



NORBEN TEA & EXPORTS LTD

CIN : L01132WB1990PLC048991

26th July, 2019

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 certified copy of the summary of the Proceedings of 29th Annual General Meeting of the Company held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 to comply with Regulation 30 read with Schedule III, Para A (13) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Thanking you,

Yours faithfully,

For NORBEN TEA & EXPORTS LTD.

Ma. Director

Encl: As above.

NORBEN TEA & EXPORTS LIMITED

Summary of the proceedings of the 29th Annual General Meeting

The 29th Annual General Meeting (AGM) of the members of Norben Tea & Exports Limited ("NTEL") was convened at Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 on Friday, the 26th July, 2019 at 10.30 A.M.. Mr. Manoj Kumar Daga, Chairman & Managing Director, chaired the meeting.

The quorum being present, the Chairman called the meeting to order. There were 187 members present in person and through proxy and the quorum was present throughout the meeting. The Chairman put forth the items to be transacted before the meeting as set out in the Notice of 29th AGM and invited the Members' queries/comments on the agenda items, if any. Thereafter, he responded to the queries/comments of the Members.

It was informed that the facility of casting votes was provided to Members by-

- a) remote e-voting started from 23rd July, 2019 (9:00 am) and ended on 25th July, 2019 (5:00 pm) and
- b) at the meeting venue for voting through ballot paper, which was made available at the AGM for members attending the meeting, who had not cast their vote electronically.

The Chairman, forthwith, declared the results of the voting as per the Consolidated Scrutinizer's Report dated 26th July, 2019.

The following items of business were transacted at the 29th AGM:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon.

Carried: Unanimously

- 2. To appoint as a Director of the company, liable to retire by rotation Mrs. Sweta Patodia (DIN:06869426), who being eligible offers herself for re-appointment.

Carried: Unanimously

Special Business:

- 3. To re-appoint Mrs. Swati Agarwal (DIN:06804522) as an 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 Year ended 31st March, 2024.

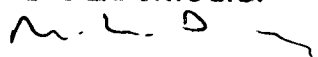
Carried: Unanimously

- 4. To re-appoint of Mr. Ranjan Kumar Jhalaria (DIN:05353976) as an 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 Year ended 31st March, 2024.

Carried: Unanimously

Certified to be true copy

For NORBEN TEA & EXPORTS LTD.


Mg. Director



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

29TH 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 29th 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, 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 29th 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 28th May, 2019 along with the explanatory statement convening the 29th 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:

- I. The remote e-voting period remained open from Tuesday, 23rd July, 2019 (09:00 AM) to Thursday, 25th July, 2019 (05:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 19th 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 26th 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 26th 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

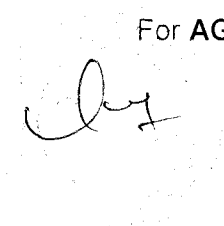
Thanking you,

Place: Kolkata

Date: 26th July 2019

For **AGARWAL A & ASSOCIATES**

Company Secretaries


CS Ajay Kumar Agarwal

Proprietor

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

M/s Norben Tea & Exports Ltd

(CIN:L01132WB1990PLC048991)

Date of AGM: 26th 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	ORDINARY RESOLUTION: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st 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	--	--	--	--	--
		Total	27	6423491	27	6423491	100	--	--	--	--	--
2	ORDINARY RESOLUTION: 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	--	--	--	--	--
		Total	27	6423491	27	6423491	100	--	--	--	--	--
3	ORDINARY RESOLUTION: To re- appoint Mrs. Swati Agarwal(DIN:	Electronic	25	6423480	25	6423480	100	--	--	--	--	--

Date of the AGM	26th July, 2019
Total number of shareholders on record date	25577
No. of shareholders present in the meeting either in person of through proxy or through Video Conferencing	
Promoters and Promoter Group :	9
Public :	178
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 2019 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) *	% 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	6044759	6044759	100.00	6044759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	
	E-Voting		0	0.00	0	0	0.00	
Public- Institutions	Poll	14400	0	0.00	0	0	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	
	E-Voting		378710	6.65	378710	0	100.00	
	Poll		11	0.0002	11	0	100.00	
Public- Non Institutions	Postal Ballot (if applicable)	5690841	-	-	-	-	-	
	Poll		-	-	-	-	-	
Total		4125000	6235480	91.67	6235480	0	100.00	0.00

For NORBEN TEA & EXPORTS LTD.

Md. Director

Resolution required: (Ordinary/ Special)		ORDINARY -To appoint as a Director of the Company, liable to retire by rotation Mrs. Sweeta Patodia (DIN:06869426), who being eligible offers herself for re-appointment.						
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) *	% 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	6044759	6044759	100.00	6044759	0	100.00	0.00
	Poll		0	0.00	0	-	-	
	Postal Ballot (if applicable)		-	-	0	0.00	0.00	
	E-Voting		0	0.00	0	0.00	0.00	
Public- Institutions	Poll	14400	0	0.00	0	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	E-Voting		378710	6.65	378710	0	100.00	
	Poll		11	0.0002	11	0	100.00	
Public- Non Institutions	Postal Ballot (if applicable)	5690841	-	-	-	-	-	
	Poll		-	-	-	-	-	
		1750000	6044759	5467	6044759	0	100.00	0.00

For NORBEN TEA & EXPORTS LTD.

Mg. Director

Resolution required: (Ordinary/ Special)		SPECIAL - To re-appoint Mrs. Swati Agarwal (DIN: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 Year ended 31st March, 2024.						
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)*	% 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
	E-Voting		6044759	100.00	6044759	0	100.00	0.00
Promoter and Promoter Group	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	6044759						
	E-Voting		-	-	-	-	-	-
	Poll		0	0.00	0	0	0.00	0.00
Public- Institutions	Postal Ballot (if applicable)	14400	0	0.00	0	0	0.00	0.00
	E-Voting		-	-	-	-	-	-
	Poll		378710	6.65	378710	0	100.00	0.00
	Postal Ballot (if applicable)	5690841	11	0.0002	11	0	100.00	0.00
Public- Non Institutions			-	-	-	-	-	-
			1253000	6024480	54.57	6024480	0	100.00

For NORBEN TEA & EXPORTS LTD.

Mg. Director

Resolution required: (Ordinary/ Special)		SPECIAL - To re-appoint 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 Year ended 31st March, 2024.						
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) *	% 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
	E-Voting	6044759	6044759	100.00	6044759	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Promoter and Promoter Group	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- Institutions	E-Voting	5690841	378710	6.65	378710	0	100.00
Poll		11		0.0002	11	0	100.00	0.00
Postal Ballot (if applicable)		-		-	-	-	-	-
Public- Non Institutions								
		10981	11750060	622480	622480	0	100.00	-

* Valid votes polled have been considered

For NORBEN TEA & EXPORTS LTD.

Mg. Director