

SCRUTINIZER'S REPORT**Date: September 29, 2014**

The Chairman
NOESIS INDUSTRIES LIMITED
1201 B, 12th Floor Hemkunt Chamber,
89 Nehru Place,
New Delhi-110019

Dear Sir,

The Board of Directors of the Company at their meeting held on 25th August, 2014 had appointed me as scrutinizer to conduct the e-voting process in respect of the resolutions set out in the notice of the 27th Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014.

I hereby submit my report:

Arrangement of voting through electronic means was made with NSDL and voting was kept open for three days, from 24th September, 2014 (09:00 A.M.) to 26th September, 2014 (5:00 P.M.). The e-votes were duly unblocked in the presence of two witnesses and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on August 29, 2014.

The Company had provided e-voting facility to all Shareholders, to whom Annual General Meeting notice and Annual Report dispatched on 5th September, 2014.

All the e-votes received up to the close of working hours on 26th September, 2014 (5:00 P.M.), the last date and time fixed by the Company to cast the e-votes were considered for my scrutiny.

The result of e-voting is as follows:

(1) Resolution No. 1 – Ordinary Resolution

Adoption of the financial statements of the Company for the period ended 31 March, 2014 together with the reports of the Directors' and Auditors thereon.

Particulars	No. of Votes Cast	No. of Shares	% of total paid-up Equity Capital
Total votes polled through e-voting	21	6931599	26.33%
Less: Invalid votes	0	0	0
Net valid votes cast	21	6931599	26.33%



(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
21	6931599	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
0	0

(2) Resolution No. 2 – Ordinary Resolution

Re-appointment of Director in place of Mr. Rajesh Galhotra, who retires by rotation:

Particulars	No. of Votes Cast	No. of Shares	% of total paid-up Equity Capital
Total votes polled through e-voting	22	6931659	26.33%
Less: Invalid votes	0	0	0
Net valid votes cast	22	6931659	26.33%

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
22	6931659	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%



(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
0	0

(3) Resolution No. 3 – Ordinary Resolution

Appointment of M/s Arun Kishore & Co., Chartered Accountants (Firm Registration No. 001898N) as Statutory Auditors of the Company.

Particulars	No. of Votes Cast	No. of Shares	% of total paid-up Equity Capital
Total votes polled through e-voting	22	6931659	26.33%
Less: Invalid votes	0	0	0
Net valid votes cast	22	6931659	26.33%

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
22	6931659	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
0	0

(4) Resolution No. 4 – Ordinary Resolution

To appoint Mr. Vijay Kumar Sood as an Independent Director of the Company

Particulars	No. of Votes Cast	No. of Shares	% of total paid-up Equity Capital
Total votes polled through e-voting	20	6930972	26.32%
Less: Invalid votes	0	0	0
Net valid votes cast	20	6930972	26.32%

Scrutinizer's Report -Page 3 of Page 5



(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
20	6930972	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
0	0

(5) Resolution No. 5 – Ordinary Resolution

To appoint Mr. Kamal Kumar Jain as an Independent Director of the Company

Particulars	No. of Votes Cast	No. of Shares	% of total paid-up Equity Capital
Total votes polled through e-voting	22	6931659	26.33%
Less: Invalid votes	0	0	0
Net valid votes cast	22	6931659	26.33%

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
22	6931659	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%



(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
0	0

(6) Resolution No. 6 – Ordinary Resolution

To appoint Mrs. Kalpana Gupta as an Independent Director of the Company

Particulars	No. of Votes Cast	No. of Shares	% of total paid-up Equity Capital
Total votes polled through e-voting	22	6931659	26.33%
Less: Invalid votes	0	0	0
Net valid votes cast	22	6931659	26.33%

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
22	6931659	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

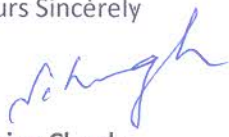
(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
0	0

Based on the above, resolutions mentioned at serial no. 1 to 6 have been passed unanimously.

Results of the above e-voting may accordingly be declared by the Chairman of the Company.

Thanking you,
Yours Sincerely


Sanjay Chugh
Company Secretary
C.P. 3073

