

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, 2022

I. Composition of Board of Directors												
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 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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	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	--	92	08-08-1955	1	1	2	2
MS.	Swati Agarwal	06804522	Independent	14-02-2014	26-07-2019	--	92	07-06-1985	1	1	2	--
MR.	Balkrishan Agarwal	08599472	Non-Executive	11-11-2019	--	--	--	07-09-1985	1	--	2	--
MR.	Deepak Tiwari	08839075	Independent	24-08-2020	29-09-2020	--	19	12-10-1991	2	2	--	--
MS.	Tanusree Chatterjee	08837933	Independent	24-08-2020	29-09-2020	--	19	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 chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
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 the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)		
09-11-2021	29-01-2022	Yes	6	4	80		
	09-02-2022						
IV. Meeting of Committees							
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days
09-02-2022	Audit Committee	Y	3	2	09-11-2021	Audit Committee	91
09-02-2022	Stakeholder Relationship Committee	Y	4	2	09-11-2021	Stakeholder Relationship Committee	91

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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	YES
VI. Affirmations	
<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> <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 100 listed entities) : <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 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, 2022

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 for assisting and handling investor grievances	Yes	
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.	
<i>Old Name : Daga Plantations Ltd. (at time of incorporation i.e.14th May, 1990)</i> <i>New Name : Norben Tea & Exports Ltd. (w.e.f.29th April, 1994)</i>		
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.	
d)	It is certified that these contents on the website of the listed entity are correct.	Yes	
II. Annual Affirmations			
Particulars		Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of `independence' and/or `eligibility'		16(1)(b) & 25(6)	Yes
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 party transactions	23(2), (3)	Yes
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 Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
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 Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

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**

Sd/-

Name & Designation : MANOJ KUMAR DAGA

Managing Director

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 Half Year ending :: 31ST MARCH, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to :			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by :			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by :

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations :

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For **NORBEN TEA & EXPORTS LIMITED**

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