

29th May, 2025

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
MUMBAI – 400 001.
Scrip Code: 519528

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra (East) MUMBAI – 400 051.
NSE Symbol: NORBTEAEXP

Sub: Annual Secretarial Compliance Report under Regulation 24(A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Respected Sir / Madam,

Pursuant to Regulation 24(A) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2025, issued by CS Ajay Kumar Agarwal, Practising Company Secretary.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For Norben Tea & Exports Limited

Niraj Tiwari
Company Secretary & Compliance Officer

Encl.: As above.



Agarwal A & Associates
Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF

NORBEN TEA AND EXPORTS LTD

FOR THE YEAR ENDED 31ST MARCH, 2025

To,
The Board of Directors,
Norben Tea and Exports Ltd
15-B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001,

We, M/s Agarwal A& Associates, Company Secretaries having our office at Plot No. IID/31/1, Street No. 1111, PS QUBE, Unit Number 1015A, 10th Floor, Beside City Centre 2, Kolkata- 700161, have examined:

- (a) all the documents and records made available to us and explanation provided by Norben Tea & Exports Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ('Listing Regulations')

**PLOT NO. IID/31/1, STREET NO. 1111, PS QUBE, UNIT NUMBER 1015A,
10th FLOOR, BESIDE CITY CENTRE 2 KOLKATA- 700161
(m) +91 98833 62775; e-mail: cs.aaa.2014@gmail.com**

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(not attracted during year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(not attracted during year under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(not attracted during year under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
(not attracted during year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of following matter:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delayed filing of Related Party Transaction for half year ended September 30, 2024.	BSE Ltd. And National Stock Exchange of India Ltd.	Fine	One day delay in submission of Related Party Transactions for half year ended September 30, 2024.	Rs. 5900/- (Rupees five thousand nine hundred only) each by BSE and	The Company has paid the fine amount as levied by SEBI within the stipulated time line	-	-

							National Stock Exchang e of India Ltd.			
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations s/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 st March, 2024.	Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Matter is submitted & currently under consideration	A show cause notice dated March 18, 2024 was served on the Company and duly replied. The matter is currently under consideration	SEBI Circular CIR/CFD/ CMD1/114/2019 dated October 18, 2019	Violation of Para 6(A) and 6(B) of said SEBI Circular. Rs. 1,00,000 (Rupees one lakh only) penalty was imposed by SEBI vide its adjudication order no. Order/BS/KH/2024-25/30558 dated June 28, 2024.	NA	The Company has paid the penalty amount as levied by SEBI within the stipulated time line.

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordancewith the applicable Secretarial Standards (SS) issuedbytheInstituteof Company SecretariesIndia(ICSI),as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorilyapplicable.	Yes	
2.	AdoptionandtimelyupdationofthePolicies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations areadoptedwiththeapprovalofboardofdirectorsofthelistedentities ● Allthepoliciesarein conformitywithSEBIREgulations and have been reviewed & updated on time, as pertheregulations/circulars/guidelinesissuedbySEBI 	 Yes Yes	
3.	MaintenanceanddisclosuresonWebsite: <ul style="list-style-type: none"> ● TheListedentityismaintainingafunctionalwebsite ● Timely dissemination of the documents/informationunderaseparatesection onthe website ● Web-links provided in annual corporate governancereportsunderRegulation27(2)areaccurateandspecificwhichre-directstotherelevantdocument(s)/sectionofthewebsite 	 Yes Yes Yes	
4.	DisqualificationofDirector: NoneoftheDirector(s)oftheCompanyis/ aredisqualified under Section 164 of Companies Act, 2013asconfirmedby thelistedentity.	Yes	

5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	The Listed entity does not have any Material Subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	a) - b) Please refer point No. 8(a)
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	Mentioned in table h (a) & (b) above.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No such resignation during the period under review.
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata**Date: 27th May, 2025****For AGARWALA & ASSOCIATES****Company Secretaries****AJAY KUMAR
AGARWAL**

Digitally signed by AJAY KUMAR AGARWAL
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pseudoym=7872D920809DC01F1A08D5377EA7CC,
2.5.4.20=0c0f8a49aef5ef5af50433089fed46d4f4e6095a
48eb35ef678c769f8475b9a7, postalCode=700136,
st=West Bengal,
serialNumber=A08B0D4FFB8A36EC6AC5E18C9297E8B
A30DA2908EC689898B036899A12ECC09D, cn=AJAY
KUMAR AGARWAL
Date: 2025.05.27 15:58:30 +05'30'

CS Ajay Kumar Agarwal**Proprietor****C.P No.: 13493****M.No. : F7604****Peer Review No. 1592/2021****UDIN: F007604G000456681**