

**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, 2018

<b>I. Composition of Board of Directors</b>								
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / independent / Nominee)	Date of Appointment in the current term/cessation	Tenure	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
MR.	Manoj Kumar Daga	ADLPD9792L 00123386	Executive	01/04/2014	--	3	3	2
MR.	Ranjan Kumar Jhalaria	ACGPJ3401Q 05353976	Independent	30/07/2014	5 years from 30/07/2014	1	2	2
MS.	Swati Sharma	BPKPS0433M 06804522	Independent	30/07/2014	5 years from 30/07/2014	1	2	--
MS.	Sweta Patodia	AQNPP5011D 06869426	Non-Executive	26/05/2014	--	1	2	--

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Ranjan Kumar Jhalaria	Independent
	Swati Sharma	Independent
	Sweta Patodia	Non-Executive
2. Nomination & Remuneration Committee	Ranjan Kumar Jhalaria	Independent
	Swati Sharma	Independent
	Sweta Patodia	Non-Executive
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Ranjan Kumar Jhalaria	Independent
	Swati Sharma	Independent
	Sweta Patodia	Non-Executive
	Manoj Kumar Daga	Executive

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04-12-2017	13-02-2018	70

<b>IV. Meeting of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days*
13-02-2018	Audit Committee	Y	04-12-2017	Audit Committee	70

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="padding-left: 40px;">a. Audit Committee</p> <p style="padding-left: 40px;">b. Nomination &amp; remuneration committee</p> <p style="padding-left: 40px;">c. Stakeholders relationship committee</p> <p style="padding-left: 40px;">d. Risk management committee (applicable to the top 100 listed entities) :</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. 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.</p> <p>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:</p>	
For <b>NORBEN TEA &amp; EXPORTS LIMITED</b>	
<b>Name &amp; Designation :</b>	Sd/- MANOJ KUMAR DAGA Managing Director DIN:00123386

## 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  | 31 <sup>st</sup> MARCH, 2018 |

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Y	
Terms and conditions of appointment of independent directors	Y	
Composition of various committees of board of directors	Y	
Code of conduct of board of directors and senior management personnel	Y	
Details of establishment of vigil mechanism / Whistle Blower policy	Y	
Criteria of making payments to non-executive directors	Y	
Policy on dealing with related party transactions	Y	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Y	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Y	
Email address for grievance redressal and other relevant details	Y	
Financial results	Y	
Shareholding pattern	Y	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity: <i>Old Name : Daga Plantations Ltd. (at time of incorporation i.e.14<sup>th</sup> May, 1990)</i> <i>New Name : Norben Tea &amp; Exports Ltd. (w.e.f.29<sup>th</sup> April, 1994)</i>		
<b>II. Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Y
<i>Board composition</i>	17(1)	Y
<i>Meeting of Board of directors</i>	17(2)	Y
<i>Review of Compliance Reports</i>	17(3)	Y
<i>Plans for orderly succession for appointments</i>	17(4)	Y
<i>Code of Conduct</i>	17(5)	Y
<i>Fees/compensation</i>	17(6)	Y
<i>Minimum Information</i>	17(7)	Y
<i>Compliance Certificate</i>	17(8)	Y
<i>Risk Assessment &amp; Management</i>	17(9)	Y
<i>Performance Evaluation of Independent Directors</i>	17(10)	Y
<i>Composition of Audit Committee</i>	18(1)	Y
<i>Meeting of Audit Committee</i>	18(2)	Y
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Y

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1) &amp; (2)</i>	<i>Y</i>
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	<i>N.A.</i>
<i>Vigil Mechanism</i>	<i>22</i>	<i>Y</i>
<i>Policy for related party Transaction</i>	<i>23(1),(5),(6),(7) &amp; (8)</i>	<i>Y</i>
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	<i>Y</i>
<i>Approval for material related party transactions</i>	<i>23(4)</i>	<i>N.A.</i>
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	<i>N.A.</i>
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) &amp; (6)</i>	<i>N.A.</i>
<i>Maximum Directorship &amp; Tenure</i>	<i>25(1) &amp; (2)</i>	<i>Y</i>
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	<i>Y</i>
<i>Familiarization of independent directors</i>	<i>25(7)</i>	<i>Y</i>
<i>Memberships in Committees</i>	<i>26(1)</i>	<i>Y</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	<i>Y</i>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	<i>N.A.</i>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	<i>Y</i>

### **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 : **N.A.**

**For NORBEN TEA & EXPORTS LIMITED**

**Name & Designation:** Sd/- MANOJ KUMAR DAGA  
Managing Director  
DIN : 00123386