

**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 | FB: www.facebook.com/maninfra

May 27, 2015

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051, India
CM Quote: MANINFRA

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Script Code: 533169

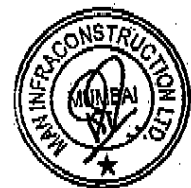
Sub: Proceedings of the Board Meeting held on May 27, 2015

Dear Sir/Madam,

With reference to the captioned subject, the Board of Directors at their meeting held on May 27, 2015 has, Inter alia other matters, approved:

1. Standalone and consolidated audited financial statements for the quarter and year ended March 31, 2015. The said financial statements as prescribed under Clause 41 of the Listing Agreement are enclosed.
2. Declaration of Interim Dividend of Rs. 0.54/- per share (Paise Fifty Four Only) (i.e. 27%) on 24,75,00,270 Equity Shares having Face Value of Rs. 2/- each, for the financial year 2015-16. The record date for the purpose of determining the entitlement of shareholders for Interim Dividend has been fixed as Monday, June 8, 2015 and the said Dividend shall be paid on Monday, June 15, 2015.
3. Postal Ballot Notice along with Calendar of Events for seeking approval of members for:
 - Authorizing the Board of Directors of the Company to enter into contracts or arrangement with the related parties including material related party transactions pursuant to Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and clause 49(VII) of the Listing Agreement;
 - Re-appointment of Mr. Parag K. Shah as Managing Director;
 - Re-appointment of Mr. Suketu R. Shah as Whole-time Director; and
 - Ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016.

The cutoff date for the purpose of determining the entitlement of shareholders for voting under aforesaid Postal Ballot has been fixed as Friday, May 29, 2015.



Further with reference to SEBI (Prohibition of Insider Trading) Regulation, 2015, and SEBI circular No. CIR/ISD/01/2012 dated May 11, 2015 we inform you that:

1. The Company has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same shall be hosted on the website of the Company at www.maninfra.com.
2. Also, the Company has formulated the Code of Conduct to regulate, monitor and report trading by employees and other connected persons pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015.

This is for your information and records.

Thanking you,
Yours faithfully,
For Man Infraconstruction Limited


Company Secretary



Encl: As above



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

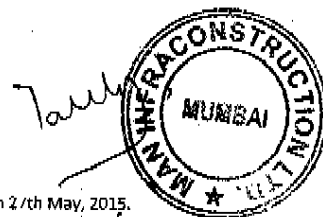
STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2015

PART I		(₹ in Lakhs)				
Sr. No.	Particulars	Quarter Ended 31 st March, 2015 Audited (Refer Note 3)	Quarter Ended 31 st December, 2014 Unaudited	Quarter Ended 31 st March, 2014 Audited (Refer Note 3)	Year Ended 31 st March, 2015 Audited	Year Ended 31 st March, 2014 Audited
1	Income from Operations					
(a)	Net Sales / Income from Operations	3,555.28	3,643.30	7,400.08	18,348.70	25,402.16
(b)	Other Operating Income	87.59	34.71	147.46	828.12	1,310.65
	Total Income from Operations (Net)	3,642.87	3,678.01	7,547.54	19,176.82	26,712.81
2	Expenses					
(a)	Cost of materials consumed / sold	1,214.54	1,276.89	2,935.76	6,430.71	10,260.70
(b)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	72.13	(87.03)	35.73	3.12	173.66
(c)	Employee benefits expense	563.90	565.90	572.10	2,402.17	2,620.94
(d)	Depreciation and amortisation expense	235.91	254.19	208.14	1,017.28	1,008.82
(e)	Sub Contract/Labour Charges	1,075.80	1,195.17	2,643.77	5,842.94	9,285.72
(f)	Other Expenses	899.38	666.10	1,735.46	3,390.89	3,777.78
	Total Expenses	4,161.66	3,871.22	8,130.96	19,087.11	27,127.62
3	Profit from operations before Other Income, Finance Cost and Exceptional Items (1-2)	(518.79)	(193.21)	(583.42)	89.71	(414.81)
4	Other Income	1,305.64	977.90	1,096.06	7,358.90	4,655.66
(a)	Dividend Income	5.83	25.19	21.67	455.75	378.07
(b)	Interest Income	958.63	911.20	758.81	4,156.16	3,683.39
(c)	Others	341.18	41.51	315.58	2,746.99	594.20
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	786.85	784.69	512.64	7,448.61	4,240.85
6	Finance costs	19.69	38.64	19.02	109.33	105.81
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	767.16	746.05	493.62	7,339.28	4,135.04
8	Exceptional Items	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	767.16	746.05	493.62	7,339.28	4,135.04
10	Tax expenses	312.56	196.67	152.73	2,287.48	1,280.18
11	Net Profit from ordinary activities after tax (9-10)	454.60	549.38	340.89	5,051.80	2,854.86
12	Extraordinary Items (net of tax expenses)	-	-	-	-	-
13	Net Profit for the period (11-12)	454.60	549.38	340.89	5,051.80	2,854.86
14	Paid-up Equity Share Capital (Face Value of Share ₹ 2/- each)	4,950.01	4,950.01	4,950.01	4,950.01	4,950.01
15	Reserves excluding Revaluation Reserves	-	-	-	58,128.61	53,902.71
16.i	Earnings Per Share (EPS) (before extraordinary items) (Face Value of ₹ 2/- each) (not annualised):					
a)	Basic	0.18	0.22	0.14	2.04	1.15
b)	Diluted	0.18	0.22	0.14	2.04	1.15
16.ii	Earnings Per Share (EPS) (after extraordinary items) (Face Value of ₹ 2/- each) (not annualised):					
a)	Basic	0.18	0.22	0.14	2.04	1.15
b)	Diluted	0.18	0.22	0.14	2.04	1.15
PART II SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31 st MARCH, 2015						
A	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	Number of shares	84,132,095	79,057,095	77,755,140	84,132,095	77,755,140
	Percentage of shareholding	33.99%	31.94%	31.42%	33.99%	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	163,368,175	168,443,175	169,745,130	163,368,175	169,745,130
	Percentage of shares (as a % of the total share holding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%
	Percentage of shares (as a % of the total share capital of the Company)	66.01%	68.06%	68.58%	66.01%	68.58%

Particulars	Quarter Ended 31 st March, 2015
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	1
Disposed of during the quarter	1
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 27th May, 2015.
- 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.
- Figures of the quarter ended 31st March, 2015 and 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 year ended March 31, 2015 is higher by ₹344.98 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.



- 5 In the month of June 2014, the Company had declared and paid an interim dividend of ₹ 1.35/- per share (i.e. 13.5%) on 4,95,00,054 equity shares having face value of ₹ 10/- each for the financial year 2014-2015.
- 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 fully paid up Equity Share of the face value of 10/- each has been sub-divided into 5 (Five) fully paid up Equity Shares of the face value of 2/- each w.e.f. 2nd September, 2014 and that the said Equity Shares of the face value of 2/- rank pari passu in all respects with and carry the same rights as the Equity Shares of 10/- each of the Company. All shares and per share information in the financial results reflect the effect of sub-division (split) retrospectively for the earlier reporting periods.
- 7 Figures for previous periods are re-classified / re-arranged / re-grouped, wherever necessary.

8 Statements of Assets and Liabilities:

STATEMENT OF ASSETS AND LIABILITIES (STANDALONE)			
(₹ in Lakhs)			
Sr. No.	Particulars	As at 31st March, 2015 Audited	As at 31st March, 2014 Audited
(A)	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share Capital	4,950.01	4,950.01
	(b) Reserves and surplus	58,128.61	53,902.71
	(c) Money received against share warrants		
	Sub-total-Shareholders' funds	63,078.62	58,852.72
2	Share application money pending allotment		
3	Non-current liabilities		
	(a) Long-term borrowings		
	(b) Deferred tax liabilities (net)		
	(c) Other Long-term liabilities	526.24	678.31
	(d) Long-term provisions	236.04	209.24
	Sub-total-Non-current liabilities	762.28	887.55
4	Current liabilities		
	(a) Short-term borrowings	319.89	722.60
	(b) Trade payables	2,998.07	5,081.61
	(c) Other current liabilities	3,086.47	6,442.33
	(d) Short-term provisions	531.33	1,250.02
	Sub-total-Current liabilities	6,935.76	13,496.56
	TOTAL-EQUITY AND LIABILITIES	70,776.66	73,236.83
(B)	ASSETS		
1	Non-current assets		
	(a) Fixed assets	3,559.61	4,853.98
	(b) Non-current investments	6,148.07	4,585.07
	(c) Deferred tax assets (net)	1,046.79	884.65
	(d) Long term loans and advances	6,988.30	6,184.53
	(f) Trade receivables	1,006.03	1,775.64
	(e) Other non-current assets		97.00
	Sub-total-Non-current assets	18,748.80	18,380.87
2	Current assets		
	(a) Current Investments	7,757.04	1,356.26
	(b) Inventories	430.53	511.95
	(c) Trade receivables	13,043.07	12,694.55
	(d) Cash and Bank balances	10,957.81	7,811.54
	(e) Short-term loans and advances	18,215.82	30,168.33
	(f) Other Current Assets	1,614.59	2,113.33
	Sub-total Current assets	52,027.86	54,855.96
	TOTAL ASSETS	70,776.66	73,236.83

For and on behalf of Board of Directors

Parag K. Shah
Managing Director
DIN : 00063058

Place: Mumbai
Date: 27th May, 2015





MAN INFRACONSTRUCTION LIMITED

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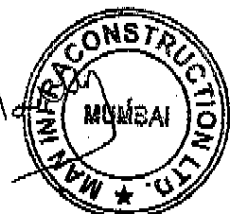
CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2015

PART I		(₹ in Lakhs)				
Sr. No.	Particulars	Quarter Ended 31 st March, 2015	Quarter Ended 31 st December, 2014	Quarter Ended 31 st March, 2014	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
		Audited (Refer Note 3)	Unaudited	Audited (Refer Note 3)	Audited	Audited
1	Income from Operations					
(a)	Net Sales / Income from Operations	5,324.56	9,570.72	11,330.98	26,586.47	38,412.29
(b)	Other Operating Income	104.77	47.63	159.94	893.69	1,315.84
	Total Income from Operations (Net)	5,429.33	9,618.35	11,490.92	27,480.16	39,728.13
2	Expenses					
(a)	Cost of materials consumed / sold	1,410.09	1,395.92	3,846.45	7,652.34	13,964.04
(b)	Change in inventories of finished goods, work in progress and stock in-trade	(362.39)	(2,042.66)	601.91	(2,498.30)	473.04
(c)	Employee benefits expense	823.49	759.75	729.27	3,125.97	3,297.86
(d)	Depreciation and amortisation expense	282.95	304.61	263.31	1,223.32	1,233.57
(e)	Sub Contract/Labour Charges	1,359.17	1,795.38	4,404.12	9,085.49	14,992.69
(f)	Other Expenses	2,171.58	3,116.77	2,145.63	7,623.24	5,488.48
	Total Expenses	5,684.29	5,329.77	11,990.69	26,218.06	39,449.68
3	Profit from operations before Other Income, Finance Cost and Exceptional Items (1-2)	(254.96)	288.58	(499.77)	1,262.10	278.45
4	Other Income	1,237.90	929.17	1,181.57	7,007.84	4,671.22
(a)	Dividend Income	6.99	25.19	21.67	40.91	58.48
(b)	Interest Income	861.18	850.61	809.83	4,107.65	3,863.89
(c)	Others	369.73	53.37	350.07	2,859.28	748.75
5	Profit from ordinary activities before finance costs and exceptional items (1+4)	982.94	1,217.75	681.80	8,269.94	4,949.57
6	Finance costs	286.68	353.22	19.62	730.95	119.97
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	696.26	864.53	662.18	7,538.99	4,829.60
8	Exceptional items	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	696.26	864.53	662.18	7,538.99	4,829.60
10	Tax expenses	381.47	300.78	296.44	2,670.61	1,759.53
11	Net Profit from ordinary activities after tax (9-10)	314.79	563.75	365.74	4,868.38	3,070.07
12	Extraordinary items (net of tax expenses)	-	-	-	-	-
13	Net Profit for the period (11+12)	314.79	563.75	365.74	4,868.38	3,070.07
14	Share of profit / (loss) of associates	-	-	-	-	-
15	Minority interest	6.80	21.76	(0.48)	127.37	179.72
16	Net Profit after taxes, minority interest and share of profit / (loss) of associates (13-14-15)	307.99	541.99	366.22	4,741.01	2,890.35
17	Paid-up Equity Share Capital	4,950.01	4,950.01	4,950.01	4,950.01	4,950.01
	(Face Value of Share ₹ 2/- each)					
18	Reserves excluding Revaluation Reserves				58,760.20	54,935.33
19.i	Earnings Per Share (EPS) (before extraordinary items) (Face Value of ₹ 2/- each) (not annualised):					
a)	Basic	0.12	0.22	0.15	1.92	1.17
b)	Diluted	0.12	0.22	0.15	1.92	1.17
19.ii	Earnings Per Share (EPS) (after extraordinary items) (Face Value of ₹ 2/- each) (not annualised):					
a)	Basic	0.12	0.22	0.15	1.92	1.17
b)	Diluted	0.12	0.22	0.15	1.92	1.17
PART II SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31 st MARCH, 2015						
A	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	Number of shares	84,132,095	79,057,095	77,755,140	84,132,095	77,755,140
	Percentage of shareholding	33.99%	31.94%	31.42%	33.99%	31.42%
2	Promoters and Promoter Group Shareholding					
a)	Placed / 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	163,368,175	168,443,175	169,745,130	163,368,175	169,745,130
	Percentage of shares (as a % of the total share holding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%
	Percentage of shares (as a % of the total share capital of the Company)	66.01%	68.06%	68.58%	66.01%	68.58%

Particulars	Quarter Ended 31st March, 2015
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	1
Disposed of during the quarter	1
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 27th May, 2015.
- 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, 2015 and 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.



- 4 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 year ended March 31, 2015 is higher by ₹386.65 lakhs. Further based on transitional provision provided in Note 7(b) of Schedule II to the Act, an amount of ₹45.18 lakhs (net of deferred tax) has been adjusted with retained earnings in respect of assets having no remaining useful life.
- 5 Fixed assets include "Intangible assets under development" amounting to ₹12,530 lakhs which represent expenses incurred on construction of tollway by Manaj Tollway Private Limited, a subsidiary of the Company (wherein the Company holds 63.64%). Based on legal advice, Manaj Tollway Private Limited has issued a termination letter to the Public Works Department, Government of Maharashtra (PWD) for terminating the Concession Agreement due to unresolved matters such as lack of progress on land acquisition and forest clearance. Manaj Tollway Private Limited has claimed costs incurred and compensation in line with the terms of the Concession Agreement from the authorities. The auditor of Manaj Tollway Private Limited has emphasized this matter.
- 6 In the month of June 2014, the Company had declared and paid an interim dividend of ₹ 1.35/- per share (i.e. 13.5%) on 4,95,00,054 equity shares having face value of ₹ 10/- each for the financial year 2014 -2015.
- 7 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 fully paid up Equity Share of the face value of 10/- each has been sub-divided into 5 (Five) fully paid up Equity Shares of the face value of 2/- each w.e.f. 2nd September, 2014 and that the said Equity Shares of the face value of 2/- rank pari passu in all respects with and carry the same rights as the Equity Shares of 10/- each of the Company. All shares and per share information in the financial results reflect the effect of sub-division (split) retrospectively for the earlier reporting periods.
- 8 Figures for previous periods are re-classified / re-arranged / re-grouped, wherever necessary.
- 9 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 31st March, 2015	Quarter Ended 31st December, 2014	Quarter Ended 31st March, 2014	Year Ended 31st March, 2015	Year Ended 31st March, 2014
		Audited (Refer Note 3)	Unaudited	Audited (Refer Note 3)	Audited	Audited
1	Income from Operations	3,642.87	3,678.01	7,547.54	19,176.82	26,712.81
2	Profit/loss before tax	767.16	746.05	493.62	7,339.28	4,135.04
3	Profit/loss after tax	454.60	549.38	340.89	5,051.80	2,854.86

10 Statements of Assets and Liabilities:

STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED)			
(" in Lakhs)			
Sr. No.	Particulars	As at 31st March, 2015 Audited	As at 31st March, 2014 Audited
(A)	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share Capital	4,950.01	4,950.01
	(b) Reserves and surplus	58,760.20	54,935.33
	(c) Money received against share warrants	-	-
	Sub-total-Shareholders' funds	63,710.21	59,885.34
2	Share application money pending allotment	-	-
3	Minority Interest	784.20	734.08
4	Non-current liabilities		
	(a) Long-term borrowings	11,025.75	6,599.98
	(b) Deferred tax liabilities (net)	-	-
	(c) Other long-term liabilities	2,799.32	2,684.14
	(d) Long-term provisions	286.39	250.25
	Sub-total-Non-current liabilities	14,111.46	9,534.37
5	Current liabilities		
	(a) Short-term borrowings	4,774.37	1,620.25
	(b) Trade payables	3,559.82	6,233.59
	(c) Other current liabilities	6,707.73	8,803.90
	(d) Short-term provisions	676.82	1,534.10
	Sub-total-Current liabilities	15,718.74	18,191.84
	TOTAL-EQUITY AND LIABILITIES	94,324.61	88,345.63
(B)	ASSETS		
1	Non-current assets		
	(a) Fixed assets	16,795.31	13,582.98
	(b) Goodwill on consolidation	3.93	3.92
	(c) Non-current investments	1,120.76	-
	(d) Deferred tax assets (net)	1,153.98	992.98
	(e) Long-term loans and advances	5,601.78	6,833.08
	(f) Trade receivables	1,006.03	1,867.68
	(g) Other non-current assets	131.04	97.00
	Sub-total-Non-current assets	25,812.83	23,377.04
2	Current assets		
	(a) Current investments	10,880.31	3,206.20
	(b) Inventories	12,922.33	3,266.55
	(c) Trade receivables	13,946.37	14,281.40
	(d) Cash and Bank Balances	13,550.23	11,026.14
	(e) Short-term loans and advances	15,328.90	30,975.11
	(f) Other Current Assets	1,893.64	2,313.19
	Sub-total Current assets	68,511.78	64,968.59
	TOTAL ASSETS	94,324.61	88,345.63

For and on behalf of Board of Directors

Parag K. Shah
Managing Director
DIN : 00063058

