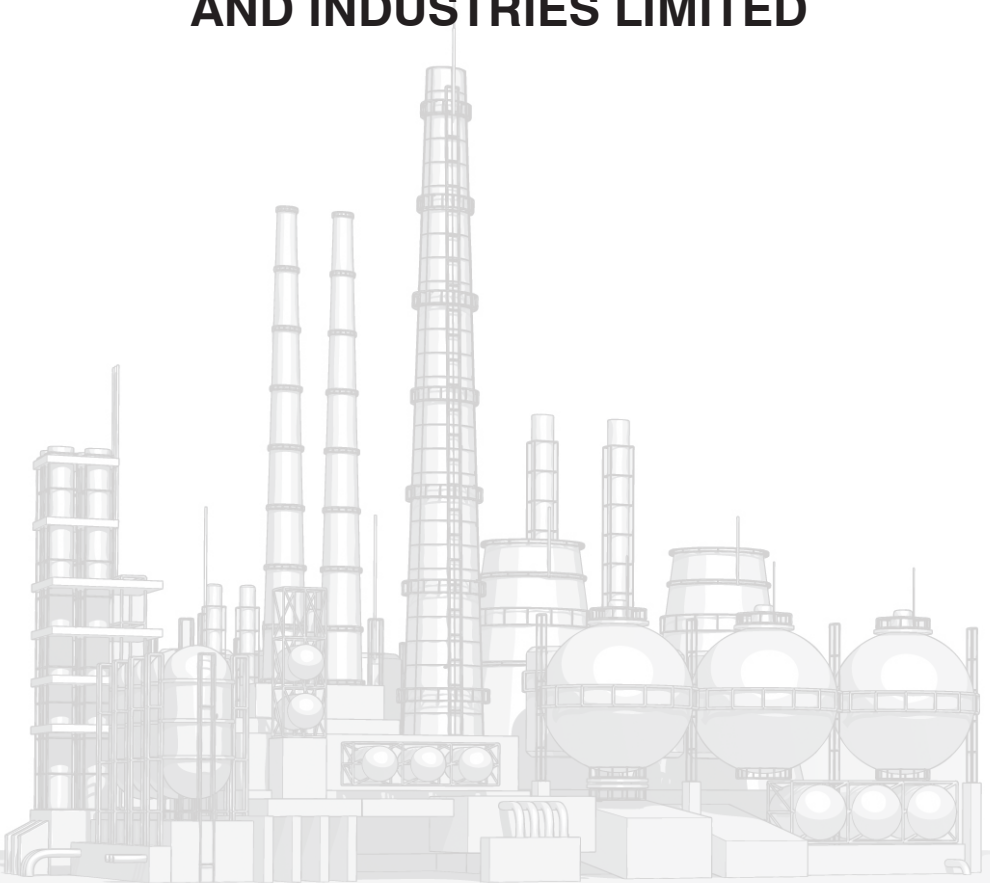


**27th Annual Report  
2018 - 2019**

**MANOR ESTATES  
AND INDUSTRIES LIMITED**



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**MANOR ESTATES AND INDUSTRIES LIMITED**

**Registered office: Survey No. 321, Kallakal Village, Toopran Mandal, Medak District,  
Telangana 502 336**

**Board of Directors**

1. Sri. Anil Agarwal - Director, Promoter and Non-Executive
  2. Sri. Hemant Kumar Agarwal - Director, Independent, Non-Executive
  3. Smt. Nalini Agarwal - Director, Non-Executive
  4. Brig. Subhash C Sharma - Director, Independent, Non-Executive
- Sri. Narender Reddy Chetyala - Manager

Corporate Identification Number: L45400TG1992PLCO14389

**Registered Office**

Survey No. 321, Kallakal Village, Toopran Mandal,  
Medak District, Telangana 502 336.

Ph: 8897642711

E-mail: meilmedak@gmail.com

Website: www.meilmedak.in

**Statutory Auditors**

M/s. Raju & Mahindra

Chartered Accountants

G 3&4, Saipitambaram Residency,

East Maredpali,

Secunderabad - 500026

E-Mail: caamr@gmail.com

**Secretarial Auditors**

Shri NVSS Suryanarayana Rao

Plot No 232B, Road No. 6

Samathapuri Colony,

New Nagole

Hyderabad – 500 035

**Registrar and Share Transfer Agent**

Bigshare Services Private Limited

306, Right Wing, 3rd Floor, Amritha Ville,

Opp. Yashoda Hospital, Somajiguda,

Raj Bhawan Road, Hyderabad - 500082

Ph: 040-23374967

Email: bsshyd@bigshareonline.com

**NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the 27th Annual General Meeting of the members of MANOR ESTATES AND INDUSTRIES LIMITED will be held on Monday, the 30th day of September, 2019 at 10.00 A.M. at the Registered office of the Company at Survey No. 321, Kallakal Village, Toopran Mandal, Medak District, Telangana 502 336 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2019, the Auditors' Report thereon and the report of the Board of Directors.
2. To appoint a director in place of Sri. Anil Agarwal (DIN: 00040449), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. Re-appointment of Sri. Narender Reddy Chetyala as Manager of the Company:

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 2(53), 196, 197 and other applicable provisions of the Act, read with Schedule V, consent of the members be and is hereby accorded for the re-appointment of Sri. Narender Reddy Chetyala, as manager of the company for further period of 5 years with effect from 01/10/2019, on a consolidated annual remuneration of Re.1 (Rupee One)

**Date: 12.07.2019**

**Place: Medak**

**By the order of the Board of Directors  
for Manor Estates and Industries Limited  
Sd/-  
Anil Agarwal  
Director  
DIN: 00040449**

**Notes:**

1. A statement giving the relevant details of the Director seeking appointment and re-appointment under the accompanying Notice, as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed herewith. The Director furnished the requisite declarations for re-appointment.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.  

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith, and hand over the same at the entrance of AGM venue.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
6. Relevant documents referred to in the accompanying notice and in the explanatory statements are open for inspection by the members at the company's registered office on all working days of the company, during business hours up to the date of the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the company at an early date, atleast 10 days prior to the meeting so as to enable the management to keep the information ready at the meeting.
9. Any director himself/herself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).
10. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.

11. The notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members may also note that the notice of the 27th AGM and the Annual Report for 2018-2019 will also be available on the Company's website [www.meilmedak.in](http://www.meilmedak.in) for download.
13. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited at 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhawan Road, Hyderabad - 500082 Telangana.
14. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
15. Members holding shares in the company and who have not registered their e-mail id with the Company or the Depository and wish to avail e-voting may write to the registrar or the company quoting their client id/folio no. and DP id so as to send the password for e-voting. Hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.
16. Pursuant to prohibition imposed vide Secretarial Standards on General Meetings (SS-2) issued by ICSI and the MCA Circular, no gifts shall be distributed at the meeting.
17. Voting through electronic means:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting platform provided by CDSL.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting, for members attending the meeting and who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through the ballot paper. Mr. NVSS Suryanaryana, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person whose name is recorded in the registrar of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 23.09.2019 only shall be entitled to avail the facility of remote e-voting.

**The instructions for Remote E-Voting are as under:**

- i. The voting period begins on 27th September, 2019 at 9 A.M and ends on 29th September, 2019 at 5 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 23rd September,2019 (End of Day) may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the remote E-Voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on the “Shareholders” tab.
- iv. Now select the “Manor Estates and Industries Limited” from the drop down menu and click on “SUBMIT”.
- v. Now enter your User-ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

|     | For Members holding shares in Demat Form and Physical Form  |
|-----|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>• The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders</li> </ul> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |

|                       |   |
|-----------------------|---|
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  |
|                       | <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (v).</li> </ul> |

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for Remote E-Voting on the resolutions contained in this notice.
- xii. Click on EVSN of Manor Estates and Industries Limited
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
  - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.co.in> and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - c. After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - xx. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions ("FAQ's") and Remote E-Voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to helpdesk.evoting@cdslindia.com
  - II. The Scrutinizers shall within a period not exceeding three (3) working days from the conclusion of the Remote E-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the chairman of the company
  - III. The results shall be declared on or before the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.meilmedak.in](http://www.meilmedak.in) and on the website of Bigshare Services Private Limited Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.
18. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

#### **EXPLANATORY STATEMENT Pursuant to Section 102(1) of the Act**

##### **Item no :3**

The present term of office of Sri. Narender Reddy Chetyala as Manager of the Company will be expiring on 30th September, 2019. The Board recommends the re-appointment of Sri. Narender Reddy Chetyala as Manager of the Company for a further period of five (5) years from 1st October, 2019.

The Nomination and Remuneration Committee approved his appointment in their meeting as detailed in the resolution. Sri. Narender Reddy Chetyala is aged about 60 years and has been looking after the day to day affairs of the Company and has been associated with the company for many years. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail the services of Sri. Narender Reddy Chetyala. Accordingly, the Board recommends the resolutions under Item no.3 for approval by the shareholders of the Company. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than the Manager himself, is concerned or interested, financially or otherwise, in this Resolution. The Board commends the Special Resolutions as set out at Item no.3 for approval of the Members.

**Date: 12.07.2019**  
**Place: Medak**

**By the order of the Board of Directors  
for Manor Estates and Industries Limited**  
**Sd/-**  
**Anil Agarwal**  
**Director**  
**DIN: 00040449**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

| <b>Particulars</b>  | <b>Mr. Anil Agarwal</b>       |
|---|-------------------------------|
| Director Identification Number  | 00040449                      |
| Date of Birth   | 01.01.1951                    |
| Nationality   | Indian                        |
| Date of Appointment   | 31/08/1996                    |
| Qualifications  | Chartered Accountant          |
| Shareholding in the Company   | 3570849 shares                |
| Expertise in specific functional areas  | Finance, Management & Exports |
| Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 25 Companies)  | NONE                          |
| Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee; Stakeholders Relationship Committee and Nomination and Remuneration Committee) | NONE                          |

**FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING  
DOCUMENTS / NOTICES BY ELECTRONIC MODE**

To  
M/s. Bigshare Services Private Limited,  
306, Right Wing, 3rd Floor, Amritha Ville,  
Opp. Yashoda Hospital, Somajiguda,  
Raj Bhawan Road, Hyderabad - 500082  
**Company: Manor Estates & Industries Limited**

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : \_\_\_\_\_

DP ID / Client ID / Regd. Folio No. : \_\_\_\_\_

PAN No. : \_\_\_\_\_

E-mail Address : \_\_\_\_\_

Date:

Place:

(Signature of Member)

## Directors' Report

Dear Shareholders,

Your Directors present their 27th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

### 1. Financial summary or highlights/Performance of the Company

The performance during the period ended 31st March, 2019 has been as under:

| Particulars                             | 2018-19<br>In (` Except EPS) | 2017-18<br>In (` Except EPS) |
|---|------------------------------|------------------------------|
| Gross Income                            | 25,584                       | 25,48,779                    |
| Expenses                                | 400,004                      | 4,70,144                     |
| Profit Before Interest and Depreciation | (374,420)                    | 13,19,644                    |
| Provision for Depreciation              | 0                            | 0                            |
| Exceptional Items                       | (17,64,990)                  | 0                            |
| Net Profit Before Tax                   | (21,39,410)                  | 13,19,644                    |
| Provision for Tax                       | -                            | -                            |
| Net Profit After Tax                    | (21,39,410)                  | 13,19,644                    |
| Paid up Equity Share Capital            | 8,23,50,000                  | 8,23,50,000                  |
| Basic Earnings per share                | (0.26)                       | 0.16                         |
| Diluted Earnings per share              | (0.26)                       | 0.16                         |

### 2. Brief description of the company's working during the year/state of company's affairs:

Your Directors have carefully examined and studied the opportunities available in the real estate sector particularly in Hyderabad and surrounding areas and have finalized details of the Company's entry into this sector. Your Directors look forward to commencing real estate operations in the current year.

### 3. Material changes and commitments

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

### 4. Dividend

Since the Company is incurring losses, the board of directors has not recommended any dividend for the current financial year.

### 5. Transfer to reserve

The Company does not propose to transfer any amount to the general reserve for the financial year ended 31st March, 2019.

### 6. Share Capital

During the year the Company has not allotted any shares. The authorized share capital of the Company is Rs. 11,00,00,000 divided into 1,10,00,000 Equity Shares of Rs. 10 each.

The Paid-up Share Capital is Rs. 8,23,50,000 divided into 82,35,000 equity shares of Rs. 10 each.

## 7. Directors and Key Managerial Personnel Proposed Re-appointment

Shri. Anil Agarwal, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment.

Shri. Narender Reddy Chetyalas<sup>s</sup>, term as Manager of 5 years is expiring at ensuing AGM and being eligible offers himself for re-appointment.

Your Board recommends the re-appointment of the Director and Manger above.

Shri. Hemant Kumar Agarwal, was appointed as an independent Director of the Company for a 5 year term till the conclusion of this 27<sup>th</sup> AGM of the Company. The Board hereby places on record its appreciation of distinguished and valuable service rendered by Shri. Hemant Kumar Agarwal as a member of the Board of Directors of the Company.

## 8. Directors' Responsibility Statement

Pursuant to the requirement of Section 134, in the Companies Act, 2013, the Board of Directors of the company make the following statements, to the best of their knowledge and belief and according to the information and explanations obtained by them:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 9. Declaration given by independent directors

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet the criteria of their independence as laid down in Section 149(6) of the Companies Act, 2013.

## 10. Particulars of Employees

The company had no employees during the year 2018-19 and no Director of the Company has been paid any remuneration during the year.

## 11. Directors and key managerial personnel

The board of directors duly met 4 (Four) times on 30.05.2018, 14.08.2018, 14.11.2018, and 14.02.2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The intervening gap between the meetings was not more than 120 days as prescribed under the Companies Act, 2013.

### Reappointment

Shri. Anil Agarwal, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment.

## 12. Policy on Director's appointment and remuneration

The Company has framed policy on Directors' appointment and remuneration and other matters as provided in section 178(3) of the Act and is referred to while taking decisions under its purview.

## 13. Formal Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc

The Board and the Nomination and Remuneration committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent Directors, performance of the Board as a whole and performance of the chairman was evaluated, taking into account the views of executive Directors and non-executive Directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed. Performance evaluation of independent Directors was done by the entire board, excluding the independent Director being evaluated

The overall performance of the Non-Executive Directors of the company is satisfactory. The review of performance was based on the criteria of performance, knowledge, analysis, quality of decision making etc

**14. Declaration by an Independent Director(s) and re- appointment, if any**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

**15. Audit Committee**

| Directors                  | Chairman/Member | Category                                |
|----------------------------|-----------------|---|
| Shri. Hemant Kumar Agarwal | Chairman        | Independent Director & N.E.D            |
| Brig. Subhash C Sharma     | Member          | Independent Director                    |
| Smt. Nalini Agarwal        | Member          | Non-Independent & Non Exective Director |

**Audit Committee Meetings**

| Sl.No. | Date of meeting | Total No of Directors as on the date of meeting | Number of directors attended |
|--------|-----------------|---|------------------------------|
| 1      | 30/05/2018      | 03  | 03                           |
| 2      | 14/08/2018      | 03  | 03                           |
| 3      | 14/11/2018      | 03  | 03                           |
| 4      | 14/02/2019      | 03  | 03                           |

**16. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**17. Nomination and Remuneration Policy:**

The Company had constituted the Nomination and Remuneration Committee under section 178 of the Companies Act, 2013.

**The Nomination and Remuneration policy of the Company is provided below**

**(a) Selection and Evaluation of Directors**

The Board has on the basis of the recommendations of the Nomination and Remuneration Committee, laid down following policies..

- 1.Policy for Determining qualifications, Positive Attributes and Independence of a Director
- 2.Policy for Board & Independent Directors Evaluation

**(b) Performance evaluation of Board, Committees and Directors**

The Company believes in a formal evaluation of the Board and of the individual Directors, on an annual basis, is a potentially effective way to respond to the demand for greater Board accountability and effectiveness. For the Company, evaluation provides an ongoing means for Directors to assess their individual and collective performance and effectiveness. In addition to greater Board accountability, evaluation of Board members helps in:

- a. More effective Board processes
- b. Better collaboration and communication
- c. Greater clarity with regard to members roles and responsibilities
- d. Improved Chairman – Managing Directors and Board relations. The evaluation process covers the following aspects:
  - Self evaluation of Directors
  - Evaluation of the performance and effectiveness of the Board
  - Evaluation of the performance and effectiveness of the committees
  - Feedback from the non executive Directors to the Chairman
  - Feedback on management support to the Board.

### 18. Risk management policy

The Risk Management Policy in place in the Company enables the Company to proactively take care of the internal and external risks of the Company and ensures smooth business operations.

The Company's risk management policy ensures that all its material risk exposures are properly covered, all compliance risks are covered and the Company's business growth and financial stability are assured. The Board of Directors decide the policies and ensure their implementation to ensure protection of Company from any type of risks.

### 19. Statutory Auditors:

M/s. Raju & Mahindra, are acting as statutory auditors of the Company. The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

### 20. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Mr. N.V.S.S. Suryanarayana, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company for the financial year under review.

Secretarial Audit Report as provided by Shri N. V. S. S. Suryanarayana Rao, Practicing Company Secretary is enclosed as Annexure I to this report. The Secretarial auditor has highlighted a few points in the secretarial audit report. The Board wants to place before the members its comments on the observations of the Secretarial auditor which are as below.

The Company at present is not carrying out any operations and thus found no need to appoint a Chief Financial Officer and Internal auditor. In spite of best efforts no Company Secretary could be recruited. However, post closure of financial year, Company has designated Mr. Anil Agarwal, a Director of the Company as Chief Financial Officer and Ms. Sangeeta Bidhan was appointed as Company Secretary and Compliance Officer who later resigned from the office. Delay in filling financials with the stock exchange was merely due to technical glitch at the website.

### 21. Cost Auditors

The provisions of Section 148 of the Companies Act, 2013 do not apply to the Company and hence, no cost auditors are appointed.



**22. Reporting of frauds by auditors**

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Directors' Report.

**23. Vigil Mechanism**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism to report genuine concerns has been established. The mechanism provides for adequate safeguards.

**24. Prevention of Insider Trading**

The company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the directors and designated employees of the company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The 'Manager' is responsible for implementation of the code along with the management of the Company.

Members of the Board have confirmed compliance with the code.

**25. Internal Audit & Controls:**

The Company has adequate Internal Financial Controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis. However, Company has not carried out any business operation during the year.

**26. Extract of Annual Return:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of Companies (Management and Administration) Rules, 2014, an extract of annual return is placed on the website of the Company. Link of same is [www.meilmedak.in](http://www.meilmedak.in)

**27 Secretarial standards**

The Company complies with all applicable secretarial standards

**28. Particulars of loans, guarantees or investments under section 186**

There were no transactions carried out during the year under section 186 with respect to loans, guarantees and investments.

**29. Significant and Material Orders passed by the Regulators or Courts**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**30. Particulars of contracts or arrangements with related parties**

No contracts or arrangements have been entered into by the Company with related parties has referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions.

**31. Subsidiary & associates/joint ventures**

Company does not have any subsidiary/ associate company and joint ventures.

**32. Corporate Governance Report and Management Discussion & Analysis**

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), 2015, provisions relating to Corporate governance are not applicable to your company and therefore there is no separate report on corporate governance.

Management Discussion and Analysis Report, pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this report and same is attached as Annexure II

**33. Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

At present the Company has no employees, hence the requirement of having Anti Sexual Harassment Policy and constitution of Internal Complaints Committee are not applicable.

**34. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy

Due to the stoppage of production no energy conservation was considered during the year

(b) Technology absorption: N.A

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as follows:

Foreign Exchange Inflows: NIL

Foreign Exchange Outflows: NIL

**35. Corporate Social Responsibility (CSR)**

The provisions with regard to corporate social responsibility are not applicable to the Company for the time being.

**36. Deposits**

The Company has no deposits, further it has neither accepted nor renewed any deposits during the year under review. As such no amount of principal or interest was outstanding on the date of the Balance Sheet.

**37. Transfer of Amounts to Investor Education and Protection Fund**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**38. Listing with stock exchanges**

The shares of the company are listed on The Bombay Stock Exchange.

**39. Human Resources**

Your Company has always treated its “human resources” as one of its most important assets. At present the company has no employees.

**40. Acknowledgements**

Your Directors wish to place on record their appreciation of the contribution made by the stakeholders, of the Company for their continued support.

For and on behalf of the Board of Directors  
Manor Estates and Industries Limited

Place: Medak

Date: 12th July, 2019

Sd/-  
Anil Agarwal  
Director  
DIN: 00040449

Sd/-  
Nalini Agarwal  
Director  
DIN: 07164298

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED March 31, 2019**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**

To,

The Members,  
 Manor Estates and Industries Limited,  
 Survey No. 321, Kallakal Village,  
 Village, Gajwel TQ.  
 Medak District- 502 336

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MANOR ESTATES AND INDUSTRIES LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year beginning from April 1, 2018 and ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (1) The Companies Act, 2013 (the "Act") and the rules made there under and other applicable provisions of the Companies Act, 1956 which are still in force;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. Not Applicable to the Company during the audit period;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;  
Not Applicable to the Company during the Audit period.
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;  
Not Applicable to the Company during the audit
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;  
Not Applicable to the Company during the Audit period
- i. Other laws applicable to the Company as per the representations made by the Management;

I have also examined compliance with the applicable clauses of the following.

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.

During the year under review, the Company was in Compliance with provisions under Secretarial Standard-1 and Secretarial Standard-2

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations

- (ii) The Company has not appointed
  - a. Whole Time Company Secretary as required under Section 203(ii) Act;
  - b. Chief Financial Officer as required under Section 203(iii) of Act;
  - c. Internal Auditors as required under Section 138 of Act;
  - d. Company has delayed one day in filing financial result for the quarter ended December with Stock Exchange.

**I further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decisions are carried out unanimously and are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines..

Sd/-

**NVSS SURYANARAYANA RAO**

**Practicing Company Secretary**

**FCS No.: 5868**

**Certificate of Practice No.: 2886**

Hyderabad, July 12th, 2019

**NOTE:** This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**Annexure A**

To,

The Members,

Manor Estates and Industries Limited,

Survey No. 321,

Kallakal Village, Gajwel TQ.

Medak District- 502336

I report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

**NVSS SURYANARAYANA RAO**

**Practicing Company Secretary**

**FCS No.: 5868**

**Certificate of Practice No.: 2886**

Hyderabad, July 12th, 2019

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### 1. FORWARD-LOOKING STATEMENTS

The Directors have completed a detailed study of the real estate sector in the periphery of Hyderabad urban area and considering the resources available to the Company are working to commence business in real estate during the current year.

### 2. OPPORTUNITIES & THREATS

Warehousing and logistics as envisaged has got a boost on implementation of GST and your Directors are following the new opportunities very keenly. Construction and real estate is also emerging as a profitable segment particularly in the state of Telangana.

### 3. OUTLOOK

Your company has been following the philosophy of providing the highest quality products and services at the lowest possible prices. Your Company's philosophy to provide high class quality products i.e. full value for money, to consumers would greatly benefit in the long run. Your Company will continue to follow this philosophy in the new operations that it might undertake.

### 4. RISKS AND CONCERNS

The Company is not carrying any industrial or business activity at present. It has no secured loans. The Company does not foresee any area of risk or concern.

### 5. INTERNAL CONTROL SYSTEMS

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorized use of disposition and that all transactions are authorized recorded and reported correctly. An Audit Committee headed by a non-executive independent Director is in place to review various areas of the control systems.

### 6. DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Account and other financial statements etc. appearing separately. Highlights for the year 2018-19 are as under:

| Particulars   | Amount in Rupees |
|---|------------------|
| Gross income for the year 2018-2019                 | 26,000           |
| Provision for taxation                              | -----            |
| Profit after tax/ (Loss)                            | (21,39,000)      |
| Paid up equity share capital as on 31st March, 2019 | 8,23,50,000      |

The financial performance of the Company has been explained in the Directors' Report of the Company for the year 2018-19 appearing separately.

### 7. HUMAN RESOURCES:

At present the company has no employees.

**8. CAUTIONARY STATEMENT**

Certain statements in the Management Discussion and Analysis describing the Company's views about the industry, expectations/predictions, objectives etc, may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Company's operations may inter-alia affect with the supply and demand situations, input prices and their availability, changes in Government regulations, tax laws and other factors such as Industrial relations and economic developments etc. Investors should bear the above in mind.

**9. INDUSTRY STRUCTURE AND DEVELOPMENTS**

Presently, the Company is not carrying any business operations due to which there is no industrial structure and developments, however whenever company increases its operations the detailed structure and developments will be highlighted for the shareholders.

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of the notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the following addresses.

SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN card, duly attested to the Demat Registrar and Share Transfer Agent of the Company, M/s. Bigshare Services Private Limited.



## INDEPENDENT AUDITORS REPORT TO MANOR ESTATES AND INDUSTRIES LIMITED

To  
The Members,  
Manor Estates and Industries Limited

### 1. Report on the Financial Statements

We have audited the accompanying financial statements of Manor Estates and Industries Limited which comprises the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and summary of significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Financial Statements and the statements annexed thereto

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of the Financial Statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards specified under Accounting Standards referred to in Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements and the statements annexed thereto that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### 3. Auditor's Responsibility

Our responsibility is to express an opinion on the said Financial Statements annexed thereto based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend upon our judgment, including the assessment of risks of material misstatements of the Financial Statements, whether due to fraud and error. In making those risk assessments, we consider internal financial control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal financial control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management as well as evaluating the overall presentation of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **4. Opinion**

In our opinion and to the best of our information and according to the explanations furnished to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at March 31, 2019, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### **5. Reporting under other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of the Section 143 of the Act, we enclose in the Annexure - 'A' a statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit ;
- b. In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c. The Balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement comply with Accounting Standards specified under Section 133 of the Act.
- e. On the Basis of the written representations received from the Directors as on 31st March 2019, taken on record by the board of Directors, none of the Directors is disqualified as on 31st March, 2019, from being appointed as Director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in Annexure - 'B'. Our report expresses an Unmodified opinion on the adequacy and the operating effectiveness of the Company's internal financial controls over financial reporting
- g. With respect to other matters to be included in Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
  - i. The Company has no pending litigations impacting its financial position.
  - ii. The Company has no material foreseeable losses on long term contracts including derivate contracts.
  - iii. There are no amounts, as on 31st March 2019, which are required to be transferred to the Investor education fund by the Company..

For Raju & Mahindra  
**Chartered Accountants**  
**FRN : 003474S**

**Sd/-**  
**Mahindra Reddy**  
**Partner-Memb No: 14927**

**Place: Medak**  
**Date: 12th July, 2019**

## “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

1. a. The Company has maintained proper records of fixed assets showing full particulars, including quantitative details and location.
- b. The Company has a regular program of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were identified on such verification.
2. Physical verification has been conducted by the management at reasonable periods in respect of inventory. In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. No material discrepancies were noticed on physical verification of stocks of trading goods as compared to book records.
3. According to the information and explanations furnished to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under sections 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (ii), (iii) (a), (iii) (b) and (iii) (c) of the Order does not arise.
4. In our opinion and according to information and explanations furnished to us, the Company has not granted any loans, or made any investments or provided any guarantees or security during the year to any of the parties specified in sections 185 and 186 of the Companies Act, 2013. Accordingly, reporting pursuant to the provisions of Clause 3 (iv) of the said Order does not arise.
5. In our opinion and according to the information and explanations furnished to us, the Company has not accepted any deposits from public within the meaning of sections 73, 74, 75, and 76 of the Act and the Rules framed thereunder to the extent notified. Accordingly, reporting pursuant to the provisions of paragraph 3(v) of the Order does not arise.
6. The Company is not required to maintain cost records under section 148 (1) of the Companies Act, 2013, for any of the products of the Company
7. a. According to information and explanations given to us and on the basis of our examination of the books of account, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including Service Tax, Goods and Service Tax, Excise Duty, Provident Fund, ESI and Income Tax Deducted at Source, Sales tax, and any other material statutory dues applicable to it.
- b. According to the information and explanations given to us, details of disputed Income Tax and Sales tax which have not been deposited as on 31st March 2019 on account of any dispute are given below:

| Name of Statute      | Nature of dues | Amount (Rs. in Lackhs) | Period to which the amount relates (Financial Year) | Forum where dispute is pending          |
|----------------------|----------------|------------------------|---|---|
| Income Tax Act, 1961 | Income Tax     | 6.67                   | 2009-10   | Assistant Commissioner, Income Tax(CPC) |

8. According to the information and explanations furnished to us, and based on the records examined by us, the Company has not defaulted in repayment of borrowings to financial institutions and banks. The Company has not issued debentures.
9. According to the information furnished to us, during the year under report, the Company did not have any moneys raised from Initial Public Offering or Further Public Offering, that remained to be applied for the purposes for which they were raised. Accordingly, reporting pursuant to Clause 3(ix) of the Order does not arise.
10. To the best of our knowledge and according to the information and explanations furnished to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. No managerial remuneration was paid during the year.
12. The Company is not a Nidhi Company.
13. In our opinion and according to the information and explanations furnished to us, the Company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable Accounting Standards.
14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
15. In our opinion and according to the information and explanations furnished to us, during the year, the Company has not entered into any non-cash transactions, to which the provisions of section 192 of the Companies Act 2013 apply, with its Directors or persons connected with them.
16. In our opinion, based on the information and explanations furnished to us, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.
17. The Company has accumulated losses at the end of the financial year, which is more than 50% of its net worth.

**Place: Medak**  
**Date: 12th July, 2019**

For Raju & Mahindra  
**Chartered Accountants**  
**FRN : 003474S**

**Sd/-**  
**Mahindra Reddy**  
**Partner-Memb No: 14927**

## ANNEXURE - “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Refer to paragraph 1(f) under Report on Other Legal and Regulatory requirements section of our report even date)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **MANOR ESTATES AND INDUSTRIES LIMITED** (“the company”), as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk whether a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on audit of the Internal Financial controls over financial reporting issued by the Institute of Chartered Accountants of India

**For Raju & Mahindra  
Chartered Accountants  
FRN: 003474S**

**Place: Hyderabad  
Date: 12th July, 2019**

**Sd/-  
Mahindra Reddy  
Partner-Memb No: 14927**

**Manor Estates and Industries Limited**  
**BALANCE SHEET**

(Amount in Rupees)

| PARTICULARS   | Notes | As at<br>31.03.2019 | As at<br>31.03.2018 |
|---|-------|---------------------|---------------------|
| <b>ASSETS</b>                                       |       |                     |                     |
| <b>Non-current assets</b>                           |       |                     |                     |
| (a) Property, Plant and Equipment                   | 1     | 1,87,37,385         | 1,59,40,746         |
| (b) Capital Work In Progress                        |       | 17,28,371           | -                   |
| <b>Current assets</b>                               |       |                     |                     |
| (a) Inventories                                     | 2     | 31,80,915           | 32,00,915           |
| (b) Financial Assets                                |       |                     |                     |
| (i) Cash and cash equivalents                       | 3     | 29,564              | 9,572               |
| (c) Other current assets                            | 4     | 10,60,908           | 9,90,908            |
|   |       | <b>2,47,37,143</b>  | <b>2,01,42,141</b>  |
| <b>EQUITY AND LIABILITIES</b>                       |       |                     |                     |
| <b>Equity</b>                                       |       |                     |                     |
| (a) Equity Share Capital                            | 5     | 8,23,50,000         | 8,23,50,000         |
| (b) Other Equity                                    | 6     | (7,32,02,058)       | (7,10,62,648)       |
| <b>Non-Current Liabilities</b>                      |       |                     |                     |
| (a) Financial Liabilities                           |       |                     |                     |
| (i) Borrowings                                      | 7     | 83,04,145           | 85,70,565           |
| (ii) Other Financial Liabilities                    | 8     | 70,05,056           | 4,224               |
| <b>Current Liabilities</b>                          |       |                     |                     |
| (a) Provisions                                      | 9     | 2,80,000            | 2,80,000            |
|   |       | <b>2,47,37,143</b>  | <b>2,01,42,141</b>  |
| Significant Accounting Policies & Notes on Accounts | 14    |                     |                     |

As per our report of even date  
For Raju & Mahindra  
Chartered Accountants  
Firm Regn No : 003474S

Sd/-

Mahindra Reddy  
Partner  
Membership No:14927  
Place: Hyderabad  
Date : 12th July, 2019

For and on behalf of the Board

Sd/-  
Anil Agarwal  
Director

Sd/-  
Nalini Agarwal  
Director

Sd/-  
N.C.Reddy  
Manager

Date: 30<sup>th</sup> May, 2019

**Manor Estates and Industries Limited**  
**Statement of Profit and Loss**

(Amount in Rupees)

|       | PARTICULARS   | Notes | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|-------|---|-------|-------------------------------------|-------------------------------------|
|       | <b>Income from Operations:</b>  |       |                                     |                                     |
| I.    | Revenue from operations   | 10    | 20,000                              | 8,667                               |
| II.   | Other Income  | 11    | 5,584                               | 25,40,112                           |
| III.  | <b>Total Revenue (I+II)</b>   |       | <b>25,584</b>                       | <b>25,48,779</b>                    |
|       | <b>IV. Expenses:</b>  |       |                                     |                                     |
|       | Cost of materials consumed  |       | -                                   | -                                   |
|       | Purchase of Stock in trade  |       | -                                   | -                                   |
|       | Changes in Inventory of Finished Goods, Work in progress & Stock in Trade |       | 20,000                              | 8,667                               |
|       | Employee Benefit Expenses   |       | -                                   | -                                   |
|       | Finance Cost  | 12    | 2,616                               | 935                                 |
|       | Depreciation and amortisation expense                                     |       | -                                   | -                                   |
|       | Other Expenses  | 13    | 3,77,388                            | 12,19,533                           |
|       | Stock Written off   |       | -                                   | -                                   |
|       | Total Expenses  |       | <b>4,00,004</b>                     | <b>12,29,135</b>                    |
| V.    | Profit before exceptional and extraordinary items and tax (III - IV)      |       | (3,74,420)                          | 13,19,644                           |
| VI.   | Exceptional items   |       | (17,64,990)                         | -                                   |
| VII.  | <b>(Loss) / Profit before Tax (V-VI)</b>                                  |       | <b>(21,39,410)</b>                  | <b>13,19,644</b>                    |
| VIII. | Tax expense:  |       | -                                   | -                                   |
|       | (1) Current tax   |       | -                                   | -                                   |
|       | (2) Deferred tax  |       | -                                   | -                                   |
| IX.   | Profit (Loss) for the period from continuing operations (VII-VIII)        |       | (21,39,410)                         | 13,19,644                           |
| X.    | Profit/(loss) from discontinuing operations                               |       | -                                   | -                                   |
| XI.   | Tax expense of discontinuing operations                                   |       | -                                   | -                                   |
| XII.  | Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)        |       | -                                   | -                                   |
| XIII. | Profit (Loss) for the period (XI + XIV)                                   |       | <b>(21,39,410)</b>                  | <b>13,19,644</b>                    |
|       | <b>XIV. Earnigs per Equity Share:</b>                                     |       |                                     |                                     |
|       | Basic   |       | (0.26)                              | 0.16                                |
|       | Diluted   |       | (0.26)                              | 0.16                                |

As per our report of even date

For Raju & Mahindra  
Chartered Accountants  
Firm Regn No : 003474S  
Sd/-

Mahindra Reddy  
Partner  
Membership No:14927  
Place: Hyderabad  
Date : 12th July, 2019

For and on behalf of the Board

Sd/-  
Anil Agarwal  
Director

Sd/-  
Nalini Agarwal  
Director

Sd/-  
N.C.Reddy  
Manager  
Date: 30<sup>th</sup> May, 2019



**Manor Estates and Industries Limited**  
**CASH FLOW STATEMENT FOR THE YEAR**

(Rs. in Lakhs)

|          | PARTICULARS   | AS ON 31.03.2019 | AS ON 31.03.2018 |
|----------|---|------------------|------------------|
| <b>A</b> | <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                            |                  |                  |
| 1        | Net profit /Loss before tax and extra-ordinary items                  | (21.39)          | 13.20            |
|          | Adjustments For :   |                  |                  |
| 2        | Depreciation  | -                | -                |
| 3        | Interest & Other non operating Income                                 | (0.48)           | (7.75)           |
| 4        | Profit/Loss from sale of fixed Assets                                 | 17.65            | (17.65)          |
| 5        | Interest - Expenditure  | -                | -                |
|          | Operating Profit /Loss Before working Capital Changes                 | <b>(4.22)</b>    | <b>(12.20)</b>   |
|          | Adjustments For :   |                  |                  |
| 6        | Trade receivables   | -                | -                |
| 7        | Inventories   | 0.20             | 0.09             |
| 8        | Other receivables   | (0.70)           | 7.83             |
| 9        | Trade Payables  | -                | (16.75)          |
| 10       | Other current liabilities   | -                | (70.90)          |
|          | Cash Generated from operations  | (4.72)           | (91.94)          |
| 11       | Interest Paid   | -                | -                |
| 12       | Direct Taxes  | -                | -                |
|          | Cash Flow before Extra-ordinary Items                                 | (4.72)           | (91.94)          |
| 13       | Extra-ordinary / Prior period Items                                   | -                | -                |
|          | <b>Net Cash Flow from operating Activities</b>                        | <b>(4.72)</b>    | <b>(91.94)</b>   |
| <b>B</b> | <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                            |                  |                  |
| 14       | Loans to Companies  | -                | -                |
| 15       | Purchase of Fixed Assets  | -                | -                |
| 16       | Decrease in Capital work in progress                                  | -                | 17.28            |
| 17       | Decrease/ (Increase) in Investment                                    | -                | -                |
| 18       | Sale of Fixed Assets (Gross Value)                                    | 7.10             | 35.07            |
| 19       | Interest Income   | 0.01             | 25.40            |
|          | <b>Net Cash Flow for Investing Activities</b>                         | <b>7.11</b>      | <b>77.75</b>     |
| <b>C</b> | <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                            |                  |                  |
| 20       | Proceeds from Issue of share capital<br>(net of Share Issue Expenses) | -                | -                |
| 21       | Proceeds from/repayment of Long Term Borrowings                       | (2.19)           | 13.92            |
| 22       | Dividend  | -                | -                |
|          | Net Cash Flows from Financing Activities                              | (2.19)           | 13.92            |
|          | Net Increase / Decrease in Cash + Cash equivalents                    | 0.20             | (0.27)           |
|          | Opening Balance   | 0.10             | 0.37             |
|          | Closing Balance   | 0.30             | 0.10             |

As per our report of even date

For Raju & Mahindra  
Chartered Accountants  
Firm Regn No : 003474S

Sd/-

Mahindra Reddy  
Partner  
Membership No:14927  
Place: Hyderabad  
Date : 12th July, 2019

For and on behalf of the Board

Sd/-  
Anil Agarwal  
Director

Sd/-  
Nalini Agarwal  
Director

Sd/-  
N.C.Reddy  
Manager  
Date: 30<sup>th</sup> May, 2019

**MANOR ESTATES AND INDUSTRIES LIMITED**  
Notes forming Part of the financial accounts (Contd..)

**1. FIXED ASSETS**

| DESCRIPTION  | GROSS BLOCK                  |  |                              | DEPRECIATION                 |   |                       |                              | NET BLOCK                    |                              |
|--|------------------------------|--|------------------------------|------------------------------|---|-----------------------|------------------------------|------------------------------|------------------------------|
|  | As At<br>31.03.2018<br>(Rs.) | Additions/<br>Adj<br>During the<br>Period<br>(Rs.) | As At<br>31.03.2019<br>(Rs.) | As At<br>31.03.2018<br>(Rs.) | Depreci-<br>ation<br>for the<br>Period<br>(Rs.) | Deduc-<br>tions (Rs.) | AS AT<br>31.03.2019<br>(Rs.) | As At<br>31.03.2019<br>(Rs.) | As At<br>31.03.2018<br>(Rs.) |
| Land freehold  | -                            | 13,10,104  | 13,10,104                    | -                            | -   | -                     | -                            | 13,10,104                    | -                            |
| Buildings  | -                            | 76,13,163  | 76,13,163                    | -                            | 54,16,628                                       | -                     | 54,16,628                    | 21,96,535                    | -                            |
| Plant & Ma-<br>chinery                                 | 3,89,11,275                  | 17,33,107  | 3,71,78,168                  | 2,29,70,593                  | -   | 10,23,107             | 2,19,47,426                  | 1,52,30,742                  | 1,59,40,742                  |
| Office Equip-<br>ment                                  | 8,15,519                     | -  | 8,15,519                     | 8,15,518                     | -   | -                     | 8,15,518                     | 1                            | 1                            |
| Furniture &<br>Fixture                                 | 5,13,508                     | -  | 5,13,508                     | 5,13,507                     | -   | -                     | 5,13,507                     | 1                            | 1                            |
| Vehicle  | 7,17,277                     | 6,79,215   | 38,062                       | 7,17,276                     | -   | 6,79,215              | 38,061                       | 1                            | 1                            |
| Electrical<br>Installation                             | 17,35,108                    | -  | 17,35,108                    | 17,35,107                    | -   | -                     | 17,35,107                    | 1                            | 1                            |
| <b>TOTAL</b>   | <b>4,26,92,687</b>           | <b>89,23,267</b>                                   | <b>4,92,03,632</b>           | <b>2,67,51,941</b>           | <b>54,16,628</b>                                | <b>17,02,322</b>      | <b>3,04,66,247</b>           | <b>1,87,37,385</b>           | <b>1,59,40,746</b>           |
| <b>PREVIOUS YEAR</b>                                   |                              |  |                              |                              |   |                       |                              |                              |                              |
| Previous period  | 5,16,15,954                  | -  | 4,26,92,687                  | 3,21,68,568                  | -   | 54,16,627             | 2,67,51,941                  | 1,59,40,746                  | 1,94,47,385                  |
| Capital Work<br>in progress<br>(including<br>Advances) | -                            | 17,28,371  | 17,28,371                    | -                            | -   | -                     | -                            | 17,28,371                    | -                            |
| <b>TOTAL</b>   |                              |  |                              |                              |   |                       |                              | 2,04,65,756                  | 1,59,40,746                  |

**Manor Estates and Industries Limited**  
**Notes forming part of the financial accounts**

(Amount in Rupees)

| PARTICULARS   | For the year ended<br>31.03.2019 | For the year ended<br>31.03.2018 |
|---|----------------------------------|----------------------------------|
| <b>2. Inventories</b>   |                                  |                                  |
| Stock in trade at lower of cost or net realisable value as taken, valued and certified by Directors |                                  |                                  |
| Raw Material  |                                  |                                  |
| Work-in-progress  | 4,17,641                         | 4,17,641                         |
| Finished Goods  | 14,533                           | 34,533                           |
| Tools & Spares  | 27,48,741                        | 27,48,741                        |
|   | <b>31,80,915</b>                 | <b>32,00,915</b>                 |
| <b>3. Cash and Cash equivalents</b>   |                                  |                                  |
| Cash on hand  | 24,162                           | 8,406                            |
| Balances with scheduled banks   |                                  |                                  |
| On current accounts   | 5,402                            | 1,166                            |
|   | <b>29,564</b>                    | <b>9,572</b>                     |
| <b>4. Other Current Assets</b>  |                                  |                                  |
| <b>(Unsecured and considered good)</b>  |                                  |                                  |
| Tax deducted at source  | 70,000                           | -                                |
| Central Depository Services (India) Ltd.  | 18                               | 18                               |
| <b>Other deposits</b>   | 9,54,192                         | 9,54,192                         |
| Input CGST  | 18,349                           | 18,349                           |
| Input SGST  | 18,349                           | 18,349                           |
|   | <b>10,60,908</b>                 | <b>9,90,908</b>                  |
| <b>7. Long-Term borrowings</b>  |                                  |                                  |
| Unsecured Loans   |                                  |                                  |
| Loan from Director  | 83,04,145                        | 85,70,565                        |
|   | <b>83,04,145</b>                 | <b>85,70,565</b>                 |
| <b>8. Other Long Term Liabilities</b>   |                                  |                                  |
| <b>Advance for sale of Land</b>   | 70,00,000                        | -                                |
| Dues to Others  | 5,056                            | 4,224                            |
|   | <b>70,05,056</b>                 | <b>4,224</b>                     |
| <b>9. Short term Provisions</b>   |                                  |                                  |
| Provisions  | 2,80,000                         | 2,80,000                         |
|   | <b>2,80,000</b>                  | <b>2,80,000</b>                  |

**Manor Estates and Industries Limited**  
Notes forming part of the financial accounts

| PARTICULARS                            | For the year ended<br>31.03.2019 | For the year ended<br>31.03.2018 |
|--|----------------------------------|----------------------------------|
| <b>10. Revenue from operations</b>     |                                  |                                  |
| Domestic Sales                         | 20,000                           | 8,667                            |
|  | <b>20,000</b>                    | <b>8,667</b>                     |
| <b>11. Other Income</b>                |                                  |                                  |
| Profit on sale of land                 | -                                | 17,64,990                        |
| Interest Income on Income Tax Refund   | 52                               | 1,412                            |
| Other Income                           | 1,308                            | -                                |
| Misc Credits written back              | 4,224                            | 7,73,710                         |
|  | <b>5,584</b>                     | <b>25,40,112</b>                 |
| <b>12. Finance Cost</b>                |                                  |                                  |
| Bank Charges                           | 2,616                            | 935                              |
|  | <b>2,616</b>                     | <b>935</b>                       |
| <b>13. Other Expenses</b>              |                                  |                                  |
| Administrative and Selling Expenses    |                                  |                                  |
| Advertisement Expenses                 | 7,920                            | 5,354                            |
| Goods & Service Tax                    | 7,400                            | -                                |
| Conveyance                             | -                                | 5,963                            |
| Commission Fee                         | -                                | 1,092                            |
| Listing Fee                            | -                                | 75,122                           |
| Municipal Taxes                        | -                                | 25,212                           |
| Office Maintenance                     | 5,974                            | 22,668                           |
| Printing & Stationary                  | 16,580                           | 350                              |
| Registrar Fee                          | 47,140                           | 73,659                           |
| Registrar & Share Transfer Agent fees  | 63,207                           | 47,398                           |
| Telephone / Xerox/Fax/ Postage Charges | 2,09,507                         | 1,050                            |
| Misc Debits written off                | -                                | 1,64,531                         |
| Travelling Expenses                    | 15,736                           | -                                |
| Electricity Charges                    | 3,924                            | -                                |
| Repairs and Maintenance - Others       |                                  | 38,143                           |
|  | <b>3,77,388</b>                  | <b>4,60,541</b>                  |

**14: SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS SIGNIFICANT ACCOUNTING POLICIES:**

a) Basis of accounting:

The Financial Statements are prepared under the historical cost convention on an accrual basis and are in compliance with the Indian Accounting Standards Notified under the relevant provisions of the Companies Act 2013.

b) Sales are recognized on dispatches to customers and exclusive of Goods and Service Tax (GST) wherever applicable.

c) Property, plant & Equipment

Fixed Assets are stated at cost less depreciation except for certain fixed assets which are carried at revalued amounts to comply with the provisions of Companies act 2013.

d) No Depreciation was provided for Plant and Machinery as the Company has permanently stopped its operations for production of stocks and the entire Plant & Machinery is held for sale.

e) An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

f) Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

g) Investment:

The company has not made Investments. Hence reporting on Investment not arise.

h) Inventories:

Inventories are valued as under:

|                   |   |         |
|-------------------|---|---------|
| Raw materials     | } | At Cost |
| Stores & Spares   |   |         |
| Packing materials |   |         |

Finished goods: At cost or net realizable value whichever is lower.

Work – in – progress: At cost

i) Retirement Benefits for Employees:

The provisions of Indian Accounting Standard 19 on Accounting for Retirement Benefits in the Financial Statements of Employer issued by the Council of the Institute of Chartered Accountants of India are being complied with by the company under the Provident Fund Act.

j) Foreign Exchange transaction

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

k) The company is engaged in the business of manufacturing socks and there are no separate reportable primary and secondary segments as per Indian Accounting Standard – 108 “Segment Reporting.”

- l) The company has not entered into any non-cancelable lease. Hence reporting as per Indian Accounting Standard AS-17 "Accounting for Leases" does not arise.
- m) The timing differences relating mainly to depreciation and unabsorbed losses up to 31st March, 2019, resulted in net deferred asset as per Indian Accounting Standard – 12 "Accounting for Income Tax". As a prudent measure the net deferred assets relating to the above periods have not been recognized in the accounts.
- n) Earnings per share:  
Disclosure is made in the statement of profit and loss as per the requirement of the standard.
- o) Cash and Cash Equivalents:

| Particulars                                | As at March 31st |       |
|--|------------------|-------|
|  | 2019             | 2018  |
| Cash and bank balance as per Balance Sheet | 29,564           | 9,572 |

- p) Important Ratios:

| Particulars                                      | Year ended March 31st |           |
|--|-----------------------|-----------|
|  | 2019                  | 2018      |
| Sales to total assets ratio                      | 0.08%                 | 0.04%     |
| Operating profit /Average capital employed ratio | -17.50%               | 13.10%    |
| Return on average net worth                      | -46.77%               | 23.28%    |
| Profit after tax to sales ratio                  | -10697.05%            | 15274.81% |

**NOTES ON ACCOUNTS:**

- Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (Previous Year – Rs. Nil).
- The accumulated losses as on 31.03.2019 is Rs. 732 Lakhs have resulted in erosion of more than fifty percent of its net worth.
- Land transaction in Financial Year 2017-18 has not resulted into legal transfer, hence reversed
- The company has not paid any remuneration to the directors during the year.
- Research and Development expenses incurred Rs. Nil (Previous Year – Rs. Nil)
- Related Party Disclosure for the year ended March 31, 2019:

Related Parties and their relationships

| <b>Associates</b> | <b>Directors</b> | <b>Relatives of Directors</b>                |
|-------------------|------------------|--|
| NIL               | Mr. Anil Agarwal | Mrs. Chitrita Agarwal<br>Mr. Rishabh Agarwal |

Transactions with the related Parties:

|  | Associates<br>Rs. | Directors<br>Rs. | Relatives of Directors<br>Rs. |
|--|-------------------|------------------|-------------------------------|
| Amounts payable<br>(in respect of Loans) | Nil               | 83,04,145        | Nil                           |

7. Previous year's figures have been regrouped/reclassified wherever necessary

**8. Shareholders holding more than 5% of ordinary shares in the company:**

| Name of the share holder | As at 31.03.2019<br>(No. of Shares) | As at 31.03.2019<br>(%) | As at 31.03.2018<br>(No. of Shares) | As at 31.03.2018<br>(%) |
|--------------------------|-------------------------------------|-------------------------|-------------------------------------|-------------------------|
| Anil Agarwal             | 35,70849                            | 43.36                   | 35,70849                            | 43.36                   |
| Woosin Trading Company   | 10,68,300                           | 12.97                   | 10,68,300                           | 12.97                   |

For and on behalf of the Board

For Raju & Mahindra  
**Chartered Accountants**  
Firm Regn No : 003474S

Sd/-

Mahindra Reddy  
Partner  
Membership No:14927  
Place: Hyderabad  
Date : 12th July, 2019

Sd/-  
Anil Agarwal  
**Director**

Sd/-  
Nalini Agarwal  
**Director**

Sd/-  
N.C.Reddy  
**Manager**

Date: 30<sup>th</sup> May, 2019

**Form No. MGT-11**

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                         |                      |        |
|-------------------------|----------------------|--------|
| Name of the Member(s) : |                      |        |
| Registered Address :    |                      |        |
| E-mail Id:              | Folio No /Client ID: | DP ID: |

I/We, being the member(s) of Equity shares of the above named company. Hereby appoint

|                                 |            |
|---------------------------------|------------|
| Name :                          | E-mail Id: |
| Address:                        |            |
| Signature: _____ or failing him |            |

|                                 |            |
|---------------------------------|------------|
| Name :                          | E-mail Id: |
| Address:                        |            |
| Signature: _____ or failing him |            |

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the 29th day of September, 2017 at 10:00 AM at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Adoption of Financial Statements for the financial year ended 31st March, 2019 along with of Directors' Report and Auditors' Report there on.
2. Re-appointment of Mr. Anil Agarwal who retires by rotation.
3. Re-appointment of Shri. Narender Reddy, as Manger of the Company for a further period of 5 years.



\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 2019

Signature of Shareholder----- Signature of Proxy holder-----

**NOTE:** The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.



**MANOR ESTATES AND INDUSTRIES LIMITED**

**Regd. Office:** S No. 321, Kallakal Village, Toopran Mandal, Medak District, Telangana 502336  
CIN: L45400TG1992PLC014389 Phone: 8897642711 E-mail: meilmedak@gmail.com  
Website: www.meilmedak.in

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

**27th Annual General Meeting**

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Monday, the 30th day of September, 2019 at 10:00 a.m. at the Registered office of the Company, or/ any adjournment thereof.

Full name of the Shareholder attending \_\_\_\_\_  
(In block capitals)

Name of proxy \_\_\_\_\_

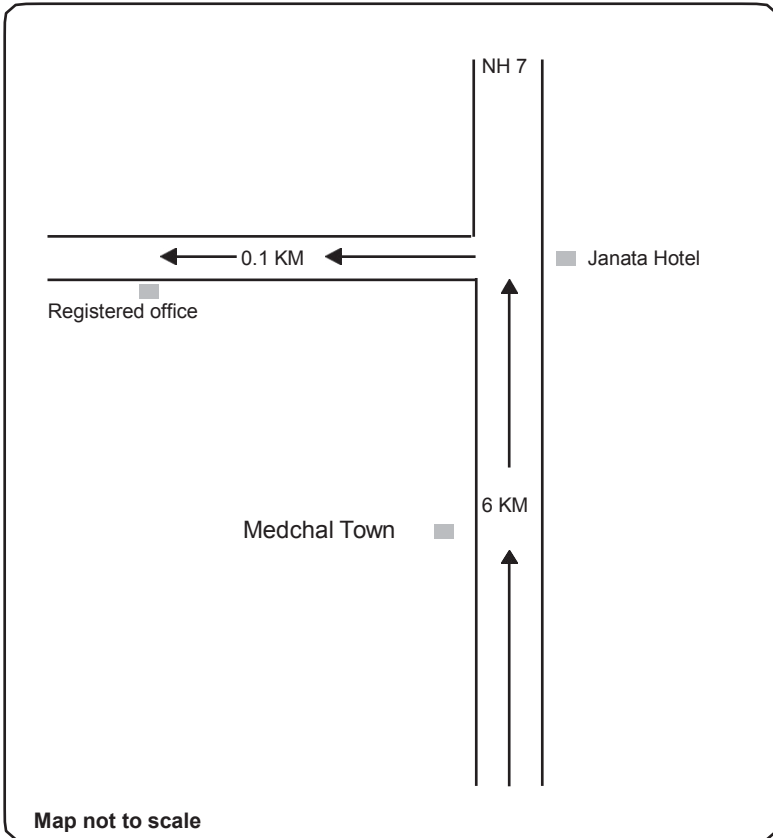
Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

(Member's /Proxy's Signature)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

### LOCATION MAP





## BOOK-POST

