



Ref: DTCL/AB/BSE/20
Date: September 25, 2020

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

CC: Central Depository Services(India) Ltd
Marathon Futurex, A-Wing, 25th Floor
NM Joshi Marg, Lower Parel
Mumbai- 400013

Dear Sir/Madam,

Sub: Voting Results of the 109th Annual General Meeting of the Company held on 24th September, 2020.

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

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. Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (**Annexure I**);
2. Consolidated Scrutinizer's Report dated September 25, 2020 pursuant to Section 108 of the Companies Act, 2013 (as amended) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (**Annexure II**)

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

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
Website : www.dianatea.in CIN : L15495WB1911PLC002275

DIANA TEA COMPANY LTD
109th Annual General Meeting of Diana Tea Company Ltd-Details of Voting Results

Date of the AGM	September 24, 2020
Total Number of Shareholders on record date	7693
No. of shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter group	
Public	
Total	
No. of shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter group	0
Public	66
Total	66

Agenda-wise disclosure (to be disclosed separately for agenda item)

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement for the Financial Year ended on 31st March, 2020 and the Reports of the Directors and Auditors thereon.

Whether promoter/promoter group are interested in the agenda/resolution? 0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3=\frac{(2)}{(1)}*100$	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled $6=\frac{(4)}{(2)}*100$	% of votes against on votes polled $7=\frac{(5)}{(2)}*100$
Promoter & Promoter Group	Remote Evoting	9194854	9194854	100.00000	9194854	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		9194854	100.00000	9194854	0	100.00000	
Public - Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	5796146	6135	0.10580	5205	930	84.84110	15.15890
	Evoting at AGM		19	0.00030	19	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6154	0.10620	5224	930	84.88790	15.11210
Total		14991000	9201008	61.37688	9200078	930	99.98989	0.01011

2. To appoint a Director in place of Mrs. Sarita Singhania (DIN:00343786) who retires by rotation and being eligible, offer herself for re-appointment

Whether promoter/promoter group are interested in the agenda/resolution? 0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3=\frac{(2)}{(1)}*100$	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled $6=\frac{(4)}{(2)}*100$	% of votes against on votes polled $7=\frac{(5)}{(2)}*100$
Promoter & Promoter Group	Remote Evoting	9194854	9194854	100.00000	9194854	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		9194854	100.00000	9194854	0	100.00000	
Public - Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	5796146	6135	0.10580	5204	931	84.82480	15.17520
	Evoting at AGM		19	0.00030	19	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6154	0.10620	5223	931	84.87160	15.12840
Total		14991000	9201008	61.37688	9200077	931	99.98988	0.01012

3. TO RE-APPOINT MR. N.F. TANKARIWALA (DIN:00035400), AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 YEARS, NOT LIABLE TO RETIRE BY ROTATION

Whether promoter/promoter group are interested in the agenda/resolution? 0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3=\frac{(2)}{(1)}*100$	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled $6=\frac{(4)}{(2)}*100$	% of votes against on votes polled $7=\frac{(5)}{(2)}*100$
Promoter & Promoter Group	Remote Evoting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Evoting at AGM		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Institutional holders	Remote Evoting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Evoting at AGM		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Non Institution	Remote Evoting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Evoting at AGM		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

NOTE TO ITEM NO.3 - The above resolution at item No. 3 could not be taken up in the meeting as the resolution has become infructuous owing to his sad demise on 5th September, 2020.

4. TO RE-APPOINT MR. H.M. PAREKH (DIN:00026530), AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 YEARS, NOT LIABLE TO RETIRE BY ROTATION:

Whether promoter/promoter group are interested in the agenda/resolution? 0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3=\frac{(2)}{(1)}*100$	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled $6=\frac{(4)}{(2)}*100$	% of votes against on votes polled $7=\frac{(5)}{(2)}*100$
Promoter & Promoter Group	Remote Evoting	9194854	9194854	100.00000	9194854	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		9194854	100.00000	9194854	0	100.00000	
Public - Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	5796146	6135	0.10580	5205	930	84.84110	15.15890
	Evoting at AGM		19	0.00030	19	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6154	0.10620	5224	930	84.88790	15.11210
Total		14991000	9201008	61.37688	9200078	930	99.98989	0.01011



5.		TO RE-APPOINT MR. GAUTAM BHALLA (DIN: 00675609), AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 YEARS, NOT LIABLE TO RETIRE BY ROTATION:							
Whether promoter/promoter group are interested in the agenda/resolution ?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	9194854	9194854		100.00000	9194854	0	100.00000	
	Evoting at AGM		0		0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		0.00000	N.A.	N.A.	N.A.	
	Total		9194854		100.00000	9194854	0	100.00000	
Public - Institutional holders	Remote Evoting	0	0		0	0			
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.		0	0		
	Total		0		N.A.	N.A.	N.A.	N.A.	
Public - Non Institution	Remote Evoting	5796146	6135		0.10580	5204	931	84.82480	
	Evoting at AGM		19		0.00030	19	0	100.00000	
	Postal Ballot (if applicable)		N.A.		0.00000	N.A.	N.A.	N.A.	
	Total		6154		0.10620	5223	931	84.87160	
Total		14991000	9201008		61.37688	9200077	931	99.98988	
								15.12840	
								0.01012	

6.		TO APPROVE CONTINUATION OF PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS IN EXCESS OF THRESHOLD LIMITS AS PER SEBI (LODR) (AMENDMENT) REGULATIONS, 2018.							
Whether promoter/promoter group are interested in the agenda/resolution ?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	9194854	9194854		100.00000	9194854	0	100.00000	
	Evoting at AGM		0		0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		0.00000	N.A.	N.A.	N.A.	
	Total		9194854		100.00000	9194854	0	100.00000	
Public - Institutional holders	Remote Evoting	0	0		0	0			
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.		0	0		
	Total		0		N.A.	N.A.	N.A.	N.A.	
Public - Non Institution	Remote Evoting	5796146	6135		0.10580	1680	4455	27.38390	
	Evoting at AGM		19		0.00030	19	0	100.00000	
	Postal Ballot (if applicable)		N.A.		0.00000	N.A.	N.A.	N.A.	
	Total		6154		0.10620	1699	4455	27.60810	
Total		14991000	9201008		61.37688	9196553	4455	99.95158	
								0.04842	
								72.61610	
								72.39190	

7.		TO RE-APPOINT MR. SANDEEP SINGHANIA (DIN: 00343837) AS MANAGING DIRECTOR OF THE COMPANY:							
Whether promoter/promoter group are interested in the agenda/resolution ?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	9194854	9194854		100.00000	9194854	0	100.00000	
	Evoting at AGM		0		0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		0.00000	N.A.	N.A.	N.A.	
	Total		9194854		100.00000	9194854	0	100.00000	
Public - Institutional holders	Remote Evoting	0	0		0	0			
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.		0	0		
	Total		0		N.A.	N.A.	N.A.	N.A.	
Public - Non Institution	Remote Evoting	5796146	6135		0.10580	5205	930	84.84110	
	Evoting at AGM		19		0.00030	19	0	100.00000	
	Postal Ballot (if applicable)		N.A.		0.00000	N.A.	N.A.	N.A.	
	Total		6154		0.10620	5224	930	84.88790	
Total		14991000	9201008		61.37688	9200078	930	99.98989	
								15.11210	
								0.01011	



MR & Associates

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the Annual General Meeting (AGM) of the Members of **DIANA TEA COMPANY LIMITED** (CIN: L15495WB1911PLC002275), held on Thursday, the 24th day of September, 2020 at 3:00 P.M. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of **DIANA TEA COMPANY LIMITED** (the Company) for the purpose of Scrutinizing the process of (i) remote-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated August 14, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Thursday, 24th September 2020 at 3:00 P.M. IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated August 14, 2020. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.

Our Office :
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R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

3. The Members holding shares as on the "cut-off date" i.e. September 17, 2020 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Monday, September 21, 2020 (10:00 A.M. IST) till Wednesday, September 23, 2020 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by CDSL.
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the votes casted through Remote e-voting and e-voting at the Annual General Meeting by the shareholders based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

Item No. 1- Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	95	9200078	95	9200078	99.99
Dissent	10	930	10	930	0.01
Total	105	9201008	105	9201008	100.00
Abstain / Invalid	-	-	-	-	-

Our Office :

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E Mail: goenkamohan@hotmail.com
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Mobile No.9831074332
Phone No : 2237 9517

Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mrs. Sarita Singhania (DIN: 00343786), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	94	9200077	94	9200077	99.99
Dissent	11	931	11	931	0.01
Total	105	9201008	105	9201008	100.00
Abstain / Invalid	-	-	-	-	-

Item No. 3 - Special Resolution

Re-appointment of Mr. N.F. Tankariwala (DIN: 00035400), as an Independent Director of the company for a second term of 5 years, not liable to retire by rotation.

The above resolution at Item No. 3 could not be taken up in the meeting as the resolution has become infructuous owing to his sad demise on 5th September, 2020.

Item No. 4 - Special Resolution:

Re-appointment of Mr. H.M. Parekh (DIN: 00026530), as an Independent Director of the company for a second term of 5 years, not liable to retire by rotation

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	95	9200078	95	9200078	99.99
Dissent	10	930	10	930	0.01
Total	105	9201008	105	9201008	100.00
Abstain / Invalid	-	-	-	-	-

Our Office :

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E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



Mobile No.9831074332

Phone No : 2237 9517

Item No. 5 - Special Resolution:

Re-appointment of Mr. Gautam Bhalla (DIN: 00675609), as an Independent Director of the Company for a second term of 5 years, not liable to retire by rotation

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	95	9200077	95	9200077	99.99
Dissent	10	931	10	931	0.01
Total	105	9201008	105	9201008	100.00
Abstain / Invalid	-	-	-	-	-

Item No. 6 - Special Resolution:

Approval of continuation of payment of remuneration to Executive Directors who are promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	94	9196553	94	9196553	99.95
Dissent	11	4455	11	4455	0.05
Total	105	9201008	105	9201008	100.00
Abstain / Invalid	-	-	-	-	-

Item No. 7 - Special Resolution:

Re-appointment of Mr. Sandeep Singhania (DIN: 00343837) as Managing Director of the Company for a period of five (5) years with effect from 27th August, 2020.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	95	9200078	95	9200078	99.99
Dissent	10	930	10	930	0.01
Total	105	9201008	105	9201008	100.00
Abstain / Invalid	-	-	-	-	-

8. Based on the foregoing, all the resolutions except resolution at item no. 3 shall be deemed to have been passed with requisite majority.

Our Office :

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Phone No : 2237 9517

MR & Associates

Company Secretaries

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

Mohan Sen

M R Goenka

Partner

CP No: 2551

UDIN No : F004515B000769026



Date: 25/09/2020

Place: Kolkata

Countersigned by:-

For DIANA TEA COMPANY LIMITED

A handwritten signature in black ink, appearing to be "S. K. Sen".

Director/Managing Director

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com

Mobile No.9831074332

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