



Ref : DTCL/BSE/20

Date : 25<sup>th</sup> June, 2020

To,  
BSE Ltd  
Department of Corporate Affairs  
'Phiroze Jeejeebhoy Towers'  
25th Floor, Dalal Street,  
Mumbai- 400 001

Scrip Code : 530959

Sub: Secretarial Compliance Report of the Company as per Regulation 24A of the Securities and Exchange Board of India( Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 for the Financial Year ended on March 31, 2020

Dear Sir / Madam,

We are submitting the Secretarial Compliance Report of the Company duly audited and signed by the Secretarial Auditor of the Company, M/s MR & Associates, Practicing Company Secretaries in terms of Regulation 24A of the Securities and Exchange Board of India( Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 for the Financial Year ended on March 31, 2020.

Kindly take the same in your records.

Thanking you.

Yours truly,  
For **DIANA TEA COMPANY LIMITED**

**ANUSHREE BISWAS**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**MEMBERSHIP NO. 40821**

Encl: As above

**AARES GROUP**

Regd. Office : Sir RNM House (4th Floor), 3B, Lal Bazar Street, Kolkata - 700 001  
Phone : 2248 8672, 4066 1590-93, Fax : 2248 7571 E-mail : [contactus@dianatea.in](mailto:contactus@dianatea.in)  
Website : [www.dianatea.in](http://www.dianatea.in) CIN : L15495WB1911PLC002275

*MR & Associates*  
Company Secretaries  
46, B. B. Ganguly Street,  
Kolkata-700012  
Mobile No: 9831074332  
Email :[goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)

SECRETARIAL COMPLIANCE REPORT  
OF  
DIANA TEA CO. LTD.  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020  
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by  
Securities and Exchange Board of India]

To,  
The Members,  
DIANA TEA CO. LTD.  
Sir R N M House,  
3B Lal Bazar Street,  
Kolkata- 700001  
West Bengal

We have examined:

(a) all the documents and records made available to us and explanation provided by M/s. DIANA TEA CO. LTD. ("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 on 31st March, 2020 ("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");



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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 Applicable for the review period**
- (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 Applicable for the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable for the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable for the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

Based on the above examination, I/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.N o.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	N/A	N/A	N/A

(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.



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(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries(if any) 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.
	N/A	N/A	N/A	N/A

(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...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

(e) The listed entity had suitably modified the terms of appointment of statutory auditors in terms of Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Place : Kolkata

Date : 25.06.2020

For M R & Associates  
Company Secretaries

[M.R. Goenka]

Partner

FCS No.: 4515

C P No.: 2551

UDIN : F004515B000378504

*Note : The Audit was conducted earlier for nine month and the audit documents were obtained from the Company except compliance for the quarter January to March 2020. The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the compliance documents for the quarter January to March, 2020 were obtained through electronic mode and verified with requirements. It is further stated that due to the pandemic situation cause by COVID-19, few intimations to Stock Exchanges under relevant SEBI Regulations were done, which were within the extension period granted by such regulatory authorities.*