COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity

NORBEN TEA & EXPORTS LIMITED

2. Quarter ending

31ST MARCH, 2021

Ι.	Composition of Board	of Directors										
I. Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / independent / Nominee)	Initial Date of Appointment	Date of Re- Appointment	Date of cessation	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
									17A(1)]	Regulation 17A(1)]	26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
MR.	Manoj Kumar Daga	ADLPD9792L 00123386	Executive	01-04-1994	01-04-2019			06-01-1963	3	1	3	2
MR.	Ranjan Kumar Jhalaria	ACGPJ3401Q 05353976	Independent	13-08-2012	26-07-2019		20	08-08-1955	1	1	2	2
MS.	Swati Agarwal	BPKPS0433M 06804522	Independent	14-02-2014	26-07-2019		20	07-06-1985	1	1	2	
MR.	Balkrishan Agarwal	AJEPA6882B 08599472	Non-Executive	11-11-2019				07-09-1985	1		2	
MR.	Deepak Tiwari	ARWPT2931N 08839075	Independent	24-08-2020	29-09-2020		7	12-10-1991	2	2		
MS.	Tanusree Chatterjee	ACQPC7901C 08837933	Independent	24-08-2020	29-09-2020		7	23-07-1953	1	1		

Whether Regular chairperson appointed : YES Whether Chairperson is related to Managing Director or CEO : YES

II. Composition of Committees							
Name of Committee	Whether Regular	Name of	Category	Date of	Date of		
		Committee	(Chairperson/Executive/Non-	Appointment	Cessation		
	chairperson appointed	members	Executive/independent/Nominee)				
1. Audit Committee	Yes	Ranjan Kumar Jhalaria	Independent	13-08-2012			
		Swati Agarwal	Independent	14-02-2014			
		Balkrishan Agarwal	Non-Executive	11-11-2019			
2. Nomination & Remuneration Committee	Yes	Ranjan Kumar Jhalaria	Independent	13-08-2012			
		Swati Agarwal	Independent	14-02-2014			
		Balkrishan Agarwal	Non-Executive	11-11-2019			
3. Risk Management Committee(if applicable)		Not Applicable					
4. Stakeholders Relationship Committee	Yes	Ranjan Kumar Jhalaria	Independent	13-08-2012			
		Swati Agarwal	Independent	14-02-2014			
		Balkrishan Agarwal	Non-Executive	11-11-2019			
		Manoj Kumar Daga	Executive	11-11-2014			

III. Meeting of Board of D								
Date(s) of Meeting (if any) in the previous		Date(s) of Meeting (if any) in	Whether requirement of	Number of Directors	Number of Independent Directors		Maximum gap between any two	
quarter			Quorum met	present	pre	present consecutive (in		
10-11-2020		13-02-2021	Yes	6		4	94	
10-11-2020	10-11-2020		Yes	6	4		54	
IV. Meeting of Committee	s							
Date(s) of meeting of the committee in the		Whether requirement of	Number of Directors	Number of Independent	Date(s) of meeting of the		Maximum gap between any two	
relevant quarter		Quorum met (details)	present	Directors present	committee in the previous quarter		consecutive meetings in number	
13-02-2021	Audit Committee	Y	3	2	10-11-2020	Audit Committee	94	

		Subject	Compliance status (Yes/No/NA)
Whethe	er prior approval of a	udit committee obtained	N.A.
		val obtained for material RPT	N.A.
Whethe	er details of RPT ente	ered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
VI.	Affirmations		
1.	The composition of E	Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 20	15.
2.	The composition of t	he following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulatior	ns, 2015
	a.	Audit Committee	
	b.	Nomination & Remuneration Committee	
	С.	Stakeholders Relationship Committee	
	d.	Risk Management Committee (applicable to the top 100 listed entities) :	
		bers have been made aware of their powers, role and responsibilities as	
		sting obligations and disclosure requirements) Regulations, 2015.	
		Board of Directors and the above committees have been conducted in the	
		in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
		e report submitted in the previous quarter has been placed before Board of	
	Directors. Any comm	ents/observations/advice of Board of Directors may be mentioned here:	
For	NORBEN TEA & EX	PORTS LIMITED	
		Sd/-	
Name	& Designation :	MANOJ KUMAR DAGA	
		Managing Director	
		DIN:00123386	

ANNEXURE II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1 Name of Listed Entity

NORBEN TEA & EXPORTS LIMITED

2 Financial year ended

31st MARCH, 2021

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	If Yes provide link to website.
	(Yes/No/NA)	If NO/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	
b) Terms and conditions of appointment of independent directors	Yes	
c) Composition of various committees of board of directors	Yes	
d) Code of conduct of board of directors and senior management personnel	Yes	
e) Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
 f) Criteria of making payments to non-executive directors 	Yes	
g) Policy on dealing with related party transactions	Yes	
h) Policy for determining 'material' subsidiaries	N.A.	
i) Details of familiarization programmes imparted to independent directors	Yes	
j) Email address for grievance redressal and other relevant details	Yes	
k) Contact information of the designated officials of the listed entity who are	Yes	
responsible for assisting and handling investor grievances		
I) Financial results	Yes	
m) Shareholding pattern	Yes	
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed	1	
entity to analysts or institutional investors simultaneously with submission to stock	N.A.	
exchange		
p) New name and the old name of the listed entity	N.A.	
Old Name : Daga Plantations Ltd. (at time of incorporation i.e.14 th May, 1990)		
New Name : Norben Tea & Exports Ltd. (w.e.f.29 th April, 1994)		
q) Advertisements as per regulation 47(1)	Yes	

r)	Credit rating or revision in credit rating obtained by the entity	/ for all its outstanding		
ľ'	instruments	y ioi all its outstanding	N.A.	
s)	Separate audited financial statements of each subsidiary of the I	isted entity in respect of		
	a relevant financial year		N.A.	
<u> </u>	As per other regulations of the LODR:		11./ \.	
a)		ion on ito wahaita ca		
ω,	Whether company has provided information under separate sections and provided information under separate sections.	ion on its website as	Yes	
	per Regulation 46(2)			
b)	Materiality Policy as per Regulation 30		Yes	
c)	Dividend Distribution policy as per Regulation 43A (as applicable	e)	N.A.	
_	It is certified that these contents on the website of the listed entity	v are correct		
	II. Annual Affirmations			
	Particulars	Regulation Number	Compliance status	
			(Yes/No/NA)	
	Independent director(s) have been appointed in terms of	16(1)(b) & 25(6)	Yes	
	specified criteria of `independence' and/or `eligibility'			
	Board composition	17(1),17(1A) & 17(1B)	Yes	
	Meeting of Board of directors	17(2)	Yes	
	Quorum of board meeting	17(2A)	Yes	
	Review of Compliance Reports	17(3)	Yes	
	Plans for orderly succession for appointments	17(4)	Yes	
	Code of Conduct	17(5)	Yes	
	Fees/compensation	17(6)	Yes	
	Minimum Information	17(7)	Yes	
	Compliance Certificate	17(8)	Yes	
	Risk Assessment & Management	17(9)	Yes	
	Performance Evaluation of Independent Directors	17(10)	Yes	
	Recommendation of board	17(11)	Yes	
	Maximum number of directorship	17A	Yes	
	Composition of Audit Committee	18(1)	Yes	
	Meeting of Audit Committee	18(2)	Yes	
	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
	Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	

Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21 (3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related	23(2), (3)	Yes
party transactions		
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material	24(1)	N.A.
Subsidiary		
Other Corporate Governance requirements with respect to	24(2),(3),(4),(5) & (6)	N.A.
subsidiary of listed entity		
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members	26(3)	Yes
of Board of Directors and Senior Management Personnel		
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.
Policy with respect to Obligations of Directors and Senior	26(2) & 26(5)	Yes
Management		

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For NORBEN TEA & EXPORTS LIMITED

Name & Designation : Sd/-MANOJ KUMAR DAGA Managing Director