCC	-	(220.60)	-	192.61
2	Unsecured Loans where there are no Repayment Schedule				
	a) Man UK Limited	-	(4.42)	-	1.25
	b) JPA Holdings Pvt. Ltd.	(500.00)	751.35	-	-
	c) Man Aluminum Limited	-	8.59	-	-
	d) Man Global Limited	(1,525.00)	-	-	-
	e) Man Realty Limited	(200.00)	-	-	-

15. Earning per share (EPS) computed in accordance with Accounting Standard 20 "Earning Per Share".

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
A	Basic Earning Per Share		
	a) Net Profit attributable to Equity Shareholders	9,196.00	6,708.95
	b) Weightage Average Nos. of Share	54,555,422	53,285,559
	c) Basic Earning Per Share (Rs.)	16.86	12.59
B	Diluted Earning Per Share	-	-
	a) Net Profit attributable to Equity Shareholders	-	6,708.95
	b) Weightage Average Nos. of Share	-	54,080,856
	c) Diluted Earning Per Share (Rs.)	-	12.41

16. Foreign currency exposure at the year end not hedged by derivative instrument.

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Received against exports of goods and services		
	Rupees	NIL	3,351.90
	US dollar	NIL	83.78
	Euros	NIL	(6.03)
b)	Payable against import of goods and services		
	Rupees	93,131.41	56,012.63
	US dollar	1,932.34	824.08
	Euros	58.07	38.55
	GBP	-	0.43

17. Related Party Disclosures:

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

a) Names of the parties where control exists:

- Man Infraprojects Limited - Subsidiary of the Company
- Merino Shelters Private Limited - Wholly owned subsidiary of Man Infraprojects Limited
- Man USA Inc - Wholly owned Subsidiary of the Company
- Man Overseas Metals DMCC - Wholly owned Subsidiary of the Company

b) Names of the Enterprise in which Management has significant interest:

- JPA Holdings Private Limited
- Man Aluminum Limited (till 24.12.2009)
- Man Global FZC, UAE
- Man Futures Private Limited
- Man (U.K.) Limited

c) Names of the Key Management Personnel:

- Mr. R.C. Mansukhani - Chairman
- Mr. J.C. Mansukhani - Director
- Mr. J.L. Mansukhani - Director

d) Names of the Relatives of Management Personnel:

- Mrs. Kimatdevi Mansukhani
- Mrs. Anita Mansukhani
- Ms. Deepa Mansukhani
- Ms. Heena Kalantri

(Rs. In Lakhs)

Sr. No.	Particulars	Transaction During the		Outstanding Balance as at	
		Year 2010 - 2011	Year 2009 - 2010	MARCH, 31, 2011	MARCH 31, 2010
I	Man Infraprojects Limited				
i)	Investment in Equity Shares	-	-	2,660.00	2,660.00
ii)	Share Application Money	-	-	-	-
iii)	Inter Corporate Deposit (net)	(1,286.07)	(74.15)	4,893.90	6,179.97
iv)	Interest received	1,112.30	2,103.13	1,112.30	995.43
v)	Rent - Income	2.88	2.88	1.80	1.80
vi)	Construction Contract - Given	56.58	152.29	151.65	131.86
2	JPA Holdings Pvt. Ltd.				
i)	Interest Received	14.79	7.56	-	-
ii)	Loan Given *	500.00	751.35	-	-
iii)	Loan Received Back	500.00	751.35	-	-
iv)	Sale of Car	-	7.00	-	-
v)	Rent Received	1.80	-	-	-
3	Man Aluminum Limited (till 24.12.2009)				
i)	Loan Taken	-	8.59	-	-
ii)	Loan Repaid	-	8.59	-	-
iii)	Purchase	-	5.62	-	-
iv)	Sales	-	5.62	-	-
4	Man Realty Limited				
i)	Interest	5.85	-	-	-
ii)	Loan Given *	200.00	-	-	-
iii)	Loan Received Back	200.00	-	-	-
5	Man Global Limited				
i)	Interest	15.94	-	-	-
ii)	Loan Given *	1,525.00	-	-	-
iii)	Loan Received Back	1,525.00	-	-	-
6	Man Global FZC, UAE				
i)	Investment in Equity Shares	-	-	1.63	1.63
ii)	Loan Given	-	0.92	0.92	0.92
7	Man USA Inc.				
i)	Investment in Equity Shares	-	(1,065.35)	-	-
ii)	Loan Given	(20.73)	20.73	-	20.73
8	Man Overseas Metal, DMCC				
i)	Investment in Equity Shares	-	-	68.82	68.82
ii)	Loan Given	158.47	(220.60)	351.08	192.61
9	Man UK Limited				
i)	Loan Taken	-	(4.42)	1.25	1.25
10	Others				
i)	Rent Deposit	-	(477.75)	-	-
ii)	Salary	684.75	535.42	-	-
iii)	Rent Given	235.60	120.00	-	-
iv)	Loan Taken	-	38.74	-	-
v)	Loan Repaid	-	38.74	-	-
vi)	Sale of car	-	5.00	-	-
vii)	Equity Share Capital	612.50	87.50	-	-
viii)	Share Warrant Application Money	459.38	196.88	-	-
ix)	Rent Received	9.41	-	-	-
x)	Purchases	9.92	-	-	-
II	Corporate Guarantee given for loan taken by				
	Man Aluminium Limited	-	1,350.00	1,350.00	1,350.00
	Man Infraprojects Limited	6,300.00	3,300.00	10,700.00	4,400.00
	Man Global FZC	-	955.00	8,980.00	8,980.00
	Merino Shelter Pvt Ltd	-	7,500.00	7,500.00	7,500.00

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

18. Employee Defined Benefits : Defined benefit plans as per Actuarial valuation on 31st March, 2011.

(Rs. In Lakhs)

Sr. No.	PARTICULARS	MARCH, 2011	MARCH, 2010
I.	Expense Recognised in the Statement of Profit & Loss Account for the year ended		
1	Current Service Cost	39.02	44.14
2	Interest	12.32	19.55
3	Expected Return on plan assets	(12.88)	(11.38)
4	Actuarial (Gain)/Loss	(14.79)	(175.79)
5	Total Expense	23.67	(123.48)
II.	Net (Asset) / Liability recognised in the Balance Sheet as at		
1	Present value of Defined Benefit obligation as at	176.75	154.00
2	Fair Value of plan assets as at	160.15	161.06
3	Funded Status [Surplus/(Deficit)]	(16.61)	7.06
4	Net (Asset)/Liability as at	(16.61)	(7.06)
III.	Change in the obligation during the year ended		
1	Present value of Defined Benefit obligation as at the beginning of the year	154.00	279.22
2	Current service cost	39.02	44.14
3	Interest Cost	12.32	19.55
4	Benefit payments	(100.51)	(16.03)
5	Actuarial (Gain)/Loss	(13.64)	(172.88)
6	Present value of Defined Benefit obligation as at the end of the year	176.75	154.00
IV.	Change in Fair Value of Assets during the year ended		
1	Fair Value of plan assets at the beginning of the year	161.06	162.58
2	Expected return on plan assets	12.88	11.38
3	Contributions by employer	-	0.22
4	Actual Benefits paid	(14.95)	(16.03)
5	Actuarial Gain/(Loss) on plan assets	1.15	2.91
6	Fair Value of plan assets at the end of the year	160.15	161.06
7	Total Actuarial Gain/(Loss) to be recognised	14.79	175.79
V.	The major Categories of plan assets as a percentage of total plan Funded with LIC		
VI.	Actuarial Assumptions		
1	Discount Rate	8.00%	8.00%
2	Expected rate of return on plan assets	8.00%	8.00%
3	In-service Mortality	LIC 1994 - 96 Ultimate	LIC 1994 - 96 Ultimate
4	Salary Rise	7.00%	7.00%

General Description of the Defined Benefit Plan:

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, whichever is earlier. The benefits vests after five year of continuous service

19. Additional information pursuant to paragraphs 3 & 4 II of Schedule VI of the Companies Act, 1956.

A) Particulars in respect of licensed and installed capacities and actual production as certified by the Management

(Rs. In Lakhs)

Sr. No.	PARTICULARS	QUANTITY (M.T.)	AS AT MARCH 31, 2011	QUANTITY (M.T.)	AS AT MARCH 31, 2010
a)	Pipes Division (Pipes)				
i)	Installed Capacity	1,000,000		1,000,000	
ii)	Opening Stock	10,067.031	3,467.53	3,614.63	2,008.00
iii)	Production/Coating/(Bevelling)				
	in India	296,209.447		162,442.00	
	Overseas	20,142.000		119,066.00	
iv)	Turnover				
	in India	279,279.275	151,721.27	155,989.58	97,107.57
	Overseas	20,142.000	8,376.30	119,066.00	49,696.54
v)	Closing Stock	26,997.203	10,305.21	10,067.04	3,467.53

B) Raw Material Consumption

(Rs. In Lakhs)

Sr. No.	PARTICULARS	QUANTITY (M.T.)	AS AT MARCH 31, 2011	QUANTITY (M.T.)	AS AT MARCH 31, 2010
a)	H. R. Plates, Coils and Pipes	283,577.68	107,761.40	283,345.43	110,099.91

C) Finished Goods Stock

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Manufacturing		
i)	Pipes M.T.	26,997.20	10,067.03

D) C.I.F. Value of Imports

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
i)	Raw Materials	115,197.83	56,193.70
ii)	Capital Goods	-	369.35
iii)	Others	246.79	483.9

E) F.O.B Value of Exports

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
I	F.O.B Value of Exports	122,592.19	61,262.80

F) Expenditure in Foreign Currency

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
i)	Interest	770.83	4,566.89
ii)	Travelling	10.54	28.53
iii)	Commission	1,220.06	4,853.62
iv)	Others	7,508.50	3,669.52
v)	Dividend	17.87	28.77

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

As per our Report attached hereto
For and on behalf of
Rohira Mehta & Associates
 Chartered Accountants

Anil V. Rohira

 Partner
 Membership No. 37339
 FR No 118777W

For and on behalf of Board
R. C. Mansukhani
 Chairman

P. K. Tandon
 Director

Rajesh D. Parte
 Company Secretary

J. L. Mansukhani
 Director

Kirit N. Damania
 Director

 Place : Mumbai
 Date : May 24, 2011

Man Industries (India) Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2011

(Rupees)

PARTICULARS		AS AT 31ST MARCH, 2011	AS AT 31ST MARCH, 2010
A.	Cash Flow from Operating Activities		
	Net Profit before Taxes & Extraordinary Activities	992,822,536	1,005,469,132
	Adjustment for :		
	Depreciation	391,524,992	368,152,840
	Diminution in value of Investments	15,529,853	4,003,582
	Interest	194,326,091	369,751,222
	Loss on sale of Assets	381,565	3,029,094
	Other Income	(431,735,887)	(506,000,510)
	Operating Profit before W. Capital changes	1,162,849,150	1,244,405,360
	Adjustment for :		
	Trade & Other Receivables	(2,174,947,956)	3,629,753,856
	Inventories	(2,561,865,507)	(382,046,634)
	Loans & Advances	750,879,156	152,119,225
	Trade & Other Payables	4,295,330,891	(2,119,858,457)
	Income Tax	(96,975,469)	(316,240,328)
	Net Cash from Operating Activities (A)	1,375,270,265	2,208,133,022
B.	Cash Flow from Investing Activities		
	Purchase of Fixed Assets	(37,213,932)	(117,255,342)
	Sale of Fixed Assets	1,224,152	3,844,279
	Increase / Decrease in Investments	(19,344,799)	84,340,815
	Other Income	431,735,887	506,000,510
	Decrease in Preliminary Expenses	12,490,769	12,784,836
	Net Cash from Investing Activities (B)	388,892,077	489,715,099
C.	Cash Flow from Financing Activities		
	Increase / (Decrease) in Share Capital (Incl. Share Premium)	61,250,000	8,750,000
	Increase/ (Decrease) in Share Application Money	(15,312,500)	19,687,500
	Interest Paid	(194,326,091)	(369,751,222)
	Dividend Paid & Other Adjustments	(118,476,166)	(125,479,396)
	Increase in Borrowings	(1,252,430,465)	(560,620,588)
	Net Cash used in Financing Activities (C)	(1,519,295,221)	(1,027,413,705)
	Net Increase/ Decrease in		
	Cash & Cash Equivalents (A+B+C)	244,867,121	1,670,434,415
	Cash & Cash Equivalents (OP Bal)	3,566,160,072	1,895,725,657
	Cash & Cash Equivalents (CL Bal)	3,811,027,193	3,566,160,072

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira
Partner
Membership No. 37339
FR No I18777W

Place : Mumbai
Date : May 24, 2011

For and on behalf of Board

R. C. Mansukhani
Chairman

P. K. Tandon
Director

Rajesh D. Parte
Company Secretary

J. L. Mansukhani
Director

Kirit N. Damania
Director

AUDITORS' CERTIFICATE

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

We have examined the attached Cash Flow Statement of Man Industries (India) Limited for the year ended March 31, 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 May 24, 2011 to the members of the Company.

For and on behalf of
Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira
Partner
M.No. 37339
FR No 118777W

Place : Mumbai
Date : May 24, 2011

Man Industries (India) Limited
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
as per part (IV) of Schedule VI of the Companies Act, 1956

I. Registration Details

Registration No.	1 1 - 4 7 4 0 8	State Code	1 1
Balance Sheet Date	3 1 0 3 2 0 1 1		

II. Capital Raised During the Year (Amount in Rs. Thousands)

Public Issue	N I L	Right Issue	N I L
Bonus Issue	N I L	Private Placement	8 7 5 0

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	7 8 5 2 9 2 4	Total Assets	7 8 5 2 9 2 4
Sources of Funds		Application of Funds	
Paid-up Capital	2 7 6 4 2 4	Net Fixed Assets	3 8 6 6 1 3 9
Share Application Money	4 3 7 5	Investments	3 4 2 0 4 7
Reserve & Surplus	5 2 1 8 7 8 7	Net Current Assets	3 6 3 2 2 4 7
Secured Loans	4 1 2 3 4	Miscellaneous Expenditure	1 2 4 9 1
Unsecured Loans	1 7 9 0 4 6 0	Accumulated Losses	N I L

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	1 6 3 1 4 2 9 0	Total Expenditure	1 5 3 2 1 4 6 7
Profit before Tax	9 9 2 8 2 3	Profit After Tax	9 1 9 6 0 0
Earnings per Shares in Rs.	1 6 . 6 3	Dividend	1 1 0 5 7 0 4 0 %

V. Generic Name of Three Principal Products/ Services of Company (As per Monetary terms)

ITEM Code No. (ITC Code) Products Description

7 3 0 5	S U B M E R G E D A R C W E L D E D P I P E S
---------	--

AUDITORS' REPORT

To,
The Members of
Man Industries (India) Limited

1. We have audited the attached Consolidated Balance Sheet of Man Industries (India) Limited and its Subsidiary (collectively 'Group') as at 31st March, 2011 and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared on the basis of separate financial statements and other financial information regarding components. 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. We did not audit the financial statements of M/s. Man Overseas Metal DMCC, subsidiary of the Company, whose financial statement reflects total capital employed of Rs. 344.70 Lakhs and total Loss of Rs. 72.18 Lakhs for the year ended ended on that date. This financial statement has been audited by other auditor whose report has been furnished to us and our opinion, insofar it relates to amount included in respect of the subsidiary is bases solely on the report of other auditor.
4. In our opinion, the Consolidated 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 11 : The Effects of Changes in Foreign Exchange Rates & Accounting Standard 29 : Provisions, Contingent Liabilities and Contingent Assets issued by Institute of Chartered Accountants of India (refer to sub clause (d) of clause no. 1 of part I & clause no. 15 of part II of Schedule 18 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 directors is disqualified as on March 31, 2010 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 explanations given to us, we are of the opinion that the attached consolidated financial statement read together with the "Notes" thereon, give a true and fair view in conformity with the accounting principles generally accepted in India: -
 - (i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
 - (ii) In the case of the Consolidated Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) In the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

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

(Anil V. Rohira)
Partner
Membership No. 037339

Place : Mumbai
Dated : 24th May, 2011

Man Industries (India) Limited
CONSOLIDATED BALANCE SHEET AS AT MARCH, 2011

(Rupees)

PARTICULARS	Sch. No.	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SOURCES OF FUND			
1. Shareholders Funds			
Share Capital	1	276,424,370	267,674,370
Share Warrant /Application Money		4,375,000	19,687,500
Reserves and Surplus	2	4,668,842,590	3,897,299,493
		4,949,641,960	4,184,661,363
2. Loan Funds			
Secured Loans	3	1,331,245,967	1,683,500,736
Unsecured Loans	4	2,801,460,000	3,340,510,493
		4,132,705,967	5,024,011,229
3. Minority Interest		176,960,267	200,989,377
4. Deferred Tax Liability		523,041,005	546,563,398
TOTAL		9,782,349,199	9,956,225,367
APPLICATION OF FUNDS			
1. Fixed Assets			
Gross Block	5	5,902,392,889	5,775,293,758
Less : Accumulated Depreciation		2,051,321,231	1,654,582,326
Net Block		3,851,071,658	4,120,711,432
Goodwill on Consolidation		499,721,963	499,721,963
Capital Work in Progress.		2,275,194	90,844,549
		4,353,068,815	4,711,277,945
2. Investments	6	86,151,481	82,336,535
3. Current Assets, Loans and Advances			
Inventories	7	7,640,165,671	4,768,694,991
Sundry Debtors	8	3,771,429,781	1,576,562,051
Cash and Bank Balances	9	3,832,430,736	3,590,375,008
Loans and Advances	10	1,548,318,610	2,272,374,702
		16,792,344,798	12,208,006,752
Less: Current Liabilities and Provisions	11	11,485,842,819	7,070,816,558
Net Current Assets		5,306,501,979	5,137,190,194
4. Deferred Tax Assets		23,791,441	-
5. Miscellaneous Expenditure		12,835,483	25,420,693
TOTAL		9,782,349,199	9,956,225,367
Significant Accounting Policies and Notes forming part of Accounts	18		

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates

Chartered Accountants

Anil V. Rohira

Partner

Membership No. 37339

FR No 118777W

For and on behalf of Board

R. C. Mansukhani

Chairman

P. K. Tandon

Director

Rajesh D. Parte

Company Secretary

J. L. Mansukhani

Director

Kirit N. Damania

Director

Place : Mumbai

Date : May 24, 2011

Man Industries (India) Limited
CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON MARCH 31, 2011

(Rupees)

PARTICULARS	Sch. No.	YEAR 2010 - 11	YEAR 2009 - 10
INCOME			
Sales and Other Income	12	16,609,362,018	15,376,988,500
Less: Excise Duty		127,202,995	317,348,108
		16,482,159,023	15,059,640,392
Increase / (Decrease) in Stock	13	983,600,484	(267,389,089)
TOTAL		17,465,759,507	14,792,251,303
EXPENDITURE			
Cost of Material	14	12,125,526,710	11,044,570,415
Employment Cost	15	438,093,905	365,728,021
Interest and Financial Charges	16	238,193,551	369,813,080
Operating and Other Expenses	17	3,369,781,688	1,847,473,811
Deposit Written off		30,000,000	-
TOTAL		16,201,595,855	13,627,585,327
Profit Before Depreciation		1,264,163,652	1,164,665,976
Depreciation		397,297,916	369,812,705
Profit Before Tax		866,865,736	794,853,271
<u>Provision For Taxation</u>		52,064,658	339,268,833
Current Tax		96,831,379	319,860,614
Deferred Tax		(47,313,834)	19,408,219
Short Provision of Earlier Year		2,547,113	-
Profit After Tax		814,801,078	455,584,438
Prior Period Expenses		2,842,197	-
Balance Brought Forward		1,905,085,595	1,631,642,415
Disposable Profit		2,717,044,476	2,087,226,853
Minority Interest		(24,029,106)	5,639,468
APPROPRIATIONS			
General Reserve		(91,959,996)	(67,089,461)
Proposed Dividend		(110,569,748)	(93,686,030)
Corporate Dividend Tax		(18,364,253)	(15,921,941)
Previous Year Adjustments		-	3,416,563
Share Issue Expenses		-	(450,000)
Profit and Loss Appropriation		11,856,310	(4,173,481)
Balance Carried to Balance Sheet		2,532,035,895	1,903,683,035
Significant Accounting Policies and Notes on Accounts	18		

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates

Chartered Accountants

Anil V. Rohira

Partner

Membership No. 37339

FR No I18777W

For and on behalf of Board

R. C. Mansukhani

Chairman

J. L. Mansukhani

Director

P. K. Tandon

Director

Kirit N. Damania

Director

Rajesh D. Parte

Company Secretary

Place : Mumbai

Date : May 24, 2011

Man Industries (India) Limited

SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2011

(Rupees)

PARTICULARS	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SCHEDULE - 1		
SHARE CAPITAL		
1. <u>Authorised</u> 70,000,000 (Previous Year 70,000,000 of Rs. 5/- each) Equity Share of Rs. 5/- each	350,000,000	350,000,000
2. <u>Issued, Subscribed and Paid-up</u> 55,284,874 (Previous Year 53,534,874 of Rs. 5/- each) Equity Shares of Rs.5/ each	276,424,370	267,674,370
TOTAL	276,424,370	267,674,370
OF THE ABOVE EQUITY SHARES:		
- 13,461,540 equity shares of Rs. 5/- each issued on March 22, 2006 as underlying shares to the Global Depository Receipt each representing one equity share.		
SCHEDULE - 2		
RESERVES AND SURPLUS		
Profit and Loss Account	2,532,035,895	1,903,683,035
Share Premium	1,672,286,174	1,619,786,174
General Reserve	436,403,565	344,443,569
Foreign Currency Translation Reserve	28,116,956	29,386,715
TOTAL	4,668,842,590	3,897,299,493
- Share Premium includes Rs. 145.15 crores received on 13,461,540 underlying equity shares.		
SCHEDULE - 3		
SECURED LOANS		
From Financial Institutions and Banks		
Working Capital Loans		
Cash Credit /WCDL/ FCNR-B	903,486,024	656,025,735
	903,486,024	656,025,735
Term Loans		
Rupee Term Loans	386,526,443	780,071,511
Foreign Currency Term Loans	41,233,500	247,403,490
	427,759,943	1,027,475,001
TOTAL	1,331,245,967	1,683,500,736
- Term Loans from Banks and Financial Institutions are secured by way of first pari-passu charge on fixed assets and second pari-passu charge on movable assets of the Company.		
- Working Capital facilities by banker's are secured by first pari-passu charge on all the movable assets and second pari-passu charge on the immovable assets of the Company.		
SCHEDULE - 4		
UNSECURED LOANS		
Intercompany Deposits	-	-
Foreign Currency Convertible Bonds	1,790,460,000	1,790,460,000
Compulsory Convertible Debenture	411,000,000	411,000,000
From Others	-	42,350,000
From Bank	600,000,000	1,096,700,493
TOTAL	2,801,460,000	3,340,510,493
SCHEDULE - 6		
INVESTMENTS		
Quoted Shares (Valued at cost or market price whichever is lower)	43,402,265	39,587,319
Investment In Joint Venture	163,008	163,008
Investment in Property	42,586,208	42,586,208
TOTAL	86,151,481	82,336,535

Man Industries (India) Limited
SCHEDULE OF CONSOLIDATED FIXED ASSETS AS AT MARCH 31, 2011

SCHEDULE - 5

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2010	ADDITIONS IN THE YEAR	SALES	AS AT 31.03.2011	AS AT 01.04.2010	FOR THE YEAR	ADJ ON	AS AT 31.03.2011	AS AT 01.04.2010	AS AT 31.03.2011
	(Rupees)									
LAND	26,404,269	-	-	26,404,269	-	-	-	-	26,404,269	26,404,269
FACTORY BUILDING	914,384,361	21,574,534	-	935,958,895	121,865,242	33,075,188	-	154,940,430	792,519,120	781,018,466
OFFICE PREMISES	61,704,688	7,909,209	-	69,613,897	3,922,429	727,600	-	4,650,029	57,782,260	64,963,869
PLANT & MACHINERY	4,104,618,722	58,713,266	-	4,163,331,988	1,309,756,717	297,894,016	-	1,607,650,733	2,794,862,005	2,555,681,255
OFFICE EQUIPMENTS	16,937,584	3,295,974	6,890	20,226,668	6,411,795	1,245,661	853	7,656,603	10,525,789	12,570,065
FURNITURE & FIXTURES	64,481,462	10,676,165	29,000	75,128,627	10,920,411	4,713,223	-	15,633,634	53,561,051	59,494,993
ELEC. EQUIPMENTS	141,243,897	1,512,571	-	142,756,469	37,028,702	10,068,286	-	47,096,988	104,215,195	95,659,481
VEHICLES	28,849,761	9,051,855	1,188,262	36,713,354	11,143,102	3,630,849	560,734	14,213,217	17,706,658	22,500,136
COMPUTERS	37,162,796	2,793,106	-	39,955,902	22,998,018	4,507,229	-	27,505,247	14,164,778	12,450,655
WIND MILL	376,553,754	-	-	376,553,754	130,538,487	38,935,658	-	169,474,145	246,015,267	207,079,609
FURNITURE & FIXTURES (LEASEHOLDPROPERTY)	-	15,749,065	-	15,749,065	-	2,500,206	-	2,500,206	-	13,248,860
Sub - Total	5,772,341,294	131,275,746	1,224,152	5,902,392,889	1,654,584,903	397,297,916	561,587	2,051,321,231	4,117,756,392	3,851,071,658
CWIP - BUILDING	27,057,978	5,423,250	32,481,228	-	-	-	-	-	32,481,228	-
CWIP - P & M	47,609,861	2,275,194	47,609,861	2,275,194	-	-	-	-	47,609,861	2,275,194
Sub - Total	74,667,838	7,698,444	80,091,088	2,275,194	-	-	-	-	80,091,088	2,275,194
TOTAL	5,847,009,133	138,974,190	81,315,240	5,904,668,083	1,654,584,903	397,297,916	561,587	2,051,321,231	4,197,847,480	3,853,346,852

Man Industries (India) Limited

SCHEDULES FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2011

(Rupees)

PARTICULARS	AS AT MARCH 31, 2011	AS AT MARCH 31, 2010
SCHEDULE - 7		
INVENTORIES		
(As certified by the Management)		
Raw Materials	2,701,276,954	1,590,545,491
Work In Process	516,304,953	211,095,759
Finished Goods	1,030,521,094	352,129,804
Stores & Spares	50,500,000	50,635,061
Stock-in-transit	985,808,992	518,140,371
Stock-in-trade	678,546,658	758,264,919
Work In Progress (Real Estate)	1,677,207,020	1,287,883,586
TOTAL	7,640,165,671	4,768,694,991
SCHEDULE - 8		
SUNDRY DEBTORS		
(Unsecured Considered Good)		
Debtors Over Six Months	397,456,119	664,184,108
Other Debtors	3,373,973,662	912,377,943
TOTAL	3,771,429,781	1,576,562,051
SCHEDULE - 9		
CASH AND BANK BALANCE		
<u>Balances With Scheduled Banks</u>		
- In Current Accounts	611,353,119	2,280,378,604
- In Fixed Deposits	3,219,728,643	1,308,760,938
Cash on Hand	1,348,974	1,235,466
TOTAL	3,832,430,736	3,590,375,008
(Fixed Deposits as on March 31, 2010 includes deposit of Rs. 0.11 crores (Previous year Rs.36.17 crores) with Banks being un-utilized funds of FCCB issue.)		
SCHEDULE - 10		
LOANS AND ADVANCES		
(Unsecured Considered Good except otherwise stated)		
Advances Recoverable in Cash or kind or for value to be received		
Prepaid Expenses	22,981,890	35,216,925
Deposits/Claims with Govt. Departments	45,358,223	54,834,021
Export Incentives Receivable	104,374	31,250,465
Balances with Central Excise	465,194,899	469,982,969
Other Advances	1,014,679,224	1,681,090,322
TOTAL	1,548,318,610	2,272,374,702
SCHEDULE - 11		
CURRENT LIABILITIES AND PROVISIONS		
Sundry Creditors		
- Goods and Services	10,305,784,600	5,718,809,930
- Capital Goods	48,547,495	85,750,527
Unclaimed Dividend	5,777,460	7,005,078
Proposed Dividend	110,569,748	93,686,030
Others Liabilities and Provisions	1,015,163,516	1,165,564,993
TOTAL	11,485,842,819	7,070,816,558

Man Industries (India) Limited
SCHEDULE FORMING PART OF CONSOLIDATED PROFIT & LOSS ACCOUNT FOR
THE YEAR ENDED MARCH 31, 2011

(Rupees)

PARTICULARS	YEAR 2010 - 11	YEAR 2009 - 10
SCHEDULE - 12		
SALES AND OTHER INCOME		
Gross Sales / Receipt	15,529,926,726	15,054,255,216
Export /Deemed Export Benefit	639,824,883	-
Interest Income	207,147,190	14,518,682
Other Income	232,463,219	308,214,602
TOTAL	16,609,362,018	15,376,988,500
SCHEDULE - 13		
INCREASE (DECREASE) IN STOCK		
Closing Stock of Finished Goods and Stock in Process	1,546,826,047	563,225,563
Less: Opening Stock of Finished Goods and Stock in Process	563,225,563	830,614,652
TOTAL	983,600,484	(267,389,089)
SCHEDULE - 14		
COST OF RAW MATERIALS		
Opening Stock of Raw Materials.	1,590,545,491	1,332,725,272
Add:- Purchases	13,236,258,173	11,302,390,634
Sub Total :	14,826,803,664	12,635,115,906
Less:- Closing Stock of Raw Materials.	2,701,276,954	1,590,545,491
TOTAL	12,125,526,710	11,044,570,415
SCHEDULE - 15		
EMPLOYMENT COST		
Salaries and Staff Expenses	438,093,905	365,728,021
TOTAL	438,093,905	365,728,021
SCHEDULE - 16		
INTEREST AND FINANCIAL CHARGES		
Interest to Financial Institutions	52,476,444	53,358,291
Interest to Banks (Net)	28,888,059	179,279,984
Bank Charges	156,829,048	137,174,805
TOTAL	238,193,551	369,813,080
SCHEDULE - 17		
OPERATING AND OTHER EXPENSES		
A) MANUFACTURING EXPENSES		
Power Expenses	259,251,044	135,875,941
Stores & Spares	115,328,180	42,594,243
Repairs & Maintenance		
- Plant & Machinery	13,776,949	6,974,584
- Building & Others	3,596,760	5,323,395
Other Manufacturing Expenses	482,874,774	358,088,271
B) ADMINISTRATIVE & OTHER EXPENSES		
Telephone & Telex	8,359,524	8,556,315
Rent, Rates & Taxes	29,174,384	16,109,347
Insurance Premium	14,288,808	15,091,927
Legal & Professional Charges	81,869,722	95,076,035
Other Administrative Expenses	39,166,090	43,861,757
C) SELLING & DISTRIBUTION EXPENSES		
Freight & Transportation	875,056,587	368,289,761
Forwarding Expenses	80,399,399	23,051,130
Travelling Expenses	26,847,901	39,441,744
Liquidated/Consequential damages/Bad - Debts	1,138,425,588	158,685,514
Selling Expenses	188,778,124	517,863,025
D) PRELIMINARY EXPENSES WRITTEN OFF	12,587,854	12,590,822
TOTAL	3,369,781,688	1,847,473,811

Man Industries (India) Limited

SCHEDULE - 18

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED IN THE
COMPILATION OF ACCOUNTS.**

I. SIGNIFICANT ACCOUNTING POLICIES:

A) Basis of Preparation of consolidated financial statements :

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 Group. All income & expenditure items having a material bearing on the financial statements are recognised on accrual basis, except in respect of insurance claims, liquidated damages, where the exact quantum cannot be ascertained.

B) Principal of Consolidation:

The Consolidated Financial Statements have been prepared in accordance with Accounting standard (AS -21) "Consolidated Financial Statements", on the following basis:

- a. The financial statements of the parent company and its subsidiaries have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The results of subsidiaries acquired or disposed off during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra group balances and transactions have been eliminated on consolidation. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post – acquisition increase in the relevant reserves of the subsidiaries.
- b. In case of foreign subsidiaries, being non – integral foreign operations, revenue items are consolidated at the rates prevailing at date of transaction. All the assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in foreign currency translation reserve until the disposal of said foreign operations.
- c. The difference between the cost of investment in the subsidiaries, over the share of equity in the subsidiaries, on acquisition date, is recognised in the financial statement as goodwill or capital reserve as the case may be.
- d. Minority interest in the net income and net assets of the consolidated financial statements are computed and shown separately. Losses applicable to minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the group.
- e. The unamortized carrying value of goodwill is tested for impairment as at each balance sheet date.

C) Revenue Recognition :

i) Manufacturing Division:

- a) Revenue in respect of sale of goods is recognised on dispatch of goods from the factory on the basis of excise invoice. The sales are inclusive of excise duty but net of value added tax. Further the materials returned/rejected are accounted for in the year of return/rejection.
- b) For services rendered the Group recognizes revenue on the basis of Completed Contract Method.
- c) Exports incentives & other miscellaneous incomes are recognised on accrual basis except dividend on investments which are accounted in the year of receipt.

ii) Construction & Real Estate Division:

a) Construction Contracts:

The Group 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 Group. As the project progresses, estimated cost are revised based on the current cost indices and other information available to the Group.

b) 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 Group has any remaining substantial obligations as per the agreements; revenue is recognised on the percentage of completion method of accounting, as per (a) above.

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 and exclusive of cenvat credit on capital account. Further in case of impairment of assets, the fixed assets are carried at cost or recoverable amount whichever is less.

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) Goodwill:

Goodwill arising on the acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets and liabilities of the subsidiary recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

F) Valuation of Inventories:

- a) Raw materials are valued at cost or net realizable value whichever is lower. Cost is computed using first in first out method.
- b) Work in progress includes the cost of purchase, appropriate share of cost of conversion and other overheads incurred in bringing the inventories to its present location and condition.
- c) Finished goods includes cost of purchase, cost of conversion and other overhead incurred in bringing the inventory to its present location and condition.
- d) Other stores and spares/consumable are valued at cost after providing for cost of obsolescence, if any.
- e) 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.
- f) 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.

G) Investments:

Long-term investments are valued at cost, less any diminution in value that is other than temporary. Current investments are valued at lower of cost and fair value. Income thereon is accounted for as and when realized.

The Parent Company has entered in Joint Venture with Man Global FZC and has acquired 10% equity shares in Joint Venture. As per the information and explanations given by the management of the Parent Company, the Parent Company does not have joint control over Joint Venture and therefore the financial statement of Joint Venture have not been consolidated.

H) Miscellaneous Expenditure:

Miscellaneous expenditure is written off to the Profit and Loss Account over a period of up to ten years depending upon the nature and expected future benefit of such expenditure. However deferred revenue expenditure comprising of foreign currency convertible bond issue expense is written off to the Profit and Loss Account over a period of up to five years.

I) Foreign exchange transactions:

- a) Foreign currency transactions during the year are recognized at the rate of exchange prevailing on the date of transaction. All exchange differences are dealt with in the Profit and Loss Account except those relating to acquisition of fixed assets acquired from outside India, which are adjusted in the cost of the assets. Foreign currency current assets, current liabilities and loans

other than for financing fixed assets and, outstanding at the year end are translated at the rates of exchange prevailing at the close of the year and the resultant gain/losses are recognized in the Profit and Loss Account of the year.

- b) In respect of forward exchange contract entered for speculation purpose and expired during the year, the difference in forward exchange booking rate and spot rate on the date of expiry of contract is dealt in the Profit and Loss Account. In respect of forward exchange contract entered for speculative purpose and carried forward in next accounting period, the difference between the forward exchange booking rate and closing interbank rate including premium upto maturity prevailing at the close of the year are dealt in the Profit and Loss Account.
- c) In the case of foreign branches, being non-integral foreign operations, revenue items are converted at the rate prevailing as on the date of transactions during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on conversion is recognized in the foreign fluctuation translation reserve.
- d) The parent company has not restated its various foreign currency monetary assets and liabilities consisting of debtors, creditors and FCCB deposits at the closing rates of exchange. Accordingly net monetary gains aggregating to Rs 2255.37 Lakhs (net of deferred tax Rs. 1121.82 Lakhs) have not been provided in the financial statement. Additionally, the mark to market losses pertaining to forward contracts amounting to Rs 42.00 Lakhs (net of deferred tax of Rs. 20.89 Lakhs) have also not been provided in the financial statements.

Accordingly the Net Profit for the year and the net worth as at March 31, 2011 are lower by Rs. 2213.38 Lakhs.

The parent company is of the view that these favorable foreign exchange fluctuations are temporary in nature.

However, the above is in contravention to Accounting Standard – 11 (Revised) “The Effects of Changes in Foreign Exchange Rates” issued by The Institute of Chartered Accountants of India and is also inconsistent with the accounting policy regularly followed by the Company.

J) Retirement 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 recognised in the period in which employee renders the related service except Leave Encashment .

ii) Post – Employment Benefits :

a. Defined Contribution Plans

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

b. Defined Benefit Gratuity Plan

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

K) 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 recognised 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.

L) Contingent Liabilities:

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

M) Borrowing Costs:

Borrowing Costs are accounted on accrual basis.

N) Earning Per Share:

Earning per share is calculated by dividing the profit attributable to the Equity Shareholders by the weighted average number of equity share outstanding during the year.

O) Provisions:

Provisions are recognised when the Group 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 Group expects provisions to be reimbursed, is recognised as a separate asset, only when such reimbursement is virtually certain.

P) 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 Group's fixed assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised 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 recognised for an asset in prior accounting period may no longer exists or may have decreased. If any indication exists the assets 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 exceeds the carrying amount that would have been determined had no impairment loss been recognised for the asset in the prior years. A reversal of impairment loss is recognised 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 straight line basis over its remaining useful life.

II. NOTES FORMING PART OF ACCOUNTS
I. CONTINGENT LIABILITIES NOT PROVIDED IN RESPECT OF:

(Rs. in Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
1	Guarantees / Letter of Credit outstanding	68,393.10	79,797.13
2	Excise Duty / Service Matters	1,999.36	4,178.22
3	Entry Tax / Sales Tax Matters	555.57	571.46
4	Income Tax Matters	82.24	86.21
5	Estimated amount of contract remaining to be executed on capital account (net of advances)	-	355.00
6	Corporate Guarantee Issued	28,680.00	21,574.00
7	Legal Cases		
	Prime Pipe International	709.30	-
	Prime Pipe International & Bank of Tokyo & Mitsubishi * (Attorney Fees & Costs)	1,560.83	-
	TOTAL	101,980.41	106,562.02

*The Company is contesting the same

2. a) Term Loan from Banks and Financial Institutions are by the way of first pari -passu charge on fixed assets and second pari - passu charge on moveable assets of the Group & further secured by personal guarantee by the promoters Directors.
- b) Working Capital facilities by banker's are secured by first pari – passu charge on all the moveable assets and second pari – passu charge on the immovable assets of the Group.
3. Balances of Sundry Creditors and Debtors are subject to confirmations, reconciliation and consequent adjustments, if any.
4. i) The Parent Company had raised US \$ 50 Million (Rs. 20300 Lakhs) by way of Zero Coupon Foreign Currency Convertible Bonds during the year ended 31st March, 2008. The Bondholders have an option to convert these Bonds into equity shares, at an initial conversion price of Rs. 143.50 per share with a fixed rate of exchange on conversion of Rs. 41.1475 = US \$ 1 at the option of the

Bondholders at any time on or after 1 July 2007. The conversion price is subject to adjustment/ reset in certain circumstances. Further the initial conversion price of Rs. 143.50/- has been reset to Rs. 115/- on 3rd May, 2008, which has been further reset at Rs. 109/- on 3rd May, 2009. The Bonds may be redeemed in whole, at the option of the Company, at any time on or after 22nd May, 2010 subject to satisfaction of certain conditions. Unless previously converted, redeemed or repurchased and cancelled, the Bonds will be redeemed on 23 May, 2012 at 146.57 per cent of the principal amount so as to give a gross yield of 7.80% per annum to the bondholder.

- ii) The part proceeds received from the issue of FCCB, Rs. 16697.06 Lakhs have been utilised for funding of expansion of Pipe and Coating Complex at Anjar, Rs. 1674.56 Lakhs have been utilized for investment in overseas Subsidiaries/ Joint Venture and Rs. 1926.16 Lakhs have been utilised for FCCB Buyback during the previous years.
 - iii) The Board is of the opinion that it is more likely than not, bondholders would opt for conversion rather than redemption of bonds accordingly, believes that the payment on premium on redemption, if any, is contingent in nature, hence at this stage, provision of redemption premium is not considered necessary and has not been recognized in the financial statements. The amount of premium on the outstanding quantum of bonds determined on time proportion basis till March 31, 2011 aggregates to Rs. 5448.67 Lakhs.
5. Directors of the Group have certified that the Current Assets, Loans & Advances and Current Liabilities have a value on realization at least equal to the amount at which they are stated in the Balance Sheet.
 6. The Subsidiaries, Man Infraprojects Limited and Merino Shelters Private Limited, have not maintained stock register and hence information relating to sales, issue and consumption of material for construction and sample flat 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.
 7. Although the Group operates in more than one segment, segmental reporting as required under Accounting Standard – 17 is not applicable as the segment revenue from other segment is lower than 10% of total revenue.
 8. The Group 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.
 9. **Donation to Political Parties**

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
1	Bharatiya Janta Party	1.00	4.25
2	Maharashtra Pradesh Congress Committee	-	15.00

10. **Deferred Tax Liability**

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
	Deffered Tax Liability		
1	Opening Deferred Tax Liability	5,465.63	5,271.55
2	Deferred Tax Liability on account of		
a)	Difference between book and tax depreciation	53.21	104.14
b)	Deferred Revenue Expenditure	(40.53)	(42.46)
c)	Others	(247.91)	132.40
3	Closing Deferred Tax Liability	5,230.40	5,465.63
	Deferred Tax Assets		
1	Opening Deferred Tax Assets	-	-
2	Deferred Tax Assets on account of		
a)	Business Loss	237.91	-
3	Closing Deferred Tax Assets	237.91	-

11. Arbitration cases

(Rs. In Lakhs)				
Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010	CURRENT STATUS
1	Indian Oil Corporation Limited			
a)	for recovery of dues	234.88	234.88	Pending before
b)	for encashment of performance bank guarantee	549.77	549.77	Delhi High Court
2	Gujrat Water Supply & Sewerage Board for recovery of dues	391.29	391.29	Pending before Gujrat High Court
3	GAIL for recovery of dues	1,953.66	1,953.66	Pending for Arbitration
4	Advance for Purchase of Land	1,235.50	1,235.50	Redirected to the collector
5	Hindustan Petroleum Corporation Limited	143.29	143.29	Pending before Delhi High Court
6	Midcontinent Express Pipeline LLC Encashment of stand by letter of credit*	-	6,878.25	
7	S.K.M. Infrastructure & Food Park Pvt. Ltd.	For specific performance		Pending before District Court, Indore

- i. The Suit No 56539 of 2008 filed by Midcontinent Express Pipeline (MEP) on 22nd September, 2008 before the 133rd Court Judicial District, Harris County, Texas Court against the Parent Company for damages for breach of contract, the Honorable Judge (Arbitrations and Meditations) has concluded the trial and passed a ruling dated 12th March 2011 in favour of MEP and has awarded US\$ 23,921,800 equivalent to Rs. 109,49,67,810/- in damages against the Parent Company. Accordingly, the same has been written off as liquidated damages in the Profit & Loss Account of the year.
- Further as per the same ruling the H'ble Judge has awarded US\$ 1,590,548.21 in damages against the Parent Company payable to Prime Pipe International (PPI). The H'ble judge has also awarded attorney's fees and prejudgment interest to be paid by the Parent Company to PPI, amounting to Rs. 668.93 Lakhs approximately. The management is in the process of contesting the same before the higher authority and hence the same has not been provided for and has been classified as Contingent Liability.
- Further as per the same ruling the H'ble Judge has also awarded attorney's fees and costs to be paid by the Parent Company to Bank of Tokyo and Mitsubishi, amounting to Rs. 891.90 Lakhs approximately. The management is in the process of contesting the same before the higher authority and hence the same has not been provided for and has been classified as Contingent Liability.
- Without prejudice to above, the Parent Company reserves the right to appeal.
- ii. The H'ble Company Law Board, Mumbai Bench has vide it's order dated 25th April, 2011, have disposed of petition filed against the Parent Company by Mr. Jagdish Mansukhani, Vice Chairman & Managing Director of the Company, and has adjudged not to interfere in the affairs of the Parent Company.
- iii. The SLP filed by the Central Excise Department against the order of Honorable High Court granting a rebate of duty paid on export sales through PLA upto 17.09.2007 was rejected by the Honorable Supreme Court. Accordingly, the Parent Company has received Rs. 639,824,883 /- from the Central Excise Department towards rebate during the year have been accounted as income for the year.
- iv. 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.
- v. 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.

12. 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:

a) Names of the Enterprise in which Management has significant interest:

- | | |
|---------------------------------|--------------------------|
| i) JPA Holdings Private Limited | ii) Man Aluminum Limited |
| iii) Man Global FZC, UAE | iv) Man UK Limited |
| v) Man Global Limited | vi) Man Realty Limited |

b) Names of the Key Management Personnel:

- i) Mr. R.C. Mansukhani – Chairman
- ii) Mr. J.C. Mansukhani – Managing Director
- iii) Mr. J.L. Mansukhani – Executive Director

c) Names of the Relatives of Key Management Personnel:

- i) Mrs. Kimatdevi Mansukhani
- ii) Mrs. Anita Mansukhani
- iii) Mrs. Deepa Mansukhani
- iv) Mr. Nikhil Mansukhani
- v) Ms. Priyal Mansukhani
- vi) Mr. Bhagwan Mansukhani
- vii) Mr. Kumar Mordani
- viii) Ms. Reshma Mordani
- ix) Ms. Roshni Mordani
- x) Mr. Kanayalal Mordani
- xi) Ms. Heena Kalantri

(Rs. In Lakhs)

Sr. No.	PARTICULARS	TRANSACTION DURING THE		OUTSTANDING BALANCE AS AT	
		YEAR 2010 - 2011	YEAR 2009 - 2010	MARCH, 31 2011	MARCH, 31 2010
1	JPA Holdings Pvt. Ltd.				
i)	Interest Received	14.79	7.56	-	-
ii)	Loan Given *	500.00	751.35	-	-
iii)	Loan Received Back	500.00	751.35	-	-
iv)	Sale of Car	-	7.00	-	-
v)	Rent Received	1.80	-	-	-
2	Man Aluminum Limited (till 24.12.2009)				
i)	Loan Taken	-	8.59	-	-
ii)	Loan Repaid	-	8.59	-	-
iii)	Purchase	-	5.62	-	-
iv)	Sales	-	5.62	-	-
3	Man Realty Limited				
i)	Interest	5.85	-	-	-
ii)	Loan Given *	200.00	-	-	-
iii)	Loan Received Back	200.00	-	-	-
4	Man Global Limited				
i)	Interest	15.94	-	-	-
ii)	Loan Given *	3,869.51	-	-	-
iii)	Loan Received Back	3,869.51	-	-	-
5	Man Global FZC, UAE				
i)	Investment in Equity Shares	-	-	1.63	1.63
ii)	Loan Given	-	0.92	0.92	0.92
6	Man UK Limited				
	Loan Taken	-	(4.42)	1.25	1.25
7	Others				
i)	Rent Deposit	-	(477.75)	-	-
ii)	Salary	788.75	583.42	-	-
iii)	Rent Given	318.94	189.55	-	-
iv)	Brokerage	-	9.00	-	-
v)	Professional Fees paid	-	8.50	-	-
vi)	Interest	47.56	336.00	-	-
vii)	Loan Taken	195.00	(156.00)	-	-
viii)	Loan Given *	152.75	-	-	-
ix)	Advance for purchase of Office Premices	-	172.48	-	-
x)	Sale of car	-	5.00	-	-
xi)	Equity Share Capital	612.50	87.50	-	-
xii)	Share Warrant Application Money	459.38	196.88	-	-
xiii)	Rent Received	9.41	-	-	-
xiv)	Purchases	9.92	-	-	-
8	Corporate Guarantee given for loan taken by				
i)	Man Aluminium Limited	-	1,350.00	1,350.00	1,350.00
ii)	Man Global FZC	-	955.00	8,980.00	8,980.00

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

13. Pursuant to Accounting Standard (AS 19) – Leases, the following information is given:

- I. a) The Group has taken certain assets such as cars on an operating lease basis. The lease rentals are payable on a monthly basis.
 b) Future minimum lease rentals payable as at March, 31 2011 as per lease agreements:

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Not later than one year	234.38	147.13
b)	Later than one year but not later than 5 years	303.69	442.03
c)	Later than 5 years	-	-

- II. a) Future minimum lease rental receivable as at March, 31 2011 as per lease agreements:

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Not later than one year	61.00	33.51
b)	Later than one year but not later than 5 years	159.80	66.70
c)	Later than 5 years	17.22	24.67

14. Details of Subsidiaries:

Sr. No.	PARICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
	Direct Subsidiaries		
1	Man Infraprojects Limited - India	58.33%	58.33%
2	Man Overseas Metals DMCC - Dubai	100.00%	100.00%
	Indirect Subsidiaries		
3	Merino Shelters Private Limited - India	100.00%	100.00%

15. The Subsidiaries, Man Infraprojects Limited and Merino Shelters Private Limited, 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.

16. Employee Defined Benefits: Defined benefit plans as per Actuarial valuation as at March, 31 2011.

(Rs. In Lakhs)

Sr. No.	PARTICULARS	MARCH, 2011	MARCH, 2010
I.	Expense Recognised in the Statement of Profit & Loss Account for the year ended		
1	Current Service Cost	45.18	48.82
2	Interest	12.69	19.55
3	Expected Return on plan assets	(12.88)	(11.38)
4	Actuarial (Gain)/Loss	(16.33)	(175.79)
5	Total Expense	28.66	(118.81)
II.	Net (Asset) / Liability recognised in the Balance Sheet as at		
1	Present value of Defined Benefit obligation as at	186.42	161.07
2	Fair Value of plan assets as at	160.15	161.06
3	Funded Status [Surplus/(Deficit)]	(16.61)	7.06
4	Net (Asset)/Liability as at	(6.95)	0.01
III.	Change in the obligation during the year ended		
1	Present value of Defined Benefit obligation as at the beginning of the year	158.67	281.61
2	Current service cost	45.18	44.14
3	Interest Cost	12.69	19.55
4	Benefit payments	(100.51)	(16.03)
5	Actuarial (Gain)/Loss	(15.18)	(168.61)
6	Present value of Defined Benefit obligation as at the end of the year	186.42	161.07

Sr. No.	PARTICULARS	MARCH, 2011	MARCH, 2010
IV.	Change in Fair Value of Assets during the year ended		
1	Fair Value of plan assets at the beginning of the year	161.06	162.58
2	Expected return on plan assets	12.88	11.38
3	Contributions by employer	-	0.22
4	Actual Benefits paid	(14.95)	(16.03)
5	Actuarial Gain/(Loss) on plan assets	1.15	2.91
6	Fair Value of plan assets at the end of the year	160.15	161.06
7	Total Actuarial Gain/(Loss) to be recognised	14.94	175.79
V.	The major Categories of plan assets as a percentage of total plan		
	Funded with LIC		
VI.	Actuarial Assumptions		
1	Discount Rate	8.00%	8.00%
2	Expected rate of return on plan assets	8.00%	8.00%
3	In-service Mortality	LIC 1994 - 96 Ultimate	LIC 1994 - 96 Ultimate
4	Salary Rise	7.00%	7.00%

General Description of the Defined Benefit Plan :

The Parent 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, whichever is earlier. The benefits vest after five years of continuous service.

17. Foreign currency exposure at the year end not hedged by derivative instrument.

(Rs. In Lakhs)

Sr. No.	PARTICULARS	AS AT MARCH, 31 2011	AS AT MARCH, 31 2010
a)	Receivable against exports of goods and services		
	Rupees	NIL	3,351.90
	US dollar	NIL	83.78
	Euros	NIL	(6.03)
b)	Payable against import of goods and services		
	Rupees	93,131.41	56,012.63
	US dollar	1,932.34	824.08
	Euros	58.07	38.55
	GBP	-	0.43

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

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira

Partner
Membership No. 37339
FR No I 18777W

For and on behalf of Board

R. C. Mansukhani
Chairman

P. K. Tandon
Director

Rajesh D. Parte
Company Secretary

J. L. Mansukhani
Director

Kirit N. Damania
Director

Place : Mumbai

Date : May 24, 2011

Man Industries (India) Limited
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON March 31, 2011

PARTICULARS		AS AT MARCH 31, 2010	AS AT MARCH 31, 2011
A.	Cash Flow from Operating Activities		
	Net Profit before Taxes & Extraordinary Activities	909,218,337	1,019,332,808
	Adjustment for :		
	Depreciation	397,297,916	369,812,706
	Diminution in value of Investments	15,529,853	4,003,582
	Interest	238,161,584	394,664,674
	Loss on sale of Assets	381,565	3,041,560
	Other Income	(476,233,514)	(545,132,315)
	Operating Profit before W. Capital changes	1,084,355,742	1,245,723,014
	Adjustment for :		
	Trade & Other Receivables	(2,194,867,730)	3,614,948,340
	Inventories	(2,908,165,784)	(992,932,153)
	Loans & Advances	623,822,087	67,715,363
	Trade & Other Payables	4,515,133,427	(1,972,918,451)
	Net Prior Year Adjustments	(2,842,197)	-
	Taxes Paid	(99,378,492)	(319,860,614)
	Net Cash from Operating Activities (A)	1,018,057,051	1,642,675,499
B.	Cash Flow from Investing Activities		
	Purchase of Fixed Assets	(46,284,647)	(149,711,188)
	Sale of Fixed Assets	1,224,152	128,998,958
	Purchase of Investment	-	(50,000,000)
	Increase / Decrease in Investments	(19,344,799)	84,340,815
	Other Income	476,233,514	545,132,315
	Decrease in Preliminary Expenses	12,585,209	12,990,944
	Net Cash from Investing Activities (B)	424,413,429	571,751,844
C.	Cash Flow from Financing Activities		
	Increase / (Decrease) in Share Capital (Incl. Share Premium)	61,301,400	(68,857,185)
	Increase/ (Decrease) in Share Application Money	(15,312,500)	19,687,500
	Interest Paid	(238,161,584)	(394,664,674)
	Dividend Paid & Other Adjustments	(118,429,936)	(123,598,719)
	Increase in Borrowings	(889,035,029)	24,393,403
	Net Cash used in Financing Activities (C)	(1,199,637,649)	(543,039,674)
	Net Increase/ Decrease in		
	Cash & Cash Equivalents (A+B+C)	242,832,832	1,671,387,669
	Cash & Cash Equivalents (OP Bal)	3,589,597,904	1,918,987,338
	Cash & Cash Equivalents (CL Bal)	3,832,430,736	3,590,375,007

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira
Partner
Membership No. 37339
FR No I18777W

For and on behalf of Board

R. C. Mansukhani
Chairman

P. K. Tandon
Director

Rajesh D. Parte
Company Secretary

J. L. Mansukhani
Director

Kirit N. Damania
Director

Place : Mumbai
Date : May 24, 2011

AUDITORS CERTIFICATE

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

We have examined the attached Consolidated Cash Flow Statement of Man Industries (India) Limited for the year ended March 31, 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 May 24, 2011 to the members of the Company.

For and on behalf of
Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira
Partner
M.No. 37339
FR No 118777W

Place : Mumbai
Date : May 24, 2011

Statement pursuant to section 212 of the Companies Act, 1956 relating to subsidiary companies

Sr No	Particulars	Name of Subsidiaries			(Rupees)
		Man Infraprojects Limited	Merino Shelters Private Limited	Man Overseas Metal DMCC	
1	Reporting Currency	INR	INR	AED	
2	Exchange Rate	-	-		12.3278
3	Share Capital	454,500,000	50,100,000		6,163,900
4	Reserves	(18,079,879)	1,699,741		(7,025,210)
5	Total Assets	3,052,659,193	1,033,102,400		34,509,508
6	Total Liabilities	3,052,659,193	1,033,102,400		34,509,508
7	Investment Other than Investment in Subsidiary	-	16,986,275		-
8	Turnover	205,249,253	5,080,117		-
9	Profit / (Loss) before taxation	(73,844,784)	(2,541,845)		(7,217,569)
10	Tax Provision	(20,325,227)	(832,695)		-
11	Profit / (Loss) after taxation	(53,519,557)	(1,709,150)		(7,217,569)
12	Proposed Dividend	-	-		-
13	Country	India	India	Dubai, UAE	

As per our Report attached hereto

For and on behalf of

Rohira Mehta & Associates
Chartered Accountants

Anil V. Rohira

Partner

Membership No. 37339

FR No 11877W

Place : Mumbai

Date : May 24, 2011

For and on behalf of Board

R. C. Mansukhani
Chairman

P. K. Tandon

Director

Rajesh D. Parte
Company Secretary

J. L. Mansukhani
Director

Kirit N. Damania

Director



ATTENDANCE SLIP

MAN INDUSTRIES (INDIA) LIMITED

MAN House, 102, S.V.Road, Opp. Pawan Hans, Vile Parle (W), Mumbai – 400056 Phone 022-66477500

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Joint Shareholders may obtain additional slips at the entrance.

Regd. Folio No. / Client ID No.
Name of the Member/Proxy (in Block Letters)
No. of Share(s) held.....

I hereby record my/our presence at the **23rd ANNUAL GENERAL MEETING** at at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai – 400 058 on Friday, 23rd December 2011 at 3.30 p.m.

SIGNATURE OF THE MEMBER/PROXY

..... ✂ (TEAR HERE)



PROXY FORM

MAN INDUSTRIES (INDIA) LIMITED

MAN House, 102, S.V.Road, Opp. Pawan Hans, Vile Parle (W), Mumbai – 400056 Phone 022-66477500

I/We.....

✂ of in the District of being

a Member/Members of MAN INDUSTRIES (INDIA) LIMITED hereby appoint

..... of in the District of

or failing him/her

of in the District of

or failing him/her

of in the District of

as my/our Proxy to attend and vote for me/us on my/our behalf at the **23rd ANNUAL GENERAL MEETING** of the Company to be held on Friday, 23rd December 2011 at 3.30 p.m and at any adjournment thereof.

Signed this day of 2011

Regd. Folio No. / Client ID No. No. of Shares

Signed by the said

Note : The proxy form must be deposited at the Registered Office of the Company at MAN House, 102, S. V. Road, Opp. Pawan Hans, Vile Parle (W), Mumbai – 400056 not less than 48 hours before the time of holding the Meeting.

Affix
One Rupee
Revenue
Stamp

PROXY NO.



the line pipe people

Globally Committed

Registered Office: MAN House, 102, S.V.Road, Opp. Pawan Hans,
Vile Parle (W), Mumbai – 400056. Phone 022-66477500