



NORBEN TEA & EXPORTS LTD

CIN : L01132WB1990PLC048991

11th August, 2021

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra (East)
MUMBAI – 400 051.

Dear Sir,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are submitting herewith certified copy of summary of the proceedings of 31st Annual General Meeting of the Company held on Wednesday, the 11th August, 2021 at 10.30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility in compliance with the provisions of Companies Act, 2013 ('the Act'), and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Thanking you,

Yours faithfully,

For NORBEN TEA & EXPORTS LTD.

Mg. Director

Encl: As above.

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Summary of the proceedings of the 31st Annual General Meeting

The 31st Annual General Meeting (AGM) of the members of Norben Tea & Exports Limited ("NTEL") was held at 10:30 A.M. on Wednesday, the 11th August, 2021 through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility. The AGM was streamed live through CISCO Webex Video Conferencing. Mr. Manoj Kumar Daga, Chairman & Managing Director of the Company, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed that the Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

The Meeting was attended by Mr. Manoj Kumar Daga, Chairman & Managing Director as Chairman, Mr. Ranjan Kumar Jhalaria, Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Mr. Deepak Tiwari, Independent Director, Ms. Swati Agarwal, Independent Director, Member of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Ms. Mira Halder, Company Secretary, Mr. Vikash Mohata of L.K. Bohania & Co., Statutory Auditors and Mr. Ajay Kumar Agarwal of Agarwal A & Associates, Secretarial Auditor and Scrutinizer.

Ms. Mira Halder, Company Secretary of the Company briefed about the guidelines to be followed during the Meeting for shareholders and registered speakers. She informed that the Company had provided the members the facility to cast their vote electronically, on all resolutions set forth in the notice. Members who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their vote through e-voting during the 31st AGM.

With the consent of the members present, the Notice convening the meeting, as well as the Financial Statements, Auditors' Report and Directors' Report, having been circulated to the members and also laid before the meeting were taken as read. Further, it was stated that the reports from the Statutory Auditor did not contain any qualifications, reservation or adverse remarks and was therefore, taken as read with the consent of the members present. The Secretarial Auditors' Report on the audit of the secretarial records of the Company for the year ended 31st March, 2021 has a qualification relating to suspension in trading of equity shares of the Company on the Bombay Stock Exchange due to non compliance of the eligibility requirement for continuous listing and the Company has made an application on 28th May, 2018 to BSE for revocation of suspension of Company with Bombay Stock Exchange and awaiting for their approval. The Equity Shares of the Company are traded at the National Stock Exchange of India Limited. The Bombay Stock Exchange via email dated 24th March, 2020 has allowed the Company to do all the filings in compliance with the listing regulations and the Company is complying with all the filing requirements on regular basis. I take them as read with the consent of the members present.





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The following items of business, as per the notice of AGM dated 11th August, 2021 were transacted at the meeting –

Ordinary Business

- 1) Adoption of Audited Financial Statements of the Company for the Year ended 31st March, 2021 together with the Report of the Board of Directors and Auditors thereon.
- 2) Re-appointment of Mr. Balkrishan Agarwal (DIN:08599472), who retires by rotation, and being eligible, offers himself for re-appointment as a Director.

The Chairman invited the Shareholders who had registered themselves as Speakers and were attending the Meeting through VC/OAVM, to put forward their queries / feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended 31st March, 2021 and/or on the Agenda Items as contained in the Notice. Three (3) speakers expressed their views and suggestions. The Chairman appraised the present situation of the Company and Tea Industry.

The results of the voting shall be intimated as and when the Scrutinizer's Report is available.

The Meeting concluded at 11:17 A.M. with a vote of thanks to the Chair. The e-voting facility was active for 15 minutes on conclusion of the meeting to enable the members to cast their votes.

For NORBEN TEA & EXPORTS LTD.

Mg. Director



Agarwal A & Associates
Company Secretaries

SCRUTINIZER'S REPORT

[I 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 31ST Annual General Meeting of the Equity Shareholders of M/s Norben Tea & Exports Ltd held on 11th August, 2021 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 31ST Annual General Meeting of M/s Norben Tea & Exports Ltd held on 11th August, 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 26th June, 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 31st Annual General Meeting ("AGM") of the members of the Company through VC/OAVM, held on Wednesday on August 11, 2021 at 10:30 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 Annual Report 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
Mobile : +91 98833-62775; E-mail: cs.aaa.2014@gmail.com

The Notice dated 26th June, 2021 convening the 31st 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 Sunday 08th August, 2021 (09:00 AM) to Tuesday, 10th August, 2021 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 04th August, 2021 were entitled to e-vote on the resolutions (item no. 1 & 2 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was not provided at the AGM on Wednesday, 11th August, 2021 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 11th August, 2021 at around 11:37 am 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 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. Sixty One Members have cast their votes through remote e-voting and all such votes are 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: 11th August, 2021

For **AGARWAL A & ASSOCIATES**

Company Secretaries

**AGARWAL
AJAY KUMAR**

Digitally signed by AGARWAL AJAY KUMAR
DN: cn=AGARWAL AJAY KUMAR, o=AGARWAL A & ASSOCIATES, ou=AGARWAL A & ASSOCIATES, email=ajay@agarwal.aandassociates.com, c=IN, serial=11159821, version=3
Date: 2021.08.11 15:02:21 +05'30'

CS Ajay Kumar Agarwal
Proprietor

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

ICSI UDIN: F007604C000768485

M/s Norben Tea & Exports Ltd (CIN:L01132WB1990PLC048991)													
Date of AGM: 11 th August, 2021													
SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING FOR PASSING ORDINARY RESOLUTIONS													
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 receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2021 along with Report of the Board of Directors and Auditors thereon.	Electronic	61	6421147	58	6421037	99.9983	3	110	0.0017	--	--	
		Physical	--	--	--	--	--	--	--	--	--	--	
		Total	61	6421147	58	6421037	99.9983	3	110	0.0017	--	--	
2	ORDINARY RESOLUTION: To appoint Mr. Balkrishan Agarwal (DIN: 08599472) who retire by rotation and being eligible, offers himself for re-appointment as a Director.	Electronic	61	6421147	58	6421037	99.9983	3	110	0.0017	--	--	
		Physical	--	--	--	--	--	--	--	--	--	--	
		Total	61	6421147	58	6421037	99.9983	3	110	0.0017	--	--	

Place: Kolkata
Date: 11th August, 2021

For AGARWAL A & ASSOCIATES
Company Secretaries

AGARWAL
AJAY KUMAR
CS Ajay Kumar Agarwal
Proprietor

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

ICSI UDIN: F007604C000768485

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CIN : L01132WB1990PLC048991

11th August, 2021

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra (East)
MUMBAI – 400 051.

Dear Sir,

We are submitting herewith details regarding Voting Results alongwith Scrutinizer Report to comply with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, of 31st Annual General Meeting of the Company held on Wednesday, the 11th August, 2021 at 10.30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Thanking you,

Yours faithfully,

For NORBEN TEA & EXPORTS LTD.



Mg. Director

Date of the AGM	11th August, 2021
Total number of shareholders on record date	25368
No. of shareholders present in the meeting either in person of through proxy	
Promoters and Promoter Group :	N.A.
Public :	N.A.
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	9
Public :	25

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 year ended on 31st March 2021 together with the Report of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No	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		
Category										
Promoter and Promoter Group	Mode of Voting		6044759	100.00	6044759	0	100.00	0.00		
	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll									
Public- Institutions	Postal Ballot (if applicable)	6044759	-	-	-	-	-	-		
	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll									
Public- Non Institutions	Postal Ballot (if applicable)	14500	0	0.00	0	0	0.00	0.00		
	E-Voting		376388	6.61	376278	110	99.97	0.03		
	Poll		0	0.00	0	0	0.00	0.00		
Total		11750000	6421147	54.65	6421037	110	99.983	0.0017		

ORDINARY -To appoint as a Director of the Company, liable to retire by rotation Mr. Balkrishan Agarwal (DIN:08599472), who being eligible offers himself for re-appointment.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Category	Mode of Voting								
Promoter and Promoter Group	E-Voting		6044759	6044759	100.00	6044759	0	100.00	0.00
	Poll		6044759	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)								
Public- Institutions	E-Voting		14500	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			377923	6.64	377813	110	99.97	0.029
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)								
	Total		11750000	6422682	54.66	6422572	110	99.9983	0.0017

* Valid votes polled have been considered

For NORBEN TEA & EXPORTS LTD.

M. L. D.

Mg. Director