

ANNEXURE I

QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity NORBEN TEA & EXPORTS LIMITED
 2. Quarter ending 31ST MARCH, 2025

I. Composition of Board of Directors												
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / independent / Nominee)	Initial Date of Appointment	Date of Re- Appointment	Date of cessation	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1) & reg.17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR.	Manoj Kumar Daga	ADLPD9792L 00123386	Executive	01-04-1994	01-04-2024	--	--	06-01-1963	2	--	2	1
MR.	Ashok Vardhan Bagree	ADGPB7550B 00421623	Non-Executive Independent	09-08-2024	--	--	7.23	29-12-1966	2	2	4	3
MS.	Komal Bhotika	ADLPB2334C 08845578	Non-Executive Independent	09-08-2024	--	--	7.23	18-05-1988	3	3	5	1
MR.	Balkrishan Agarwal	AJEPB6882B 08599472	Non-Executive Non- Independent	11-11-2019	--	--	--	07-09-1985	1	--	2	--
MR.	Deepak Tiwari	ARWPT2931N 08839075	Non-Executive Independent	24-08-2020	24-08-2020	--	55.08	12-10-1991	2	2	--	--
MS.	Tanusree Chatterjee	ACQPC7901C 08837933	Non-Executive Independent	24-08-2020	24-08-2020	--	55.08	23-07-1953	1	1	--	--
Whether Regular chairperson appointed : YES												
Whether Chairperson is related to Managing Director or CEO : YES												



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ashok Vardhan Bagree	Non-Executive Independent	09-08-2024	
		Komal Bhotika	Non-Executive Independent	09-08-2024	
		Balkrishan Agarwal	Non-Executive Non-Independent	11-11-2019	
2. Nomination & Remuneration Committee	Yes	Ashok Vardhan Bagree	Non-Executive Independent	09-08-2024	
		Komal Bhotika	Non-Executive Independent	09-08-2024	
		Balkrishan Agarwal	Non-Executive Non-Independent	11-11-2019	
3. Risk Management Committee(if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Ashok Vardhan Bagree	Non-Executive Independent	09-08-2024	
		Komal Bhotika	Non-Executive Independent	09-08-2024	
		Balkrishan Agarwal	Non-Executive Non-Independent	11-11-2019	
		Manoj Kumar Daga	Executive	11-11-2014	

III. Meeting of Board of Directors						
Date(s) of Meeting in the relevant quarter		Whether requirement of	Number of Directors	Number of Independent	Date(s) of Meeting in the previous	Maximum gap between any two
		Quorum met	present	Directors present	quarter	consecutive (in number of days)
13-02-2025		Yes	6	4	12-11-2024	70
					26-11-2024	
					04-12-2024	
IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of	Number of Directors	Number of Independent	Date(s) of meeting of the	Maximum gap between any two
		Quorum met (details)	present	Directors present	committee in the previous quarter	consecutive meetings in number
Audit Committee	13-02-2025	Y	3	2	12-11-2024	70
					04-12-2024	
Nomination & Remuneration Committee	13-02-2025	Y	3	2	—	—
Stakeholder Relationship Committee	13-02-2025	Y	3	2	12-11-2024	92



V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 1000 listed entities voluntary for entities ranked 1001 to 2000) :
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For **NORBEN TEA & EXPORTS LIMITED**

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

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.

1 Name of Listed Entity :: NORBEN TEA & EXPORTS LIMITED
2 Half Year ending :: 31ST MARCH, 2025

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to :

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by :

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by :			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
II. Affirmations : All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
For NORBEN TEA & EXPORTS LIMITED <div style="display: flex; justify-content: space-between;"> <div>Name & Designation:</div> <div> Sd/- MUSKAN BHIMRAJKA CFO </div> </div>			

H. WEBSITE AFFIRMATIONS

1 Name of Listed Entity NORBEN TEA & EXPORTS LIMITED
2 Financial year ended 31ST MARCH, 2025

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If NO/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.norbentea.com/financials.html
aa) Memorandum of Association and Articles of Association		
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.norbentea.com/financials.html
b) Terms and conditions of appointment of independent directors	Yes	https://www.norbentea.com/financials.html
c) Composition of various committees of board of directors	Yes	https://www.norbentea.com/financials.html
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.norbentea.com/financials.html
e) Details of establishment of vigil mechanism / Whistle Blower policy	Yes	https://www.norbentea.com/financials.html
f) Criteria of making payments to non-executive directors	Yes	https://www.norbentea.com/financials.html
g) Policy on dealing with related party transactions	Yes	https://www.norbentea.com/financials.html
h) Policy for determining 'material' subsidiaries	N.A.	
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.norbentea.com/financials.html
j) Email address for grievance redressal and other relevant details	Yes	https://www.norbentea.com/financials.html
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.norbentea.com/financials.html
l) Financial results	Yes	https://www.norbentea.com/financials.html
m) Shareholding pattern	Yes	https://www.norbentea.com/financials.html
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	N.A.	
oa) Audio recordings, or video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	N.A.	



p)	New name and the old name of the listed entity	N.A.	
	Old Name : Daga Plantations Ltd. (at time of incorporation i.e. 14 th May, 1990) New Name : Norben Tea & Exports Ltd. (w.e.f. 29 th April, 1994)		
q)	Advertisements as per regulation 47(1)	Yes	https://www.norbentea.com/financials.html
r)	Credit rating or revision in credit rating obtained	N.A.	
s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
t)	Secretarial Compliance Report	Yes	https://www.norbentea.com/financials.html
u)	Materiality Policy as per Regulation 30(4)	Yes	https://www.norbentea.com/financials.html
v)	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.norbentea.com/financials.html
w)	Disclosures under regulation 30(8)	Yes	https://www.norbentea.com/financials.html
x)	Statements of deviation(s) or variations(s) as specified in regulation 32	N.A.	
y)	Dividend Distribution policy as per Regulation 43A(1) (as applicable)	N.A.	
z)	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.norbentea.com/financials.html
za)	Employee Benefit scheme documents framed in terms of SEBI(SBEB) Regulations, 2021		
	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.norbentea.com/financials.html
	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.norbentea.com/financials.html
	Disclosure of notes on website in terms of Listing Regulations explanatory	Yes	https://www.norbentea.com/financials.html

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

II. Annual Affirmations		
	Particulars	Regulation Number
		Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)
3	Meeting of Board of directors	17(2)
4	Quorum of board meeting	17(2A)



5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
18	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
21	Role of Nomination & Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
23	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
24	Role of Stakeholder Relationship Committee	20(4)	Yes
25	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
26	Meeting of Risk Management Committee	21 (3A)	N.A.
27	Quorum of Risk Management Committee meeting	21 (3B)	N.A.
28	Gap between the meetings of the Risk Management Committee	21 (3C)	N.A.
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	N.A.
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.



35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
36	Alternate Director to Independent Director	25(1)	N.A.
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	N.A.
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	N.A.
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.
47	Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	N.A.
49	Vacancies in respect Key Managerial Personnel	26A(1), 26A(2), 26A(3)	Yes
III. Affirmations			
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.			
N.A.			
For NORBEN TEA & EXPORTS LIMITED			
Sd/-			
Name & Designation : MANOJ KUMAR DAGA			
Managing Director			