NORBEN

NORBEN TEA & EXPORTS LTD
CIN : L01132WB1990PLC048991

5th September, 2020

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

Dear Sir,

Sub :Notice of the 30th Annual General Meeting

In terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we hereby submit the Notice convening the 30th Annual General Meeting (AGM) of the shareholders of the Company to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Tuesday, 29th September, 2020 at 10:30 A.M. (IST).

AGM of the Company is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and Securities Exchange Board of India.

The Notice for the Annual General Meeting of the Company is being sent through electronic mode to those shareholders whose e-mail ID's are registered with the Company/Register and Share Transfer Agent and the Depositories. The aforesaid Notice has also been uploaded on the website of the Company i.e.www.norbentea.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For NORBEN TEA & EXPORTS LTD

Mira Halder
Company Secretary

MIRA HALDER
Membership No.A45343

Encl.: As above.

15B Hemanta Basu Sarani 3rd Floor Kolkata 700 001 ✆ 2210 0553 Fax 2210 0541
E-mail : enquiry@norbentea.com Website : www.norbentea.com

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of the Company will be held on Tuesday, the 29th September, 2020 at 10:30 a.m. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31st March, 2020 together with the Report of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolution:**
   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **Appointment of Mr. Balkrishan Agarwal (DIN:08599472), as a Director :**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Balkrishan Agarwal (DIN:08599472), who was appointed as Non-Executive Additional Director, of the Company by the Board of Directors with effect from 11th November, 2019, pursuant to section 161 of the Companies Act, 2013, and in terms of Article 116 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Agarwal's candidature for the office of the Director, be and is hereby appointed as a Non-executive Director, of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Appointment of Mr. Deepak Tiwari (holding DIN:08839075), as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Deepak Tiwari (holding DIN:08839075) Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Tiwari's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29th August, 2020 upto 28th August, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Appointment of Ms. Tanusree Chatterjee (holding DIN:08837933), as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms.Tanusree Chatterjee (holding DIN:08837933) Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying her intention to propose Ms. Chatterjee's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29th August, 2020 upto 28th August, 2025."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office :
15B, HemantaBasuSarani, 3rd Floor
Kolkata – 700 001.

Date : 29th August, 2020

MANOJ KUMAR DAGA
(Mg.Director)
DIN: 00123386

NOTES:

1. In view of the outbreak of the Covid-19 pandemic and restriction imposed on movement of peoples at several places in the country, the Ministry of Corporate Affairs ("MCA") vide its Circular No.20/2020 dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Pursuant to the provisions of section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020(both days inclusive) for annual closing.

3. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this notice.

4. The Company will conduct the AGM through VC/OAVM from its Registered Office i,e 15B Hemanta Basu Sarani, 3rd Floor, Kolkata-700001.Which shall be deemed to be venue of the meeting.

5. Corporate members intending to authorize their representative(s) to attend the Meeting are requested to send a scanned copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Board Resolution/Authorization shall be sent to the Company by email through its registered email address to investorcare@norbentea.com

6. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information

and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No.17

7. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), MCS Share Transfer Agent Limited. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.

8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.

9. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered Office of the Company.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his/her re-appointment.

13. Electronic copy of the Notice and Annual Report of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

    In terms of SEBI circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Requirement of sending physical/hard copies of full annual report to shareholders has been dispensed with. The members who have not updated their email address are requested to do so immediately since the requirement of sending physical copies of annual report are dispensed with.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

15. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents, MCS Share Transfer Agent Limited of 383, Lake Gardens, 1st Floor, Kolkata – 700045, by quoting their respective Folio Numbers.

16. Members may also note that the Notice of the 30th Annual General Meeting, the Annual Report for 2019-20 will also be available on the Company's website www.norbentea.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@norbentea.com.

17. PROCEDURE & INSTRUCTION FOR E-VOTING AND JOINING THE AGM THRUOGH VC/OAVM ARE AS FOLLOWS:

A. Voting at the AGM

Remote Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting **('remote e-voting')**,services provided by Central Depository Services (India) Limited **('CDSL'):**

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 26th September, 2020 (9:00 am) and ends on 28th September, 2020(5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name>i.e.Norben Tea & Exports Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.comor contact them at 18002005533.

(xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

II. Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.

III. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e.22nd September, 2020, are requested to send the written / email communication to the Company at investorcare@norbentea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

IV. Shareholders can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2020.A person who is not a member as on cut off date should treat this notice for information purpose only.

VI. Agarwal A & Associates, Company Secretaries of Plot No.11D/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10th Floor, Kolkata- 700135has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Annual General Meeting in a fair and transparent manner.

VII. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.

VIII. The Chairman shall declare the result forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website

www.norbentea.comand on the website of CDSL and communicated to the stock exchange(s), immediately.

B.INSTRUCTION FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS FOLLOWS;-

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the meeting.

C. PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

- Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk evoting@cdslindia.com .

Members attending the AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

D.PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to send their queries 10 days before the date of the AGM i.e.Friday, 18th September, 2020 by 5.00 p.m from their registered email ID mentioning their name, demat account number / folio number, mobile number at investorcare@norbentea.com so as to enable the management to keep the information ready and replied accordingly.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending email 10 days before the date of the AGM i,e Friday, 18th September, 2020 from their registered email ID mentioning their name demat account number / folio number, mobile number to investorcare@norbentea.com. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM

Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")

ITEM NO.3

The Board of Directors at their meeting held on 11th November, 2019 appointed Mr. Balkrishan Agarwal (DIN:08599472), as Non-Executive Additional Director,of the Company. In terms of Section 161(1) of the Companies Act, 2013 read with Article 116 of the present Articles of Association of the Company, Mr. Agarwal holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Agarwal, being eligible has offered himself for appointment as a Director. The Company received a notice 2nd November, 2019 under Section 160 of the Companies Act, 2013, signifying their intention to propose the candidature of Mr. Agarwal for the office of Director of the Company

Mr. Balkrishan Agarwal is a Member of the Stakeholders Relationship Committee, Audit Committee, Nomination & Remuneration Committee and Share Transfer Committee of the Board of Directors of the Company.

Mr. Balkrishan Agarwal aged about 35 years, studied at St. Xavier's College, Kolkata in Commerce and Accounts (Hons.) and holds a Bachelor's Degree. He is a Chartered Accountant holding Membership No.300414 of Institute of Chartered Accountants of India. He is also a Qualified Company Secretary from Institute of Company Secretaries of India. He has done Diploma in System Audit from I.C.A.I. He has expertise in the field of Accounts, Audit, Finance and legal matter.

Pursuant to Section 161 of the Companies Act, 2013 and in terms of Article 116 of the Articles of Association of the Company, Mr. Agarwal holds office only up to the date of this Annual General Meeting of the Company.

The Board considers that the appointment of Mr. Agarwal as a Non-Executive Additional Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommend his appointment as a Non-Executive Director, of the Company whose period of office is liable to determination by retirement of directors by rotation.

Mr. Agarwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

He is not a Director or a Member in any other Company.

The other details of Mr. Agarwal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Agarwal's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.3 of this Notice relating to the appointment of Mr. Agarwal as a Director, liable to retire by rotation, for your approval.

Except Mr. Agarwal being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

IN RESPECT OF ITEM NO. 4 & 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Deepak Tiwari (holding DIN:08839075) & Ms. Tanusree Chatterjee (holding DIN:08837933) as an Additional Director from 24th August, 2020.

In terms of section 161 of the Companies Act, 2013, read with Article 116 of the Articles of Association of the Company. Mr. Tiwari and Ms. Chatterjee hold office as an Additional Director only up to the date of the forthcoming Annual General Meeting. The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Tiwari & Ms. Chatterjee for the office of Independent Director of the Company.

Mr. Deepak Tiwari aged about 29 years, studied at Calcutta University in Commerce and Accounts (Hons.) and holds a Bachelor's Degree. He is a Chartered Accountant holding Membership No.307752 of Institute of Chartered Accountants of India. He has done Diploma in System Audit from I.C.A.I. He has expertise in the field of Accounts, Audit, Finance and legal matter.

Pursuant to Section 161 of the Companies Act, 2013 and in terms of Article 116 of the Articles of Association of the Company, Mr. Deepak Tiwari holds office only up to the date of this Annual General Meeting of the Company. He is also appointed as Independent Director of the Company at its meeting held on 29th August, 2020 subject to approval from members of the Company at the forthcoming Annual General meeting.

The Board considers that the appointment of Mr. Deepak Tiwari as an Independent Director of the Company would be of immense benefit. Accordingly, the Board of Directors recommend his appointment as an Independent Director on the Board of Directors of the Company whose period of office is not liable to retirement by rotation.

Mr. Deepak Tiwari does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

He is not a Director or a Member in any other Company.

The other details of Mr. Deepak Tiwari in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Deepak Tiwari's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.4 of this Notice relating to the appointment of Mr. Deepak Tiwari as a Director, shall not be liable to retire by rotation, for your approval.

Except Mr. Deepak Tiwari being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

- Ms.Tanusree Chatterjee aged about 67 years, studied B.Ed at Calcutta University and holds a Master Degree in political science from Utkal University, Bhubaneswar. She has worked for Directors and purchase officer of "Yuki no Cha ya", Tokyo, Japan, for Darjeeling & Dooars tea production and manufacturing. Her experience in Procurement/Technical Discussion support, MOM, for NSENGI connected with various

projects in India will bring new insight. She has been involved with TQM and TPM activities and audit support in Certification of Quality in Tata Tinplate Co. of India, Tata Metaliks, MCC PTA, Usha Martin, Adhunik (AAPL) Jamshedpur, Balasore Alloys (BAL), Tata Hitachi Construction Machinery GMQD (Quality audit) at Kharagpur, Jamshedpur & Dharvar and has been part of Technical discussion support at Kesoram Rayon (cellophane plant) and Market Research support for Q&Q and Intage India.

Pursuant to Section 161 of the Companies Act, 2013 and in terms of Article 116 of the Articles of Association of the Company, Ms.Tanusree Chatterjee holds office only up to the date of this Annual General Meeting of the Company. She is also appointed as Independent Director of the Company at its meeting held on 29th August, 2020 subject to approval from members of the Company at the forthcoming Annual General meeting.

The Board considers that the appointment of Ms.Tanusree Chatterjee as an Independent Director of the Company would be of immense benefit. Accordingly, the Board of Directors recommend her appointment as an Independent Director on the Board of Directors of the Company whose period of office is not liable to retirement by rotation.

Ms.Tanusree Chatterjee does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

She is not a Director or a Member in any other Company .

The other details of Ms.Tanusree Chatterjee in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Ms.Tanusree Chatterjee's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to the appointment of Ms. Tanusree Chatterjee as a Director, shall not be liable to retire by rotation, for your approval.

Except Ms.Tanusree Chatterjee being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

The other details of Mr. Tiwari & Ms. Chatterjee in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. Tiwari & Ms. Chatterjee are not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Tiwari & Ms. Chatterjee fulfils the conditions specified in the Act for their appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Tiwari's & Ms. Chatterjee's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.4 & 5 of this Notice relating to the appointment of Mr. Tiwari & Ms. Chatterjee, as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 29th August, 2020 upto 28th August, 2025, for your approval.

Mr. Tiwari & Ms. Chatterjee have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

(i) the consent in writing to act as Director and

(ii) intimation that he/she is not disqualified under section 164(2) of the Companies Act, 2013.

(iii) a declaration to the effect that he/she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Tiwari & Ms. Chatterjee, as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The other details of Mr. Tiwari & Ms. Chatterjee, whose appointment are proposed at item nos. 4 & 5 of the accompanying Notice, have been given in the attached annexure.

Mr. Tiwari & Ms. Chatterjee respectively are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at item nos.4 to 5.

By Order of the Board
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:
15B, HemantaBasuSarani, 3rd Floor,
Kolkata-700001.

MANOJ KUMAR DAGA
(Mg.Director)
DIN: 00123386

Date: 29th August, 2020

ANNEXURE TO ITEMS. 3, 4 and 5 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	**Mr. Balkrishan Agarwal**	**Mr. Deepak Tiwari**	**Ms. Tanusree Chatterjee**
Date of Birth	07-09-1985	12-10-1991	23-07-1953
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	11th November, 2019	24th August, 2020	24th August, 2020
Qualifications	C.A	C.A	B.A
Expertise in specific functional area	Accounts, Finance	Accounts, Finance	Marketing
Number of shares held in the Company	Nil	Nil	Nil
List of the directorships held in other companies*	Nil	Nil	Nil
Number of Board Meetings attended during the year 2019-20	3	NA	NA
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Member in : 1.Stakeholders Relationship Committee 2.Audit Committee 3.Nomination & Remuneration Committee 4.Share Transfer Committee	Nil	Nil
Relationships between Directors inter-se	None	None	None
Remuneration details (Including Sitting Fees & Commission)	Rs.10,000/-	Nil	Nil

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).