

6<sup>th</sup> December, 2024

To,  
**Department of Corporate Services**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street,  
MUMBAI – 400 001.  
**Scrip Code: 519528**

To,  
**The Listing Department**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, 'G' Block,  
Bandra (East)  
MUMBAI – 400 051.  
**NSE Symbol: NORBTEAEXP**

**Sub: Notice of Extra-Ordinary General Meeting of Norben Tea & Exports Limited**

Respected Sir/Madam,

In terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we hereby submit the Notice convening the Extra-Ordinary General Meeting (EOGM) of the shareholders of the Company to be held through **Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Monday, 30<sup>th</sup> December, 2024 at 11:30 A.M. (IST).**

EOGM 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.

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

This is for your information and record.

Yours faithfully,

**For Norben Tea & Exports Limited**

**NIRAJ  
TIWARI**

Digitally signed by  
NIRAJ TIWARI  
Date: 2024.12.06  
17:00:04 +05'30'

**Niraj Tiwari**  
**Company Secretary & Compliance Officer**  
**Membership No: A70479**

**Encl: As above**

**NORBEN TEA & EXPORTS LIMITED**

CIN: L01132WB1990PLC048991

Registered Office: 15B, Hemanta Basu Sarani, 3<sup>rd</sup> Floor, Kolkata – 700001

Phone: +033- 2210 0553 | Fax: +033-2210 0541

E-mail: [enquiry@norbentea.com](mailto:enquiry@norbentea.com) | Website: [www.norbentea.com](http://www.norbentea.com)

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## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (“the Meeting”/ “EGM”) of the Members of Norben Tea & Exports Limited will be held on Monday, December 30, 2024 at 11:30 A.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

### SPECIAL BUSINESS

#### **ITEM NO 1: TO INCREASE THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 Equity Shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 Equity Shares of Rs. 10/- each.”

“RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause as under:

*V The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 Equity Shares of Rs. 10/- each.”*

“RESOLVED FURTHER THAT Mr. Manoj Kumar Daga, Managing Director, Mr. Ashok Vardhan Bagree, Director and Mr. Niraj Tiwari, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to intimate the Registrar of Companies, Kolkata about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to give effect to the aforementioned resolution, including to enable the Company and the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company as specified in the above resolution.”

**ITEM NO 2: TO CONSIDER AND APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS:**

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**“the Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (**“the Rules”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“SEBI Takeover Regulations”**), the uniform listing agreement entered into by the Company with the BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) (hereinafter collectively referred to as the **“Stock Exchanges”**) i.e., the Stock Exchanges on which the Equity Shares of the Company having face value of Rs. 10/- each (**“Equity Shares”**) are presently listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 37,94,100 (Thirty Seven Lakhs Ninety Four Thousand One Hundred) warrants, each carrying a right to subscribe to 1 Equity Share of the Company (**“Warrants”**) at an issue price of Rs. 17/- (Rupees Seventeen Only) per warrant (**“Warrant Exercise Price”**) for cash consideration not exceeding an aggregate amount of Rs. 6,44,99,700/- (Rupees Six Crores Forty Four Lakhs Ninety Nine Thousand Seven Hundred Only) by way of preferential issue on private placement basis (**“Preferential Allotment”**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the following Warrant Allottees:

Sl. No	Name of Allottees	Number of Warrants to be allotted	Total Consideration (Rs.)	Category
1	Kailash Dhanuka HUF	7,68,000	1,30,56,000	Non Promoter
2	Ram Chander Sharma	2,58,000	43,86,000	Non Promoter
3	Nitu Sharma	2,58,000	43,86,000	Non Promoter
4	Ram Chander Sharma HUF	2,58,000	43,86,000	Non Promoter
5	Himanshu Sharma	3,87,500	65,87,500	Non Promoter
6	Ritika Kothari	3,87,500	65,87,500	Non Promoter
7	Ratan Lal Sharma	1,93,750	32,93,750	Non Promoter
8	Shakuntala Devi	1,93,750	32,93,750	Non Promoter
9	Devesh Sharma	1,93,750	32,93,750	Non Promoter
10	Gaur Payal Vijay	1,93,750	32,93,750	Non Promoter
11	Sanjay Kumar Sharma	2,58,000	43,86,000	Non Promoter

Sl. No	Name of Allottees	Number of Warrants to be allotted	Total Consideration (Rs.)	Category
12	Satish Sharma	2,58,000	43,86,000	Non Promoter
13	PoojaChotia	1,86,100	31,63,700	Non Promoter
	<b>Total</b>	<b>37,94,100</b>	<b>6,44,99,700</b>	

(collectively known as “Allottees” or “Investors”).”

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment is Friday, November 29, 2024, being the date 30 (Thirty) days prior to the date on which the meeting of shareholders i.e., Extra Ordinary General Meeting is held to consider the preferential issue (“Relevant Date”).”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of equity shares pursuant to exercise of the rights attached to the Warrants to subscribe to the equity share, at any time within 18 (eighteen) months from the date of allotment of the Warrants (“Warrant Exercise Period”).
- (b) The Warrant Exercise Price of Rs. 17/- (Rupees Seventeen Only) is not less than the floor price / minimum price determined in accordance with Chapter V of the SEBI ICDR Regulations.
- (c) The Warrants shall be allotted in dematerialized form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- (d) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- (e) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations.
- (f) The conversion of Warrants may be exercised by the Allottees, in one or more tranches, at any time on or before the expiry of Warrant Exercise Period by remitting the balance 75% of the Warrant Exercise Price to the Company and issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- (g) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and the equity shares arising pursuant to exercise of warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals. Any existing Equity Shares held by the Allottees shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

- (h) The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (i) The equity shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (j) In the event the rights attached to the Warrants are not exercised within the Warrant Exercise Period, then such Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited."

**"RESOLVED FURTHER THAT** the monies received by the Company from the Allottees for application of the Warrants and exercise of option of conversion of warrants into equity shares pursuant to this private placement by way of preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the Act and SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the consent of the members is hereby accorded to record the names and addresses of the Investors for the issue of invitation to subscribe to the Warrants and private placement offer cum application letters in Form PAS-4 to the Investors, inviting them to subscribe to the Warrants in accordance with applicable law."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek fresh approval from the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares pursuant to exercise of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

By order of the Board of Directors  
For Norben Tea & Exports Limited

Sd/-

Niraj Tiwari

Company Secretary

Membership No.: A70479

Place: Kolkata

Date: December 04, 2024

## NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) and relevant circulars issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the “Circulars”), Companies are allowed to hold Extra Ordinary General Meeting (“EGM”/“Meeting”) through VC/OAVM facility, without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the EGM through VC/OAVM only. The Registered Office of the Company shall be deemed to be the venue for the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Business as set out in Item No. 1& 2 is annexed hereto.
3. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the EGM in respect of the business to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the EGM (“remote e-voting”) is also being provided by CDSL.

The Board of Directors of the Company has been appointed Agarwal A & Associates, Company Secretaries of Plot No. IID/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10<sup>th</sup> Floor, Kolkata-700161, as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Extra-Ordinary General Meeting in a fair and transparent manner.

4. The members can join the EGM in the VC/OAVM mode 30 minutes before scheduled time of the commencement of the Meeting and shall be kept open throughout the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of ‘first come first serve’ basis.
5. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars, through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip of the EGM are not annexed to this Notice. The attachment of the route map for the EGM venue is also dispensed with.

However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

6. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of its Board Resolution (PDF/JPG Format) pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through e-voting/remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [investorcare@norbentea.com](mailto:investorcare@norbentea.com).

7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum for the EGM under Section 103 of the Act.
8. In compliance with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar & Transfer Agent (RTA). Member may note that Notice shall be placed on the website of the Company at [www.norbentea.com](http://www.norbentea.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on the official website of RTA of the Company at [www.mcsregistrars.com](http://www.mcsregistrars.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. SEBI has, vide the Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited document / details are not available on or after April 1, 2023, shall be frozen by the Company's RTA. The Shareholders are hereby requested to kindly furnish their PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. The forms are duly available on the official website of RTA of the Company at [www.mcsregistrars.com](http://www.mcsregistrars.com).
12. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
13. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

15. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
16. Members seeking any statutory information or any other matter/document/register, etc. in connection with the EGM of the Company or for any other grievances may please send a request to the Company via e-mail at [investorcare@norbentea.com](mailto:investorcare@norbentea.com).
17. 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 Tuesday, December 24, 2024 to Monday, December 30, 2024 (both days inclusive).
18. Based on the report received from the Scrutinizer, the Company will submit within two working days of the conclusion of the Meeting to the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations and shall also be placed on the Company's website at [www.norbentea.com](http://www.norbentea.com).
19. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**
  - i. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company at [investorcare@norbentea.com](mailto:investorcare@norbentea.com)/RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) or visit RTA website.
  - ii. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
  - iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
  - iv. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
20. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/ OAVM ARE AS UNDER:**
  - i. Shareholder will be provided with a facility to attend the EGM through VC/OAVM 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 to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned below for Remote e-voting.
  - ii. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
  - iii. Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

- iv. 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.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorcare@norbentea.com](mailto:investorcare@norbentea.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorcare@norbentea.com](mailto:investorcare@norbentea.com).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## **21. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned below for Remote e-voting.
- ii. Only those shareholders, who are present in the EGM 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 EGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

## **22. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [tohelpdesk.evoting@cdslindia.com](mailto:tohelpdesk.evoting@cdslindia.com).
- iii. 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.
- iv. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- v. 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.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board

Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorcare@norbentea.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**23. INSTRUCTION FOR REMOTE ELECTRONIC VOTING (REMOTE E-VOTING) AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM:**

The Instructions for members voting electronically are as under:

1. The voting period begins on **Friday, December 27, 2024 at 9:00 A.M. (IST) and ends on Sunday, December 29, 2024 at 5:00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date being Monday, December 23, 2024 will be eligible to vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Those who becomes Members of the Company after dispatch of EGM Notice but on or before Monday, December 23, 2024 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at mcssta@rediffmail.com or to the Company at investorcare@norbentea.com. However, those already registered with CDSL for remote e-voting can use their existing user ID and password for Login.
3. To enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register with multiple e-voting service providers (ESPs), for facilitating seamless authentication and also enhancing ease and convenience of participating in e-voting process.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**(a) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.</li> </ol>

	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with NSDL Depository</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting</p>

securities in Demat mode) login through their <b>Depository Participants (DP)</b>	option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(b) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
2. Click on "Shareholders" tab to cast your votes;
3. Now, select the Electronic Voting Sequence Number "EVSN" from the drop-down menu and click on "SUBMIT";
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first-time user follow the steps given below :

<b>For Physical Shareholders and other than individual shareholders holding shares in Demat</b>	
<b>PAN</b>	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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA</li> </ul>

<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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 if 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for "**Norben Tea & Exports Limited**" on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
18. There is an optional provision to upload BR/ POA if any uploaded, which will be made available to the scrutinizer for verification.

In case you have any queries or issues regarding EGM and e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 1800 22 55 33.

## **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO 1: TO INCREASE THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

Considering the overall business growth, future expansion and the operational requirements, the Company has decided to raise funds by means of issue of convertible warrants, hence it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013, its corresponding rules and amendments thereof.

The present Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 Equity Shares of Rs. 10/- each. The Board of Directors of the Company at their meeting held on December 04, 2024 has subject to requisite approval proposed to increase the Authorised Share Capital of the Company comprising Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 Equity Shares of Rs. 10 each/-.

Pursuant to Section 13 and 61 of the Act, the increase in Authorised Share Capital and the consequential alteration of the Memorandum of Association requires approval of the Members of the Company by way of an Ordinary Resolution.

Copies of documents relevant to this resolution including a copy of the amended Memorandum of Association of the Company shall be made available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect the documents can send an email to [investorcare@norbentea.com](mailto:investorcare@norbentea.com).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of the Notice.

The Board recommends the resolution set out at Item No. 1 for approval of the Members as an Ordinary Resolution.

### **ITEM NO 2: TO CONSIDER AND APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS:**

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder are set forth below:

#### **(I) Particulars of the offer including date of passing of Board resolution:**

The Board of Directors of the Company in their meeting held on Wednesday, December 04, 2024, subject to requisite approval of shareholders of the Company and such other regulatory / governmental approvals, as may be required, have approved the proposal for raising of funds by way of issue, offer and allotment of upto 37,94,100 (Thirty Seven Lakhs Ninety Four Thousand One Hundred) warrants, each carrying a right to subscribe to 1 (One) equity shares of the Company having face value of Rs. 10/- each, by way of preferential issue on private placement basis ("**Preferential Allotment**") for cash consideration for an amount not exceeding Rs. 6,44,99,700/- (Rupees Six Crores Forty Four Lakhs Ninety Nine Thousand Seven Hundred Only).

**(II) Objects of the Preferential Issue:**

The Company intends to utilize the net proceeds from the Preferential Allotment towards following purpose / activities:

Sl. No.	Particulars	Total estimated amount to be utilized for each of the Objects* (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Repayment of Unsecured Loans	4,50,00,000	12 months
2	Working Capital	33,74,775	
3	General Corporate Purposes	1,61,24,925	

*\*considering 100% conversion of warrants into equity shares within the stipulated time.*

The Issue proceeds of convertible warrants shall be received by the Company within eighteen (18) months from the date of allotment of the warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our Management, the Issue proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue proceeds, within twelve (12) months from the date of receipt of funds for the warrants.

While the amount proposed to be utilized against each of the Objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of BSE Notice No. 0221213-47 dated December 13, 2022, as the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

**(III) Kinds of securities offered and the price at which security is being offered and the total/maximum number of shares or other securities to be issued:**

The Board of Directors of the Company has agreed to issue upto 37,94,100 (Thirty Seven Lakhs Ninety Four Thousand One Hundred) warrants, each carrying a right to subscribe to 1 equity shares of the Company at an issue price of Rs.17/- (Rupees Seventeen Only) per warrant, which is not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**(IV) Basis on which the price of the Preferential Issue has been arrived at:**

The Equity Shares of the Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). The Equity Shares are frequently traded and the share price on NSE being the stock exchange with higher trading volume for the relevant period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

As per the provisions of Regulation 164(1) of Chapter V of the SEBI ICDR Regulations, the floor price at which the Warrants can be allotted is not less than Rs. 16.57, being higher of the following:

(a) the 90 trading days volume weighted average price of the related equity shares of the Company quoted on NSE, preceding the relevant date, i.e. Rs. 16.57 per Equity Share; or

(b) the 10 trading days volume weighted average price of the related equity shares of the Company quoted on NSE, preceding the relevant date, i.e. Rs. 15.65 per Equity Share;

The pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10 each is Rs. 17/- (Rupees Seventeen Only) which is not less than the minimum price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

**Adjustments for Warrants:** The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**(V) The price at which the allotment is proposed:**

The issue price per warrants convertible into equity shares is fixed at a price of Rs. 17/- (Rupees Seventeen Only) per warrants.

**(VI) Relevant Date with reference to which the price has been arrived at:**

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for warrants to be issued is Friday, November 29, 2024 being the date 30 (thirty) days prior to the date of the EGM.

**(VII) The pre issue and post issue shareholding pattern of the Company:**

The pre issue shareholding pattern of the Company as on September 30, 2024 and the post-issue shareholding pattern (considering full allotment of warrants issued on preferential basis) is mentioned herein below:

Sl. No	Category of Shareholders	Pre issue Shareholding#		Post Issue Shareholding*	
		No. of Shares	% of Shares	No. of Shares	% of Shares
<b>A)</b>	<b>Promoter and Promoter Group</b>				
	(a) Indian				
	Individual/HUF	24,89,562	21.19	24,89,562	16.02
	Any Other				
	Bodies Corporate	35,55,197	30.25	35,55,197	22.87
	<b>Sub-total</b>	<b>60,44,759</b>	<b>51.44</b>	<b>60,44,759</b>	<b>38.89</b>
	(b) Foreign				
	<b>Total Promoter and Promoter Group (A)</b>	<b>60,44,759</b>	<b>51.44</b>	<b>60,44,759</b>	<b>38.89</b>
<b>B)</b>	<b>Public Shareholding</b>				
I	<b>Institutions</b>				

	Financial Institutions/ Banks/Mutual Funds	14,400	0.12	14,400	0.09
II	Government Holding				
III	<b>Non Institutions</b>				
(a)	Individuals	51,48,298	43.82	79,16,398	50.93
(b)	Body Corporate / LLP	3,51,286	2.99	3,51,286	2.26
(c)	HUF	1,52,756	1.30	11,78,756	7.58
(d)	Any other (including Clearing members, NRIs)	38,501	0.33	38,501	0.25
	<b>Total Public Shareholding (B)</b>	<b>57,05,241</b>	<b>48.56</b>	<b>94,99,341</b>	<b>61.11</b>
	<b>Total (A+B)</b>	<b>1,17,50,000</b>	<b>100.00</b>	<b>1,55,44,100</b>	<b>100.00</b>

# As on September 30, 2024.

\* Assuming conversion of 37,94,100 warrants into 37,94,100 equity shares.

**(VIII) Amount which the Company intends to raise by way of issue of equity shares:**

The Company proposes to raise upto Rs. 6,44,99,700/- (Rupees Six Crores Forty Four Lakhs Ninety Nine Thousand Seven Hundred Only) from the present issue.

**(IX) The class or classes of persons to whom the allotment is proposed to be made:**

The Allotment is proposed to be made to non-promoters including Individuals, HUF.

**(X) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:**

None of the Directors, Key Managerial personnel and Promoters or any member of the Promoter Group intends to subscribe to the Preferential Issue.

**(XI) The proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the allotment of the warrants shall be completed within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**(XII) The change in control, if any, in the Company that would occur consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

Further, the aforesaid issue and allotment of warrants will not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company to any allottee or allottee acting in concert. So, there is no requirement of obtain a valuation report from an independent registered valuer for determination of the issue price.

**(XIII) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the period from April 01, 2024 till the date of notice of this Extraordinary General Meeting, no preferential allotment of any securities has been made to any person by the Company.

**(XIV) Lock-in Period:**

The warrants to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Any existing equity shares held by the Proposed Allottee shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**(XV) Listing:**

The Company will make an application to the Stock Exchanges at which the existing equity shares are listed for listing of the equity shares resulting pursuant to conversion of warrants. The above shares, once allotted, shall rank *pari-passu* with the then existing equity shares of the Company in all respects.

**(XVI) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:**

Sl. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of warrants to be allotted	Post issue shareholding*	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(1)	Kailash Dhanuka HUF	Non Promoter	Kailash Dhanuka	7,000	0.06%	7,68,000	7,75,000	4.99%
(2)	Ram Chander Sharma	Non Promoter	Self	0	0.00%	2,58,000	2,58,000	1.66%
(3)	Nitu Sharma	Non Promoter	Self	0	0.00%	2,58,000	2,58,000	1.66%
(4)	Ram Chander Sharma HUF	Non Promoter	Ram Chander Sharma	0	0.00%	2,58,000	2,58,000	1.66%
(5)	Himanshu Sharma	Non Promoter	Self	0	0.00%	3,87,500	3,87,500	2.49%
(6)	Ritika Kothari	Non Promoter	Self	0	0.00%	3,87,500	3,87,500	2.49%
(7)	Ratan Lal Sharma	Non Promoter	Self	0	0.00%	1,93,750	1,93,750	1.25%
(8)	Shakuntala Devi	Non Promoter	Self	0	0.00%	1,93,750	1,93,750	1.25%
(9)	Devesh Sharma	Non Promoter	Self	0	0.00%	1,93,750	1,93,750	1.25%
(10)	Gaur Payal Vijay	Non Promoter	Self	0	0.00%	1,93,750	1,93,750	1.25%
(11)	Sanjay Kumar Sharma	Non Promoter	Self	0	0.00%	2,58,000	2,58,000	1.66%
(12)	Satish Sharma	Non Promoter	Self	0	0.00%	2,58,000	2,58,000	1.66%

Sl. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of warrants to be allotted	Post issue shareholding*	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(13)	Pooja Chotia	Non Promoter	Self	0	0.00%	1,86,100	1,86,100	1.20%

\*Assuming conversion of 37,94,100 warrants into 37,94,100 equity shares.

**(XVII) The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:**

All the proposed Allottees are not related to Promoters and upon becoming shareholders shall be classified under Public Category, post the preferential issue.

**(XVIII) Practicing Company Secretary's Certificate:**

A certificate from Mr. Mohammad Tausif, Membership No. F11959 and COP No. 18170, of M/s. Tausif & Associates, Practicing Company Secretary, certifying that the preferential issue of warrants is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the Extra-Ordinary General Meeting of the shareholders. The same is also available at the website of the Company at [www.norbentea.com](http://www.norbentea.com).

**(XIX) Re-computation of Issue Price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 trading days, the price computation and lock in extensions, required pursuant to Regulation 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of SEBI ICDR Regulations are not applicable.

**(XX) Material terms of the proposed Preferential Issue:**

The material terms of the proposed preferential issue are stipulated in the special resolution as set out in Item No. 2 of this Notice.

**(XXI) Other Disclosures:**

- Report of the Registered Valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, for the proposed Preferential Issue.
- The justification for the allotment proposed to be made for consideration other than the cash together with valuation report of the registered valuer is not applicable as the allotment of warrants is for a cash consideration.
- Principal terms of assets charged as securities: Not Applicable

**(XXII) Undertakings:**

- Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

- b) Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.

The approval of the Members is being sought to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 2 of the Notice.

The Board recommends the resolution set out at Item No. 2 for approval of the Members as an Ordinary Resolution.

By order of the Board of Directors  
**For Norben Tea & Exports Limited**

Sd/-

**Niraj Tiwari**

**Company Secretary**

Membership No.: A70479

Place: Kolkata

Date: December 04, 2024