

Noesis Industries Limited

(Formerly MVL Industries Limited)

Registered Office : 1201-B, Hemkunt Chamber, 89, Nehru Place,
New Delhi - 110019 Tel : +91-11-41662674
CIN No.: L32109DL1986PLC026273

Dated: 3rd October, 2015

To, The Manager - Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai- 400051	To, The Manager (Department of Corporate Services) Bombay Stock Exchange Limited, Phiroze Jeejee Bhoy Towers, Dalal Street, Mumbai - 400001
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Sub: Submission of detail of voting results on the Resolutions at the 28th Annual General Meeting (AGM) of the Members of the Company

**Reg: Compliance with the provisions of Clause-35A of the Listing Agreement
BSE Stock Code: 530435 NSE Stock Code: NOESISIND**

Dear Sir/Madam,

With reference to the above subject we would like to inform you that the 28th Annual General Meeting of the Company was held on Wednesday, 30th September, 2015 at 3:00 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

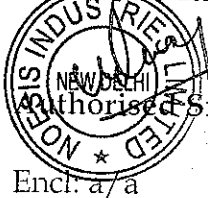
In accordance with Clause 35A of the Listing Agreement, we are herewith enclosing the voting results on the Resolutions of 28th Annual General Meeting of the Company.

Kindly take the above in your record.

Thanking you,

Yours sincerely,

For Noesis Industries Limited


Authorised Signatory
Encl: a/a

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Details of Voting Results- 28th Annual General Meeting

Date of the AGM	30 th September, 2015
Total number of shareholders on record date	12,414
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	3
Public	34
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group	
Public	

Agenda-wise

Details of the Agenda

Item No. 1	Adoption of the Balance Sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2015
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0



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Item No. 2	To appoint a Director in place of Mr. Prem Adip Rishi (DIN: 00020611), who retires by rotation and being eligible offers himself for re-appointment
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0

Item No. 3	To appoint a Director in place of Mr. Rakeshj Gupta (DIN: 00020638), who retires by rotation and being eligible offers himself for re-appointment
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0



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Item No. 4	To ratify appointment of Auditors and to authorize Board of Directors of the Company to fix their remuneration.
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0

Item No. 5	Appointment of Mr. Rajesh Galhotra as Director & Chief Financial Officer of the Company
Resolution Required	Special Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0



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Item No. 6	Borrowing Limits under Section 180(1) (c) of the Companies Act, 2013
Resolution Required	Special Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public - Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0

Item No. 7	Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company
Resolution Required	Special Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public - Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0



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Item No. 8	Appointment of Ms. Pandey Pooja Manish as Company Secretary of the Company
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	1,16,50,144	24,36,276	20.91	24,36,276	0	100	0
Public - Institutional holders	6,39,511	0	0	0	0	0	0
Public-Others	1,40,39,436	3,525	0.03	3,525	0	100	0
Total	2,63,29,091	24,39,801	20.94	24,39,801	0	100	0





V. Ramasamy
B. Com. FCS. PGDPM
Company Secretary
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vramasamycs@hotmail.com

V. RAMASAMY & CO.

Company Secretaries
F-121/2, First Floor, Dilshad Colony, Delhi-110095

FORM NO.MGT 13

SCRUTINIZER'S REPORT

{Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management & Administration) Rules, 2014}

To

The Chairman

28th Annual General Meeting of the Equity Shareholders of NOESIS INDUSTRIES LIMITED

Held on 30th September, 2015 at 1:00 PM at Executive Club,
439, Village Shahoorpur, P.O Fatehpur Beri, New Delhi-110074.

Dear Sir,

I, V. Ramasamy Proprietor, V Ramasamy & Co., Company Secretaries, appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned resolutions at 28th Annual General Meeting of the Equity Shareholders of NOESIS INDUSTRIES LIMITED held on 30th September, 2015 at 3:00PM at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The results of the Poll is as under:

a) Resolution No. 1- Adoption of the Balance sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2015. (Ordinary Resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0

(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

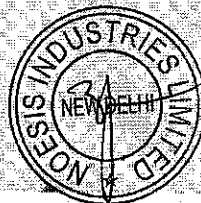
(b) Resolution No.2 - To appoint a Director in place of Mr. PremAdip Rishi (DIN : 0020611), who retires by rotation and being eligible offers himself for re-appointment (ordinary resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0



(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

c) Resolution No.3 - To appoint a Director in place of Mr. Rakesh Gupta (DIN :00020638), who retires by rotation and being eligible offers himself for re-appointment (ordinary resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0

(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

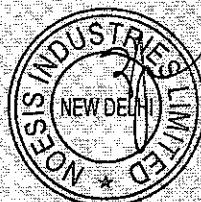
(d) Resolution No.4 - To ratify appointment of auditors and to authorize Board of Directors of the company to fix their remuneration (ordinary resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0



(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

(e) Resolution No.5 -Appointment of Mr. Rajesh Galhotra as Director & Chief Financial Officer of the Company (special resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0

(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

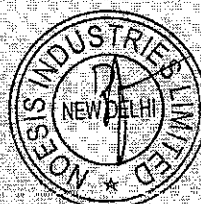
(f) Resolution No.6 - Borrowing limits Under Section 180 (1) (c) of the Companies Act 2013, (special resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0



(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

(g) Resolution No.7 - Maintenance of Register of Members and related books at a place other than the Registered Office of the Company. (special resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0

(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

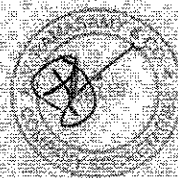
(h) Resolution No.8 - Appointment of Ms. Pandey Pooja Manish as Company Secretary of the Company (ordinary resolution)

(i) Voted in favour of the resolution:

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
37	24,39,801	0

(ii) Voted against the resolution

No. of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast by them
0	0	0



(iii) Invalid votes

Number of members (In person or by proxy)	Number of votes held
0	0

1. An Excel Sheet containing a list of equity shareholders who voted 'For' and 'Against' has been sent to the company by e-mail.
2. The poll papers and other relevant records were sealed and are kept in the safe custody of the scrutinizer till the Chairman signs the minutes of the General Meeting.
3. The combined results of the votes (electronic and physical) are annexed with this report.
4. All the above mentioned resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,

For V Ramasamy & Co.,



(V Ramasamy)
Scrutinizer
C P No. 6618

Place : Delhi

Date : 30th September 2015.

