

ANNEXURE I

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, 2020

| 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 | -- | 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 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) | | |
| 11/11/2019 | 12/02/2020 | Yes | 4 | 2 | 92 | | |
| 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 | |
| 12/02/2020 | Audit Committee | Yes | 3 | 2 | 11/11/2019 | Audit Committee | 92 |

| 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> <p style="padding-left: 20px;">a. Audit Committee</p> <p style="padding-left: 20px;">b. Nomination & Remuneration Committee</p> <p style="padding-left: 20px;">c. Stakeholders Relationship Committee</p> <p style="padding-left: 20px;">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 NORBEN TEA & EXPORTS LIMITED | |
| Name & Designation : Sd/- MANOJ KUMAR DAGA Managing Director DIN:00123386 | |

| | | | |
|--|---|------|--|
| 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 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) | 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 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) | N.A. |
| 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**

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