

**CONSOLIDATED SCRUTINIZER'S REPORT**

(Voting through Remote e-voting, and ballot paper voting at the Annual General Meeting venue)

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

To,

The Chairman of the 105th Annual General Meeting (AGM) of the Members of **Diana Tea Company Limited** (CIN: L15495WB1911PLC002275), held on Wednesday, 21st day of September, 2016 at the Gyan Manch Education Society Hall, 11, Pretoria Street Kolkata – 700 071.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), 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 voting through Remote e-voting and ballot paper voting at the Annual General Meeting venue under 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue for the resolutions proposed in the Notice of 105th Annual General Meeting of the Members of the Company dated May 30, 2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 105th AGM of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.
3. 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 commenced on Sunday, September 18, 2016 (10.00 a.m.) and ended on Tuesday September 20, 2016 (5.00 p.m.) 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 Central Depository Services Limited (CDSL).
4. The Members holding equity shares as on the "cut-off date" i.e. September 14, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 105th Annual General Meeting.

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5. At the end of the remote e-voting period on Tuesday, September 20, 2016 (5.00 p.m.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting through ballot papers at the AGM venue for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of ballot paper voting at the venue of the AGM on the 21st day of September, 2016, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Sneha Khaitan and Ms. Smita Mondal who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

*Smita Mondal.*

Ms. Smita Mondal

*Sneha Khaitan*

Ms. Sneha Khaitan

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.com> and based on such reports members have casted their votes.

The brief analysis of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

**Item No. 1 - Ordinary Resolution :**

**Adoption of the Financial Statements of the Company for the fifteen months period ended March 31, 2016, and the report of the Board of Directors and Auditors thereon.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	30	8921818	48	283612	78	9205430	100.00
Dissent	6	8	0	0	6	8	0.00
Total	36	8921826	48	283612	84	9205438	100.00
Abstain / Invalid	0	0	6	29	--	--	--

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**Item No. 2 - Ordinary Resolution :**

**Declaration of Dividend for the fifteen months period ended March 31, 2016 on the Equity Shares of the Company**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	32	8921822	48	283612	80	9205434	100.00
Dissent	4	4	0	0	4	4	0.00
Total	36	8921826	48	283612	84	9205438	100.00
Abstain / Invalid	0	0	6	29	--	--	--

**Item No. 3 - Ordinary Resolution :**

**Re-appointment of Mrs. Sarita Singhania (holding DIN 00343786) as Director of the Company.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	30	8921818	47	283542	77	9205360	99.99
Dissent	6	8	1	70	7	78	0.01
Total	36	8921826	48	283612	84	9205438	100.00
Abstain / Invalid	0	0	6	29	--	--	--

**Item No. 4 - Ordinary Resolution :**

**Ratification of appointment of M/s. Das & Prasad, Chartered Accountants, the statutory Auditors of the Company and to fix their remuneration.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	30	8921818	48	283612	78	9205430	100.00
Dissent	6	8	0	0	6	8	0.00
Total	36	8921826	48	283612	84	9205438	100.00
Abstain / Invalid	0	0	6	29	--	--	--

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**Item No. 5 - Special Resolution :**

**Re-Appointment of Mrs.Sarita Singhania (DIN:00343786) as Director(Sales & Marketing) of the Company and to fix her remuneration.**

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	30	8921818	47	283542	77	9205360	99.99
Dissent	6	8	1	70	7	78	0.01
Total	36	8921826	48	283612	84	9205438	100.00
Abstain / Invalid	0	0	6	29	--	--	--

9. Based on the foregoing, the resolution no.(s) 1 to 5 shall be deemed to have been passed with the requisite majority.
10. All the relevant records relating to the voting is 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 Meeting.

Thanking You,

  
Mohan Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551

Place : Kolkata  
Date: September 22, 2016

**Countersigned by:**

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