CS Sweety Kapoor
Practicing Company Secretary
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Business Communication Centre
21, Parsee Church Street, 1st Floor
Room No. 4, Kolkata - 700 001

Certificate on the compliance with the conditions of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 by DIANA TEA COMPANY LIMITED.

To
The Board of Directors
DIANA TEA COMPANY LIMITED
3/B, LAL BAZAR ST,
4TH FLOOR, SIR RNM HOUSE,
LAL BAZAR, KOLKATA, 700001
WEST BENGAL

Respected Sir(s)/Madam(s),

1. This certificate is issued in accordance with the terms of our engagement with Diana Tea Company Limited (hereinafter 'the Company').

2. In connection with the proposed issuance of 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible warrants, each Warrant convertible into or exchangeable for 1 (one) fully paid up equity shares of the Company, by way of preferential issue basis (hereinafter 'proposed preferential issue'), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of sub-regulation (2) of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("ICDR Regulations")**.

Management Responsibility:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
ii) Determination of the minimum price of Equity Share in terms of Regulation 164 of the ICDR Regulations;
iii) Compliance with the conditions/ requirements of the ICDR Regulations and Companies Act, 2013 and any other applicable law, if any.

Certifier's Responsibility:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

i) Certified copy of Board Resolution dated August 12, 2026 approving Preferential Issue of upto 4074075 (Forty Lakhs Seventy-Four Thousands and Seventy-Five Only) Equity Convertible warrants of the Company having a face value of Rs. 5/- each at an issue price of ₹ 27/- (Twenty -Seven Rupees Only) per warrant, including premium of ₹ 22/- (Twenty-Two Rupees Only) per warrant payable in cash, aggregating upto ₹ 11,00,00,025/- (Rupees Eleven Crores and Twenty-Five Only) to the Proposed Allottees.

ii) We conducted our examination of the statement/records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.

Sweety Kapoor
Mem. No. F6410
CP No. 5738
Kolkata
Practicing Company Secretary

iii) Confirmation from the Company that:

a. The Board of Directors of the Company have decided August 12, 2026 as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e. September 11, 2026, to consider and approve the Preferential Issue;

b. The Company has determined the minimum price of equity shares in terms of Regulation 164 of the ICDR Regulations;

c. The Company has verified that all the present equity shares are fully paid up;

d. The Board of Directors of the Company in its meeting held on August 12, 2026, has approved the Notice convening the Extra-Ordinary General Meeting of the Company for the issuance of Convertible Warrants on Preferential Basis on September 11, 2026;

e. The proposed Preferential Issue is being made to specific persons under "Promoter and Promoter Group " category;

f. The Company has obtained Permanent Account Number of proposed Allottees;

g. None of the Proposed Allottees are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;

h. On the basis of documents produced before me and the Certificate provided by M /s. Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company, I, hereby certify that the proposed Allottees have not sold/transferred any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. Wednesday, August 12, 2026, and till the date of execution of this certificate;

i. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;

j. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the Extra-ordinary General Meeting seeking shareholders' approval for the proposed Preferential Issue;

k. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (i.e. BSE Ltd.) and the Depositories (i.e., NSDL/ CDSL).

Certification:

Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the SEBI (ICDR) Regulations as applicable to the preferential issue. The company is in the process of passing the required special resolution seeking the approval of the shareholders for the proposed preferential issue as required by the SEBI (ICDR) Regulations.

Sweety Kapoor Mem. No. F6410 CP No. 5738 Kolkata Practicing Company Secretary

I further confirm that;

a) The entire pre-preferential holding of the allotee(s) as detailed below is in dematerialized form.

Sr. No.	Name of Proposed Allottees	Number of securities held
1.	Sandeep Singhania	491573
2.	Sarita Singhania	500491
3.	Devang Singhania	5238
4.	Vani Singhania	3192
5.	Diana Capital Limited	8179340

b) The Pricing Methodology adopted for the proposed Preferential issue is derived from the Valuation report from valuation report dated **12.08.2026** from an Independent Registered Valuer, **Mr. Manish Gadia** (Registration No.: IBBI/RV/06/2019/11646), having office at 5, Raja Subodh Mullick Square, 2nd Floor, Kolkata – 700013, as attached herewith as **Annexure A.**

c) The highest trading volume in respect of the equity shares of the issuer has been recorded from BSE at www.bseindia.com during the preceding 90 trading days prior to the relevant date.

Assumption & Limitation of Scope and Review:

i) Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

ii) Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

iii) This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

iv) Our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

v) This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the Extra-ordinary general Meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

SKapoor

Sweety Kapoor
Mem. No. F6410
CP No. 5738
Kolkata
Practicing Company Secretary

(Sweety Kapoor)
Practising Company Secretary
Membership No. FCS 6410, CP No.5738
UIN: I2003WB399800
PRCN: 6742/2025
UDIN: F006410H001127684

Place: Kolkata
Date: 17-08-2026