

27th May, 2019

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

Re : Annual Secretarial Compliance Report

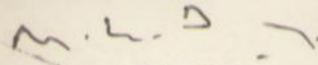
Dear Sir,

Pursuant to SEBI's Circular No.CJR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith Annual Secretarial Compliance Report dated 27th May, 2019, issued by Practising Company Secretary, for the year ended 31st March, 2019, for your record.

Thanking you,

Yours faithfully,

For NORBEN TEA & EXPORTS LTD.


Director

Encl.: As above.



**SECRETARIAL COMPLIANCE REPORT OF
NORBEN TEA AND EXPORTS LTD
FOR THE YEAR ENDED 31ST MARCH, 2019**

(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 9 Mangoe Lane, 2nd Floor, Room No.-12, Kolkata- 700001 have examined:

- (a) all the documents and records made available to us and explanation provided by Norban 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 31/03/2019 ("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
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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.

(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
	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	Company is in process to restore the status of trading on BSE as "ACTIVE".

Place: Kolkata

Date: 27th May, 2019



For AGARWAL A & ASSOCIATES

Company Secretaries

Ajay Kumar Agarwal
CS Ajay Kumar Agarwal

Proprietor

C.P No.:13493

M. No. : F7604