

**23rd Annual Report
2014 - 2015**

**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. Rakesh Garg | - Independent, Non-Executive Director |
| 3. Sri. Hemant Kumar Agarwal | - Independent, Non-Executive Director |
| 4. Dr. A G Ravindranath Reddy | - Independent, Non-Executive Director |
| 5. Brig. Subhash C Sharma | - Independent, Non-Executive Director |
| 6. Sri. Rishabh Agarwal | - Director, Promoter and Non-Executive |
| 7. Smt. Nalini Agarwal | - Additional, Non-Executive Director |
| Sri. Narender Reddy Chetyala | - Manager |

Corporate Identification Number: L45400TG1992PLC014389**Registered Office**

Survey No. 321, Kallakal Village,
Toopran Mandal,
Medak District.
Telangana -502 336
Phone: 88976 42711
E-mail: meilmedak@gmail.com
Website: www.karanwoosinltd.com

Statutory Auditors**M/s. Niranjan & Narayan**

Chartered Accountants
Himayath Nagar
Hyderabad - 500 029
Telanagana
Ph: 040-23227487
E-Mail: caniranjan@yahoo.com

Registrar and Share Transfer Agent**CIL Securities Limited**

214, Raghava Ratna Towers
Chirag Ali Lane, Hyderabad - 500 001
Telangana. 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 23rd Annual General Meeting of the members of M/s. MANOR ESTATES AND INDUSTRIES LIMITED will be held on Wednesday, the 30th day of September, 2015 at 11.00 A.M. at the Registered office of the Company at Survey No. 321, Kallakal Village, Toopran Mandal, Medak District- 502 336, Telangana 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, 2015, the Reports of the board of directors and the auditors thereon.
2. To appoint a director in place of Mr. Rishabh Agarwal (DIN : 06963740), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To ratify the re-appointment of M/s Niranjan & Narayan, Chartered Accountants, Statutory Auditors for the Financial Year 2015-2016 and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof.

"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."

SPECIAL BUSINESS:

4. Appointment of Mrs. Nalini Agarwal as Director

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

"RESOLVED THAT Mrs. Nalini Agarwal, (DIN 07164298) who was appointed an Additional Director of the Company with effect from March 30, 2015 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company."

5. Appointment of Brig. Subhash C Sharma as Independent Director To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Brig. Subhash C Sharma (holding DIN 00941352), Director of the Company whose period of office is liable to determination by retirement of directors by rotation who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of

the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2015, not liable to retire by rotation."

**By the order of the Board of Directors
for Manor Estates & Industries Limited**

**Sd/-
Anil Agarwal
Director
DIN: 00040449**

Date: **13.08.2015**
Place: **Hyderabad**

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

Notes:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking appointment and re-appointment under the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. 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.

4. 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
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

6. 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.
7. 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.
8. 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.
9. Members seeking any information with regard to the Accounts are requested to write to the Company, so as to enable the Management to keep the information ready at the meeting.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 26th September, 2015 to 30th September, 2015 (both days inclusive).
11. Any director himself 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).
12. 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
13. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

cilsec@rediffmail.com
14. The Notice of the AGM along with the Annual Report 2014-15 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.
15. 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 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting platform provided by CDSL.

The instructions for Remote E-Voting are as under:

- i. The voting period begins at 9 A.M. on 27th September, 2015 at 9: A.M and ends on 29th September, 2015 at 5 P.M During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 22nd September, 2015 (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 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 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"> 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. 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. The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).

- 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
 - 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com
 - II. The Scrutinizers shall, immediately after conclusion of voting at the general meeting, first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of atleast two –witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a Consolidated Scrutinizer's Report of total votes cast in favour or against, if any, to the chairman or a person authorised by him in writing who should counter sign the same.
 - III. The results declared along with scrutinizer's report shall be placed on the website of the company and also sent to the stock exchange
16. 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.

17. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mrs. Nalini Agarwal, was appointed as an Additional Director of the Company with effect from March 30, 2015 by the Board of Directors under Section 161 of the Act.

In terms of Section 161(1) of the Act, Mrs. Nalini Agarwal holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member, proposing her candidature for the office of Director.

The Directors are of the view that the appointment of Mrs. Nalini Agarwal, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval.

Except Mrs. Nalini Agarwal, Mr. Rishabh Agarwal and Mr. Anil Agarwal, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your Directors recommend the resolution for your approval.

Item No.5

Brig. Subhash C Sharma was appointed as director of the company liable to retire by rotation on 30 September 2014 by shareholders of the Company. The Board of Directors at its meeting held on 14 August, 2015 proposed to appoint him as Independent director who is not liable to retire by rotation for a period of 5 years w.e.f 30.09.2015. Brig. Subhash C Sharma submitted a declaration stating that he meets the criteria laid down under Section 149(6) of the Act for appointment as Independent director.

Except Brig. Subhash C Sharma, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

**By the order of the Board of Directors
for Manor Estates & Industries Limited**

**Sd/-
Anil Agarwal
Director
DIN: 00040449**

Date: **13.08.2015**

Place: **Hyderabad**

Registered Office:

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

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

(Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mrs. Nalini Agarwal	Brig. Subhash C Sharma
Director Identification Number	07164298	00941352
Date of Birth	14/04/1979	20.08.1950
Nationality	Indian	Indian
Date of Appointment	30/03/2015	13/08/2014
Qualifications	LLB	M.Tech.
(IIT Mumbai), MBA, B.Tech, (Electronics & Telecom) AIMA Advance course		
Shareholding in the Company	NIL	NIL
Expertise in specific functional areas	Legal and Commercial Matters	Electromagnetic simulation, war gaming and operations research
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 25 Companies)	NIL	Nil
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee; and Shareholders/ Investors Grievance Committee)	NIL	NIL