

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity NORBEN TEA & EXPORTS LIMITED
 2. Quarter ending 31ST MARCH, 2023

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|-----------------------|------------------------|--|-----------------------------|------------------------|-------------------|--------|---------------|---|--|--|---|
| Title Mr./Ms. | Name of the Director | PAN & DIN | Category (Chairperson / Executive / Non Executive / independent / Nominee) | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | Tenure | Date of Birth | No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| MR. | Manoj Kumar Daga | ADLPD9792L 00123386 | Executive | 01-04-1994 | 01-04-2019 | -- | -- | 06-01-1963 | 3 | 1 | 3 | 2 |
| MR. | Ranjan Kumar Jhalaria | ACGPJ3401Q 05353976 | Independent | 30-07-2014 | 26-07-2019 | -- | 104.02 | 08-08-1955 | 1 | 1 | 2 | 2 |
| MS. | Swati Agarwal | BPKPS0433M 06804522 | Independent | 30-07-2014 | 26-07-2019 | -- | 104.02 | 07-06-1985 | 1 | 1 | 2 | -- |
| MR. | Balkrishan Agarwal | AJEPA6882B 08599472 | Non-Executive | 11-11-2019 | -- | -- | -- | 07-09-1985 | 1 | -- | 2 | -- |
| MR. | Deepak Tiwari | ARWPT2931N 08839075 | Independent | 24-08-2020 | 24-08-2020 | -- | 31.08 | 12-10-1991 | 2 | 2 | -- | -- |
| MS. | Tanusree Chatterjee | ACQPC7901C 08837933 | Independent | 24-08-2020 | 24-08-2020 | -- | 31.08 | 23-07-1953 | 1 | 1 | -- | -- |

Whether Regular chairperson appointed : YES

Whether Chairperson is related to Managing Director or CEO : YES

For NORBEN TEA & EXPORTS LTD

M. L. D. J.
Mg. Director

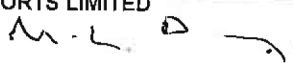
| II. Composition of Committees | | | | | |
|--|---------------------------------------|---------------------------|--|---------------------|-------------------|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Ranjan Kumar Jhalaria | Independent | 13-08-2012 | |
| | | Swati Agarwal | Independent | 14-02-2014 | |
| | | Balkrishan Agarwal | Non-Executive | 11-11-2019 | |
| 2. Nomination & Remuneration Committee | Yes | Ranjan Kumar Jhalaria | Independent | 13-08-2012 | |
| | | Swati Agarwal | Independent | 14-02-2014 | |
| | | Balkrishan Agarwal | Non-Executive | 11-11-2019 | |
| 3. Risk Management Committee (if applicable) | | | | | |
| 4. Stakeholders Relationship Committee | | | Not Applicable | | |
| | Yes | Ranjan Kumar Jhalaria | Independent | 13-08-2012 | |
| | | Swati Agarwal | Independent | 14-02-2014 | |
| | | Balkrishan Agarwal | Non-Executive | 11-11-2019 | |
| | | Manoj Kumar Daga | Executive | 11-11-2014 | |

| III. Meeting of Board of Directors | | | | | | |
|---|---|-----------------------------------|---|---|---|--|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present | Maximum gap between any two consecutive (in number of days) | |
| 12-11-2022 | 06-01-2023 11-02-2023 | Yes | 6 | 4 | 54 | |
| IV. Meeting of Committees | | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of Directors present | Number of Independent Directors present | Date(s) of meeting of the committee in the previous quarter | | Maximum gap between any two consecutive meetings in number |
| 11-02-2023 | Audit Committee | Y | 3 | 2 | 12-11-2022 | Audit Committee |
| 11-02-2023 | Nomination & Remuneration Committee | Y | 3 | 2 | - | Nomination & Remuneration Committee |
| 11-02-2023 | Stakeholder Relationship Committee | Y | 4 | 2 | 12-11-2022 | Stakeholder Relationship Committee |

For NORBEN TEA & EXPORTS LTD.

M. L. D.

Mg. Director

| V. Related Party Transactions | |
|---|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | N.A. |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | YES |
| VI. Affirmations | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee</p> <p style="margin-left: 20px;">b. Nomination & Remuneration Committee</p> <p style="margin-left: 20px;">c. Stakeholders Relationship Committee</p> <p style="margin-left: 20px;">d. Risk Management Committee (applicable to the top 100 listed entities) :</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> | |
| <p>For NORBEN TEA & EXPORTS LIMITED</p> <p style="text-align: center;"></p> <p>Name & Designation : MANOJ KUMAR DAGA Managing Director DIN:00123386</p> | |

ANNEXURE II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1 Name of Listed Entity

NORBEN TEA & EXPORTS LIMITED

2 Financial year ended

31st MARCH, 2023

| 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 |
| 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) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | N.A. | |
| p) New name and the old name of the listed entity | N.A. | |
| | | <i>Old Name : Daga Plantations Ltd. (at time of incorporation i.e.14th May, 1990)</i> |
| | | <i>New Name : Norben Tea & Exports Ltd. (w.e.f.29th April, 1994)</i> |
| q) Advertisements as per regulation 47(1) | Yes | https://www.norbentea.com/financials.html |

For NORBEN TEA & EXPORTS LTD

M. L. D.
Mg. Director

| | | | |
|---|---|--------------------------|---|
| r) | Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | N.A. | |
| s) | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | N.A. | |
| As per other regulations of the LODR: | | | |
| a) | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | https://www.norbentea.com/financials.html |
| b) | Materiality Policy as per Regulation 30 | Yes | https://www.norbentea.com/financials.html |
| c) | Dividend Distribution policy as per Regulation 43A (as applicable) | N.A. | |
| d) | It is certified that these contents on the website of the listed entity are correct. | Yes | https://www.norbentea.com/financials.html |
| II. Annual Affirmations | | | |
| Particulars | | Regulation Number | Compliance status (Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | | 16(1)(b) & 25(6) | Yes |
| Board composition | | 17(1), 17(1A) & 17(1B) | Yes |
| Meeting of Board of directors | | 17(2) | Yes |
| Quorum of board meeting | | 17(2A) | Yes |
| Review of Compliance Reports | | 17(3) | Yes |
| Plans for orderly succession for appointments | | 17(4) | Yes |
| Code of Conduct | | 17(5) | Yes |
| Fees/compensation | | 17(6) | Yes |
| Minimum Information | | 17(7) | Yes |
| Compliance Certificate | | 17(8) | Yes |
| Risk Assessment & Management | | 17(9) | Yes |
| Performance Evaluation of Independent Directors | | 17(10) | Yes |
| Recommendation of board | | 17(11) | Yes |
| Maximum number of directorship | | 17A | Yes |
| Composition of Audit Committee | | 18(1) | Yes |
| Meeting of Audit Committee | | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | | 20(1), 20(2) and 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | | 20 (3A) | Yes |

For NORBEN TEA & EXPORTS LTD

M. D. D.

Mg. Director,

| | | |
|---|------------------------------|------|
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | N.A. |
| Meeting of Risk Management Committee | 21 (3A) | N.A. |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | N.A. |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | N.A. |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | N.A. |
| Maximum Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| Directors and Officers insurance | 25(10) | N.A. |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | N.A. |
| Policy with respect to Obligations of Directors and Senior Management | 26(2) & 26(5) | Yes |

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

N.A.

For **NORBEN TEA & EXPORTS LIMITED**

M. L. D. G.

Name & Designation : MANOJ KUMAR DAGA
Managing Director

ANNEXURE IV

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1 Name of Listed Entity :: NORBEN TEA & EXPORTS LIMITED
 2 Half Year ending :: 31ST MARCH, 2023

| 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 |
| 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 | | | |

For NORBEN TEA & EXPORTS LTD.

M. L. D. J.
 Md. Director

(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**

M. K. D.

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