



SCRUTINIZER'S REPORT

[In Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Chairman of Extra Ordinary General Meeting of the members of M/s Norben Tea & Exports Ltd held on 25th October, 2021 at 11:30 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 Extra Ordinary General Meeting of M/s Norben Tea & Exports Ltd held on 25th October, 2021

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 16th September, 2021 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, read with General Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Extra Ordinary General Meeting ("EGM") of the members of the Company through VC/OAVM, held on Monday on October 25, 2021 at 11:30 AM, at 15B Hemanta Basu Sarani, 3rd floor, Kolkata-700001. The Securities and Exchange Board of India ("SEBI") vide its circular dated January 15, 2021 read with May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Notice to the shareholders and requirement of proxy for general meetings held through electronic mode.

PLOT NO. IID/31/1, STREET NO. 1111, PS QUBE, UNIT NUMBER 1015A, 10th FLOOR, BESIDE CITY CENTRE 2, KOLKATA- 700161
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The Notice dated 16th September, 2021 convening the Extra Ordinary General Meeting of the Company setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Members in respect of the resolutions to be passed at the said EGM 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 resolution contained in the Notice of the Extra Ordinary General Meeting (EGM) 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 Friday 22nd October, 2021 (09:00 AM) to Sunday, 24th October, 2021 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 18th October, 2021 were entitled to e-vote on the resolution (item no. 1 as set out in the notice of the EGM of the Company).
- III. The Ballot Forms facility was not provided at the EGM on Monday, 25th October, 2021 to the members because the EGM 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 Resolution.
- V. The votes cast were unblocked on 25th October, 2021 at around 12:15 p.m. in the presence of two witnesses, Ms. Komal Singhi 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 resolution 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. Forty Eight Members have cast their votes through remote e-voting and all such votes are valid.
- VIII. OUTCOME: The resolution stand passed majority under e-voting.
- IX. The relevant records relating to e-voting, poll,etc. at the EGM 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: 25th October,2021

For **AGARWAL A & ASSOCIATES**
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor
M No.: **F7604**; C.P No.:**13493**

ICSI UDIN: F007604C001268952

M/s Norben Tea & Exports Ltd

(CIN:L01132WB1990PLC048991)

Date of EGM: 25th October, 2021

SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING FOR PASSING ORDINARY RESOLUTION

Res olu tio n No.	Subject Matter of the Resolution	Mode	Total No. of Mem bers Voted	Total No. of Shares of Voting	Assent/ in Favour of			Dissent/ Against			Invalid		
					No. of Me mbe rs vote d	No. of Votes	% of votes in favour	No. of Me mbe rs vote d	No. of Vot es	% of votes again st	No. of Me mbe rs vote d	No. of Votes	
1	ORDINARY RESOLUTION: To re-appoint M/s. L. K. Bohania & Co. as Statutory Auditors of the Company for a further period of 5 (five) years to hold the office upto the conclusion of the Annual General Meeting for the financial year 2025-2026.	Electronic	48	6410763	48	6410763	100	--	--	--	--	--	
Physical		--	--	--	--	--	--	--	--	--	--	--	
Total		48	6410763	48	6410763	100	--	--	--	--	--	--	

Place: Kolkata
Date: 25th October, 2021

For **AGARWAL A & ASSOCIATES**
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor

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

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