

# Noesis Industries Limited

(Formerly MVL Industries Limited)

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

23<sup>rd</sup> April, 2018

To,  
The Manager (Department of Corporate Service),  
**Bombay Stock Exchange Limited,**  
Phiroze Jeejee Bhoy Towers,  
Dalal Street,  
Mumbai-400001

To,  
The Manager-Listing Department,  
**National Stock Exchange Of India Ltd,**  
Exchange Plaza,5<sup>th</sup> Floor,  
PlotNo.C-1, G-Block,  
Bandra(East)  
Mumbai-400051

Ref: Company Code 530435 (BSE)  
Ref: NOESIS (NSE)

## Sub: Notice of Extra Ordinary General Meeting, Book Closure and E-Voting Period

Notice is hereby given that the Extra Ordinary General Meeting of the members of the Company will be held on Wednesday, 16<sup>th</sup> May,2018 at 11:30 A.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 to transact the businesses as set out in the notice of the Extra Ordinary General Meeting.

Notice is further given that:-

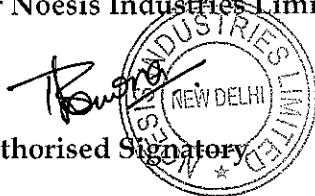
1. Cut-off date for establishing the entitlement for receiving the Notice and explanatory statement 20<sup>th</sup> April, 2018.
2. Cut-off date for the purpose of determining the members entitled to vote electronically at the Extra Ordinary General Meeting shall 9<sup>th</sup> May, 2018.
3. Register of Members and Share Transfer Books for equity shares of the Company shall remain closed from Friday, 11<sup>th</sup> May, 2018 to Wednesday, 16<sup>th</sup> May, 2018 (both days inclusive) for the purpose of Extra ordinary General Meeting to be held on 16<sup>th</sup> May, 2018.

This is for your information and record.

Thanking You,

Yours truly,  
For Noesis Industries Limited

Authorised Signatory



## NOESIS INDUSTRIES LIMITED

CIN: L32109DL1986PLC026273

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

Tel: +91-11-41662674, E-mail: [cs@mvl.in](mailto:cs@mvl.in), Website: [www.mvlindustries.in](http://www.mvlindustries.in)

### NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of Noesis Industries Limited will be held on Wednesday, May 16, 2018 at 11.30 AM at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074, to transact the following businesses:

#### Special Business:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

1. **Appointment of Statutory Auditor to fill the casual vacancy**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and to the proposals of the audit committee of the Board and recommendation of the Board, M/s. Garg Sandeep & Co., Chartered Accountants, IMT Manesar, Gurgaon vide Firm registration number :029283N be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Raj Chawla & Associates, Chartered Accountants.

**RESOLVED FURTHER THAT** M/s. Garg Sandeep & Co., Chartered Accountants, IMT Manesar Gurgaon be and are hereby appointed as Statutory Auditors of the Company from forthcoming Extraordinary General Meeting to be held on 16<sup>th</sup> May, 2018 and that they shall hold office of the Statutory Auditors of the Company from the conclusion of forthcoming Extra Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be finalized by the Board of Directors in consultation with Audit committee.”

Place: New Delhi  
Date : 20<sup>th</sup> April, 2018

By Order of the Board of Directors  
For Noesis Industries Limited

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CIN: L32109DL1986PLC026273

SD/-  
(PremAdip Rishi)  
Managing Director

## Notes:

**A member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 11<sup>th</sup> May, 2018 to Wednesday, 16<sup>th</sup> May, 2018** (both days inclusive).
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip alongwith their copy of Notice to the meeting.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company/ Alankit Assignments Limited (Alankit).
7. The Company has entered into agreement with NSDL and CDSL for dematerialization of shares. Members who still hold the shares of the Company in the physical form are advised to have their holdings dematerialized in their own interest through authorized Depository Participants.

8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Alankit, for consolidation into a single folio.
9. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Alankit.
11. The notice of Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members who have not registered their e-mail addresses are requested to register the same with the Alankit/Depository Participants for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. The facility for voting through ballot paper shall be made available at the Extra ordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
13. The members who have cast their vote by remote e-voting prior to the Extra Ordinary General Meeting may also attend the Extra ordinary General Meeting but shall not be entitled to cast their vote again.
14. The e-voting period commences on **Sunday, May 13, 2018 (9.00 a.m. IST) and ends on Tuesday, May 15, 2018 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of May 9, 2018**, may cast their vote by remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- 15 The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, which is May 9, 2018. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form as well as voting at the EGM.
- 16 A member may participate in the Extra Ordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extra Ordinary General Meeting.
- 17 Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's Registered office or the Company's Registrar and Share Transfer Agent (Alankit Assignments Limited) for revalidation and Encash them before the due dates.
- 18 **Mr. V. Ramasamy, Proprietor of V. Ramasamy & Co., a firm of Practicing Company Secretary (Membership No. FCS 6191, C.P. No. 6618) has been appointed as the Scrutinizer** to scrutinize the remote e-voting process as well as voting through post in a fair and transparent manner.
- 19 The Scrutinizer after the conclusion of voting at the Extra ordinary General Meeting, will first count the votes cast at the Meeting and thereafter will unblock the votes in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and votes received through post and make not later than three days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- 20 The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mvlindustries.in](http://www.mvlindustries.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**STATEMENT**  
**(Pursuant to Section 102(1) of the Companies Act, 2013)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 1**

M/s. Raj Chawla & Associates, Chartered Accountants, Delhi have tendered their resignation with effect from 23<sup>rd</sup> March, 2018 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes in its meeting that M/s. Garg Sandeep & Co., Chartered Accountants, IMT Manesar Gurgaon, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Raj Chawla & Associates, Chartered Accountants, Delhi. M/s. Garg Sandeep & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

This explanatory statement may be regarded as a disclosure under Listing Regulation (LODR) with the BSE Limited and National Stock Exchange of India Limited.

**Place: New Delhi**  
**Date : 20<sup>th</sup> April, 2018**

**Registered Office:**  
**1201B, 12<sup>th</sup> Floor, Hemkunt Chamber,**  
**89 Nehru Place,**  
**New Delhi-110019**  
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**Website: [www.mvlindustries.in](http://www.mvlindustries.in)**  
**CIN: L32109DL1986PLC026273**

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

**SD/-**  
**(PremAdip Rishi)**  
**Managing Director**

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**ATTENDANCE SLIP**  
**EXTRA ORDINARY GENERAL MEETING**

DP Id ..... Folio No. ....  
 Client ID ..... No. of Shares held .....

Member's Name : .....  
 Address : .....

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, May 16, 2018 at 11.30 A.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

.....  
**Member's Signature**

If proxy attends instead of Member:

**Proxy's Name** ..... **Proxy's Signature** .....

**Note:** Members/Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. **NO GIFT/COUPON WILL BE DISTRIBUTED AT THE EXTRA ORDINARY GENERAL MEETING.**

**NOESIS INDUSTRIES LIMITED**  
**CIN: L32109DL1986PLC026273**

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**PROXY FORM [MGT-11]**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....  
 Registered Address : .....  
 E-mail Id : .....  
 Folio No./Client Id : .....  
 DP Id : .....

I/We, being the member(s) of ..... Shares of Noesis Industries Limited, hereby appoint:

1. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : .....  
 or failing him
  
2. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : .....  
 or failing him
  
3. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : .....

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday, May 16, 2018 at 11.30 A.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:-

**Resolution No.**

1. Appointment of Statutory Auditor to fill the casual vacancy.

Signed this .....day of ..... 2018.

Affix Re. 1/- Revenue Stamp
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**Signature of Member** : .....

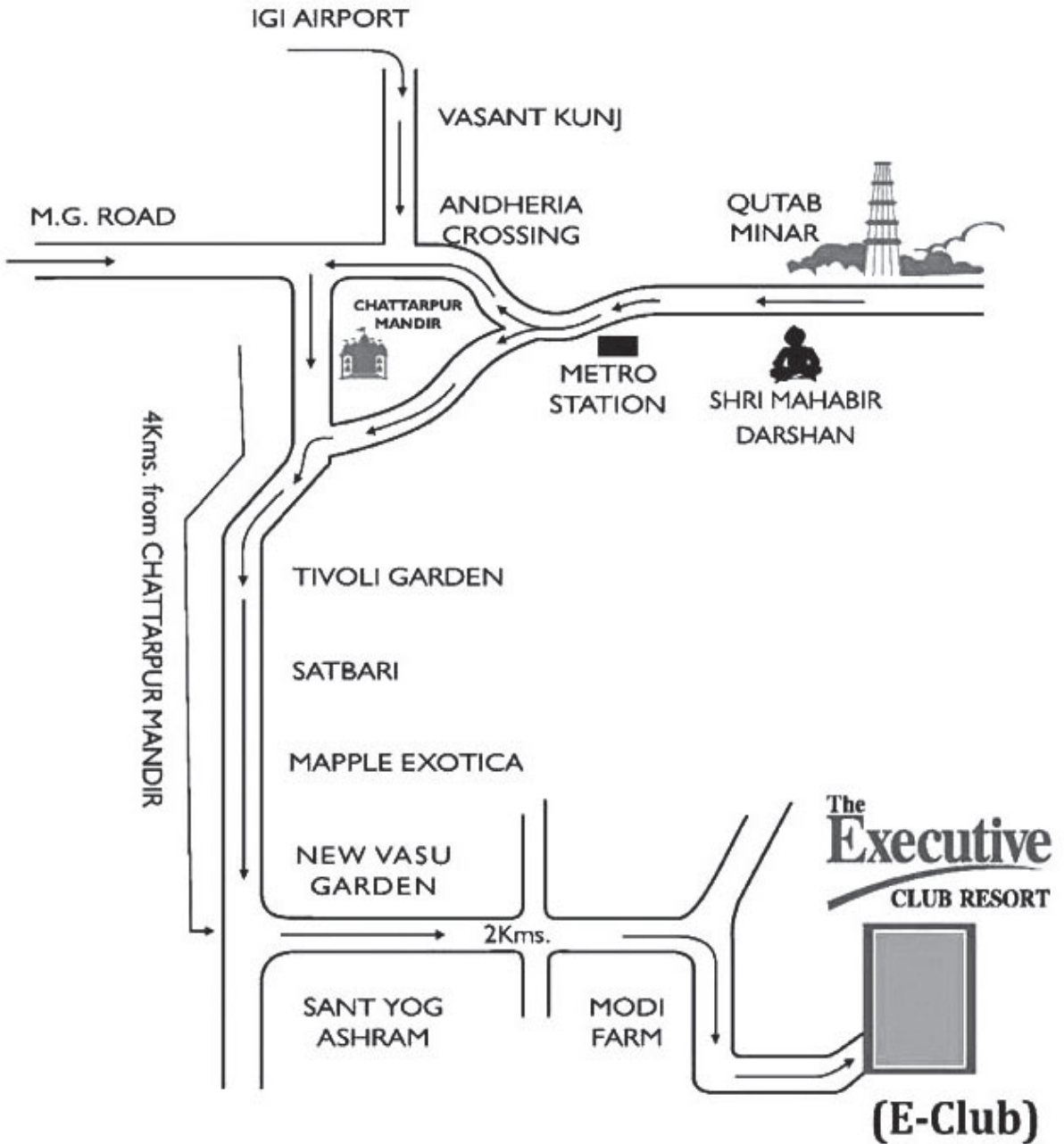
**Signature of Proxy holder(s)** : .....

**NOTES: 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc. must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.



### Route Map to the venue of the Extra Ordinary General Meeting of Noesis Industries Limited



**Venue :** Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074  
**Landmark :** Near Sant Yog Ashram & Modi Farm