



Noesis Industries Limited

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Noesis Industries Limited will be held on Tuesday, 30th September, 2014 at 03:00 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 to transact the following business as:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statement as at 31st March, 2014 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 Auditors and fixation of their remuneration**

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 provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Arun Kishore & Co., Chartered Accountants (ICAI Regd.No. 001898 N), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company to be held in the year 2017 (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. **Appointment of Mr. Vijay Kumar Sood as an Independent Director 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 provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the appointment of Mr. Vijay Kumar Sood (DIN: 01325491), in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, for a period of 5 (five) consecutive years effective from the date of his appointment, as such by the Board **AND THAT** he shall not be liable to retire by rotation.”

5. **Appointment of Mr. Kamal Kumar Jain as an Independent Director 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 provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the appointment of Mr. Kamal Kumar Jain (DIN: 00769056), in respect of whom the Company has received a



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notice in writing from a member, proposing his candidature for the office of Independent Director of the Company, for a period of 5 (five) consecutive years effective from the date of his appointment, as such by the Board **AND THAT** he shall not be liable to retire by rotation.”

6. Appointment of Mrs. Kalpana Gupta as an Independent Director 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 provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the appointment of Mrs. Kaplana Gupta (DIN: 02300348), in respect of whom the Company has received a notice in writing from a member, proposing her candidature for the office of Independent Director of the Company, for a period of 5 (five) consecutive years effective from the date of her appointment, as such by the Board **AND THAT** she shall not be liable to retire by rotation.”

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

Place: New Delhi
Date : 25th August, 2014

**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 instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, 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. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 26th September, 2014 to Tuesday, 30th September, 2014** (both days inclusive).



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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 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 dematerialisation 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. The notice of Meeting alongwith the Annual Report 2013-14 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.
10. 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.
11. The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Friday, September 26, 2014 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 29, 2014, 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.
12. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 29, 2014.
13. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. FCS 3754) has been appointed as the Scrutinizer to scrutinize the e-voting process at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074 in a fair and transparent manner.
14. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report



of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

15. 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 within two days of the passing of the resolutions at the Twenty-seventh AGM of the Company on September 30, 2014 and communicated 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 ('ACT')]

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

Item Nos. 4 to 6

The Board of Directors (Board) of the Company has proposed the appointment of Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta as Independent Directors of the Company for a period of 5 (five) years effective from the date of their appointment, as such by the Board.

Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta does not hold any share in the Company and they are not related to any other Director of the Company.

Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta has furnished a declaration to the Company that they meets with the criteria of independence, as prescribed for Independent Directors under Section 149 of the Companies Act, 2013 read with the Rules made thereunder (Act).

In the opinion of the Board, Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta fulfils the conditions for their appointment, as Independent Directors of the Company, as specified in the Act and the Listing Agreement, and they are independent of the Management of the Company.

Keeping in view their vast experience and knowledge, the Board is of the view that it will be in the interest of the Company that Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta are appointed as Independent Director on its Board.

Upon the approval of the Members to their appointment, as Independent Directors, the appointment of Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta, as such, shall be formalised by the Board by issuing a letter of appointment to them, which shall be open for inspection by the Members at the Registered Office of the Company, in terms of applicable provisions of the Act.

In terms of applicable provisions of the Act, an Independent Director can hold office, as such, on the Board of the Company for 2 (two) consecutive terms of upto 5 years each, such appointment having received the prior approval of the Members of the Company. Also an Independent Director is not liable to retire by rotation.

Brief resume of Mr. Vijay Kumar Sood, Mr. Kamal Kumar Jain and Mrs. Kalpana Gupta, nature of their expertise in specific functional areas and names 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 provided in the Corporate Governance Report forming part of the Annual Report.

Accordingly, the Board recommends the resolution for their appointment, as Independent Directors of the Company, for the approval by the Shareholders, as Ordinary Resolutions set out at Item Nos. 4 to 6 of the Notice.



None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

**Place: New Delhi
Date : 25th August, 2014**

**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

ATTENDANCE SLIP
27th Annual General Meeting

DP Id.

Folio No.

Clinent ID

No. of Shares held.....

Member's Name

Address

.....

I hereby record my presence at the 27th Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 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.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

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:

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3.

Name

Address

E-mail Id

Signature

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as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 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, 2014.
2.

Re-appointment of Mr. Rajesh Galhotra who retires by rotation.
3.

Appointment of Auditors and fixing their remuneration.
4.

Appointment of Mr. Vijay Kumar Sood as an Independent Director.
5.

Appointment of Mr. Kamal Kumar Jain as an Independent Director.
6.

Appointment of Mrs. Kalpana Gupta as an Independent Director.

Signed this day of 2014.

Signature of Member :

Signature of Proxy holder(s) :

Affix

Re. 1/-

Revenue

Stamp

- 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.