

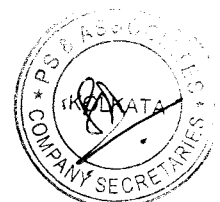
Consolidated Scrutinizer's Report

[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 2nd September, 2016 at
Indian Council for Cultural Relations,
9A, Ho Chi Minh Sarani, Kolkata – 700 071

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 2nd September, 2016 at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata – 700 071
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, 30th August, 2016 (9.00 am) and ended on Thursday, 1st September, 2016 (5:00 p.m.).
 - ii) The members of the Company as on the "cut-off" date i.e. 26th August, 2016 were entitled to vote on the resolutions (items nos 1 to 4) as set out in the Notice dated 15th July, 2016, 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 2nd September, 2016 in the presence of 2 witnesses, Mr. Manas Ranjan Das and Ms. Sohini Roy, 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: *Sohini Roy*

Name: Mr Manas Ranjan Das

Ms. Sohini Roy

- 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 valid Folios that have cast their vote		:	77
<i>Breakup:</i>			
<i>Through remote e-voting</i>	38		
<i>Voting at the AGM</i>	39		
Total No of Shares representing the 77 valid folios that have voted		:	6195512
<i>Breakup:</i>			
<i>Through remote e-voting</i>	5784545		
<i>Voting at the AGM</i>	410967		
Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared invalid		:	04
<i>Breakup:</i>			
<i>Through physical ballot forms</i>	Nil		
<i>Through ballot/ polling paper</i>	04		
Total No of Shares representing the 04 invalid folios declared invalid		:	-
<i>Breakup:</i>			
<i>Through physical ballot forms</i>	Nil		
<i>Through ballot/ polling paper</i>	Data cannot be ascertained		



Item No. 1:-

Ordinary Resolution to receive consider and adopt the Statement of Profit Loss of the Company for the year ended 31st March, 2016 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	5781545	410575	6192120	99.945
Number of votes cast against	3000	392	3392	0.055
Number of votes that abstained	0	0	0	0.000
Total	5784545	410967	6195512	100.000

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Mr. M.K. Daga holding DIN:00123386 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	5781545	410575	6192120	99.945
Number of votes cast against	3000	392	3392	0.055
Number of votes that abstained	0	0	0	0.000
Total	5784545	410967	6195512	100.000

Item No. 3:-

Ordinary Resolution to appoint M/s. L. K. Bohania and Co. Chartered Accountants F.R.No. 317136E as Statutory Auditors of the Company to 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	5781545	410675	6192220	99.947
Number of votes cast against	3000	292	3292	0.053
Number of votes that abstained	0	0	0	0.000
Total	5784545	410967	6195512	100.000

PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India

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Email: ps@gravityinfotech.com

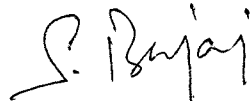
Special Business:

Item No. 4:-

Special Resolution to adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

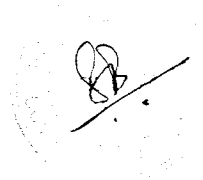
Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	5781545	410675	6192220	99.947
Number of votes cast against	3000	292	3292	0.053
Number of votes that abstained	0	0	0	0.000
Total	5784545	410967	6195512	100.000

Thanking You,
For P.S. & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS:13216
Date: 5th September 2016

For **HERBEN TEA & EXPORTS LTD.**


Mg. Director

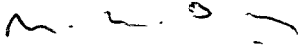
**Voting Results based on the Scrutinizer's Report of the 26th Annual General Meeting of the Company held on Friday,
2nd September, 2016**

Item No.	Description of Resolution	Votes cast in favour		Votes cast against		Votes abstained		Resolution carried
		No.of votes	%	No.of votes	%	No.of votes	%	
ORDINARY BUSINESS:								
1	To receive, consider and adopt the Statement of Profit & Loss of the Company for the year ended 31st March, 2016 and the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.	6192120	99.945	3392	0.055	0	0	Requisite Majority
2	To appoint a director in place of Mr. M.K.Daga (holding DIN:00123386), who retires by rotation and being eligible offers himself for re-appointment.	6192120	99.945	3392	0.055	0	0	Requisite Majority
3	To appoint M/s. L.K.Bohania & Co., Chartered Accountants (FRNo.317136E) as Statutory Auditors of the Company, to fix their remuneration.	6192220	99.947	3292	0.053	0	0	Requisite Majority
SPECIAL BUSINESS:								
4	To consider and adopt the Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013.	6192220	99.947	3292	0.053	0	0	Requisite Majority

For NORBEN TEA & EXPORTS LIMITED

Place : Kolkata

Date : 5th September, 2016


M K DAGA
Mg. Director
DIN:00123386