



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 30TH Annual General Meeting of the Equity Shareholders of M/s Norben Tea & Exports Ltd held on 29th September, 2020 at 10:30 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM), at 15B, Hemanta Basu Sarani, 3RD floor, Kolkata-700001

SUBJECT: Passing of Resolution through electronic means conducted at the 30th Annual General Meeting of M/s Norben Tea & Exports Ltd held on 29th September, 2020

Dear Sir

I, Ajay Kumar Agarwal, Practising Company Secretary, holding Membership Number FCS 7604 and Certificate of Practice Number 13493, Proprietor of M/s AGARWAL A & ASSOCIATES, Company Secretaries at Plot No. IID/31/1, Street No. 1111, PS Qube, Unit Number 1015A, 10th Floor, Beside City Centre 2, Kolkata- 700161 have been appointed by the Board of Directors of **M/s Norben Tea & Exports Ltd** as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 10th August, 2020 issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April, 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling 30th Annual General Meeting ("AGM") of the members of the Company through VC/OAVM, held on Tuesday on September 29, 2020 at 10:30 AM, at 15B Hemanta Basu Sarani, 3rd floor, Kolkata-700001

The Notice dated 29th August, 2020 along with the explanatory statement convening the 30th Annual General Meeting of the Company setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronics means on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" votes, based on the reports generated from the E-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide E-voting facilities, engaged by the Company to provide remote e-voting facilities.

Further to the above, I submit my report as under:

- I. The remote e-voting period remained open from Saturday 26th September, 2020 (09:00 AM) to Monday, 28th September, 2020 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 22nd September, 2020 were entitled to e-vote on the resolutions (item no. 1 to 5 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was not provided at the AGM on Tuesday 29th September, 2020 to the members because the AGM of the company was conducted through VC/OAVM.
- IV. On completion of voting at the meeting CDSL provided us with the list of shareholders who attended the meeting, with their holding details of vote cast on the Resolutions.
- V. The votes cast were unblocked on 29th September, 2020 at around 11:38 am in the presence of two witnesses, Mrs. Shweta Kedia and Ms. Shreya Kedia who are not in employment of the Company.
- VI. Thereafter, considering remote e-voting and poll, the combined results of the voting is annexed. The details containing *inter alia*, list of Equity Share Holders, who voted "for" , "against" each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of Central Depository Services(India) Limited (CDSL) i.e. <http://www.evotingindia.com> and is based on such reports generated.
- VII. One Hundred and Two Members have cast their votes through remote e-voting and all such votes are valid, one member and/or their proxy has cast their votes through poll and such vote is valid.

- VIII. OUTCOME: All the resolutions stand passed majority under e-voting.
- IX. The relevant records relating to e-voting, poll, etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping.
- X. Restriction on Use- This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company (iii) CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking you,

Place: Kolkata
Date: 29th September, 2020

For **AGARWAL A & ASSOCIATES**
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor

M No.: **F7604**; C.P No.:**13493**

ICSI UDIN: F007604B000807821

M/s Norben Tea & Exports Ltd												
(CIN:L01132WB1990PLC048991)												
Date of AGM: 29 th September, 2020												
SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING FOR PASSING ORDINARY /SPECIAL RESOLUTIONS												
					Assent/ in Favour of			Dissent/ Against			Invalid	
Res olut ion No.	Subject Matter of the Resolution	Mode	Total No. of Memb ers Voted	Total No. of Shares of Voting	No. of Membe rs voted	No. of Votes	% of votes in favo ur of votes	No. of Mem bers vote d	No. of Vot es	% of votes against of votes	No. of Mem bers vote d	No. of Votes
1	ORDINARY RESOLUTION: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2020 along with Report of the Board of Directors and Auditors thereon.	Electronic	102	6422682	100	6422435	100	2	247	0	--	--
		Physical	--	--	--	--	--	--	--	--	--	--
		Total	102	6422682	100	6422435	100	2	247	0	--	--
2	ORDINARY RESOLUTION: To appoint Mr. Manoj Kumar Daga (DIN:00123386), who retire by rotation and being eligible offer himself for re-appointment.	Electronic	102	6422682	97	6422057	99.99	5	625	0.01	--	--
		Physical	--	--	--	--	--	--	--	--	--	--
		Total	102	6422682	97	6422057	99.99	5	625	0.01	--	--
3	ORDINARY	Electronic	101	6422632	97	6422082	99.99	4	550	0.01	--	--

	RESOLUTION: To Appointment of Mr. Balkrishan Agarwal (DIN:08599472), as a Director	Physical	--	--	--	--	--	--	--	--	--	--
		Total	101	6422632	97	6422082	99.99	4	550	0.01	--	--
4	ORDINARY RESOLUTION: To appoint Mr. Deepak Tiwari (holding DIN:08839075 as Independent Director of the company for the term of five consecutive years commencing from 29th August, 2020 upto 28th August. 2025.	Electronic	102	6422682	98	6422132	99.99	4	550	0.01	--	--
		Physical	--	--	--	--	--	--	--	--	--	--
		Total	102	6422682	98	6422132	99.99	4	550	0.01	--	--
5.	ORDINARY RESOLUTION: To Ms. Tanusree Chatterjee (holding DIN:08837933) as Independent Director of the company for the term of five consecutive years commencing from 29th August, 2020 upto 28th August. 2025.	Electronic	102	6422682	99	6422335	99.99	3	347	0.01	--	--
		Physical	--	--	--	--	--	--	--	--	--	--
		Total	102	6422682	99	6422335	99.99	3	347	0.01	--	--

Place: Kolkata
Date: 29th September, 2020

For **AGARWAL A & ASSOCIATES**
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor

M No.: **F7604**; C.P No.:**13493**

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