



Ref: DTCL/AB/BSE/20
Date: September 24, 2020

BSE Limited
The Corporate Relationship Department,
1st Floor, New Trading Wing,
Rotunda Building
'Phiroze Jeebhoy Towers',
Dalal Street,
Mumbai- 400 001
Scrip Code: 530959

Dear Sir/Madam,

Sub: Outcome of the 109th Annual General Meeting of the Company.

The 109th Annual General Meeting (“AGM”) of the Members of Diana Tea Company Limited was held today, Thursday, the 24th day of September, 2020 at 3:00 P.M.(IST), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

We hereby wish to inform you that the Ordinary and the Special Businesses as listed in the Notice of the AGM dated August 14, 2020 have been approved with requisite majority at the AGM today and the details of the said businesses along with the profile of the Directors re-appointed at the AGM are given in the said Notice.

In terms of the provisions of the Companies Act,2013 (as amended) and Rules made thereunder read with the provisions of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015,(as amended)(“Listing Regulations”), the Company has provided remote e-voting. Mr. Mohan Ram Goenka, Company Secretary in Practice, partner of M/s. MR & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.

In this regard, we are enclosing herewith the following:

- 1) The summary of the proceedings of the AGM pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (**Annexure I**).

This is for your information and record.

Thanking You,

Yours faithfully,

For **Diana Tea Company Limited**

Anushree Biswas

(Company Secretary & Compliance Officer)

Membership No.40821

Encl.: a/a

AARES GROUP

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Phone : 2248 8672, 4086 1590-93, Fax : 2248 7571 E-mail : contactus@dianatea.in
Website : www.dianatea.in CIN : L15495WB1911PLC002275



Annexure-1

SUMMARY OF THE PROCEEDINGS OF THE 109TH ANNUAL GENERAL MEETING (AGM) OF DIANA TEA COMPANY LIMITED HELD ON THURSDAY, 24TH SEPTEMBER, 2020:

In compliance with the General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs (the “MCA”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the 109th Annual General Meeting (the “AGM” or the “Meeting”) of the Members of Diana Tea Co Ltd (the “Company”) was duly convened and held on Thursday, September 24, 2020, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), which commenced at 3:00 P.M. (IST) and concluded at 4:05 P.M. (IST) (including the time allowed for e-voting at AGM).

Ms. Anushree Biswas, Company Secretary, welcomed the Members attending the AGM and briefed about the guidelines to be followed during the Meeting for shareholders and registered speakers. Mr. Sandeep Singhania, Chairman of the Board of Directors of the Company, greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman called the Meeting to order. Thereafter, he introduced other directors who joined the Meeting from various locations. All the directors including the respective Chairpersons of various Committees were also present at the AGM. He expressed that this year’s annual general meeting has been tragically overshadowed by the death of a long-standing and highly respected member of Board of Directors, Shri N. F. Tankariwala expired on 5th September, 2020, in Kolkata. Shri N. F. Tankariwala extraordinarily contributed to the success of our company for more than a decade with his profound knowledge and experience. Later he requested to have one minute of silence in his honour.

The representative of M/s. B. Nath & Co, the Statutory Auditors and Mr. Mohan Ram Goenka, Secretarial Auditor for the year 2019-20 were also present at the Meeting.

Total 66 Members attended the AGM as per the records of the attendance.

Thereafter, the Notice dated August 14, 2020 convening the 109th AGM (the “Notice”) was taken as read with the consent of the Members present. The Chairman mentioned that there were no qualifications, observations or other remarks made by the Auditors in their Report on the Financial Statements (both Standalone and Consolidated) or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended March 31, 2020 which may have any

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adverse effect on the functioning of the Company. Hence, the Auditors' Report on the Financial Statement and the Secretarial Audit Report were not required to be read.

The Chairman then delivered his speech, highlighting, inter alia, the financial performance, key focus areas, impact of Covid-19 and other initiatives of the Company.

Thereafter, the resolutions were tabled at the Meeting by the Chairman and he explained the objectives and implications of each item of businesses for consideration by the shareholders. The Company Secretary invited the Shareholders who had registered themselves as Speakers and were attending the Meeting through VC / OAVM, to put forward their queries / feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended March 31, 2020 and/or on the Agenda Items as contained in the Notice. The Company Secretary invited the Members to raise questions and clarifications were provided by the Chairman to the queries raised by the members.

The Chairman informed the Members that in compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company had engaged the services of CDSL to provide remote e-Voting facility which commenced on Monday, September 21, 2020 (10:00 A.M. IST) and ended on Wednesday, September 23, 2020 (5:00 P.M. IST) and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses transacted at the Meeting.

The voting rights of the Members were reckoned based on the number of shares held by them as on the '**cut-off**' date i.e., **Thursday, September 17, 2020**. CS Mohan Ram Goenka, Partner, MR & Associates, Practicing Company Secretary, Kolkata, (Membership No.: FCS-4515 and C.P. No. 2551), Kolkata, was appointed for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

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The Chairman informed that the third item of agenda is relating to re-appointment of Shri N. F. Tankariwala(DIN 00035400), as non-executive Independent Director of the Company for a second term of 5 years, not liable to retire by rotation has become infructuous owing to his sad demise on 5th September, 2020. Votes already cast through e-voting shall not be considered.

Thereafter, the following businesses as set out in the Notice dated August 14, 2020 convening the AGM were transacted :

Sl.No.	Particulars
ORDINARY BUSINESS(Ordinary Resolutions)	
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2.	Re-appointment of Mrs. Sarita Singhania (DIN 00343786), as a Director of the Company, liable to retire by rotation.
SPECIAL BUSINESS (Special Resolution)	
3.	Re-appointment of Shri H.M. Parekh (DIN 00026530), as non-executive Independent Director of the Company for a second term of 5 years, not liable to retire by rotation with effect from June 26 th , 2020.
4.	Re-appointment of Shri Gautam Bhalla (DIN 00675609), as non-executive Independent Director of the Company for a second term of 5 years, not liable to retire by rotation with effect from June 26 th , 2020.
5.	Approval for continuation of payment of remuneration to executive directors who are promoters in excess of threshold limits as per SEBI (LODR)(Amendments) Regulations, 2018.
6.	Re-appointment of Shri Sandeep Singhania (DIN 00343837), as Managing Director of the Company for a further term of 5(Five) years liable to retire by rotation and fixing his remuneration, for a period of 3 (three) consecutive years, with effect from August 27 th , 2020.

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The Chairman authorized the Company secretary to declare the results of voting. The Chairman informed the Members that the consolidated e-voting results will be declared as per the details given in the Notice and concluded the proceedings of the Meeting after thanking the Directors and the Shareholders for joining the Meeting. The Meeting was concluded with a vote of thanks to the Chair. The e- Voting facility was kept open for the next 15 minutes to enable the Members to cast their votes.

The Meeting concluded at 4:05 P.M with a vote of thanks to the Chairman.

For DIANA TEA COMPANY LIMITED

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

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