



**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

29<sup>TH</sup> Annual General Meeting of the Equity Shareholders of

M/s Norben Tea & Exports Ltd

Held on 26th July, 2019 at Rotary Sadan 94/2 Chowringhee Road, Kolkata-700020

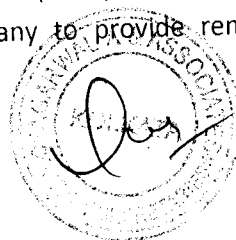
**SUBJECT: Passing of Resolution through electronic and Poll conducted at the 29<sup>th</sup> Annual General Meeting of M/s Norben Tea & Exports Ltd held on 26th July, 2019**

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 9 Mangoe Lane, 2<sup>nd</sup> Floor, Room No.-12, Kolkata- 700 001 have been appointed by the Board of Directors of **M/s Norben Tea & Exports Ltd** as a Scrutinizer for the purpose of scrutinizing the voting by electronics means ("remote e-voting") and through Physical Ballot voting carried by the Company pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice of the 29<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company, held on Friday on July 26, 2019 at 10:30 AM, at Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020

The Notice dated 28<sup>th</sup> May, 2019 along with the explanatory statement convening the 29<sup>th</sup> 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 and ballot forms 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 and ballot forms is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" ballots and 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 and ballot forms received.



9 mangoe lane, 2<sup>nd</sup> floor, room no.-12, kolkata : 700 001, west bengal, india

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

- I. The remote e-voting period remained open from Tuesday, 23<sup>rd</sup> July, 2019 (09:00 AM) to Thursday, 25<sup>th</sup> July, 2019 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 19<sup>th</sup> July, 2019 were entitled to e-vote on the resolutions (item no. 1 to 4 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was also provided at the AGM on Friday 26<sup>th</sup> July, 2019 for those members who attending the meeting not voted through remote e-voting facility.
- IV. On completion of voting at the meeting M/s MCS Share Transfer Agent Ltd. (RTA) provided us with the list of shareholders who had cast their votes, with their holding details of vote cast on the Resolutions.
- V. The votes were reconciled with the records maintained by the Company and RTA with respect to the Authorizations / Proxies lodged with the Company. If any;
- VI. The votes cast were unblocked on 26<sup>th</sup> July, 2019 at around 01.05 pm in the presence of two witnesses, Mr. Biraj Raha and Mr. Rahul Thakkar who are not in employment of the Company.
- VII. Thereafter, considering remote e-voting and votes casted through physical Ballot forms, 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.
- VIII. Twenty Five Members have cast their votes through remote e-voting and all such votes are valid, Two members and/or their proxies have cast their votes through poll at the AGM venue and all such votes are valid.
- IX. **OUTCOME:** All the resolutions stand passed unanimously under combined results of both e-voting and ballot process.
- X. The relevant records relating to e-voting , physical ballot etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping

Thanking you,

Place: Kolkata

Date: 26<sup>th</sup> July 2019



**AGARWAL A & ASSOCIATES**  
Company Secretaries

*Aj A*  
**CS Ajay Kumar Agarwal**  
Proprietor

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

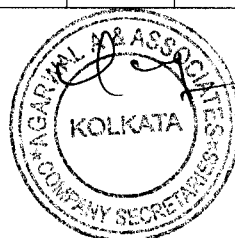
## M/s Norben Tea &amp; Exports Ltd

(CIN:L01132WB1990PLC048991)

Date of AGM: 26<sup>th</sup> July, 2019

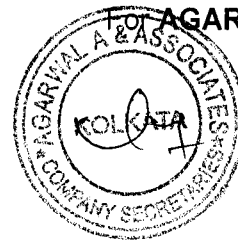
## SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING ALONGWITH THE BALLOT FORM FOR PASSING ORDINARY /SPECIAL RESOLUTIONS

Res olut ion No.	Subject Matter of the Resolution	Mode	Total No. of Memb ers Voted	Total No. of Shares of Voting	Assent/ in Favour of			Dissent/ Against			Invalid	
					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. Votes
1	<b>ORDINARY RESOLUTION:</b> To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March 2019 along with Report of the Board of Directors and Auditors thereon.	Electronic	25	6423480	25	6423480	100	--	--	--	--	--
		Physical	2	11	2	11	100	--	--	--	--	--
		<b>Total</b>	<b>27</b>	<b>6423491</b>	<b>27</b>	<b>6423491</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
2	<b>ORDINARY RESOLUTION:</b> To appoint Mrs. Sweta Patodia(DIN:06869 426), who retire by rotation and being eligible offer herself for re- appointment.	Electronic	25	6423480	25	6423480	100	--	--	--	--	--
		Physical	2	11	2	11	100	--	--	--	--	--
		<b>Total</b>	<b>27</b>	<b>6423491</b>	<b>27</b>	<b>6423491</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
3	<b>ORDINARY RESOLUTION:</b> To re- appoint Mrs. Swati Agarwal(DIN:	Electronic	25	6423480	25	6423480	100	--	--	--	--	--



	06804522) as Independent Director of the company for the second term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial period ended 31st March, 2024.	Physical	2	11	2	11	100	--	--	--	--	--
		Total	27	6423491	27	6423491	100	--	--	--	--	--
4	<b>ORDINARY RESOLUTION:</b> To reappoint Mr. Ranjan Kumar Jhalaria(Din:05353976) as Independent Director of the company for the second term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial period ended 31st March, 2024.	Electronic	25	6423480	25	6423480	100	--	--	--	--	--
		Physical	2	11	2	11	100	--	--	--	--	--
		Total	27	6423491	27	6423491	100	--	--	--	--	--

Place: Kolkata  
Date: 26<sup>th</sup> July, 2019



**AGARWAL A & ASSOCIATES**  
Company Secretaries

*Aj A*

**CS Ajay Kumar Agarwal**  
Proprietor

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