



2017-2018

31ST ANNUAL REPORT

NOESIS INDUSTRIES LIMITED



Noesis Industries Limited

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BOARD OF DIRECTORS

Mr. Prem Adip Rishi
Mr. Rajesh Galhotra
Mr. Rakesh Gupta
Mr. Vijay Kumar Sood
Ms. Kalpana Gupta
Mr. Kamal Kumar Jain
Mr. Mandeep Kaur

Chairman & Managing Director
Director & Chief Financial Officer
Director
Independent Director
Independent Director
Independent Director
Company Secretary

Statutory Auditors

M/s Garg Sandeep & Co.
Chartered Accountants,
F-31, 1st Floor, Raheja Square Mall,
Sector-2, IMT Manesar,
Gurgaon-122050

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,
Alankit heights/IE/13,
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 pleased to present the 31st (Thirty First) Annual Report and the Company's Audited Financial Statement for the Financial Year ended March 31, 2018.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2018 is summarized below:

Particulars	(Rs. In lacs)	
	Year ended 31.03.2018	Year ended 31.03.2017
Total Income	1.01	0.23
Profit/(Loss) before tax and exceptional items	(67.25)	(76.12)
Tax Expense		
Earlier year tax	(0.48)	-
Deferred Tax	-	-
Total Comprehensive Income for the period	(67.73)	(76.12)
Net Profit/Loss for the period	(67.73)	(76.12)
Earning per equity share		
Basic (Rs.)	0.26	0.29
Diluted (Rs.)	0.26	0.29

2. FINANCIAL/ OPERATION PERFORMANCE REVIEW

During the year under review, the Company recorded NIL turnover and loss of Rs. (67.73) 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.

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 raising 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 4 years leading to erosion of net worth to minus Rs. 23982.13 Lacs and with no activity for revival and slow progress in application for one time settlement with the lenders, it is not feasible for the company to continue a going concern.



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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. Physical possession of immovable properties in pursuance of the said notice was taken over during the year.
- 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. Rajesh Galhotra, retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Deepak Gupta who was appointed as Additional Director on 07th February, 2018 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment.

In terms of Section 149(7) of the Companies Act, 2013, Mr. Vijay Kumar Sood, 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.

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, 2018, the applicable accounting standards have been followed along with 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, 2018 and of the loss of the Company for the year ended on that date;



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- 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 familiarization 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 the link: www.mvlinindustries.in.

The following policies of the Company are available on the website of the Company at www.mvlinindustries.in.

- 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and attached as Annexure I. The requisite certificate from Mr. V. Ramasamy, Proprietor of V. Ramasamy & Co., a firm of Practising Company Secretary (Membership No. FCS 6191 and C.P. 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 Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 as well as Listing Regulation, 2015 on materiality of related party transactions.

Your Directors draw attention of the members to Note 18.16 to the financial statement which sets out related party disclosures.

In accordance with Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC.2 are attached as Annexure - IV to this Report.

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.



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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**

Under Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section.

The audit committee of the Company has proposed, and on 14.08.2018, the Board of Directors of the Company has recommended the appointment of M/s. Garg Sandeep & Co, Chartered Accountants (Firm registration number 029283N) as the statutory auditors of the Company. They will hold office for a period of five consecutive years from the conclusion of the 31st Annual General Meeting of the Company scheduled to be held on 29th September, 2018, till the conclusion of the 36th Annual General Meeting to be held in the year 2023, subject to the approval of the shareholders of the Company. They have confirmed their eligibility to the effect that their 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 appointment. The first year of audit will be of the financial statements for the year ending March 31, 2019, which will include the audit of the quarterly financial statements for the year.

18. **AUDITORS' REPORT**

- a. The Auditors' Report to the members together with Audited Accounts for the period ended 31st March, 2018 and notes thereon are attached, which are self-explanatory.
- b. Point no. III 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 31.03.2018. 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. 18.07 regarding non availability of confirmations in respect of debit and/or credit balances of loans, advances, deposits, trade payable and lenders In the absence of such confirmations, any provision to be made for the adverse variation in carrying of amounts of these balances, cannot be quantified, as well as the quantum of adjustment if any, required to be made remains unascertained.* - The Board is of the opinion that Non-availability of confirmation of loans availed from lenders is on account of non-operational accounts declared as NPA by the lender. Other loans & advances or deposits are of nominal value.

- (ii) *Note No. 18.10 Regarding the financial statements of the company being prepared on a going concern basis, notwithstanding the fact that there are no operations, Loss of Rs.67.73 Lacs has been incurred during the year, net worth is minus Rs. 23,944.89 Lacs and defaults towards repayment of dues to banks and financial institution are of Rs. 21,915.11 Lacs with no sign of revival. We are of the opinion that there is no feasibility for the company to carry on as a going concern. The Board is of the opinion that the company can revive if loans are settled by the lenders and new product lines are introduced with fresh capital infusion.*
- (iii) *Note No. 18.11 regarding non provision of penal interest on recalled banks loans declared as NPA. Liability for penal interest payable has not been quantified owing to discretionary nature of such charges. 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. 18.15 regarding Non-provision of Interest on recalled banks loans declared as NPA of Rs. 50,21,05,095/- (Previous year Rs. 43,47,10,019/-) resulting in understating of loss by Rs.50.21 crores (Previous year Rs. 43.47 crores) and understatement of minus net worth by Rs. 50.21 crores for current year and understatement of cumulative minus net worth by Rs. 163.98 crores from 01.04.2014 i.e from the date of non provision of interest on N.P.A Accounts. The lender banks are not booking interest income on the NPAAccounts 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 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith and marked as **Annexure II** 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. *Compliances with SEBI (LODR) Regulations, 2015:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.
- ii. *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.
- iii. *The Report of the Statutory Auditors on the Financial Statement for the Financial Year 2016-17 is qualified on the basis of the Notes on Accounts (18.07, 18.10, 18.11 and 18.15):* 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.
- iv. *PF, ESI for the month of March, 2018 and TDS amount deducted from the various entities are yet to be paid to the authorities:* The Board explains that however, there are some delays in depositing PF, ESI and TDS amount during the year, but all liabilities pertaining to PF, ESI and TDS will be cleared very shortly.
- v. *There are disputes with Sales Tax and Income Tax Authorities, the proceedings of which are at various stages:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.
- vii. The following directors were disqualified under the provisions of Section 164(2), consequent upon non-filing of annual documents by some companies in which the directors are also directors:-
 - Mr. Prem Adip Rishi.
 - Mrs. Kalpana Gupta
 - Mr. Vijay Kumar Sood
 - Mr. Rajesh Galhotra



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The said directors filed a petition to the Hon'ble High Court Delhi and the Hon'ble court has stayed the notification of the Registrar of Companies declaring the above said directors disqualified.

vii. There are 10 cases pending against the company.

20. MEETINGS OF THE BOARD

Seven (07) 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 III.

22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

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. Rajesh Galhotra 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. Vijay Kumar Sood 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 & Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 : 24th August, 2018**

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

ANNEXURE I 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/the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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	5	—	2
Mr. Deepak Gupta	Director	Non-Executive Director	2	—	1
Mr. Rajesh Galhotra	Director & Chief Financial Officer	Executive Director	2	—	—
Mr. Vijay Kumar Sood	Director	Non-Executive Independent Director	2	—	1
Mrs. Kalpana Gupta	Director	Non-Executive Independent Director	5	3	1
Mr. Kamal Kumar Jain	Director	Non-Executive Independent Director	1	—	—

* Number of directorships in other companies excludes alternate directorships, directorships held in private limited companies, foreign companies and in companies under section 8 of the Companies Act, 2013.

** The Committees considered for the purpose are those prescribed under Regulation 18, 19, 20 & 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 30.09.2017
Mr. Prem Adip Rishi	07	07	Yes
Mr. Rajesh Galhotra	07	07	Yes
Mr. Vijay Kumar Sood	07	02	No
Mrs. Kalpana Gupta	07	07	Yes
Mr. Kamal Kumar Jain	07	02	No
Mr. Rakesh Gupta*	04	04	Yes

* Mr. Rakesh Gupta resigned w.e.f. 28.09.2017.

c) No. of Board Meetings held

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 7 Board Meetings were held on various dates as per details given below:-

16.05.2017	28.07.2017	25.08.2017	11.09.2017	05.12.2017	11.12.2017
07.02.2018					

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 Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, separate meeting of the Independent Directors was held on 07th February, 2018, 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 64 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 31.03.2018)

S. No.	Name of the Company	Position
1.	MVL Limited	Managing Director
2.	Anukool Films Private Limited	Director
3.	Media Magnetic Cassettes Limited	Director
4.	MVL Credits Holdings & Leasing Limited	Director
5.	Risbro Technical Equipments Private Limited	Director
6.	Media Holdings Private Limited	Director
7.	MVL Developers Limited	Director
8.	Balaji Tirupati Property Developers Pvt. Ltd.	Director



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S. No.	Name of the Company	Position
9.	MVL Mega City Private Limited	Director
10.	Udyan Horticultures Private Limited	Director
11.	Parisar Property Developers Private Limited	Director
12.	Shivalik Property Developers Private Limited	Director
13.	Creative Pools Developers Private Limited	Director
14.	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, 2018.

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 31.03.2018.

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

In terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to conduct various programmes for the Independent Directors of the Company to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model 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 07.02.2018.

j) Code of Conduct

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there exists a Code



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of Conduct, laid down by the Board, for all Board Members and Senior Management of the Company. The Code of Conduct is available on the website of the Company (www.mvlinindustries.in). The Board Members and Senior Management Personnel have confirmed compliance with the said Code in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A declaration to this effect for the financial year 2017-18 signed by the Chairman & Managing Director is published in this Report.

k) Code for Prevention of Insider Trading

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at (www.mvlinindustries.in).

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 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 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.



Noesis Industries Limited

- 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.
- xiii. Approval of appointment of the CFO (i.e. the wholtime 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

Five meetings of the Audit Committee were held on 16.05.2017, 25.08.2017, 11.09.2017, 11.12.2017 and 07.02.2018.

The attendance at the Audit Committee:

Name of the Member	Designation	No. of meetings held	No. of meetings attended
Mrs. Kalpana Gupta	Chairman	5	5
Mr. Rajesh Galhotra	Member	5	4
Mr. Kamal Kumar Jain	Member	5	1

b) Stakeholders Relationship 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 Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Vijay Kumar Sood 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 30.06.2017, 30.09.2017, 30.12.2017 and 31.03.2018.



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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. Vijay Kumar Sood	4	1

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 2017-18 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 Nomination and Remuneration 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 Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 21/11/2016.

Remuneration of Directors for 2017-18

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. Deepak Gupta	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kumar Sood	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mrs. Kalpana Gupta	96,000/-	N.A.	N.A.	N.A.	N.A.	96,000/-
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 Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 21.11.2017.

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
2016-2017	29.09.2017	01.30 P.M	Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.	1. Maintenance of the Register of Members and related books at a Place other than Registered office of the Company.
2015-2016	30.09.2016	01.30 P.M	Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.	1. Approval for Related Party Transactions under Reg. 23 of SEBI (LODR), 2015 2. To approve mortgaging of the Assets of the Company u/s 180(1)(a) of the Companies Act, 2013
2014-2015	30.09.2015	03.00 P.M	Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.	1. Appointment of Mr. Rajesh Galhotra as Director & Chief Financial Officer of the Company u/s 196, 197, 203, 188 2. Borrowing Limits u/s 180(1) (c) 3. Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company u/s 94.

Notes :

- i) Special resolution was passed by e-voting.
- 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. 18.16 of Financial Statements, forming part of the Annual Report.



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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 Company has not received any complaint from Investor's through SEBI/ Stock Exchanges as on March 31, 2018. However, there was few days delay in submitting the information under Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for June, 2017.

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 31.03.2018.

(iii) **Details about Material Subsidiaries and Transactions:** There was no material subsidiary as at 31.03.2018.

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 Financial Express and in Hindi in Jansatta.

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	29 th September, 2018
Day	Saturday
Time	1.00 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, 2017 to 31st March, 2018

Results for the Quarter ending 30 th June, 2017	Second week of August, 2017
Results for the Quarter ending 30 th September, 2017	Second week of November, 2017
Results for the Quarter ending 31 st December, 2017	Second week of February, 2018
Results for the Quarter ending 31 st March, 2018	Last week of May, 2018
Annual General Meeting for the year ending March, 2018	Last week of September, 2018

(e) **Date of Book Closure** **Saturday, 22nd September, 2018 to Saturday, 29th September, 2018** (both days inclusive)
/ Record Date **Friday, 22nd September, 2018**

(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** : Not paid to the Stock Exchanges (BSE & NSE) for the financial year 2017-18

(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, 2017	0.50	0.40	0.77	0.69
May, 2017	0.40	0.40	0.77	0.74
June, 2017	0.35	0.35	-	-
July, 2017	0.30	0.10	0.79	0.78
August, 2017	0.10	0.05	-	-
September, 2017	-	-	-	-
October, 2017	-	-	-	-
November, 2017	-	-	-	-
December, 2017	0.10	0.05	-	-
January, 2018	-	-	-	-
February, 2018	0.05	0.05	-	-
March, 2018	-	-	-	-

Source: www.nseindia.com

Source: www.bseindia.com

(j) **Distribution of Shareholding/ Shareholding Pattern**
Distribution of Shareholding as on 31/03/2018

NO. OF SHARES	NO. OF SHAREHOLDERS		NO. OF EQUITY SHARES	
	TOTAL	% OF TOTAL	TOTAL	% OF TOTAL
1 - 5000	12135	98.30%	2895273	10.996%
5001 - 10000	96	0.778%	692458	2.63%
10001 - 20000	48	0.389%	681151	2.587%
20001 - 30000	19	0.154%	472194	1.793%
30001 - 40000	6	0.049%	218809	0.831%
40001 - 50000	9	0.073%	422186	1.603%
50001 - 100000	12	0.097%	917062	3.483%
100000 and above	20	0.162%	20029958	76.075%
TOTAL	12345	100%	26329091	100%

Shareholding Pattern as on 31/03/2017

	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	6,33,632	2.41
	Sub Total (B)	6,39,512	2.43
(C)	Non-Institution		
(a)	Bodies Corporate	32,87,670	12.49
(b)	Individuals	1,02,77,909	39.10
(c)	Any Other (NRIs/ OCBs)	4,73,856	1.80
	Sub Total (C)	1,40,39,435	53.39
	Grand Total (A+B+C)	2,63,29,091	100

(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, 2018, 2,59,59,492 Equity Shares



Noesis Industries Limited

constituting 98.60% 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 31/03/2018.

(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. Deepak Gupta
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: cs@mvl.in
Website: www.mvlindustries.in

(q) CEO/CFO Certification

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 : 24th August, 2018**

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

**CEO/CFO CERTIFICATION UNDER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,

The Board of Directors,

Noesis Industries Limited,

- A. We have reviewed the financial statements and the cash flow statement of the Company for the year ended 31st March, 2018 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;
- B. 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.
- C. 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 to 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.
- D. We have indicated to the auditors and the Audit committee
- 1. there has been no significant changes in internal control over financial reporting during the year;
 - 2. there has been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3. there has been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi

Date : 24th August, 2018

(Sd/-)

(Prem Adip Rishi)

Chairman & Managing Director

(Sd/-)

(Rajesh Galhotra)

Director & Chief Financial Officer



Noesis Industries Limited

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 period April 1, 2017 to March 31, 2018, as stipulated in Regulations 17 to 27, clause (b) to (i) of sub-regulations (2) of Regulations 46 and paragraphs C, D and E of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. 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, we certify that the Company has complied with the conditions of Corporate Governance subject to the opinion as given in the secretarial audit report issued for the year ended 31st March 2018 and the Corporate Governance report. Also, there was few days delay in submitting the information under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended June, 2017.

The Company has not received any complaint from Investor's through SEBI/ Stock Exchanges as on March 31, 2018.

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

For V. Ramasamy & Co.
Company Secretaries

Sd/-
Manoj Sharma
Company Secretary
(Partner)
FCS 7516
C.P. No. 11571

Place : New Delhi
Date : 24th August, 2018

ANNEXURE II TO DIRECTORS' REPORT**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March 2018**

[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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March 2018** complied with the statutory provisions listed hereunder 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 2018 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;
 - d) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- v. We further report that the Company has, in our opinion 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 30th Annual General Meeting was held on 27th September, 2017.
 - 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;



Noesis Industries Limited

- 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 complied with provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- The following directors were disqualified under the provisions of Section 164(2), consequent upon non-filing of annual documents by some companies in which the directors are also directors:-
 - Mr. Prem Adip Rishi.
 - Mrs. Kalpana Gupta
 - Mr. Vijay Kumar Sood
 - Mr. Rajesh Galhotra

The said directors filed a petition to the Hon'ble High Court Delhi and the Hon'ble High Court has stayed the notification of the Registrar of Companies declaring the above said directors disqualified

- 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.
- Goods and services Tax Act, 2017
- 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
- The Secretarial Standards 1, 2 and 3 issued by the Institute of Company Secretaries of India.

However, the company has not deposited the TDS amount deducted from the various entities within stipulated time.

We have also examined compliance with the applicable regulations of the SEBI (LODR) Regulations, 2015.

We further report that

- During the year, there was a delay of 27 days in submitting the quarterly financial results under Regulation 33 of SEBI (LODR) Regulations, 2015 and delays of 7 days in submitting Corporate Governance Report under Regulation 27(2) of



Noesis Industries Limited

SEBI (LODR) Regulations, 2015 for the period ending 30th June, 2017.

- The Company has not paid Annual listing fees to Stock Exchanges for the Financial Year 2018-19.
- The company has informed the changes in the Directorate / KMP to the exchanges from time to time in terms of Regulation 30 of SEBI (LODR), 2015 read with Clause 7, Part A of Schedule III.
- There are disputes with Income Tax Authorities, the proceedings of which are at various stages:

S.No	Name of the Statute	Nature of dues & period	Amount under dispute (Rs. in lakh)	Forum where dispute is pending
1.	Income Tax	Asstt. Year 2009-2010	63.22	CIT (Appeals) New Delhi and Rectification pending with AO
	TOTAL		63.22*	

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

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. Physical possession of immovable properties in pursuance of the said notice was taken over during the year.
- 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.

Other matters:

- There are 3 civil suits, 3 cases under Debt Recovery Tribunal, 3 cases under section 138 of Negotiable Instrument Act, 1881 and 1 winding-up case filed against the company, which are under various stages.
- The Company has not provided guarantees and has not required to comply the provisions of section 185 and section 186 of Company Act, 2013 in respect of grant of loan, making investment and providing guarantees and securities.
- The company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March 2018.
- According to the information and explanations given to us company does not have registration of provident fund, investor education and protection fund, employee state insurance, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues as applicable.
- The provisions of section 177 of the Act, are not applicable to the Company. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable Indian accounting standards.

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.



Noesis Industries Limited

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.

Majority decision is carried through. The company has obtained all the necessary approvals under the various provisions of the Act, as and when required.

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.

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

**For V. Ramasamy & Co.
Company Secretaries**

Sd/-

**Manoj Sharma
Company Secretary
(Partner)**

FCS 7516

C.P. No. 11571

Place : New Delhi

Date : 24th August, 2018

'ANNEXURE A'

The Board of Directors

NOESIS INDUSTRIES LIMITED

1201 B, 12th FLOOR HEMKUNT CHAMBER,
89 NEHRU PLACE,
NEW DELHI -110019

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records are the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in the records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For RSMV & Co.
Company Secretaries**

Sd/-

**Manoj Sharma
Company Secretary
(Partner)**

FCS 7516

C.P. No. 11571

Place : New Delhi

Date : 24.08.2018



Noesis Industries Limited

ANNEXURE III 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 31/03/2018

I REGISTRATION & OTHER DETAILS:

i	CIN	L32109DL1986PLC026273
ii	Registration Date	03-12-1986
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	cs@mvl.in
	Website, if any	www.mvlindustries.in
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 (01/04/2017)				No. of Shares held at the end of the year (31/03/2018)				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	2813552	0	2813552	10.69%	2813552	0	2813552	10.69%	0.00%
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.	8821472	0	8821472	33.50%	8821472	0	8821472	33.50%	0.00%
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	1081	633632	2.41%	632551	1081	633632	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	6961	639512	2.43%	632551	6961	639512	2.43%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3300636	36900	3337536	12.68%	3250890	36780	3287670	12.49%	0.19%
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	3664348	277519	3941867	14.97%	3588619	277665	3866284	14.68%	0.29%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6243833	33913	6277746	23.84%	6047295	33913	6081208	23.10%	0.75%



Noesis Industries Limited

Category of Shareholders	No. of shares held at the beginning of the year (01/04/2017)				No. of Shares held at the end of the year (31/03/2018)				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
c) Others (specify)									
i) Non Resident Indians	467886	13680	481566	1.83%	459396	13680	473076	1.80%	0.03%
ii) Clearing Members	0	0	0	0%	0	0	0	0.00%	0.00%
iii) Employee/ office Bearers	0	600	600	0%	0	600	600	0.00%	0.23%
iv) Trust	120	0	120	0%	180	0	180	0.00%	0.04%
v) Resident (HUF_	0	0	0	0%	330417	0	330417	1.25%	-1.25%
Sub-total (B)(2):-	13676823	362612	14039435	53.59%	13676797	362638	14039435	53.32%	0.27%
Total Public Shareholding (B)= (B)(1)+ (B)(2)	14309374	369573	14678947	55.75%	14309348	369599	14678947	55.75%	0.27%
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)	25959518	369573	26329091	100.00	25959492	369599	26329091	100.00	0.00

ii. Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year (01/04/2017)			Shareholding at the end of the year (31/03/2018)			% 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	Anukool Rishi	1533989	5.83	0.00	1533989	5.83	0.00	0.00
3	Arjun Rishi	100000	0.38	0.00	100000	0.38	0.00	0.00
4	Prem Adip Rishi HUF	873043	3.32	0.00	873043	3.32	0.00	0.00
5	Prem Adip Rishi JT. Anuradha Rishi	120	0.00	0.00	120	0.00	0.00	0.00
6	Anuradha Rishi JT. Prem Adip Rishi	2460	0.01	0.00	2460	0.01	0.00	0.00
7	MVL Credits Holdings & Leasing Ltd.	1289207	4.90	0.00	1289207	4.90	0.00	0.00
8	MVL Credits Holdings & Leasing Ltd.	867045	3.29	0.00	867045	3.29	0.00	0.00
9	Risbro Tech. Equipments Pvt. Ltd.	2450000	9.31	7.41	2450000	9.31	7.41	0.00
10	Media Holdings Private Limited	1487940	5.65	4.79	1487940	5.65	4.79	0.00
11	Anukool Films Private Limited	2018380	7.67	3.46	2018380	7.67	3.46	0.00
12	Media Magnetic Cassettes Limited	708900	2.69	0.04	708900	2.69	0.04	0.00
13	Rakesh Gupta	15060	0.06	0.00	15060	0.06	0.00	0.00
14	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 (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017)	% of total shares of the company				No. of Shares	% of total shares of the company
No Changes in Promoter Shareholding								

Inter-se Transfer among Promoters

Sl. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017)	% of total shares of the company				No. of Shares	% of total shares of the company
No Changes in Promoter Shareholding								

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 (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017)/ end of the year (31-03-2018)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Usha Sharma	3334665	12.67	01/04/2017				
				25/08/2017	40000	Sale	3294665	12.51
		3334665	12.67	31/03/2018			3294665	12.51
2	3A Capital Service Limited	0	0.00	01/04/2017	0	0		
				02/03/2018	2626517	Purchase	2626517	9.98
		0	0.00	31/03/2018			2626517	9.98
3	Globe Capital Market Ltd	373006	1.42	01/04/2017	0	0		
				01/04/2017	351	Purchase	373357	1.42
				28/04/2017	50	Sale	373307	1.42
				01/09/2017	100300	Sale	273007	1.04
		373006	1.42	31/03/2018			273007	1.04
4	Sicom Ltd	631111	2.40	01/04/2016	0	0		
		631111	2.40	31/03/2017			631111	2.40



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Sl. No.	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017)/ end of the year (31-03-2018)	% of total shares of the company				No. of Shares	% of total shares of the company
5	Chhotalal Ramjibhai Bhandari	196930	0.75	01/04/2017	0	0		
		196930	0.75	31/03/2018			196930	0.75
6	Cherlo Panchala Reddy	231781	0.88	01/04/2017	0	0		
		231781	0.88	31/03/2018			231781	0.88
7	Cherlo Madhavi	200517	0.76	01/04/2017				
				21/04/2017	3215	Sale	197302	0.75
		200517	0.76	31/03/2018			197302	0.75
8	Meenakshi Sharma	398349	1.51	01/04/2017	0	0		
		398349	1.51	31/03/2018			398349	1.51
9	Moizbhai Hakimuddin Boria	231106	0.88	01/04/2017	0	0		
		231106		31/03/2018			231106	0.88
10	Shreela Jayasree Subramony	262847	1.00	01/04/2017	0	0		
		262847	1.00	31/03/2018			262847	1.00

v. Shareholding of Directors and Key Managerial Personnel:

Sl. Name No.		Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017)/ end of the year (31-03-2018)	% 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	01/04/2017	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2018			0	0.00
2	Mr. Vijay Kumar Sood	0	0.00	01/04/2017	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2018			0	0.00
3	Mrs. Kalpana Gupta	0	0.00	01/04/2017	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2018			0	0.00
4	Mr. Rajesh Galhotra	60	0.00	01/04/2017	0	Nil Holding/ movement during the year	60	0.00
		60	0.00	31/03/2018			60	0.00
5	Mr. Deepak Gupta	0	0	01/04/2017	0	Nil movement during the year	0	0.00
		0	0.00	31/03/2018			0	0.00
B. KMP'S								
1	Mr. Prem Adip Rishi	303940	1.15	01/04/2017	0	Nil movement during the year	0	0.00
		303940	1.15	31/03/2018			303940	1.15
2	Ms. Mandeep Kaur	0	0.00	01/04/2017	0	Nil Holding/ movement during the year	0	0.00
		0	0.00	31/03/2018			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 (01.04.2016)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	0	266,183,596	0	266183596
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	266183596	0	266183596
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
• Addition	0	708	0	708
• Reduction	0	0	0	0
Net Change	0	708	0	708
Indebtedness at the end of the financial year (31.03.2017)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	0	266,184,304	0	266184304
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	266184304	0	266184304

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 Directors	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	96,000/-	96,000/-
	Commission	0	0
	Others, please specify	0	0
	Total (1)	96,000/-	96,000/-



Noesis Industries Limited

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)	108000	108000
	Total Managerial Remuneration	0	0
	Overall Ceiling as per the Act	0	0

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	144000	144000
	(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	144000	144000

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					
Punishment			Not Applicable		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			Not Applicable		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			Not Applicable		
Compounding					

ANNEXURE IV TO DIRECTORS' REPORT

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES
REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

a. Name(s) of the related party and nature of relationship	NIL
b. Nature of contracts/arrangements/transactions	
c. Duration of the contracts/arrangements/transactions	
d. Salient terms of the contracts or arrangements or transactions including the value, if any	
e. Justification for entering into such contracts or arrangements or transactions	
f. Date(s) of approval by the Board	
g. Amount paid as advances, if any:	
h. Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

2. Details of material contracts or arrangement or transactions at arm's length basis:

a. Name(s) of the related party and nature of relationship	MVL Limited, Related Company
b. Nature of contracts/ arrangements/ transactions	Long Term Borrowing
c. Duration of the contracts/ arrangements/ transactions	Recurring
d. Salient terms of the contracts or arrangements or transactions including the value, if any	Corporate Loan taken to repay the outstanding of Bankers/ Financial Institution.
e. Date(s) of approval by the Board, if any:	N.A. 25.5.2015
f. Amount paid as advances, if any:	N.A.

For and on behalf of the Board
For Noesis Industries Limited

Sd/-
Prem Adip Rishi
Chairman & Managing Director

Place: New Delhi
Date : 24th August, 2018



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 Regulation 34(3) Schedule V Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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



Noesis Industries Limited

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 : 24th August, 2018**

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



Noesis Industries Limited

INDEPENDENT AUDITOR'S REPORT

To the Members of

NOESIS INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

I. Opinion

We have audited the standalone financial statements of Noesis Industries Limited ("the Company"), which comprise the balance sheet as at 31st March 2018, and the statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a **qualified opinion** in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit/loss and its cash flows for the year ended on that date.

II. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

III. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- a) *Note No. 28.07 regarding non availability of confirmations in respect of debit and/or credit balances of loans, advances, deposits, trade payable and lenders In the absence of such confirmations, any provision to be made for the adverse variation in carrying of amounts of these balances, cannot be quantified, as well as the quantum of adjustment if any, required to be made remains unascertained.*
- b) *Note No. 18.00 regarding the financial statements of the company being prepared on a going concern basis, notwithstanding the fact that there are no operations, Loss of Rs.67.73 Lacs has been incurred during the year, net worth is minus Rs. 23,944.89 Lacs and defaults towards repayment of dues to banks and financial institution are of Rs. 21,915.11 Lacs with no sign of revival. We are of the opinion that there is no feasibility for the company to carry on as a going concern.*
- c) *Note No. 18.11 regarding non provision of penal interest on recalled banks loans declared as NPA. Liability for penal interest payable has not been quantified owing to discretionary nature of such charges.*
- d) *Note No. 18.15 regarding Non-provision of Interest on recalled banks loans declared as NPA of Rs. 50,21,05,095/- (Previous year Rs. 43,47,10,019/-) resulting in understating of loss by Rs.50.21 crores (Previous year Rs. 43.47 crores) and understatement of minus net worth by Rs. 50.21 crores for current year and understatement of cumulative minus net worth by Rs. 163.98 crores from 01.04.2014 i.e from the date of non provision of interest on N.P.A Accounts.*

IV. Management's Responsibility for the Standalone 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 standalone 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting

frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

V. **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- d) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance



Noesis Industries Limited

in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

VI. Other Matter

Our opinion is emphasized in respect of following matters. Attention is invited to *note no. 20.12 of the financial statements regarding recalling of loans by the lending consortium of bankers, issue of notices under SARFASI ACT 2002, recovery proceedings initiated with Debt Recovery Tribunal and taking over symbolic possession of immovable properties and inventories by the lenders.*

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

VII. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit we report, to the extent applicable that: -
 - (a) 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.
 - (b) 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.
 - (c) 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.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31stMarch, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31stMarch, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigation on its financial position in its financial statement.
 - ii. The company has made provision, except those which are qualified in the report, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company.

For GARG SANDEEP & CO.
Chartered Accountants
Firm Registration No.029283N

Sd/-
(CA. Sandeep Garg)
Partner
M.No. 537567

Place : New Delhi
Date : 28/05/2018



Noesis Industries Limited

Reg. NOESIS INDUSTRIES LIMITED YEAR ENDED 31.03.2018

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NOESIS INDUSTRIES LIMITED

(Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"))

We have audited the internal financial controls over financial reporting of NOESIS INDUSTRIES LIMITED ("the Company") as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date

Management's Responsibility for Internal Financial Control

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a



material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : New Delhi
Date : 28/05/2018

For GARG SANDEEP & CO.
Chartered Accountants
Firm Registration No.029283N

Sd/-
(CA. Sandeep Garg)
Partner
M.No. 537567



Noesis Industries Limited

Reg. NOESIS INDUSTRIES LIMITED YEAR ENDED 31.03.2018

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) These fixed assets have been physically verified by the management at reasonable intervals in accordance with regular program of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification. But the properties (Land & Building) of the company situated at Bhiwadi and IMT Manesar are under symbolic possession of the lender Banks.
 - (c) The title deeds of immovable properties are held in the name of the company.
- ii)
 - a) According to the information and explanations given to us, the stock is under symbolic possession of the lenders banks which is non moving.
 - b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management was 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) In respect of unsecured loans, granted to the companies, firms or other parties covered in the register-maintained u/s 189 of the Companies Act 2013 according to the explanation and information given to us: -
 - a) Since the company has not given any loans, secured or unsecured loans, so provisions of clause 4 (iii), (b) & (c) of the company (Auditors Report) Order 2016 are not applicable.
 - d) According to the information and explanations given to us, the company has taken from one party covered in the register maintained of the Companies Act, 2013. The maximum amount involved during the year was Rs 708/- and the year-end balance of loans taken from such parties was Rs. 2661.84 Lakhs (P.Y. Rs. 2,661.83).
 - e) According to the information and explanations given to us, in our opinion, the terms and conditions on which loans have been taken from company as listed in the register maintained in the Companies Act, 2013 are prima facie, prejudicial to the interest of the Company.
 - f) In our opinion and according to the information and explanations given to us, the company is not repaying the principal amounts as stipulated or restituted.
- iv) The Company has not provided guarantees and has not required to comply the provisions of section 185 and section 186 of Company Act, 2013 in respect of grant of loan, making investment and providing guarantees and securities as follow: -
 - a) The provision of section 185 are not applicable, since the company has not advanced any loan to directors
 - b) Loan and advance / guarantee provided are not provided to related parties, so provisions of clause 4 (iv) of the company (Auditors Report) Order 2016 are not applicable.
- v) The company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March 2018. Hence reporting under clause 3(v) of the Order is not applicable to the Company.
- vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of Company Act, 2013 for the business activities carried out by the company. Hence reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) According to the information and explanations given to us undisputed amounts in respect of dues including provident fund, investor education and protection fund, employee state insurance, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues as applicable which were outstanding as at 31st March 2018 for a period of more than 6 months from the date they became payable, are Rs. 1.25 Lacs (Previous year Rs. 1.08 Lacs) as the balance sheet date.



Noesis Industries Limited

- 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	Period	Tax Amount under dispute (Rs. in Lacs)	Forum where dispute is pending
1.	Income Tax	Asstt. Year 2009 -2010	63.22	CIT (Appeals) New Delhi and rectification pending with AO
		Total	63.22 Lacs	

*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 there-under.
- viii) According to the information and explanations given to us, the company has defaulted in re-payment of dues to financial institution and banks amounting Rs. 21,915.11 lacs as at 31.03.2014, default towards principal amount is Rs. 15,950,00 lacs and towards interest are Rs. 5,975.19 lacs. Interest amounting to Rs. 163.98 Crores on aforesaid principal amount is not provided since 01.04.2014 to till the date of our audit. The default started from the period beginning from January, 2012 and continues till the date of our audit.
- ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration. So such clause is not applicable.
- xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii) The provisions of section 177 of the Act, are not applicable to the Company. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable Indian accounting standards.
- xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.
- xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

For GARG SANDEEP & CO.
Chartered Accountants
Firm Registration No.029283N

Sd/-
(CA. Sandeep Garg)
Partner
M.No. 537567

Place : New Delhi
Date : 28/05/2018

Balance Sheet as at March 31, 2018
(Amount in Rs.)

Particulars	Note No	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	2	50,112,688	54,847,943	59,546,448
(b) Capital Work-in-progress		-	-	-
(c) Intangible assets		-	-	-
(d) Financial Assets				
Investments	3	6,405,123	6,405,123	6,405,123
Trade receivables		-	-	-
Loans and advances		-	-	-
Other Financial Assets	7	363,920	363,922	363,921
(e) Deferred tax assets (net)		-	-	-
(f) Other non-current assets	5	55,014	55,014	137,014
Total Non- Current Assets		56,936,745	61,672,002	66,452,506
(2) Current assets				
(a) Inventories	6	470,806	470,806	470,806
(b) Financial Assets				
Trade receivables		-	-	-
Cash and cash equivalents	7	5,203,481	5,200,070	5,446,996
Investments	3	20,000	20,000	20,000
Loans and Advances	4	1,030,472	1,081,077	2,211,888
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets	5	322,037	302,183	390,672
Total Current Assets		7,046,796	7,074,136	8,540,362
Total Assets		63,983,541	68,746,138	74,992,868
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	8	263,290,910	263,290,910	263,290,910
(b) Other Equity	9	(2,661,504,624)	(2,654,979,015)	(2,647,366,962)
Total Equity		(2,398,213,714)	(2,391,688,105)	(2,384,076,052)

Balance Sheet as at March 31, 2018
(Amount in Rs.)

Particulars	Note No	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
LIABILITIES				
(1) Non-current liabilities				
(a) Financial Liabilities				
Other Long Term Liabilities	10	266,184,304	266,183,596	253,674,644
Trade payables		-	-	-
Other financial liabilities		-	-	-
(b) Provisions	11	-	-	304,160
(c) Deferred tax liabilities (Net)		-	-	-
(d) Other non-current liabilities		-	-	-
		266,184,304	266,183,596	253,978,804
(2) Current liabilities				
(a) Financial Liabilities				
Short Term Borrowings	10	2,191,511,199	2,191,511,199	2,191,519,649
Trade payables		-	-	-
Other financial liabilities		-	-	-
(b) Other current liabilities	12	4,382,749	2,620,442	13,238,778
(c) Provisions	11	119,003	119,006	331,689
(d) Current Tax Liabilities (Net)		-	-	-
		2,196,012,951	2,194,250,647	2,205,090,116
Total Equity and Liabilities		63,983,541	68,746,138	74,992,868

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

FOR GARG SANDEEP & COMPANY

Chartered Accountants
(ICAI FRN : 029283N)

Sd/-
CA Sandeep Garg
Partner
Membership No.537567

Sd/-
(Prem Adip Rishi)
Chairman & Managing Director
(DIN : 00020611)

For and on behalf of the Board of Directors

Sd/-
(Rajesh Galhotra)
Director &
Chief Financial Officer
(DIN : 00021326)

Sd/-
(Mandeep Kaur)
Company Secretary
(M.No. 27346)

Place : New Delhi
Date : 28.05.2018

Statement of Profit & Loss for the year ending on March 31, 2018

(Amount in Rs.)

Particulars	Note No.	Year ended March 31, 2018	Year ended March 31, 2017
I Revenue From Operations		-	-
II Other Income	13	101,873	23,338
III Total Income		<u>101,873</u>	<u>23,338</u>
IV EXPENSES			
Cost of construction/ development		-	-
Purchases of stock-in-trade		-	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	14	-	-
Employee benefits expense	15	252,000	729,411
Finance Cost	16	14,168	15,026
Depreciation and amortization expense	2	4,698,506	4,698,506
Other expenses	17	1,862,213	2,192,448
Total Expenses		<u>6,826,887</u>	<u>7,635,391</u>
V Profit/(Loss) before tax and exceptional items		<u>(6,725,014)</u>	<u>(7,612,053)</u>
VI Exceptional Items			
Exceptional Items Dr/(Cr)		-	-
VII Profit/(Loss) before tax		<u>(6,725,014)</u>	<u>(7,612,053)</u>
VIII Tax expense:			
- Earlier year tax		48,596	-
- Deferred tax		-	-
IX Profit (Loss) for the period		<u>(6,773,610)</u>	<u>(7,612,053)</u>
X Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Remeasurement of the net defined benefit liability/asset		-	-
(iii) Income Tax Effect		-	-
Total Other Comprehensive Income, net of tax		-	-
Total Comprehensive Income for the period		<u>(6,773,610)</u>	<u>(7,612,053)</u>
Earning per equity share			
Basic (Rs.)		(0.26)	(0.29)
Diluted (Rs.)		(0.26)	(0.29)
Weighted average equity shares used in computing earnings per equity share			
Basic (Rs.)		26,329,091	26,329,091
Diluted (Rs.)		26,329,091	26,329,091

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

FOR GARG SANDEEP & COMPANY

 Chartered Accountants
 (ICAI FRN : 029283N)

For and on behalf of the Board of Directors

 Sd/-
CA Sandeep Garg
 Partner
 Membership No.537567

 Sd/-
(Prem Adip Rishi)
 Chairman & Managing Director
 (DIN : 00020611)

 Sd/-
(Rajesh Galhotra)
 Director &
 Chief Financial Officer
 (DIN : 00021326)

 Sd/-
(Mandeep Kaur)
 Company Secretary
 (M.No. 27346)

 Place : New Delhi
 Date : 28.05.2018

Cash Flow Statement for the year ending on March 31, 2018

(Amount in Rs.)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
A Cash flows from operating activities		
Profit before tax	(6,773,610)	(7,612,053)
Adjusted for:		
Depreciation and amortisation	4,698,506	4,698,506
Interest income	(22,173)	(23,338)
Interest Expense	14,168	15,026
Loss on sale of Assets	278,250	-
Balances Written off	-	(306,918)
Others Income	(79,700)	-
Operating profit before working capital changes	(1,884,559)	(3,228,777)
Change in Assets & Liability :		
Decrease/(increase) in Current other Liabilities	1,762,307	(10,618,338)
Decrease/(increase) in Long term Liabilities & Provisions	708	12,511,710
Increase/ (decrease) in Other Current Liabilities & Short Term Provisions	(1)	(212,683)
Decrease/ (increase) in trade receivables	-	-
Decrease/(increase) in inventories	-	-
Decrease/ (increase) in long term Loans & Advances	-	-
Decrease/ (increase) in Short term Loans & Advances/other assets	30,751	1,219,300
Increase/ (decrease) in Other Non Current Assets	-	82,000
Cash generated from operations	(90,794)	(246,788)
Direct taxes paid (net of refunds)	-	-
Cash flow before extraordinary items	(90,794)	(246,788)
Provision written back	-	-
Net cash flow from / (used in) operating activities (A)	(90,794)	(246,788)
B Cash flows from Investing activities		
Purchase of Fixed Assets	-	-
Sale of Non- Current Investments	6,500	-
Proceeds from Sale of Fixed Assets	-	-
Other Income	22,173	23,338
Other misc Income	79,700	-
Net cash flow from / (used in) investing activities (B)	108,373	23,338

Cash Flow Statement for the year ending on March 31, 2018

(Amount in Rs.)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
C Cash flows from financing activities		
Interest Expense	(14,168)	(15,026)
Lease rent/ hire purchase expense		
Increase/ (Decrease) in Long Term Borrowing		-
Increase/ (Decrease) in Short Term Borrowing	-	(8,450)
Net cash flow from / (used in) investing activities (C)	(14,168)	(23,476)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	3,411	(246,926)
Cash and cash equivalents at the beginning of the year	5,200,070	5,446,996
Cash and cash equivalents at the end of the year	5,203,481	5,200,070
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalent as per above are compromise of the following		
Cash on hand	24,003	5,304
Balance with banks		
(i) In current accounts	5,179,478	5,194,766
(ii) In deposit accounts with maturity of less than 3 months	-	-
Total cash and cash equivalents at the end of the year	5,203,481	5,200,070

Notes:-

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

FOR GARG SANDEEP & COMPANY

 Chartered Accountants
 (ICAI FRN : 029283N)

For and on behalf of the Board of Directors
Sd/-
CA Sandeep Garg
 Partner
 Membership No.537567

Sd/-
(Prem Adip Rishi)
 Chairman & Managing Director
 (DIN : 00020611)

Sd/-
(Rajesh Galhotra)
 Director &
 Chief Financial Officer
 (DIN : 00021326)

Sd/-
(Mandeep Kaur)
 Company Secretary
 (M.NO. 27346)

Place : New Delhi
Date : 28.05.2018

Notes forming part of the financial statements
Reconciliations

The following reconciliations provides the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101

- 1 Equity as at April 1, 2016 and March 31, 2018
- 2 Net profit/(loss) for the year ended March 31, 2018

(a) Reconciliation of Equity as previously reported under IGAAP to Ind AS

(Amount in Rs)

Particulars	Note	Opening Balance Sheet as at April 1, 2016			Balance Sheet as at March 31, 2017		
		IGAAP*	Effect of Transition to Ind AS	Ind AS	IGAAP*	Effect of Transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, Plant and Equipment		59,546,449	-	59,546,449	54,847,943	-	54,847,943
Intangible assets		-	-	-	-	-	-
Capital Work In Progress		-	-	-	-	-	-
Financial Assets							
Non- Current Investments		10,377,812	3,972,689	6,405,123	10,377,812	3,972,689	6,405,123
Loans & Advances		-	-	-	-	-	-
Trade receivables		-	-	-	-	-	-
Other Financial Assets		363,921	-	363,921	363,922	-	363,922
Deferred tax assets (net)		-	-	-	-	-	-
Other non-current assets		137,014	-	137,014	55,014	-	55,014
Total Non- Current Assets		70,425,196	3,972,689	66,452,507	65,644,691	3,972,689	61,672,002
Current assets							
Inventories		470,806	-	470,806	470,806	-	470,806
Financial Assets							
Trade receivables		-	-	-	-	-	-
Cash and cash equivalents		5,446,996	-	5,446,996	5,200,070	-	5,200,070
Investments		20,000	-	20,000	20,000	-	20,000
Loans & Advances		2,211,888	-	2,211,888	1,081,077	-	1,081,077
Other current assets		390,672	-	390,672	302,183	-	302,183
Total Current Assets		8,540,362	-	8,540,362	7,074,136	-	7,074,136
Total Assets		78,965,558	3,972,689	74,992,869	72,718,827	3,972,689	68,746,138
EQUITY AND LIABILITIES							
EQUITY							
Equity Share capital		263,290,910	-	263,290,910	263,290,910	-	263,290,910
Other Equity	A	(2,643,394,273)	(3,972,689)	(2,647,366,962)	(2,651,006,326)	(3,972,689)	(2,654,979,015)
Total Equity		(2,380,103,363)	(3,972,689)	(2,384,076,052)	(2,387,715,416)	(3,972,689)	(2,391,688,105)
Non- Controlling Interests		-	-	-	-	-	-
Total Equity		(2,380,103,363)	(3,972,689)	(2,384,076,052)	(2,387,715,416)	(3,972,689)	(2,391,688,105)

Notes forming part of the financial statements

(Amount in Rs)

Particulars	Note	Opening Balance Sheet as at April 1, 2016			Balance Sheet as at March 31, 2017		
		IGAAP*	Effect of Transition to Ind AS	Ind AS	IGAAP*	Effect of Transition to Ind AS	Ind AS
Non-current liabilities							
Financial Liabilities							
Other Long Term Liabilities		253,674,644	-	253,674,644	266,183,596	-	266,183,596
Trade payables		-	-	-	-	-	-
Other financial liabilities		-	-	-	-	-	-
Provisions		304,160	-	304,160	-	-	-
Deferred tax liabilities (Net)		-	-	-	-	-	-
Other non-current liabilities		-	-	-	-	-	-
Total Non-Current Liabilities		253,978,804	-	253,978,804	266,183,596	-	266,183,596
Current liabilities							
Financial Liabilities							
Short Term Borrowings		2,191,519,649	-	2,191,519,649	2,191,511,199	-	2,191,511,199
Trade payables		-	-	-	-	-	-
Other financial liabilities		-	-	-	-	-	-
Other current liabilities		13,238,778	-	13,238,778	2,620,442	-	2,620,442
Provisions	B	331,689	-	331,689	119,006	-	119,006
Current Tax Liabilities (Net)		-	-	-	-	-	-
Total Current Liabilities		2,205,090,116	-	2,205,090,116	2,194,250,647	-	2,194,250,647
Total Equity and Liabilities		78,965,557	(3,972,689)	74,992,868	72,718,827	(3,972,689)	68,746,138
		1		1	-		-

* The IGAAP figures have been reclassified to confirm to Ind AS

Presentation requirements for the purpose of this note

Explanations for Reconciliation of Balance Sheet as previously reported under IGAAP to Ind AS.
A. OTHER EQUITY

- i Adjustment to retained earnings and other comprehensive income has been made in accordance with Ind AS, for the above mentioned line items.

B. PROVISIONS

- i Adjustments reflect dividend (including Corporate dividend tax), declare and approved post reporting period. However Company has not any dividend so there is no need any adjustments.
- ii In addition, as per Ind AS-19, actuarial gains and losses are recognised in other comprehensive income as compared to being recognised in statement of profit and loss under IGAAP.

Notes forming part of the financial statements
(b) Reconciliation Statement of Profit and Loss as previously reported under IGAAP to Ind AS

(Amount in Rs)

Particulars	Note	Year Ended March 31, 2017		
		IGAAP*	Effect of Transition to Ind AS	Ind AS
Revenue From Operations			-	-
Other Income		23,338	-	23,338
Total Income		<u>23,338</u>	<u>-</u>	<u>23,338</u>
EXPENSES				
Cost of materials consumed		-	-	-
Purchases of stock-in-trade		-	-	-
Changes in inventories of stock-in-trade		-	-	-
Employee Benefits Expense	A	729,411	-	729,411
Finance Cost		15,026	-	15,026
Depreciation and Amortization Expense		4,698,506	-	4,698,506
Other Expenses		2,192,448	-	2,192,448
Total Expenses		<u>7,635,391</u>	<u>-</u>	<u>7,635,391</u>
Profit/(Loss) before exceptional items and Tax		<u>(7,612,053)</u>	<u>-</u>	<u>(7,612,053)</u>
Exceptional Items				
Provision Written Back		-	-	-
Profit/ (loss) before tax		<u>(7,612,053)</u>	<u>-</u>	<u>(7,612,053)</u>
Tax Expense:				
- Current Tax		-	-	-
- Deferred Tax	B	-	-	-
Profit (Loss) for the period		<u>(7,612,053)</u>	<u>-</u>	<u>(7,612,053)</u>
Other Comprehensive Income				
Items that will not be reclassified to profit or loss		-	-	-
Changes in fair Value of investment in equities carried at fair value OCI		-	-	-
Remeasurement of the net defined benefit liability/asset	A	-	-	-
Income Tax Effect	B	-	-	-
Total Other Comprehensive Income, net of tax		<u>-</u>	<u>-</u>	<u>-</u>
Total Comprehensive Income, for the period		<u>(7,612,053)</u>	<u>-</u>	<u>(7,612,053)</u>

* The IGAAP figures have been reclassified to confirm to Ind AS

Presentation requirements for the purpose of this note

Explanations for reconciliation of Statement of Profit and loss as previously reported under IGAAP to Ind AS
A: Employee Benefit Expenses

As per Ind AS-19, Actuarial gain and loss on gratuity are recognised in other comprehensive income.

B: Deferred Tax

Tax component on actuarial gain and loss on gratuity which is transferred to other comprehensive income under Ind AS.

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2018**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) First time adoption of Ind AS and revised Ind AS:

These standalone financial statements of company for the year ended 31st March 2018 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the company has followed the guidance prescribed in Ind AS 101- First time adoption of Indian Accounting Standards with 1 April 2016 as the transition date and Indian GAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes and accounting policies and principles. The accounting policies have been applied in preparing the standalone financial statements for the year ended 31st March 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the company's balance sheets, Statements of Profit and Loss is explained in reconciliation.

(c) Basis of Accounting

The financial statements have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015, and provision of Companies Act 2013.

For all periods up to and including this year 31st March 2017, the company prepared its financial statements accordance with accounting standards notified under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These financial statements for the year ended 31st March 2018 are the first company has prepared in accordance with Ind AS. Refer to Note 1(b) for an explanation of how the transition from previous GAAP to Ind AS has affected presentation of Company's financial position, financial performance and cash flow.

The financial statements have been prepared on historic cost basis, except for certain financial assets and liabilities which has been measured at fair value.

The financial statements are prepared in Indian Rupees (INR) and all amounts are rounded to the nearest Rupees, except as stated otherwise.

(d) Use of Estimates

The presentation of financial statements in conformity with the Ind AS requires management make estimates, judgements and assumptions. These estimates, judgements and assumptions effect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenue and expenses during the period. Application of accounting policies that requires critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in note 1. Accounting estimates could change from period to period. Actual results may differ from those estimates. Appropriate changes in estimate are made as management becomes aware of changes in circumstances surroundings the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effect are disclosed in financial statements as well as in notes to the financial statements.

(e) Inventory Valuation

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

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

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

NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2018
(g) Depreciation

- i) Depreciation on tangible and intangible assets is provided on the Useful life method as specified 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's estimate of the useful life of the assets is as under:

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

(h) Amortization

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

(i) 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 Indian Accounting Standard (Ind AS)- 32.

(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 on year to year basis.

ii) Deferred Tax

No provision of Deferred Tax is made in view of no activity.

(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) No Provision for gratuity and leave encashment is made. These expenses are accounted for on actual payment basis. Employees being less than 10 anytime during the year.

(l) Segmental reporting

The company has no operations, as such the provisions of segment report are not applicable.

(m) 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.

Notes forming part of the financial statements
Note 2 : Property, Plant & Equipment

Following are the changes in the carrying value of Property, Plant and Equipment for the Year ended March 31, 2018

(Amount in Rs)

Particulars	Land	Office Building	Vehicle	Plant & Machinery	Office Equipments	Electrical Installatons	Tubewell	Furniture & Fixtures	Total
Gross Carrying Value as of April 1, 2017	10,622,159	83,931,443	12,814,613	53,584,691	39,390,374	4,425,861	269,190	2,157,019	207,195,350
Additions	-	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	1,028,283	-	-	-	1,028,283
Gross Carrying Value as of March 31, 2018	10,622,159	83,931,443	12,814,613	53,584,691	38,362,091	4,425,861	269,190	2,157,019	206,167,067
									-
Accumulated Depreciation as of April 1, 2017	-	39,962,009	12,759,652	53,465,601	39,342,568	4,396,404	264,154	2,157,019	152,347,407
Depreciation/Amortization	-	4,694,513	3,993	-	-	-	-	-	4,698,506
Deduction/Adjustments during the period	-	-	-	-	991,533	-	-	-	991,533
Accumulated Depreciation as of March 31, 2018	-	44,656,522	12,763,645	53,465,601	38,351,035	4,396,404	264,154	2,157,019	156,054,380
									-
Net Carrying Value as of March 31, 2018	10,622,159	39,274,921	50,968	119,090	11,056	29,457	5,036	-	50,112,687

Following are the changes in the carrying value of Property, Plant and Equipment for the year ended March 31, 2017

(Amount in Rs)

Particulars	Land	Office Building	Vehicle	Plant & Machinery	Office Equipments	Electrical Installatons	Tubewell	Furniture & Fixtures	Total
Gross Carrying Value as of April 1, 2016	10,622,159	83,931,443	12,814,613	53,584,691	39,390,374	4,425,861	269,190	2,157,019	207,195,350
Additions	-	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-	-
Carrying Value as of April 1, 2017	10,622,159	83,931,443	12,814,613	53,584,691	39,390,374	4,425,861	269,190	2,157,019	207,195,350
									-
Accumulated Depreciation as of April 1, 2016	-	35,267,496	12,755,659	53,465,601	39,342,568	4,396,404	264,154	2,157,019	147,648,901
Depreciation/Amortization	-	4,694,513	3,993	-	-	-	-	-	4,698,506
Deduction/Adjustments during the period	-	-	-	-	-	-	-	-	-
Accumulated Depreciation as of March 31, 2017	-	39,962,009	12,759,652	53,465,601	39,342,568	4,396,404	264,154	2,157,019	152,347,407
									-
Net Carrying Value as of March 31, 2017	10,622,159	43,969,434	54,961	119,090	47,806	29,457	5,036	-	54,847,943
									-

Notes forming part of the financial statements
(Amount in Rs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<u>NOTE 3 : INVESTMENTS</u>			
Non-Current			
Investment in Quoted shares			
MVL Limited (1,72,14,639 equity shares of Rs.1/-each) (out of above 1,11,28,056 equity shares are pledged)	7,574,441	7,574,441	7,574,441
Burnpur Cement Ltd.(50,000 equity shares of Rs.10/-each)	1,503,371	1,503,371	1,503,371
Investment in Unquoted shares			
MVL Solar Power Ltd. (24800 equity shares of Rs.10/-each)		248,000	248,000
Falcon Technosystem Ltd. (1,05,20,000 equity shares of Rs 10/-each)	1,052,000	1,052,000	1,052,000
Total Non - Current investments in unquoted shares	10,129,812	10,377,812	10,377,812
Less: Impairment in value of Investment in Equity through OCI	3,724,689	3,972,689	3,972,689
Aggregate carrying value of non-Current Investments	6,405,123	6,405,123	6,405,123
Current			
Others			
Principal Mutual fund	20,000	20,000	20,000
Aggregate carrying value of Current Investments	20,000	20,000	20,000
<u>NOTE 4 : LOANS & ADVANCES</u>			
Non - Current			
-			
Current (Short term loans and advances)			
Unsecured considered good unless specifically stated			
Other advances	1,030,472	1,081,077	2,211,888
Aggregate carrying value of Current loans and Advances	1,030,472	1,081,077	2,211,888

Notes forming part of the financial statements
(Amount in Rs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<u>NOTE 5 : OTHER ASSETS</u>			
Non-Current			
NSC/FDR pledged with Sales Tax	55,014	55,014	137,014
Aggregate carrying value of other non current assets	55,014	55,014	137,014
Current			
Security Deposits	84,250	84,250	132,147
Prepaid Expense			3,897
Interest Accrued	237,787	217,933	254,628
	322,037	302,183	390,672
Aggregate carrying value of other assets	322,037	302,183	390,672
<u>NOTE 6 : INVENTORIES</u>			
Old stocks of Finished and semi-finished goods	470,806	470,806	470,806
Aggregate carrying value of Inventory	470,806	470,806	470,806
<u>NOTE 7 : CASH & CASH EQUIVALENTS</u>			
Non-current			
FDRs with more than 12 months maturity pledged with banks	363,920	363,922	363,921
Aggregate carrying value	363,920	363,922	363,921
Current			
Balance with Scheduled Banks	5,179,478	5,194,766	5,232,122
Cash in Hand and Imprest	24,003	5,304	214,874
Aggregate carrying value	5,203,481	5,200,070	5,446,996

Notes forming part of the financial statements
(Amount in Rs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
NOTE 8: EQUITY			
Equity Share Capital			
Authorised share capital			
3,67,35,351 Equity Share of Re.10/- each with voting rights	367,353,510	367,353,510	367,353,510
	367,353,510	367,353,510	367,353,510
Issued, subscribe and paid up share capital			
2,63,29,091 Equity Shares of Re.10/-each with voting rights	263,290,910	263,290,910	263,290,910
	263,290,910	263,290,910	263,290,910

NOTE 8 (a)
The reconciliation of the number of shares outstanding and the amount of share capital is set out below:
Amount in Rs

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning of the year/period	26,329,091	263,290,910	26,329,091	263,290,910	26,329,091	263,290,910
Add: Shares issued during the year/period	-	-	-	-	-	-
Add: Shares Converted during the year/period	-	-	-	-	-	-
Number of shares at the end of the year/period	26,329,091	263,290,910	26,329,091	263,290,910	26,329,091	263,290,910

NOTE 8 (b)
The details of shareholders holding more than 5% shares in the company as set out below:

Name of the Shareholders	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Bennet, Coleman & Co. Ltd.			2,626,517	9.98	2,626,517	9.98
Usha Sharma	3,334,665	12.67	3,334,665	12.67	3,513,473	13.34
Anukool Rishi	1,533,989	5.83	1,533,989	5.83	1,533,989	5.83
Risbro Technicals Equipments Pvt. Ltd.	2,450,000	9.31	2,450,000	9.31	2,450,000	9.31
MVL Credits Holdings & Leasing Ltd.	2,156,252	8.19	2,156,252	8.19	1,563,233	5.94
Anukool Films Pvt Limited	2,018,380	7.67	2,018,380	7.67	2,018,380	7.67
Media Holdings Pvt Ltd	1,487,940	5.65	1,487,940	5.65	1,487,940	5.65
3A Capital Services Pvt Ltd	2,626,517	9.98				

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Re.10/- per share. Each holder of equity shares is entitled to one vote per share.

(d) In the period of five years immediately preceeding March 31, 2018

- Nil number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash.
- Nil number and class of shares allotted as fully paid up by way of bonus shares; and
- Nil number and class of shares bought back.



Consolidated Notes forming part of the financial statements

NOTE 9: STATEMENT OF CHANGE IN EQUITY

STATEMENT OF CHANGE IN EQUITY

(Amount in Rs)

Particulars	Share Capital		Reserve & Surplus				Other Equity				Total other equity attributable to holders of the Company
	Equity		Security Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity Instruments through other comprehensive Income	Other items of other comprehensive income			
Balance as of April, 1, 2017	263,290,910		107,117,577	(2,932,987,419)	-	174,863,516	(3,972,689)	-		(2,654,979,015)	
Changes in equity for the period ended March 31, 2018											
Transfer to General Reserve	-		-	-	-	-	-	-	-	-	
Remeasurement of the net defined benefit liability/ asset, net of tax effect (refer note 2.14 and 2.28)	-		-	-	-	-	-	-	-	-	
Equity Instruments through other comprehensive income	-		-	-	-	-	-	-	-	-	
Dividend Paid (including Corporate Dividend Tax)	-		-	-	-	-	-	-	-	-	
Profit/(Loss) for the period	-		-	(6,773,610)	-	-	248,000	-	-	(6,525,610)	
Balance as of March 31, 2018	263,290,910		107,117,577	(2,939,761,029)	-	174,863,516	(3,724,689)	-		(2,661,504,625)	
STATEMENT OF CHANGE IN EQUITY											
Balance as of April, 1, 2016	263,290,910		107,117,577	(2,925,375,366)		174,863,516	(3,972,689)			(2,647,366,962)	
Changes in equity for the Period ended March 31, 2017											
Transfer to General Reserve	-		-	-	-	-	-	-	-	-	
Remeasurement of the net defined benefit liability/ asset, net of tax effect (refer note 2.14 and 2.28)	-		-	-	-	-	-	-	-	-	
Equity Instruments through other comprehensive income	-		-	-	-	-	-	-	-	-	
Profit for the period	-		-	(7,612,053)	-	-	-	-	-	(7,612,053)	
Dividend Paid (including Corporate Dividend Tax)	-		-	-	-	-	-	-	-	-	
Balance as of March 31, 2017	263,290,910		107,117,577	(2,932,987,419)	-	174,863,516	(3,972,689)	-		(2,654,979,015)	

Notes forming part of the financial statements
(Amount in Rs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<u>NOTE 10: OTHER LONG TERM LIABILITIES</u>			
Non Current			
Inter corporate Loan	266,184,304	266,183,596	253,674,644
Aggregate carrying value of current Term liabilities	266,184,304	266,183,596	253,674,644
Current			
Loan From Banks repayable on demand	2,191,511,199	2,191,511,199	2,191,519,649
Aggregate carrying value of current Term liabilities	2,191,511,199	2,191,511,199	2,191,519,649

Loans from Banks are for working capital and are secured against hypothecation of stocks, debts, other movable and immovable assets present or future and personal guarantee of the Managing Director.

<u>Note 11: Provisions</u>			
Non-Current			
Employee Benefit			
Provision for Gratuity (Unfunded)			304,160
Provision for Leave Encashment (Unfunded)	-	-	-
Aggregate carrying value of non current Provisions	-	-	304,160
Current			
Provision for Bonus	110,320	110,320	161,181
Provision for LTA	8,683	8,686	39,679
Provision for Leave Encashment			130,689
Aggregate carrying value of current Provisions	119,003	119,006	331,689
Total	119,003	119,006	635,849
<u>Note 12: Other Liabilities</u>			
Non- Current	-	-	-
	-	-	-
Current			
Expenses & Other Payable	4,382,749	2,620,442	3,488,778
Advance received against sale of property			9,750,000
	-	-	-
Aggregate carrying value of current other Liabilities	4,382,749	2,620,442	13,238,778



Noesis Industries Limited

Notes forming part of the financial statements

(Amount in Rs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<u>NOTE 13: OTHER INCOME</u>		
Interest earned	22,173	23,338
Misc Income	79,700	-
Total	101,873	23,338
<u>NOTE 14: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</u>		
Inventories at the close of the period:		
Finished and semi finished old stocks	470,806	470,806
	470,806	470,806
Inventories at the beginning of the period:		
Finished and semi finished old stocks	470,806	470,806
Net (increase)/decrease	-	-
<u>NOTE 15 : EMPLOYEE BENEFIT EXPENSES</u>		
Salaries , Allowances and Welfare	252,000	651,994
Bonus	-	24,585
Contribution to Provident Fund & ESI	-	52,832
Total	252,000	729,411
<u>NOTE 16 : FINANCE COSTS</u>		
Bank Charges	3,739	15,026
Interest	10,429	-
Total	14,168	15,026

Notes forming part of the financial statements
(Amount in Rs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
NOTE 17 : OTHER EXPENSES		
Advertisement Expenses	94,631	121,939
Auditors Remuneration	159,945	172,500
Balances Written off	-	(306,918)
Electricity and water Expenses	-	3,269
Insurance	4,328	5,789
Legal & Professional Charges	310,570	857,201
Loss on Sale of Assets	278,250	-
Power & Fuel	19,376	61,240
Meeting Expenses	45,058	67,808
Postage & Courier expenses	22,961	13,310
Printing & Stationery	55,400	49,497
Rate, Fee & Taxes	870,527	929,163
Rent	-	60,000
Repair & Maintenance	1,167	-
TelephoNe Expenses	-	5,241
Watch & Ward	-	224,937
Prior period Items (net)	-	(72,528)
Total	1,862,213	2,192,448

18.01 Defined Employee Benefit Plans: -

No Provision for gratuity and leave encashment has been made in these accounts since in the opinion of the management the number of employees is not sizable which may require such provisions under the applicable Labour Laws. It is accounted for on actual payment basis, which shall not make any material effect on the profit and loss for the year, keeping in view, only the few number of employees on rolls.

18.02 Earning per Share (EPS)

Particulars		Unit	For the Year Ended 31.03.18	For the Year Ended 31.03.17
Profit/(Loss) attributable to equity share holder (numerator)	"A"	Rs.	(67.73) Lacs	(76.12) 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.	(0.26)	(0.29)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2018

18.03	Contingent Liabilities		
	Corporate Guarantees given for loans availed by group companies.	37,900	37,900
18.04	Claims not acknowledged as debt		
	For Commercial disputes	Nil	Nil
	Total	-	-
18.05	Auditors Remuneration Covers		
	For Statutory Audit & Tax Audit	1.17	0.90
	For Taxation matters	0.43	0.60
	For Service Tax on above services	-	0.22
	Total	1.60	1.72
18.06	Directors Remuneration Covers		
	Sitting Fees	1.08	1.08
	Total	1.08	1.08

18.07 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.

18.08 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.

18.09 VAT assessments have been finalized upto financial year 2013-14, and the VAT registration number has been surrendered due to no business activities.

18.10 In view of heavy Losses in the past and loss during the current year, operations discontinued since mid 2012 lenders had classified Loans as N.P.A, and recalled loans. Lenders have issued notices under the SARFAESI Act,2002 and have also filed suits for recovery with Debts Recovery Tribunal. These accounts have been prepared on a going concern basis, however in the opinion of statutory auditors, looking at the loss during the current year & continuous losses since last 6 years, leading to erosion of net worth to minus Rs. 23,944.89 Lacs, defaults of Rs. 21915.11 Lacs towards repayment of dues to banks and financial Institutions, and with no revival, it is not feasible for the company to continue on a going concern basis.

18.11 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. As the bank loans are declared NPA, Lenders are not providing interest annually. The company has also stopped providing of interest / penal interest if any applicable on NPA loan accounts w.e.f 01.04.2014

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2018
18.12 Positions of Banks Loans :-

		<u>Current Year</u> <u>(Rs. in Lacs)</u>	<u>Previous Year</u> <u>(Rs. in Lacs)</u>
	<u>Working Capital Loans</u> availed are secured against:-		
I.	hypothecation of Stocks, Books Debts & Other Current Assets both present & future. (Symbolic possession of stock taken over by lenders on 22.01.2014)	21928.69	21928.69
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

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. Physical possession of immovable properties in pursuance of the said notice was taken over during the year.
- 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.

18.13 Previous year figures have been regrouped and rearranged, wherever necessary to facilitate comparison with current year figures.

18.14 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, but under lien and symbolic possession of lenders, the management has decided to carry it forward at cost.

18.15 As per board resolution dt. 22.09.2014, company had decided not to provide interest on NPA bank loans on accrual basis w.e.f 1.4.2014. As such during the year, interest on Bank Loans amounting to Rs.5021.05 Lacs payable as per last agreed terms has not been provided.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2017

18.16 Disclosure of Related Party Transactions in accordance with Indian Accounting Standard (Ind AS)- 24 "Related Party Disclosures".

Relationship

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

- MVL Limited.
- MVL Credits Holdings & Leasing Ltd.
- Falcon Technosystems Ltd.
- MVL Solor Power Limited.

ii) **Key Managerial Personnel**

- Mr. Prem Adip Rishi – Managing Director
- Mr. Rajesh Galhotra – Director & Chief financial officer

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

Nil

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 18.16 (i)	Referred in 18.16 (ii)	Referred in 18.16 (iii)	Total For the Year ended 31/03/18	Total For the Year ended 31/03/17
i	Rent Paid	-	-	-	-	0.60
ii	Directors Sitting Fees	-	1.08	-	1.08	1.08
iii	Purchase of shares	-	-	-	-	0.00
iv	Loss on Investment	2.48	-	-	2.48	0.00
v	Amount Received (Net) during the year	16.71	-	-	16.71	148.46
vi	Amt paid (Net) during the year	0.21	-	-	0.21	0.80

Year End Balances

vii.	Payables	2681.63	-	-	2681.63	2,661.84
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18.17 **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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2017

d)	Value of Raw Materials, Stores, Spares and Packing Material consumed	Value	%age	Value	%age
	<u>Raw Material</u>				
	Imported	0	0	0	0
	Indigenous	0	0	0	0
	Total	0	0	0	0
	<u>Stores, Spares and Packing Material</u>				
	Imported	0	0	0	0
	Indigenous	0	0	0	0
	Total	0	0	0	0

Signature to Note No.1 to 18

Subject to our report of even date

FOR GARG SANDEEP & COMPANY

Chartered Accountants
(ICAI FRN : 029283N)

Sd/-

CA Sandeep Garg

Partner

Membership No.537567

Sd/-

(Prem Adip Rishi)

Chairman & Managing Director

(DIN : 00020611)

Sd/-

(Rajesh Galhotra)

Director &

Chief Financial Officer

(DIN : 00021326)

Sd/-

(Mandeep Kaur)

Company Secretary

(M.No. 27346)

Place : New Delhi

Date : 28.05.2018

For and on behalf of the Board of Directors

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