

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: coporates@yahoo.com, Website: www.mvlindustries.in

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Noesis Industries Limited will be held on Wednesday, September 30, 2015 at 03.00 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074, to transact the following businesses:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statement as at 31st March, 2015 and Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prem Adip Rishi (DIN: 00020611), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rakesh Gupta (DIN: 00020638), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Arun Kishore & Co., Chartered Accountants (ICAI Regd.No. 001898 N), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Special Business:

5. Appointment of Mr. Rajesh Galhotra as Director & Chief Financial Officer of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

Resolved that pursuant to the provisions of Sections 196, 197, 203, 188 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, Mr. Rajesh Galhotra (DIN:00021326) w.e.f. 01/02/2015, be and is hereby designated and appointed as **Director & Chief Financial Officer** of the Company on the terms and conditions set out in the draft agreement initialed by the Chairman for the purpose of identification and major terms and conditions of which are set out in the Explanatory Statement annexed hereto.

Resolved further that the Board of Directors or Committee thereof, be and are hereby severally authorised to alter, revise, amend, vary, enhance or modify, from time to time, the terms and conditions including terms of agreements and remuneration payable to Mr. Rajesh Galhotra (DIN:00021326), as **Director & Chief Financial Officer** of the Company, subject however to the ceilings laid down in Schedule V of the Companies Act, 2013.

Resolved further that the Board of Directors or Committee thereof, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolutions."

6. Borrowing Limits under Section 180(1) (c) of the Companies Act, 2013

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

Resolved that in supersession of resolution passed by Postal Ballot on 26th December, 2011, the consent of the Company be and is hereby accorded to the Board of Directors ("Board") in terms of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), to borrow from time to time any sum or sums of money for the purpose of Company's business, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to

be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate for the time being of paid-up capital of the Company and free reserves (Reserves not set apart for any specific purpose), provided that the aggregate of the monies so borrowed and/or to be borrowed and outstanding at any time shall exceed Rs. 600.00 Crores (Rupees Six Hundred Crores only).

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may be necessary, proper, desirable or expedient to give effect to this resolution."

7. **Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company**

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

"Resolved that pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves to keep and maintain the Register of Members/ debenture holders/other security holders, the index of members/debenture holders/other security holders required to be kept and maintained by a Company under Section 88 and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, other statutory registers and other related books be kept and maintained at the Corporate Office of the Company at **MVL iPark, 6th Floor, Near Red Cross Society, Chandan Nagar, Sec-15(II), Gurgaon-122001, Haryana** with effect from **12/08/2015**.

Resolved further that the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection and/or making extract there from on any working day as provided in Section 94 (2) and (3) of this Act".

8. **Appointment of Ms. Pandey Pooja Manish as Company Secretary of the Company**

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

"RESOLVED THAT pursuant to the provision of Section 203, 205 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to appoint Ms. Pandey Pooja Manish holding the prescribed qualification under Section 2(24) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as Whole time Secretary of the Company with effect from February 01, 2015, on the terms and conditions as contained in the letter of appointment, a copy of which was initialed by the Chairman for the purpose of identification, to perform the duties which may be performed by a Secretary under the Companies Act, 2013 and under erstwhile Companies Act, 1956 and any other duties assigned to her by the Board from time to time."

By Order of the Board of Directors
For Noesis Industries Limited

Place: New Delhi
Date : 25th August, 2015

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

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

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself 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, 25th September, 2015 to Wednesday, 30th September, 2015** (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 Annual Report 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 advise 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 alongwith the Annual Report 2014-15 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. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the

Stock Exchanges are given in the Corporate Governance Report forming part of the Annual Report.

13. The e-voting period commences on Sunday, September 27, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (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 September 23, 2015, may cast their vote electronically. 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.
14. 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 September 23, 2015. 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 AGM.
15. 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.
16. The Scrutinizer after the conclusion of voting at the Annual 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 two 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.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mvlinindustries.in and on the website of NSDL www.evoting.nsd.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. 5

Mr. Rajesh Galhotra (DIN:00021326) has been a Non-Executive Director and working as a Director since 1995 with the Company. Mr. Rajesh Galhotra aged 56 years is an I.S.C. and he has to his credit over 23 years of experience in various fields of accounts, internal audit and general administration. The Board of Directors, in their meeting held on 13th February, 2015, considered his services and association with the Company necessary for further growth of the Company. As required under the provisions of Section 203 of the Companies Act, 2013 and the Rules thereunder regarding appointment of Key Managerial Personnel, the Board of Directors considered his request to re-designate him as Director & Chief Financial Officer of the Company and upon recommendation of the Nomination and Remuneration Committee, accepted his request and appointed him as Director & Chief Financial Officer of the Company with effect from 1st February, 2015.

He holds directorship in below mentioned Companies:

1. Media Magnetic Cassettes Limited
2. Falcon Technosystems Limited
3. Icon Satellite Limited
4. Media Holdings Private Limited

He is holding 60 equity shares in the capital of the Company.

The major terms and conditions of appointment are as under:

1.	Name	:	Mr. Rajesh Galhotra
2.	DIN	:	00021326
3.	Nationality	:	Indian
4.	Date of Birth	:	20/09/1958
5.	Educational Qualification	:	I.S.C.
6.	Designation	:	Director & Chief Financial Officer
7.	Languages known	:	English, Punjabi and Hindi
8.	Experience	:	23 Years
9.	Remuneration	:	Since the Company has no profit/ inadequate profit, Mr. Rajesh Galhotra will not draw any remuneration as a Director & Chief Financial Officer of the Company and will be entitled to only sitting fee as per Schedule V.

In terms of the provisions of the Companies Act, 2013 read with Section II of Part II of Schedule V thereto, your approval is required by way of special resolution for the aforesaid appointment and payment of remuneration to Mr. Rajesh Galhotra as Director & Chief Financial Officer of the Company.

The Board hereby recommends the special resolution.

This explanatory statement may be regarded as a disclosure under Clause 49 of the Listing Agreement with the BSE Limited and National Stock Exchange of India Limited.

None of the Directors and key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

Item No. 6

The members by way of postal ballot, the result of which was declared on 26th December, 2011 had approved under Section 293(1)(d) of the Companies Act, 1956 the Borrowing limit upto Rs. 600.00 Crores (Rupees Six Hundred Crores only). General Circular No.4 dated 25th March, 2014 issued by MCA has clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Act i.e. upto 31st March, 2015.

The Company is in the business of consumer electronics. 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.

The Company might have to consider raising funds, presently estimated at not more than Rs. 600.00 Crores, at competitive rates of interest, either as non encumbered loans and / or by creating charge over its assets. As the proposed borrowings may exceed the limits laid down under Section 180(1)(c) of the Companies Act, 2013, the approval of the members would be required for the proposed borrowings.

Since, in view of General Circular No.4 dated 25th March, 2014 issued by MCA, the validity of the resolution passed by the members by way of postal ballot on 26th December, 2011 approving the borrowing limit upto Rs. 600.00 Crores is upto 31st March, 2015, it is proposed to recommend passing of the similar resolution in supersession of the earlier resolution, pursuant to the



provisions of section 180(1)(c) of the Companies Act, 2013 for borrowing limit upto Rs. 600.00 Crores.

Your Directors recommend Resolution as a Special Resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

Item No. 7

Under the provisions of the Companies Act, 2013, (the "Act") certain documents such as the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorising the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside.

In view of the enabling provisions of Companies Act, 2013 as explained above, it is proposed to keep the aforementioned Registers and documents at the Corporate Office of the Company as stated in the resolution. Your Directors recommend Resolution as a Special Resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

Item No. 8

The Board of Directors in their meeting held on 13th February, 2015 had appointed Ms. Pandey Pooja Manish as Whole time Secretary of the Company with effect from February 01, 2015.

Ms. Pandey Pooja Manish aged 28 years is holding the prescribed qualification under Section 2(24) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. She is having 3.5 years of experience. The Board of Directors feels her appointment as expedient and prudent and accordingly recommends for approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Ms. Pandey Pooja Manish is, in any way, deemed to be concerned or interested in this item of business.

By Order of the Board of Directors
For Noesis Industries Limited

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

Place: New Delhi
Date : 25th August, 2015

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

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: coporates@yahoo.com, Website: www.mvlinindustries.in

ATTENDANCE SLIP
28th Annual General Meeting

DP Id.

Folio No.

Clinent ID

No. of Shares held.....

Member's Name

Address

I hereby record my presence at the 28th Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 3:00 P.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 ANNUAL GENERAL MEETING.**

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: coporates@yahoo.com, Website: www.mvlinindustries.in

PROXY FORM

[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

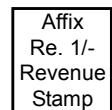
2. Name :
 Address :
 E-mail Id :
 Signature or failing him :
3. Name :
 Address :
 E-mail Id :
 Signature :

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 3:00 P.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. Adoption of Balance Sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2015.
2. Re-appointment of Mr. Prem Adip Rishi who retires by rotation.
3. Re-appointment of Mr. Rakesh Gupta who retires by rotation.
4. Ratify appointment of Auditors and fixing their remuneration.
5. Appointment of Mr. Rajesh Galhotra as Director & Chief Financial Officer of the Company.
6. Borrowing Limits under Section 180(1) (c) of the Companies Act, 2013.
7. Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company.
8. Appointment of Ms. Pandey Pooja Manish as Company Secretary of the Company.

Signed thisday of 2015.



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 jointholders may use copies of this Attendance Slip/Proxy.

