

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 29th Annual General Meeting of the Members of Noesis Industries Limited will be held on Friday, September 30, 2016 at 1.30 P.M. at Executive Club, 439, Village Shahoopur, 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, 2016 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. Rajesh Galhotra (DIN: 00021326), 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. Approval for Related Party Transactions

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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), consent of the Company be and is hereby accorded for entering into contracts, arrangements or transactions in the ordinary course of business with MVL Limited, a related party within the meaning of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 2(76) of the Companies Act, 2013, which includes long term borrowing on such terms and conditions as may be mutually agreed between the Company and MVL Limited for an aggregate amount not exceeding Rs. 500 Lakhs in respect of a Financial Year.

6. To approve mortgaging of the Assets 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 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 in terms of Section 180(1)(a) 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) and rules there under to mortgage and/or create charge of all the immovable and movable properties or such assets of the Company wherever situated, present and future and /or with power to enter upon and take possession of the assets of the Company in certain events on such terms and conditions and at such time or times and in such form or manner as it may think fit, to or in favour of the Money Lenders, NRIs (Non Resident Indians), OCBs (Overseas Corporate Bodies), FIIs (Foreign Institutional Investors), Financial Institutions, Banks, both Indian and Foreign, Trustees for the Debenture Holders, Trustees for ECBs (External Commercial Borrowings) and/or bonds or Commercial Papers issued/ proposed to be issued for an aggregate nominal value not exceeding Rs. 600.00 Crores (Rupees Six Hundred Crores only), to secure Term loans,



Debentures, ECBs, Bonds, Commercial Papers and all other types of loans and/or indebtedness together with interest, cost, charges, expenses and other monies including premium payable in the above connection in terms of the agreement to be entered into between the Company and the Money Lenders, NRI's, OCB's, FIIs, Financial Institutions, Banks, Trustees for the Debenture Holders, Trustees of ECB, Commercial Papers, Bonds, such security to rank pari-passu with, or second or subsequent to the mortgages and/or charges already created or to be created by the Company or in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board and further that the Board be and is hereby authorized to finalize and execute the documents and any other documents, papers and writings for creating the aforesaid mortgages and/or charges and to do all such acts, deeds and things as may be necessary or expedient for implementing this resolution.

Resolved further that the Board and/or any person authorised by the Board, be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and other documents for creating the mortgage, charges, liens, hypothecation, assignment, transfer and/or other form of securities and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Sd/-

(Prem Adip Rishi)

Chairman & Managing Director

Place: New Delhi

Date : 25th August, 2016

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, 23rd September, 2016 to Friday, 30th September, 2016 (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 2015-16 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 Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges are given in the Corporate Governance Report forming part of the Annual Report.
13. The facility for voting through ballot paper shall be made available at the Annual 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.
14. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

15. The e-voting period commences on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (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, 2016, 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.
16. 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, 2016. 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.
17. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
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 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 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.mvlinindustries.in and on the website of NSDL 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. 5

Your Company and MVL Limited are related companies. Since the business of the Company is closed down because of financial losses, therefore, it has no means to pay urgent financial obligations pertaining to statutory and non- statutory dues. But to avoid further litigations it is necessary to borrow funds from MVL Limited.

The broad nature of transactions / arrangements with MVL Limited envisaged in the ordinary course of business of the Company is as under:

S. No.	Nature of transaction
1.	Amount Borrowed from MVL Limited

The other relevant particulars of contracts / arrangements / transactions are as under:

S. No.	Particulars	Remarks
1.	Name of the related party	MVL Limited
2.	Nature of relationship	Related Party
3.	Monetary Value	Not exceeding Rs. 500.00 Lakhs in any financial year. The estimated aggregate value of the transactions is arrived after considering the trend of transactions for previous years, current forecast, future business projections and business exigencies.
4.	Are the transactions in ordinary course	Yes
5.	Are the transactions on an arm's length basis	Yes. The transactions would be entered on an arm's length basis in line with the Related Party Transaction Policy of the Company, transfer pricing guidelines and regulatory requirements.
6.	Whether the transactions have been approved by Audit Committee	Prior approval of the Audit Committee is taken for all related party transactions on a periodic basis as per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7.	Any other relevant information	The transactions are in ordinary course of business aligned to the business plans of the Company. The Audit Committee will review the aforesaid transactions on a periodic basis.

The said transactions including obligations, if any, with MVL Limited may exceed 10% of the consolidated annual turnover of the Company and become material in nature within the meaning of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Thus, these transactions require approval of shareholders by way of a special resolution.

None of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

MVL Limited, being a related party within the meaning of section 2(76) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will abstain from voting in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice, for approval of Members.



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)(a) of the Companies Act, 1956 now Section 180(1)(a) of the Companies Act, 2013 the Borrowing limit upto Rs. 600.00 Crores (Rupees Six Hundred Crores only). The Company proposes resolution authorizing Board to borrow loans upto maximum Rs. 600.00 Crores (Rupees Six Hundred Crores only). In order to borrow loans from Banks, Institutions, etc. the Board needs authorization to mortgage/hypothecate the assets of the Company as security/ collateral security. In order to create charge on the assets of the Company by way of mortgage or hypothecation etc., the consent of the shareholders in the General Body Meeting is required under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors with necessary powers.

None of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice, for approval of Members.

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

Sd/-

(Prem Adip Rishi)

Chairman & Managing Director

Place: New Delhi

Date : 25th August, 2016

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.mvlindustries.in

ATTENDANCE SLIP 29th Annual General Meeting

DP Id.

Folio No.

Clinent ID

No. of Shares held.....

Member's Name

Complete Address

I hereby record my presence at the 29th Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 1:30 P.M. at Executive Club, 439, Village Shahoopur, 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.mvlindustries.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 29th Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 1:30 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:-.

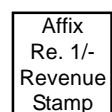
Resolution No.

1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2016.
2. Re-appointment of Mr. Prem Adip Rishi who retires by rotation.
3. Re-appointment of Mr. Rajesh Galhotra who retires by rotation.
4. Ratify appointment of Auditors and fixing their remuneration.
5. Approval of Related Party Transactions with MVL Limited.
6. Approval for mortgaging the Assets of the Company.

Signed thisday of 2016.

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.