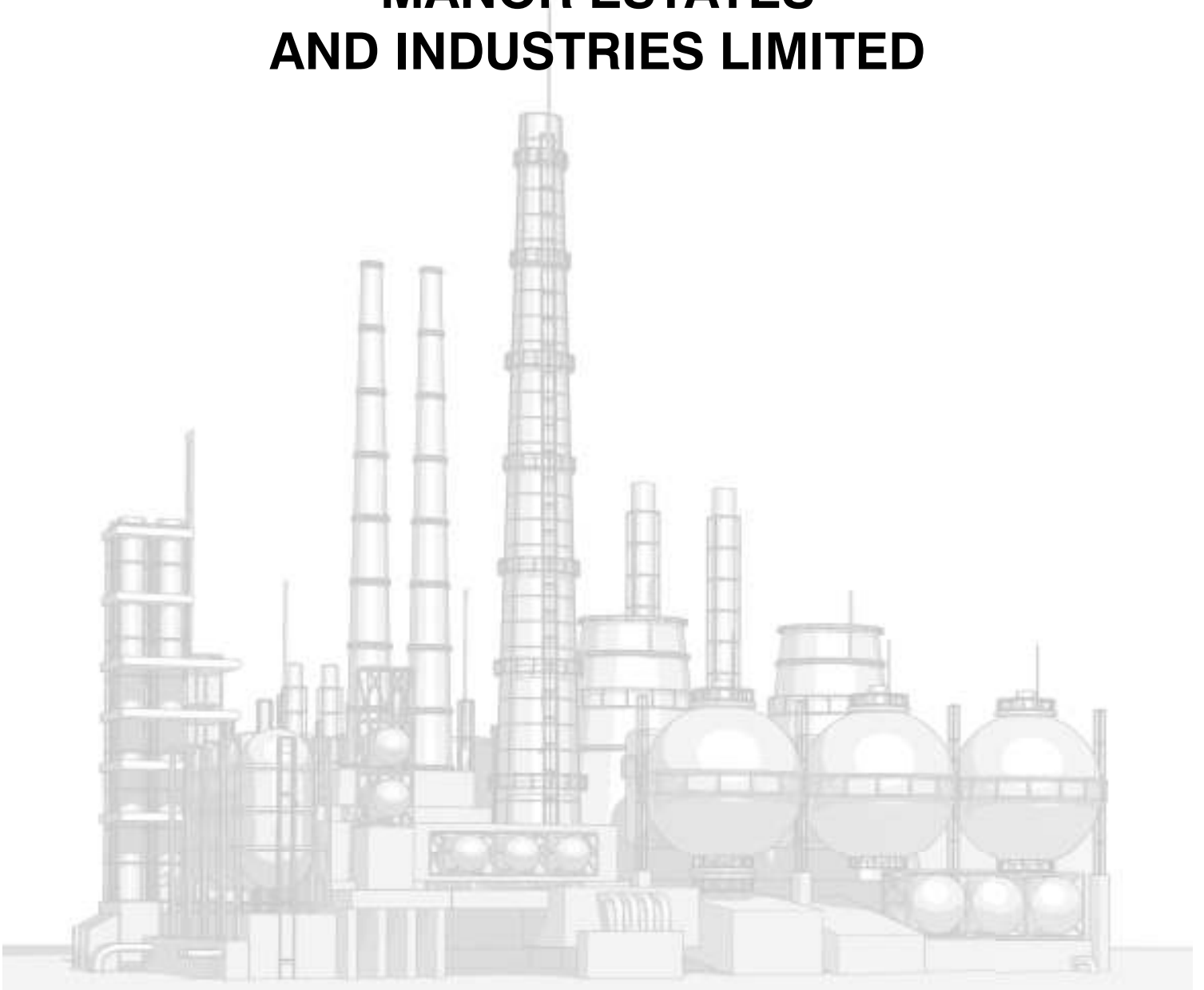


**25th Annual Report
2016 - 2017**

**MANOR ESTATES
AND INDUSTRIES LIMITED**



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MANOR ESTATES AND INDUSTRIES LIMITED

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

Board of Directors

1. Sri. Anil Agarwal - Director, Promoter and Non-Executive
 2. Sri. Hemant Kumar Agarwal - 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. 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 25th Annual General Meeting of the members of M/s. MANOR ESTATES AND INDUSTRIES LIMITED will be held on Friday, the 29th day of September, 2017 at 10.00 A.M. at the Registered office of the Company at Survey No. 321, Kallakal Village, Toopran 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, 2017. The Auditors' Report thereon and the report of the Board of Directors.
2. To appoint a director in place of Mr. Anil Agarwal (DIN: 00040449), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, the approval of members of the Company be and is hereby accorded for appointment of M/s. Raju & Mahindra, Chartered Accountants (Firm Registration No. 003474S) as the Statutory Auditors of the Company, in place of the retiring auditors M/s. Niranjana & Narayan, Chartered Accountants, to hold office from conclusion of this meeting till the conclusion of the 30th Annual General Meeting, for a period of five (5) years, and subject to ratification by members at every subsequent Annual General Meeting, at such remuneration as may be fixed by the Audit Committee and Board of Directors of the Company.”

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

Date: 30.08.2017

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 re-appointment.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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

11. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting. Members may also note that the Notice of the 25th AGM and the Annual Report for 2016-2017 will also be available on the Company's website www.meilmedak.in for download.
13. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details to the Registrar and Share Transfer Agent, M/s. CIL Securities Limited at 214, Raghava Ratna Towers Chirag Ali Lane Hyderabad - 500 001 Telangana.
14. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
15. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e-voting may write to the registrar or the company quoting their client id/folio no and DP id so as to send the password for e-voting. Hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting
16. Pursuant to prohibition imposed vide Secretarial Standards on General Meetings (SS-2) issued by ICSI and the MCA Circular, no gifts shall be distributed at the meeting.
17. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 25th 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. Ms. Kritika 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, 22.09.2017 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 26th September, 2017 at 9 A.M and ends on 28th September, 2017 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, 2017 (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. 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 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.
- 18. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

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

Particulars	Mr. Anil Agarwal
Director Identification Number	00040449
Date of Birth	01.01.1951
Nationality	Indian
Date of Appointment	31/08/1996
Qualifications	Chartered Accountant
Shareholding in the Company	43.36%
Expertise in specific functional areas	Finance and Marketing
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