

NORBEN TEA & EXPORTS LTD.



Annual Report 2016-2017

BOARD OF DIRECTORS

Mr. Manoj Kumar Daga
Chairman & Mg. Director

Mr. Ranjan Kumar Jhalaria, **Independent Director**
Mrs. Swati Sharma, **Independent Director**
Ms. Sweta Patodia, **Non-Executive Director**

COMPANY SECRETARY

Ms. Mira Halder

AUDITORS

M/s. L.K.Bohania & Co.
Chartered Accountants
Kolkata

BANKER

State Bank of India

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited
CIN : U67120WB2011PLC165872
12/1/5, Manoharpukur Road, Kolkata – 700 026
Telephone: 033-4072 4051; Fax: 033-4072 4050
E-mail: mcssta@rediffmail.com
Website: www.mcsregistrars.com

NORBEN TEA & EXPORTS LIMITED

CIN : L01132WB1990PLC048991
REGISTERED OFFICE & ADMINISTRATIVE OFFICE
15-B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700001
Phone: 2210 0553, Fax: 2210 0541
E-mail: enquiry@norbentea.com
Website: www.norbentea.com

PLANTATION & FACTORY:

P.O.Kuripara,
Dist.Jalpaiguri, Pin-735 132, West Bengal



NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of the Company will be held at **Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata-700071** on Friday, the 28th July, 2017 at 10.30 a.m. to transact the following business :

1. To receive, consider and adopt the Audited Financial Statement for the year ended on 31st March, 2017 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Sweta Patodia (DIN:06869426), who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** appointment of M/s. L.K.Bohania & Co., Chartered Accountants (F R No.317136E) as Auditor of the Company pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration for the financial year 2017-18, on the basis of recommendation of Audit Committee.”

By Order of the Board
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:

15B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001.
Date : 12th June, 2017.

Manoj Kumar Daga
(Mg.Director)
DIN : 00123386

IMPORTANT NOTES :

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 22nd July, 2017 to Friday, 28th July, 2017 (both days inclusive) for annual closing.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

The Proxy-holder shall prove his identity at the time of attending the Meeting.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), MCS Share Transfer Agent Limited. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
4. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
5. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).



6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered Office of the Company.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, form inter part of the notice. The Director has furnished the requisite declaration for his/her re-appointment.
9. Electronic copy of the Notice and Annual Report of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice and Annual Report of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
10. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 28th July, 2017, and will also be available for inspection at the Meeting.
11. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents, MCS Share Transfer Agent Limited of 12/1/5, Manoharpukur Road, Kolkata – 700026, by quoting their respective Folio Numbers.
12. Members may also note that the Notice of the 27th Annual General Meeting, the Annual Report for 2016-17 will also be available on the Company's website www.norbentea.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@norbentea.com.
13. **Voting at the AGM**
Remote Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th July, 2017 (9:00 am) and ends on 27th July, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. Norben Tea & Exports Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Note for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com or contact them at 18002005533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- II. As the voting would be through electronic means, the members who do not have access to e-voting, may requisite a Physical Ballot Form from the Company. You are required to fill in the ballot form and enclose it in a sealed envelope and send it to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before **27th July, 2017 (5:00 pm)**. The Scrutinizer’s decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
- III. Facility for voting through physical ballot paper / polling paper will also be available at the AGM and members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the meeting.
- Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
- IV. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21st July, 2017, are requested to send the written / email communication to the Company at investorcare@norbentea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st July, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
- VII. CS Deepak Kumar Khaitan, Company Secretary in practice, (Membership No. FCS: 5615) (Address: GEM House, 5B Russell Street, Unit 7B, 7th Floor, Kolkata – 700 071) has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the physical ballots received from members who don’t have access to the remote e-voting process) and voting at the AGM in a fair and transparent manner.
- VIII. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company.



IX. The Chairman shall declare the result forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.norbentea.com and on the website of CDSL and communicated to the stock exchange(s), immediately.

14. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION AT THE MEETING.

ATTENDANCE WILL START AT 9.30 A.M.

By Order of the Board
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:
15B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001.
Date : 12th June, 2017.

Manoj Kumar Daga
(Mg.Director)
DIN : 00123386

PROHIBITION ON GIFTS/ SAMPLING OF COMPANY'S PRODUCTS AT AGM

attention of the members is drawn that in conformity with Secretarial Standards/ regulatory requirements, the Company will NOT be distributing its products for sampling at the 27th AGM



**USAGE OF ELECTRONIC PAYMENT MODES FOR MAKING
CASH PAYMENTS TO THE INVESTORS**

We would like to request you to please go through the below mentioned points and take action immediately to safeguard your interest.

In terms of Circular No.CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by SEBI, henceforth, payment of dividend, if any, will be made electronically, through ECS/RTGS/NEFT etc.

For shareholders holding shares in demat form

Please send your correct bank details (including MICR No. and IFSC Code) to your Depository Participant.

For shareholders holding shares in physical form

Please send your correct bank details (including MICR No. and IFSC Code) alongwith a cancelled cheque to the Registrars and Transfer Agent (RTA) of the Company at the undernoted address

RTA : MCS Share Transfer Agent Limited
Address : 12/1/5, Manoharpukur Road, Kolkata – 700 026
Telephone: 033-4072 4051 ; Fax: 033-4072 4050
E-mail: mcssta@rediffmail.com

In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by Bank, Companies or their RTA & STA may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

We shall be thankful if our valued Shareholders take necessary action positively by 21st July, 2017.

By Order of the Board
For **NORBEN TEA & EXPORTS LTD.**

Regd.Office:
15B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001.
Date : 12th June, 2017.

Manoj Kumar Daga
(Mg.Director)
DIN : 00123386



REPORT BY BOARD OF DIRECTORS

TO THE MEMBERS

Your Directors are pleased to present the Twenty Seventh Annual Report together with the Company's Audited Accounts for the Financial Year ended 31st March, 2017.

FINANCIAL SUMMARY OR HIGHLIGHTS

The financial performance of the Company for the year ended on 31st March, 2017 is summarized below:-

FINANCIAL SUMMARY	Year Ended March 31, 2017 Rs. in thousand	Year Ended March 31, 2016 Rs. in thousand
Total Revenue	51140	48931
Prior Period Charges	—	2564
Profit before Finance Cost, Depreciation and Taxation	10734	7383
Less : Finance Cost	4725	4290
Profit/ (Loss) before Depreciation and Tax	6009	3093
Less : Depreciation	3551	2549
Profit/ (Loss) before tax	2458	544
Less/(Add) : Current Tax	1250	304
Provision of Deferred Tax Charge/(Credit)	107	(91)
Profit/ (Loss) after tax	1101	331
Add : Balance brought forward from previous year	17121	16789
Surplus available for Appropriation	18222	17121
Appropriations		
Transferred to General Reserve	7500	—
Balance Carried to Balance Sheet	10722	17121

STATE OF COMPANY'S AFFAIRS

During the year there is again same increase in own production of tea crop and this trend should continue as the Company's plantations mature and yield more leaves. Price realizations for Norben teas have remained almost same as previous year in a declining market.

Huge increase in minimum wages in a labour oriented industry with stagnant tea prices realizations is pushing its adverse impact by which the tea growing and manufacturing industry in India in North East in Bengal may end into serious problems as gardens unable to meet and are closed or are on the verge of closure.

TRANSFER TO GENERAL RESERVE

Appropriation amounts of Rs. 75,00,000/- proposed to be transferred to General Reserve.

DIVIDEND

The Board has not recommended any dividend for the financial year 2016-17 in view of retaining cash for your Company's growth prospects.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form MGT 9 in accordance with section 92(3) of the Companies Act, 2013 read with Rules made thereunder is annexed herewith as **Annexure A** in the **Annexure forming part of this Report**.

NO. OF MEETINGS OF THE BOARD

The Board of Directors have met 6 (six) times during the financial year. Details of meeting are given in the "Corporate Governance Report" of the Annual Report.



DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of the Section 134(3)(c) & 134(5) of the Companies Act, 2013, your Directors confirm that:

1. Applicable accounting standards have been followed in the preparation of the Annual Accounts for the year ended 31st March, 2017 with proper explanation relating to material departures.
2. Accounting policies have been selected and applied consistently and judgments and estimates have been made which are reasonable and prudent and have been applied so as to give a true and fair view of the state of affairs of the Company in respect of the financial year ended 31st March, 2017 and of the profit of the Company for that period.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. Annual Accounts for the year ended 31st March, 2017 have been prepared on the basis of going concern concept.
5. The Directors have laid down the internal financial controls to be followed by the Company detailing the policies and procedures and these internal financial controls are adequate and are being operated effectively.
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director has, at the first meeting of the Board and also at the first meeting of the Board after his/her appointment, in the financial year 2016-2017, given a declaration as required u/s.149 of the Companies Act, 2013 that he/she meets the criteria of Independence.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION ETC.

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s.178(3) of the Companies Act, 2013 is given as **Annexure B** in the **Annexure forming part of this Report**.

DIRECTORS

At present your Board is duly constituted comprising of 4 (Four) Directors, Mr. Manoj Kumar Daga (DIN: 00123386), Mr. Ranjan Kumar Jhalaria (DIN: 05353976), Mrs. Swati Sharma (DIN: 06804522) and Ms. Sweta Patodia (DIN: 06869426). In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Sweta Patodia, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

STATUTORY AUDITORS

M/s. L.K.Bohania & Co., Chartered Accountants bearing ICAI Firm Registration Number 317136E was appointed as the Statutory Auditors of the Company for a period of 5 consecutive years.

In terms of the first proviso to Section 139(1) of the Companies Act, 2013 the matter relating to appointment of M/s. L.K.Bohania & Co., Statutory Auditors of the Company has been placed for ratification by the shareholders of the Company at the ensuing 27th Annual General Meeting.

The Company has received written consent from Auditor to such continued appointment and also certificate to the effect that their re-appointment, if ratified, would be in accordance with the conditions prescribed under the Companies Act, 2013. The Board recommends the ratification of their appointment.

AUDITORS REPORT

The report by the Auditors is self explanatory and has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required. There has been no fraud reported by the Auditor under sub-section (12) of section 143.

SECRETARIAL AUDIT

Secretarial Audit for the FY 2016-17 was done by CS Deepak Kumar Khaitan, Practising Company Secretary in accordance with the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report is annexed herewith as **Annexure C** in the **Annexure forming part of this Report**. The Secretarial Audit Report has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

DETAILS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

During the year there was no loans, guarantees or investments made by the company u/s 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

RELATED PARTY TRANSACTION

During the year under review, the Company has entered into transactions covered under section 188(1) of the Companies Act, 2013 with related party as defined under section 2(76) of the Act which were in ordinary course of business and on arm's length and in accordance with the provisions of the Act and Rules made thereunder. Disclosure required u/s 134(3)(h) of the Act is given in Form AOC-2 as **Annexure D** in the **Annexure forming part of this Report**.



MATERIAL CHANGES COMMITMENTS

There are no material changes or commitments affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, is given as **Annexure E** in the **Annexure forming part of this Report**.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has developed and implemented a risk management policy for the Company including identification therein of elements of risk, which in the opinion of the Board, may threaten the existence of the Company. The Board monitors and reviews periodically various aspects of Risk Management policy. At present no particular risk whose adverse impact may threaten the existence of the Company is visualized.

POLICY ON CORPORATE SOCIAL RESPONSIBILITY

The level of operations of the Company does not conform to the minimum threshold of Corporate Social Responsibility reporting.

FORMAL ANNUAL EVALUATION OF BOARD

Formal annual evaluation by the Board of its own performance and that of its committees and individual directors had been done during the year in the manner stated in the Criteria for Performance Evaluation of the Directors of the Company as framed by the Nomination and Remuneration Committee of the Company an given as **Annexure Fin** the **Annexure forming a part of this Report**.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of Business of the Company during the reported financial year.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

There has been no change in the composition of the Board of Directors during the financial year. The details of Key Managerial Personnel who were appointed or have resigned during the financial year are as follows and details thereto are also covered under the Report on Corporate Governance.

Managing Director	:	No Change
Company Secretary	:	Resignation of Mr.Pawan Kothari from the post of Company Secretary of the Company with effect from the close of the business hours on 30.11.2016. Appointment of Ms. Mira Halder as Company Secretary w.e.f.1.12.2016 at Board of Directors Meeting held on 12 th November, 2016.
Chief Financial Officer	:	No Change

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

As on 31st March, 2017, your company has no subsidiaries, joint ventures or associate Companies.

PUBLIC DEPOSITS

The Company has not accepted/renewed any fixed deposits during the year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Being a listed entity, the financial statements are passing through the Audit Committee and the processes of Internal and External (Tax, Cost and Statutory) Audits, before being approved at the meeting of the Board of Directors of the Company. The financial statements are regularly updated on the Company's website and available to all stakeholders.

AUDIT COMMITTEE AS REQUIRED U/S 177(8) OF COMPANIES ACT, 2013

The composition of the Audit Committee is covered under the report on Corporate Governance and which is a part of this report.

Further, during the year there was no recommendation of the Audit Committee which had not been accepted by the Board.



VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees of the Company, to report genuine concerns has been established. The Vigil Mechanism (Whistle Blower Policy) has been uploaded on the Company's website at www.norbentea.com/pdf/vigil-blower.pdf.

PARTICULARS OF DIRECTORS' REMUNERATION U/S.197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S.No.	Name	Designation	% increase in remuneration	Ratio of the remuneration of each director : median remuneration of the employees
1	Manoj Kumar Daga	Mg.Director	NIL	7.04 : 1
2	Ranjan Kumar Jhalaria	Director	NIL	0.33 : 1
3	Swati Sharma	Director	NIL	0.29 : 1
4	Sweta Patodia	Director	NIL	0.07 : 1
5	Pawan Kothari #	Company Secretary	NIL	-
7	Dipa Chatterjee Sarkar	CFO	10.38	-
8	Mira Halder *	Company Secretary	NIL	-

Mr. Pawan Kothari resigned from the post of Company Secretary of the Company with effect from the close of the business hours on 30.11.2016.

* Ms. Mira Halder was appointed as Company Secretary w.e.f.1.12.2016 at Board of Directors Meeting held on 12th November, 2016.

The Company has 103 employees as on 31st March, 2017.

Percentage increase in the median remuneration of employees in the financial year : 7.02%

Average percentile increase in the salaries of employees compared with percentile increase in managerial remuneration is 0.68:1.

Wages of the Tea Garden employees are decided through a Tripartite Agreement between Workers Associations, State Government and Representatives of the Tea Industry. Remuneration paid to other Employees are fixed. No variable remuneration is paid. Remuneration paid is as per the Remuneration Policy of the Company.

PARTICULARS OF EMPLOYEES

As on March 31, 2017 the Company did not have any employee in the category specified in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure & Developments

Tea production has hit a 3 years high at 1250.49 million kg. in 2017, an increase of 1.4% from 1233.14 million kg. in 2015-16. North India's annual production jumped 4.67% to 1043.11 million kg. compared with 981.09 million kg. a year ago.

Bengal produced 357.47 million kg. against 324.5 million kg. in the preceding year. The entire production growth over the past years has come from small growers or farmers operating outside the regulating framework of Plantation Labour Act.

The stagnation in average price for tea per kg. during the last few years coupled with all time high increase in minimum wages in a labour oriented industry has had a huge adverse impact on tea industry.

b) Opportunities, Threats, Risks & Concerns

Because of the very small size of production the Company's teas are readily accepted in niche market for "NORBEN" created over the years.

All the plantations of Norben are of high yielding clones producing bright liquoring teas.

The age of the plantations is very young and provides a great advantage in terms of cost due to less disease and low maintenance cost due to vigorous health of the bush.

The Company has in place systems of Internal Control commensurate with the size of the Company and the nature of its business, which ensures that transactions are recorded, authorized and reported correctly apart from safeguarding its assets against loss from wastage, unauthorized use and removal.

The Internal Control System is supplemented by documented policies, guidelines and procedures. An extensive programme of review is carried out by the Company's Management cum Internal Audit team which submits detailed reports periodically to the Management.

Tea continues to enjoy the status of being the most popular beverage in the World.

The Tea Industry is largely dependent on the vagaries of nature. The Industry is highly labour intensive and is subject to stringent labour laws. Comparatively high labour costs, high social cost over most other tea producing countries, high infrastructure costs remain the major problems for the Indian Tea Industry. Shortage of labour during peak season is also a cause for concern.

These problems need to be addressed by improved productivity. The Tea Industry both in Assam and in West Bengal have discussed with the Trade Unions and implemented productivity linked wages for the tea workers with a view to regain the Industry's competitiveness in the global market.

The small tea growers and bought leaf factories form a considerable part of the Industry in North India. There is a need to regulate these factories to maintain the quality.

c) Segment wise or product wise performance

The Company is a Single Business Segment Company.

d) Outlook

An upsurge in demand from the domestic market should drive tea prices higher. Consumption of tea has increased compared to increase in production, which will improve realizations. However, India needs to take a number of initiatives to strengthen its position in the global market and address emerging markets by further improving the quality as well as packaging standards, thereby enhancing product quality.

e) Risks and Concerns

The Tea Industry is largely dependent on the vagaries of nature. The Industry is highly labour intensive and is subject to stringent labour laws. Comparatively high labour costs, high social cost over most other tea producing countries, high infrastructure costs remain the major problems for the Indian Tea Industry. Shortage of labour during peak season is also a cause for concern.

These problems need to be addressed by improved productivity. The Tea Industry both in Assam and in West Bengal have discussed with the Trade Unions and implemented productivity linked wages for the tea workers with a view to regain the Industry's competitiveness in the global market.

The small tea growers and bought leaf factories form a considerable part of the Industry in North India. There is a need to regulate these factories to maintain the quality.

f) Internal control system and their adequacy

The Company implemented internal control systems to ensure that all assets are safeguarded and protected against loss and that transactions are recorded and reported correctly. The internal control system is commensurate with the size and nature of the Company's business. The systems are regularly reviewed for effectiveness.

g) Discussion on financial performance with respect to operational performance

This has been covered in the Director's report specifically under the section on financial results and performance. The financial review for the year has also been separately covered in this Annual Report.

h) Material developments in human resources/industrial relations front, including number of people employed

The Company emphasizes training and development for optimum results. The Company strives to maintain healthy industrial relations across its various locations and employees. The number of persons employed by the Company as on March 31, 2016 was 105.

i) Cautionary Statement

Statements in the Management Discussions and Analysis Report in regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results which could be different from what the Directors envisage in terms of future performance and outlook. Market data and product information contained in this Report have been based on information gathered from various published and unpublished reports, and their accuracy, reliability and completeness cannot be assured.



DISCLOSURE OF ACCOUNTING TREATMENT

These financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in preparation of the financial statements are consistent with those followed in the previous year.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Certificate regarding compliance of conditions of corporate governance is given as **Annexure G** in the **Annexure forming part of this report**.

STOCK EXCHANGE(S)

The Company has completed the paper publications and other formalities for delisting from the other Stock Exchanges but is yet to receive their certificates of delisting.

For revocation of suspension in trading of Equity Shares of the Company at Bombay Stock Exchange, the Exchange has demanded a huge amount as reinstatement fees which is apparently not justified in terms of the erstwhile Listing Agreement with the Stock Exchanges. Therefore, the Company has taken legal opinion and as advised has moved the matter at Securities Appellate Tribunal, Bombay, pending correspondence with Bombay Stock Exchange to resolve the issue.

APPRECIATION

The Directors wish to place on record their appreciation for the support received from the Local Gram Panchayat, Government Departments, Banks, Stakeholders and all others.

By Order of the Board
For **NORBEN TEA & EXPORTS LTD.**

Regd. Office:
15B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001.
Date : 26th May, 2017.

Manoj Kumar Daga
(Chairman & Mg. Director)
DIN : 00123386



ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE A

MGT - 9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March 2017
[pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	:	L01132WB1990PLC048991
(ii)	Registration Date	:	14-05-1990
(iii)	Name of the Company	:	NORBEN TEA & EXPORTS LTD
(iv)	Category/Sub-Category of the Company	:	PUBLIC LIMITED COMPANY
(v)	Address of the Registered office and contact details	:	15B HEMANTA BASU SARANI, 3 rd Floor KOLKATA - 700 001 TEL. NO. 22100553
(vi)	Whether listed Company	:	YES
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	:	MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road, Kolkata-700 026 TEL. No. : 033-4072 4051, Fax: 033-4072 4050 E-mail: mcssta@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No	Name and Description of main products/services	NIC Code of the Product / service	% to total turnover of the Company
1	Tea	0902	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) **Category-wise share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
(g) Individual/ HUF	2064835	0	2064835	17.573	2147260	0	2147260	18.275	0.701
(h) Central Government									
(i) State Government(s)									
(j) Bodies Corporate	3555197	0	3555197	30.257	3555197	0	3555197	30.257	0.000
(k) Banks/Financial Institutions									
(l) Any Other (specify)									
Sub-Total(A)(1)	5620032	0	5620032	47.830	5702457	0	5702457	48.532	0.701
2. Foreign									
(a) NRIs - Individuals									
(b) Other - Individuals									

(c)	Bodies Corporate									
(d)	Banks/Financial Institutions									
(e)	Any Other (specify)									
	Sub-Total(A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	5620032	0	5620032	47.830	5702457	0	5702457	48.532	0.701
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual funds	0	13500	13500	0.115	0	13500	13500	0.115	0.000
(b)	Banks/ FI									
(c)	Central Govt									
(d)	State Govt(s)									
(e)	Venture Capital Funds									
(f)	Insurance Companies									
(g)	FIs									
(h)	Foreign Venture Capital Funds									
(i)	Others (specify)									
(i-i)	UTI	0	900	900	0.008	0	900	900	0.008	0.000
	Sub-Total (B)(1)	0	14400	14400	0.123	0	14400	14400	0.123	0.000
(2)	Non- Institutions									
(a)	Bodies Corp									
(i)	Indian	627240	9700	636940	5.421	625884	9900	635784	5.411	-0.010
(ii)	Overseas									
(b)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs.1 lakh	2477052	2570206	5047258	42.955	2453543	2543706	4997249	42.530	-0.426
(ii)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	321130	67500	388630	3.307	294221	67500	361721	3.078	-0.229
(c)	Others (specify)									
	NRI	38264	0	38264	0.326	38389	0	38389	0.327	0.001
	Clearing Member	4476	0	4476	0.038	0	0	0	0.000	-0.038
	Sub-Total (B)(2)	3468162	2647406	6115568	52.047	3412037	2621106	6033143	51.346	-0.701
	Total Public Shareholding (B) = (B)(1) + (B)(2)	3468162	2661806	6129968	52.170	3412037	2635506	6047543	51.468	-0.701
	TOTAL (A) + (B)	9088194	2661806	11750000	100.000	9114494	2635506	11750000	100.000	0.000
C.	Shares held by Custodians for GDRs & ADRs									
	Sub-Total (C)									
	GRAND TOTAL (A) + (B) + (C)	9088194	2661806	11750000	100.000	9114494	2635506	11750000	100.000	0.000

(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
1.	Aparna Daga	587343	4.999	0	587343	4.999	0	0
2.	Manoj Kumar Daga Huf	45946	0.391	0	45946	0.391	0	0
3.	Jyoti Devi Daga	437300	3.722	0	437300	3.722	0	0
4.	Shanti Devi Daga	416244	3.543	0	497754	4.236	0	0.693
5.	Manoj Kumar Daga	120501	1.026	0	120501	1.026	0	0
6.	Mangalam Products Pvt Ltd	1205950	10.263	0	1205950	10.263	0	0
7.	Tongani Tea Co. Ltd	2260650	19.240	0	2260650	19.240	0	0
8.	Pallavi Daga	457501	3.894	0	458416	3.901	0	0.007
9.	Anjum Investments Pvt. Ltd.	88597	0.754	0	88597	0.754	0	0
	Total	5620032	47.830	0	5702457	48.532	0	0.700

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

S.No	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	01-04-2016	5620032	47.830	0	0
1	Date wise Increase/Decrease in	06-05-2016	915	0.008	5620947	47.838
2	Promoters Share holding during the year	17-06-2016	1	0.000	5620948	47.838
3	specifying the reasons for	24-06-2016	104	0.001	5621052	47.839
4	increase/decrease	08-07-2016	1457	0.012	5622509	47.851
5	(e.g.allotment/transfer/bonus/sweat	29-07-2016	17562	0.149	5640071	48.001
6	equity etc.): transfer	26-08-2016	2400	0.020	5642471	48.021
7		09-09-2016	1850	0.016	5644321	48.037
8		16-09-2016	1500	0.013	5645821	48.050
9		30-09-2016	807	0.007	5646628	48.056
10		28-10-2016	9243	0.079	5655871	48.135
11		11-11-2016	10368	0.088	5666239	48.223
12		25-11-2016	800	0.007	5667039	48.230
13		02-12-2016	15	0.000	5667054	48.230
14		23-12-2016	2000	0.017	5669054	48.247
15		31-12-2016	3080	0.026	5672134	48.273
16		06-01-2017	3231	0.027	5675365	48.301
17		13-01-2017	1	0.000	5675366	48.301
18		03-02-2017	2932	0.025	5678298	48.326
19		24-02-2017	4145	0.035	5682443	48.361
20		03-03-2017	4452	0.038	5686895	48.399
21		10-03-2017	821	0.007	5687716	48.406
22		17-03-2017	4166	0.035	5691882	48.442
23		24-03-2017	9375	0.080	5701257	48.521
24		31-03-2017	1200	0.010	5702457	48.532
	At the End of the year		5702457	48.532		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

S.No	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Trupati Balaji Constructions Pvt Ltd					
	At the beginning of the year		239864	2.041	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		239864	2.041	0	0
2	Credwyn Holdings (India) Pvt Ltd					
	At the beginning of the year		170000	1.447	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		170000	1.447	0	0
3	Santosh Kumar Dalmia & Sons Huf					
	At the beginning of the year		128467	1.093	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		128467	1.093	0	0
4.	M P Vora Shares And Sec P Ltd					
	At the beginning of the year	01-04-2016	106179	0.904	0	0
a	Date wise Increase/Decrease during the year specifying the reasons for increase/decrease	04-11-2016	-200	-0.002	105979	0.902
b	(e.g. allotment/ transfer/ bonus / sweat equity etc.): transfer	24-03-2017	-200	-0.002	105779	0.900
	At the End of the year		105779	0.900		
5	Mansi Kadam					
	At the beginning of the year		39250	0.334	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		39250	0.334	0	0
6	Abhay Sawant					
	At the beginning of the year		39250	0.334	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		39250	0.334	0	0
7	Jameel Ahmed Shariff					
	At the beginning of the year		21930	0.187	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					

	At the End of the year (or on the date of separation, if separated during the year)		21930	0.187	0	0
8	Shyama Sarda					
	At the beginning of the year		21571	0.184	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		21571	0.184	0	0
9.	Peter Marcel Lobo					
	At the beginning of the year		20250	0.172		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year		20250	0.172		
10	Varsha Jaiswal					
	At the beginning of the year		20000	0.170	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)		20000	0.170	0	0

(v) Shareholding of Directors and Key Managerial Personnel :

S.No	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Manoj Kumar Daga, MD					
	At the beginning of the year	01-04-2016	120501	1.026	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.):					
	At the End of the year		120501	1.026	0	0
2	Dipa Chatterjee Sarkar, CFO					
	At the beginning of the year	01-04-2016	11200	0.095	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.) :					
	At the End of the year		11200	0.095		

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	22436203	11000000	0	33436203
(ii) Interest due but not paid	0	201488	0	201488
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	22436203	11201488	0	33637691
Change in Indebtedness during the financial year				
* Addition	5259822	7500000	0	12759822
* Reduction	748561	89161	0	837722
Net Change	4511261	7410839	0	11922100
Indebtedness at the end of the financial year				
(i) Principal Amount	26947464	18500000	0	45447464
(ii) Interest due but not paid	0	112327	0	112327
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	26947464	18612327	0	45559791

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time directors and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Manoj Kumar Daga	
1.	Gross Salary	660000	660000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission	—	—
	- as % of profit	—	—
	- others, specify	—	—
5.	Others, please specify	—	—
	Total (A)	660000	660000
	Ceiling as per the Act	4200000	4200000

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Ranjan Kumar Jhalaria	Swati Sharma	
3.	Independent Directors			
	Fee for attending Board/ Committee meetings	29000	26000	55000
	Commission	0	0	0
	Others (please specify)	0	0	0
	Total (1)	29000	26000	55000
4.	Other Non-Executive Directors		Sweta Patodia	
	Fee for attending Board/ Committee meetings	0	3500	3500
	Commission	0	0	0
	Others (please specify)	0	0	0
	Total (2)	0	3500	3500
	Total (B)= (1 + 2)	29000	29500	58500
	Total Managerial Remuneration	—	—	—
	Overall Ceiling as per the Act	—	—	—

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD:

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Pawan Kothari, CS *	Mira Halder, CS #	Dipa Chatterjee Sarkar, CFO	
1.	Gross Salary	80000	62000	376800	518800
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—
	(b) Value of perquisites u/s.17(2) Income-tax Act, 196	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission	—	—	—	—
	- as % of profit	—	—	—	—
	- others, specify	—	—	—	—
5.	Others, please specify	—	—	—	—
	Total	80000	62000	376800	518800

• Resigned on 30th November, 2016 # Appointment from 1st December, 2016

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment					
Compounding					

ANNEXURE B

REMUNERATION POLICY

Introduction

The Remuneration Policy of Norben Tea & Exports Ltd. (the "Company"), is designed to attract, motivate and retain exceptional employees in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

Remuneration to Directors, Key Managerial Personnel and other employees involving a balance between fixed and incentive pay which reflect short and long term performance objectives appropriate to the working of the Company and its goals.

APPOINTMENT OF DIRECTORS

Appointment of Director(s) are being done as per the applicable provisions and schedules of the Companies Act. 2013.

BOARD REMUNERATION

Efforts are made to ensure that the remuneration of the Board of Directors matches the level with comparable companies, whilst also taking into consideration board members' required competencies, efforts and the scope of the board function, including the number of meetings.

Fixed remuneration

Whole Time Director(s) of the Board of Directors will receive a fixed salary, alongwith basic perquisites which is approved by the shareholders of the Company at a General Meeting.

Sitting Fees

The Board shall fix the sitting fees for the Directors and Members of the various Committees, taking into account the extent of responsibilities and time commitment, the results of the Company keeping in view fees paid by other peer companies, which are similar in size and complexity.

Incentive programme, bonus pay, etc.

Presently, the Company does not have any incentive programme .

Reimbursement of expenses

Expenses in connection with board and committee meetings are reimbursed as per account rendered.

Pension scheme

The Board of Directors is not covered by any pension scheme or a defined benefit pension scheme.

REMUNERATION TO OTHER KEY MANAGERIAL PERSONNEL

The Nomination & Remuneration Committee submits proposals concerning the remuneration of the other Key Managerial Personnel to ensure that the remuneration is in line with the conditions in comparable companies.

Other Key Managerial Personnel are entitled to a competitive remuneration package consisting of the following components:

- Fixed salary
- Bonus
- Benefits, e.g. use of company car, telephone, broadband, etc.

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Personal benefits

Other Key Managerial Personnel will have access to a number of work-related benefits, including company car, free telephony, broadband at home, and work-related newspapers and magazines. The extent of individual benefits are not necessarily same for each individual member of the Executive Management.

Other Key Managerial Personnel may be covered by insurance policies:

- Accident insurance
- Health insurance
- Directors and Officers Liability Insurance



Notice of termination

The employment relationship is terminable by giving a months' notice on either side.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Managerial Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

Disclosure

The total remuneration of the Key Managerial Personnel is stated in the Annual Report.

REMUNERATION TO OTHER EMPLOYEES

The Nomination & Remuneration Committee submits proposals concerning the remuneration of other employees and ensures that the remuneration is in line with the conditions in comparable companies.

Other Employees entitled to a competitive remuneration package consisting of the following components:

· Fixed salary

· Bonus

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Other benefits

Housing/Housing Repair Allowance.

Notice of termination

As per the prevailing laws of the State Government.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Managerial Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

Criteria for determining qualifications, positive attributes and independence of director

The Company will follow the guidelines as mentioned in Schedule IV of the Companies Act, 2013 and under Regulation 19(4) of the Listing Regulation with the Stock Exchange(s) in determining qualifications, positive attributes and independence of director.

ANNEXURE C

SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,
Norben Tea & Exports Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Norben Tea & Exports Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 1956 and the rules made thereunder, to the extent they were applicable during the Audit Period and The Companies Act, 2013 and the rules made thereunder (hereinafter collectively called as 'the Act');
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- (Not applicable to the Company during the Audit Period);
- (vi) The followings Acts, over and above other laws are specifically applicable to the company as per the Management Representation Letter issued by the Company of even date:-
 - (a) The Tea Act, 1953 and rules thereunder
 - (b) The Food Safety and Standards Act, 2006 and Food Safety and Standards rules, 2011
 - (c) The Tea Waste Control (Order) 1959
 - (d) The Tea Marketing Control Order, 2003

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 entered into by the Company with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at board meetings and committee meetings held during the Audit Period carried out unanimously as recorded in the minutes of the respective meetings.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the following specific events/ actions have a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc. referred to as above are as follows :-

- (a) Appointment of MCS Share Transfer Agent Limited having its office at 12/1/5, Manoharpukur Road, Kolkata 700026 as a new Registrar and Share Transfer Agent (RTA) w.e.f 1st November, 2016
- (b) Alteration of Articles of Association by adopting entirely new set of Articles of Association as per Companies Act, 2013
- (c) Appointment of new Auditor.

This report is to be read with our letter of even date which is annexed as **Annexure A** and form an integral part of this report.

Place: Kolkata
Date: 26.05.2017

Signature:
Name: Deepak Kumar Khaitan
F.C.S. No.: 5615 / C.P. No.: 5207
ICSI Unique Code No.: I2003WB347200

To
The Members
NORBEN TEA & EXPORTS LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 26.05.2017

Signature:
Name: Deepak Kumar Khaitan
F.C.S. No.: 5615 / C.P. No.: 5207
ICSI Unique Code No.: I2003WB347200

ANNEXURE D
FORM AOC-2

1. Details of contracts or arrangements or transactions not at arm's length basis:

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under proviso to section 188
NIL								

2. Details of material contracts or arrangement or transactions at arm's length basis:

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board; if any	Amount paid as advances, if any:
NIL						

3. Details of contracts or arrangement or transactions at arm's length basis:

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board; if any	Amount paid as advances, if any:
1.	Tongani Tea Company Limited: enterprise over which Key Managerial Personnel have significant influence	Single transaction	One time	Agricultural sale (tea plants) Rs.1512000/-	Noting done at Board Meeting held on 27 th May 2016	Nil

ANNEXURE E

STATEMENT OF PARTICULARS UNDER THE COMPANIES(ACCOUNTS) RULES 2014

A.	Conservation of energy
i)	The steps taken or impact on conservation of energy; _____ Company's operations involve substantial consumption of energy when compared to the cost of production. Wherever possible energy conservation and efficiency measures have been undertaken. The Company's business involves use of energy only for final processing of Tea leaves. For growing of Tea leaves, the reliance is more on natural resources of energy than on fossil fuels.
ii)	The steps taken by the company for utilizing alternate sources of energy; _____ The Company constantly considers up-gradation of existing machineries and processes to optimise use of alternate sources of energy for processing of Tea leaves. Availability of natural gas through pipeline or bullet tanker is eagerly awaited, which the Company can readily use at a much lower cost to both the Company and the environment.
iii)	The capital investment on energy conservation equipments; _____ For all new equipments purchased, weightage is given to conservation of electrical energy to reduce long term running costs.
B.	Technology absorption
i)	The efforts made towards technology absorption: _____ The Company subscribes to the Tea Research Association and implements their guidance and recommendations. The Company has no R&D Unit as such. Further more, the Company is moving in the direction of certifications such as Rain Forest Alliance and follows the Plant Protection Code, Maximum Residue Levels and the Trustea Code.
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution; _____ The per hectare cost of insecticides and pesticides used for spraying in tea growing areas has reduced. Only the items appearing in the approved list are used, by which the Company's produced has become compliant with more markets having different approval parameters.
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –
	a) The details of technology imported : NIL
	b) The year of import : NIL
	c) Whether the technology been fully absorbed : NA
	d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : NA
iv)	The expenditure incurred on Research and Development; _____ As covered under item (i) above.
C.	Foreign exchange earnings and Outgo
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange Outgo during the year in terms of actual outflows. Nil

ANNEXURE F

THE CRITERIA FOR PERFORMANCE EVALUATION OF THE DIRECTORS OF THE COMPANY

The Board will assess its performance each year. The Nomination and Remuneration Committee is responsible to create a process for making such assessment and to report annually to the Board on the results of the assessment process. The purpose of the assessment is to increase the effectiveness of the Board. The various Committees of the Board shall annually conduct a self-assessment of their performance and respective Terms of Reference.

Formal annual evaluation by the Board of its own performance and that of its Committees and Individual Directors shall also be done as outlined below:

The Company will follow a seven step system of the following processes for evaluation:

METHODOLOGY

What the Company hopes to achieve?

Clearly identified objectives will enable the Company to set specific goals for the evaluation and make decisions about the scope of the review. Such issues as the complexity of the performance problem, the size of the board, the stage of organisational life cycle and significant developments in the firm's competitive environment will determine the issues the Company wishes to evaluate.



Who will be evaluated?

With the objectives for the evaluation set, the Company needs to decide whose performance will be reviewed to meet them. The Company needs to consider three groups: the Board as whole (including board committees), individual directors (including the roles of chairperson and/or lead independent director), and key governance personnel (generally the CFO and company secretary).

What will be evaluated?

Having established the objectives of the evaluation and the people/groups that will be evaluated to achieve those objectives, the next stage involves the evaluation becoming specific. It is now necessary to elaborate these objectives into a number of specific topics to ensure that the evaluation (1) clarifies any potential problems, (2) identifies the root cause(s) of these problems, and (3) tests the practicality of specific governance solutions, wherever possible. This is necessary whether the board is seeking general or specific performance improvements and will suit boards seeking to improve areas as diverse as board processes, director skills, competencies and motivation, or even boardroom relationships.

Who will be asked?

Internally, Board members, the CEO, senior managers and, in some cases, other management personnel and employees may have the necessary information to provide feedback on elements of a company's governance system.

Externally, owners/members and even financial markets can provide valuable data for the review. Similarly, in some situations, government departments, major customers and suppliers may have close links with the board and be in a position to provide useful information on its performance.

What techniques will be used?

Depending on the degree of formality, the objectives of the evaluation, and the resources available, boards may choose between a range of qualitative and quantitative techniques.

Who will do the evaluation?

The next consideration in establishing evaluation framework is to decide who the most appropriate person is to conduct the evaluation. If the review is an internal one, the chairperson commonly conducts the evaluation. However, there are times when it may be more appropriate to delegate either to a non-executive or lead director, or to a board committee. In the case of external evaluations, specialist consultants or other general advisers with expertise in the areas of corporate governance and performance evaluation may lead the process.

What do you do with the results?

Since the Board as a whole is responsible for its performance, the results of the review will be released to the board in all but the most unusual of circumstances. Where the evaluation objectives are focused entirely on the board, board members will simply discuss the results among themselves.

ANNEXURE G

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER REGULATION 34(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of Norben Tea & Exports Limited
Kolkata.

We have examined the compliance of conditions of corporate governance by Norben Tea & Exports Limited for the year ended 31st March, 2017 as stipulated in Regulation 34(3) read with Clause E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulation").

The compliance of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulation.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **L.K.BOHANIA & CO.**
Chartered Accountants
FRNo. 317136E

VIKASH MOHATA
Partner
Membership No: 304011
Place: Kolkata
Date : 26th May, 2017.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

1. Company's Philosophy

Your Company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to enhancing shareholders value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the board on all important policy matters.

2. Board of Directors

The Company has an efficient and well appointed Board. The Committees are all duly formed. Ms. Mira Halder, Company Secretary of the Company, acts as the Secretary to all the committee meetings of the Company. All committee meetings are attended by such other Executives as required.

Composition of Board

The Company has an Executive Chairman & Managing Director and at least 50% of the total number of Directors are Independent Directors who bring independent views/ opinions in the Board's deliberations and decisions.

During the financial year 2016-2017 the Board met 6 (six) times. The gap between any two meetings did not exceed 120 days.

S.No.	Date of Meeting of Board of Directors	Attended by			
		Mr. Manoj Kumar Daga	Mr. Ranjan Kumar Jhalaria	Mrs. Swati Sharma	Ms. Sweta Patodia
1	27-05-2016	Y	Y	Y	-
2	11-07-2016	Y	Y	Y	Y
3	05-08-2016	Y	Y	Y	-
4	13-08-2016	Y	Y	Y	-
5	12-11-2016	Y	Y	Y	-
6	14-02-2017	Y	Y	Y	-

* Y – Yes

The information as required under Schedule V of Listing Regulation is as under:

Name	Relationships between Directors Inter-se	Category	Designation	No. of Board Meetings attended	No. of other Directorship held	Total No. of Membership/ Chairmanship held including the Company		Attendance at last AGM
						Membership	Chairmanship	
Mr. Manoj Kumar Daga	Not related	Promoter & Executive Director	Managing Director (liable to retire by rotation)	6	5	3	2	Yes
Mr. Ranjan Kumar Jhalaria	Not related	Independent & Non-executive Director	Director	6	1	2	2	Yes
Mrs. Swati Sharma	Not related	Independent & Non-executive Director	Director	6	—	2	—	Yes
Ms. Sweta Patodia	Not related	Non-executive Director	Director (liable to retire by rotation)	1	—	2	—	No

None of the Non-Executive Directors hold any shares in the Company.

Number of committees in which a Director may serve excludes private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded.

None of the Directors on the Board is a member of more than 10 committees nor Chairman of more than 5 committees [as per Regulation 26(1)(b) of Listing Regulation] across all the public limited companies in which he/she is a Director.

Membership/Chairmanship of only the Audit Committee and Stakeholders Relationship Committee of all the Public Limited Companies have been considered.

All the Directors have made the requisite disclosures regarding Committee positions occupied by them in other companies. The Company's Board as on 31.03.2017 had 4 Directors comprising one Managing Director and 3 Non-Executive Directors, of which 2 are Independent Directors.

3. Audit Committee

The Audit Committee was constituted by the Board of Directors and the composition, powers, terms of reference and the role of the Committee were laid out to comply with the requirements of the Listing Regulation, and with the spirit of Corporate Governance. The Audit Committee also complies with the relevant provisions of the Companies Act, 2013 and performs all the roles as specified in the Listing Regulation. However, brief description of the terms of reference of the Audit Committee are :

- Overview of the Company's financial reporting process and the disclosure of its financial information.
- Recommend the appointment/removal of statutory auditors, nature and scope of audit, fixation of audit fee and payment for any other services to statutory auditors.
- Review with the management the quarterly and annual financial statements before submission to the Board.
- Review with the management, statutory and internal auditors, the internal audit reports and the reports of statutory auditors.
- Review of the adequacy and effectiveness of Internal Audit function, the internal control system of the Company, compliance with the Company's policies and applicable laws and regulations.
- Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

The Audit Committee may also review such matters as considered appropriate by it or referred to it by the Board.

Composition and other details

The Audit Committee of the Board comprises of 3 (three) Directors viz: Mr. Rajan kumar Jhalalaria, Mrs. Swati Sharma and Ms. Sweta Patodia. Mr. Ranjan Kumar Jhalalaria, Chairman of the Committee, has expert knowledge of finance and accounting. During the financial year 2016-2017 the Committee met 5 (five) times as follows:

S.No.	Date of Meeting of Audit Committee	Attended by
1	27-05-2016	Mr. Rajan Kumar Jhalalaria, Mrs. Swati Sharma
2	11-07-2016	Mr. Rajan Kumar Jhalalaria, Mrs. Swati Sharma, Ms. Sweta Patodia
3	13-08-2016	Mr. Rajan Kumar Jhalalaria, Mrs. Swati Sharma
4	12-11-2016	Mr. Rajan Kumar Jhalalaria, Mrs. Swati Sharma
5	14-02-2017	Mr. Rajan Kumar Jhalalaria, Mrs. Swati Sharma

The gap between any two meetings did not exceed 120 days.

4. Nomination & Remuneration Committee

The Nomination & Remuneration Committee (NRC) was constituted by the Board of Directors to evaluate compensation and benefits to Executive Director(s). The broad terms of reference are to determine and recommend to the Board, remuneration payable to Executive Directors, remuneration policy of the company and appraisal of performance of the Directors. The Remuneration Policy is given in the Annexure 'B' to the Directors Report.

Composition and other details

The Committee comprises of 3 (three) Directors viz: Mr. Ranjan Kumar Jhalalaria, Mrs. Swati Sharma and Ms. Sweta Patodia. Mr. Ranjan Kumar Jhalalaria is the Chairman of the Committee.

During the financial year 2016-2017 the Committee met 2 (two) times as follows:

S.No.	Date of Meeting of Nomination & Remuneration Committee	Attended by
1	27-05-2016	Mr. Ranjan Kumar Jhalalaria, Mrs. Swati Sharma
2	10-11-2016	Mr. Ranjan Kumar Jhalalaria, Mrs. Swati Sharma

The performance evaluation criteria for independent directors has been given in Annexure 'F' to the Directors' Report.

Remuneration of Directors

A sitting fee of Rs.2500/- is paid to the Non-Executive Directors for attending each meeting of the Board and Rs.1000/- for each meeting of the Committee. Further, NRC meeting held on 10th November, 2016, the Directors mutually decided to waive the sitting fees. During the Financial Year 2016-2017, following was the remuneration paid to Non-Executive Directors for attending board meetings and other committee meetings:

Director	Sitting Fee (Rs.)
Mr. Rajan Kumar Jhalaria	29,000
Mrs. Swati Sharma	26,000
Ms. Sweta Patodia	3,500

The remuneration and terms of appointment of the Managing Director are approved by the Board of Directors and the shareholders of the Company subject to Government approval whenever required as per the provisions of the Companies Act, 2013. The Company has only one whole time Director, Mr. Manoj Kumar Daga who is the Managing Director (MD) of the Company. He has been appointed for a term of 5 years from 01/04/2014 to 31/03/2019 as per the Agreement dated 09/08/2014. He is paid a salary of Rupees Six Lakhs Sixty Thousand annually, besides other perquisites. Notice or payment in lieu of notice is not applicable as per the Agreement. The Company shall not pay any severance fees as per the Agreement. The Company has not given any stock option.

During the Financial Year 2016-2017, following was the remuneration paid to Executive Director:

Director	Salary (Rs.)	Contribution to PF & Others (Rs.)	Other Benefits (Rs.)	Tenure of Service Contract	Variable Component (Rs.)	Total (Rs.)
Mr. Manoj Kumar Daga	6,60,000	21,600	—	5 years from 01/04/2014 to 31/03/2019	—	6,81,600

5. Stakeholders Relationship Committee (erstwhile Stakeholders' Grievance Committee)

Stakeholders Relationship Committee" (SRC) was constituted by the Board of Directors. The Committee responsible for looking after and dealing with grievance received from investors of the Company.

Composition and other details

The Committee comprises of 4 (four) Directors viz: Mr. Ranjan Kumar Jhalaria, Ms. Sweta Patodia, Mrs. Swati Sharma and Mr. Manoj Kumar Daga. Mr. Ranjan Kumar Jhalaria is the Chairman of the Committee. Ms. Mira Halder, Company Secretary is the Compliance Officer.

Number of Shareholders' complaints received so far : 1
Number not solved to the satisfaction of shareholders : Nil
Number of pending complaints : Nil

With effect from 27th June, 2011 in terms of SEBI Circular No.CIR/OIAE/2/2011, dated 3rd June, 2011, processing and updating of all investor complaints in SEBI Complaints Redress System (SCORES) is being done on behalf of the Company by its RTA, C.B. Management Services Pvt. Ltd. whose termination of registrar's work was effected from 1st November, 2016, remaining half yearly all investor complaints in SEBI Complaints Redress System (SCORES) is being done on behalf of the Company by its RTA, MCS Share Transfer Agent Limited after entering into a Tripartite Agreement which was effected from 1st November, 2016.

6. Share Transfer Committee (STC)

Pursuant to Schedule V of Listing Regulation, the Board has delegated the powers of share transfer, transmission, sub-division, consolidation etc. to Share Transfer Committee in order to expedite the process of share transfer etc. The Committee generally meets once in a fortnight.

Composition and other details

The Committee comprises of 4 (four) Directors viz.: Mr. Manoj Kumar Daga, Mr. Rajan Kumar Jhalaria, Mrs. Swati Sharma and Ms. Sweta Patodia.

There were no valid requests pending for share transfer as on 31st March, 2017. All requests for dematerialisation and rematerialisation of shares received in the aforesaid period were confirmed or rejected into the NSDL/CDSL system.

A call centre has been set up to attend to the calls of the investors. The call centre number is (033) 2210-0553.

7. Review Committee (RC)

The Review Committee was constituted by the Board of Directors to review the Limited Review Report as prepared by the Statutory Auditor of the Company Pursuant to Regulation 33 with Stock Exchanges. The broad terms of reference are to review the Limited Review Report before sending the same to the Stock Exchanges.

Composition and other details

The Review Committee of the Board comprises of 2 (two) Directors viz: Mr. Manoj Kumar Daga, and Mr. Rajan Kumar Jhalaria. During 2016-2017, the Review Committee met 3 (three) times. Mr. Manoj Kumar Daga and Mr. Ranjan Kumar Jhalaria, attended all the meetings.

8. General Body Meetings

Location and time, where last three Annual General Meetings held:-

Financial year ended	Date	Venue	Time	No. of Special Resolution	Members presented by	
					Person	Proxy
2014	30.07.14	G.D.Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019.	10.30 a.m.	Nil	815	399
2015	31.07.15	Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata-700071	10.30 a.m.	Nil	358	148
2016	02.09.16		10.30 a.m.	1	226	11

No special resolution was passed during the previous year through postal ballot.

No special resolution is proposed to be conducted through postal ballot.

9. Means of Communication

The quarterly financial results are being sent to the Stock Exchanges and are being published in the newspapers : The Financial Express (English daily) and in vernacular, Dainik Lipi (Bengali daily) as per proforma prescribed under the Listing Regulation.

The same is also displayed on the Company's Website: www.norbentea.com.

This website also displays official news releases.

The presentations made to institutional investors or to the analysts, if any, are displayed on the website.

10. General Shareholders Information

- (a) AGM: Date, Time and Venue :: Friday, the 28th day of July, 2017 at 10.30 a.m. at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata – 700 071.
- (b) Financial Year :: April 2016 to March 2017
- (c) Dividend Payment Date :: —
- (d) Listing on Stock Exchanges ::
National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot no: C/1 G Block, Bandra (E), Mumbai - 400 051. Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400 001.
Listing fees for the year 2016-17 have been paid.
- (e) Stock code:
National Stock Exchange of India Limited :: NORBTEAEXP
Bombay Stock Exchange Ltd. :: 519528
- (f) Stock Market Price Data and Performance in comparison to broad-based indices such as BSE Sensex :
High, Low during each month in last financial year :

Month & Year	Market Price at NSE		Sensex (BSE)	
	High	Low	High	Low
April '16	8.95	6.95	26100.54	24523.20
May '16	8.65	6.80	26837.20	25057.93
June '16	8.35	8.00	27105.41	25911.33
July '16	8.70	7.60	28240.20	27034.14
Aug '16	8.60	6.75	28532.25	27627.97
Sept '16	7.35	5.70	29077.28	27716.78
Oct '16	9.15	6.20	28477.65	27488.30
Nov '16	9.70	8.75	28029.80	25717.93
Dec '16	10.50	8.75	26803.76	25753.74
Jan '17	8.35	6.25	27980.39	26447.06
Feb '17	7.65	6.70	29065.31	27590.10
Mar '17	8.15	6.80	29824.62	28716.21

- (g) Suspension of trading Trading has been suspended by Bombay Stock Exchange Ltd. for the shares of the Company. Please refer last page of Directors' Report.
- (h) Registrar and Share Transfer Agents: MCS Share Transfer Agent Limited
12/1/5, Manoharpukur Road, Kolkata – 700 026
Telephone: 033-4072 4051; Fax: 033-4072 4050
E-mail: mcssta@rediffmail.com
Website : www.mcsregistrars.com
- (i) Share Transfer System:
The Company's shares are covered under the compulsory dematerialization list and transferred in dematerialised form through the depository systems of both NSDL & CDSL. Shares in physical mode which are lodged for transfer are processed and returned to the shareholder within the stipulated time. Further, M/s. MCS Share Transfer Agent Limited also being the Company's demat Registrars, requests for dematerialization of shares are processed and confirmation is given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

(j) Distribution of shareholding :

Category (No. of shares)		No. of Shareholders		No. of Shares held		% of Equity	
From	To	Physical Form	Demat Form	Physical Form	Demat Form	Physical Form	Demat Form
1	500	15400	9216	2188206	1367750	18.62	11.64
501	1000	133	446	113900	374955	0.97	3.19
1001	2000	51	194	76000	300690	0.65	2.56
2001	3000	6	48	15900	120531	0.14	1.03
3001	4000	4	25	14100	89434	0.12	0.76
4001	5000	9	34	40900	160695	0.35	1.37
5001	10000	20	24	119000	166188	1.01	1.41
10001 and above		6	21	67500	6534251	0.57	55.61
Total		15629	10008	2635506	9114494	22.43	77.57
Grand Total		25637		11750000		100.00	

Shareholding Pattern as on 31 st March 2017		
Category	No. of shares held	% of shares held
Promoters, Directors & Relatives	5702457	48.53
Non Resident Individual	38389	0.33
Indian Financial Institutions	—	—
Nationalised Banks and Mutual Funds	14400	0.12
Other Bodies Corporate	635784	5.41
Public	5358970	45.61
Any other (clearing member)	—	—
Total	11750000	100.00

(k) Dematerialisation of shares and Liquidity :

Demat ISIN No. INE369C01017

(l) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity :
The Company did not have any outstanding GDRs/ADRs/Warrants or Convertible Instruments as on 31st March, 2017.

(m) Commodity price risk or foreign exchange risk and hedging activities: NIL

(n) Plant Location: P.O. Kuripara, Dist: Jalpaiguri –735132, West Bengal.

(o) Address for correspondence: Norben Tea & Exports Limited,
15B Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001.
Telephone No: 2210-0553; Fax : 2210 0541.

11. Other Disclosure :

- (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large : NIL
- (b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years : NIL
- (c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee : The Company has established a Vigil Mechanism / Whistle Blower Policy. It is affirmed that no personnel has been denied access to the Audit Committee.



- (d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements : The Company has complied with all the applicable mandatory requirements of Corporate Governance as specified under Schedule II of the Listing Regulation. The Company has adopted the following discretionary (non-mandatory) requirements as stated in Schedule II- Part E, Clause E of the Listing Regulation: (i) adopting the financial statement with unmodified audit opinion, (ii) the internal auditor reporting directly to the Audit Committee
- (e) Weblinks to:
- i. Policy for determining 'material' subsidiaries : N.A.
 - ii. Familiarisation Programme for Independent Directors' : http://norbentea.com/pdf/familiarisationprogramme_norben.pdf
 - iii. Related Party Transaction Policy : http://norbentea.com/pdf/rpt_norben.pdf
 - iv. Preservation of documents and Archival Policy : http://norbentea.com/pdf/preservation_of_documents_and_archival_policy.pdf
 - v. Code of Conduct : <http://norbentea.com/pdf/code-of-conduct.pdf>
 - vi. Whistle Blower Policy : <http://norbentea.com/pdf/whistle-blower.pdf>
 - vii. Policy on Harrassment : <http://norbentea.com/pdf/policy-on-harrassment.pdf>
 - viii. Code of Conduct Regulate, Monitor and Report Trading : http://norbentea.com/pdf/code_of_conduct_to_regulate_monitor_and_report.pdf
 - ix. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information : http://norbentea.com/pdf/code_of_practices_and_procedures.pdf
- (f) Disclosure of commodity price risks and commodity hedging activities : N.A.

CEO/CFO Certification

The Company is duly placing a certificate to the Board from Mr. Manoj Kumar Daga, Managing Director (CEO) and Mrs. Dipa Chatterjee Sarkar, Chief Financial Officer (CFO) of the Company, in accordance with the provisions of the proviso to Regulation 33(2)(a) of the Listing Regulation. The aforesaid certificate duly signed by the said persons in respect of the financial year ended 31st March, 2017 has been placed before the Board at the Meeting held on 26th May, 2017.

DECLARATION ON COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company pursuant to Clause D of Schedule V of Listing Regulation with Stock Exchanges.

All the members of the Board and Senior Management of the Company have affirmed compliance with the said Code of Conduct on an annual basis.

Date: 26th May, 2017

Manoj Kumar Daga
Managing Director
DIN : 00123386



INDEPENDENT AUDITOR'S REPORT

The Members of

M/s. Norben Tea & Exports Ltd.

(CIN – L01132WB1990PLC048991)

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **Norben Tea & Exports Ltd** which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule-7 of the Companies (Accounts) Rules, 2014.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns/statements adequate for the purposes of our audit have been received from garden not visited by us;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns/statements received from garden not visited by us;
 - d. in our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules 2014.

- e. on the basis of written representations received from the directors as on 31st March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company have pending litigations impact of which have been disclosed on its financial statements – Refer Note No. 28. Further these pending litigations would not impact the financial position of the company.
 - ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to Investor Education and Protection Fund by the company.
 - iv) The Company has provided requisite disclosure in the financial statement as to holding as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedure and relying on the management representation we report that the disclosures are in accordance with books of accounts maintained by the company and as produced to us by the management – Refer Note No. 33.

For **L. K. BOHANIA & Co.**
Chartered Accountants
FRNo.317136E
Vikash Mohata
Partner.
Membership No.-304011

Place : Kolkata.

Dated : The 26th Day of May, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our report to the members of M/s. **NORBEN TEA & EXPORTS LTD.** for the year ended 31st March 2017. We report that:

- i)
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) As informed, the fixed assets have been physically verified by the management at the year end and no material discrepancies are reported to have been noticed on such verification.
 - c) In view of the volume of title deeds involved and according to the information and explanations given to us and on the basis of our selective examination of the records of the Company as produced, we have neither come across nor have we been informed any title deeds of immovable properties which are not held in the name of the Company.
- ii)
 - a) The inventory has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.
 - b) In our opinion and according to the information & explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - c) On the basis of our examination of records of inventory and in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operation of the company.
- iii) On the basis of our examination of the books of account and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to Companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Thus the paragraph 3(iii) of the order is not applicable to the company.
- iv) On the basis of our examination of the books of account and according to the information and explanations given to us, the Company has during the year complied with the provisions of Section 185 and 186 of the Companies Act, 2013, with respect to the loans and investments made.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, and the rules framed there under and the directives issued by the Reserve Bank of India. To the best of our knowledge and according to the information and explanations given to us, no order has been passed

by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal against the company.

- vi) On the basis of examination of the records produced, we are of the opinion that, prima facie, the Cost records as prescribed by the central government under sub-section (1) of section 148 of the Act have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) a) On the basis of examination of the books of account and according to the information & explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, except Professional Tax. According to the information and explanations given to us, the undisputed amount payable in respect of Professional Tax is Rs. 1,58,121/-, which were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us there are no statutory dues of duty of custom, duty of excise, service tax, sales tax and value added tax, which have not been deposited on account of any dispute. However, according to information and explanation given to us, the following dues of income tax have not been deposited by the Company on account of Disputes:

Name of the statute	Nature of dues	Amount of Demand in dispute (Rs.)	Period to which the amount relates	Forum where dispute is pending	Amount Paid under protest(Rs.)
Income Tax	Income Tax	24,65,000/-	1995-1996	DCIT, Kolkata	—
Income Tax	Income Tax	1,34,240/-	2009-2010	DCIT, Kolkata	—
Income Tax	Income Tax	38,950/-	2010-2011	CIT(A), Kolkata	36,019/-
Income Tax	Income Tax	8,45,670/-	2011-2012	CIT(A), Kolkata	1,57,344/-
Income Tax	Income Tax	4,23,930/-	2012-2013	DCIT, Kolkata	—
Income Tax	Income Tax	62,55,770/-	2013-2014	CIT(A), Kolkata	9,38,366/-
Income Tax	Income Tax	5,80,970/-	2014-2015	CIT(A), Kolkata	88,150/-

- viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to financial institution, banks or debenture holders during the year.
- ix) During the year, the company has raised money by way of term loan from bank and the term loan availed has been utilized for the purpose for which it is raised.
- x) According to the information and explanation given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by the provision of section 197 read with Schedule V of the act.
- xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the act where applicable and details of such transactions have been disclosed in the financial statements in Note No. 32 of the notes on financial statement as required by the Accounting Standards(AS)-18.
- xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered in to non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **L. K. BOHANIA & Co.**
Chartered Accountants
FRNo.317136E
Vikash Mohata
Partner.
Membership No.-304011

Place : Kolkata.
Dated : The 26th Day of May, 2017



Annexure “B” to the Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of NORBEN TEA & EXPORTS LTD. (“the Company”) as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **L. K. BOHANIA & Co.**
Chartered Accountants
FRNo.317136E
Vikash Mohata
Partner.
Membership No.-304011

Place : Kolkata.
Dated : The 26th Day of May, 2017



BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
I. EQUITY & LIABILITIES			
1 Shareholders' Funds			
a) Share Capital	2	117,500,000	117,500,000
b) Reserves & Surplus	3	40,224,639	39,123,177
2 Non-Current Liabilities			
a) Long Term Borrowings	4	20,982,826	11,578,725
b) Long Term Provisions	5	2,849,499	3,404,311
3 Current Liabilities			
a) Short Term Borrowings	6	23,343,511	20,321,098
b) Trade Payables	7		
Total outstanding dues to micro enterprises and small enterprises		-	-
Total outstanding dues to other creditors than micro enterprises and small enterprises		2,293,754	1,595,813
c) Other Current Liabilities	8	2,900,215	4,450,410
d) Short Term Provisions	9	300,320	230,012
TOTAL		210,394,764	198,203,546
II. ASSETS			
Non-Current Assets			
a) Fixed Assets			
Tangible Assets	10	167,015,299	161,691,875
b) Capital Work in Progress		6,187,985	1,662,912
c) Deferred Tax Assets	11	9,064,834	9,171,804
d) Long Term Loans & Advances	12	123,472	123,472
e) Other Non-Current Assets	13	860,611	1,099,815
Current Assets			
a) Current Investments	14	24,280	24,280
b) Inventories	15	8,266,835	6,869,578
c) Trade Receivables	16	2,692,281	2,219,237
d) Cash & Bank Balances	17	1,319,586	2,206,600
e) Short Term Loan & Advances	18	14,839,581	13,133,972
TOTAL		210,394,764	198,203,546

Notes on Financial Statements 1 to 36
As per our Report of even date

For L. K. BOHANIA & CO.
Chartered Accountants
FR No.317136E

MIRA HALDER
Membership No. A45343
Company Secretary

MANOJ KUMAR DAGA
DIN: 00123386
Chairman & Mg. Director

CA. VIKASH MOHATA
Partner
Membership No: 304011

RANJAN KUMAR JHALARIA
DIN: 05353976
Independent Director

Place : Kolkata
Date : 26th May, 2017

DIPA CHATTERJEE SARKAR
Chief Financial Officer



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note No.	For the Year ended on 31-03-2017 (Rs.)	For the Year ended on 31-03-2016 (Rs.)
INCOME			
Revenue from Operations	19	47,163,416	47,423,707
Less : Cess on Tea		<u>143,743</u>	<u>155,463</u>
		47,019,673	47,268,244
Other Income	20	<u>4,121,098</u>	<u>1,661,841</u>
A.TOTAL		<u>51,140,772</u>	<u>48,930,085</u>
EXPENDITURE:			
Cost of Material Consumed	21	72,422	-
Changes in Inventory of finished goods	22	(1,309,050)	(74,701)
Employee Benefit Expense	23	28,070,244	28,810,345
Finance Costs	24	4,725,044	3,645,229
Depreciation & Amortization Expense	25	3,550,664	2,549,302
Other Expenses	26	13,573,016	13,456,134
B.TOTAL		<u>48,682,339</u>	<u>48,386,310</u>
PROFIT BEFORE TAX (A-B)		2,458,432	543,776
Tax Expenses			
Current Tax		1,250,000	303,968
Deferred Tax charge /(credit)		106,970	(91,429)
PROFIT FOR THE YEAR AFTER TAX		<u>1,101,462</u>	<u>331,237</u>
Earnings per equity share (Basic/Diluted)	27	0.09	0.03
Notes on Financial Statements	1 to 36		
As per our Report of even date			

For L. K. BOHANIA & CO.
Chartered Accountants
FR No.317136E

MIRA HALDER
Membership No. A45343
Company Secretary

MANOJ KUMAR DAGA
DIN: 00123386
Chairman & Mg. Director

CA. VIKASH MOHATA
Partner
Membership No: 304011

RANJAN KUMAR JHALARIA
DIN: 05353976
Independent Director

Place : Kolkata
Date : 26th May, 2017

DIPA CHATTERJEE SARKAR
Chief Financial Officer



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	For the Year ended 31-03-2017 (Rs.)	For the Year ended 31-03-2016 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax and extraordinary items	2,458,432	543,776
Adjustments for :		
Depreciation	3,550,664	2,549,302
Loss / (Profit) on sale of Fixed Assets	-	(28,255)
Interest paid	4,725,044	3,645,229
Interest Received	(1,116,955)	(1,086,760)
Dividend Received	(685)	(21,683)
Operating Profit before working capital changes	<u>9,616,500</u>	<u>5,601,608</u>
Adjustments for :		
Trade and other receivables	(473,044)	(1,309,457)
Inventories	(1,397,258)	355,378
Trade and other payables	(852,254)	1,025,635
Cash generated from operations	<u>6,893,944</u>	<u>5,673,164</u>
Direct Tax (paid) / Refund (Net)	(1,414,651)	-
Net Cash from operating activities	(A) <u>5,479,293</u>	<u>5,673,164</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets including Capital WIP (net of subsidy)	(8,874,087)	(8,312,780)
Capital Work In Progress	(4,525,073)	(1,662,912)
Proceeds from Sale of Fixed Assets	-	345,800
Interest Received	1,116,955	1,086,760
Dividend Received	685	21,683
Short Term Advances	(1,857,257)	68,351
Net Cash used in investing activities	(B) <u>(14,138,777)</u>	<u>(8,453,098)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds/(Repayment) of Borrowings		
Short Term Borrowings from Bank	3,022,414	1,543,256
Long Term borrowing from Bank & Financial Institution (including interest)	1,904,101	(519,254)
Unsecured Loans	7,500,000	5,000,000
Interest Paid	(4,725,044)	(3,645,229)
Net Cash used in Financing Activities	(C) <u>7,701,471</u>	<u>2,378,773</u>
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	<u>(958,013)</u>	<u>(401,160)</u>
Cash and cash equivalents at the beginning of the year	<u>1,707,600</u>	<u>2,108,760</u>
Cash and cash equivalents at the end of the year	<u>749,587</u>	<u>1,707,600</u>
Earmark Balances with Bank	<u>570,000</u>	<u>500,000</u>
Cash & Bank Balances at the end of the year	<u>1,319,587</u>	<u>2,207,600</u>

Note : 1. Figures shown in bracket shows cash outflow.
2. Previous year's Figures have been regrouped/rearranged wherever necessary.
This is the Cash Flow Statement referred to in our report of even date.

For L. K. BOHANIA & CO.
Chartered Accountants
FR No.317136E

MIRA HALDER
Membership No. A45343
Company Secretary

MANOJ KUMAR DAGA
DIN: 00123386
Chairman & Mg. Director

CA. VIKASH MOHATA
Partner
Membership No: 304011

RANJAN KUMAR JHALARIA
DIN: 05353976
Independent Director

Place : Kolkata
Date : 26th May, 2017

DIPA CHATTERJEE SARKAR
Chief Financial Officer

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

Note No.

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Presentation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 (“the 2013 Act”) as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in preparation of the financial statements are consistent with those followed in the previous year.

1.2 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between accrual results and the estimates are recognized in the periods in which the results are known/materialize.

1.3 Property Plant & Equipment and Depreciation (Fixed Asset)

Fixed Assets

- i) Tangible Fixed Assets are stated at their original cost less depreciation. Cost includes incidental expenses. Profits or losses on sale of tangible fixed assets are included in the statement of profit and loss and calculated as difference between the value realized and book value. Capital work-in-progress is stated at cost. Subsidies received in respect of tangible fixed assets are deducted from the cost of respective assets.
- ii) Cost of Plantations being Bearer Plants are valued on historical cost basis based on the cost incurred for new extension beginning from uprooting, planting, rejuvenation and maintenance etc. till the time it started bearing fruits/Green Tea leaves.
- iii) Capital work-in-progress is stated at the amount expended up to the stage of completion of the project.

1.4 Depreciation

Depreciation on tangible assets is provided on Straight Line Method on all assets except land. Depreciation on tangible assets is provided over the useful lives of assets estimated by the management. Depreciation for assets purchased / sold during the period is proportionately charged. Intangible assets are amortised over their respective individual estimated useful lives on a Straight Line basis commencing from the date assets are available to the Company for use. The management estimates the useful lives for the fixed assets are as follows :

Sr.No.	Name of the Assets	Useful Life (years)
1	Factory Building* & Non-Factory Building	60
2	Plant & Machinery*, Roads & Bridges, Water Installation*, Irrigation Equipments and Electric Installation	30
3	Furniture & Fittings* and Ring & Tubewell*	20
4	Motor Vehicles*	15
5	Computer*	6
6	Office Equipments	5
7	Bearer Plants*	70

* For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers the management believes that the useful lives as given above best represent the period over which management expects to use these assets.

Note No.

Hence the useful lives for the assets is different from the useful lives as prescribed under Part C of Schedule 11 of the Companies Act, 2013. Freehold and Leasehold land are not depreciated.

1.5 Investments

Current investments are carried at lower of cost and fair value. Long Term Investments are stated at cost. Provision for diminution in the value of investments is made only if such a decline is other than temporary.

1.6 Inventories

Inventories are valued as under :

Raw materials – At weighted average cost.

Stock of Tea – at cost or net realisable value whichever is lower.

Stock of stores & spare parts – At cost (net of modvat credit) or net realizable value whichever is lower.

Other Stocks – At cost or net realisable value whichever is lower.

Obsolete, slow-moving and defective stocks are identified at the time of physical verification of stocks and where necessary provision is made for such stocks.

1.7 Recognition of Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized :

Sale of goods

Sales represents invoiced value of goods sold including excise duty but excluding sales tax.

Income from Investment

Income from Investment other than investment in shares of companies is included, together with related tax deducted at source in the Statement of Profit & Loss on an accrual basis. Income from investment in shares of companies is recognized on actual realisation.

Interest Income

Interest income is recognized on accrual basis.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

1.8 Borrowing Cost

Interest and other costs on borrowed funds used to finance the acquisition of fixed assets, upto the date the assets are ready for use are capitalised under respective fixed assets on a rational basis.

Other interest and costs incurred on borrowed funds are recognized as expenses in the year in which they are incurred.

1.9 Excise Duty and Cess

Cess payable on Black Tea has been accounted for on the basis of both, payments made in respect of tea cleared from factory and also provision made for tea made lying at factory.

1.10 Accounting for Taxes on Income

Current tax is recognized as per Income Tax Act, 1961 based on applicable tax rates & laws. Deferred Tax is recognized subject to consideration of prudence on timing differences being differences between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s) and is measured using tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. Deferred Tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such Deferred Tax assets will be realized.

Note No.

1.11 Employee Benefits

i) Short-term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service except leave encashment.

Leave Encashment: Liability for leave is treated as short term liability. For Internal control, leave as per management's policy is not to be accumulated but availed of during the year. Accordingly the employees have been advised to plan their leave in advance while in service and immediately before superannuation. Leave not availed is not encashable.

ii) Post employment benefits plans

a) Defined Contribution Plan

Contribution under defined contribution plans payable in keeping with the related schemes are recognized as expenses for the year.

b) Defined Benefit Plan

Gratuity liability, being a defined benefit obligation, is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

1.12 Impairments

In accordance with the Accounting Standards – 28 (AS-28) "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the carrying amount of fixed assets are reviewed at each Balance Sheet date. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized. An impairment loss is charged to the Statement of Profit & Loss in the year in which assets are identified as impaired.

1.13 Contingent liabilities

Provision of contingent liabilities are not made, unless & until the demand raised by statutory authorities, against which the company has preferred an appeal which is pending with the different forum of the said authorities are ascertained.

1.14 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.15 Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

1.16 Cash and cash equivalents

Cash and cash equivalents includes Cash on Hand, Cash at Bank, Cheque in Hand and other short-term highly liquid investments with an original maturity of three months or less.

Note No.

	As at 31-03-2017		As at 31-03-2016	
2.0 SHARE CAPITAL	No. of Shares	(Rs.)	No. of Shares	(Rs.)
Authorised				
Equity shares of Rs.10 each	1,20,00,000	<u>120,000,000</u>	1,20,00,000	<u>120,000,000</u>
		<u>120,000,000</u>		<u>120,000,000</u>
Issued,Subscribed and Paid up				
Equity shares of Rs.10 each	11,750,000	<u>117,500,000</u>	11,750,000	<u>117,500,000</u>
		<u>117,500,000</u>		<u>117,500,000</u>
2.1 The reconciliation of the number of share outstanding:				
Particulars	No. of Shares	(Rs.)	No. of Shares	(Rs.)
Equity shares at the beginning of the year	11,750,000	117,500,000	11,750,000	117,500,000
Add : Shares issued during the year	0	-	-	-
Less : Shares bought back during the year	<u>0</u>	<u>-</u>	<u>-</u>	<u>-</u>
Shares outstanding at the end of the year	<u>11,750,000</u>	<u>117,500,000</u>	<u>11,750,000</u>	<u>117,500,000</u>
2.2 The details of Shareholders holding more than 5% shares:				
Name of the shareholder	No. of shares	% held	No. of shares	% held
Mangalam Products Pvt. Limited	1,205,950	10.26	1,205,950	10.26
Tongani Tea Company Limited	2,260,650	19.24	2,260,650	19.24
2.3	The Company has only one class of equity share having a par value of Rs.10 per share. Each holder of equity share will be entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the no. of equity shares held by the shareholders.			
3.0 RESERVES AND SURPLUS				
State Capital Investment Subsidy		3,431,000		3,431,000
Sales Tax Remission Reserve		1,071,621		1,071,621
General Reserve:				
As per last Balance Sheet	17,500,000		17,500,000	
Add:Transferred from Profit & Loss A/c	<u>7,500,000</u>	25,000,000	<u>-</u>	17,500,000
Profit & Loss Account				
As per Last Balance Sheet	17,120,556		16,789,319	
Add Profit for the year	<u>1,101,462</u>		<u>331,237</u>	
	18,222,018		17,120,556	
Less: Appropriations				
Transferred to General Reserve	<u>7,500,000</u>		<u>-</u>	
Balance Carried forward		<u>10,722,018</u>		17,120,556
		<u>40,224,639</u>		<u>39,123,177</u>

Note No.	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
4.0 LONG TERM BORROWINGS		
Secured Loans—		
Term Loans —		
From Bank - State Bank of India	2,444,938	207,529
Deferred Payment Credit from Bank & Financial Institutions :		
HDFC Bank	37,888	228,821
Sundaram Finance Ltd.	-	142,375
Unsecured Loans —		
From Body Corporates	18,500,000	11,000,000
TOTAL	<u>20,982,826</u>	<u>11,578,725</u>
4.1	Long Term Borrowings from State Bank of India are secured primarily by way of hypothecation of plant & machinery and other fixed assets, equitable mortgage of all piece and parcel of land measuring approx 126 acres land and building there on under Berubari G.P.Situated at Dist Jalpaiguri, extension of charge on Plant & Machinery and other fixed assets, lien on SBI Fixed Deposits of Rs.5,70,000 (Face value) in the name of company and further secured by personal guarantee of Promoter Director.	
4.2	The aggregate amount of loan guaranteed by Director is Rs.32,44,938/- (Previous Year Rs.14,06,116/-)	
4.3	Deferred payment credits from Bank and Financial Institutions are secured against hypothecation of the respective vehicles.	
4.4	Term Loan from State Bank of India (New) is repayable within 5 years in twenty equal installments of Rs.2,00,000/- commencing from May, 2016 and the applicable rate of interest per annum is 1.15% over base rate as affective.	
5.0 LONG TERM PROVISIONS		
Provision for employee benefits	2,849,499	3,404,311
	<u>2,849,499</u>	<u>3,404,311</u>
6.0 SHORT TERM BORROWINGS		
Loans repayable on demand from banks		
From State Bank of India-		
- Cash Credit	23,343,511	20,321,098
	<u>23,343,511</u>	<u>20,321,098</u>
6.1	The Short Term Borrowings from State Bank of India are secured primarily by way of hypothecation of stocks of tea crops, green leaves, stores & spares, book debts, other current assets, plant & machinery and other fixed assets, equitable mortgage of all piece and parcel of land measuring approx 126 acres land and building there on under Berubari G.P.Situated at Dist Jalpaiguri, lien on SBI Fixed Deposits Rs.5,70,000/- (Face value) in the name of company and further secured by personal guarantee of Promoter Director.	
6.2	The aggregate amount of loan guaranteed by Director is Rs. 2,33,43,511/- (Previous Year Rs.2,03,,21,098/-)	
6.3	The present applicable rate of interest per annum for Cash Credit loan is 0.95% over base rate as effective.	
7.0 TRADE PAYABLES		
Total outstanding dues to micro enterprises and small enterprises	-	-
Total outstanding dues to other creditors than micro enterprises and small enterprises	2,293,754	1,595,813
	<u>2,293,754</u>	<u>1,595,813</u>
7.1	There are no outstanding dues to Micro & Small Enterprises (M&SEs) as at 31st March, 2017 (Previous Year - Nil) on account of principal amount together with interest. The above information regarding M&SEs has been determined to the extent such parties have been identified on the basis of information available with the Company.	

As at
31-03-2017
(Rs.)

As at
31-03-2016
(Rs.)

Note No.

8.0 OTHER CURRENT LIABILITIES

Current Maturity of long term debt

Term Loan SBI - Old	-		398,587
Term Loan SBI - New	800,000		800,000
Deferred Payment Credit from Bank & Financial Institutions	321,128		346,793
	<u>1,121,128</u>		1,545,380
Interest accrued & due on unsecured loan	112,327		201,488
Statutory Liabilities	794,561		725,326
Advances from customers	12,770		997,377
Other Liabilities	859,429		980,840
TOTAL	<u>2,900,215</u>		<u>4,450,410</u>

8.1 Term Loan SBI - Old from State Bank of India is repayable in quarterly installment of Rs. 2,00,000/-, last installment due on June 2016. The applicable rate of interest p.a. is 1.15% over base rate as effective.

8.2 The aggregate amount of loan guaranteed by Director is Rs.32,44,938/- (Previous Year Rs.14,06,116/-)

9.0 SHORT TERM PROVISIONS

Provision for employee benefits		300,320	230,012
		<u>300,320</u>	<u>230,012</u>

10.0 FIXED ASSETS - TANGIBLE ASSETS

(Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2016	Additions During the Year	Deductions During the Year	As at 31-03-2017	As at 01-04-2016	Depreciation for the Year	Deduction/ Adjustment During the year	As at 31-03-2017	As at 31-03-2017	As at 31-03-2016
1 LAND										
a) Land - Freehold	7,049,817	30,000,000	-	37,049,817	-	-	-	-	37,049,817	7,049,817
2 BUILDING										
a) Factory Building	25,999,594	-	-	25,999,594	15,768,597	221,611	-	15,990,208	10,009,386	10,230,997
b) Non Factory Building	20,701,547	-	-	20,701,547	5,349,804	330,846	-	5,680,650	15,020,896	15,351,742
c) Road & Bridges	15,445,947	5,545,165	-	20,991,112	2,640,764	656,603	-	3,297,367	17,693,746	12,805,183
3 TEA PLANTATION										
a) Bearer Plants	90,495,301	1,057,645	30,000,000	61,552,946	-	879,328	-	879,328	60,673,618	90,495,301
4 PLANT & MACHINERY										
a) Plant & Machinery	20,097,081	88,995	-	20,186,076	10,149,186	448,202	-	10,597,388	9,588,687	9,947,894
b) Electric Installation	11,438,877	78,972	-	11,517,849	9,419,138	107,436	-	9,526,574	1,991,276	2,019,740
c) Irrigation Equipments	2,001,840	22,500	-	2,024,340	1,377,604	25,658	-	1,403,262	621,078	624,236
d) Ring & Tubewell/Wells	11,624,308	2,080,810	-	13,705,118	1,295,078	639,970	-	1,935,048	11,770,070	10,329,230
e) Water Installation	3,009,886	-	-	3,009,886	2,170,483	53,615	-	2,224,098	785,788	839,403
5 FURNITURE & FITTINGS										
a) Furniture & Fixtures	176,363	-	-	176,363	165,756	199	-	165,955	10,408	10,607
6 VEHICLES										
a) Tractors	679,341	-	-	679,341	645,373	-	-	645,373	33,968	33,968
b) Vehicles	2,603,753	-	-	2,603,753	812,282	141,085	-	953,367	1,650,385	1,791,470
7 OFFICE EQUIPMENTS										
a) Computer	398,694	-	-	398,694	254,728	41,381	-	296,109	102,585	143,966
b) Other Office Equipments	53,650	-	-	53,650	35,329	4,730	-	40,059	13,591	18,321
Total	211,775,996	38,874,087	30,000,000	220,650,083	50,084,120	3,550,664	-	53,634,784	167,015,299	161,691,875
Previous Year	206,034,344	8,312,780	2,571,129	211,775,995	49,788,402	2,549,302	2,253,584	50,084,120	161,691,875	-

Notes :

In view of transitional provision of amended Accounting Standard AS-10 "Property Plant & Equipment" effective from 1st April 2016, Cost of Land amounting to Rs.3,00,00,000/- has been transferred from Bearer Plants on 01.04.2016.

Note No.
11.0 Deferred Tax Assets

The major components of Deferred Tax Assets/(Liabilities) as at 31-03-2017 are as follows :

	As at 31-03-2017	(Charge)/Credit during the year	As at 31-03-2016
(Rs.)			
<u>Brought Forward Loss & unabsorbed Depreciation</u>			
Agriculture	17,545,443	394,859	17,940,302
Current Year Depreciation			
Central	(3,534,782)	(7,092,273)	(10,627,055)
Agriculture	(6,177,288)	6,804,384	627,096
Disallowance u/s 43B			
Central	154,166	-	154,166
Agriculture	768,654	-	768,654
Disallowance u/s 40a(ia)			
Central	126,071	-	126,071
Agriculture	182,570	-	182,570
TOTAL	9,064,834	106,970	9,171,804
Previous Year	9,080,375	(91,429)	9,080,375

	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
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12.0 LONG TERM LOANS & ADVANCES :

(Unsecured and Considered Good)
Security Deposit with WBSEB

123,472	123,472
123,472	123,472

TOTAL

13.0 OTHER NON CURRENT ASSETS

Fixed Deposit With Bank Maturity Beyond 12 Months
With State Bank of India
(Lien With State Bank of India Against Bank Guarantee)

860,611	1,099,815
860,611	1,099,815

TOTAL

14.0 CURRENT INVESTMENT

(Non-Trade, Quoted, Fully paid-up)

Equity Shares of Bansisons Tea Industries Ltd.
formerly EsselsTea & Exports Ltd. of Rs.10/- each
Equity Shares of Longview Tea Company
Ltd. of Rs.10/- each
Equity Shares of T & I Global Ltd. of Rs.10/- each
Equity Shares of Dhunseri Petrochem & Tea Ltd.
formerly Tezpore Tea Co. Ltd. of Rs.10/-each
Equity Shares of Dhunseri Investments Ltd
of Rs. 10/- each
Equity Shares of Dhunseri Tea & Industries Ltd
of Rs. 10/- each

	No.of units	Amount	No.of units	Amount
	100	665	100	665
	200	7005	200	7005
	100	2400	100	2400
	100	11105	100	11105
	50	500	50	500
	20	2605	20	2605
Aggregate amount of Quoted Investments	570	24280	570	24280
Market Value of Quoted Investments		29,096		23,330

Note No.	As at 31-03-2017 (Rs.)	As at 31-03-2016 (Rs.)
15.0 INVENTORIES (As taken, valued and certified by the management)		
Finished Goods	5,065,652	3,756,602
Store & Spares	3,201,183	3,112,976
TOTAL	<u>8,266,835</u>	<u>6,869,578</u>
15.1 Inventories are valued at cost and net realisable value whichever is lower.		
15.2 Closing Stock of Tea includes stock with third parties Rs. 6,08,365/- (Previous year Rs.11,11,705/-).		
16.0 TRADE RECEIVABLE (Unsecured & considered good)		
Debts over 6 months	388,247	276,980
Other Debts	2,304,034	1,942,257
TOTAL	<u>2,692,281</u>	<u>2,219,237</u>
16.1 Trade Receivable includes Rs. 2,60,506/- (Previous year Rs.2,30,615/-) due since long. Pending the persuasive and other steps taken by the Company, these are considered good and recoverable.		
17.0 CASH & BANK BALANCES		
17.1 CASH & CASH EQUIVALENTS		
Balances with Banks - In Current Accounts	37,446	280,441
Cash on Hand	712,140	1,426,159
17.2 OTHER BANK BALANCES		
In Fixed Deposit Account (Lien with bank as collateral security against loans repayable on demand)*	570,000	-
Other Bank Deposit (Lien with bank as collateral security against loans repayable on demand)	-	500,000
TOTAL	<u>1,319,586</u>	<u>2,206,600</u>
*Fixed Deposit with bank with maturity period of less than 12 months.		
18.0 SHORT TERM LOAN & ADVANCES (Unsecured & considered good)		
Short Term Loans	7,000,000	6,800,000
Accrued interest	1,802,943	1,497,676
Income Tax & TDS (Net of Provision For Income Tax)	3,571,836	3,171,975
Prepaid Expenses	65,425	51,789
Advance To Suppliers	1,014,307	124,462
Other Advances	1,385,070	1,488,071
TOTAL	<u>14,839,581</u>	<u>13,133,972</u>
18.1 Advance to Suppliers include Rs. 1,22,076/- (previous year Rs.1,22,076) due since long. Keeping the nature of advance and relationship with the parties in view the management is of the opinion that these are good and recoverable.		
18.2 Other advances include Rs. 2,18,070/- (previous year Rs.1,94,352) due since long. Keeping the nature of advance and relationship with the parties in view the management is of the opinion that these are good and recoverable.		
18.3 Other advances also includes advance Provident Fund of Rs. 10,00,000/- which will be adjusted against Provident fund payable In future as per management.		



Note No.	For the year ended on 31-03-2017 (Rs.)	For the year ended on 31-03-2016 (Rs.)
19.0 REVENUE FROM OPERATIONS		
Sale of Products	43,726,946	42,290,707
Other Operating Revenue		
Agriculture Commodity Income	3,436,470	5,133,001
	<u>47,163,416</u>	<u>47,423,707</u>
20.0 OTHER INCOME		
Interest Income	1,116,955	1,086,760
Excess Gratuity Written Back	271,672	-
Dividend Income	685	21,683
Profit on Sale of Asset	-	28,255
Other Non Operating Income	2,731,786	525,143
	<u>4,121,098</u>	<u>1,661,841</u>
21.0 COST OF MATERIAL CONSUMED		
Cost of Green Leaf Purchased	72,422	-
	<u>72,422</u>	<u>-</u>
22.0 CHANGES OF INVENTORY OF FINISHED GOODS		
Opening Stock	3,756,602	3,681,902
	<u>3,756,602</u>	<u>3,681,902</u>
Closing Stock	5,065,652	3,756,602
	<u>5,065,652</u>	<u>3,756,602</u>
Changes In Inventory	<u>(1,309,050)</u>	<u>(74,701)</u>
23.0 EMPLOYEE BENEFIT EXPENSES		
Salary, Wages, Bonus & Ex-gratia	21,329,618	22,469,031
Contribution to Provident & Allied Funds (including interest)	3,934,380	2,935,839
Staff Welfare	2,806,247	2,570,417
Gratuity	-	835,059
TOTAL	<u>28,070,244</u>	<u>28,810,345</u>
24.0 FINANCE COST		
Interest Expenses	4,329,427	3,381,959
Bank Charges	395,617	263,270
	<u>4,725,044</u>	<u>3,645,229</u>
25.0 DEPRECIATION AND AMORTISATION		
Depreciation on Fixed Assets	3,550,664	2,549,302
	<u>3,550,664</u>	<u>2,549,302</u>

Note No.	For the year ended on 31-03-2017 (Rs.)	For the year ended on 31-03-2016 (Rs.)
26.0 OTHER EXPENSES		
Manufacturing Expenses		
Power & Fuel consumed	6,780,250	6,772,963
Stores,spares.packing material etc consumed	903,393	1,117,929
Cess on Closing Stock of Tea	11,494	12,117
Repair to Buildings	685,008	586,415
Repair Plant & Machinery	156,071	169,631
Repair Others	105,329	70,087
Rent, Rates & Taxes	249,531	223,783
Selling and Distribution Expenses		
Transportation	858,434	661,176
Brokerages	416,175	321,940
Tea Sales Expenses	432,853	580,471
Establishment Expenses		
General Charges	316,798	524,792
Director Fees	58,500	65,000
Auditor's Remuneration:		
For Statutory Audit	86,250	40,000
For Tax Audit	5,000	20,000
For Certification and others	12,000	15,000
Internal Audit Fees	40,000	10,000
Registrars & Share Transfer Agent Fees	133,221	148,683
Listing Fees	229,264	134,832
Demat Registrar's & other charges	125,085	91,339
Postage - Telegram	591,477	559,030
Professional & Consultancy	155,875	234,601
Insurance	113,827	119,591
Travelling - Conveyance	60,691	65,714
Misc.Expenses	1,046,488	911,041
Total	13,573,016	13,456,134
27. EARNING PER SHARE (BASIC/DILUTED)		
Net Profit after Tax as per Statement of Profit and Loss		
Account attributable to Equity Shareholders (Rs.)	1,101,462	331,237
Weighted average Number of Equity shares used as denominator for calculating EPS	11,750,000	11,750,000
Basic and Diluted Earnings per share	0.09	0.03
Face value per equity share	Rs. 10	Rs. 10

For the year ended on For the year ended on
31-03-2017 31-03-2016
(Rs.) (Rs.)

Note No.

28. Contingent Liabilities not provided for :

a) Income tax liability not provided for:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Income Tax	24,65,000/-	1995-1996	DCIT, Kolkata
Income Tax	Income Tax	1,34,240/-	2009-2010	DCIT, Kolkata
Income Tax	Income Tax	38,950/-	2010-2011	CIT(A), Kolkata
Income Tax	Income Tax	8,45,670/-	2011-2012	CIT(A), Kolkata
Income Tax	Income Tax	4,23,930/-	2012-2013	DCIT, Kolkata
Income Tax	Income Tax	62,55,770/-	2013-2014	CIT(A), Kolkata
Income Tax	Income Tax	5,80,970/-	2014-2015	CIT(A), Kolkata

Above mentioned liabilities are Disputed Income Tax liabilities which are pending with Income tax department hence not provided for.

b) Estimated amount of expenditure remaining to be executed on capital account (net of amount already expended) Rs. 10,14,006/- (previous year Rs. 48,37,000/-).

29. Claim against the company not acknowledged as debt:
The W.B.R.E. & P.E. Cess of Rs.278000/- was not acknowledged by the company as debt and had been written back to the accounts in the year 2013-14. The management is confident that no liability would arise on W.B.R.E. & P.E. Cess.
30. Balance confirmation from some Sundry Creditors and Sundry Debtors are still awaited.
31. In terms of the Accounting Standard (AS)-17, issued by the ICAI, neither a business segment nor a geographical segment has been identified as reportable segment during the year.
32. Related Party Transactions -
Names of related parties and description of relationship:-

Relationship	Name
Enterprises over which Key Managerial Personnel have significant influence	Tongani Tea Company Ltd.
Key Managerial Personnel	Mr. Manoj Kumar Daga-Mg. Director Ms. Mira Halder-Company Secretary Mrs. Dipa Chatterjee Sarkar- CFO Mr. Pawan Kothari – Company Secretary (Resigned during the year)

Note No.

Particulars of transactions and closing balances during the year: (Rs.)

Nature of transactions	Enterprises over which Key Managerial Personnel have significant influence	Key Managerial Personnel	Balance as on 31 st March, 2017
Remuneration	—	Rs11,78,800/-	Rs. 47,400/-
	(—)	(Rs.11,19,400)	(Rs. 28,900/-)
Agricultural Sale	Rs.15,12,000/-	—	—
	(Rs.15,12,000/-)	(—)	(—)

The figures in bracket represent corresponding amount of the previous year.

33. Disclosure relating to details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided below:-

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	-	4,95,001.00	4,95,001.00
(+) Amount withdrawn from Banks	-	24,66,445.00	24,66,445.00
(+) Permitted receipts	-	32,960.00	32,960.00
(-) Permitted payments	-	23,04,228.00	23,04,228.00
(-) Amount deposited in Banks	-	4,480.00	4,480.00
Closing cash in hand as on 30.12.2016	-	6,85,698.00	6,85,698.00

34. Total value of stores & spare parts and packing material consumed : Indigenous – 100% - Rs. 9,03,393/- (Previous year – Indigenous – 100% - Rs.11,17,929/-).
35. Income and Expenditure in Foreign Currency – Rs. Nil (Previous year Rs. Nil)
36. Previous year's figures have been regrouped, rearranged and recast wherever considered necessary.

As per our report of even date.

For **L.K.BOHANIA & CO.**
Chartered Accountants
FRNo.317136E

MIRA HALDER
Membership No .A45343
Company Secretary

MANOJ KUMAR DAGA
DIN: 00123386
Chairman & Mg. Director

VIKASH MOHATA
Partner
Membership No.304011

RANJAN KUMAR JHALARIA
DIN: 05353976
Independent Director

DIPA CHATTERJEE SARKAR
Chief Financial Officer

Place: Kolkata
Date: The 26th day of May, 2017



NORBEN TEA & EXPORTS LIMITED

CIN : L01132WB1990PLC048991

Regd. Office : 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata 700 001

Phone : 033 2210 0553 • Website : www.norbentea.com

PROXY FORM (FORM NO.MGT-11)

Name of the member (s):

Registered Address:

..... E-mail ID:

Folio No. / Client Id: DP ID:

I/We, being the member (s) of shares of the Norben Tea & Exports Limited, hereby appoint.

1. Name : Address :

Email Id : Signature :

2. Name : Address :

Email Id : Signature :

3. Name : Address :

Email Id : Signature :

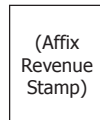
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, 28th July, 2017 at 10.30 a.m. at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata – 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

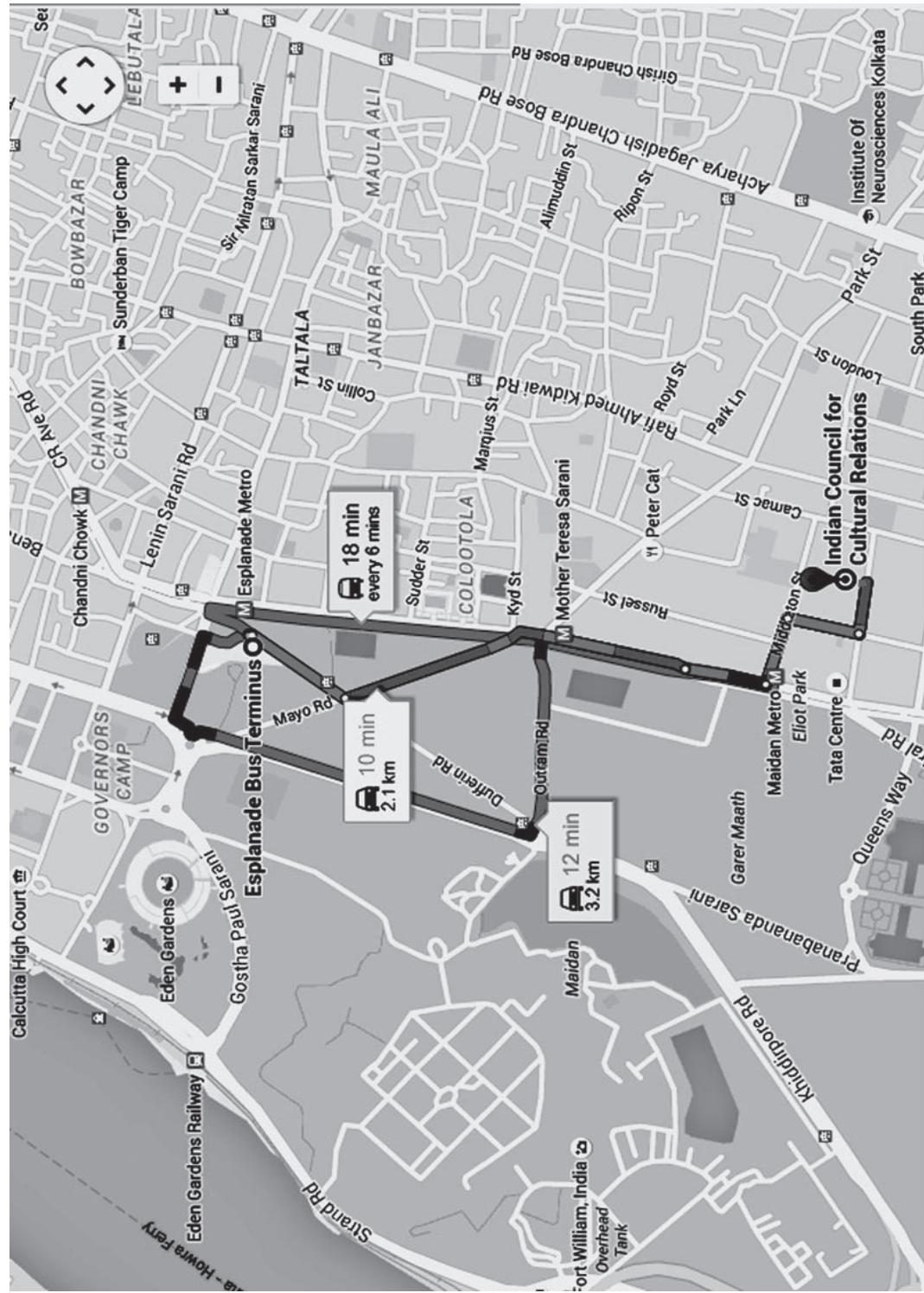
1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2017 together with the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Sweta Patodia (DIN:06869426), who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of M/s. L. K. Bohania & Co., Chartered Accountants (F.R.No. 317136E) as Statutory Auditors of the Company and to fix their remuneration.

Signed this day of 2017.

Signature of Shareholder:



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata 700 001, not less than FORTY EIGHT HOURS before the meeting.



18 min
every 6 mins

10 min
2.1 km

12 min
3.2 km

Esplanade Bus Terminus

Indian Council for Cultural Relations

Esplanade Metro

Maidan Metro

Chandni Chowk

Governors Camp

Eden Gardens

Eden Gardens Railway

Fort William, India

Tata Centre

Eliot Park

Garer Maath

Pranabanda Sarani

Khididpore Rd

Strand Rd

Howrah Ferry

Institute of Neurosciences Kolkata

South Park

Park St

London St

Camac St

Russel St

Queens Way

Pranabanda Sarani

Garer Maath

Maidan Metro

Eliot Park

Tata Centre

Queens Way

Pranabanda Sarani

Strand Rd

Howrah Ferry

Mother Teresa Sarani

Kyd St

Outram Rd

Maidan

Pranabanda Sarani

Strand Rd

Howrah Ferry

Mother Teresa Sarani

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Pranabanda Sarani

Strand Rd

Howrah Ferry

If undelivered please return to :

NORBEN TEA & EXPORTS LIMITED

15-B, Hemanta Basu Sarani, 3rd Floor,
Kolkata - 700 001