

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1 Name of Listed Entity Diana Tea Company Limited
 2 Quarter ending 31st December 2015

I Composition of Board of Directors								
Title (Mr. / Mrs.)	Name of the Director	PAN(\$) & DIN	Category (Chairperson / Executive / Non-Executive/Independent/Nominee)	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sandeep Singhania	AMAPS6652C & 00343837	Executive Director- Managing Director	27.08.2015	-	1	2	0
Mrs.	Sarita Singhania	AJMPS1886R & 00343786	Executive Director- Wholetime Director	11.11.2013	-	1	1	0
Mr.	H. M. Parekh	AFVPP3500N & 00026530	Non-Executive Independent Director	26.06.2015	6	7	5	5
Mr.	N. F. Tankariwala	ACYPT2364A & 00035400	Non-Executive Independent Director	26.06.2015	6	1	1	1
Mr.	Gautam Bhalla	AEMPB2411G & 00675809	Non-Executive Independent Director	26.06.2015	6	1	2	0

SPAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/nominee)\$
1 Audit Committee	1.Mr. H. M. Parekh 2.Mr. Sandeep Singhania 3.Mr. N. F. Tankariwala 4.Mr. Gautam Bhalla	Chairperson- Independent- Non Executive Director Member- Executive Director- Managing Director Member- Non- Executive-Independent Director Member- Non- Executive -Independent Director
2 Nomination & Remuneration Committee	1.Mr. H. M. Parekh 2.Mr. N. F. Tankariwala 3.Mr. Gautam Bhalla	Chairperson- Independent- Non Executive Director Member- Non- Executive- Independent Director Member- Non- Executive- Independent Director
3 Risk Management Committee (if applicable)	N.A	N.A
4 Stakeholders Relationship Committee	1.Mr. N. F. Tankariwala 2.Mr. Gautam Bhalla 3.Mr. Sandeep Singhania 4.Mrs. Sarita Singhania	Chairperson- Independent- Non Executive Director Member- Non- Executive- Independent Director Member- Executive Director- Managing Director Member- Executive Director- Wholetime Director

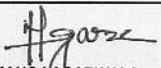

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen

III Meeting of Board of Directors			
Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14.08.2015	14.11.2015	91 days	
IV Meeting of Committees			
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14.11.2015- Meeting of Audit Committee	Quorum required-2 Members present- 3 Members	14.08.2015- Audit Committee	91 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A



Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p>VI Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-</p> <p>a. Audit Committee - yes</p> <p>b. Nomination & remuneration committee- yes</p> <p>c. Stakeholders relationship committee- yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities)- NA</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.- Yes</p>	
<p> MANOJ AGARWALA COMPANY SECRETARY DATE- 13/01/2016</p> 	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter (s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.