



28TH ANNUAL REPORT

2014-2015

NOESIS INDUSTRIES LIMITED

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Noesis Industries Limited

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BOARD OF DIRECTORS

Mr. Prem Adip Rishi	Chairman & Managing Director
Mr. Rajesh Galhotra	Director & Chief Financial Officer
Mr. Rakesh Gupta	Director
Mr. Vijay Kumar Sood	Independent Director
Ms. Kalpana Gupta	Independent Director
Mr. Kamal Kumar Jain	Independent Director
Ms. Pandey Pooja Manish	Company Secretary

Statutory Auditors

M/s Arun Kishore & Co.
Chartered Accountants, New Delhi

Bankers

Punjab National Bank
UCO Bank
Allahabad Bank
Punjab & Sind Bank
Standard Chartered Bank
IDBI Bank Limited
State Bank of Mysore

Registered Office

1201 B, 12th Floor,
Hemkunt Chamber,
89 Nehru Place,
New Delhi-110019

Registrars and Share Transfer Agents

Alankit Assignments Limited,
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi-110055
Ph: 42541234, 23541234
Fax: 91-11-42541967
E-mail: info@alankit.com

Works

A-785, RIICO Industrial Area
Bhiwadi, Distt. Alwar, Rajasthan.

DIRECTORS' REPORT

To the Members

Your Directors are presenting the Twenty-Eighth Annual Report and the Company's Audited Financial Statement for the Financial Year ended 31st March, 2015.

1. FINANCIAL RESULTS (Rs. In lacs)

Particulars	Year ended 31.03.2015	Period ended 31.03.2014
Total Income	2.04	273.97
Profit/(Loss) from Ordinary activities before Exceptional Item	(974.73)	(3,811.41)
Profit/(Loss) from Ordinary activities before Tax	(1,074.30)	(3,833.98)
Less: Provision for Tax		
Current Tax	—	—
Deferred Tax	—	—
Profit/(Loss) from Ordinary activities after Tax	(1,074.30)	(3,833.98)
Add: Write back of Excess Provisions	(5.42)	(293.20)
Net Profit for the period from Ordinary activities after Tax	(1,068.88)	(3,540.78)
Net Profit for the period	(1,068.88)	(3,540.78)

2. FINANCIAL/ OPERATION PERFORMANCE REVIEW

During the year under review, the Company recorded a turnover of Rs. 2.04 lacs and loss of Rs. (1,068.88) lacs. The Company has incurred business losses arising out of product obsolescence, under cutting from unorganized sector, high interest rates and write off of pending claims. Over the past few years, the consumer electronic sector has faced changes in the consumer preferences as well as the demand patterns. The company was trying to diversify to add new products to mitigate these risks, but due to general slow down in the economy; lack of capital and high interest costs, these plans could not get materialized. The company had to write off/revalue some of its obsolete/ irrecoverable current assets resulting into business losses. The Company's activities and operations stand discontinued since middle of Financial Year 2012-13. Previous year figures of 9 months are not comparable to current year figures of 12 months period.

However, in view of heavy Losses in the past and loss during the current year, operations have been virtually discontinued. Lenders had declared Loans as N.P.A, which stand recalled. Lenders have issued notices under the SARFAESI Act, 2002 and have also filed suits for recovery with Debts Recovery Tribunal. Management is hopeful of further capital raisin from promoters & group support, settlement /re-structuring of loans and starting of activity for revival. As per management's said perception, these accounts have been prepared on a going concern basis. However in the opinion of statutory auditors, looking at the continuous losses during the current year & last 3 years leading to erosion of net worth to minus Rs. 23611.26 Lacs, defaults of Rs. 21925.20 Lacs towards repayment of dues to banks and financial Institutions, and with no activity for revival. It is not feasible for the company to continue as going concern.

3. PRESENT STATUS OF BANK LOANS

- Punjab National Bank as the Lead Bank under the Consortium Lending arrangement for itself and for 6 other Banks has issued notice dated 10.12.2013 u/s 13 (4) of Chapter III of Securitization And Reconstruction of Financial Assets &

Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002) claiming dues of the value of Rs.17,948.67 lacs along with further interest up to the date of payment. Symbolic possession of immovable's in pursuance of the said notice was taken over on 22.01.2014.

- UCO Bank had filed application u/s 19(4) of the Recovery of Debts Due to Banks & Financial Institutions Act, 1993 before the Debts Recovery Tribunal Delhi vide application dated 26.03.2013 along with interest up to the date of payment.
- Standard Chartered Bank had filed application u/s 19 (4) of the RDDB Act & Financial Institutions Act, 1993 before the Debts Recovery Tribunal Delhi vide application dated 20.05.2013 claiming recovery of debts of Rs. 1857.79 lacs along with interest up to the date of payment.
- Punjab National Bank has filed application u/s 19(4) of the RDDB Act, before the Debts Recovery Tribunal Delhi vide application dated 19.09.2013 claiming dues on behalf of 5 Lending Banks namely Punjab National Bank itself, Allahabad Bank, State Bank of Mysore, IDBI Bank Ltd. & Punjab & Sind Bank of the value of Rs.13,259.55 lacs along with interest up to the date of payment.

4. DIVIDEND

Keeping in view the business losses, the directors of your Company do not recommend any dividend for the year under review.

5. FIXED DEPOSITS

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

During the year under review, Mr. Rajesh Galhotra has been re-designated as Director & Chief Financial Officer of the Company with effect from 1st February, 2015. Further, Ms. Pandey Pooja Manish be appointed as Company Secretary of the Company w.e.f. 1st February, 2015.

In terms of Section 149(7) of the Companies Act, 2013, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta, Independent Directors of the Company have given declarations to the Company to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Brief resumes of Directors proposed to be so appointed or re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and their memberships/ chairmanships on Board Committees of various Companies, have been provided in the Corporate Governance Report. However, brief resume of Mr. Rajesh Galhotra re-designated as Director & Chief Financial Officer of the Company, as required under Clause 49 of the Listing Agreement and Companies Act 2013, forms part of the Notice convening the AGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;

- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

8. POLICIES OF THE COMPANY

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at www.mvindustries.in.

The following policies of the Company are attached herewith marked as **Annexure I** and **Annexure II**:

- a) Policy for selection of Directors and determining Directors independence; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

9. CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE

The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report and attached as **Annexure III**. The requisite certificate from Mr. V. Ramasamy, Proprietor of V. Ramasamy & Co., a firm of Practicing Company Secretary (Membership No. FCS 6191 and CP No. 6618) confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

10. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

11. RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note 25.19 to the financial statement which sets out related party disclosures.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

13. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

14. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

15. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate Internal Financial Controls with reference to Financial Statements. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

16. PARTICULARS OF EMPLOYEES

Information as per section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given in this Report, as no employee of your Company is covered as per provisions contained therein.

17. AUDITORS

M/s. Arun Kishore & Co., Chartered Accountants, who are the Statutory Auditors of the Company, holds office till the conclusion of the forthcoming Annual General Meeting and is eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. Your Board recommends ratification of their appointment for the Financial Year 2015-16.

18. AUDITORS' REPORT

- a. The Auditors' Report to the members together with Audited Accounts for the period ended 31st March, 2015 and notes thereon are attached, which are self-explanatory *except their remark regarding leave encashment and gratuity*, to which the Board explains that provision of leave encashment and gratuity are made by the Company of its own estimates, rather than on actuarial valuation basis in terms of Accounting Standard AS-15.
- b. Point no. 4 of Auditor Report per se is the opinion of the Auditor on certain points of notes to accounts attached to the financial statement for the period ended 31.03.2015. Since notes to accounts are part of financial statement prepared by the Company, the Company in the relevant points has explained the each situation which has arisen this time. The relevant clauses of notes to accounts alongwith Board's response is as follows:-
 - i. *Note No. 26.12 Regarding the financial statements of the company being prepared on a going concern basis, notwithstanding the fact that operations have been discontinued, Loss of Rs. 1,068.88 Lacs has been incurred during the year, net worth is minus Rs. 23,611.26 Lacs and defaults towards repayment of dues to banks and financial institution are of Rs. 21,925.19 Lacs with no activity for revival:* The Board is of the opinion that the company can revive if loans are restructured and new product lines are introduced.



Noesis Industries Limited

- ii. *Note No. 26.09 regarding non availability of confirmations in respect of debit and/or credit balances of loans, advances, deposits, trade payable:* The Board is of the opinion that due to closure of business line, a wide nature of consequential claims have arisen against the company, therefore, it would not be possible to obtain such confirmations of debit/credit balances.
- iii. *Note No. 26.13 regarding non provision of penal interest on recalled banks loans declared as NPA:* The Board is of the opinion that liability for penal interest payable has not been quantified on account of uncertainty and discretionary nature of lending banks on this matter.
- iv. *Note No. 26.17 regarding Non-provision of interest on recalled banks loans declared as NPA to the extent of Rs. 32.57 crores:* The lender banks are not booking interest income on the NPA Accounts as per prudential norms issued by Reserve Bank of India. On the similar footing, the Board is also of the opinion that interest provision on NPA/recalled accounts be not made, as the Settlement proposals are under consideration of the lender banks.

19. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

The Board has appointed Mr. Manoj Sharma, Partner, RSMV & Co., Company Secretaries (Membership No. FCS 7516 and C.P. No. 11571), to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith and marked as **Annexure IV** to this Report.

The observations of Secretarial Auditor are self-explanatory except their remark on the below points alongwith Board's response is as follows:-

- i. *Appointment of Company Secretary:* The Board explains that the Company Secretary of the company had resigned w.e.f. 31st October 2013. The company made efforts to appoint a company secretary immediately. The company could appoint company secretary w.e.f. 1st February 2015 only. However, the company had designated Mr. Rakesh Gupta, Whole Time Director of the company as compliance officer for the period from 1st November, 2013 to 31st January, 2015. Further, the company had designated Mr. Uday Sharma, a semi-qualified person, as Compliance Officer in compliance of Clause 47(f) of the Listing Agreement with the Stock Exchanges at its Board Meeting held on 13/02/2015 and intimated the Stock Exchanges on 13/02/2015.
- ii. *The Lenders to the Company (consortium of bankers) have recalled the loans and issued notice under SARFAESI Act 2002:* The Board is of the opinion that the company can revive if loans are restructured and new product lines are introduced.
- iii. *Present Status of Bank Loans:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.
- iv. *The Report of the Statutory Auditors on the Financial Statement for the Financial Year 2014-15 is qualified on the basis of the Notes on Accounts (26.12, 26.09, 26.13 and 26.17):* The Board is giving their explanation to the same in their report to the shareholders at S. No. 18.b.i to 18.b.iv above.

20. MEETINGS OF THE BOARD

Nine (9) meetings of the Board of Directors were held during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

21. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 furnished in **Form MGT-9** is annexed herewith as **Annexure V**.

22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

As per the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, the Audit Committee consists of the following members:

- a. Mrs. Kalpana Gupta
- b. Mr. Rajesh Galhotra
- c. Mr. Kamal Kumar Jain

The above composition of the Audit Committee consists of Independent Directors viz., Mrs. Kalpana Gupta and Mr. Kamal Kumar Jain who form the majority.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

23. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board has set up a Stakeholders Relationship Committee comprising of Mrs. Kalpana Gupta (Chairman), Mr. Rajesh Galhotra and Mr. Rakesh Gupta as other Members. The details of the Committee are furnished at S.No. 3(b) of Report of Corporate Governance of this Annual Report.

24. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board has set up a Nomination and Remuneration Committee comprising of Mrs. Kalpana Gupta (Chairman), Mr. Kamal Kumar Jain and Mr. Rajesh Galhotra as other Members. The details of the Committee are furnished at S.No. 3(c) of Report of Corporate Governance of this Annual Report.

25. CONSERVATION OF ENERGY

Disclosure of particulars with respect to conservation of energy and technology absorption are not applicable to the Company.

26. RESEARCH AND DEVELOPMENT

Since the market scenario and technologies are changing rapidly, Research and Development (R&D) is important to ensure that Company increases its market share. The Company has always attempted to use the latest and advanced technology for its product lines, but keeping pace with current technological developments is becoming difficult for want of capital. The slow down in the economy and higher interest costs has also deterred the further research and development activities of the company to keep it abreast with the current technological changes.

27. FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | |
|------------------------------|---------|
| a) Foreign Exchange Earnings | Rs. Nil |
| b) Foreign Exchange Outgo | Rs. Nil |

28. RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

29. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

30. SIGNIFICANT AND MATERIAL ORDERS BY ANY COURTS OR TRIBUNALS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

31. ACKNOWLEDGEMENT

During the current difficult times where the company is facing all the challenges, your Directors place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors as well as regulatory and government authorities. Your Directors also thank the employees at all levels who, through their dedication and co-operation have always supported the company.

**By Order of the Board of Directors
For Noesis Industries Limited**

**Sd/-
(Prem Adip Rishi)
Chairman & Managing Director**

**Place: New Delhi
Date : 25th August, 2015**

**Registered Office:
1201B, 12th Floor, Hemkunt Chamber,
89 Nehru Place,
New Delhi-110019
Tel: +91-11-41662674
E-mail: coporates@yahoo.com
Website: www.mvlindustries.in
CIN: L32109DL1986PLC026273**

ANNEXURE I TO DIRECTORS' REPORT

Policy for Selection of Directors and determining Directors' independence

Introduction

Noesis Industries Limited (Noesis) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, Noesis ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

Noesis recognizes the importance of Independent Directors in achieving the effectiveness of the Board. Noesis aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

Scope and Exclusion:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

Terms and References:

In this Policy, the following terms shall have the following meanings:

“**Director**” means a director appointed to the Board of a company.

“**Nomination and Remuneration Committee**” means the committee constituted by Noesis's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

“**Independent Director**” means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

Policy:

- i. **Qualifications and criteria:** The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee may take into account factors, such as: General understanding of the Company's business dynamics, global business and social perspective; Educational and professional background, Standing in the profession; Personal and professional ethics, integrity and values; Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

The proposed appointee shall also fulfill the following requirements:

Possess a Director Identification Number; shall not be disqualified under the Companies Act, 2013; Give his written consent to act as a Director; Endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings; Abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel; Disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made; Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

- ii. **Criteria of Independence:** The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

The criteria of independence, as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company; (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives— (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of— (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm; (iii) holds together with his relatives two per cent or more of the total voting power of the company; or (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

- iii. **Other directorships / committee memberships:** The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The Nomination and Remuneration Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies. A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

ANNEXURE II TO DIRECTORS' REPORT

Remuneration Policy for Directors, Key Managerial Personnel and other employees

Introduction: Noesis Industries Limited (Noesis) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- a. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- b. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Scope and Exclusion: This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

Terms and References: In this Policy, the following terms shall have the following meanings:

“**Director**” means a director appointed to the Board of the Company.

“**Key Managerial Personnel**” means:

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the company secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the Companies Act, 2013

“**Nomination and Remuneration Committee**” means the committee constituted by Noesis's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

Policy:

Remuneration to Executive Directors and Key Managerial Personnel: The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders. The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components: (i) Basic Pay, (ii) Perquisites and Allowances, (iii) Commission (Applicable in case of Executive Directors), (iv) Retiral benefits and v) Annual Performance Bonus.

The Annual Plan and Objectives for Executive Directors and Senior Executives shall be reviewed by the Nomination and Remuneration Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

Remuneration to Non-Executive Directors: The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non- Executive Directors of the Company within the overall limits approved by the shareholders. Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

Remuneration to other employees: Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

ANNEXURE III TO DIRECTORS' REPORT

Report on Corporate Governance

1. The Company's philosophy on code of Governance

Corporate Governance provides a framework within which stakeholders pursue the objectives of the organization most effectively and signifies acceptance by management of the inalienable rights of the shareholders as the true owners of the organization and of their own role as trustees on behalf of them. Corporate Governance has been a high priority for us both in the letter and in spirit. Our commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, senior management personnel and employees and is critical to the Company's success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives. We believe that good governance brings about sustained corporate growth and long-term benefits to the stakeholders by the adopting the following business philosophy:

- Fairness, transparency, accountability and fair to all stakeholders;
- Without compromising on the ethics and principles creating value for all stakeholders;
- Compliance with the law of land.
- Clear communication of significant information leading to high degree of disclosures and transparency in the conduct of management and the business.

2. Board of Directors

The present strength of the Board of Directors of the Company is six comprising of Chairman & Managing Director, Executive Director and four non-executive Directors. The Composition of the Board is in conformity with the Listing Agreement. No Director is a member of more than 10 committees or acts as Chairman of more than 5 committees across all companies in which he/she is a Director.

a) Composition of the Board of Directors

Name of the Directors	Designation	Category (Independent/ Non-executive/ Executive)	Number of Directorships held in other Companies*	Number of Board Committee membership/ chairmanship held in other companies**	
				Chairman	Member
Mr. Prem Adip Rishi	Chairman & Managing Director	Promoter Director	9	—	3
Mr. Rakesh Gupta	Director	Executive Director	4	2	1
Mr. Rajesh Galhotra***	Director & Chief Financial Officer	Non-Executive Director	3	—	—
Mr. Vijay Kumar Sood	Director	Non-Executive Independent Director	2	—	—
Mrs. Kalpana Gupta	Director	Non-Executive Independent Director	7	2	—
Mr. Kamal Kumar Jain	Director	Non-Executive Independent Director	1	—	2

* Number of directorships in other companies excludes alternate directorships, directorships held in private limited companies, foreign companies and in companies under section 25 of the Companies Act, 1956.

** The Committees considered for the purpose are those prescribed under Clause 49 of the Listing Agreement(s).

*** Mr. Rajesh Galhotra is re-designated as Director & Chief Financial Officer of the Company w.e.f. 1st February, 2015.

b) Attendance Record of Directors

Name of the Director	No. of Board meetings held	No. of Board meetings attended	Whether attended last AGM held on 27-12-2014
Mr. Prem Adip Rishi	9	9	Yes
Mr. Rakesh Gupta	9	9	Yes
Mr. Rajesh Galhotra	9	9	Yes
Mr. Vijay Kumar Sood	9	6	Yes
Mrs. Kalpana Gupta	9	9	Yes
Mr. Kamal Kumar Jain	9	6	Yes

c) No. of Board Meetings held

As per Listing Agreement, the Board must meet at least four times a year with a maximum gap of not more than four months between any two meetings.

During the year, 9 Board Meetings were held on various dates as per details given below:

28.05.2014	12.08.2014	25.08.2014
22.09.2014	14.11.2014	08.12.2014
27.01.2015	13.02.2015	30.03.2015

All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board under Clause 49 of the Listing Agreement. During the year, separate meeting of the Independent Directors was held on 1st February, 2015, without the attendance of non-independent directors and members of the management. All Independent Directors attended the said meeting.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. The Board reviewed compliance reports prepared by the Company on half-yearly periodicity.

d) Brief resume of Directors proposed for appointment/ re-appointment

- i) **Mr. Prem Adip Rishi**, aged 60 years is a science graduate having an experience of over three decades in various lines of businesses including consumer electronics. Mr. Rishi has been on the board of the company since its incorporation. This experience has been instrumental in establishing Noesis Industries Limited as a front line company.

Directorship of Companies (as on 31.03.2015)

S. No.	Name of the Company	Position
1.	MVL Limited	Managing Director
2.	Falcon Technosystems Limited	Director
3.	Media Infrastructure Limited	Director
4.	Icon Satellite Limited	Director
5.	Anukool Films Private Limited	Director
6.	Media Magnetic Cassettes Limited	Director
7.	MVL Credits Holdings & Leasing Limited	Director
8.	Risbro Technical Equipments Private Limited	Director
9.	Media Holdings Private Limited	Director
10.	MVL Developers Limited	Director



Noesis Industries Limited

S. No.	Name of the Company	Position
11.	Cardinal Infratech Limited	Director
12.	MVL Solar Power Limited	Director
13.	Balaji Tirupati Property Developers Pvt. Ltd.	Director
14.	MVL Mega City Private Limited	Director
15.	Udyan Horticultures Private Limited	Director
16.	Parisar Property Developers Private Limited	Director
17.	Shiwalik Property Developers Private Limited	Director
18.	Creative Pools Developers Private Limited	Director
19.	Creative Pools Estates Private Limited	Director

Shareholding in Noesis Industries Limited

Mr. Prem Adip Rishi holds 3,03,940 equity shares in his name as on 31st March, 2015.

- ii) **Mr. Rakesh Gupta**, aged 50 years is a Fellow member of The Institute of Chartered Accountants of India. He has over 26 years of vast experience in finance, accounts, taxation and commercial matters. He is responsible for all financial, banking, accounting, legal, taxation and day to day commercial operations of the Company.

Directorship of Companies (as on 31.03.2015)

S. No.	Name of the Company	Position
1	MVL Limited	Whole Time Director & Chief Financial Officer
2	MVL Developers Limited	Director
3.	Cardinal Infratech Limited	Director
4.	MVL Solar Power Limited	Director

Shareholding in Noesis Industries Limited

Mr. Rakesh Gupta holds 15,060 equity shares in his name as on 31st March, 2015.

e) **No. of Shares held by Non-Executive Directors**

Mr. Rajesh Galhotra, Non-Executive Director was holding 60 equity shares of the Company as on 31.03.2015.

f) **Relationship between Directors inter-se**

None of the Directors of the Company are related to each other.

g) **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, *inter alia*, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

h) Familiarisation programmes for Board Members

The Company has a familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. and the same is available on the website of the Company at www.mvlindustries.in.

i) Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

One meeting of Independent Directors was held during the year. The said meeting was held on 01.02.2015.

j) Code of Conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put on the Company's website (www.mvlindustries.in). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman & Managing Director is published in this Report.

3. Board Committees

Noesis Industries Limited has the following Board Committees of its Directors for the compliance with various Corporate Governance requirements:

- a) Audit Committee
- b) Stakeholders Relationship Committee.
- c) Nomination and Remuneration Committee
- d) Risk Management Committee

a) Audit Committee

Composition of the Audit Committee

The composition of Audit Committee is in conformity with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges. Members of the Audit Committee possess financial / accounting expertise / exposure.

The Audit Committee would assure to the Board, adherence of adequate internal control and financial disclosure and other acts confirming to the requirements of Listing Agreement with the Stock Exchanges.

Presently, Audit Committee comprises three members out of which two are Non-Executive and Independent Directors viz. Mrs. Kalpana Gupta, Mr. Kamal Kumar Jain and one is Non-executive Director Mr. Rajesh Galhotra. All members of the Audit Committee have financial knowledge and Mrs. Kalpana Gupta have accounting or related financial management expertise. Company secretary of the Company is the secretary of the committee.

Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.

- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee, *interalia*, includes the following:

- i. Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending the appointment, remuneration and terms of appointment of statutory auditors of the Company.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section 5 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- vi. Monitoring and Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii. Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process.
- viii. Approval or any subsequent modification of transactions of the Company with related parties.
- ix. Scrutiny of inter-corporate loans and investments.
- x. Valuation of undertakings or assets of the Company, wherever it is necessary.
- xi. Evaluation of internal financial controls and risk management systems.
- xii. Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems.
- xiii. Formulating the scope, functioning, periodicity and methodology for conducting the internal audit.
- xiv. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- xv. Discussion with internal auditors of any significant findings and follow-up thereon.
- xvi. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- xv. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- xvi. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xvii. To review the functioning of the Vigil Mechanism and Whistle Blower mechanism.
- xviii. Approval of appointment of the CFO (i.e. the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
- xix. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xx. Reviewing financial statements.
- xxi. Reviewing the following information:
 - a. The Management Discussion and Analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c. Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s).

Committee Meeting Details

Four meetings of the Audit Committee were held on 28.05.2014, 12.08.2014, 14.11.2014 and 13.02.2015.

The attendance at the Audit Committee:

Name of the Member	Designation	No. of meetings held	No. of meetings attended
Mrs. Kalpana Gupta	Chairman	4	4
Mr. Rajesh Galhotra	Member	4	4
Mr. Kamal Kumar Jain	Member	4	4

b) Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted by the Board on August 12, 2014 consequent to the dissolution of the Shareholders Grievance Redressal Committee and Share Transfer cum Demat Committee. The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of Shareholders' grievances and complaints satisfactorily and improve the quality of investor services.

The Stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

Mrs. Kalpana Gupta, Director of the Company, chairs the Committee. The other members of the Committee are Mr. Rakesh Gupta and Mr. Rajesh Galhotra, Directors of the Company. Company secretary of the Company is the secretary of the committee.

Terms of Reference of the Committee, *inter alia*, includes the following:

- i. Oversee and review all matters connected with the transfer of the Company's securities.
- ii. Approve issue of the Company's duplicate share certificates.
- iii. Consider, resolve and monitor redressal of shareholders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
- iv. Oversee the performance of the Company's Registrars and Transfer Agents.
- v. Recommend methods to upgrade the standard of services to investors.

- vi. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- vii. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.
- viii. Perform such other functions as may be necessary or appropriate for the performance of its duties.

The Committee met four times during current year on 30.06.2014, 30.09.2014, 31.12.2014 and 31.03.2015,

The attendance at the Stakeholders Relationship Committee meetings is given below:

Name of the Member	No. of meetings held	No. of meetings attended
Mrs. Kalpana Gupta	4	4
Mr. Rajesh Galhotra	4	4
Mr. Rakesh Gupta	4	4

During the year, nil complaints were received from shareholders and no investor complaint was pending at the beginning or at the end of the year. The Company has acted upon all valid requests for share transfer received during 2014-15 and no transfer is pending.

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

c) Nomination and Remuneration Committee

The Board of Directors in its meeting held on August 12, 2014 changed the nomenclature of the Remuneration Committee to Nomination and Remuneration Committee. The Committee comprises of two non-executive and independent and one non-executive director viz. Mrs. Kalpana Gupta (Chairman), Mr. Kamal Kumar Jain and Mr. Rajesh Galhotra, respectively. Head of Human Resource is permanent invitee to the Committee meetings. Company secretary of the Company is the secretary of the committee.

The non-executive Directors have not drawn any remuneration from the Company except sitting fee for meetings of the Board and Committees attended by them.

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of Reference of the Committee

- i. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- ii. To carry out evaluation of every Director's performance.
- iii. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommended to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- iv. To formulate the criteria for evaluation of Independent Directors and the Board.
- v. To device a policy on Board diversity.
- vi. To recommend/review remuneration of the Managing Director(s) and Whole Time Director(s) based on their performance and defined assessment criteria.
- vii. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- viii. To perform such other functions as may be necessary or appropriate for the performance of its duties.

Meeting Details

During the year one nomination and remuneration committee meeting was held on 01/02/2015 for appointment of CFO and Company Secretary of the Company and fixing their remuneration..

Remuneration of Directors for 2014-15

Name of the Director	Sitting Fee	Salaries and Allowances	Perquisites	Company's Contribution to PF	Commission and Performance Linked Incentive	Total
Mr. Prem Adip Rishi	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Rajesh Galhotra	12,000/-	N.A.	N.A.	N.A.	N.A.	12,000/-
Mr. Rakesh Gupta	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Nr. Vijay Kumar Sood	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mrs. Kalpana Gupta	60,000/-	N.A.	N.A.	N.A.	N.A.	60,000/-
Mr. Kamal Kumar Jain	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

d) Risk Management Committee

Composition of the Committee

Mrs. Kalpana Gupta, Director of the Company, chairs the Committee. The other members of the Committee are Mr. Vijay Kumar Sood and Mr. Rajesh Galhotra, Directors of the Company. Company secretary of the Company is the secretary of the committee.

The Risk Management Committee was constituted by the Board on September 22, 2014 adhering to the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of Clause 49 of the Listing Agreement.

Role and Responsibilities of the Committee includes the following:

- i. Framing of Risk Management Plan and Policy.
- ii. Overseeing implementation of Risk Management Plan and Policy.
- iii. Monitoring of Risk Management Plan and Policy.
- iv. Validating the process of risk management.
- v. Validating the procedure for Risk Minimisation.
- vi. Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- vii. Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
- viii. Performing such other functions as may be necessary or appropriate for the performance of its oversight function.

Meeting Details

One meeting of the Committee was held on 14.11.2014.

The attendance at the Risk Management Committee meeting is given below:

Name of the Member	No. of meetings held	No. of meetings attended
Mrs. Kalpana Gupta	1	1
Mr. Vijay Kumar Sood	1	1
Mr. Rajesh Galhotra	1	1

4. General Body Meetings

The particulars of the last three Annual General Meetings:

Year	Date	Time	Location	Special resolution
2013-2014	30.09.2014	03.00 P.M	Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.	NIL
2012-2013	27.12.2013	12.30 P.M	MPCU Shah Auditorium, Shree Delhi Gujrati Marg, Civil Lines, Delhi-110054.	Change of name of Company from MVL Industries Limited to Noesis Industries Limited u/s 21 and 31
2011-2012	29.12.2012	12.30 P.M	Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.	NIL

Notes:

- i) Special resolution was passed by show of hands.
- ii) There was no postal ballot during the year.
- iii) The Company has not convened any EGM during the year.

5. Disclosures

- a. Disclosures on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large.**

During the period under review, the Company had not entered into any material transaction with any of its related parties. None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 25.19 of Financial Statements, forming part of the Annual Report.

All related party transactions are negotiated on an arms length basis, and are intended to further the Company's interests.

- b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years**

No penalties or strictures have been imposed on the Company by the stock exchange or SEBI or any statutory authority on any matter related to capital market for non-compliance during the last three years. The Investor's complaints received through SEBI/ Stock Exchanges have been resolved in due course.

c. Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

d. Compliance with Mandatory Requirements

- (i) **Management Discussion and Analysis:** are given elsewhere in this Annual report.
- (ii) **Subsidiaries Companies:** The Company has no Subsidiary as on 31.03.2015.
- (iii) **Details about Material Subsidiaries and Transactions:** There was no material subsidiary as at 31.03.2015.

Compliance with Non-Mandatory Requirements

Nomination and Remuneration Committee: The Board has set up a Nomination and Remuneration Committee, details whereof are furnished at Sr. No. 3(c) of this report.

e. Means of Communication:

The Annual, Half yearly and Quarterly Results are submitted to the Stock Exchanges in accordance with the Listing Agreements and are normally published in English in Mint and in Hindi in Rashtriya Sahara.

Corporate Filing and Dissemination System (CFDS): The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal. In particular, the Company informs BSE and NSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the members.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

f. Risk Management

In order to ensure that Management controls risk through means of a properly defined framework, a report on Risk Assessment and Minimization procedure as prepared by functional heads of the Company is being reviewed periodically by the Board of Directors.

6. General Shareholders' Information
(a) Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identification Number allotted to the Company by the Ministry of Corporate Affairs is L32109DL1986PLC026273.

(b) Annual General Meeting

Date 30th September, 2015
 Day Wednesday
 Time 3.00 P.M.
 Venue Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074

(c) Dividend : The Company is not declaring any dividend.

(d) Financial Calendar: 1st April, 2015 to 31st March, 2016

Results for the Quarter ending 30 th June, 2015	Second week of August, 2015
Results for the Quarter ending 30 th September, 2015	Second week of November, 2015
Results for the Quarter ending 31 st December, 2015	Second week of February, 2016
Results for the Quarter ending 31 st March, 2016	Last week of May, 2016
Annual General Meeting for the year ending March, 2016	Last week of September, 2016

(e) Date of Book Closure/ Record Date : Friday, 25th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive)/Wednesday, 23rd September, 2015

(f) Listing on Stock Exchanges

S.No.	Name of the Stock Exchanges	Stock Code
i.	National Stock Exchange of India Limited	'NOESISIND'
ii.	Bombay Stock Exchange Limited	530435

(g) Annual Listing Fee : Paid to the Stock Exchanges (BSE & NSE) for the year 2015-16

(h) ISIN Number for NSDL & CDSL : IN8141B01011 (Old ISIN No. INE141B01020)

(i) Stock Price Data

Month	National Stock Exchange		Bombay Stock Exchange	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2014	2.50	2.20	1.65	1.50
May, 2014	2.20	1.95	2.02	1.41
June, 2014	2.50	1.90	3.10	1.98
July, 2014	2.30	1.95	2.49	1.04
August, 2014	1.90	1.65	0.99	0.76
September, 2014	1.60	0.65	0.89	0.60
October, 2014	0.80	0.50	0.76	0.55
November, 2014	0.65	0.55	0.68	0.52
December, 2014	0.60	0.35	0.68	0.40
January, 2015	0.50	0.40	0.58	0.45
February, 2015	0.50	0.35	0.50	0.40
March, 2015	0.35	0.25	0.51	0.41

Source: www.nseindia.com

Source: www.bseindia.com

(j) **Distribution of Shareholding/ Shareholding Pattern**

(a) **Distribution of Shareholding as on 31/03/2015**

NO. OF SHARES	NO. OF SHAREHOLDERS		NO. OF EQUITY SHARES	
	TOTAL	% OF TOTAL	TOTAL	% OF TOTAL
1 -5000	11,162	90.70	11,66,721	4.43
5001-10000	628	5.10	4,68,730	1.78
10001-20000	252	2.05	3,67,037	1.39
20001-30000	103	0.84	2,63,643	1.00
30001-40000	37	0.30	1,31,225	0.50
40001-50000	17	0.14	79,019	0.30
50001-100000	49	0.40	3,36,994	1.28
100000 and above	58	0.47	2,35,15,722	89.32
TOTAL	12,306	100.00	2,63,29,091	100.00

Shareholding Pattern as on 31/03/2015

	Category	No. of shares	% of Shareholding
(A)	Promoter Holding		
	Promoters	1,16,50,144	44.25
	Sub Total (A)	1,16,50,144	44.25
(B)	Institution		
(a)	Mutual Funds/ UTI	5,880	0.02
(b)	Financial Institutions/ Banks	6,33,631	2.41
	Sub Total (B)	6,39,511	2.43
(C)	Non-Institution		
(a)	Bodies Corporate	35,40,802	13.453
(b)	Individuals	1,00,46,049	8.15
(c)	Any Other (NRIs/ OCBs)	4,52,585	1.72
	Sub Total (C)	1,40,39,436	53.32
	Grand Total (A+B+C)	2,63,29,091	100.00

(k) **Shares Transfer System**

The shares of the company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). The share transfer work is handled by Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited. All requests received by the Company/RTA for Dematerialisation/ Rematerialisation/ Transfer are disposed off expeditiously. Share Certificates duly endorsed are issued/ transferred to all those shareholders, who opt for shares in the physical form.

(l) **Dematerialization of Shares**

The Company's Equity Shares are eligible for dematerialization. The Company has signed agreements with both the depositories namely NSDL and CDSL. The shareholders may therefore hold Company's share in electronic mode. The Company's ISIN No. for both the depositories is IN8141B01011 (Old ISIN No. INE141B01020). As on 31st March, 2015,

2,59,58,113 Equity Shares constituting 98.59% of total Equity of the Company were held in dematerialized form with both the depositories namely NSDL and CDSL.

(m) Outstanding GDRs / ADRs / Warrants etc.

The Company has no outstanding GDRs/ADRs/ Warrants as on 31/03/2015.

(n) Plant Location

A-785, RIICO Industrial Area,
Bhiwadi, Distt. Alwar,
Rajasthan.

(o) Registrar and Share Transfer Agent

Alankit Assignments Limited,
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi-110055
Ph: 42541234, 23541234
Fax: 91-11-42541967
E-mail: info@alankit.com

(p) Investors' correspondence can also be addressed to:

Mr. Uday Sharma
Compliance Officer
Noesis Industries Limited,
MVL iPark, 6th Floor, Near Red Cross Society,
Chandan Nagar, Sector-15(II),
Gurgaon –122001 (Haryana).
Ph: 0124-4514700
Fax: 0124-4143993
E-mail: coporates@yahoo.com
Website: www.mvlindustries.in

(q) CEO/CFO Certification

As required by Clause 49 of the Listing Agreement, the CEO/ CFO certification is given in the Annual report.

(r) Certificate on Compliance with Code of Conduct

I, Prem Adip Rishi, Chairman & Managing Director of the Company confirm the compliance of this Code of Conduct by all the members of the Board and Senior Management Personnel.

**By Order of the Board of Directors
For Noesis Industries Limited**

**Place: New Delhi
Date : 25th August, 2015**

**Sd/-
Prem Adip Rishi
Chairman & Managing Director**

CEO/CFO CERTIFICATION UNDER CLAUSE 49 (IX)

To,

The Board of Directors,
Noesis Industries Limited,

1. We have reviewed the financial statements and the cash flow statement of the Company for the year ended 31st March, 2015 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed the Auditors and Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.

Place : New Delhi
Date : 25th August, 2015

(Sd/-)
(Prem Adip Rishi)
Chairman & Managing Director

(Sd/-)
(Rajesh Galhotra)
Director & Chief Financial Officer

Certificate of Company Secretary in practice regarding compliance of conditions of Corporate Governance

To

The members,
Noesis Industries Limited

We have examined the compliance of conditions of corporate governance by Noesis Industries Limited for the year ended 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

For V. Ramasamy & Co.
Company Secretaries

Sd/-
V. Ramasamy
Proprietor
Membership No. FCS 6191
C.P. No. 6618

Place : New Delhi
Date : 25th August, 2015

ANNEXURE IV TO DIRECTORS' REPORT**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration Personnel Rules 2014]

To
The Board of Directors
NOESIS INDUSTRIES LIMITED
1201 B, 12th FLOOR HEMKUNT CHAMBER,
89 NEHRU PLACE,
NEW DELHI, Delhi-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NOESIS INDUSTRIES LIMITED**. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information, details and explanation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2015** complied with the statutory provisions listed hereunder in general and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **NOESIS INDUSTRIES LIMITED** ("the Company") for the financial year ended on 31st March 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- v. I further report that the Company has, in my opinion, in general complied with the provisions of Companies Act 2013 and the rules made under that the Act and the Memorandum and Articles of Association of the Company, with regard to:
 - a) Maintenance of the various Statutory registers and documents making necessary entries therein;
 - b) Closure of the register of members;
 - c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of board meetings and committee meetings of directors.
- f) The 27th Annual General Meeting held on 30th September, 2014.
- g) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- h) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and re-appointment of Directors including the Managing Director and Whole-time Directors;
- j) payment of remuneration to Directors including the Managing Director and Whole-time Directors;
- k) appointment and remuneration of Auditors;
- l) transfers and transmissions of the Company's shares and debentures, and issue and dispatch of duplicate certificates of shares;
- m) borrowings and registration, modification and satisfaction of charges wherever applicable;
- n) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- o) Directors' report;
- p) contracts, common seal, registered office and publication of name of the Company; and
- q) Generally, all other applicable provisions of the Act and the Rules made under the Act.

During the period under review the Company has in general complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company Secretary of the company had resigned w.e.f. 31st October 2013. The company made efforts to appoint a company secretary immediately. The company could appoint company secretary w.e.f. 1st February 2015 only. To this extent, there is a non-compliance of Section 203 of the Companies Act, 2013 and rules thereunder and Clause 47(a) of the Listing Agreement with the Stock Exchanges, for the period from 1st April 2014 to 31st January 2015. However, the company had designated Mr. Rakesh Gupta, Whole Time Director of the company as compliance officer for the period from 1st November, 2013 to 31st January, 2015. Further, the company had designated Mr. Uday Sharma, a semi-qualified person, as Compliance Officer in compliance of Clause 47(f) of the Listing Agreement with the Stock Exchanges at its Board Meeting held on 13/02/2015 and intimated the Stock Exchanges on 13/02/2015.
2. The Lenders to the Company (consortium of bankers) have recalled the loans and issued notice under SARFAESI Act 2002 and took over symbolic possession of immovable properties and recovery proceedings were launched with Debt Recovery Tribunal. The management is hopeful of raising further capital from promoters & support, settlement / restructuring of loans.
3. PRESENT STATUS OF BANK LOANS:
 - Punjab National Bank as the Lead Bank under the Consortium Lending arrangement for itself and for 6 other Banks has issued notice dated 10.12.2013 u/s 13 (4) of Chapter III of Securitization And Reconstruction of Financial Assets & Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002) claiming dues of the value of Rs.17,948.67 lacs along with further interest up to the date of payment. Symbolic possession of immovable's in pursuance of the said notice was taken over on 22.01.2014.

- UCO Bank had filed application u/s 19(4) of the Recovery of Debts Due to Banks & Financial Institutions Act, 1993 before the Debts Recovery Tribunal Delhi vide application dated 26.03.2013 along with interest up to the date of payment.
 - Standard Chartered Bank had filed application u/s 19 (4) of the RDDB Act & Financial Institutions Act, 1993 before the Debts Recovery Tribunal Delhi vide application dated 20.05.2013 claiming recovery of debts of Rs. 1857.79 lacs along with interest up to the date of payment.
 - Punjab National Bank has filed application u/s 19(4) of the RDDB Act, before the Debts Recovery Tribunal Delhi vide application dated 19.09.2013 claiming dues on behalf of 5 Lending Banks namely Punjab National Bank itself, Allahabad Bank, State Bank of Mysore, IDBI Bank Ltd. & Punjab & Sind Bank of the value of Rs. 13,259.55 lacs along with interest up to the date of payment.
4. The Report of the Statutory Auditors on the Financial Statement for the Financial Year 2014-15 is qualified on the basis of the Notes on Accounts (26.12, 26.09, 26.13 and 26.17). The directors are giving their explanation to the same in their report to the shareholders.
- vi. The following are the various laws applicable to the company. According to the information/details/explanation provided to us, the company has generally complied with the provisions of the said Acts and the company has a mechanism to monitor the compliances of the said laws.
- The Factories Act, 1948
 - The Payment of Wages Act, 1936
 - The Minimum Wages Act, 1948
 - Employees Provident Fund And Misc. Provisions Act, 1952
 - Employers State Insurance Act, 1948
 - The Payment of Bonus Act, 1965
 - The Environment (Protection) Act, 1986
 - Income Tax Act 1961, Wealth Tax Act, Service Tax Act, Sales Tax Act and rules made thereof.
 - Negotiable Instrument Act 1881
 - Maternity Benefits Act 1961
 - Payment of Gratuity Act, 1972
 - The Apprentices Act 1961
 - The Industrial Disputes Act, 1947
 - The Child Labour (Regulation and Abolition) Act, 1970
 - The Weekly Holidays Act, 1942
 - Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
 - Air (Prevention & Control of Pollution) Act 1981 and rules thereunder

However, there were some delays in depositing PF and ESI during the year. But as on date, all liabilities pertaining to PF and ESI upto 31st March, 2015 are fully paid.

There are disputes with Sales Tax and Income Tax Authorities, the proceedings of which are at various stages as per the details given below:-

S.No	Name of the Statute	Nature of dues & period	Amount under dispute (Rs. in lakh)	Forum where
1.	Delhi Sales Tax Act	Sales Tax for 87-88 and 88-89	11.50	Delhi High Court
2.	Income Tax	Asstt. Year 2008-2009	30.46	ITAT, New Delhi
3.	Income Tax	Asstt. Year 2009-2010	79.31	ITAT, New Delhi
4.	Income Tax	Asstt. Year 2010-2011	118.43	CIT (Appeals) New Delhi
5.	Income Tax	Asstt. Year 2011-2012	76.54	CIT (Appeals) New Delhi
	TOTAL		316.24	

I have also examined compliance with the applicable clauses of the Equity Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For and on behalf of **RSMV & CO.**

Sd/-
Manoj Sharma
(Partner)
FCS : 7516
CP No.: 11571

PLACE: DELHI
DATE: 25/08/2015

ANNEXURE V TO DIRECTORS' REPORT
FORM NO. MGT 9
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2015
I REGISTRATION & OTHER DETAILS:

i	CIN	L32109DL1986PLC026273
ii	Registration Date	3-Dec-86
iii	Name of the Company	Noesis Industries Limited
iv	Category of the Company	Public Company
v	Address of the Registered office & contact details	
	Address	1201B, 12th Floor, Hemkunt Chamber, 89 Nehru Place, New Delhi-110019
	Town / City	New Delhi
	State	Delhi
	Country Name	India
	Telephone (with STD Code)	011-41662674
	Fax Number	—
	Email Address	coporates@yahoo.com
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA	Alankit Assignments Limited
	Address	205-208, Anarkali Complex, Jhandewalan Extension,
	Town / City	New Delhi
	State	Delhi
	Pin Code	110055
	Telephone	011- 42541234, 011-23541234
	Fax Number	011-42541967
	Email Address	info@alankit.com

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

Consumer Electronics

All the business activities contributing 10 % or more of the total turnover

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Consumer Electronics	2640- Manufacture of consumer electronics	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled			Nil		
S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
N.A.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	4125371	0	4125371	15.67%	2813552	0	2813552	10.69%	4.98%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	7509653	0	7509653	28.52%	8821472	0	8821472	33.50%	-4.98%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	15120	0	15120	0.06%	15120	0	15120	0.06%	0.00%
(2) Foreign									
a) NRI - Individual	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other - Individual	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Others	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total shareholding of Promoter (A)	11650144	0	11650144	44.25%	11650144	0	11650144	44.25%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	5880	5880	0.02%	0	5880	5880	0.02%	0.00%
b) Banks / FI	632551	1080	633631	2.41%	632551	1080	633631	2.41%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	632551	6960	639511	2.43%	632551	6960	639511	2.43%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3746995	36741	3783736	14.37%	3504021	36781	3540802	13.45%	0.92%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2205686	280264	2485950	9.44%	2920373	279644	3200017	12.15%	-2.71%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7404749	33913	7438662	28.25%	6812119	33913	6846032	26.00%	2.25%

Category of Shareholders	No. of shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
c) Others (specify)									
i) Non Resident Indians	317104	13680	330784	1.26%	438905	13680	452585	1.72%	-0.46%
ii) Clearing Members	304	0	304	0%	0	0	0	0.00%	0.12%
Sub-total (B)(2):-	13674838	364598	14039436	53.32	13675418	364018	14039436	53.32	0.12%
Total Public Shareholding (B)= (B)(1)+ (B)(2)	14307389	371558	14678947	55.75%	14307969	370978	14678947	55.75%	0.12%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	25957533	371558	26329091	100.00	25958113	370978	26329091	100.00	0.00

ii. Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1	Prem Adip Rishi	303940	1.15	0.00	303940	1.15	0.00	0.00
2	Anuradha Rishi	1108080	4.21	0.00	0	0.00	0.00	4.21
3	Anukool Rishi	1533989	5.83	0.00	1533989	5.83	0.00	0.00
4	Arjun Rishi	303739	1.15	0.00	100000	0.38	0.00	0.77
5	Prem Adip Rishi HUF	873043	3.32	0.00	873043	3.32	0.00	0.00
6	Prem Adip Rishi JT. Anuradha Rishi	120	0.00	0.00	120	0.00	0.00	0.00
7	Anuradha Rishi JT. Prem Adip Rishi	2460	0.01	0.00	2460	0.01	0.00	0.00
8	ICON Satellite Limited	45000	0.17	0.00	45000	0.17	0.00	0.00
9	MVL Credits Holdings & Leasing Ltd.	696188	2.64	0.00	696188	2.64	0.00	0.00
10	MVL Credits Holdings & Leasing Ltd.	867045	3.29	0.00	867045	3.29	0.00	0.00
11	Risbro Tech. Equipments Pvt. Ltd.	2450000	9.31	7.41	2450000	9.31	7.41	0.00
12	Media Holdings Private Limited	1280400	4.86	4.79	1487940	5.65	4.79	-0.79
13	Anukool Films Private Limited	1462120	5.55	3.46	2018380	7.67	3.46	-2.11
14	Media Magnetic Cassettes Limited	708900	2.69	0.04	708900	2.69	0.04	0.00
15	Media Infrastructure Limited	0	0	0.00	548019	2.08	0.00	-2.08
16	Rakesh Gupta	15060	0.06	0.00	15060	0.06	0.00	0.00
17	Rajesh Galhotra	60	0.00	0.00	60	0.00	0.00	0.00
	TOTAL	11650144	44.25	15.70	11650144	44.25	15.70	0.00

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Anuradha Rishi	1108080	4.21	01/04/2014				
				18/04/2014	-344280	Inter se transfer	763800	0.13
				31/03/2015	-763800	Inter se transfer	0	0.00
		0	0.00	31/03/2015			0	0.00
2	Arjun Rishi	303739	1.15	01/04/2014				
				18/04/2014	-203739	Inter se transfer	100000	0.38
				31/03/2015			100000	0.38
		100000	0.38	31/03/2015			100000	0.38
3	Media Holdings Private Limited	1280400	4.86	01/04/2014				
				31/03/2015	207540	Inter se transfer	1487940	5.65
				31/03/2015			1487940	5.65
		1487940	5.65	31/03/2015			1487940	5.65
4	Anukool Films Private Limited	1462120	5.55	01/04/2014				
				31/03/2015	556260	Inter se transfer	2018380	7.67
				31/03/2015			2018380	7.67
		2018380	7.67	31/03/2015			2018380	7.67
5	Media Infrastructure Limited	0	0	01/04/2014				
				18/04/2014	548019	Inter se transfer	548019	2.08
				31/03/2015			548019	2.08
		548019	2.08	31/03/2015			548019	2.08

Inter-se Transfer among Promoters

Sl. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Anuradha Rishi	1108080	4.21	01/04/2014				
				18/04/2014	-344280	Inter se transfer	763800	0.13
				31/03/2015	-763800	Inter se transfer	0	0.00
		0	0.00	31/03/2015			0	0.00
2	Arjun Rishi	303739	1.15	01/04/2014				
				18/04/2014	-203739	Inter se transfer	100000	0.38
				31/03/2015			100000	0.38
		100000	0.38	31/03/2015			100000	0.38
3	Media Holdings Private Limited	1280400	4.86	01/04/2014				
				31/03/2015	207540	Inter se transfer	1487940	5.65
				31/03/2015			1487940	5.65
		1487940	5.65	31/03/2015			1487940	5.65
4	Anukool Films Private Limited	1462120	5.55	01/04/2014				
				31/03/2015	556260	Inter se transfer	2018380	7.67
				31/03/2015			2018380	7.67
		2018380	7.67	31/03/2015			2018380	7.67
5	Media Infrastructure Limited	0	0	01/04/2014				
				18/04/2015	548019	Inter se transfer	548019	2.08
				31/03/2015			548019	2.08
		548019	2.08	31/03/2015			548019	2.08

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Usha Sharma	6200000	23.55	01/04/2014				
		3913484	14.86	31/03/2015	-2286516	sale	3913484	14.86
		3913484	14.86	31/03/2015			3913484	14.86
2	Bennett, Coleman & Co. Limited	2643494	10.04	01/04/2014				
		2626517	9.98	31/03/2015	-16977	Sale	2626517	9.98
		2626517	9.98	31/03/2015			2626517	9.98
3	Sicom Limited	631111	2.40	01/04/2014				
		631111	2.40	31/03/2015	0		631111	2.40
		631111	2.40	31/03/2015			631111	2.40
4	Global Capital Market Limited	373006	1.42	01/04/2014				
		373006	1.42	31/03/2015	0		373006	1.42
		373006	1.42	31/03/2015			373006	1.42
5	Meenakshi Sharma	348349	1.32	01/04/2014				
		348349	1.32	31/03/2015	0		348349	1.32
		348349	1.32	31/03/2015			348349	1.32
6	Sheela Jayasree Subramony	262847	1.00	01/04/2014				
		262847	1.00	31/03/2015	0		262847	1.00
		262847	1.00	31/03/2015			262847	1.00
7	Moizbhai Hakimuddin Boriawala	231106	0.88	01/04/2014				
		231106	0.88	31/03/2015	0		231106	0.88
		231106	0.88	31/03/2015			231106	0.88
8	Om Prakash Agarwal	0	0.00	01/04/2014				
		155000	0.59	31/03/2015	155000	Purchase	155000	0.59
		155000	0.59	31/03/2015			155000	0.59
9	Jagdish Sharma	0	0.00	01/04/2014				
		154276	0.59	31/03/2015	154276	Purchase	154276	0.59
		154276	0.59	31/03/2015			154276	0.59
10	Vimal C Shah HUF	0	0.00	01/04/2014				
		121574	0.46	31/03/2015	121574	Purchase	121574	0.46
		121574	0.46	31/03/2015			121574	0.46

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
A. DIRECTORS								
1	Mr. Kamal Kumar Jain	0	0.00	01/04/2014	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2015			0	0.00
2	Mr. Vijay Kumar Sood	0	0.00	01/04/2014	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2015			0	0.00
3	Mrs. Kalpana Gupta	0	0.00	01/04/2014	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2015			0	0.00
4	Mr. Rajesh Galhotra	60	0.00	01/04/2014	0	Nil Holding/ movement during the year	0	0.00
		60	0.00	31/03/2015			60	0.00
5	Mr. Rakesh Gupta	15060	0.06	01/04/2014	0	Nil movement during the year	0	0.00
		15060	0.06	31/03/2015			15060	0.06
B. KMP'S								
1	Mr. Prem Adip Rishi	303940	1.15	01/04/2014	0	Nil movement during the year	0	0.00
		303940	1.15	31/03/2015			303940	1.15
2	Ms. Pandey Pooja Manish	0	0.00	01/04/2014	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2015			0	0.00

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year (01.04.2014)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
• Addition	0	232,465,728	0	232465728
• Reduction	0	0	0	0
Net Change	0	232465728	0	232465728
Indebtedness at the end of the financial year (31.03.2015)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	0	232,465,728	0	232465728
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	232465728	0	232465728

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD	Total Amount
		Mr. Prem Adip Rishi	
1	Gross salary	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	
	- as % of profit	0	0
	-others, specify	0	0
5	Others, please specify	0	0
	Total (A)	0	0
	Ceiling as per the Act	0	0

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
		Mrs. Kalpana Gupta	
1	Independent Directors		
	Fee for attending board committee meetings	60,000/-	60,000/-
	Commission	0	0
	Others, please specify	0	0
	Total (1)	60,000/-	60,000/-

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
2	Other Non-Executive Directors	Mr. Rajesh Galhotra	
	Fee for attending board committee meetings	12000	12000
	Commission	0	0
	Others, please specify	0	0
	Total (2)	12000	12000
	Total (B)=(1+2)	72000	72000
	Total Managerial Remuneration	72000	72000
	Overall Ceiling as per the Act	200000	200000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Ms. Pandey Pooja Manish Company Secretary	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	72000	72000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission		
	- as % of profit - others, specify...	0 0	0 0
5	Others, please specify	0	0
	Total	72000	72000

Since the Company has no profit/inadequate Profit, Mr. Rajesh Galhotra will not draw any remuneration as a Director & CFO of the Company and will be entitled to only sitting fee as per Schedule V.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority[RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Not Applicable		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Not Applicable		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Not Applicable		
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS

The management is presenting this Report as a part of Director's Report in compliance to the Corporate Governance Code of Securities and exchange Board of India under Clause 49(F) of the Listing Agreement.

1. Industrial Structure

The consumer electronics industry is going through tough times due to rapid technological changes. The margins on the products are declining and the companies are facing cut throat competition. The products are being sold at hefty discounts resulting into erosion in bottom line, and business losses also. The slowdown in the economy has also added fuel to the problem. Companies are cutting corners to stay afloat as rising input cost and costlier borrowing have forced them to defer investment plans, thus offering fewer jobs. The industrial and agricultural growth index is also declining; and the disposable income in the hands of the consumer is not increasing due to high inflation. There is shift in demand patterns and the consumer is inclined to defer its purchase decision unless it becomes a necessity; thus reducing demand for goods.

2. Business Outlook

The Company has incurred business losses arising out of product obsolescence, under cutting from unorganized sector, high interest rates and write off of pending claims. Over the past few years, the consumer electronic sector has faced changes in the consumer preferences as well as the demand patterns. The company was trying to diversify to add new products to mitigate these risks, but due to general slow down in the economy; lack of capital and high interest costs, these plans could not get materialized. The company had to write off/revalue some of its obsolete/ irrecoverable current assets resulting into business losses. The Company's activities and operations stand discontinued since middle of Financial Year 2012-13.

3. SWOT Analysis

Strengths

- More than two decades old, professionally managed Company.
- Experienced, committed and forward-looking Management Team.
- Reputed "MEDIA" Brand in general masses.

Weaknesses

- Dependence on single product line.
- Low margins on products because of severe competition.
- High debts and their servicing costs.
- Higher working capital cycle.

Opportunities

- Continued growth in the consumer electronics market.
- Rising disposable income.
- Availability of financing Scheme.

Threats

- Risk of technical obsolescence.
- Competition in consumer electronic industry and also from unorganized/grey market.
- Government policy on Taxation has significant impact on the price and thus demand for the Company's products.
- Slowdown in economy.
- High interest costs.
- Cheaper imports from the overseas market.
- Threat of substitute products
- Threat of new entrants

4. Financial and Operational Performance

During the period under Review, the company has suffered losses due to closure of business line. The debtors have adjusted their dues towards the company against their past claims and future liabilities towards the customers. The realizable value of stocks has become negligible because of their non saleability. Due to these reasons, the debtors and stocks are written off resulting into business loss from operational activities.

5. Adequacy of Internal Control Systems

The Company has set up internal control procedures commensurate with its size and nature of the business and periodically reviews the internal control system and procedures leading to the orderly and efficient conduct of its business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statues. The internal control systems provide for well defined policies, guidelines, authorization and approval procedures. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements.

The Audit Committee of the Board, Statutory Auditors and the Management are regularly apprised of internal audit findings. The Audit Committee of the Company consisting of Non-Executive and Independent Directors.

6. Material Development in Human Resources

The company lays lot of importance on manpower rationalization and efficiency improvement. The company believes that human resources are vital resources for giving the company a competitive edge in the current business environment. The Company strictly follows the philosophy of congenial work environment, performance oriented work culture, knowledge, skill building, creativity and responsibility and performance based compensation. Action has been taken to develop and enhance the skills of human resource.

7. Risks and Concerns

The company was reeling under the pressure of negative cash flows from operating activities since the last 7-8 years. It tried to diversify into new product lines to mitigate the losses but economic slowdown, inadequate capital and high cost of capital acted as deterrent for such diversification plans. Presently, the major concern for the company is to revive its business activity and to repay the borrowings. The Company is exploring all avenues to come out of these bad times which it will be able to do with the help of its business associates and lending institutions.

8. Cautionary Statement

The statements in the Directors' and Management Discussion and Analysis Report describing the Company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the company's operations are influenced by many external and internal factors beyond the control of the Company.

**By Order of the Board of Directors
For Noesis Industries Limited**

**Sd/-
(Prem Adip Rishi)
Chairman & Managing Director**

**Place: New Delhi
Date : 25th August, 2015**

**Registered Office:
1201B, 12th Floor, Hemkunt Chamber,
89 Nehru Place,
New Delhi-110019
Tel: +91-11-41662674
E-mail: coporates@yahoo.com
Website: www.mvlindustries.in
CIN: L32109DL1986PLC026273**

INDEPENDENT AUDITOR'S REPORT

To the Members

NOESIS INDUSTRIES LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of Noesis Industries Ltd (the company), which comprise the balance sheet as at 31st March, 2015, the statement of Profit and Loss; the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies ; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standard and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. The Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Basis for Qualified Opinion

Reference is invited to

- (a) Note No. 26.12 Regarding the financial statements of the company being prepared on a going concern basis, notwithstanding the fact that operations have been discontinued, Loss of Rs.1068.88 Lacs has been incurred during the year, net worth is minus Rs. 23,611.26 Lacs and defaults towards repayment of dues to banks and financial institution are of Rs. 21925.19 Lacs with no revival activity till date and no restructuring/sattlement by/with the lenders. We are of the opinion that there is no feasibility for the company to carry on as a going concern, unless additional funds are infused, loans are restructured and revival activities are restarted.
- (b) Note No. 26.09 regarding non availability of confirmations of balances from loan lenders and of debit and/or credit balances of loans, advances, deposits, trade payable In the absence of such confirmations, any provision to be made for the adverse variation in carrying of amounts of these balances, are not quantified, as well as the quantum of adjustment if any, required to be made remain unascertained.

- (c) Note No. 26.13 regarding non provision of penal interest on recalled banks loans declared as NPA. Liability for penal interest payable has not been quantified on account of uncertainty and discretionary nature of penal interest, if any payable.
- (d) Note No. 26.17 regarding Non-provision of Interest on recalled banks loans declared as NPA to the extent of Rs. 32.57 crores, resulting in reduction of loss by Rs.32.57 crores and understatement of minus net worth to the same extent.

5. Qualified Opinion

In our opinion and to the best of our information and according to the explanation given to us, except for possible effects of the matters described in paragraph , 4 above - the basis of qualified opinion , the financial statements give a true and fair view :-

- (a) In the case of the Balance sheet, of the state of affairs of the company as at 31st March 2015;
- (b) In the case of statement of Profit and Loss of the Loss for the year ending on 31st March, 2015.
- (c) In the case of the Cash Flow Statement, of the Cash flow for the year ending on 31st March, 2015

6. Emphasis of Matter

- (a) We draw attention to note no. 26.14 of the financial statements regarding recalling of loans by the lending consortium of bankers, issue of notice under SARFASI ACT 2002, taking over symbolic possession of Immovable properties and recovery proceedings launched with Debt Recovery Tribunal.
- (b) We draw attention to note no. 3 of the financial statements regarding total deficit in the statement of profit and loss of Rs. 26,244.17 Lacs (Previous year Rs. 25155.92 Lacs) representing accumulated losses and complete erosion of net worth.

7. Report on Other legal and Regulatory requirements

- (a) As required by Section 143 (3) of the Act, we report that;
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 *Except provision of leave encashment and gratuity made on management's estimate, rather than on actuarial valuation basis in terms of Accounting standard AS-15*
 - On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as Director in terms of Section 164 (2) of the Act,
- (b) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the said order.

**For ARUN KISHORE & COMPANY
CHARTERED ACCOUNTANTS
(ICAI FRN : 001898 N)**

**Sd/-
CA ARUN KISHORE
PARTNER
[Membership No. 10770]**

**Place : New Delhi
Date : 25th May, 2015**

Reg. NOESIS INDUSTRIES LIMITED YEAR ENDED 31.03.2015

Annexure referred to in the Independent Auditors' report to the members of Noesis Industries Ltd on the financial statements for the year ended 31st March, 2015.

- i.
 - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Major items of fixed assets were physically verified during the year by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.
- ii.
 - a) As explained to us, inventories have been physically verified by the management at reasonable intervals. In respect stocks lying with third party, these have been confirmed by them.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories. No material discrepancies were noticed on verification, between physical stocks and book records.
- iii. The Company has not granted any loans during the year, secured or unsecured, to companies, firms or other parties required to be covered in the register maintained under Section 189 of the Act. Therefore, the provisions of clause 3(iii) (a) & (b) of the Order are not applicable
- iv. In our opinion and according to the information and explanations given to us, there are reasonably adequate internal controls systems, commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control system.
- v. The company has not accepted deposits during the year from the public within the provisions of Section 73 of the Act and the Rules framed there under.
- vi. We have broadly reviewed the books of accounts maintained by the company, pursuant to rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained and the required statement are in the process of compilation. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.
 - (a) According to the information and explanations given to us undisputed amounts in respect of aforesaid dues which were outstanding as at 31st March 2015 for a period of more than 6 months from the date they became payable, are towards Tax deducted at Source of Rs.4.37 lacs , Provident fund Rs. 1.47 lacs, Sales tax Rs. 0.05 lacs.
 - (b) According to the information and explanations given to us following dues have not been admitted payable on account of disputes /appeals pending with appropriate authorities:-

S.No.	Name of the statute	Nature of the dues & Period	Amount under dispute (Rs. in Lacs)	Forum where dispute is pending
1.	Delhi Sales Tax Act	Sales Tax for 87-88 and 88-89	11.50	Delhi High Court
2.	Income Tax	Asstt. Year 2008-2009	30.46	ITAT, New Delhi
3.	Income Tax	Asstt. Year 2009 -2010	79.31	ITAT, New Delhi
4.	Income Tax	Asstt. Year 2010-2011	118.43	CIT (Appeals) New Delhi
5.	Income Tax	Asstt. Year 2011-2012	76.54	CIT (Appeals) New Delhi
		Total	316.24*	

*The above figures are exclusive of interest if any payable thereon.

- (c) Based on the information and explanations obtained, the company has no liability or requirement to transfer any amount to Investor Education & Protection Fund in accordance with the relevant provisions of the Act and the Rules thereunder.
- viii. The Company has an accumulated loss of Rs. 26,244.17 lacs as at the end of the financial period and it has incurred cash loss of Rs. 169.62 Lacs in the current year, previous year Rs. 27,575.48 Lacs. Accumulated losses at the end of the financial year are more than the company's net worth.
- ix. According to the information and explanations given to us, during the year the Company has defaulted in re-payment of dues to financial institution and banks amounting to Rs. 21,925.19 lacs as at 31.03.2015, default towards principal amount is Rs. 15,950.00 lacs and towards interest is Rs. 5,975.19 lacs. The default started from the period beginning from January, 2012 and continue till the date of our audit.
- x. Based on our examination and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities
- xi. Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- xii. Based on the audit procedure performed and the representation obtained from the management, we report that no case of fraud on or by the company has been noticed or reported during the year under audit.

For ARUN KISHORE & COMPANY
CHARTERED ACCOUNTANTS
(ICAI FRN : 001898 N)

Sd/-
CA ARUN KISHORE
PARTNER
[Membership No. 10770]

Place : New Delhi
Date : 25th May, 2015

Balance Sheet as at 31st March, 2015

PARTICULARS	NOTE NO'S	AS AT 31/03/2015 (Amount in Rs.)	AS AT 31/03/2014 (Amount in Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	263,290,910	263,290,910
Reserves & Surplus	3	<u>(2,624,416,703)</u>	<u>(2,515,591,800)</u>
		(2,361,125,793)	(2,252,300,890)
Non-Current Liabilities			
Long-Term Borrowings	4	232,465,728	-
Deferred Tax Liability (Net)		-	-
Other Long-Term Liability	5	<u>250,000</u>	<u>335,000</u>
Long-Term Provisions	6	-	<u>815,712</u>
		232,715,728	1,150,712
Current Liabilities			
Short-Term Borrowings	7	2,198,262,840	2,467,921,994
Trade Payables		-	-
Other Current Liabilities	8	3,328,841	7,116,701
Short-Term Provisions	9	<u>1,012,365</u>	<u>1,776,093</u>
		<u>2,202,604,046</u>	<u>2,476,814,788</u>
		74,193,981	225,664,610
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	64,253,531	73,415,876
Intangible Assets		-	-
Capital Work-in-Progress		-	-
		64,253,531	73,415,876
Non-Current Investments	11	5,585,115	130,016,546
Deferred Tax Assets (Net)		-	-
Long-Term Loans and Advances	12	138,591	292,752
Other Non-Current Assets	13	<u>324,350</u>	<u>252,617</u>
		6,048,056	130,561,915
Current Assets			
Inventories	14	470,806	470,806
Trade Receivables	15	-	664,354
Cash and Cash Equivalents	16	1,117,181	5,117,875
Short-Term Loans and Advances	17	2,304,407	15,335,416
Other Current Assets	18	-	98,368
		3,892,394	21,686,819
		<u>74,193,981</u>	<u>225,664,610</u>
Significant Accounting Policies			
	1		

The Notes referred to above form an integral part of the financial statements
This is the Balance Sheet referred to in our report of even date

FOR ARUN KISHORE & COMPANY

Chartered Accountants
(ICAI FRN: 001898N)

Sd/-

CA Arun Kishore

Partner

Membership No.10770

Place : New Delhi

Date : 25th May, 2015

For and on behalf of the Board of Directors

Sd/-

(Prem Adip Rishi)

Chairman & Managing Director

Sd/-

(Rajesh Galhotra)

Director &
Chief Financial Officer

Sd/-

(Pandey Pooja Manish)

Company Secretary

Statement of Profit & Loss for the year ended on 31st March, 2015

PARTICULARS	NOTE NO'S	FOR THE YEAR ENDED 31/03/2015 (Amount in Rs.)	FOR THE PERIOD ENDED 31/03/2014 (Amount in Rs.)
INCOME			
Revenue from Operations	19	23,748	1,964,577
Other Income	20	180,806	25,432,049
TOTAL		204,554	27,396,626
EXPENSES			
Purchase of stock-in-trade (Traded goods)		2,331	335,250
Increase / (Decrease) in Inventories	21	-	11,420,275
Employees Benefits Expenses	22	2,303,052	5,842,043
Finance Cost	23	11,254,545	276,690,954
Other Expenses	24	76,891,557	109,321,233
Depreciation and amortization	10	7,225,829	4,927,710
TOTAL		97,677,314	408,537,465
Profit/(Loss) from Ordinary activities before Exceptional Item		(97,472,760)	(381,140,839)
Exceptional Items Dr/(Cr)	25	9,957,665	2,257,586
Profit/(Loss) from Ordinary activities before Tax		(107,430,425)	(383,398,425)
Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Profit/(Loss) from Ordinary activities after Tax		(107,430,425)	(383,398,425)
Write back of Excess Provisions		(542,037)	(29,320,000)
Net Profit for the Period from Ordinary activities after Tax		(106,888,388)	(354,078,425)
Extra Ordinary Items (Net of Tax)		-	-
Net Profit for the Period		(106,888,388)	(354,078,425)
Earning per equity share (Nominal value of shares Rs.10/- each)			
Basic (in Rs.)		(4.06)	(13.45)
Diluted (in Rs.)		(4.06)	(13.45)
Significant Accounting Policies	1		

The Notes referred to above form an integral part of the financial statements
This is the Statement of Profit & Loss referred to in our report of even date

FOR ARUN KISHORE & COMPANY

Chartered Accountants
(ICAI FRN: 001898N)

Sd/-
CA Arun Kishore
Partner
Membership No.10770
Place : New Delhi
Date : 25th May, 2015

For and on behalf of the Board of Directors

Sd/-
(Prem Adip Rishi)
Chairman & Managing Director

Sd/-
(Rajesh Galhotra)
Director &
Chief Financial Officer

Sd/-
(Pandey Pooja Manish)
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

S. No. PARTICULARS	FOR THE YEAR ENDED 31.03.2015 (RS. IN LACS)	FOR THE PERIOD ENDED 31.03.2014 (RS. IN LACS)
A. Cash flow from Operating activities		
Net profit before taxation & extraordinary items	(1,068.88)	(3,540.78)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation and Amortisation	72.26	49.28
Revenue Exp./other claims written off	(2.06)	0.49
Profit/(Loss) on sale of Fixed Assets	-	0.27
Interest expense	112.55	2,765.79
Lease rent / hire purchase expense	-	1.12
Interest income	(0.80)	(0.14)
Other misc income	(1.01)	(254.18)
Operating Profit before working capital changes	(887.94)	(978.15)
Movement in working capital		
Increase/(Decrease) in Trade Payables	-	-
Increase/(Decrease) in Long Term Liabilities & Provisions	(9.01)	(25.44)
(Increase)/Decrease in Other current liabilities and short term Provisions	(40.10)	(381.52)
Increase/(Decrease) in Trade Receivable	6.64	134.48
Increase/(Decrease) in Inventories	-	115.04
Increase/(Decrease) in Long Term Loan and Advances	5.04	1,385.23
Increase/(Decrease) in Short Term Loan and Advances	130.31	12.16
Increase/(Decrease) in Other Current Assets	0.26	0.15
Cash generated from / (used in) operations	(794.80)	261.95
Direct Taxes paid (net of refunds)	(5.42)	(308.34)
Cash Flow before extraordinary items	(800.22)	(46.39)
Extraordinary items - write back	2.06	-
Net cash flow from / (used in) Operative Activities (A)	(798.16)	(46.39)
B. Cash Flow from investing activities.		
Purchase of Fixed Assets	-	-
(Purchase)/Sale of Non-Current Investments	1,244.31	(3.96)
Proceeds from Sale of Fixed Assets	-	75.85
Other Income	0.80	0.14
Other misc income	1.01	254.18
Net cash flow from / (used in) Investing Activities (B)	1,246.12	326.21
C. Cash Flow from Financing Activities		
Interest expense	(112.55)	(2,765.79)
Lease rent / hire purchase expense	-	(1.12)
Increase /(Decrease) in Long Term Borrowing	2,294.70	(125.70)
Increase /(Decrease) in Short Term Borrowing	(2,666.63)	2,650.36
Net cash flow from / (used in) Finance Activities (C)	(484.48)	(242.25)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(36.52)	37.57
Cash and Bank Equivalent at the beginning of the year	44.05	6.48
Cash and Bank Equivalent at the end of the year	7.53	44.05
Components of Cash and Cash Equivalents		
Cash in Hand	5.29	39.73
In Current Accounts	2.24	4.32
	7.53	44.05

This is the Cash Flow Statement referred to in our report of even date

FOR ARUN KISHORE & COMPANY

Chartered Accountants

(ICAI FRN: 001898N)

Sd/-

CA Arun Kishore

Partner

Membership No.10770

Place : New Delhi

Date : 25th May, 2015

For and on behalf of the Board of Directors

Sd/-

(Prem Adip Rishi)

Chairman & Managing Director

Sd/-

(Rajesh Galhotra)

Director &
Chief Financial Officer

Sd/-

(Pandey Pooja Manish)

Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015
1. Significant Accounting Policies
(a) Corporate Information

Noesis Industries Ltd. (hereinafter referred to as the "Company") is a Company domiciled in India and incorporated under the provisions of the Companies Act 1956 (The Act). The Company had been engaged in the business of Consumer Electronics Goods. The Company's activities and operations stand discontinued since middle of FY 2012-13.

(b) Method of Accounting

The financial statements of the company are prepared and presented under the historical cost convention and comply in all material respects with applicable accounting standards as specified under section 133 of the companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, All incomes & expenditure are accounted for on accrual method of accounting unless otherwise stated hereafter. Accounting policies not specifically referred to are consistent with Generally Accepted Accounting Principles

(c) Use of estimates

In preparation of the financial statements in conformity with generally accepted accounting principles, estimates and assumptions, where necessary, have been made based on management's best knowledge and experience. Accordingly, actual results may differ from such estimates.

(d) Inventory Valuation

Stocks of trading goods, Packing, Stores & Spares are valued at lower of cost or market value on first in first-out basis as per past practice.

(e) Fixed Assets including intangible assets and work-in-progress

Fixed Assets are stated at cost, net of accumulated depreciation.

(f) Depreciation

i) Depreciation on tangible and intangible assets is provided on the Useful life method as specifies under Companies Act 2013. Depreciation on additions/ deletions to/from fixed assets is provided on pro-rata basis from the date the asset is put to use /discarded.

ii) The Management estimate of the useful life of the assets is as below:

Buildings	30 years
Plant & Machinery	15 years
Office equipment	5 years
Computer equipment	3 years
Vehicles	10 years

(g) Amortisation

i) Deferred revenue expenses brought forward are being amortised in ten equated annual installments

ii) No amortization is provided for on lands taken on lease of above 30 years period.

(h) Investments

i) Non-current investments in equity shares, government securities and mutual funds are stated at cost.

ii) Current investments are stated at lower of cost or fair value.

iii) Permanent diminution in the value of long term investments are stated at the fair value, after such decline is determined for such investment individually in terms of Accounting Standard (AS)-13

(i) Foreign Currency Translations

Transactions in Foreign Exchange are accounted for at Exchange rates prevailing on the date of transactions. Monetary items denominated in Foreign Currencies are converted at the Exchange rate as at the Balance Sheet date. The Exchange differences if any arising on such conversions are recognized as income or expense in the year of such conversion.

(j) Taxation
i) Current Tax

Provision for Income Tax is based on assessable profits/loss of the company as computed in accordance with the relevant provision of the Income Tax Act, 1961 for the year ending 31st March, 2015.

ii) Deferred Tax

Deferred Tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets on unabsorbed tax losses and tax depreciation are recognized only when there is a virtual certainty of their realization and on other items when there is reasonable certainty of realization. The tax effect is calculated on the accumulated timing differences at the year end based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015
(k) Retirement /Employee Benefits

- i) Contributions payable by the Company to the concerned Government Authorities in respect of Provident Fund, Family Pension fund and Employee State Insurance are charged as revenue expenditure.
- ii) Provision for gratuity has been provided as per actual calculation on last estimates made by the management in parity with the payment of Gratuity Act 1972.
- iii) Provision for leave encashment is made on the basis of company leave policy as its best estimates.

(l) Segmental reporting

The Company's operations comprise of only one Segments-"Consumer Electronic Goods/Accessories" and therefore there are no other business/geographical segments to be reported as required under Accounting Standards (AS-17) "Segment Reporting".

(m) Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between The finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Leases where the lessors effectively retain substantially all the risks and benefits of ownership over the leased term are classified as operating leases. Operating lease Payments including expenses incurred for bringing the leased asset to its working condition for intended use are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(n) Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

PARTICULARS	AS AT 31/03/2015 (Rs.)	AS AT 31/03/2014 (Rs.)
Note - 2		
SHARE CAPITAL		
AUTHORISED CAPITAL		
3,67,35,351 Equity shares of Rs.10/- each	367,353,510	367,353,510
ISSUED,SUBSCRIBED & FULLY PAID-UP CAPITAL:-		
2,63,29,091 Equity Shares of Rs.10/- each fully paid up .	263,290,910	263,290,910
	263,290,910	263,290,910

- (a) There is no variation or change in the issued , subscribed and fully paid -up capital structure during the year. Therefore, no separate disclosure of reconciliation of the number of equity share outstanding as at the beginning and at the end of the year is required.
- (b) Shareholders Holding more than 5% shares based on legal ownership in the subscribed share capital of the company is set out below:

Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Share	% Held	No. of Share	% Held
1 Bennett, Comeman & Co. Limited	2,626,517	9.98	2,643,494	10.04
2 Usha Sharma	3,913,484	14.86	6,200,000	23.55
3 Anukool Rishi	1,533,989	5.83	1,533,989	5.83
4 Risbro Technicals Equipments Pvt. Ltd.	2,450,000	9.31	2,450,000	9.31
5 MVL Credits Holdings and Leasing Ltd.	1,563,233	5.94	1,563,233	5.94
6 Anukool Films Pvt. Ltd.	2,018,380	7.67	1,462,120	5.55
7 Media Holdings Pvt. Ltd.	1,487,940	5.65	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

PARTICULARS	AS AT 31/03/2015 (Rs.)	AS AT 31/03/2014 (Rs.)
Note - 3		
RESERVES & SURPLUS:-		
(a) General Reserve		
Opening Balances	176,800,032	176,800,032
Less Depreciation related to last year	<u>1,936,516</u>	<u>-</u>
	174,863,516	176,800,032
(b) Share Premium Account (Opening Balance)	107,117,577	107,117,577
Add : Provided during the year	<u>-</u>	<u>-</u>
	107,117,577	107,117,577
(c) Surplus/(Deficit) in the Statement of Profit and Loss		
Opening Balance	(2,799,509,409)	(2,445,430,984)
Add : Profit / (Loss) for the Year	(106,888,388)	(354,078,425)
Less : Transfer to General Reserve	-	-
Closing Balance	<u>(2,906,397,796)</u>	<u>(2,799,509,409)</u>
	<u>(2,624,416,703)</u>	<u>(2,515,591,800)</u>
Note - 4		
LONG-TERM BORROWINGS		
Unsecured inter corporate loans	<u>232,465,728</u>	<u>-</u>
	<u>232,465,728</u>	<u>-</u>
Note - 5		
OTHER LONG-TERM LIABILITIES		
Security Received	<u>250,000</u>	<u>335,000</u>
	<u>250,000</u>	<u>335,000</u>
Note - 6		
LONG-TERM PROVISIONS		
Provision of Gratuity (Net of Reversal)	<u>-</u>	<u>815,712</u>
	<u>-</u>	<u>815,712</u>
Note - 7		
SHORT TERM BORROWINGS		
WORKING CAPITAL LIMITS		
[Above loans are secured against hypothecation of stocks, debts, other movable and immovable assets present or future and personal Guarantee of the Managing Director]	2,192,519,649	2,449,483,339
OTHER TERM LOAN	5,743,191	18,438,655
[Secured against hypothecation of vehicles/equipments or residual charge on current assets and/or against third parties guarantee & securities]	<u>2,198,262,840</u>	<u>2,467,921,994</u>
	<u>2,198,262,840</u>	<u>2,467,921,994</u>
Note - 8		
OTHER CURRENT LIABILITIES		
For Expenses & Others	3,328,841	7,116,701
For Advances From Customers	<u>-</u>	<u>-</u>
	<u>3,328,841</u>	<u>7,116,701</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

PARTICULARS	AS AT 31/03/2015 (Rs.)	AS AT 31/03/2014 (Rs.)
Note - 9		
SHORT-TERM PROVISIONS		
Provision for Income Tax	-	542,037
Provision for Gratuity	304,160	482,826
Provision for Bonus	356,942	337,921
Provision for LTA	220,434	235,300
Provision for Leave Encashment	130,829	178,009
	1,012,365	1,776,093

Note - 10

Particulars	Gross Block				Depreciation			Net Block			
	Name of Assets	Cost as on 01-04-2014	Additions	Sales/Trf.	Cost as on 31-03-2015	Total upto 01-04-2014	Adj.for changes in the system*	For the Year 31-03-2015	Total upto 31-03-2015	WDV As on 31-03-2015	WDV As on 31-03-2014
Land	10,622,159	-	-	-	10,622,159	-	-	-	-	10,622,159	10,622,159
Buildings	83,866,708	-	-	-	83,866,708	25,880,520	-	4,692,463	30,572,983	53,293,725	57,986,188
Electricals Installation	4,425,861	-	-	-	4,425,861	3,836,711	411,990	147,703	4,396,404	29,457	589,150
Dies & mouldes	27,680,774	-	-	-	27,680,774	27,680,774	-	-	27,680,774	-	-
Furniture & Fixtures	2,157,019	-	-	-	2,157,019	2,157,019	-	-	2,157,019	-	-
Office Equipment	39,390,374	-	-	-	39,390,374	38,434,260	55,603	779,394	39,269,257	121,117	956,114
Plant & machinery	24,583,388	-	-	-	24,583,388	22,282,219	1,325,162	860,949	24,468,330	115,058	2,301,169
Vehicles	12,814,613	-	-	-	12,814,613	12,034,882	-	716,784	12,751,666	62,947	779,731
Testing equipments	1,320,529	-	-	-	1,320,529	1,239,888	54,817	21,792	1,316,497	4,032	80,641
Tubewell	269,190	-	-	-	269,190	168,466	88,944	6,744	264,154	5,036	100,724
Total as on 31.03.2015	207,130,615	-	-	-	207,130,615	133,714,739	1,936,516	7,225,829	142,877,084	64,253,531	73,415,876
Total as on 31.03.2014	220,013,072	-	12,882,457	-	207,130,615	134,057,231	5,270,204	4,927,710	133,714,737	73,415,877	85,955,839

*Note : Current year depreciation provide by using useful life method and the amount is directly debited to General reserve.

Note - 11
NON-CURRENT INVESTMENTS
Equity Shares (Long Term) (Unquoted at Cost)

(a) 10,000 Equity Shares of Rs. 10/- each of Media Satellite & Telecoms Ltd.	100,000	100,000
(b) 105,20,000 Equity Shares of Rs.10/- each of MVL Telecom Ltd.	1,052,000	1,052,000
(c) 24,800 Equity Shares of Rs.10/- each of MVL Solar Power Ltd.	248,000	248,000

Equity Shares (Long Term) (Quoted at Cost)

(d) 60,86,583 Equity Shares of Rs.1/- each (Previous year 61,902,652 Eq.Shares of Rs.1/- each) of MVL Ltd. (Out of the above Nil [previous year 5,58,16,069] Equity shares of Rs.1/- each are pledged for against loan availed by an associate companies)	2,661,744	126,108,003
(e) 50,000 Equity Shares of Rs.10/- each of (Previous year 50,000 Eq.Shares) Burnpur Cement Ltd.	1,503,371	1,503,371
(f) 4,479 Equity Shares of Rs.10/- each (Previous year 4,479 Eq.Shares) of Everest Industries Ltd.	-	985,172

Government Securities (Long Term)

National Saving Certificates \ Kissan Vikas Patra

(Pledged with Sales Tax Authorities)

Principal Mutual Fund (Long Term)(Quoted)

	20,000	20,000
Market Value of quoted securities	5,585,115	130,016,546
Shares	2,661,774	59,954,547
Mutual Funds	20,000	20,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

PARTICULARS	AS AT 31/03/2015 (Rs.)	AS AT 31/03/2014 (Rs.)
Note - 12		
LONG-TERM LOANS AND ADVANCES		
Security Deposits	132,147	193,291
Prepaid Expenses	6,444	99,461
Advances against 'Purchases & Expenses	-	-
	138,591	292,752
Note - 13		
OTHER NON-CURRENT ASSETS		
FDR'S/NSC Pledged in sales tax	137,014	137,014
Interest Accrued	1,87,336	115,603
	324,350	252,617
Note - 14		
INVENTORIES		
Trading Goods	470,806	470,806
	470,806	470,806
Note - 15		
TRADE RECEIVABLES		
(Unsecured):-		
<u>Exceeding six months from the date they became payable</u>		
i) Considered good	-	664,354
ii) Considered doubtful	-	-
Total (A)	-	664,354
<u>Less than six months from the date they became payable</u>		
i) Considered good	-	-
ii) Considered doubtful	-	-
Total (B)	-	-
Total (A + B)	-	664,354
Note - 16		
CASH AND CASH EQUIVALENTS		
Cash and Imprest balances	5,29,206	3,973,209
Balances with Scheduled Banks (in current a/c)	224,054	430,745
FDR's/Margin Money with Scheduled Banks (pledged)	363,921	713,921
	1,117,181	5,117,875
Note - 17		
SHORT-TERM LOANS AND ADVANCES		
Unsecured considered good	2,304,407	15,335,416
Unsecured considered - Doubtful	-	-
	2,304,407	15,335,416
Note - 18		
OTHER CURRENT ASSETS		
Deffered Revenue Expenses	-	98,368
	-	98,368

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

PARTICULARS	For the year ended 31/03/2015 (Rs.)	For the period ended 31/03/2014 (Rs.)
Note - 19		
REVENUE FROM OPERATIONS		
Sales	23,748	1,964,577
	<u>23,748</u>	<u>1,964,577</u>
Note - 20		
OTHER INCOME		
Interest Income	79,706	13,596
Miscellaneous Income	101,100	3,861,262
Maturity of Keyman Insurance	-	21,557,191
	<u>180,806</u>	<u>25,432,049</u>
Note - 21		
INCREASE /(DECREASE) IN STOCKS		
Closing Inventories		
Finished goods	470,806	470,806
Opening Inventories		
Finished goods	470,806	11,891,081
	<u>-</u>	<u>11,420,275</u>
Note - 22		
EMPLOYEE BENEFITS EXPENSES		
Salary, Allowances & Welfare	1,995,407	5,264,249
Bonus	83,410	220,094
Contribution to Funds	224,235	357,700
	<u>2,303,052</u>	<u>5,842,043</u>
Note - 23		
FINANCE COSTS		
Interest Charges	11,250,430	276,532,116
Bank Charges	4,115	47,234
Hire purchase charges	-	1,11,604
	<u>11,254,545</u>	<u>276,690,954</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

PARTICULARS	For the year ended 31/03/2015 (Rs.)	For the period ended 31/03/2014 (Rs.)
Note - 24		
OTHER EXPENSES		
Advertisement Expenses	302,533	197,605
Auditors Remuneration	168,540	136,436
Books & Periodicals	38,652	-
Balance W/off	(304,305)	-
Conveyance	91,930	503,042
Deferred Revenue Expenses Written/off	98,368	49,177
Excise Duty Paid	-	13,677
Insurance Charges	137,517	192,623
Legal & Professional Charges	663,068	599,068
Loss on sale of Shares/Mutual Funds	73,491,416	(54,769)
Loss on sale of Fixed assets	-	27,253
Meeting Expenses	294,400	98,575
Miscellaneous Expenses	3,180	21,057
Office Expenses	76,965	-
Packing & Stores Consumed	-	89,682
Postage & Courier	105,464	38,969
Power & Fuel	215,861	257,792
Printing & Stationery	125,574	65,958
Rates Fee & Taxes	433,372	169,457
Rebate & Discount	-	16,684
Rent	60,000	45,000
Repair & Maintenance	54,898	510,666
Sales Promotion	-	4,885
Subscription Books & Periodicals	-	207,159
Travelling (Directors)	-	31,268
Travelling (Others)	2,319	55,869
Telephone Expenses	64,563	335,249
Watch & Ward Expenses.	767,243	756,089
Prior Period Items (Net)	-	104,952,762
	76,891,557	109,321,233
Note - 25		
EXCEPTIONAL ITEMS		
Claims settled & amount w/off *	-	2,257,586
Diminution of Investments of Shares	9,957,665	-
	9,957,665	2,257,586

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

26.01 **Defined Employee Benefit Plans:** -

Provision for gratuity has been provided as per actual calculation on best estimates made by the management in parity with the payment of Gratuity Act 1972.

Provision for leave encashment is made on the basis of company leave policy as per best estimates of the management

26.02 **Earning per Share (EPS)**

Particulars		Unit	For the Year Ended 31.03.15	For the Ended 31.03.14
Profit/(Loss) attributable to equity share holder (numerator)	"A"	Rs.	(1068.88) Lacs	(3540.78) Lacs
No. of equity shares at the beginning of the year		Nos.	2,63,29,091	2,63,29,091
No of equity shares entitled to shares profits.		Nos.	2,63,29,091	2,63,29,091
Weighted average no. of equity shares at year end.(Denominator)	"B"	Nos.	2,63,29,091	2,63,29,091
Face Value per Equity Share		Rs.	Rs. 10/-	Rs. 10/-
Basic / Diluted earning per share (A) / (B)		Rs.	(4.06)	(13.45)

		(Rs. In Lacs)	(Rs. In Lacs)
26.03	Contingent Liabilities Corporate Guarantees given for loans availed by group companies.	37,900.00	37,900.00
26.04	Claims not acknowledged as debt For Sales Taxes & Income Tax matters. For Commercial disputes	316.24 2.77	470.68 2.77
	Total	319.01	473.45
26.05	Trade Receivables include debts, which are considered doubtful of recovery for which no provision has been made in these accounts.	Nil	6.64
26.06	Auditors Remuneration Covers For Statutory Audit & Tax Audit For Taxation matters For Other Services on above services For Other Reimbursements	0.60 0.70 0.16 0.22	0.50 0.50 0.12 0.24
	Total	1.68	1.36
26.07	Deferred Tax Liabilities/Assets : *In view of no certainty of future income and realization of Deferred Tax Assets, no provision is being made for Deferred Assets	Nil	Nil
26.08	Directors Remuneration Covers Salaries Contribution to provident fund Membership Fees Sitting Fees	- - - 0.72	8.44 0.50 0.00 0.09
	Total	0.72	9.03

26.09 Management has not been able to obtain confirmation of balances from Loan Lenders and other debit & credit balances of Trade payables, Loans, advances & deposits. In the absence of such confirmations, any provisions to be made for the adverse variation in the carrying amounts of these balances are not quantified, since quantum of claims and disputes, if any remains unascertained.

26.10 In the opinion of Directors, the current assets have value on realization in the ordinary course of business at least equal to the value at which they are stated in the forgoing Balance Sheet except as otherwise stated.

26.11 VAT assessments have been finalized up to financial year 2011-12, however assessment of some of the branches are pending for the year 2011-12, liability, if any for the un-assessed years remains unascertained.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

26.12 In view of heavy Losses in the past and loss during the current year, operations have been virtually discontinued. Lenders had declared Loans as N.P.A, which stand recalled. Lenders have issued notices under the SARFAESI Act, 2002 and have also filed suits for recovery with Debts Recovery Tribunal. Management is hopeful of further capital raisin from promoters & group support, settlement /re-structuring of loans and starting of activity for revival. As per management's said perception, these accounts have been prepared on a going concern basis. However in the opinion of statutory auditors, looking at the continuous losses during the current year & last 3 years leading to erosion of net worth to minus Rs. 23611.26 Lacs, defaults of Rs. 21925.20 Lacs towards repayment of dues to banks and financial Institutions, and with no activity for revival. it is not feasible for the company to continue as going concern.

26.13 The consortium of Banks which had provided funds towards working capital and term loans have declared the company's loans accounts as NPA as per Reserve Bank of India guidelines. All loans have been recalled. Since the bank loans are declared as NPA, Lenders are not charging interest. The company has also stopped providing of interest / penal interest if any applicable on NPA loan accounts w.e.f 01.04.2014

26.14 **Banks Loans :-**

		Current Year (Rs. in Lacs)	Previous Period (Rs. in Lacs)
A)	Working Capital Loans availed are secured against:-	21928.69	24494.83
I.	hypothecation of Stocks, Books Debts & Other Current Assets both present & future		
II.	Immovables equitably mortgaged. Symbolic possession of which has been taken over by the lenders on 22.01.2014.		
	a) Factory Land & Building situated at A-785, Bhiwadi, Rajasthan belonging to the company.		
	b) Property (Land & Building) at Plot No. 112, Sector-8, IMT Manesar, Haryana belonging to the company.		
	c) Property (Land & Building) at A-316-C, Ricoh Industrial Area, Bhiwadi, Rajasthan belonging to one of the guarantor company.		
III.	Corporate Guarantee provided by associate company/third parties	15950.00	15950.00
IV.	Personal Guarantee of Promoter Director Sh. Prem Adip Rishi	15950.00	15950.00
B)	Term Loans availed are secured against:-	57.43	184.39
	Third party guarantees and securities.		

Present Status:

- Punjab National Bank as the Lead Bank under the Consortium Lending arrangement for itself and for 6 other Banks has issued notice dated 10.12.2013 u/s 13 (4) of Chapter III of Securitization And Reconstruction of Financial Assets & Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002) claiming dues of the value of Rs.17,948.67 lacs along with further interest up to the date of payment. Symbolic possession of immovable's in pursuance of the said notice was taken over on 22.01.2014
- UCO Bank had filed application u/s 19(4) of the Recovery of Debts Due to Banks & Financial Institutions Act,1993 before the Debts Recovery Tribunal Delhi vide application dated 26.03.2013 along with interest up to the date of payment.
- Standard Chartered Bank had filed application u/s 19 (4) of the RDDL Act & Financial Institutions Act,1993 before the Debts Recovery Tribunal Delhi vide application dated 20.05.2013 claiming recovery of debts of Rs. 1857.79 lacs along with interest up to the date of payment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

- Punjab National Bank has filed application u/s 19(4) of the RDDB Act, before the Debts Recovery Tribunal Delhi vide application dated 19.09.2013 claiming dues on behalf of 5 Lending Banks namely Punjab National Bank itself, Allahabad Bank, State Bank of Mysore, IDBI Bank Ltd. & Punjab & Sind Bank of the value of Rs.13,259.55 lacs along with interest up to the date of payment.
- 26.15 Previous year figures of 9 months are not comparable to current year figures of 12 months period.
- 26.16 Inventories/ trading goods of the value of Rs. 4.71 lacs (Previous year 4.71 lacs) represent non moving and rejected goods, which may not fetch the same value at which it is stated in the balance sheet.
- 26.17 As per board resolution Dt. 22.09.2014, the company has decided not to provide interest on NPA bank loans on accrual basis w.e.f 1.4.2014. As such during the year, interest of Rs.32,57,16,001 /- payable as per last agreed terms has not been provided.
- 26.18 During the year, with the continues decline in the value of Quoted shares, the decline upto 31.03.2015 has been recognized as that of other than temporary in nature and value of said investment has been accordingly reduced by Rs. 99.58 lacs by debiting the statement of profit and loss as exceptional item.
- 26.19 Disclosure of Related Party Transactions in accordance with Accounting Standard (AS) - 18 "Related Party Disclosures".

Relationship

i) **Companies/Parties in which key management Personnel or their relatives have substantial interest/significant influence**

Falcon Technosystems Ltd.
MVL Limited.

ii) **Key Managerial Personnel**

Mr. Prem Adip Rishi – Chairman & Managing Director
Mr. Rakesh Gupta – Director
Mr. Rajesh Galhotra – Director & Chief Financial Officer

iii) **Relatives of key managerial personnel where transactions have taken place:**

Mr. Rajesh Galhotra

Summary of transactions carried out with related parties (as identified above by the Company and relied upon by the Auditors)

(Rs. in Lacs)

Sl. No.	Nature of Transactions	Referred in 26.19 (i)	Referred in 26.19 (ii)	Referred in 26.19 (iii)	Total For the Year ended 31/03/15	Total For the Period ended 31/03/14
i.	Purchases Goods & Materials	-	-	-	-	3.82
ii	Rent Paid	0.60	-	-	0.60	0.45
iii	Directors Remuneration	-	-	-	-	8.94
iv	Directors Sitting Fees	-	-	0.12	0.12	0.09
v	Realization of Advances	-	-	-	-	1,384.18
vi	Sale of Fixed Assets	-	-	-	-	75.00
vii	Corporate Guarantee Given	37,900.00	-	-	37,900.00	37,900.00
viii	Corporate Guarantee Availed	15,950.00	-	-	15,950.00	15,950.00
Ix	Amount Paid during the year	18.74	-	-	18.74	3,740.66
x	Amount Received(Net) during the year	2366.30	-	-	2366.30	2,565.66
Year End Balances						
xi	Advance receivable	-	-	-	-	120.14
xii	Payables	2328.75	-	-	2328.75	22.83

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015
26.20 Other Disclosers: -

a)	CIF Value of imports		Value	Value
	Stores & Spares		0	0
	Trading Goods / Raw Material		0	0
	Capital Goods		0	0
	Total		0	0
b)	Earning in Foreign Exchange		NIL	NIL
c)	Expenditure in Foreign Currency		NIL	NIL
d)	Value of Raw Materials, Stores, Spares and Packing Material consumed	Value	%age	Value
	Raw Material			
	Imported	0.00	0.00%	0.00
	Indigenous	0.00	0.00%	0.00
	Total	0.00	0.00%	0.00
	Stores, Spares and Packing Material			
	Imported	0.00	0.00%	0.00
	Indigenous	0.00	0.00%	0.00
	Total	0.00	0.00%	0.00

Signature to Note No.1 to 26.20

Subject to our report of even date

FOR ARUN KISHORE & COMPANY
Chartered Accountants
(ICAI FRN: 001898N)

For and on behalf of the Board of Directors

Sd/-
CA Arun Kishore
Partner
Membership No.10770
Place : New Delhi
Date : 25th May, 2015

Sd/-
(Prem Adip Rishi)
Chairman & Managing Director

Sd/-
(Rajesh Galhotra)
Director &
Chief Financial Officer

Sd/-
(Pandey Pooja Manish)
Company Secretary

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