COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Name of Listed Entity NORBEN TEA & EXPORTS LIMITED 1.

Quarter ending 31ST MARCH, 2020

I.	Composition of Board	of Directors										
Title	Name	PAN	Category	Initial	Date of	Date of	Tenure	Date of	No of	No of	Number of	No of post of
(Mr./Ms.	of the Director	& DIN	(Chairperson / Executive / Non Executive / independent / Nominee)	Date of Appointment	Re-	cessation		Birth	Directorship in listed entities including this listed entity	Independent Directorship in listed entities including this listed entity	memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer	Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
									Regulation 17A(1)]	proviso to Regulation 17A(1)]	Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
MR.	Manoj Kumar Daga	00123386	Executive	01/04/1994	01/04/2019			06/01/1963	3	1	3	2
MR.	Ranjan Kumar Jhalaria	05353976	Independent	13/08/2012	26/07/2019		12	08/08/1955	1	1	2	2
MS.	Swati Agarwal	06804522	Independent	14/02/2014	26/07/2019		12	07/06/1985	1	1	2	
MR.	Balkrishan Agarwal	08599472	Non-Executive	11/11/2019				07/09/1985	1		2	

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 Directors									
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in	Whether requirement of	Number of Directors	Number of Inde	ependent Directors	Maximum gap between any two		
		the relevant quarter	Quorum met	present	р	esent	consecutive (in number of days)		
11/11/2019		12/02/2020	Yes	4		2	92		
IV. Meeting of Committees	IV. Meeting of Committees								
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	ne previous quarter	consecutive meetings in number		
12/02/2020	Audit Committee	Yes	3	2	11/11/2019	Audit Committee	92		

V. Related Party Transactions					
Compliance status (Yes/No/NA)					
N.A.					
N.A.					
Yes					
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VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities):
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For NORBEN TEA & EXPORTS LIMITED

Name & Designation : Sd/- 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, 2020

I.	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 responsible	Yes				
	for assisting and handling investor grievances					
l)	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 entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.				
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		
	instruments	N.A.	
s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a		
	relevant financial year	N.A.	
	As per other regulations of the LODR:		
a)	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
b)	Materiality Policy as per Regulation 30	Yes	
c)	Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	

It is certified that these contents on the website of the listed entity 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)	N.A.
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)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
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 of	26(3)	Yes
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 DIN:00123386