

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 24th Annual General Meeting of the Members of
Norben Tea & Exports Limited (the Company)
to be held on the 30th July, 2014 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 E-voting process and ascertaining the results on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 24th Annual General Meeting (AGM) of the members of the Company to be held on 30th July 2014 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 Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the 24th AGM of the members of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on 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.
3. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Tuesday, 22nd July, 2014 (9:00 am) Thursday, 24th July, 2014 (6:00 pm).
 - ii) The members of the Company as on the "cut-off" date i.e. 13th June, 2014 were entitled to vote on the resolutions (items no 1 to 8 as set out in the Notice dated 18th June 2014, of the 24th AGM of the members of the Company.
 - iii) The votes cast were unblocked on 25th July 2014 in the presence of 2 witnesses, Mr. Sharad Bagree and Ms. Jyoti Mondal, 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: Sharad Bagree

Signature: Jyoti Mondal

Name: Mr. Sharad Bagree

Ms. Jyoti Mondal



- iv) Thereafter, the details containing, *inter-alia*, list of Equity Share holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.co.in/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to receive, consider and adopt the Profit & Loss Account of the Company for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.

- (i) Voted in **favour** of the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

- (ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

- (iii) **Invalid Votes**

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Mr. S.N.Bardhan (holding DIN:00162772), who retires by rotation and being eligible offers himself for re-appointment.

- (i) Voted in **favour** of the resolution

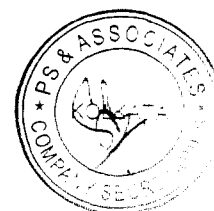
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

- (ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

- (iii) **Invalid Votes**

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil



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

(i) Voted in **favour** of the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

(iii) **Invalid** Votes

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil

Item No. 4:-**Special Business**

Ordinary Resolution to appoint Ms. Swati Sharma (holding DIN: 06804522) as Independent Director of the Company

(i) Voted in **favour** of the resolution

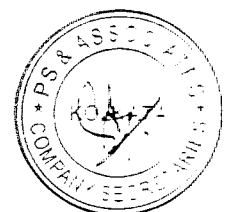
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

(iii) **Invalid** Votes

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil



Item No. 5:-

Special Business

Ordinary Resolution to appoint Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976) as Independent Director of the Company

(i) Voted in **favour** of the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

(iii) **Invalid** Votes

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil

Item No. 6:-

Special Business

Ordinary Resolution to appoint Ms. Sweta Patodia (holding DIN: 06869426) as Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.

(i) Voted in **favour** of the resolution

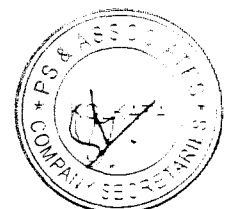
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

(iii) **Invalid** Votes

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil



Item No. 7:-**Special Business**

Ordinary Resolution to appoint Mr. M.K. Daga (holding DIN: 00123386) as Managing Director of the Company for a period of five years with effect from 1st April, 2014.

(i) Voted in **favour** of the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

(iii) **Invalid** Votes

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil

Item No. 8:-**Special Business**

Ordinary Resolution to ratify remuneration to be paid to M/s R.P.Mandal, Cost Auditors of the Company for the financial year 2014-15.

(i) Voted in **favour** of the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast in favour
30	5935167	99.9999

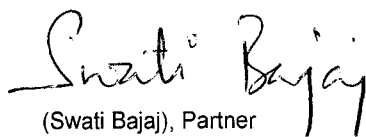
(ii) Voted **against** the resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast against
01	05	00.0001

(iii) **Invalid** Votes

Number of Members voted	Number of votes cast by them	% of total number of invalid votes cast
Nil	Nil	Nil

Thanking You,
For P.S. & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS:13216
Date: 28th July 2014

