

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

5th September, 2018

To,
The Manager (Department of Corporate
Services),
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, 5th Floor,
Plot No. C-1, G-Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051

Ref: Company Code 530435 (BSE)

Ref: NOESIS (NSE)

Sub: Notice of 31st Annual General Meeting, Book Closure and E-Voting Period

Notice is hereby given that the 31st Annual General Meeting of the members of the Company will be held on Saturday, 29th September, 2018 at 10:00 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 30th Annual General Meeting.

Notice is further given that:-

1. Cut-off date for establishing the entitlement for receiving the Notice and Annual Report shall be 24th August, 2018.
2. Cut-off date for the purpose of determining the members entitled to vote electronically at the 31st Annual General Meeting shall 22nd September, 2018.
3. Register of Members and Share Transfer Books for equity shares of the Company shall remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of 31st Annual General Meeting to be held on 29th September, 2018.
4. **SEBI Notification related to Physical Share Transfer** - SEBI vide notification dated June 8, 2018 has amended Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, mandating transfer of securities only in dematerialized form. Accordingly, the company would not be able to accept requests for transfer of securities unless the securities are held in Dematerialized form **with effect from December 5, 2018**. In case of any queries / grievance relating to this, Members may contact at the following address: Alankit Assignments Limited, Alankit heights/IE/13 , Jhandewalan Extension, New Delhi-110055. Tel No.: 011-42541234, 23541234; E-mail: info@alankit.com.

This is for your information and record.

Thanking You,

Yours truly,

For Noesis Industries Limited


Mandeep Kaur
Company Secretary

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, Website: www.mvlindustries.in

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Noesis Industries Limited will be held Saturday, September 29, 2018 at 10.00 A.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, 2018 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. Rajesh Galhotra (DIN: 00021326), 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. Garg Sandeep & Co., Chartered Accountants, IMT Manesar Gurgaon vide Firm registration number : (029283N) 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 2018-19 from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2023 (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. Regularization of appointment of Mr. Deepak Gupta as Director of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

“Resolved that Mr. Deepak Gupta, who was appointed as an Additional Director with effect from 28th May, 2018 by the Board of Directors in their Meeting held on that date and who holds office of Director upto the date of this Annual General Meeting under the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under the Companies Act, 2013 signifying his candidature for the office of Director, be and is hereby appointed as Director, whose term of office shall be liable to determination by retirement of Directors by rotation.”

**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

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



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 **Saturday, 22nd September, 2018 to Saturday, 29th September, 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 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 are requested to send the share certificates to Alankit, for dematerialize as per **SEBI Notification related to Physical Share Transfer** dated June 8, 2018 it has amended Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, mandating transfer of securities only in dematerializes form. Accordingly, the company would not be able to accept requests for transfer of securities unless the securities are held in Dematerialized form **with effect from December 5, 2018**. In case of any queries / grievance relating to this, Members may contact at the following address: Alankit Assignments Limited, Alankit heights/IE/13 , Jhandewalan Extension, New Delhi-110055. Tel No.: 011-42541234, 23541234; E-mail: info@alankit.com.
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 2017-18** 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 **Wednesday, September 26, 2018 (9.00 a.m. IST) and ends on Friday, September 28, 2018 (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 22, 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.
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 22, 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.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.



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

Mr. Deepak Gupta was appointed as an Additional Director with effect from 28th May, 2018 by the Board of Directors of the Company in the Meeting held on that date. Mr. Deepak Gupta was appointed in the capacity of non-executive Director. In terms of Section 161 of the Companies Act, 2013, he holds office only upto the date of this Annual General Meeting.

The Board of Directors is of the opinion that the continued presence of Mr. Deepak Gupta on the Board is desirable and would be beneficial to the Company and hence recommends the passing of above resolution as an Ordinary Resolution.

None of the Directors except Mr. Deepak Gupta are in anyway concerned with or interested in the resolution.

**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

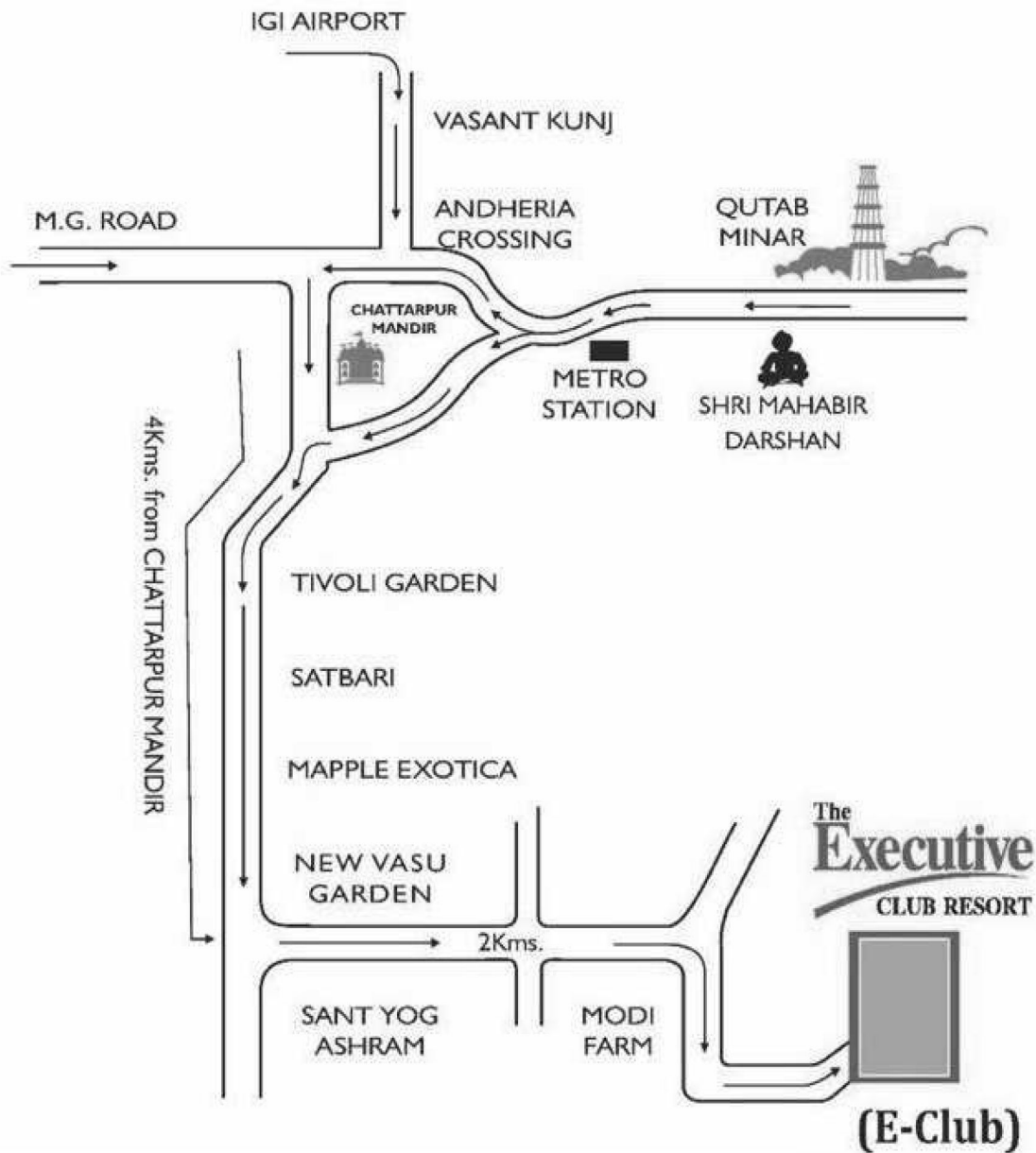
Website: www.mvlindustries.in

CIN: L32109DL1986PLC026273



Noesis Industries Limited

Route map to the venue of the Thirty First AGM of Noesis Industries Limited



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

Landmark: Near Sant Yog Ashram & Modi Farm

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, Website: www.mvlindustries.in

ATTENDANCE SLIP **31st Annual General Meeting**

DP Id.

Folio No.

Clinent ID

No. of Shares held.....

Member's Name

Complete Address

hereby record my presence at the 31st Annual General Meeting of the Company to be held on Saturday, 29th September, 2018 at 9:00 AM 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: cs@mvl.in, Website: www.mvlindustries.in

PROXY FORM [MGT-II]

[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 MVL 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 :

or failing him

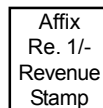
as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 10.00 A.M. at Executive Club, 439, Village Shahoorpur,

P.O. Fatehpur Beri, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.

1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of Board of Directors and Auditors for the year ended March 31, 2018.
2. Re-appointment of Mr. Rajesh Galhotra who retires by rotation.
3. Appointment of Statutory Auditors and fixing their remuneration.
4. Regulazation of Mr. Deepak Gupta as Director of the Company.

Signed thisday of 2018.



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.