

**24th Annual Report
2015 - 2016**

**MANOR ESTATES
AND INDUSTRIES LIMITED**

(Formally known as Karan Woo-Sin Limited)



CONTENTS

	Page No:
Notice	4
Director's Report	11
Extract of Annual Return: MGT-9 : Annexure I	17
Secretarial Audit Report: Annexure II	22
Form AOC-2: Annexure III	25
Management Discussion and Analysis Report	26
Auditor's Report	29
Balance Sheet	33
Statement of Profit and Loss	34
Cash Flow Statement	35
Notes Forming Part of Financial Statements	36
Proxy Form	42
Attendance Slip	43
Location Map	44

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. Narendra 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. Niranjan & 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 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	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"> • 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 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 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

Particulars	Ms. Nalini Agarwal
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)