

**MAN INFRACONSTRUCTION LIMITED**

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India
T: 91 22 42463999 | F: 91 22 25260589/91 | E: office@maninfra.com | W: www.maninfra.com | F: www.facebook.com/maninfra

13th August, 2014

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

To,
The Corporate Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001

CM Quote: MANINFRA - EQ

Script Code: 533169 (MANINFRA)

Sub: Proceedings of the Board Meeting held on 13th August, 2014

Dear Sir/Madam,

Further to our letter dated 4th August, 2014, intimating you of the Board Meeting to be held today, we hereby inform you that the Board of Directors has approved the standalone and consolidated unaudited financial statements for the quarter ended 30th June, 2014. Please find enclosed the copies of standalone and consolidated un-audited financial results for the quarter ended on 30th June, 2014 along with the Limited Review Report issued by M/s G. M. Kapadia & Co., Chartered Accountants, the Statutory Auditors of the Company for the said period in accordance with the provisions of Clause 41 of the Listing Agreement.

Pursuant to Clause 30 of the Listing Agreement, we would like to inform you that the Board of Directors has appointed Mrs. Shruti Udeshi as an Non-Executive Additional Director.

Further, please note that the Twelfth Annual General Meeting of the Company will be held on Thursday, 18th September, 2014 at Lions Club of Ghatkopar, Plot E-93, Garodia Nagar, Ghatkopar (East), Mumbai- 400 077 at 11.00 A.M.

In compliance with the Clause 16 of the Listing Agreement, the Register of Members and Transfer Books of the Company will be closed from **Tuesday, 2nd September, 2014 to Friday, 5th September, 2014**; both days inclusive for the purpose of:

- i. Annual General Meeting;
- ii. Declaration of Final Dividend (Subject to approval of members at ensuing Annual General Meeting); and
- iii. Sub-division of Equity Shares.

Subject to approval of Shareholders at ensuing Annual General Meeting, the payment of Final Dividend of Rs. 1.35 (13.5%) per Equity Share of Rs. 10/- each will be made on Friday, 26th September, 2014 as under:



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- To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, 1st September, 2014; and
- To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, 1st September, 2014.

Pursuant to the sub-division of the Equity Shares of the Company as approved by the shareholders vide Postal Ballot; the results of which were declared on 12th August, 2014, each Equity Share of the face value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each fully paid up w.e.f. Tuesday, 2nd September, 2014 and that the said Equity Shares of the face value of Rs. 2/- (Rupees Two Only) shall rank pari-passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.

This is for your information and records.

Thanking you,
Yours faithfully,
For Man Infraconstruction Limited


Company Secretary

Encl: As above



G. M. KAPADIA & CO.
(REGISTERED)

CHARTERED ACCOUNTANTS

1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA

PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

LIMITED REVIEW REPORT

To,
The Board of Directors,
Man Infraconstruction Limited
Mumbai

1. We have reviewed the accompanying statement of unaudited standalone financial results of Man Infraconstruction Limited ('the Company') for the quarter ended 30th June, 2014 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management to the stock exchanges and have not been reviewed by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial results based on our review.
2. We conducted our review in accordance with Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with the Accounting Standards notified under the Companies Act, 1956 which were deemed to be applicable as per section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For G. M. KAPADIA & CO.
Chartered Accountants
(Firm Registration No. 104767W)



Mumbai
Dated: August 13, 2014

Viren Thakkar
(VIREN THAKKAR)
Partner
(Membership No. 49417)



MAN INFRACONSTRUCTION LIMITED

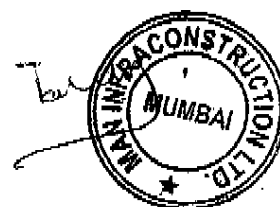
Reg. Office: 12th Floor, Krushal Commercial Complex, G M road, Chembur (West), Mumbai 400 089

Tel: +91 22 42463999 Fax: +91 22 25260589 email: office@maninfra.com Website: www.maninfra.com CIN: L70200MH2002PLC136849

STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2014

PART I		(₹ in Lakhs)			
Sr. No.	Particulars	Quarter Ended 30 th June, 2014	Quarter ended 31 st March, 2014	Quarter Ended 30 th June, 2013	Year Ended 31 st March, 2014
		Unaudited	Audited (Refer Note 4)	Unaudited	Audited
1	Income from Operations				
(a)	Net Sales / Income from Operations	6,470.22	7,400.08	6,562.60	25,402.16
(b)	Other Operating Income	164.64	147.46	76.43	1,310.65
	Total Income from Operations (Net)	6,634.86	7,547.54	6,639.03	26,712.81
2	Expenses				
(a)	Cost of materials consumed / sold	2,208.26	2,935.76	2,567.28	10,260.70
(b)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	23.22	35.73	30.13	173.66
(c)	Employee benefits expense	614.23	572.10	763.64	2,620.94
(d)	Depreciation and amortisation expense	263.03	208.14	332.82	1,008.82
(e)	Sub Contract/Labour Charges	1,978.26	2,643.77	2,456.28	9,285.72
(f)	Other Expenses	691.59	1,735.46	515.36	3,777.78
	Total Expenses	5,778.59	8,130.96	6,665.51	27,127.62
3	Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)	856.27	(583.42)	(26.48)	(414.81)
4	Other Income	1,813.96	1,096.06	1,237.50	4,655.66
(a)	Dividend Income	424.63	21.67	320.65	378.07
(b)	Interest Income	1,124.03	758.81	910.81	3,683.39
(c)	Others	265.30	315.58	6.04	594.20
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	2,670.23	512.64	1,211.02	4,240.85
6	Finance costs	19.97	19.02	49.59	105.81
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,650.26	493.62	1,161.43	4,135.04
8	Exceptional Items	-	-	-	-
9	Profit from Ordinary Activities before tax (7+8)	2,650.26	493.62	1,161.43	4,135.04
10	Tax expenses	740.30	152.73	294.01	1,280.18
11	Net Profit from Ordinary Activities after tax (9-10)	1,909.96	340.89	867.42	2,854.86
12	Extraordinary Items (net of tax expenses)	-	-	-	-
13	Net Profit for the period (11-12)	1,909.96	340.89	867.42	2,854.86
14	Paid-up Equity Share Capital	4,950.01	4,950.01	4,950.01	4,950.01
	(Face Value of Share ₹ 10/- each)				
15	Reserves excluding Revaluation Reserves				53,902.71
16.I	Earnings Per Share (EPS) (before extraordinary items) (Face Value of ₹ 10/- each) (not annualised) :				
a)	Basic	3.86	0.69	1.75	5.77
b)	Diluted	3.86	0.69	1.75	5.77
16.II	Earnings Per Share (EPS) (after extraordinary items) (Face Value of ₹ 10/- each) (not annualised) :				
a)	Basic	3.86	0.69	1.75	5.77
b)	Diluted	3.86	0.69	1.75	5.77
PART II SELECT INFORMATION FOR THE QUARTER ENDED 30 th June, 2014					
A	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding				
	Number of shares	15,511,419	15,551,028	16,069,033	15,551,028
	Percentage of shareholding	31.34%	31.42%	32.46%	31.42%
2	Promoters and Promoter Group Shareholding				
a)	Pledged / Encumbered				
	Number of shares	-	-	-	-
	Percentage of shares (as a % of the total share holding of promoter and promoter group)	-	-	-	-
	Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-
b)	Non-encumbered				
	Number of shares	33,988,635	33,949,026	33,431,021	33,949,026
	Percentage of shares (as a % of the total share holding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	Percentage of shares (as a % of the total share capital of the Company)	68.66%	68.58%	67.54%	68.58%

Particulars	Quarter ended 30.06.2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	NIL
Disposed of during the quarter	NIL
Remaining unresolved at the end of the quarter	NIL



Notes:

- 1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective Meetings held on 13th August, 2014.
- 2 The Statutory Auditors of the Company have carried out a "Limited Review" of the unaudited financial results as required under Clause 41 of the Listing Agreement.
- 3 The Company's operations predominantly consist of construction, project activities and real estate development. Hence there are no reportable segments under Accounting Standard-17. The Company's operations are based in India.
- 4 Figures of the quarter ended 31st March, 2014 are the balancing figures between audited figures in respect of the full financial year and published year to date figures up to the third quarter of the previous financial year.
- 5 Consequent to the introduction of Schedule II of Companies Act, 2013 with effect from April 1, 2014, the useful lives of fixed assets have been reviewed and revised, wherever applicable. Due to above, depreciation charge for the quarter ended June 30, 2014 is higher by ₹83.13 lakhs. Further based on transitional provision provided in Note 7(b) of Schedule II to the Act, an amount of ₹44.09 lakhs (net of deferred tax) has been adjusted with retained earnings in respect of assets having no remaining useful life.
- 6 Pursuant to the sub-division of the Equity Shares of the Company as approved by the shareholders vide Postal Ballot; the results of which were declared on 12th August, 2014, each Equity Share of the face value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each fully paid up w.e.f. Tuesday, 2nd September, 2014 and that the said Equity Shares of the face value of Rs. 2/- (Rupees Two Only) shall rank pari-passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.
- 7 The Board of Directors at its Meeting held on 25th June, 2014 had declared an Interim Dividend of Rs. 1.35 per share (i.e. 13.5%) on 4,95,00,054 Equity Shares having Face Value of Rs. 10/- each, for the financial year 2014-15. The record date for the purpose of determining the entitlement of shareholders for Interim Dividend was fixed as Monday, 7th July, 2014 and the said Dividend was dispatched/credited on 14th July, 2014.
- 8 In April 2014, the Company has entered into a Limited Liability Partnership namely Manmantra Infracon LLP (Manmantra). As on 30th June, 2014 the Company has 60% share in Manmantra.
- 9 Figures for previous periods are re-classified / re-arranged / re-grouped, wherever necessary.

Place: Mumbai
Date: 13th August, 2014



For and on behalf of Board of Directors

Parag K. Shah
Parag K. Shah
Managing Director



G. M. KAPADIA & CO.

(REGISTERED)

CHARTERED ACCOUNTANTS

1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA

PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

LIMITED REVIEW REPORT

To,
The Board of Directors,
Man Infraconstruction Limited
Mumbai

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Man Infraconstruction Limited ('the Company'), and its subsidiaries, joint ventures and associate (collectively, the 'Group') for the quarter ended 30th June, 2014 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management to the stock exchanges and have not been reviewed by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial results based on our review.
2. We conducted our review in accordance with Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We did not review the interim financial statements / information of:
 - a) Five subsidiaries whose interim financial statements reflect total revenues of ₹ 107.24 lakhs for the quarter ended 30th June, 2014 as well as total assets (net) of ₹ 10,296.00 lakhs as at 30th June, 2014;
 - b) Two joint ventures whose interim financial statements reflect Group's share of revenues of ₹ 277.27 lakhs for the quarter ended 30th June, 2014 as well as Group's share of total assets (net) of ₹ 1,144.56 lakhs as at 30th June, 2014;
 - c) One associate in which the Group's share of loss of ₹ Nil for the quarter ended 30th June, 2014.

These interim financial statements / information 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 these entities, is based solely on the reports of the other auditors.



G. M. KAPADIA & CO.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with the Accounting Standards notified under the Companies Act, 1956 which were deemed to be applicable as per section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

Mumbai**Dated: August 13, 2014**

For G. M. KAPADIA & CO.
Chartered Accountants
(Firm Registration No. 104767W)

Viren Thakkar
(VIREN THAKKAR)
Partner
(Membership No. 49417)



MAN INFRACONSTRUCTION LIMITED

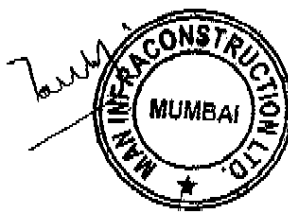
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Tel: +91 22 42463999 Fax: +91 22 25260589 email: office@maninfra.com Website: www.maninfra.com CIN: L70200MH2002PLC136849

CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2014

PART I	Sr. No.	Particulars	(₹ in Lakhs)			
			Quarter ended 30 th June, 2014	Quarter ended 31 st March, 2014	Quarter ended 30 th June, 2013	Year ended 31 st March, 2014
			Unaudited	Audited (Refer Note 4)	Unaudited	Audited
1		Income from Operations				
	(a)	Net Sales / Income from Operations	9,592.66	11,330.98	9,469.84	38,412.29
	(b)	Other Operating Income	177.16	159.94	47.09	1,315.84
		Total Income from Operations (Net)	9,769.82	11,490.92	9,516.93	39,728.13
2		Expenses				
	(a)	Cost of materials consumed / sold	2,827.27	3,846.45	3,450.61	13,964.04
	(b)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(95.95)	601.91	247.37	473.04
	(c)	Employee benefits expense	802.50	729.27	936.21	3,297.86
	(d)	Depreciation and amortisation expense	318.64	263.31	388.95	1,233.57
	(e)	Sub Contract/Labour Charges	3,743.19	4,404.12	3,360.81	14,992.69
	(f)	Other Expenses	1,077.67	2,145.63	1,008.21	5,488.48
		Total Expenses	8,673.32	11,990.69	9,392.16	39,449.68
3		Profit from operations before Other Income, Finance Cost and Exceptional Items (1-2)	1,096.50	(499.77)	124.77	278.45
4		Other Income	1,491.07	1,181.57	944.00	4,671.12
	(a)	Dividend Income	8.63	21.67	1.05	58.48
	(b)	Interest Income	1,182.96	809.83	927.70	3,863.89
	(c)	Others	299.48	350.07	15.25	748.75
5		Profit from ordinary activities before finance costs and exceptional items (3+4)	2,587.57	681.80	1,068.77	4,949.57
6		Finance costs	39.39	19.62	55.67	119.97
7		Profit from ordinary activities after finance costs but before exceptional items (5-6)	2,548.18	662.18	1,013.10	4,829.60
8		Exceptional Items	-	-	-	-
9		Profit from ordinary activities before tax (7+8)	2,548.18	662.18	1,013.10	4,829.60
10		Tax expenses	874.47	296.44	363.14	1,759.53
11		Net Profit from ordinary activities after tax (9-10)	1,673.71	365.74	649.96	3,070.07
12		Extraordinary Items (net of tax expenses)	-	-	-	-
13		Net Profit for the period (11-12)	1,673.71	365.74	649.96	3,070.07
14		Share of profit / (loss) of associates	-	-	-	-
15		Minority Interest	64.35	(0.48)	36.33	179.72
16		Net Profit after taxes, minority interest and share of profit / (loss) of associates (13-14-15)	1,609.36	366.22	613.63	2,890.35
17		Paid-up Equity Share Capital	4,950.01	4,950.01	4,950.01	4,950.01
		(Face Value of Share ₹ 10/- each)				
18		Reserves excluding Revaluation Reserves	-	-	-	54,935.33
19.I		Earnings Per Share (EPS) (before extraordinary items) (Face Value of ₹ 10/- each) (not annualised) :				
	a)	Basic	3.25	0.74	1.24	5.84
	b)	Diluted	3.25	0.74	1.24	5.84
19.II		Earnings Per Share (EPS) (after extraordinary items) (Face Value of ₹ 10/- each) (not annualised) :				
	a)	Basic	3.25	0.74	1.24	5.84
	b)	Diluted	3.25	0.74	1.24	5.84
PART II SELECT INFORMATION FOR THE QUARTER ENDED 30 th JUNE, 2014						
A	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	Number of shares	15,511,419	15,551,028	16,069,033	15,551,028	
	Percentage of shareholding	31.34%	31.42%	32.46%	31.42%	
2	Promoters and Promoter Group Shareholding					
	a) Plagded / Encumbered	-	-	-	-	
	Number of shares	-	-	-	-	
	Percentage of shares (as a % of the total share holding of promoter and promoter group)	-	-	-	-	
	Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	
	b) Non-encumbered	-	-	-	-	
	Number of shares	33,988,635	33,949,026	33,431,021	33,949,026	
	Percentage of shares (as a % of the total share holding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	
	Percentage of shares (as a % of the total share capital of the Company)	68.66%	68.58%	67.54%	68.58%	

Particulars	Quarter ended 30.06.2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	NIL
Disposed of during the quarter	NIL
Remaining unresolved at the end of the quarter	NIL



Notes:

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective Meetings held on 13th August, 2014.
- The Statutory Auditors of the Company have carried out a "Limited Review" of the unaudited financial results as required under Clause 41 of the Listing Agreement.
- The Group's operations predominantly consist of construction, project activities and real estate development. Hence there are no reportable segments under Accounting Standard-17. The Company's operations are based in India.
- Figures of the quarter ended 31st March, 2014 are the balancing figures between audited figures in respect of the full financial year and published year to date figures up to the third quarter of the relevant financial year.
- Consequent to the introduction of Schedule II of Companies Act, 2013 with effect from April 1, 2014, the useful lives of fixed assets have been reviewed and revised, wherever applicable. Due to above, depreciation charge for the quarter ended June 30, 2014 is higher by ₹93.74 lakhs. Further based on transitional provision provided in Note 7(b) of Schedule II to the Act, an amount of ₹45.21 lakhs (net of deferred tax) has been adjusted with retained earnings in respect of assets having no remaining useful life.
- Pursuant to the sub-division of the Equity Shares of the Company as approved by the shareholders vide Postal Ballot; the results of which were declared on 12th August, 2014, each Equity Share of the face value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each fully paid up w.e.f. Tuesday, 2nd September, 2014 and that the said Equity Shares of the face value of Rs. 2/- (Rupees Two Only) shall rank pari-passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.
- The Board of Directors at its Meeting held on 25th June, 2014 had declared an Interim Dividend of Rs. 1.35 per share (i.e. 13.5%) on 4,95,00,054 Equity Shares having Face Value of Rs. 10/- each, for the financial year 2014-15. The record date for the purpose of determining the entitlement of shareholders for Interim Dividend was fixed as Monday, 7th July, 2014 and the said Dividend was dispatched/credited on 14th July, 2014.
- In April 2014, the Company has entered into a Limited Liability Partnership namely Manmantra Infracon LLP (Manmantra). As on 30th June, 2014 the Company has 60% share in Manmantra.
- The standalone financial results of the Company are available on the website of the Company www.maninfra.com and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com). Key standalone financial information is as follows:

Sr. No.	Particulars	Quarter ended 30 th June, 2014	Quarter ended 31 st March, 2014	Quarter ended 30 th June, 2013	Year ended 31 st March, 2014
		Unaudited	Audited (Refer Note 4)	Unaudited	Audited
1	Income from Operations	6,634.86	7,547.54	6,639.03	26,712.81
2	Profit/loss before tax	2,650.26	493.62	1,161.43	4,135.04
3	Profit/loss after tax	1,909.96	340.89	867.42	2,854.86

- Figures for previous periods are re-classified / re-arranged / re-grouped, wherever necessary.

For and on behalf of Board of Directors

Place: Mumbai
Date: 13th August, 2014



Parag K. Shah
Managing Director

