

NOBLE EXPLOCHEM LTD.

Regd. Office : 54/B 'SHREE' Tower, Shankarnagar (East), Nagpur- 440010.

Phone : 0712-2538789 , 2538790, Fax : 0712-2538791

E-mail : necltd_ngp@sanchamet.in, noble_explochem@rediffmail.com Website : www.neclindia.com

Factory : At Post Hingni, Tah. : Seloo, Dist. : Wardha. Ph. : 265528, 265535, Fax : 07155-265527.



Ref: NECL/SD/BSE/SR/14/

Date: 22nd September 2014

To,
The General Manager
DCS-CRD
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 506991

Sub.: Scrutinizer's Report on E voting for Annual General Meeting held on 19/09/2014

Sir/Madam,

Please find enclosed herewith Scrutinizer's Report for the Annual General Meeting of the Company held on 19/09/2014. Please acknowledge the receipt.

Thanking you

Yours faithfully
For Noble Explochem Limited

Authorised Signatory

Encl: A A .

C C to Central Depository Service (India) Limited.



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

32nd Annual General Meeting of the Equity Shareholders of Noble Explochem Limited, held on 19th September, 2014 at 3.00 p.m. at 54/B, Shree Tower, Shankar Naagar (East), W.H.C. Road, Nagpur – 440 010 (Maharashtra).

Dear Sir,

I Pradeep 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 19th September, 2014 at 3.00 p.m. at 54/B, Shree Tower, Shankar Naagar (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, 2014.

(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
12	673259	100

(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


P S CHANNE & ASSOCIATES

Office & Residence :

Plot No 131, Shyam Nagar, L/O No. 3,

(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 Shyam Sunder Sharma (DIN 0000), 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
12	673259	100

(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 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
12	673259	100

(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

[Handwritten signature]

(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

(d) Item No. 4

Ordinary resolution for Appointment of Smt Vinda Warharpande, as Whole-time Director.

(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
11	672759	99.93

(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
1	500

(e) Item No. 5

Special Resolution for authorizations to Board of Directors to borrow money in excess of paid up capital and free reserves.

(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
12	673259	100

(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

[Handwritten signature]

(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

(f) Item No. 6

Special resolution for Adaption of new sets of Articles of Association.

(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
12	673259	100

(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 Compact Disc (CD) 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.

Thanking you,

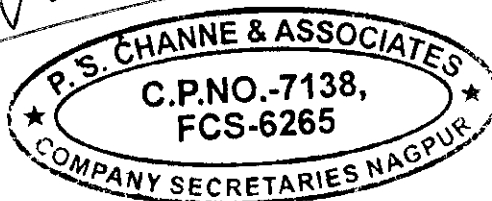
Yours faithfully,

For P S Channe & Associates
Company Secretaries

CS Pradip Channe
(Proprietor)

M. No. FCS 6265

C. P. No.7138



Place: Nagpur

Date: September 20, 2014

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

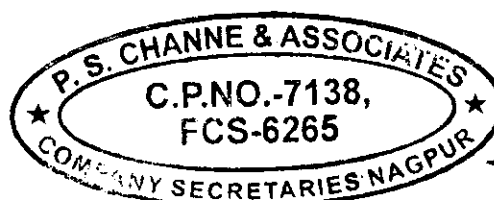
TO,
THE CHAIRMAN,
NOBLE EXPLOCHEM LIMITED
54/ B, SHREE TOWER, SHANKAR NAGAR (EAST)
W.H.C. ROAD,
NAGPUR-440010
MAHARASHTRA.
INDIA

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 "NEL" on August 16th 2014, 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 32nd Annual General Meeting to be held on September 19, 2014. 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 16, 2014, sought to be transacted in the Annual General Meeting of the Company, which is to be held on September 19, 2014. The Service Provider had set up e-voting facility on their website, <http://evoting.cdsl.com>.

NEL had on September 10, 2014 sent the Notices of the AGM by email through its RTA to all shareholders whose email Id was made available by the two depositors and for those holding for physical form to the extent it was available with the RTA..



Signature

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.

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 August 22, 2014. As prescribed in the Rules, the e-voting facility was kept open for 3 days for September 15, 16 & September 17, 2014.

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) dated September 08, 2014 and in Loksatta Marathi newspaper carried the required information as specified in said Rule 20.

At the end of the voting period on September 17, 2014 the voting portal of the Service Provider was blocked forthwith. On September 19, 2014 the votes cast through e-Voting facility was duly unblocked by me as a scrutinizer in the presence of Shri Ramkiran Mukharjee and Sau. Vasudha Kulkarni, 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 2014, 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.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained/Invalid</u>	<u>%age</u>
E –Voting	2503699	13.02	2500	0.01	000	0.00
Total	2503699	13.02	2500	0.01	000	0.00
Item No. 2 of the Notice (As an Ordinary Resolution)	To appoint a Director in the place of Shri Shyam Sunder Sharma (DIN:000000), who retires from Office by rotation and, being eligible, offers himself for re-appointment.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained/Invalid</u>	<u>%age</u>
E –Voting	2504649	13.03	1510	0.01	40	0.00
Total	2504649	13.03	1510	0.01	40	0.00

Item No. 3 of the Notice (As an Ordinary Resolution)	To appoint Statutory Auditors and to fix their remuneration					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained/Invalid</u>	<u>%age</u>
E - Voting	2504099	13.02	2000	0.01	000	0.00
Total	2504099	13.02	2000	0.01	000	0.00

Item No. 4 of the Notice (As an Ordinary Resolution)	Appointment of Smt Vinda Warharpande as Whole Time Director for a period of 3 years					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained/Invalid</u>	<u>%age</u>
E - Voting	2488699	12.94	2500	0.01	000	0.00
Total	2488699	12.94	2500	0.01	000	0.00

Item No. 5 of the Notice (As a Special Resolution)	To authorize the Board of Directors to borrow funds in excess of Paid- up Capital and Free Reserve but not exceeding Rs. 100 Crores.					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained/Invalid</u>	<u>%age</u>
E - Voting	2503699	13.02	2500	0.01	000	0.00
Total	2503699	13.02	2500	0.01	000	0.00

Item No. 6 of the Notice (As a Special Resolution)	To adapt new sets of Articles of Associations in place of existing Articles of Association					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained/Invalid</u>	<u>%age</u>
E - Voting	2504699	13.03	1500	0.01	000	0.00
Total	2504699	13.03	1500	0.01	000	0.00

The resolutions stands passed (subject to the results) under e-voting with the requisite majority.

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

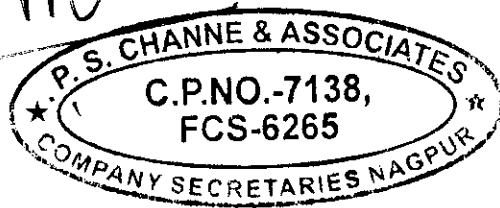


CS Pradip Channe

(Proprietor)

M. No. FCS 6265

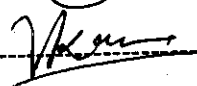
C. P. No.7138



Place: Nagpur

Date: September 19, 2014

Witness 1:  (Shri Ramkiran Mukharjee)

Witness 2:  (Sau. Vasudha Kulkarni)

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, 2014	2503699	13.02	2500	0.01	2506199	13.03	000	2506199
	No. of Securities	2503699	13.02	2500	0.01	2506199	13.03	000	2506199
	No. of Folios	20		2					22
2.	Ordinary Resolution To appoint a Director in the place of Shri Shyam Sunder Sharma (DIN:0000000), who retires from Office by rotation	2504649	13.03	1510	0.01	2506159	13.01	40	2506199
	No. of Securities	2504649	13.03	1510	0.01	2506159	13.01	40	2506199
	No. of Folios	20		2					22
3.	Ordinary Resolution under section 139 of the Companies Act 2013 for appointment of M/s Amar Bafna & Associates,(Regn.No. 109003W), as Statutory Auditors of the Company and fixing their remuneration.	2504099	13.03	2000	0.01	2506099	13.04	000	2506099
	No. of Securities	2504099	13.03	2000	0.01	2506099	13.04	000	2506099
	No. of Folios	20		2					22
4.	Ordinary Resolution for Appointment of Smt. Vinda Warharpande Wholetime Director and Women Director	2488699	12.94	2500	0.01	2491199	12.95	000	2491199
	No. of Securities	2488699	12.94	2500	0.01	2491199	12.95	000	2491199
	No. of Folios	20		2					22
5.	Special Resolution to authorize Board of Directors to borrow money in excess of paid up capital and free reserve	2503699	13.02	2500	0.01	2506199	13.03	000	2506199
	No. of Securities	2503699	13.02	2500	0.01	2506199	13.03	000	2506199
	No. of Folios	20		2					22
6.	Special Resolution to Adapt of new sets of Articles of Association	2504699	13.03	1500	0.01	2506199	13.04	000	2506199
	No. of Securities	2504699	13.03	1500	0.01	2506199	13.04	000	2506199
	No. of Folios	20		2					22



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

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

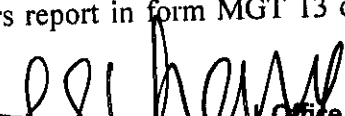
Sub: Passing of Resolution through electronic voting and poll conducted at the 32nd Annual General Meeting ("AGM") of NOBLE EXPLOCHEM LIMITED held at 54/B , Shree Tower, Shankar Nagar (East), W.H.C. Road, Nagpur-440010 on Friday , September, 19, 2014 at 3.00 p. m.

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process together with Poll held at the 32nd Annual General Meeting of the company held on the September, 19, 2014.

The e-voting was held between September 15, September 16 and September 17, 2014. 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 15, September 16 and September 17, 2014. 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 19, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizers report dated September 19, 2014 attached herewith.

At the 32nd Annual General Meeting of the Company held on September 19, 2014, 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.

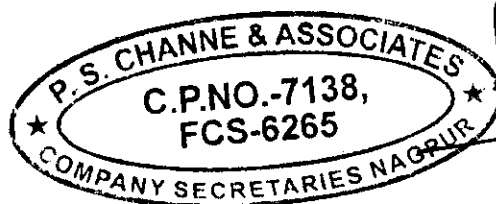
- The Chairman of the Company had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated September 20, 2014.


P S CHANNE & ASSOC.

Office & Residence :
Plot No 131, Shyam Nagar , L/O No. 3,

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	2503699	13.02	2500	0.01	00	0.0
	Poll	673259	3.50	0000	0.00	00	0.0
	Total	3176958	16.52	2500	0.01	00	0.0
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	2504649	13.03	1510	0.01	40	0.0002
	Poll	673259	3.50	0000	0.00	00	0.0
	Total	3177908	16.53	1510	0.01	40	0.0002
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	2504099	13.02	2000	0.01	00	0.0
	Poll	673259	3.50	0000	0.00	00	0.0
	Total	3177358	16.52	2000	0.01	00	0.0
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	2488699	12.94	2500	0.01	00	0.0
	Poll	672759	3.50	0000	0.0	500	0.003
	Total	3161458	16.44	2500	0.01	500	0.003
Item No. 5 of the Notice (As an Special Resolution)	E-Voting	2503699	13.02	2500	0.01	00	0.00
	Poll	673259	3.50	0000	0.0	00	0.0
	Total	3176958	16.52	2500	0.01	00	0.0
Item No. 6 of the Notice (As an Special Resolution)	E-Voting	2504699	13.03	1500	0.01	000	0.0
	Poll	673259	3.50	0000	0.0	000	0.0
	Total	3177958	13.53	1500	0.01	000	0.0



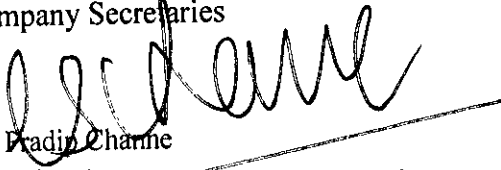
All the Resolution stands passed under e-voting and poll with the requisite majority.

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


Signed by Mr. T. C. Kothari
Chairman of the Company
In respect of item no.1 to 6

Place: Nagpur

Date: September 20, 2014

