



## Diana Tea Company Limited

CIN : L15495WB1911PLC002275

Sir R. N. M. House

3B, Lal Bazar Street, Kolkata - 700 001

Phone : (033) 2248-8672, 4066 1590-93, Fax : (033) 2248-7571

E-mail : contactus@dianatea.in, Website : www.dianatea.in

### Notice

**NOTICE** is hereby given that the 105th Annual General Meeting of the members of **Diana Tea Company Limited** will be held on Wednesday, September 21, 2016 at Gyan Manch Education Society Hall, 11, Pretoria Street, Kolkata – 700 071 at 10.30 A.M. to transact the following business:

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements for the fifteen months period ended on March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mrs. Sarita Singhania (DIN:00343786) who retires by rotation and being eligible, offer herself for re-appointment.
4. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on June 26, 2015, the appointment of M/s. Das & Prasad, Chartered Accountants [Firm Registration No. 303054E] as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

#### **SPECIAL BUSINESS :**

5. To consider and, if thought fit to pass, with or without modification(s), the following resolutions as a **Special Resolution :**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent and approval of the Company be and is hereby accorded to the re-appointment of Mrs. Sarita Singhania (DIN: 00343786) as Whole-time Director (WTD) of the Company who will be designated as Director (Sales & Marketing) for a period of 5 (five) years with effect from November 11, 2016 on such terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, 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 Mrs. Sarita 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. Mrs. Sarita Singhania (DIN: 00343786) shall also be liable to retire by rotation at the Annual General Meetings in accordance with Section 152 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mrs. Sarita Singhania’s office as Whole-time Director, the remuneration set out in the draft Letter of appointment be paid or granted to Mrs. Sarita 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 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 Nomination and Remuneration Committee) in the 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 Mrs. Sarita 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 there under and the terms of the aforesaid Letter between the Company and Mrs. Sarita Singhania shall be suitably modified to give effect to such variation or increase as the case may be subject to the maximum limit as specified in the agreement as entered into between Mrs. Sarita Singhania and the Company.”

“**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, Lal Bazar Street  
Kolkata - 700 001  
Date: May 30, 2016

For and on behalf of the Board  
Sd/-  
**Manoj Agarwala**  
Company Secretary  
Membership No.-23053

**Notes :**

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board

Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3) The Companies Act, 2013 under Section 2(41) mandates all the Companies to have a uniform financial year commencing from April 1 and ending on March 31. At the Board Meeting held on August 14, 2015 it was decided to change the financial year of the Company from January-December to April-March. Accordingly, the Financial Year 2015 was extended up to March 31, 2016 covering a period of fifteen months commencing from January 1, 2015.

Henceforth, the Company shall follow its Financial Year starting from April 1 every year and ending on March 31 in the subsequent year.

4) The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

5) The Register of Members and Share Transfer Register of the Company will remain closed from September 14, 2016 to September 21, 2016 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

6) The dividend on Equity Shares as recommended by the Board, if declared, will be payable on or after September 21, 2016 to those members whose names appear on the Register of Members of the Company as on September 21, 2016 or to their mandates. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.

7) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use bank details furnished by the investors for distributing dividends or other cash benefits to them through National Electronic Clearing Services (NECS), wherever NECS and bank details are available. In the absence of NECS facility, companies are required to print the bank details, if available, on the payment instrument for distribution of dividends to the investors. Therefore, members holding shares in physical mode are requested to provide their bank details to the Company/RTA. Members holding shares in demat mode are requested to record the NECS mandate with their Depository Participant(s) concerned.

8) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in

physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata -700 001.

- 9) Members are requested to notify immediately any change of address:
  - i. To their depository participants (DPs) in respect of their electronic share accounts, and
  - ii. To the Company at its registered office in respect of their physical shares, if any, quoting their folio number, banker's name and account number to ensure prompt and safe receipt of dividend along with self attested photocopy of PAN Card, Bank detail duly attested by the Bank and Photocopy of Cheque leaf.
- 10) Pursuant to Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013 as amended) any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claim shall lie in respect thereof. So, members are advised to claim the same from the Company immediately. Members who have not so far encashed their Dividend warrants for the Accounting Year ended 31st December, 2008 to 31st December, 2014 may immediately approach the Registrars for revalidation of unclaimed Dividend Warrants.
- 11) The Ministry of Corporate Affairs, Government of India, pursuant to its Green Initiative in Corporate Governance, has permitted under Section 20 of the Companies Act, 2013, the service of documents including the Annual Report consisting of Notice, Accounts and other relevant Reports through the electronic mode. Copies of the Annual Report, notice of the AGM along with attendance slip, proxy form and instructions for e-voting are being sent by electronic mode only to those members whose e-mail addresses are registered with the Company/ Depositories Participants for communication purposes unless any member has requested for a hard copy of the same. 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 or to us on contactus@dianatea.in.
- 12) Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days prior to meeting, so as to enable the management to keep the information ready.
- 13) Members are requested:
  - i. To bring their copies of the annual report, notice and attendance slip at the time of the meeting.
  - ii. To quote their folio no./ID No. in all correspondence.
- 14) Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under the provisions of Secretarial Standard-2 issued by The Institute of Company Secretaries of India, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
- 15) For the immediate reference, route map for reaching the venue of the Annual General Meeting Hall is attached.
- 16) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturday, up to the date of the Annual General Meeting of the Company.
- 17) Members who wish to update or register their e-mail addresses with the Company or with the Depositories may use the attached E-Communication Registration Form for updation / registration.
- 18) In Compliance of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility of voting through ballot paper or polling paper shall also be made available for the members at the Annual General Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the Annual General Meeting but would not be permitted to cast their vote again at the Meeting.

The instructions for e-voting are annexed to the Notice. Once the vote is cast, the member cannot change the same or recast the same again.

- 19) Members may also note that the Notice of the 105th Annual General Meeting and the Annual Report for the fifteen months period ending on March 31, 2016 will also be available on the Company's website **www.dianatea.in**. The Notice of AGM shall also be available on the website of CDSL viz. **www.evotingindia.com**.
- 20) For persons who have acquired shares and become members of the Company after the dispatch of notice before the Cut-off Date (as defined hereunder), the method for obtaining the login ID and password will be stated in the advertisement published pursuant to the Company (Management and Administration) Amendment Rules, 2015.
- 21) The e-voting period commences on Sunday, September 18, 2016 (10.00 A.M. IST) and ends on Tuesday, September 20, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on September 14, 2016 ('Cut-off date') may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Tuesday September 20, 2016 after 5.00 P.M. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- 22) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.
- Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the closing working hours of Cut-off Date and not casting their vote electronically, may only cast their vote by means of Ballot/Polling Paper at the Annual General Meeting.
- 23) Mr. Mohan Ram Goenka, Practicing Company Secretary (COP No. 2551), & Partner, MR & Associates, Company Secretaries, Kolkata, who has consented to act as the Scrutinizer and is available for the purpose of ascertaining the requisite majority, was appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process (electronically or otherwise) for 105th AGM in a fair and transparent manner and submit a consolidated Scrutinizer's Report of the total votes cast to the Chairman or a person authorized by him in writing.
- 24) The Scrutinizer shall, immediately after the conclusion of voting at the meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding three working days from the conclusion of the Annual General Meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing.
- Further, in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within 48 (forty eight) hours of conclusion of the Annual General Meeting (AGM). The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website [www.dianatea.in](http://www.dianatea.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The result shall simultaneously be communicated to the BSE Limited.
- 25) 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 declared along with the Scrutinizer's report shall be placed on the Company's website [www.dianatea.in](http://www.dianatea.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately and communicated to BSE Limited.
- 26) In case of any queries/grievances relating to e-voting process, the Members may contact Mr. Arghya Majumder, Central Depository Services Limited, 57, J.L. Neheru Road, Horizon Building, 2nd Floor, Kolkata-71, at e-mail ID: [helpdesk.evoting@cdslindia.com](mailto: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](mailto:contactus@dianatea.in) or Registered Office address.
- 27) Please see the instructions below for details on e-voting facility.
- (i) The e-voting period commences on Sunday, September 18, 2016 (10.00 A.M. IST) and ends on Tuesday, September 20, 2016 (5.00 P.M. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2016 may cast their vote electronically. The facility for voting through ballot paper/ polling paper shall be made available at the AGM and the members as on the "cut-off date" September 14, 2016, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper/polling paper. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” tab to cast your votes.
- (v) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Diana Tea Company Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same in his e-mail id goenkamohan@gmail.com .

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com

Registered Office:  
3B, Lal Bazar Street  
Kolkata - 700 001  
Date: May 30, 2016

For and on behalf of the Board  
Sd/-  
**Manoj Agarwala**  
Company Secretary  
Membership No.-23053

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM 5

Mrs. Sarita Singhania (DIN: 00343786) during her term as Whole-time Director of the Company had done her best for all round development and growth of the Company. Therefore, on recommendation of the Nomination and Remuneration Committee, the "Board" at their meeting held on May 30, 2016, re-appointed Mrs. Sarita Singhania as the Whole-time Director (Sales & Marketing) of the Company for a further period of five years from November 11, 2016 to November 10, 2021, subject to the approval of the shareholders of the Company.

Mrs. Sarita Singhania aged 52 years is an arts graduate from Kurukshetra University, Haryana, and is associated with the Company since 1996. She has 20 years wide experience in tea industry and she looks after day to day business operation of the company.

With the introduction of Schedule V of the Companies Act, 2013 ('the Act') the Company having profits in a financial year may pay remuneration to a Managerial Person(s) not exceeding the limits specified in Section 197 of the Act and in cases where there is no profits or its profits are inadequate, the Company can pay remuneration to its managerial person in accordance with Section II of Part II of Schedule V to the Act. Hence, it has been thought prudent to obtain the approval of the shareholders by way of a Special Resolution for payment of remuneration to Mrs. Sarita Singhania (DIN: 00343786) Whole-time Director(Sales & Marketing) of the Company in the absence/inadequacy of profits in any financial year as per limits and the terms and conditions approved earlier as under:

The main terms and conditions of re-appointment of Mrs. Sarita Singhania as set out in the agreement placed before the meeting are as follows:-

1. Mrs. Sarita Singhania (hereinafter called "Mrs. Singhania") be re-appointed as Whole-time Director of the Company for a period of five years with effect from November 11, 2016. During currency of such five years period of Directorship of Mrs. Singhania will be liable to retire by rotation at the Annual General Meetings in accordance with Section 152 of the Companies Act, 2013.
2. As Whole-time Director of the Company, Mrs. Singhania shall devote whole of her time, attention and ability to the business and affairs of the Company, subject to the superintendence, control and directions of the Board. Mrs. Singhania shall be entitled to have the management of the whole or substantially the whole of the affairs of the Company.
3. In consideration of her services as Whole-time Director, Mrs. Singhania shall be entitled to receive the following by way of remuneration:
  - a) **Salary** : ₹ 2, 50,000/- per month.  
Revision of the basic salary shall be decided by the Board of Directors annually on the recommendation of the Nomination and Remuneration Committee in the salary range of ₹ 2, 50,000/- to ₹ 4,00,000/- per month
  - b) **Period** : November 11, 2016 to November 10, 2021  
5 (five) years.
  - c) **Commission** :  
Commission as determined by the Board of Directors within the overall ceiling on managerial remuneration laid down in Section 2(78) and Section 197 of the Companies Act, 2013 and based on the net profits of the Company in any particular year.

d) **Perquisites :**

In addition to the salary and commission payable, Mrs. 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 herself and her 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 Mrs. 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 re-enactment 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.

e) **Minimum Remuneration :**

In the event of loss, absence or inadequacy of profits in any financial year during the term of office of Mrs. Singhania, the remuneration payable to her 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 re-enactment thereof.

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 Mrs. Singhania) in such manner as may be agreed between the Board or Committee thereof and Mrs. Singhania, provided however that the remuneration payable to Mrs. 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 re-enactment thereof.

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

The "Board" commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

The draft of the Agreement, proposed to be entered into between Company and Mrs. Sarita Singhania is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday up to the date of the Annual General Meeting.

The above material terms of re-appointment and remuneration payable to Mrs. Singhania as set out in the accompanying Notice should be considered an abstract and the Memorandum of Interest, pursuant to the provision of Section 190 of the Companies Act, 2013.

Save and except Mrs. Sarita Singhania, being an appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, are concerned or interested, financially or otherwise, in these resolutions, except and to the extent of their shareholdings, if any in the Company.

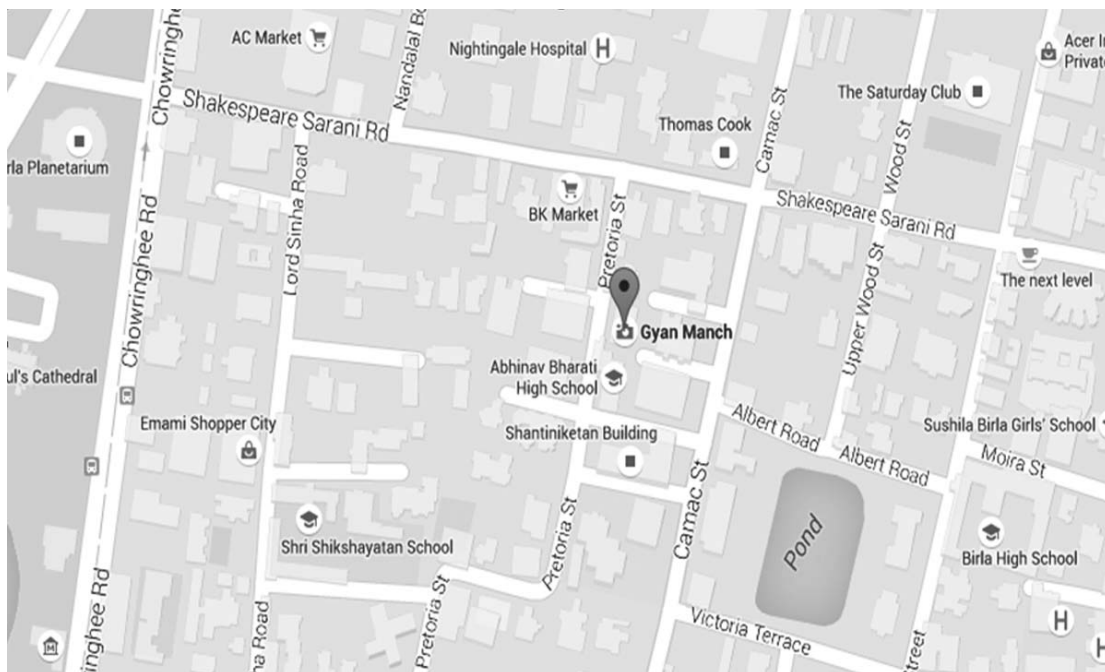
Registered Office:  
3B, Lal Bazar Street  
Kolkata - 700 001  
Date: May 30, 2016

For and on behalf of the Board  
Sd/-  
**Manoj Agarwala**  
Company Secretary  
Membership No.-23053

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT  
IN THE HUNDRED AND FIFTH ANNUAL GENERAL MEETING  
(Pursuant to Regulation 36 (3) of Listing Regulations, 2015 & Secretarial Standard-2)**

Name of Director	Mrs. Sarita Singhania
Date of Birth	17.12.1963
Qualification	Arts Graduate
Date of Appointment	11.11.2013
Terms and Conditions of Appointment	As per Letter of Appointment
Nature of Expertise in Specific Functional Areas	Tea Plantation & Marketing
The Remuneration last drawn by Mrs. Sarita Singhania, if applicable	Basic Salary: ₹ 2,00,000/- per month
Details of Remuneration sought to be paid	Basic Salary Range : ₹ 2,50,000/- per month to ₹ 4,00,000/- per month
List of Other Public Companies in which Directorship held (excluding in Foreign Companies)	SINGHANIA BUILDERS LTD.
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 is a Director (excluding in Foreign Companies)	None
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	Mrs. Sarita Singhania is not related to any other Directors on the Board and key Managerial Personnel in terms of the definition of "Relative" under the Companies Act, 2013.
Details of Shareholding, if any in the Company	5,00,491 Shares of ₹ 5/- each
The number of Meetings of the Board attended during the fifteen months period	Mrs. Sarita Singhania attended 5 Board meetings out of total 5 Board meetings held during the period.

**ROUTE MAP TO THE AGM VENUE OF DIANA TEA COMPANY LIMITED TO BE HELD ON WEDNESDAY, SEPTEMBER 21, 2016 AT 10:30 A.M.**





**E-COMMUNICATION REGISTRATION FORM**

To

M/s. Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane, 2nd Floor  
Kolkata – 700 001  
Phone : (033) 2243-5029/5809, 2248-2248  
Fax : (033) 2248-4787  
E-mail : mdpldc@yahoo.com

Dear Sir,

**Sub: Registration of my e-mail address - Green Initiative in Corporate Governance**

I agree to receive the documents in electronic mode.

Please register my e-mail address, PAN & contact details in your records.

Folio No	
Email Id	
PAN No.	
Phone No.	
Mobile No.	
Name of First/Sole Holder	
Signature of the First/Sole Holder	

Date : \_\_\_\_\_

**Notes:**

1. Shareholder(s) are requested to keep the Registrar & Share Transfer Agents informed of any change in their email address.
2. Shareholder(s) are requested to attach a self attested copy of PAN.
3. The above email address will be registered subject to verification of your signature with the specimen signature registered with the Registrar & Share Transfer Agents.



**DIANA TEA COMPANY LIMITED**

CIN: L15495WB1911PLC002275

Regd.Office: SIR R N M HOUSE, 3B LAL BAZAR STREET, KOLKATA 700001, Phone: (033) - 40661590-93, Fax: (033) - 22487571

E-mail: [contactus@dianatea.in](mailto:contactus@dianatea.in) Website: [www.dianatea.in](http://www.dianatea.in)**ATTENDANCE SLIP**

Name:  
 Name(s) of joint Holder(s), if any:  
 Address:  
 Folio No.. \*DP ID & \*Client ID No.:

Serial No:  
 No. Of Shares:

I/We ..... hereby record my/our presence at **105<sup>TH</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 21, 2016 AT 10:30 A.M. at Gyan Manch Education Society Hall, 11, Pretoria Street, Kolkata-700071.**

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

\* Applicable for shares held in electronic form.

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-Voting Sequence Number)	User ID	Password/PIN

Please refer to the AGM Notice for e-voting instruction

**PROXY FORM MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**DIANA TEA COMPANY LIMITED**

CIN: L15495WB1911PLC002275

Regd.Office: SIR R N M HOUSE, 3B LAL BAZAR STREET, KOLKATA 700001, Phone: (033) - 40661590-93, Fax: (033) - 22487571

E-mail: [contactus@dianatea.in](mailto:contactus@dianatea.in) Website: [www.dianatea.in](http://www.dianatea.in)**105<sup>TH</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 21, 2016 AT 10:30 A.M.**

I/We, being the member(s), holding.....shares of Diana Tea Company Limited hereby appoint :

- (1) Name .....Address.....  
 E-mail Id.....Signature.....or failing him/her
- (2) Name .....Address.....  
 E-mail Id.....Signature.....or failing him/her
- (3) Name.....Address.....  
 E-mail Id.....signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **105<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, SEPTEMBER 21, 2016 AT 10:30 A.M.** AT "Gyan Manch Education Society Hall", 11, Pretoria Street, Kolkata-700071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	Consider and adopt the Audited Financial Statement for the fifteen months period ended on March 31, 2016 and the Reports of the Directors and Auditors thereon.		
2.	Declare Dividend on Equity Shares.		
3.	Appointment of a Director in place of Mrs. Sarita Singhania (DIN:00343786) who retires by rotation and being eligible, offer herself for re-appointment.		
4.	Ratification of appointment of M/s. Das & Prasad, Chartered Accountants, Statutory Auditors of the Company.		
<b>SPECIAL BUSINESS</b>			
5.	Re-Appointment of Mrs. Sarita Singhania as Whole-Time Director of the Company and approval of overall remuneration payable to her.		

Signed this .....day of .....2016

Member's Folio / DP ID & Client ID No.....Signature of Shareholder (s).....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

**Note :** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of Meeting.

2 For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 105<sup>th</sup> Annual General Meeting.

\*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, If you leave the 'For' or 'Against' column blank against any or all Resolutions, Your proxy will be entitled to vote in the manner as he/she thinks appropriate.