

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: 29th September, 2017

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 30th Annual General Meeting (AGM) of the Members of the Company

Reg: Compliance as per Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 30th Annual General Meeting of the Company was held on Wednesday, 27th September, 2017 at 1:00 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

In accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith enclosing the voting results on the Resolutions of 30th 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- 30th Annual General Meeting

Date of the AGM	27 th September, 2017
Total number of shareholders on record date	12,333
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	11
Public	55
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, 2017
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Category	Mode of Voting	No of shares Held	No of Votes polled	% of votes Polled on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		{ 1 }	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	E Voting	11650144	7071740	60.70	7071740	0	100	
	Poll		3029295	26.00	3029295	0	100	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		10101035	86.70	10101035	0	100	
Public Institutions	E Voting	639512	0	0	0	0	0	
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public Non Institutions	E Voting	14039435	2263	0.02	2263	0	100	
	Poll		7528	0.05	7518	10	99.87	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		9791	0.07	9781	10	99.90	
Total		26329091	10110826	38.40	10110816	10	100.00	

INDUSTRIES
NEW DELHI
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CIN No.: L32109DL1986PLC026273

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

Category	Mode of Voting	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 in against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E Voting	11650144	6767680	58.09	6767680	0	100	0
	Poll		2156252	18.51	2156252	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8923932	76.60	8923932	0	100	0
Public Institutions	E Voting	639512	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E Voting	14039435	2263	0.02	2263	0	100	0
	Poll		7528	0.05	7518	10	99.87	0.13
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9791	0.07	9781	10	99.90	0.10
Total		26329091	8933723	33.93	8933713	10	100.00	0.03



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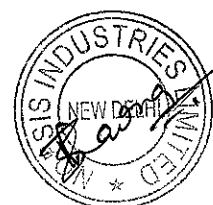
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CIN No.: L32109DL1986PLC026273

Item No. 3	To appointment of M/s. Raj Chawla & Associates., Chartered Accountants (ICAI Regd. No. 011602 N), as Statutory Auditors of the Company from the conclusion of the this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company and to fix their remuneration.
Resolution Required	Ordinary Resolution
Mode of voting	E-Voting and Poll

Category	Mode of Voting	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	E Voting	11650144	7071740	60.70	7071740	0	100	
	Poll		3029295	26.00	3029295	0	100	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		11650144	10101035	86.70	10101035	0	100
Public Institutions	E Voting	639512	0	0	0	0	0	
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		639512	0	0	0	0	
Public Non Institutions	E Voting	14039435	2263	0.02	2263	0	100	
	Poll		7528	0.05	7518	10	99.87	0.
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		14039435	9791	0.07	9781	10	99.90
Total		26329091	10110826	38.40	10110816	10	100.00	0.



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Item No. 4	Maintenance of the Register of Members and related books at a place of Registered Office of the Company.
Resolution Required	Special Resolution
Mode of voting	E-Voting and Poll

Category	Mode of Voting	No of shares Held	No of Votes polled	% of votes Polled on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		{ 1 }	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	E Voting	11650144	7071740	60.70	7071740	0	100	0
	Poll		3029295	26.00	3029295	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11650144	10101035	86.70	10101035	0	100	0
Public Institutions	E Voting	639512	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639512	0	0	0	0	0	0
Public Non Institutions	E Voting	14039435	2263	0.02	2263	0	100	0
	Poll		7528	0.05	7518	10	99.87	0.13
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	14039435	9791	0.07	9781	10	99.90	0.10
Total		26329091	10110826	38.40	10110816	10	100.00	0.00



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Dated: 29th September, 2017

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 Combined Report of Scrutinizer's on E-Voting and Poll at the 30th Annual General Meeting (AGM) of the Members of the Company.

Reg: 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 30th Annual General Meeting of the Company was held on Wednesday, 27th September, 2017 at 1:00 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

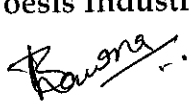
We are herewith enclosing the combined Report of Scrutinizer on E-Voting and Poll at the 30th Annual General Meeting of the Company.

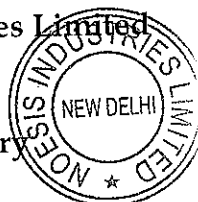
Kindly take the above in your record.

Thanking you,

Yours sincerely,

For Noesis Industries Limited


Authorised Signatory



Encl: a/a



V. RAMASAMY & CO.

Company Secretaries

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

V. Ramasamy

B.Com, FCS, PGDPM

Company Secretary

Ph: 011-43105964

Mob.: 09891537918

Mail : vramasamycs@gmail.com,

vramasamycs@hotmail.com

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

NOESIS INDUSTRIES LIMITED

12thFloor,

Hemkunt Chamber

Nehru Place, New Delhi-110019

Dear Sir,

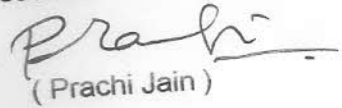
I, V. Ramasamy Proprietor, V Ramasamy & Co., Company Secretaries, appointed as Scrutinizer for the purpose of the scrutinizing voting process, i.e., remote e-voting process and voting by way of conducting poll at Annual General Meeting of the Equity Shareholders of **NOESIS INDUSTRIES LIMITED** under the provision of Companies Act, 2013 read with Rule 20 of Companies (management and Administration) Rules, 2014 (as amended upto date) on the resolution mentioned in notice of 30th Annual General Meeting (AGM) held on on Wednesday, 27th September, 2017 at 1.00 P.M. at Executive Club, 439, Village Shahoorpur, P.O, Fatehpuri Beri, New Delhi-110 074.

I submit my report as under:

1. The remote e-voting period commenced on Sunday, September 24, 2017 (9:00 a.m. IST) and ended on Tuesday, September 26, 2017 (5:00 p.m. IST) via e-voting platform on the designated website of NSDL <https://evoting.nsdl.com>.
2. The shareholders of the company as on the "cut off" date i.e., September 20, 2017 were entitled to avail the facility of remote e-voting as well as voting through polling at the AGM, as the case may be, on the proposed resolution(s) as mentioned at the AGM notice.
3. The total paid up share capital of the company is Rs. 26,32,90,910/- (Rupees Twenty Six Crore Thirty Two Lakhs Ninety Thousand Nine Hundred Ten only) divided into 2,63,29,091 (Rupees Two Crore Sixty Three Lakhs Twenty Nine Thousand Ninety One Only) equity shares of Rs. 10/- (Rupees Ten only) each

4. Poll was conducted at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended upto date.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After the completion of Poll, the ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballot were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the Authorizations/Proxies lodged with the company. A detailed was maintained containing the particulars of the shareholders who participated in the Poll at AGM.
7. Thereafter, the Votes cast through E-Voting were unblocked after completion of Poll at the AGM in the Presence of Two witnesses Ms. Prachi Jain, D/o. Pramod Jain, B-4, 230, Sector 8, Rohini, New Delhi-85 and Ms. Radhika Rai D/o. Mr. Umesh Rai R/o New Delhi- 110 0 who are not in the employment of the company. They have signed below in the confirmation of the Votes being unlocked in their presence.


(Radhika Rai)


(Prachi Jain)

8. The consolidate summary of results of the Poll at AGM and remote e- voting are as under:

Resolution No.-1 To receive, consider, approve and adopt the audited financial statement as at 31st March, 2017 and profit and loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	E-voting	Total	
Assent	3036823	7074003	10110826	100
Dissent	10	0	10	0
Total	3036823	7074003	10110826	100

Therefore, the resolution no.1 has been approved with the requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure-A**.



Resolution 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.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	E-voting	Total	
Assent	2163780	6769943	8933723	100
Dissent	10	0	10	0
Total	2163780	6769943	8933733	100

Therefore, the resolution no.2 has been approved with the requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure-B**.

Resolution - 3 To ratify the appointment of Statutory Auditors of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	E-voting	Total	
Assent	3036823	7074003	10110826	100
Dissent	10	0	10	0
Total	3036823	7074003	10110826	100

Therefore, the resolution no.4 has been approved with the requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure-C**.

Resolution-4 To approve maintenance of the Register of Members and related books at a place of Registered Office..

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	E-voting	Total	
Assent	3036823	7074003	10110826	100
Dissent	10	0	10	0
Total	3036823	7074003	10110826	100

Therefore, the resolution no.4 has been approved with the requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure-D**.

9. An Excel Sheet containing a list of equity shareholders who voted 'For' and 'Against' has been sent to the company by e-mail.
10. 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.
11. The combined results of the votes (electronic and physical) are annexed with this report.
12. All the above mentioned resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,

For V. RAMASAMY & CO.
For V Ramasamy & COMPANY SECRETARIES



(V Ramasamy) V. RAMASAMY
Scrutinizer PROPRIETOR
C P No. 6618 FCS-6191 ; CP-6618

Place : Delhi

Date : 27th September 2017.

Annexure-A

Details of poll at AGM & remote e-voting for Resolution No.1 are as under:

A 1. Voting Through Poll

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares (In Rs.)	% of Total paid up Equity Capital (Approx)
a) Total Votes Received	38	3036833	30368330	11.53%
b) Less: Invalid Votes	0	0	0	0
c) Net valid votes cast	37	3036823	30368230	11.53%
d) Votes with assent	37	3036823	30368230	11.53%
e) Votes with dissent	1	10	100	0

A 2. Voting Through E-Voting

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares (In Rs.)	% of Total paid up Equity Capital (Approx)
a) Net valid votes Cast	28	7074003	70740030	26.86
b) Votes with Assent	28	7074003	70740030	26.86
c) Votes with dissent	0	0	0	0



Annexure-B

Details of poll at AGM & remote e-voting for Resolution No.2 are as under:

B 1. Voting Through Poll

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares (In Rs.)	% of Total paid up Equity Capital (Approx)
a) Total Votes Received	38	3036833	30368330	11.53%
b) Less: Invalid Votes	1	873043	8730430	0.33%
c) Net valid votes cast	37	2163780	21637800	11.20%
d) Votes with assent	36	2163780	21637800	11.20%
e) Votes with dissent	1	10	100	0.00%

B 2. Voting Through E- Voting

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares (In Rs.)	% of Total paid up Equity Capital (Approx)
a) Net valid votes Cast	27	6769943	67699430	25.71%
b) Votes with Assent	27	6769943	67699430	25.71%
c) Votes with dissent	0	0	0	0.00%



Annexure –C

Details of poll at AGM & remote e-voting for Resolution No.3 are as under:

C 1. Voting Through Poll

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares	% of Total paid up Equity Capital
			(In Rs.)	(Approx)
a) Total Votes Received	38	3036833	30368330	11.53%
b) Less: Invalid Votes	0	0	0	0
c) Net valid votes cast	37	3036823	30368230	11.53%
d) Votes with assent	37	3036823	30368230	11.53%
e) Votes with dissent	1	10	100	0

C 2. Voting Through E- Voting

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares	% of Total paid up Equity Capital
			(In Rs.)	(Approx)
a) Net valid votes Cast	28	7074003	70740030	26.86
b) Votes with Assent	28	7074003	70740030	26.86
c) Votes with dissent	0	0	0	0
	28	7074003	70740030	26.86



Annexure- D

Details of poll at AGM & remote e-voting for Resolution No.4 are as under:

D 1. Voting Through Poll

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares	% of Total paid up Equity Capital
			(In Rs.)	(Approx)
a) Total Votes Received	38	3036833	30368330	11.53%
b) Less: Invalid Votes	0	0	0	0
c) Net valid votes cast	37	3036823	30368230	11.53%
d) Votes with assent	37	3036823	30368230	11.53%
e) Votes with dissent	1	10	100	0

D 2. Voting Through E- Voting

Particulars	No. of Voters	No. of Equity Shares	Paid Up value of Equity Shares	% of Total paid up Equity Capital
			(In Rs.)	(Approx)
a) Net valid votes Cast	28	7074003	70740030	26.86
b) Votes with Assent	28	7074003	70740030	26.86
c) Votes with dissent	0	0	0	0
	28	7074003	70740030	26.86

