

# 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 30th Annual General Meeting of the Members of Noesis Industries Limited will be held Wednesday, September 27, 2017 at 1.00 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, 2017 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. **Appointment of Statutory Auditor**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:  
**Resolved that** pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s Raj Chawla & Associates, Chartered Accountants (Firm registration number : 011602N) be and is hereby appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18 from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration as may be agreed between the Board of Directors of the Company and the Auditors.

### Special Business:

4. **Maintenance of the Register of Members and related books at a place of 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 Registered Office of the Company at **1201 B, 12th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi-110019** with effect from **16/08/2017**.

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".

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

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

Place: New Delhi  
Date : 25th August, 2017  
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

## 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 / 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, 22nd September, 2017 to Wednesday, 27th September, 2017** (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 2016-17** 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

## Noesis Industries Limited

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 **Sunday, September 24, 2017 (9.00 a.m. IST) and ends on Tuesday, September 26, 2017 (5.00 p.m. IST)**
16. 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 20, 2017**, 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.
17. 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 20, 2017. 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.
18. 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.
19. 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.
20. 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.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.mvlindustries.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.

# **Noesis Industries Limited**

## **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. 4**

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 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 Registered 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.

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

**Place: New Delhi**  
**Date : 25th August, 2017**

**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**

## 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 [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 30th Annual General Meeting of the Company to be held on Wednesday, September 27, 2017 at 1.00 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:-

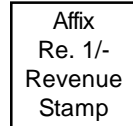
#### Resolution No.

1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2017.
2. Re-appointment of Mr. Prem Adip Rishi who retires by rotation.
3. Appointment of Auditors and fixing their remuneration.
4. Maintenance of the Register of Members and related books at a place of Registered office.

Signed this .....day of ..... 2017.

**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.

**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**

**30TH ANNUAL GENERAL MEETING**

DP Id. ....

Folio No. ....

Client ID .....

No. of Shares held .....

Member's Name : .....

Address : .....

.....

I hereby record my presence at the 30th Annual General Meeting of the Company to be held on Wednesday, September 27, 2017 at 1.00 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.**

## Route map to the venue of the 30th AGM of Noesis Industries Limited



Venue: Executive Club, 439, Village Shahoopur, P.O Fatehpur Beri, New Delhi - 110074

Landmark: Near Sant Yog Ashram & Modi Farm