

**Form No. MGT-13
Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. T. C. Kothari
Chairman

33RD Annual General Meeting of the Equity Shareholders of Noble Explochem Limited, held on 23RD September, 2015 at 3.00 p.m. at 54/B, Shree Tower, Shankar Nagar (East), W.H.C. Road, Nagpur – 440 010 (Maharashtra).

Dear Sir,

I Pradip S. Channe, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the annual general meeting of the Equity Shareholders of the Noble Explochem Limited, held on 23RD September, 2015 at 3.00 p.m. at 54/B, Shree Tower, Shankar Nagar (East), W.H.C. Road, Nagpur – 440 010 (Maharashtra) submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Mr. T. C. Kothari, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Item No. 1

Ordinary Resolution for Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	1245704	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

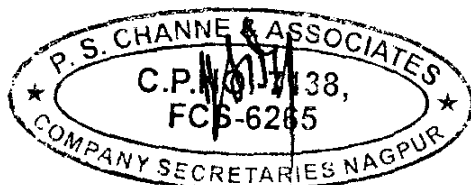
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(b) Item No. 2

Ordinary Resolution for Re-appointment of Shri Rajesh Joshi (DIN: 02138724) as Director who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	1245704	100.00



Office & Residence :

Plot No 131, Shyam Nagar, L/O No. 3,
Bel-Tarodi Rd., Somalwada Ext.
Wardha Rd., Nagpur-440015
E-mail : pradipt21@rediffmail.com
fcs6265@gmail.com
Cell : 9595447460 & 7620214671



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(c) **Item No. 3**

Ordinary Resolution for Ratification of appointment of Auditors and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	1245704	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A soft Copy (excel file) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the person authorised by the Board for safe keeping.
7. Members present at the meeting who have already cast their votes through electronic mode, did not participated in the poll.

Thanking you,
Yours faithfully,

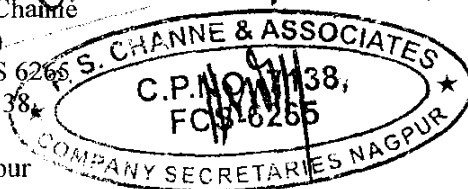
For P S Channe & Associates
Company Secretaries

CS Pradip Channe
(Proprietor)

M. No. FCS 6265
C. P. No. 7138

Place: Nagpur

Date: September 23, 2015





SCRUTINIZER REPORT FOR E-VOTING CARRIED OUT FOR NOBLE EXPLOCHEM LIMITED

**TO,
THE CHAIRMAN,
NOBLE EXPLOCHEM LIMITED
54/ B, SHREE TOWER, SHANKAR NAGAR (EAST)
W.H.C. ROAD,
NAGPUR-440010
MAHARASHTRA.
INDIA**

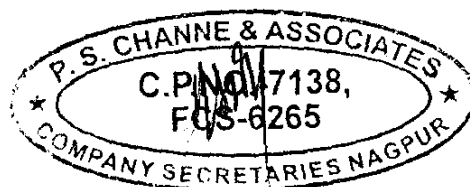
Sub: Passing of Resolution through electronic voting, pursuant to Section 108 of the Companies Act, 2013 and Rule No. 20 prescribed by MCA, vide notification dated 27/03/2014

Pursuant to the Resolution passed by the Board of Directors of **NOBLE EXPLOCHEM LIMITED** hereinafter referred to as "NECL" on August 10, 2015, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Sub rule 3(ix) of the Rule 20 in respect of the 33rd Annual General Meeting to be held on September 23, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014 amending clause 35B of the listing Agreement issued in this regard.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the service Provider for extending the facility of electronic voting to the Shareholder of the company. Satellite Corporate Services Pvt. Ltd. is the Registrar and Share Transfer Agent for the Company. The Service Provider accordingly had provide the system for recording the votes of the Shareholders electronically through e-voting on all the items of the business of the Annual General Meeting Notice dated August 10, 2015, sought to be transacted in the Annual General Meeting of the Company, which is to be held on September 23, 2015. The Service Provider had set up e-voting facility on their website, <http://evoting.cdsl.com>.

NECL had sent notices to its shareholders by courier on 20th August 2015 and on September 10, 2015 by email through its RTA to all shareholders whose email Id was made available by the two depositories and for those holding for physical form to the extent it was available with the RTA..

The Notice contained the detailed procedure (through email) to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20.



Office & Residence : 1
Plot No 131, Shyam Nagar , L/O No. 3,
Bel-Tarodi Rd., Somalwada Ext.
Wardha Rd., Nagpur-440015
E-mail : pradipt21@rediffmail.com
fcs6265@gmail.com
Cell : 9595447460 & 7620214671

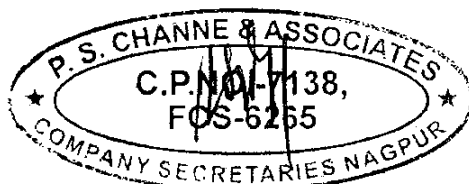
The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 16, 2015. As prescribed in the Rules, the e-voting facility was kept open for 3 days for September 20, 21 & September 22, 2015

As prescribed in Sub Rule 3(v) of the Rule 20, the Company also released an advertisement, which was published more than 6 days in advanced from the date of beginning of the voting period in English in Indian Express newspaper (All India edition) and in Loksatta Marathi newspaper dated September 11, 2015, carried the required information as specified in said Rule 20.

At the end of the E-voting period on September 22, 2015 the voting portal of the Service Provider was blocked forthwith. On September 22, 2015 the votes cast through e-Voting facility was duly unblocked by me as a scrutinizer in the presence of Shri Shekhar V Shende and Shri Avinash Gujar, who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the Rule 20.

As a Scrutinizer the report of the e-voting carried out by the shareholders was duly compiled, the details of the results for the exercise so conducted is as follows:

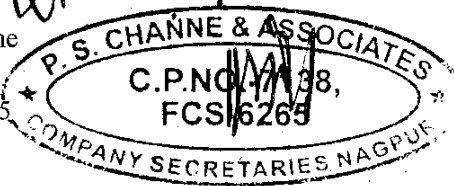
Item No. 1 of the Notice (As an Ordinary Resolution)	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2015, including Audited Balance Sheet and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.					
Manner of Voting	For	%age	Against	%age	Abstained/ Invalid	%age
E -Voting	2090387	10.87	0	0.00	0	0.00
Total	2090387	10.87	0	0.00	0	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	To appoint a Director in the place of Shri Rajesh Joshi (DIN: 02138724), who retires from Office by rotation and, being eligible, offers himself for re-appointment.					
Manner of Voting	For	%age	Against	%age	Abstained/ Invalid	%age
E -Voting	2090387	10.87	0	0.00	0	0.00
Total	2090387	10.87	0	0.00	0	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	To ratify the appointment of Statutory Auditors and to fix their remuneration					
Manner of Voting	For	%age	Against	%age	Abstained/ Invalid	%age
E -Voting	2090387	10.87	0	0.00	0	0.00
Total	2090387	10.87	0	0.00	0	0.00



I hereby confirm that I am maintaining the Register electronically in respect of the votes cast through e-Voting by the shareholders of the company. I shall be arranging to hand over these records to the Chairman of the Company or to such person as may be authorized by the Chairman in due course.

Thanking you,
Yours Faithfully
For P S Channe & Associates
Company Secretaries

CS P S Channe
(Proprietor)
M. No. FCS 6265
C. P. No. 7138



Place: Nagpur

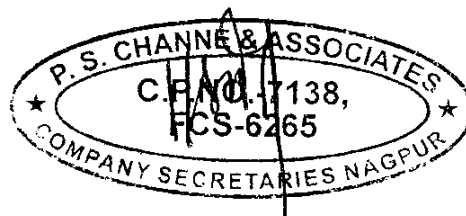
Date: September 22, 2014

Witness 1: Shri Shekhar Shende (Shri Shekhar Shende)

Witness 2: Shri Avinash Gujar (Shri Avinash Gujar)

NOBLE EXPLOCHEM LIMITED
Final e-voting Report in respect of the resolutions

Res. No.	Resolution	Assent	%	Dissent	%	Total	%	Abstained /Invalid	Total Votes Cast
1	Ordinary Resolution for adoption of Audited Financial Statement for the year ended March 31, 2015	2090387	10.87	0	0.00	2090387	10.87	0	2090387
	No. of Securities	2090387	10.87	0	0.00	2090387	10.87	0	2090387
	No. of Folios	20		0					20
2.	Ordinary Resolution To appoint a Director in the place of Shri Rajesh Joshi (DIN:02138724), who retires from Office by rotation	2090387	10.87	0	0.00	2090387	10.87	0	2090387
	No. of Securities	2090387	10.87	0	0.00	2090387	10.87	0	2090387
	No. of Folios	20		0					20
3.	Ordinary Resolution under section 139 of the Companies Act 2013 for ratification of appointment of M/s Amar Bafna & Associates,(Regn. No. 109003W), as Statutory Auditors of the Company and fixing their remuneration.	2090387	10.87	0	0.00	2090387	10.87	0	2090387
	No. of Securities	2090387	10.87	0	0.00	2090387	10.87	0	2090387
	No. of Folios	20		0					20



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR
NOBLE EXPLOCHEM LIMITED**

**TO,
THE CHAIRMAN
NOBLE EXPLOCHEM LIMITED
54/B,SHREE TOWER,
SHANKAR NAGAQR (EAST),W.H.C. ROAD,
NAGPUR-440010.
INDIA. MAHARASHTRA.**

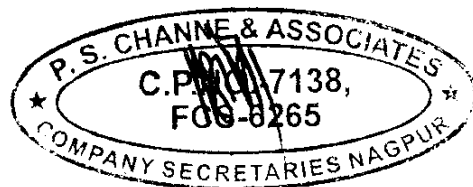
Sub: Passing of Resolution through electronic voting and poll conducted at the 33rd Annual General Meeting (“AGM”) of NOBLE EXPLOCHEM LIMITED held at 54/B , Shree Tower, Shankar Nagar (East), W.H.C. Road, Nagpur-440010 on Wednesday, September, 23, 2015 at 3.00 p. m.

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process together with Poll held at the 33rd Annual General Meeting of the company held on the September, 23, 2015.

The e-voting was held between September 20, September 21 and September 22, 2015. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service Provider, for extending the facility of electronic voting to the Shareholder of the company on September 20, September 21 and September 22, 2015. Satellites Corporate Services Private Limited is the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me on September 22, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizers report dated September 22, 2015 attached herewith.

At the 33rd Annual General Meeting of the Company held on September 23, 2015, the Chairman of the Company had Sou-moto i.e. on his own motion ordered for the poll under section 109 of the Companies Act 2013, to facilitate the members present in the Annual General Meeting who could not participate in the e-voting to record their votes through the poll process.

- The Chairman of the Company had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated September 23, 2015.



Office & Residence :

Plot No 131, Shyam Nagar , L/O No. 3,
Bel-Tarodi Rd., Somalwada Ext.
Wardha Rd., Nagpur-440015
E-mail : pradipt21@rediffmail.com
fcs6265@gmail.com
Cell : 9595447460 & 7620214671

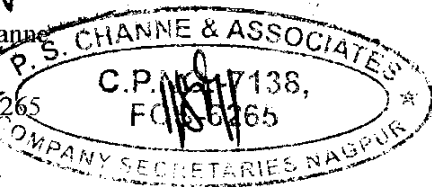
The result of the E-voting, together with the votes casted through the Poll are as under:

Item No of Notice	Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Abstained/Invalid Votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	2090387	10.87	0	0.00	00	0.00
	Poll	1245704	6.48	0	0.00	00	0.00
	Total	3336091	17.35	0	0.00	00	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	2090387	10.87	0	0.00	00	0.00
	Poll	1245704	6.48	0	0.00	00	0.00
	Total	3336091	17.35	0	0.00	00	0.00
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	2090387	10.87	0	0.00	00	0.00
	Poll	1245704	6.48	0	0.00	00	0.00
	Total	3336091	17.35	0	0.00	00	0.00

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the Shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,
Yours Faithfully
For P S Channe & Associates
Company Secretaries

CS Pradip Channe
(Proprietor)
M. No. FCS 6265
C. P. No. 7138
Place: Nagpur
Date: September 24, 2015



T. C. Kothari
Signed by Mr. T. C. Kothari
Chairman of the Company
In respect of item no.1 to 3