

Consolidated Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of the Annual General Meeting of the Members of
Norben Tea & Exports Limited (the Company)
held on 31st July, 2015 at
G.D.Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata-700019

Dear Sir/Madam,

1. I, Swati Bajaj, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the Annual General Meeting (AGM) of the members of the Company held on 31st July, 2015 at G.D.Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata-700019.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
 - a. Conducting the voting at the AGM, as provided in clauses (a) to (h) of sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
 - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
 - i. the reports generated from the E-voting system (and any physical ballots received by me from the shareholders of the Company) as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM by use of ballot / polling paper.
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Tuesday, 28th July 2015 (9.00 am) and ended on Thursday, 30th July 2015 (5:00 p.m.).
 - ii) The members of the Company as on the "cut-off" date i.e. 24th July, 2015 were entitled to vote on the resolutions (items nos 1 to 3) as set out in the Notice dated 22nd June, 2015, of the AGM of the members of the Company.
 - iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot / polling paper.
 - iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.



- v) Thereafter, the votes cast through remote e-voting were unblocked on 31st July 2015 in the presence of 2 witnesses, Mr. Manas Ranjan Das and Mr. Shankar Mandal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No 1.

Witness No 2.

Signature: Manas Ranjan Das

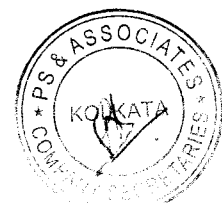
Signature: Shankar Mandal

Name: Mr Manas Ranjan Das

Mr. Shankar Mandal

- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote		:	113
<i>Breakup:</i>			
Through remote e-voting	87		
Voting at the AGM	26		
Total No of Shares representing the <u>113 valid folios</u> that have voted		:	6096980
<i>Breakup:</i>			
Through remote e-voting	6095377		
Voting at the AGM	1603		
Total No of Folios who have voted through physical ballot forms or ballot/polling paper but are declared <u>invalid</u>		:	01
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	01		
Total No of Shares representing the <u>01 invalid folios</u> declared invalid		:	05
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	05		



Item No. 1:-

Ordinary Resolution to receive, consider and adopt the Profit & Loss Account of the Company for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	6095377	1393	6096770	99.997
Number of votes cast against	0	210	210	0.003
Number of votes that abstained	0	0	0	0
Total	6095377	1603	6096980	100.000

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Ms. Sweta Patodia (holding DIN: 06869426), who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	6095377	1393	6096770	99.997
Number of votes cast against	0	210	210	0.003
Number of votes that abstained	0	0	0	0
Total	6095377	1603	6096980	100.000

Item No. 3:-

Ordinary Resolution to appoint M/s. Goenka Shaw & Co., Chartered Accountants (F R No.319075E) as Statutory Auditors of the Company and fix their remuneration.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	6095377	1393	6096770	99.997
Number of votes cast against	0	210	210	0.003
Number of votes that abstained	0	0	0	0
Total	6095377	1603	6096980	100.000

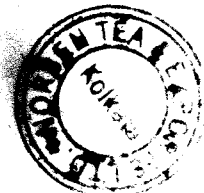
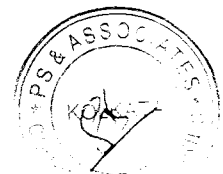
Thanking You,
For P.S. & Associates

S. Bajaj

(Swati Bajaj), Partner
C.P.No.3502, ACS:13216
Date: 03rd August 2015

For **MOHSEN TEA & REPORTS LTD.**

M. S. D.
Mg. Director



02.45 pm
03-08-15