

2nd July, 2018

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

✓ The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
MUMBAI – 400 001.

Dear Sir,

Sub : Notice of the 28th Annual General Meeting

In terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are submitting herewith a copy of Notice dated 29th May, 2018 convening the 28th Annual General Meeting of the Company to be held on 27th July, 2018 at Kolkata.

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.



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of the Company will be held at **Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020** on Friday, the 27th July, 2018 at 10.30 a.m. 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, 2018 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, 2018 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."

3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and the resolution passed by the members at the 26th Annual General Meeting held on 2nd September, 2016, the appointment of M/s. L.K.Bohania & Co., Chartered Accountants (F R No.317136E), as Statutory Auditors of the Company to hold office for now remaining three years i.e. from the conclusion of 28th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2021, be and is hereby ratified."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 the consent of the Company be and is hereby accorded to and subject to approval of the Shareholder in the ensuing Annual General Meeting, the re-appointment of Mr. Manoj Kumar Daga (holding DIN: 00123386), as Managing Director of the Company for a period of five years with effect from 1st April, 2019, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT aggregate amount of remuneration payable to him in a particular financial year will be subject to overall ceiling limit laid down in Sections 196 & 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Daga.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and rules as may be considered necessary and expedient to give effect to this resolution."

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

Regd. Office:
15B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001.
Date : 29th May, 2018.

Manoj Kumar Daga
(Mg. Director)
DIN : 00123386



NOTES:

1. 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 Saturday, 21st July, 2018 to Friday, 27th July, 2018 (both days inclusive) for annual closing.
2. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. **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. 15.
5. 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.
6. 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.
7. 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).
8. 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.
9. 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.
10. 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.
11. Electronic copy of the Notice and Annual Report of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice and Annual Report of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
12. All the documents referred to in the accompanying Notice and Statement are open for inspection to the Members at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 27th July, 2018.

13. 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 12/1/5, Manoharpukur Road, Kolkata – 700 026, by quoting their respective Folio Numbers.
14. Members may also note that the Notice of the 28th Annual General Meeting, the Annual Report for 2017-18 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.

15. 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 24th July, 2018 (9:00 am) and ends on 26th July, 2018 (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 20th July, 2018, 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.
- (vi) 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 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.com or 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. Facility for voting through physical ballot paper / polling paper will also be available at the AGM and members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the meeting.
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. 20th July, 2018, 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. You 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 20th July, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
 - VI. M/s. Agarwal A & Associates, Company Secretaries of 9, Mangoe Lane, 2nd Floor, Room No.12, Kolkata – 700 001 has 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.com and on the website of CDSL and communicated to the stock exchange(s), immediately.
16. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR SUPPORTING EVIDENCE IN RESPECT OF THEIR DPID AND CLIENT ID NOS. FOR EASIER IDENTIFICATION OF THEIR ATTENDANCE AT THE MEETING.

ATTENDANCE WILL START AT 9.30 A.M.

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

The members in the Annual General Meeting held on 30th July, 2014 extended the tenure of Mr. Manoj Kumar Daga for period of five years till 31st March, 2019.

The Board of Directors at their meeting held on 29th May, 2018 decided to extend the tenure of Mr. Daga for a further period of five years from 1st April 2019 till 31st March, 2024.

He has been working in the Tea Industry for more than 30 years. He is a Bachelor of Commerce with Honours in Accountancy.

The appointment of Mr. Daga is appropriate and in the best interest of the Company. Mr. Daga is Director in Tongani Tea Company Limited, Joonktolee Tea & Industries Ltd., Cowcoody Builders Pvt. Ltd. and Daga & Co Pvt. Ltd. and Nominee Director for and on behalf of Joonktolee Tea and Industries Limited on the Board M/s. Keshava Plantations Pvt. Ltd., w.e.f.05/04/2016. He is a member in Tongani Tea Company Limited, Derby Electronics Pvt. Ltd., Mangalam Products Pvt. Ltd. and Anjum Investments Pvt. Ltd. Mr. Daga hold by himself 120501 Equity shares in the Company. He does not hold for any other person on a beneficial basis, any shares in the Company.

He is also a Chairman of the Review Committee and Share Transfer Committee and member of the Stakeholders Relationship Committee of the Board of Directors of the Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Daga as the Managing Director and the remuneration payable to him. The terms and conditions proposed (approved by the Nomination & Remuneration Committee, at its meeting held on 29th May, 2018 and fixed by the Board of Directors at their meeting held on 29th May, 2018) are in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Managing Director.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

- a) Consolidated Salary of Rs.55,000/- (Rupees fifty five thousand only) per month.
- b) Medical Reimbursement : For self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of any three years.
- c) Club Fees: Fee of clubs subject to a maximum of two clubs. This will not include admission & other fees.
- d) Personal Accident Insurance: Premium not to exceed Rs.4,000/- per annum.
- e) Leave: 30 days in a year. Leave not availed is not encashable.

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- f) Reimbursement of entertainment and all other expenses actually and properly incurred in the course of legitimate business of the Company.
- g) The following perquisites which shall not be included in computation of the ceiling on the remuneration:
 - 1) Contribution to Provident Fund, Superannuation Fund as per the Scheme of the Company to the extent they, either singly or put together, are taxable under the Income Tax Act, 1961.
 - 2) Gratuity as per Scheme of the Company but not exceeding half a month's salary for each completed year of service.
- II. In the event of loss or inadequacy of profits in any year during the continuance of this agreement the payment of remuneration by way of salary, perquisites etc. mentioned above shall be restricted to the ceiling limit prescribed under schedule XIII to the Act.
- III. During the continuance of this agreement Mr. Daga shall not -
 - a) Be entitled to any sitting fees for attending meeting of Board of Directors or Committee thereof.
 - b) Accept whether directly or indirectly, any part time job or business assignment of any kind whatsoever.
 - c) Be interested or otherwise concerned directly or through his wife and/or minor children, in any selling agency of the Company.
 - d) Divulge or disclose to any person any secret or confidential information relating to the affairs of the Company or as to any trade secrets or secret processes and to use his best endeavours to prevent any other persons from doing so.
 - e) Be in employment directly or indirectly of any firm, Company or persons whether a manufacturer or dealer or trader in goods or products which are of the same or similar kind and nature as those of the Company.
- IV. The Company shall be at liberty to terminate service of Mr. Daga without notice or payment in lieu of notice (i) if Mr. Daga remains absent for a period exceeding 90 days on account of ill health, accident or disability or similar other reason without notice or (ii) on being found in gross default of any terms of employment.
- V. Subject to the provisions of the Act, the Board of Directors may alter, vary the terms and conditions of this agreement from time to time.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval of the Members.

Copy of the Draft Agreement referred to in the Resolution 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, excluding Saturday, upto and including the date of the Annual General Meeting.

Except Mr. Daga, 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.

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

Regd. Office:
15B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001.
Date : 29th May, 2018.

Manoj Kumar Daga
(Mg. Director)
DIN : 00123386

Please note that vide SEBI Notification in Gazette of India on 8th June, 2018, requests for effecting transfer of securities shall not be proceeded until the securities are held in dematerialised form with a depository. The said notification shall come into force on the 180th day from 8th June, 2018.

Shareholders holding shares in physical segment are therefore advised that the shares are dematerialised immediately, if not done already.

PROHIBITION ON GIFTS/ SAMPLING OF COMPANY'S PRODUCTS AT AGM

attention of the members is drawn that in conformity with Secretarial Standards/ regulatory requirements, the Company will NOT be distributing its products for sampling at the 28th AGM