



DIANA TEA COMPANY LTD

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NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Shareholder(s),

Notice is hereby given to the Members of DIANA TEA CO LTD ('the Company') pursuant to the relevant provisions of Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment, modification thereto or any reenactment thereof for the time being in force), General Circular No. 09/2023 dated 25th September, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and as amended from time to time), that the Special Resolutions as set out in this Postal Ballot Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only as hereunder-

ITEM NO. 1: APPOINTMENT OF MR. DEVANG SINGHANIA (DIN: 08662305) AS A WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS WITH EFFECT FROM NOVEMBER 11, 2024, BY WAY OF AN 'ORDINARY RESOLUTION'.

The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out the relevant material facts and the reason for the proposed Resolution is appended herewith this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules framed thereunder and the applicable MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice, postal ballot forms and pre-paid business envelopes are not being sent to Members for this Postal Ballot physically. The Notice is being sent only through electronic mode to those Members whose email address is registered with the Company/RTA/Depository Participant(s)/ Depositories. The details of the procedure to cast the vote forms part of this Notice.

The Board has vide circular resolution passed on 24th December, 2024 appointed Mr. Mohan Ram Goenka, (FCS No.: 4515 and CP No.: 2551) of M/s. MR & Associates, Practicing Company Secretaries, Kolkata, who had given his consent to act as the Scrutinizer for conducting Postal Ballot /e-voting process in a fair and transparent manner. The Scrutinizer's decision in the validity of the Postal Ballot shall be final.

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 GST : 19AABCD1021G1Z8



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Your Company is pleased to provide Electronic Voting (hereinafter referred to as "e-voting") facility to its Members, to enable them to cast their vote electronically. The Company has engaged the services of M/s. Central Depository Services Limited (CDSL), for facilitating e-voting. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out under the section "General information and instructions relating to e-voting" of this Notice.

The members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, 31st December, 2024 ("the cut-off date") shall be entitled to vote on the appended Resolutions. **The e-voting period commences on Wednesday, 8th January, 2025 (9:00 A.M.) and ends on Thursday, 6th February, 2025 (5:00 P.M.) ("voting period")**. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

Upon expiry of the voting period, the e-voting module shall be disabled by CDSL. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

The last date of e-voting, i.e. Thursday, 6th February, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. Further, resolutions passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman in writing after completion of scrutiny of the postal ballots (through the e-voting process). The results shall be declared by the Chairman or a person authorized by him on or before Friday, 7th February, 2025. The result would be displayed at the Registered Office of the Company and shall be made available on the Company's website <https://www.dianatea.in/> and communicated to BSE Limited ("BSE"), and CDSL

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility provided by the Company.

Special Business:

ITEM NO. 1: APPOINTMENT OF MR. DEVANG SINGHANIA (DIN: 08662305) AS A WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS WITH EFFECT FROM NOVEMBER 11, 2024, BY WAY OF AN 'ORDINARY RESOLUTION'.

To consider, and if thought fit, to pass with or without modification, the following Resolution, as a **Ordinary Resolution**:

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“RESOLVED THAT Mr. Devang Singhania, (DIN: 08662305), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective November 11, 2024 and who holds office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196, 197, 203 of the Companies Act, 2013 and other applicable provisions, if any, Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Company be and is hereby accorded for the appointment and terms of the appointment including remuneration of Mr. Devang Singhania (DIN: 08662305), as the Whole-time Director of the Company, for a term of five consecutive years commencing from November 11, 2024 upto November 10, 2029, upon the terms and conditions of appointment and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this postal ballot with liberty to the Board of Directors (hereinafter referred to as “the Board,” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Devang Singhania, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof. Mr. Devang Singhania (DIN: 08662305) shall also be liable to retire by rotation at the Annual General Meetings in accordance with Section 152 of the Companies Act, 2013, and there will be no break in his office as Whole-time Director in case he is re-appointed by the shareholders.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Devang Singhania's office as Whole-time Director, the remuneration set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Devang Singhania as minimum remuneration, provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II(A) of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration (subject to the approval of the Nomination and Remuneration Committee) in the said draft Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force, provided, however, that the remuneration payable to Mr. Devang Singhania shall be within the limits set out in the said Act, including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed thereunder, and the terms of the aforesaid letter between the Company and Mr. Devang Singhania shall be suitably modified to give effect to such variation or increase, as the case may be.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Registered Office:

3B, Lalbazar Street

Kolkata- 700 001

Date: 24th December, 2024

For and on behalf of the Board
For DIANA TEA COMPANY LIMITED

Director/Managing Director

Sd/-
Sandeep Singhania

DIN no: 00343837

Managing Director

Notes:

1. The statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 stating all material facts and the reason /rationale for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members/ Register of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (together "Depositories") as on Tuesday, 31st December, 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. The manner of voting on the proposed resolution(s) is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. The Resolution, if passed by requisite majority through e-voting, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday, 6th February, 2025. Further, resolutions passed by the members through this postal ballot process will be deemed to have been passed as if they are passed at a General Meeting of the Members.
5. Members may please note that the Postal Ballot Notice and the Results will also be available on the Company's website at <https://www.dianatea.in>, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and on the website of CDSL.

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The results of the e-voting, with details of the number of votes cast for and against the resolution, invalid votes and whether the resolution has been carried or not shall also be displayed on the Notice board of the Company at its Registered Office at Kolkata.

6. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or Governing Body Resolution/Authorization etc., authorizing their representative to vote on their behalf. The said Resolution/Authorization should be sent to the Scrutinizer by email at his email address goenkamohan@gmail.com and at the registered email address of the Company at <https://www.dianatea.in>.
8. As per the provisions of Section 72 of the Act, the facility for making/verifying/cancelling of nomination is available to individuals holding shares in the Company. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members want to verifying/cancelling thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debenture) Rules, 2014 (as amended) for the purpose. The forms can be obtained from M/s. Maheshwari Datamatics Pvt. Ltd, Registrar and Share Transfer Agent of the Company or from the website of the Ministry of Corporate affairs at www.mca.gov.in. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Maheshwari Datamatics Pvt. Ltd, in case the shares are held in physical form.
9. Members are requested to immediately notify any change in their name, address, email address, telephone/ mobile no., Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar Share Transfer agent of the Company M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 in case the shares are held by them in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to the Registrars and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at

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contactus@dianatea.in along with the copy of the signed request letter mentioning the Folio No., name and address of the Member along with scanned copy of the share certificate (front/back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. For any further clarification, the shareholders may send requests to the Company's investor email id: contactus@dianatea.in.

12. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.
13. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s. Maheshwari Datamatics Pvt. Ltd., the Registrars and Share Transfer Agents, in case the shares are held by them in physical form.

Accordingly, the Company sends all communication including the Notice in electronic form to all Members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested. Shareholders holding shares in physical form are requested to register/update their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd. at mdpldc@yahoo.com to us on contactus@dianatea.in.

14. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting by e voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or any other person authorized by him in writing.
15. The results of voting (including e-voting or otherwise) shall be aggregated and declared on or after the Annual General Meeting of the Company. The results of the e-voting and ballot paper shall be aggregated and declared not later than 48 (Forty eight) hours of conclusion of the e voting of the postal ballot. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.dianatea.in> and on the website of CDSL

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<https://www.evotingindia.com> immediately and communicated to BSE & CSE Limited. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

16. In case of any queries/grievances relating to e-voting process, the Members may contact Central Depository Services Limited, 22, Camac Street, Block-A, 1st Floor, Kolkata-16, at e-mail ID: helpdesk.evoting@cdslindia.com, at Toll Free No. 1800-200-5533 who will address the grievances connected with the electronic voting. Members may also write to the Company Secretary at contactus@dianatea.in or Registered Office address.

PROCEDURE & INSTRUCTIONS FOR ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS:

- 1) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rule made thereunder, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and MCA Circular read with SEBI Circular, the Company has provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform..
- 2) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 A.M. (IST) on Wednesday, 8th January, 2025	Up to 5:00 P.M. (IST) on Thursday, 6th February, 2025

- 3) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Tuesday, 31st December, 2024 only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut- off date should treat this notice for information purpose only.
- 4) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- 5) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only

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facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 6) Persons who have acquired shares and became Members after the dispatch of the Notice of the AGM but before the 'Cut-off Date' of Tuesday, 31st December, 2024 may obtain their user ID and Password for e-voting and Company's Registrars & Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.
- 7) The details of the process and manner for remote e-voting are explained herein below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining.</p>

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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL.), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk Detail
Individual Shareholders holding securities in Demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

8) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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- i) The shareholders should log on to the e-voting website <https://www.evotingindia.com>.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - (1) For CDSL: 16 digits beneficiary ID,
 - (2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (3) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB).	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant Diana Tea Co. Ltd. on which you choose to vote.

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- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - o Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - o After receiving the login details.
 - o Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at goenkamohan@hotmail.com or goenkamohan@gmail.com and to the Company at contactus@dianatea.in or to M/s. Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at mdpldc@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xviii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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B. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection and shall be made available over email on making a request to the Company through your registered Email ID on contactus@dianatea.in, quoting your name, demat account number / folio number, mobile number.
- Scanned copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of The Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting. Members who want to inspect such documents can mail the request to contactus@dianatea.in.
- Members seeking any information with regard to the accounts or any matter are requested to write to the Company through email on contactus@dianatea.in. The same will be replied by the Company suitably.
- The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividend remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. However, it may be noted that there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

C. GENERAL INFORMATION FOR SHAREHOLDERS

- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.
- Pursuant to section 72 of The Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the Registrar and Share Transfer Agents (RTA). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically. Members who wish

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to register their e-mail id can download the green initiative form from the Company's website <https://www.dianatea.in/>

- The Company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/COP No. 2551), Partner, MR & Associates, Company Secretaries, Kolkata, to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website <https://www.dianatea.in/> and on the notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on Thursday, 6th February, 2025.
- Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019. Presently the Members are not able to demat their shares due to suspension on company equity on BSE. Once the company get listing approval from BSE and get the ISIN from depositories the member will request to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates.

Statement pursuant to Section 102 of the Companies Act, 2013

In compliance with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Resolution proposed in the Notice:

Item No. 1

Appointment of Mr. Devang Singhania (DIN: 08662305) as Whole-time Director of the Company

Mr. Devang Singhania (DIN: 08662305) assumed the role of Additional director (Category: Whole-time Director) of the Company on **11th November 2024**, based on the recommendation of the Nomination and Remuneration Committee. He was appointed by the Board of Directors on the same date for a term of **five years**, effective **11th November 2024**, until **10th November 2029**, subject to shareholder approval.

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During his tenure, Mr. Singhania will be subject to retirement by rotation in accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company.

Mr. Singhania, a Graduate on Entrepreneurship & Management from Babson College (USA), has been associated with the Company as a Business Development Executive since 2014 and has significant expertise in the tea industry. His leadership and vision have been instrumental in driving operational excellence, business integration, and overall growth of the Company.

In accordance with Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Devang Singhania holds office as an Additional Director up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director. According to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval from shareholders shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a written notice from a Member proposing his candidature for the office of Director in terms of Section 160(1) of the Act.

Recognizing Mr. Singhania's valuable contributions since the association with company, the Board recommends shareholder approval for his appointment as Whole-time Director.

Terms and Conditions

1. Nature of Duties

Mr. Devang Singhania shall devote his full time, attention, and abilities to the business of the Company and shall carry out duties as assigned by the Board and/or the Managing Director. He shall have the management of the whole or substantially the whole of the affairs of the Company, subject to the superintendence, control, and directions of the Board.

2. Remuneration

a) Basic Salary:

- ₹1,85,000 per month=Rs. 22,20,000 (annually), with annual increments based on performance, as recommended by the Nomination and Remuneration Committee and approved by the Board, within a range of ₹1, 85,000/- to ₹3,00,000/- per month.

b) Benefits, Perquisites, and Allowances:

In addition to the salary and commission payable, Mr. Singhania shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession for himself and

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his family, club fees, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Singhania.

The perquisites and allowance shall be valued as per Income Tax Act, 1961 or any other rules hereunder or any statutory modification(s) or reenactment thereof, and in absence of such rules they shall be valued at actual cost.

Provision for use of the Company's car for official duties and telephone (including payment of local calls and long-distance official calls) shall not be included in the computation of perquisites.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act,

Gratuity payable as per the rules of the Company and encashment of leave at the end of tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

3. Minimum Remuneration

In the event of loss, absence or inadequacy of profits in any financial year during the term of office of Mr. Singhania, the remuneration payable to him by way of salary, allowances, commissions and perquisites shall not, without the approval of the Central Government (if required), exceed limit specified in Section II of Part II of Schedule V to the Companies Act, 2013 including any amendment(s), modification(s), variation(s) or reenactment thereof.

The above remuneration is to be paid as minimum remuneration in the absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

4. Variation:

The Board of Directors or any Committee may alter and vary the terms and conditions of the appointment and/or agreement (including the amount of salary, commission and also type & amount of perquisites and other benefits payable to Mr. Singhania) in such manner as may be agreed between the Board or Committee thereof and Mr. Singhania, provided however that the remuneration payable to Mr. Singhania shall not exceed the limits specified in the Schedule V of the Companies Act, 2013, including any amendment(s), modification(s), variation(s) or reenactment thereof.

The above payment shall be governed by the provisions of Schedule V to the 'Act' or any amendment thereof.

The Board commends the resolution for approval by shareholders and recommends passing the proposed resolution as an **Ordinary Resolution**.

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Except for Mr. Devang Singhania and his relatives, no other Director, Key Managerial Personnel, or their relatives are concerned or interested in this resolution.

Registered Office:

3B, Lalbazar Street

Kolkata- 700 001

Date: 24th December 2024

For and on behalf of the Board
For DIANA TEA COMPANY LIMITED

Director / Managing Director
Sandeep Singhania

DIN no: 00343837

Managing Director

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DETAILS OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT

(Pursuant to Regulation 26(4) and Regulation 36 (3) of Listing Regulations, 2015 & Secretarial Standard-2)

Name of Director	Mr. Devang Singhania
Date of Birth	03/07/1995
Qualification	Graduate on Entrepreneurship & Management from Babson College (USA)
Date of Appointment	11.11.2024
Terms and Conditions of Appointment	As per Letter of Appointment
Nature of Expertise in Specific Functional Areas	Tea Plantation & Marketing Business
The Remuneration last drawn by Directors, if applicable	Basic Salary: Rs. 1.5 lacs per month as a Executive- business development.
Details of Remuneration sought to be paid	Basic Salary Range: Rs. 1,85,000per month to Rs. 3,00,000 per month
List of Other Public Companies in which Directorship held (excluding in Foreign Companies)	NIL
List of other listed entities in which Directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of Other Companies in which she/he is a Director (excluding in Foreign Companies)	Sage Organics Pvt. Ltd. –Director.
Chairman/ Member of the Committees of the Board of Directors in Other Listed Companies	NIL
Disclosure of relationship between Directors inter-se and Key Managerial Personnel	Mr. Devang Singhania is the son of Mrs. Sarita Singhania, Whole Time Director of the Company.
Details of Shareholding, if any in the Company	5238 Shares of Rs. 5/- each
The number of Meetings of the Board attended during the financial year	Mr. Devang Singhania attended 1 Board meetings out of total 1 Board meetings held during his tenure in the financial year.

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