



SCRUTINIZER'S REPORT

Agarwal A & Associates

Company Secretaries

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of
28TH Annual General Meeting of the Equity Shareholders of
M/s Norben Tea & Exports Ltd
Held on 27th July, 2018 at Rotary Sadan 94/2 Chowringhee Road, Kolkata-700020

SUBJECT: Passing of Resolution through electronic and Poll conducted at the 28th Annual General Meeting of M/s Norben Tea & Exports Ltd held on 27th July, 2018

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, 2nd 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 28th Annual General Meeting ("AGM") of the members of the Company, held on Friday on July 27, 2018 at 10:30 AM, at Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020

The Notice dated 29th May, 2018 alongwith the explanatory statement convening the 28th 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.

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



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E-mail: ajay_agarwal45@yahoo.com; cs.aaa.2014@gmail.com

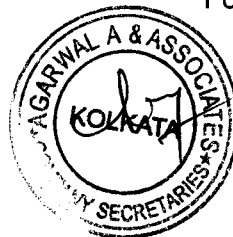
Phone: +91 33 4062 5062 (o); +91 9883362775 (m)

- I. The remote e-voting period remained open from Tuesday, 24th July, 2018 (09:00 AM) to Thursday, 26th July, 2018 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 20th July, 2018 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 27th July, 2018 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 27th July, 2018 at around 11.05 am in the presence of two witnesses, Ms. Sridhi Deorah and Mr. Saroj Kumar Barik 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 National Securities Depository Limited (NSDL) i.e. <http://www.evoting.nsdl.com> and is based on such reports generated.
- VIII. Thirty Three Members have cast their votes through remote e-voting and all such votes are valid, Fifty 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 with requisite majority 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: 27th July 2018



For AGARWAL A & ASSOCIATES
Company Secretaries

Aj A
CS Ajay Kumar Agarwal
Proprietor

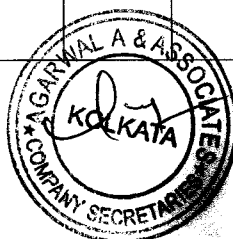
M No.: F7604; C.P No.:13493

M/s Norben Tea & Exports Ltd
(CIN:L01132WB1990PLC048991)

Date of AGM: 27th July, 2018

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. of Votes |
| 1 | ORDINARY RESOLUTION: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2018 along with Report of the Board of Directors and Auditors thereon. | Electronic | 33 | 6324748 | 33 | 6324748 | 100 | -- | -- | -- | -- | -- |
| | | Physical | 50 | 47067 | 49 | 47052 | 100 | 1 | 15 | 0 | -- | -- |
| | | Total | 83 | 6371815 | 82 | 6371800 | 100 | 1 | 15 | 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 | 25 | 377197 | 25 | 377197 | 100 | -- | -- | -- | -- | -- |
| | | Physical | 49 | 1121 | 48 | 1106 | 99 | 1 | 15 | 1 | -- | -- |
| | | Total | 74 | 378318 | 73 | 378303 | 100 | 1 | 15 | 0 | -- | -- |
| 3 | ORDINARY RESOLUTION: To ratify the appointment of M/s. L.K. Bohania & Co.,Chartered Accountants(FRN-317136E) as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 31 st Annual General Meeting and to fix their remuneration. | Electronic | 33 | 6324748 | 33 | 6324748 | 100 | -- | -- | -- | -- | -- |
| | | Physical | 50 | 47067 | 49 | 47052 | 100 | 1 | 15 | 0 | -- | -- |
| | | Total | 83 | 6371815 | 82 | 6371800 | 100 | 1 | 15 | 0 | -- | -- |
| 4 | SPECIAL RESOLUTION: To reappoint Mr. Manoj Kumar Daga(Din:00123386) as Managing Director of the Company for a period of 5 years | Electronic | 25 | 377197 | 24 | 376994 | 100 | 1 | 203 | -- | -- | -- |
| | | Physical | 49 | 1121 | 48 | 1106 | 99 | 1 | 15 | 1 | -- | -- |
| | | Total | 74 | 378318 | 72 | 378100 | 100 | 1 | 218 | -- | -- | -- |



| | | | | | | | | | | | | | | |
|----------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| wef 01/04/2019 | | | | | | | | | | | | | | |
|----------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

Place: Kolkata
Date: 27th July ,2018

For **AGARWAL A & ASSOCIATES**
Company Secretaries



Aj K

CS Ajay Kumar Agarwal
Proprietor

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

| | |
|--|-----------------|
| Date of the AGM | 27th July, 2018 |
| Total number of shareholders on record date | 25369 |
| No. of shareholders present in the meeting either in person of through proxy or through Video Conferencing | |
| Promoters and Promoter Group : | 9 |
| Public : | 189 |
| No. of shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group : | N.A. |
| Public : | N.A. |

Agenda-wise disclosure (to be disclosed separately for each agenda item)

| Resolution required: (Ordinary/ Special) | ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2018 together with the Report of the Board of Directors and Auditors thereon. | | | | | | | |
|---|--|------------------------|--------------------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) ^a | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 5993497 | 5947551 | 99.23 | 5947551 | 0 | 100.00 | 0.00 |
| | Poll | | 45946 | 0.77 | 45946 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 14400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 5742103 | 377197 | 6.57 | 377197 | 0 | 100.00 | 0.00 |
| | Poll | | 1121 | 0.02 | 1106 | 15 | 98.66 | 1.34 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Total | | 11750000 | 6371815 | 54.23 | 6371800 | 15 | 100.00 | 0.00 |



| Resolution required: (Ordinary/ Special) | | ORDINARY -To appoint a Director in place of Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation and being eligible, offers himself for re-appointment. | | | | | | |
|---|-------------------------------|---|--------------------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) ^a | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 5993497 | 5947551 | 99.23 | 5947551 | 0 | 100.00 | 0.00 |
| | Poll | | 45946 | 0.77 | 45946 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 14400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 5742103 | 377197 | 6.57 | 377197 | 0 | 100.00 | 0.00 |
| | Poll | | 1121 | 0.02 | 1106 | 15 | 98.66 | 1.34 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Total | | 11750000 | 6371815 | 54.23 | 6371800 | 15 | 100.00 | 0.00 |



| Resolution required: (Ordinary/ Special) | | ORDINARY - To ratify the appointment of M/s. L.K.Bohania & Co., Chartered Accountants (FRNo.317136E) as Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting until the conclusion of 31st Annual General Meeting to be held in the year 2021 | | | | | | |
|---|-------------------------------|---|--------------------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) ^F | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 5993497 | 5947551 | 99.23 | 5947551 | 0 | 100.00 | 0.00 |
| | Poll | | 45946 | 0.77 | 45946 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 14400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 5742103 | 377197 | 6.57 | 377197 | 0 | 100.00 | 0.00 |
| | Poll | | 1121 | 0.02 | 1106 | 15 | 98.66 | 1.34 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Total | | 11750000 | 6371815 | 54.23 | 6371800 | 15 | 100.00 | 0.00 |



| Resolution required: (Ordinary/ Special) | | SPECIAL - To re-appoint Mr. Manoj Kumar Daga (DIN:00123386) as Managing Director of the Company for a period of five years with effect from 1st April, 2019. | | | | | | |
|---|-------------------------------|--|--------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2)* | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 5993497 | 5947551 | 99.23 | 5947551 | 0 | 100.00 | 0.00 |
| | Poll | | 45946 | 0.77 | 45946 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 14400 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 5742103 | 377197 | 6.57 | 376994 | 203 | 99.95 | 0.05 |
| | Poll | | 1121 | 0.02 | 1106 | 15 | 98.66 | 1.34 |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| Total | | 11750000 | 6371815 | 54.23 | 6371597 | 218 | 100.00 | 0.00 |

* Valid votes polled have been considered

For NORBEN TEA & EXPORTS LTD.


Mg. Director