

29<sup>th</sup> May, 2024

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street,  
MUMBAI – 400 001.  
**Scrip Code: 519528**

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, `G' Block,  
Bandra (East)  
MUMBAI – 400 051.  
**Ref: ISIN - INE369C01017**

**Sub: Annual Secretarial Compliance Report under Regulation 24(A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Respected Sir / Madam,

Pursuant to Regulation 24(A) of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2024, issued by CS Ajay Kumar Agarwal, Practising Company Secretary.

Kindly take the same on record.

Thanking You,

Yours faithfully,  
**For Norben Tea & Exports Limited**

**Niraj Tiwari**  
**Company Secretary & Compliance Officer**

Encl.: As above.



*Agarwal A & Associates*  
Company Secretaries

**SECRETARIAL COMPLIANCE REPORT OF  
NORBEN TEA AND EXPORTS LTD  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

To,  
The Board of Directors,  
Norben Tea and Exports Ltd  
15-B, Hemanta Basu Sarani,  
3rd Floor, Kolkata-700001,

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 31/03/2024 (“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; (‘Listing Regulations’)

**PLOT NO. IID/31/1, STREET NO. 1111, PS QUBE, UNIT NUMBER 1015A,  
10th FLOOR, BESIDE CITY CENTRE 2 KOLKATA- 700161  
(m) +91 98833 62775; e-mail: cs.aaa.2014@gmail.com**

- (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 and Sweat Equity) Regulations, 2021;  
(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 Securities) Regulations, 2021;  
(not attracted during year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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 following matter wherein the final order is pending:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fin Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks

1	SEBI Circular	CIR/CFD/CMD1/114/2019 dated October 18, 2019	Para 6(A)(ii) of the said SEBI Circular	SEBI	Show Cause Notice Ref No. SEBI/EAD-1/BS/0868/12024, dated March 18, 2024	Para 6(A) and 6(B) of said SEBI Circular	The matter is in under consideration by SEBI.	A show cause notice dated March 18, 2024 was served on the Company and duly replied. The matter is currently under consideration.	The Company duly submitted its response through email dated March 28, 2024 to the SCN awaiting further views from SEBI.	The Matter is submitted & currently under consideration.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended.....	Compliance Requirement (Regulations/circulars/guidelines including Specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA						

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	

5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>NA</p>	The Listed entity does not have any Material Subsidiary.
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>NA</p>	<p>a) -</p> <p>b) Please refer point No. 8(a)</p>
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	Mentioned in table (a) above.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	<p>During the period under review, the Statutory Auditors of the Company resigned vide Letter dated 25th September, 2023. The Statutory Auditor before such resignation, issued the limited review/ audit report for the first quarter ended June 30, 2023. However, the Company was on receipt of Show Cause Notice from SEBI as Mentioned in table (a) above</p>
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>

\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata

Date: 27<sup>th</sup> May, 2024

For AGARWAL A & ASSOCIATES  
Company Secretaries

AJAY KUMAR  
AGARWAL

Digitally signed by AJAY KUMAR AGARWAL  
DN: cn=ajay, o=Agarwal A & Associates, email=ajay@agarwal.aandassociates.com, c=IN, postalCode=700016, st=West Bengal, serialNumber=A9E0D04F7F9A3ECC9C5E1E85207E8  
A30DA3909CA89958935899A12CC99L, cn=Ajay  
KUMAR AGARWAL  
Date: 2024.05.27 16:54:57 +05'30'

CS Ajay Kumar Agarwal

Proprietor

C.P No.:13493

M. No. : F7604

Peer Review No. 1592/2021

UDIN: F007604F000458637