



**SECRETARIAL COMPLIANCE REPORT OF
NORBEN TEA AND EXPORTS LTD
FOR THE YEAR ENDED 31ST MARCH, 2021**

(Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated February 08, 2019)

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

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

for the year ended 31/03/2021 (“Review Period”) in respect of compliance with the provisions of :

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(not attracted during year under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(not attracted during year under review)

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(not attracted during year under review)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(not attracted during year under review)

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
(not attracted during year under review)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

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

Sr.No	Compliance (Regulations guidelines including clause)	Requirement circulars/ specific	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	As per Regulation 17 of SEBI (LODR) Regulations, 2015 ("Listing Regulation"), the Board of Directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six Directors.		The Company was not having minimum six Directors on its Board from April 01, 2020 to August 23, 2020. The Company's interpretation was that this Regulation is applicable to all listed entities across NSE, BSE and MSEI, in which case the Company does not fall in the top 2000.	The Company appointed Mr. Deepak Tiwari (DIN: 08839075) and Ms. Tanusree Chatterjee (DIN: 08837933) as Non-Executive Additional Director, Independent Category w.e.f. 24/08/2020. They were appointed as Independent Director in 30th Annual General Meeting for 5 consecutive years commencing from 29th August, 2020 upto 28th August, 2025.
2	As per Regulation 23(9) of SEBI (LODR) Regulations, 2015 ("Listing Regulation"), the listed		The Company did not provide disclosure of related party	The Company has filed the disclosure of

entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	transactions to the stock exchanges and publish the same on its website for half yearly ended 30 th September, 2020.	Related Party Transaction for the half yearly ended 30 th September, 2020 on 21 st January, 2021
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) **under** the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Non compliance of eligibility requirement for continuous listing.	Suspension in trading of the equity shares	Company has made an application on 28 th May, 2018 to BSE for revocation of suspension of Company with Stock Exchange and awaiting for their approval. The Equity Shares of the Company are traded at the National Stock Exchange of India Limited.

				<p>The Bombay Stock Exchange via email dated 24th March, 2020 has allowed the Company to do all the filings in compliance with the listing regulations and the Company is complying with all the filing requirements on regular basis.</p>
2	NSE Limited	<p>The Company was not having minimum six Directors on its Board from April 01, 2020 to August 23, 2020 as per Regulation 17 of SEBI (LODR) Regulations, 2015 (“Listing Regulation”)</p>	<p>Fine amounting to Rs.7,25,000/- imposed for quarter ended 30th June, 2020 and 30th September, 2020.</p>	<p>The Company appointed Mr. Deepak Tiwari (DIN: 08839075) and Ms. Tanusree Chatterjee (DIN: 08837933) as Non-Executive Additional Director, Independent Category w.e.f. 24/08/2020.</p> <p>They were appointed as Independent Director in 30th Annual General Meeting for 5 consecutive years commencing from 29th August, 2020 upto 28th August, 2025.</p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Status of the Company with BSE – Suspended (NORBTEAEXP 519528 INE369C01017)	Co is in Compliance to the applicable provisions of SEBI Act and Regulations and submitting the Report/ Intimations etc with Stock Exchange.	Company has made an application to BSE on dated 28 th May, 2018 for revocation of status of suspension of Company with BSE	The Bombay Stock Exchange via email dated 24 th March, 2020 has allowed the Company to do all the filings in compliance with the listing regulations and the Company is complying with all the filing requirements on regular basis.

Place: Kolkata

Date: 07th May, 2021For **AGARWAL A & ASSOCIATES**

Company Secretaries

CS Ajay Kumar Agarwal

Proprietor

C.P No.:13493

M. No. : F7604

UDIN: F007604C000256919