

**24<sup>th</sup> Annual Report  
2015 - 2016**

**MANOR ESTATES  
AND INDUSTRIES LIMITED**

(Formally known as Karan Woo-Sin Limited)



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**MANOR ESTATES AND INDUSTRIES LIMITED**

(Formerly known as Karan Woo-Sin 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 - Independent, Non-Executive Director
  3. Smt. Nalini Agarwal - Non-Executive Director
  4. Brig. Subhash C Sharma - Independent, Non-Executive Director
- 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. Niranjn & Narayan

Chartered Accountants

1st Floor, H No. 7-1-28/1/A/21 21, Park Avenue Colony,

Shayamkaran Road, Ameerpet,

Hyderabad - 500016

Ph: 040-23741774

E-Mail: caniranjan@yahoo.com

**Secretarial Auditors**

AGR Reddy & Co.

202, Pavani Annexe

Banjara Hills, Road No. 3,

Hyderabad – 500034

Ph: 040-23541900

E-mail: mail@agrlaws.com

**Registrar and Share Transfer Agent**

CIL Securities Limited

214, Raghava Ratna Towers Chirag Ali Lane

Hyderabad - 500 001

Ph: 040-23202465 Fax: 040-23203028

E-Mail: cilsec@rediffmail.com

Website: www.cilsecurities.com

**NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the 24th Annual General Meeting of the members of M/s. MANOR ESTATES AND INDUSTRIES LIMITED will be held on 30th day, September, 2016 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, 2016. The Auditors' Report thereon and the report of the Board of Directors.
2. To appoint a director in place of Ms. Nalini Agarwal (DIN : 07164298), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.
3. To ratify the re-appointment of M/s Niranjan & Narayan, Chartered Accountants, Statutory Auditors for the Financial Year 2015-2016, to fix their remuneration and to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 139 ,142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s. Niranjan & Narayan, Chartered Accountants (Firm Registration No. 005899S) as auditors of the company, made at the 22nd Annual General Meeting (AGM), to hold office until the conclusion of the 25th AGM of the Company to be held in the year 2017 at such remuneration as may be mutually agreed between the board of directors of the company and the auditors.”

**By the order of the Board of Directors  
For Manor Estates and Industries Limited**

**Sd/-**

**Anil Agarwal**

**Director**

**DIN: 00040449**

**Date: 13.08.2016**

**Place: Medak**

**Registered Office:**

**Survey No. 321, Kallakal Village,  
Toopran Mandal, Medak District,  
Telangana - 502336**

**Notes:**

1. A statement giving the relevant details of the Director seeking appointment and re-appointment under the accompanying Notice, as required by as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed herewith. The Director furnished the requisite declarations for hER 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.
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, 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 2015-16 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. 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 24th 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. Manoj Kumar Koyalkar, 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. 23.09.2016 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 at 9 A.M. on 27th September, 2016 at 9: A.M and ends on 29th September, 2016 at 5 PM 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, 2016 (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                   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 a 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](mailto: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](mailto: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 (2) 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 CIL Securities Limited Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.
- 13. The Securities and 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
- 14. 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.



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

| <b>Particulars</b>  | <b>Ms. Nalini Agarwal</b>    |
|---|------------------------------|
| Director Identification Number  | 07164298                     |
| Date of Birth   | 14/04/1979                   |
| Nationality   | Indian                       |
| Date of Appointment   | 30/03/2015                   |
| Qualifications  | LLB                          |
| Shareholding in the Company   | NIL                          |
| Expertise in specific functional areas  | Legal and Commercial Matters |
| Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 25 Companies)  | NIL                          |
| Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee; Stakeholders Relationship Committee and Nomination and Remuneration Committee) | NIL                          |

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

To  
M/s. CIL Securities Ltd,  
214, Raghava Ratna Towers,  
Chirag Ali Lane, Abids,  
Hyderabad, Telangana, 500001

**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

To,

Your Directors present their 24th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

### 1. Financial summary

The Board's Report is prepared based on the stand alone financial statements of the company.

| Particulars                             | 2014-15<br>In (₹) | 2015-2016<br>In (₹) |
|---|-------------------|---------------------|
| Gross Income                            | 50,000            | 5,82,516            |
| Expenses                                | 2,76,246          | 73,06,426           |
| Profit Before Interest and Depreciation | (2,26,246)        | (67,23,910)         |
| Provision for Depreciation              | 46,430            | 1,86,231            |
| Net Profit Before Tax                   | (272,676)         | (69,10,141)         |
| Provision for Tax                       | ----              | ----                |
| Net Profit After Tax                    | (272,676)         | (69,10,141)         |
| Paid up Equity Share Capital            | 8,23,50,000       | 8,23,50,000         |
| Basic Earnings per share                | (0.03)            | (0.84)              |
| Diluted Earnings per share              | (0.03)            | (0.84)              |

### 2. State of Company's affair

The company is studying closely the opportunities that exist in the areas of logistics, warehousing and luxury holiday homes.

### 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, 2016.

### 6. Share Capital

During the year the Company has not allotted any shares. The Authorized Share Capital of the Company is Rs. 110,000,000 divided into 110, 00,000 Equity Shares of Rs. 10 each.

The Paid up Share Capital is Rs. 82,350,000 divided into 8235000 equity shares of Rs.10 each.

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

Ms. Nalini Agarwal, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

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

### Resignations:

- 1) Mr. Rishabh Agarwal has resigned as director w.e.f May 22, 2016.
- 2) Dr. A.G. Ravindranath Reddy has resigned as Independent director w.e.f April 06, 2016.
- 3) Mr. Rakesh Garg has resigned as Independent director w.e.f November 07, 2015.

### 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. Particulars of Employees

The company had no employees during the year 2015-16 and no director of the company is paid any remuneration during the year.

### 10. Meetings

During the year Four Board Meetings were held i.e. on 28/05/2015, 13/08/2015, 13/11/2015 and 12/02/2016.

Audit Committee Meetings were convened and held i.e. 28/05/2015, 13/08/2015, 13/11/2015 and 12/02/2016.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### 11. 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.

### 12. 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.

### 13. Audit Committee

The Audit Committee of the company is duly constituted as per section 177 of the companies act, 2013. Composition and Scope of Audit Committee is provided as under:

1. Mr. Hemant Kumar Agarwal : Chairman
2. Brig. Subhash C Sharma : Member
3. Ms. Nalini Agarwal : Member

### 14. 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.

### 15. 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. Board of Directors decide the policies and ensure their implementation to ensure protection of Company from any type of risks.

### 16. Statutory Auditors:

The Statutory Auditors, M/s Niranjana & Narayan, Chartered Accountants, Hyderabad, have been appointed for three years at the 22nd AGM subject to ratification by shareholders at every AGM. Your board recommends the re-appointment of M/s. Niranjana & Niranjana, Chartered Accountants, Hyderabad as Statutory Auditors for the financial year ending 31st March, 2017.

### 17. Reply to Auditors' Report

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.

### 18. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Mr. Manoj Kumar Koyalkar of M/s AGR Reddy & Co., Company Secretaries has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure II to this report. Qualification

As per the Secretarial Audit Report, during the year the Company has not appointed Company Secretary, Internal Auditor and Chief Financial Officer.

### **Management's Reply**

The Company at present is not carrying out any operations and thus was unable to appoint Chief Financial Officer, Internal auditor and Company Secretary.

### **19. 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.

### **20. Vigil Mechanism**

The Company has established a whistle blower mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards.

### **21. 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.

### **22. 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.

### **23. Extract of annual return:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT - 9 as a part of this Annual Report as ANNEXURE I.

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

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

### **25. 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.

**26. Particulars of contracts or arrangements with related parties:**

No contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso Form No. AOC-2 Forms part of the report and given under Annexure III.

**27. 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 annexed.

**28. 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.

**29. 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.

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

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

**31. 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.

**32. 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).

**33. Listing with stock exchanges**

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

Listing fees has been doubled by BSE, thus a request was made by the company to the Bombay Stock Exchange for reduction in payment of fees. However, no reply was received from the Bombay Stock Exchange. Hence, Listing fees has not yet been paid by the company.

**34. Obligation Of Company Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

There is no Committee Constituted by the Company as there are no employees in the company.

**35. Human Resources**

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

**36. 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: 13th August, 2016

Sd/-  
Anil Agarwal  
Director  
DIN: 00040449

Sd/-  
Hemant Kumar Agarwal  
Director  
DIN: 01629938



**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. I. REGISTRATION & OTHER DETAILS:**

|    |  |  |
|----|--|--|
| 1. | CIN  | L45400TG1992PLC014389  |
| 2. | Registration Date  | 18/06/1992   |
| 3. | Name of the Company  | Manor Estates and Industries Limited (Formerly Known as Karan Woo-Sin Limited)   |
| 4. | Category/Sub-category of the Company   | Company Limited by Shares/Indian Non-Government Company.   |
| 5. | Address of the Registered office & contact details   | Survey No. 321, Kallakal Village, Toopran Mandal, Me-dak District, Telangana 502 336. Contact No: 8897642711   |
| 6. | Address of the Registered  | Yes  |
| 7. | office & contact details Whether listed company Name, Address & contact details of the Registrar & Transfer Agent, if any. | CIL Securities Limited<br>214, Raghava Ratna Towers<br>Chirag Ali Lane, Hyderabad - 500 001<br>Telangana Ph: 040-23202465 Fax: 040-23203028<br>E-Mail: cilsec@rediffmail.com Website: www. cilsecurities.com |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

| S. No | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|-------|--|---------------------------------|------------------------------------|
| 1     | Real estate activities                           | 681                             | 0                                  |

The Company is in the process of commencement of its new operations.

**III. i) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

| Category of Share-holders | No. of Shares held at the beginning of the year<br>[As on 31-March-2015] |          |         |                   | No. of Shares held at the end of the year<br>[As on 31-March-2016] |          |         |                   | % Change during the year |
|---------------------------|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
|                           | Demat  | Physical | Total   | % of Total Shares | Demat  | Physical | Total   | % of Total Shares |                          |
| A. Promoters              |  |          |         |                   |  |          |         |                   |                          |
| (1) Indian                |  |          |         |                   |  |          |         |                   |                          |
| a) Individual/ HUF        | 3531049  | 2800     | 3533849 | 42.91             | 3620996  | 3000     | 3623996 | 44.01             | 1.10                     |
| b) Central Govt           | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| c) State Govt(s)          | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| d) Bodies Corp.           | 0  | 0        | 0       | 0                 | 0  | 0        | 0       | 0                 | 0                        |
| e) Banks / FI             |  |          |         |                   |  |          |         |                   |                          |
| f) Any other              | 89947  | 200      | 90147   | 1.09              | 0  | 0        | 0       | 0                 | -1.09                    |

|  |         |         |         |       |         |         |         |       |       |
|--|---------|---------|---------|-------|---------|---------|---------|-------|-------|
| Total shareholding of Promoter (A)   | 3620996 | 3000    | 3623996 | 44.01 | 3620996 | 3000    | 3623996 | 44.01 | 0.01  |
| B. Public Shareholding   |         |         |         |       |         |         |         |       |       |
| 1. Institutions  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| a) Mutual Funds  | 0       | 12500   | 12500   | 0.15  | 0       | 12500   | 12500   | 0.15  | 0.00  |
| b) Banks / FI  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| c) Central Govt  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| d) State Govt(s)   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| e) Venture Capital Funds   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| f) Insurance Companies   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| g) FIs   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| h) Foreign Venture Capital Funds   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| i) Others (specify)  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Sub-total (B)(1):-   | 0       | 12500   | 12500   | 0.15  | 0       | 12500   | 12500   | 0.15  | 0.00  |
| 2. Non-Institutions  |         |         |         |       |         |         |         |       |       |
| a) Bodies Corp.  | 138200  | 1084500 | 1222700 | 14.85 | 133506  | 1084500 | 1218006 | 14.79 | -0.06 |
| i) Indian  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| ii) Overseas   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| b) Individuals   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| i) Individual shareholders holding nominal share capital up to Rs. 2 lakh [upto Rs. 1 Lakhs for previous year]               | 1235163 | 1124810 | 2359973 | 28.66 | 1456387 | 1121310 | 2577697 | 31.30 | -     |
| ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh [in access of Rs. 1 Lakhs for previous year] | 974129  | 0       | 9974129 | 11.83 | 761099  | 0       | 761099  | 9.24  | -     |
| c) Others (specify)  |         |         |         |       |         |         |         |       |       |
| Non Resident Indians   | 40602   | 0       | 40602   | 0.49  | 40602   | 0       | 40602   | 0.49  | 0     |
| Overseas Corporate Bodies  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Foreign Nationals  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Clearing Members   | 1100    | 0       | 1100    | 0.01  | 1100    | 0       | 1100    | 0.01  | 0     |
| Trusts   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Foreign Bodies - D R   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Others   | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Sub-total (B)(2):-   |         |         |         |       |         |         |         |       |       |
| Total Public Shareholding (B)=(B)(1)+ (B)(2)   | 2389194 | 2221810 | 4611004 | 55.99 | 2405194 | 2205810 | 4611004 | 55.99 | 0     |
| C. Shares held by Custodian for GDRs & ADRs  | 0       | 0       | 0       | 0     | 0       | 0       | 0       | 0     | 0     |
| Grand Total (A+ B +C)  | 6010190 | 2224810 | 8235000 | 100   | 6026190 | 2208810 | 8235000 | 100   | 0     |

**III. ii) Shareholding of Promoters**

| S.No | Shareholder's Name | Shareholding at the beginning of the year (01 April , 2015) |                                  |  | Shareholding at the end of the year (31 March, 2016) |                                  |  | % change in shareholding during the year |
|------|--------------------|---|----------------------------------|--|--|----------------------------------|--|--|
|      |                    | No. of Shares   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares  | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |  |
| 1    | Anil Agarwal       | 2494457   | 30.29                            | 0.00   | 3533049  | 42.90                            | 0.00   | 12.61                                    |
| 2    | Percy Homi Italia  | 1038592   | 12.61                            | 0.00   | 0  | 0                                | 0.00   | -12.61                                   |
| 3    | Zareen Italia      | 37800   | 0.46                             | 0.00   | 37800  | 0.46                             | 0.00   | 0.00                                     |
| 4    | Chitrita Agarwal   | 35700   | 0.43                             | 0.00   | 35700  | 0.43                             | 0.00   | 0.00                                     |
| 5    | Rishabh Agarwal    | 16647   | 0.20                             | 0.00   | 16647  | 0.20                             | 0.00   | 0.00                                     |
| 6    | Percy Italia       | 800   | 0.01                             | 0.00   | 800  | 0.01                             | 0.00   | 0.00                                     |

III. iii) There is no change in the total shares held by the promoters.

**(iv) Shareholding Pattern of Top Ten Shareholders :**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | Name of the Top 10 Shareholders            | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the Year |                                  |
|----|--|---|----------------------------------|--|----------------------------------|
|    |  | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 1  | WT Company                                 | 1068300                                   | 12.97                            | 1068300  | 12.97                            |
| 2  | Vishal Harshadrat Shah                     | 288531                                    | 3.50                             | 288531   | 3.50                             |
| 3  | Sushil Natwarlal Bagadia-HUF               | 100000                                    | 1.21                             | 100000   | 1.21                             |
| 4  | Prema Subramanayam                         | 0   | -                                | 55596  | 0.68                             |
| 5  | Nikunj Shah Shares & Stock brokers Limited | 50000                                     | 0.61                             | 50000  | 0.61                             |
| 6  | Sandeep Natwarlal Bagadia-HUF              | 49597                                     | 0.60                             | 49597  | 0.60                             |
| 7  | Sanjay Jaykant Shah-HUF                    | 47770                                     | 0.58                             | 47770  | 0.58                             |
| 8  | Kaushik Jayantlal Shah                     | 47264                                     | 0.57                             | 47264  | 0.57                             |
| 9  | Adarsh Gupta                               | 42029                                     | 0.51                             | 42029  | 0.51                             |
| 10 | Tejal Ketan Kamdar                         | 35000                                     | 0.43                             | 35000  | 0.43                             |

**v) Shareholding of Directors and Key Managerial Personnel:**

| SN | Name of the Directors and KMP | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the Year |                                  |
|----|-------------------------------|---|----------------------------------|---|----------------------------------|
|    |                               | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1  | Anil Agarwal                  | 24,94,457                                 | 30.29                            | 35,33,049                               | 42.90                            |
| 3  | Hemant Kumar Agarwal          | 100                                       | 0.00                             | 100                                     | 0.00                             |
| 6  | Nalini Agarwal                | 0   | 0.00                             | 0                                       | 0.00                             |
| 7  | Subhash Chandra Sharma        | 0   | 0.00                             | 0                                       | 0.00                             |
| 8  | Narender Reddy Chetyala       | 100                                       | 0.00                             | 100                                     | 0.00                             |

**IV. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Company has not availed any loans during the year.

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

The Company does not have any Managing Director or Whole Time Director.

The Company is paying a nominal remuneration of Re. 1/- to the Manager.

**B. Remuneration to other directors**

The Company is not paying any Remuneration to its directors.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

At present there are no other KMP's in the Company other than Manager.

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |   |                              |                                    |
| Penalty                             | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                              |                                    |
| Penalty                             | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                              |                                    |
| Penalty                             | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL   | NIL                          | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL   | NIL                          | NIL                                |

**MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED March 31, 2016**  
**[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,  
Toopran Mandal  
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, 2015 and ended on March 31, 2016, 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, 2016 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable to the Company during the audit period
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable to the Company during the audit period

- (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;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and Not Applicable to the Company during the audit period
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable to the Company during the audit period
- (6) 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:
    - (i) 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; and
      - c. Internal Auditors as required under Section 138 of Act;

**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.

for **AGR Reddy & Co.**  
**Company Secretaries**  
**Manoj Kumar Koyalkar**  
**Membership Number: 19445**  
**Certificate of Practice Number: 10004**  
Hyderabad, August 13th, 2016

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;

To,  
The Members,  
Manor Estates and Industries Limited,  
Survey No. 321,  
Kallakal Village, Gajwel Tq,  
Medak District- 500001

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.

for **AGR Reddy & Co.**  
**Company Secretaries**

**Manoj Kumar Koyalkar**  
**Membership Number: 19445**  
**Certificate of Practice Number: 10004**  
Hyderabad, August 13th, 2016



**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis : NIL
2. Details of contracts or arrangements or transactions at Arm's length basis : NIL

Form shall be signed by the people who have signed the Board's Report.

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

Place: Medak  
Date: 13th August, 2016

Sd/-  
Anil Agarwal  
Director  
DIN: 00040449

Sd/-  
Hemant Kumar Agarwal  
Director  
DIN: 01629938

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### 1. FORWARD-LOOKING STATEMENTS

The directors are examining the huge opportunities that can be available in the foreseeable future in the business of logistics and warehousing. Luxury retirement homes is also engaging the attention of the directors. It is hoped that the company will be able to commence business in the new areas very soon.

### 2. OPPORTUNITIES & THREATS:

Warehousing and logistics are likely to get a boost on the implementation of GST and your directors are following the new opportunities very keenly. Construction and particularly high end retirement and holiday homes is emerging as a profitable segment.

### 3. OUTLOOK:

In order to meet the changing market realities, your Company has been following the philosophy of providing the highest quality products and services at the lowest possible prices. All endeavours are made to achieve possible cost reduction in every area of operations. 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. In the otherwise increasing cost arena, every expense, whether capital or revenue is minutely reviewed to achieve all possible savings.

### 4. RISKS AND CONCERNS:

The Company's products are largely intended for sale in the domestic market. Apart from normal risks as are applicable to an Industrial Undertaking the Company does not foresee any serious area of concern. The Company is obtaining adequate insurance coverage for its assets at the plant and the field locations etc. The company has no foreign exchange risk coverage due to its limited exposure. Compliance of safety requirements and norms placed by different Government agencies is a top priority of your Management.

### 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 2015-16 are as under:

| Particulars   | Amount in Rupees |
|---|------------------|
| Gross income for the year 2015-2016                 | 50,000           |
| Provision for taxation                              | -----            |
| Profit after tax/ (Loss)                            | (272,676)        |
| Paid up equity share capital as on 31st March, 2016 | 8,23,50,000      |

The financial performance of the Company has been explained in the Directors' Report of the Company for the year 2014-15 appearing separately.

**7. HUMAN RESOURCES:**

During the year under review, the Company has undertaken extensive steps in optimizing the man power at the Plant, corporate office and Field locations. Employee/employer relations were cordial throughout the year. Measures for safety of the employees, training and development continued to receive top priorities.

**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**

1. 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 CIL Securities Limited as above.

**Certification under Clause 49 Of The Listing Agreement  
With The Stock Exchange**

To  
The Board of Directors  
Manor Estates and Industries Limited

In relation to the Audited Financial Accounts of the Company as at March 31, 2016, I hereby certify that:

- I have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements and the Directors' Report;
- These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- These statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- I am responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and they have also disclosed to the auditors, deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these;
- To the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- I have indicated to the auditors, and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

Sd/-  
Narender Reddy Chetyala  
Manager

Place: Medak  
Date: 26th May, 2016

## 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 attached Financial Statements of Manor Estates and Industries Limited as at 31st March, 2016 which comprises the Balance Sheet as at 31st March, 2016, 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 given to us, the aforesaid financial statements together with the schedules attached and read with the accounting policies and Notes forming part of accounts give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;
- b. In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### 5. Reporting under other Legal and Regulatory Authorities

As required by the Companies (Auditor's Report) Order, 2015 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 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, read with the read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the Basis of the written representations received from the directors as on 31st March, 2016, taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as director in terms of Section 164(2) of the Act.
- f. 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 derivative contracts.
  - iii. The transfer of amount to the Investor Education and Protection Fund is not applicable to the company.

For Niranjana & Narayan  
Chartered Accountants  
FRN : 005899S

Place: Medak  
Date: 26th May, 2016

M Niranjana  
Partner-Memb No: 029552

## ANNEXURE TO THE AUDITOR'S REPORT

(Refer our report of even date)

- 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. The Company has not granted any loans, secured or unsecured to Companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 ('The Act'). Accordingly, clauses 3(iii) (a) to (d) of the Order are not applicable to the Company.
4. In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, through personal supervision of management, in respect of purchases of goods and other assets and for the sale of goods. During the course of our audit, we have not observed any major weakness in the internal controls.
  - a. In our opinion and according to the information and explanations given to us, the transactions that need to be entered in the register in pursuance of section 189 of the Act have been entered.
  - b. The transactions have been made at prices which are reasonable with regard to the prevailing market prices at the relevant time.
5. The Company has not accepted any deposits from the public.
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 the 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, 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, 2016 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) |

- c. The transfer of amount to the Investor Education and Protection Fund is Not Applicable to the company.

8. The Company has accumulated losses at the end of the financial year, which is more than 50% of its net worth. The Company has incurred cash losses in the current financial year and in the year immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks. The company has never issued any debentures.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanations given to us and on the basis of our examination of the books of account, the term loans obtained by the Company were applied for the purpose for which such loans were obtained.
12. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Place: Medak  
Date: 26th May, 2016

For Niranjan & Narayan  
Chartered Accountants  
FRN : 005899S

M Niranjan  
Partner-Memb No: 029552



**Manor Estates and Industries Limited**  
**BALANCE SHEET AS AT 31st MARCH, 2016**

(Amount in Rupees)

| PARTICULARS   | Notes | As at<br>31.03.2016  | As at<br>31.03.2015 |
|---|-------|----------------------|---------------------|
| <b><u>EQUITY AND LIABILITIES</u></b>                |       |                      |                     |
| <b>Shareholder's Funds</b>                          |       |                      |                     |
| Share Capital                                       | 1     | <b>8,23,50,000</b>   | 8,23,50,000         |
| Reservs & Surplus                                   | 2     | <b>(7,19,76,322)</b> | (7,17,03,646)       |
| Non-Current Liabilities                             |       |                      |                     |
| Long-term borrowings                                | 3     | <b>1,29,46,653</b>   | 1,27,62,044         |
| Other Long term liabilities                         | 4     | <b>16,67,654</b>     | 16,39,098           |
| Current Liabilities                                 |       |                      |                     |
| Other Current Liabilites                            | 5     | -                    | -                   |
| Short-term provisions                               | 6     | <b>3,69,987</b>      | 3,69,987            |
|   |       | <b>2,53,57,972</b>   | <b>2,54,17,482</b>  |
| <b>II.ASSETS</b>                                    |       |                      |                     |
| <b>Non -current assets</b>                          |       |                      |                     |
| Fixed Assets:                                       |       |                      |                     |
| Tangible assets                                     | 7     | 1,94,47,385          | 1,94,93,815         |
| Capital Work In Progress                            |       | 17,28,371            | 17,28,371           |
| <b>Current assets</b>                               |       |                      |                     |
| Current Investments                                 | 8     | -                    | -                   |
| Inventories   | 9     | <b>32,79,582</b>     | 32,79,582           |
| Trade receivables                                   | 10    | -                    | -                   |
| Cash & Cash equivalents                             | 11    | <b>6,992</b>         | 20,072              |
| Other Current assets                                | 12    | <b>8,95,642</b>      | 8,95,642            |
|   |       | <b>2,53,57,972</b>   | <b>2,54,17,482</b>  |
| Significant Accounting Policies & Notes on Accounts | 18    |                      |                     |

As per our report of even date  
 For Niranjn & Narayan  
 Chartered Accountants  
 Firm Regn No : 005899S

For and on behalf of the Board

M Niranjn  
 Partner  
 Membership No:029552  
 Place: Medak  
 Date : 26th May, 2016

Anil Agarwal  
**Director**

Hemant Kumar Agarwal  
**Director**

N.C.Reddy  
 Manager

**Manor Estates and Industries Limited**  
**Statement of Profit and Loss for the year ended 31st March, 2016**

(Amount in Rupees)

|       | PARTICULARS  | Notes | 2015-16    | 2014-15     |
|-------|--|-------|------------|-------------|
|       | Income from Operations:  |       |            |             |
| I.    | Revenue from operations  | 13    | -          | -           |
| II.   | Other Income   | 14    | 50,000     | 5,82,516    |
| III.  | Total Revenue (I+II)   |       | 50,000     | 5,82,516    |
| IV.   | Expenses:  |       |            |             |
|       | Cost of materials consumed   |       | -          | -           |
|       | Purchase of Stock in trade   |       | -          | -           |
|       | Changes in Inventory of Finished Goods & Work in progress            |       | -          | -           |
|       | Employee Benefit Expenses  | 15    | -          | 6,397       |
|       | Finance Cost   | 16    | 200        | 533         |
|       | Depreciation and amortisation expense                                | 7     | 46,430     | 1,86,231    |
|       | Other Expenses   | 17    | 2,76,046   | 72,99,496   |
|       | Stock Written off  |       | -          | -           |
|       | Total Expenses   |       | 3,22,676   | 74,92,657   |
| V.    | Profit before exceptional and extraordinary items and tax (III - IV) |       | (2,72,676) | (69,10,141) |
| VI.   | Exceptional items  |       | -          | -           |
| VII.  | Profit before extraordinary items and tax (V - VI)                   |       | (2,72,676) | (69,10,141) |
| VIII. | Extraordinary items  |       | -          | -           |
| IX.   | (Loss) / Profit before Taxation                                      |       | (2,72,676) | (69,10,141) |
| X.    | Tax expense:   |       | -          | -           |
|       | (1) Current tax  |       | -          | -           |
|       | (2) Deferred tax   |       | -          | -           |
| XI.   | Profit (Loss) for the period from continuing operations (VII-VIII)   |       | (2,72,676) | (69,10,141) |
| XII.  | Profit/(loss) from discontinuing operations                          |       | -          | -           |
| XIII. | Tax expense of discontinuing operations                              |       | -          | -           |
| XIV.  | Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)   |       | -          | -           |
| XV.   | Profit (Loss) for the period (XI + XIV)                              |       | (2,72,676) | (69,10,141) |
| XVI.  | Earnings per Equity Share:   |       |            |             |
|       | Basic  |       | (0.03)     | (0.84)      |
|       | Diluted  |       | (0.03)     | (0.84)      |

As per our report of even date

For **Niranjan & Narayan**

Chartered Accountants

Firm Regn No : 005899S

**M Niranjan**

Partner

Membership No:029552

Place: Medak

Date : 26th May, 2016

For and on behalf of the Board

**Anil Agarwal**  
Director**Hemant Kumar Agarwal**  
DirectorN.C.Reddy  
Manager

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016**

(Rs. in Lakhs)

|          | <b>PARTICULARS</b>  | <b>AS ON 31.03.2016</b> | <b>AS ON 31.03.2015</b> |
|----------|---|-------------------------|-------------------------|
| <b>A</b> | <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                            |                         |                         |
| 1        | Net profit /Loss before tax and extra-ordinary items                  | (2.73)                  | (238.96)                |
|          | Adjustments For :   |                         |                         |
| 2        | Depreciation  | 0.46                    | 30.08                   |
| 3        | Interest & Other non operating Income                                 | (0.50)                  | (0.24)                  |
| 4        | Loss from sale of fixed Assets  | -                       | 0.91                    |
| 5        | Interest - Expenditure  | -                       | 11.58                   |
|          | Operating Profit /Loss Before working Capital Charges                 | (2.77)                  | (196.63)                |
|          | Adjustments For :   |                         |                         |
| 6        | Trade receivables   | -                       | (1.04)                  |
| 7        | Inventories   | -                       | 202.35                  |
| 8        | Other receivables   | -                       | 0.81                    |
| 9        | Trade Payables  | 0.29                    | 0.22                    |
| 10       | Other current liabilities   | -                       | (1.72)                  |
|          | Cash Generated from operations  | (2.48)                  | 4.00                    |
| 11       | Interest Paid   | -                       | (11.58)                 |
| 12       | Direct Taxes  | -                       | -                       |
|          | Cash Flow before Extra-ordinary Items                                 | (2.48)                  | (7.58)                  |
| 13       | Extra-ordinary / Prior period Items                                   | -                       | -                       |
|          | <b>Net Cash Flow from operating Activities</b>                        | <b>(2.48)</b>           | <b>(7.58)</b>           |
| <b>B</b> | <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                            |                         |                         |
| 14       | Loans to Companies  | -                       | -                       |
| 15       | Purchase of Fixed Assets  | -                       | -                       |
|          | Decrease in Capital work in progress                                  | -                       | -                       |
|          | Decrease/ (Increase) in Investment                                    | -                       | -                       |
| 16       | Sale of Fixed Assets (Gross Value)                                    | -                       | 3.53                    |
| 17       | Interest Income   | 0.50                    | 0.24                    |
|          | <b>Net Cash Flow for Investing Activities</b>                         | <b>0.50</b>             | <b>3.77</b>             |
| <b>C</b> | <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                            |                         |                         |
| 18       | Proceeds from Issue of share capital<br>(net of Share Issue Expenses) | -                       | -                       |
| 19       | Proceeds from/repayment of Long Term Borrowings                       | 1.85                    | 3.11                    |
| 18       | Dividend  | -                       | -                       |
|          | <b>Net Cash Flows from Financing Activities</b>                       | <b>1.85</b>             | <b>3.11</b>             |
|          | <b>Net Increase / Decrease in Cash + Cash equivalents</b>             | <b>(0.13)</b>           | <b>(0.69)</b>           |
|          | <b>Opening Balance</b>  | <b>2.28</b>             | <b>2.97</b>             |
|          | <b>Closing Balance</b>  | <b>2.15</b>             | <b>2.28</b>             |

As per our report of even date

For **Niranjan & Narayan**

Chartered Accountants

Firm Regn No : 005899S

**M Niranjan**

Partner

Membership No:029552

Place: Medak

Date : 26th May, 2016

For and on behalf of the Board

Anil Agarwal  
**Director**

Hemant Kumar Agarwal  
**Director**

N.C.Reddy  
Manager

## Notes forming part of the financial accounts

(Amount in Rupees)

| PARTICULARS   | 2015-16              | 2014-15              |
|---|----------------------|----------------------|
| <b>1. Share Capital :</b>   |                      |                      |
| Authorised Share Capital 110,00,000 Equity Share of Rs.10/- each                                    |                      |                      |
|   | <b>11,00,00,000</b>  | <b>11,00,00,000</b>  |
| Issued, Subscribed & Paid up :  |                      |                      |
| 82,35,000 Equity Shares of Rs.10/- each   | 8,23,50,000          | 8,23,50,000          |
|   | <b>8,23,50,000</b>   | <b>8,23,50,000</b>   |
| <b>2. Reserves &amp; Surplus</b>  |                      |                      |
| <b>Capital Reserve</b>  | <b>22,47,813</b>     | <b>22,47,813</b>     |
| <b>Profit &amp; Loss Account:</b>   |                      |                      |
| Balance of Profit B/d   | (7,39,51,459)        | (6,70,41,318)        |
| Add: Loss During the Year   | (2,72,676)           | (69,10,141)          |
|   | <b>(7,19,76,322)</b> | <b>(7,17,03,646)</b> |
| <b>3. Long-Term borrowings</b>  |                      |                      |
| <b>Secured Loans</b>  |                      |                      |
| <b>Unsecured Loans</b>  |                      |                      |
| Loans from Directors & Others   | 1,29,46,653          | 1,27,62,044          |
|   | <b>1,29,46,653</b>   | <b>1,27,62,044</b>   |
| <b>4. Other Long Term Liabilities</b>   |                      |                      |
| Dues to Others  | 12,33,296            | 12,04,740            |
| Duty on Debonding of Capital Goods Payable  | 4,34,358             | 4,34,358             |
|   | <b>16,67,654</b>     | <b>16,39,098</b>     |
| <b>5. Other Current Liabilities</b>   |                      |                      |
| Advances from Customers   | -                    | -                    |
|   | -                    | -                    |
| <b>6. Short term Provisions</b>   |                      |                      |
| <b>Provision for Taxes</b>  | 5,026                | 5,026                |
| <b>Fringe Benefit Tax-Provision</b>   | 3,64,961             | 3,64,961             |
|   | <b>3,69,987</b>      | <b>3,69,987</b>      |
| <b>8. Non-current Investments</b>   |                      |                      |
| <b>9. Inventories</b>   |                      |                      |
| Stock in trade at lower of cost or net realisable value as taken, valued and certified by Directors |                      |                      |
| Work-in-progress  | 4,87,641             | 4,87,641             |
| Finished Goods  | 43,200               | 43,200               |
| Tools & Spares  | 27,48,741            | 27,48,741            |
|   | <b>32,79,582</b>     | <b>32,79,582</b>     |
| <b>10. Trade Receivables</b>  |                      |                      |
| <b>11. Cash and Cash equivalents</b>  |                      |                      |
| Cash on hand  | 444                  | 444                  |
| Balances with scheduled banks   |                      |                      |
| - On current accounts   | 6,548                | 19,628               |
| - On Fixed Deposit accounts   | -                    | -                    |
|   | <b>6,992</b>         | <b>20,072</b>        |
| <b>12. Short-term Loans and Advances</b><br>(Unsecured and considered good)                         |                      |                      |
| Advances Recoverable in cash or kind  | 3,82,880             | 3,82,880             |
| Deposit with APCPDCL  | 2,99,325             | 2,99,325             |
| Tax deducted at source  | 1,37,069             | 1,37,069             |
| Other deposits  | 76,368               | 76,368               |
|   | <b>8,95,642</b>      | <b>8,95,642</b>      |

**Manor Estates and Industries Limited**

| PARTICULARS                                | 2015-16            | 2014-15             |
|--|--------------------|---------------------|
| <b>13. Revenue from operations</b>         |                    |                     |
| DTA Sales                                  | -                  | -                   |
| Export Sales                               | -                  | -                   |
|  | -                  | -                   |
| <b>14. Other Income</b>                    |                    |                     |
| Profit on sale of car                      | 50,000.00          | 16,820.82           |
| Dividend income                            | -                  | 24.95               |
| Interest income: gross                     | -                  | 59,814.00           |
| Misc Credits written off                   | -                  | 5,05,856.00         |
|  | <b>50,000.00</b>   | <b>5,82,515.77</b>  |
| <b>15. Employee benefit expenses</b>       |                    |                     |
| Salaries & Staff expenses                  | -                  | 6,397.00            |
|  | -                  | 6,397.00            |
| <b>16. Finance Cost</b>                    |                    |                     |
| Bank Charges                               | 200.00             | 532.90              |
| Interest Expenses                          | -                  | -                   |
|  | <b>200.00</b>      | <b>532.90</b>       |
| <b>17. Other Expenses</b>                  |                    |                     |
| <b>Administrative and Selling Expenses</b> |                    |                     |
| Administrative Expenditure                 | -                  | 16,004.00           |
| Advertisement Expenses                     | 39,129.88          | 56,319.44           |
| Audit Fees                                 | 15,000.00          | 15,000.00           |
| Books & Periodicals                        | -                  | 100.00              |
| Conveyance                                 | 34,056.97          | 18,000.00           |
| Custodial Fees                             | -                  | 33,708.00           |
| <b>Written Back</b>                        | -                  | -                   |
| <b>Donations</b>                           | -                  | -                   |
| Duty on Debonding of capital goods         | -                  | 7,09,805.00         |
| Electricity Charges                        | -                  | -                   |
| Filing Fee                                 | -                  | 3,800.00            |
| Freight Outward                            | -                  | -                   |
| Insurance - Vehicle                        | 2,927.00           | 3,218.00            |
| Listing Fee                                | -                  | 1,12,545.00         |
| Loan Appraisal fee                         | -                  | -                   |
| Loss on Sale of Assets                     | -                  | -                   |
| Legal Consultancy                          | -                  | 17,500.00           |
| Miscellaneous / Other Expenses             | 27,268.00          | 280.00              |
| Misc Debits written off                    | -                  | 60,47,210.00        |
| Office Maintenance                         | -                  | 6,109.00            |
| Postage & Telegram                         | 908.00             | 13,450.00           |
| Printing & Stationary                      | 1,106.00           | 2,774.00            |
| Prior Period Expenses                      | -                  | 8,678.00            |
| Professional Charges                       | -                  | 24,000.00           |
| Registrar Fee                              | 34,936.22          | 79,300.79           |
| Rent - Office                              | -                  | -                   |
| Service Tax                                | -                  | 6,037.00            |
| Telephone / Xerox/Fax/ Postage Charges     | 21,053.00          | 45,775.00           |
| Travelling Expenses                        | 6,689.00           | 50,022.00           |
| <b>Repairs &amp; Maintenance</b>           |                    |                     |
| Repairs and Maintenance - Others           | 32,211.00          | 695.00              |
| Repairs and Maintenance - Vehicles         | 60,761.00          | 29,166.00           |
| Vehicle Maintenance                        | -                  | -                   |
|  | <b>2,76,046.07</b> | <b>72,99,496.23</b> |

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

**7. FIXED ASSETS**

| DESCRIPTION                | GROSS BLOCK             |   |  | DEPRECIATION            |                         |                                       | NET BLOCK      |                         |                         |
|----------------------------|-------------------------|---|--|-------------------------|-------------------------|---------------------------------------|----------------|-------------------------|-------------------------|
|                            | As At<br>31.03.2015 RS. | Additions/Adj<br>During the<br>Period RS. | Ad/Disposals<br>During the<br>Period RS. | As At<br>31.03.2016 RS. | As At<br>31.03.2015 RS. | Depreciation<br>for the<br>Period RS. | Deductions RS. | As At<br>31.03.2016 RS. | As At<br>31.03.2015 RS. |
| Land freehold              | 13,10,104               | -   | -  | 13,10,104               | -                       | -                                     | -              | 13,10,104               | 13,10,104               |
| Buildings                  | 76,13,163               | -   | -  | 76,13,163               | 53,70,198               | 46,430                                | -              | 21,96,535               | 22,42,965               |
| Plant & Ma-<br>chinery     | 3,89,11,275             | -   | -  | 3,89,11,275             | 2,29,70,533             | -                                     | -              | 1,59,40,742             | 1,59,40,742             |
| Office Equip-<br>ment      | 8,15,519                | -   | -  | 8,15,519                | 8,15,518                | -                                     | -              | 1                       | 1                       |
| Furniture &<br>Fixture     | 5,13,508                | -   | -  | 5,13,508                | 5,13,507                | -                                     | -              | 1                       | 1                       |
| Vehicle                    | 7,17,277                | -   | -  | 7,17,277                | 7,17,276                | -                                     | -              | 1                       | 1                       |
| Electrical<br>Installation | 17,35,108               | -   | -  | 17,35,108               | 17,35,107               | -                                     | -              | 1                       | 1                       |
| <b>TOTAL</b>               | <b>5,16,15,954</b>      | <b>-</b>                                  | <b>-</b>                                 | <b>5,16,15,954</b>      | <b>3,21,22,138</b>      | <b>46,430</b>                         | <b>-</b>       | <b>1,94,47,385</b>      | <b>1,94,83,815</b>      |
| <b>PREVIOUS YEAR</b>       |                         |   |  |                         |                         |                                       |                |                         |                         |
| Previous period            | 5,16,15,954             | -   | -  | 5,16,15,954             | 3,19,35,908             | 1,86,231                              | -              | 1,94,93,815             | 1,96,80,046             |

18: 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 Accounting Standards Notified under the relevant provisions of the Companies Act 2013.

b) Sales are recognized on dispatches to customers and exclusive of excise duty wherever applicable.

**c) Fixed Assets:**

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 and capital work in progress is valued at cost.

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 investments that are made by the company are valued at cost or realizable value, whichever is less.

**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 Accounting Standard 15 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. Gratuity is accounted for on cash basis.

**j) Prior Period and Extraordinary items:**

Income and expenditure pertaining to prior period as well as extraordinary items, where material are disclosed separately.

**k) Foreign Exchange transactions:**

Transactions in Foreign Currency are recorded at original rates of exchange in force at the time of the transaction. Gains/Losses, if any, at the year-end on account of restatement of current assets and current liabilities are accounted for in the statement of profit and loss.

Exchange Rate Fluctuations arising due to repayment of liabilities incurred for the purpose of acquiring fixed assets or due to restatement at the closing rate or at the forward rate contracted, as applicable, are accounted for in the statement of profit and loss.

- i) The company is engaged in the business of manufacturing socks and there are no separate reportable primary and secondary segments as per Accounting Standard – 17 “Segment Reporting.”
- m) The company has not entered into any non-cancelable lease. Hence reporting as per Accounting Standard AS-19 “Accounting for Leases” does not arise.
- n) The timing differences relating mainly to depreciation and unabsorbed losses up to 31st March, 2016, resulted in net deferred asset as per Accounting Standard – 22 “Accounting for Taxes on Income”. As a prudent measure the net deferred assets relating to the above periods have not been recognized in the accounts.

**o) Earnings per share:**

Disclosure is made in the statement of profit and loss as per the requirement of the standard.

**p) Cash and Cash Equivalents:**

| Particulars                                | As at March 31st |        |
|--|------------------|--------|
|  | 2016             | 2015   |
| Cash and bank balance as per Balance Sheet | 6,992            | 20,072 |

**q) Important Ratios:**

| Particulars                                      | Year ended March 31st |         |
|--|-----------------------|---------|
|  | 2015                  | 2016    |
| Sales to total assets ratio                      | NA                    | NA      |
| Operating profit /Average capital employed ratio | -2.59%                | -49.00% |
| Return on average net worth                      | -3.11%                | -55.85% |
| Profit after tax to sales ratio                  | NA                    | NA      |



**NOTES ON ACCOUNTS:**

1. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (Previous Year – Rs. Nil).
2. The accumulated losses as on 31.03.2016 is Rs. 719.76 Lakhs, have resulted in erosion of more than fifty percent of its net worth.
3. The company has not paid any remuneration to the directors during the year.
4. Research and Development expenses incurred Rs. Nil (Previous Year – Rs. Nil).
5. **\*\*Related Party Disclosure for the year ended March 31, 2016:**

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               | 1,14,85,754      | 14,60,900                     |

6. Previous year's figures have been regrouped wherever necessary.

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

| <b>Name of the share holder</b> | <b>As at 31.03.2016<br/>(No. of Shares)</b> | <b>As at 31.03.2016<br/>(%)</b> | <b>As at 31.03.2015<br/>(No. of Shares)</b> | <b>As at 31.03.2015<br/>(%)</b> |
|---------------------------------|---|---------------------------------|---|---------------------------------|
| Anil Agarwal                    | 35,33,049                                   | 42.90                           | 23,34,457                                   | 28.35                           |
| WT Company                      | 10,68,300                                   | 12.97                           | 10,68,300                                   | 12.97                           |

For **Niranjan & Narayan  
Chartered Accountants**  
Firm Regn No : 005899S

**M Niranjan**  
Partner  
Membership No:029552  
Date: 26th May, 2016

For and on behalf of the Board

Anil Agarwal  
**Director**

Hemant Kumar Agarwal  
**Director**

N.C.Reddy  
**Manager**

**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

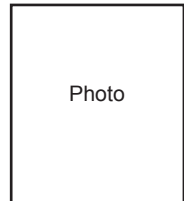
|            |                |
|------------|----------------|
| Name :     | E-mail Id:     |
| Address:   |                |
| Signature: | or failing him |

|            |                |
|------------|----------------|
| 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 24th Annual General Meeting of the company, to be held on the 30th day of September, 2015 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, 2015 along with reports of Director's and Auditor's there on.
2. Re-appointment of Mrs. Nalini Agarwal who retires by rotation.
3. Ratification of Appointment of M/s. Niranjan & Narayan, Chartered Accountants as Statutory Auditors for the financial year 2015-16 and fixing their remuneration.



\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 2016

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**  
**(Formerly known as Karan Woo-Sin 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)**

**24th 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 Wednesday, the 30th day of September, 2016 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

