

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

Dated: 16th May, 2018

To, The Manager – Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai- 400051	To, The Manager (Department of Corporate Services) Bombay Stock Exchange Limited, Phiroze Jeejee Bhoy Towers, Dalal Street, Mumbai – 400001
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Sub: Proceedings of the Extra Ordinary General Meeting of the Members of the Company held on 16th May, 2018.

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

The Extra Ordinary General Meeting (EGM) of the Company was held on Wednesday, 16th May, 2018 at 11:30 A.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074.

The Members of the Company have duly approved, through remote e-voting and Voting through Ballot at meeting, all the businesses as specified in the notice convening the said meeting viz:

Ordinary Business:

1. Appointment of Statutory Auditor to fill the casual vacancy.

Kindly take the above in your record.

Thanking you,

Yours sincerely,

For Noesis Industries Limited


Prem Adip Rishi
Managing Director

Encl: a/a

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Certified true copy of the resolution passed at the Extra Ordinary General Meeting of Noesis Industries Limited held on Wednesday, May 16, 2018 commenced at 11.30 A.M and concluded at 12.30 P.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074

Appointment of Statutory Auditor to fill the casual vacancy

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), 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 Regn. no. :-029283N be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Raj Chawla & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s. Garg Sandeep & Co., Chartered Accountants, IMT Manesar Gurgaon be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Extra Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be finalized by the Board of Directors in consultation with Audit Committee."

For Noesis Industries Limited



Prem Adip Rishi
Managing Director
DIN-00020611

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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. 1

M/s. Raj Chawla & Associates, Chartered Accountants, Delhi have tendered their resignation with effect from 23rd March, 2018 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes in its meeting that M/s. Garg Sandeep & Co., Chartered Accountants, IMT Manesar, Gurgaon be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Raj Chawla & Associates, Chartered Accountants, Delhi. M/s. Garg Sandeep & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

This explanatory statement may be regarded as a disclosure under Listing Regulation (LODR) with the BSE Limited and National Stock Exchange of India Limited.

For Noesis Industries Limited



PremAdip Rishi

Managing Director

DIN-00020611