



Notice

NOTICE IS HEREBY GIVEN THAT THE ONE HUNDRED AND FIFTEENTH (115TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF DIANA TEA COMPANY LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 11, 2026 THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") AT 3.00 P.M.(IST), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 2. To appoint a director in place of Mrs. Sarita Singhania (DIN: 00343786) who retires by rotation and being eligible, offer herself for re-appointment.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Sarita Singhania (DIN: 00343786), who retires by rotation at this Annual General Meeting, be and is hereby reappointed as an Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3. To re-appoint Mrs. Sarita Singhania (DIN: 00343786) as Whole-Time Director of the Company and fix her remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded for the re-appointment of Mrs. Sarita Singhania (DIN: 00343786) as Whole-time Director (WTD) of the Company who shall continue to be designated as Director (Sales & Marketing), for a period of 5 (five) years with effect from November 11, 2026, on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to pay such remuneration as minimum remuneration in the event of absence or inadequacy of profits, for a period of three (3) years, in accordance with Section II of Part II of Schedule V to the Companies Act, 2013, and as permissible under the proviso thereto."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year of the Company during the term of Mrs. Sarita Singhania as Whole-time Director, the remuneration set out in the explanatory statement annexed to the notice be paid or granted to Mrs. Sarita Singhania as minimum remuneration provided that the total remuneration by way of salary and all other allowances shall not exceed the limits prescribed under Section II of Part II of Schedule V to the Act as amended from time to time or any equivalent statutory re-enactment(s) thereof. Such remuneration shall continue to be paid on the same terms as previously approved by the Board of Directors and shall be subject to the conditions set out under Schedule V of the Companies Act, 2013 and other applicable laws."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the Members be and is hereby accorded for the payment of remuneration to Mrs. Sarita Singhania, Whole-Time Director and a promoter of the Company, which exceeds the thresholds specified under the said Regulation, for the term of her re-appointment."

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“RESOLVED FURTHER THAT the Board of Directors/ Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

4. To approve the enhancement of Limits of the Company under section 180(1)(a) of the Companies Act, 2013 for Sale, creation of Mortgage or Charge on the assets, properties or undertaking(s) of the Company.

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Rules made thereunder, as amended from time to time, (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include a Committee thereof authorized for the purpose), to sell, lease or otherwise dispose of, and/or to mortgage, hypothecate, pledge or otherwise create such charges, liens, encumbrances or security interests, whether by way of first charge, exclusive charge, pari passu charge, second charge, subordinate charge or otherwise, on all or any part of the present and/or future movable and/or immovable properties, assets or undertakings of the Company, of every nature and description whatsoever, whether tangible or intangible, including the whole or substantially the whole of any undertaking of the Company, in favour of banks, financial institutions, security trustees, debenture trustees, investors, lenders or any other person(s) providing financial assistance, for the purpose of securing the repayment of the principal amount together with interest, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of loans, borrowings, debentures, financial assistance or other credit facilities availed or to be availed by the Company from time to time, provided that the aggregate amount of borrowings and financial obligations so secured shall not exceed ₹100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any point of time.”

“RESOLVED FURTHER THAT the securities and/or charges created by the Company as aforesaid may rank in such manner, including first charge, exclusive charge, pari passu charge, second charge, subordinate charge or otherwise, with the existing and/or future mortgages, charges or other security interests created or to be created by the Company, as may be agreed between the Company and the concerned banks, financial institutions, security trustees, debenture trustees, lenders or other persons providing financial assistance.”

“RESOLVED FURTHER THAT the Board of Directors/Company Secretary be and is hereby authorised, jointly and/or severally, to negotiate, finalise, execute and deliver all agreements, deeds, writings and other documents, including mortgage deeds, deeds of hypothecation, pledge agreements, security documents, declarations, confirmations and all ancillary documents, and to accept such modifications, alterations or variations in the terms and conditions thereof as may be considered necessary or expedient, to obtain all statutory, contractual or regulatory approvals, consents, permissions and sanctions as may be required, to file necessary forms, returns and applications with the Registrar of Companies or any other statutory or regulatory authority, and to do all such acts, deeds, matters and things, including settling any questions, difficulties or doubts that may arise in relation thereto, as may be necessary, proper or expedient for giving effect to this Resolution.”

5. To approve the threshold limits for Loans/ Guarantees, providing of Securities and making of Investments in securities under section 186 of the companies act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186, and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and all other applicable rules, laws and acts (if any) and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include a committee thereof authorized for the purpose) to (a) give any



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loan to any person or other body corporate; **(b)** give any guarantee or provide security in connection with a loan to any other body corporate or person; and **(c)** make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time in one or more tranches, notwithstanding that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company exceeds the limits prescribed under Section 186 of the Act, i.e., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium account, whichever is more, upon such terms and conditions as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that the amount of such total loans or investments made, guarantees given and securities provided, other than to wholly owned subsidiaries of the Company, shall not at any time exceed ₹ 100 crores (Rupees One Hundred Crores)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit necessary or appropriate."

6. **Adoption of a New Set of Memorandum of Association of the Company in conformity with the provisions of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions, sanctions and consents as may be necessary from the Registrar of Companies and/or any other statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to adopt a new set of Memorandum of Association of the Company in substitution of the existing Memorandum of Association to bring the same in conformity with the provisions and format prescribed under the Companies Act, 2013, inter alia, in the following manner:

(a) The existing heading of the Memorandum of Association be substituted to read as follows:

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
DIANA TEA COMPANY LIMITED
(Incorporated under the Indian Companies Act VI of 1882)

(b) Clause 2 of the Memorandum of Association relating to the Registered Office be substituted with the following:

"2. The Registered Office of the Company will be situated in the State of West Bengal."

It is hereby clarified that the aforesaid amendment does not involve any change in the Registered Office of the Company or in the State in which the Registered Office is situated and is being carried out solely to bring the Memorandum of Association in conformity with Section 4 of the Companies Act, 2013.

(c) The existing Objects Clause be re-arranged and restructured as follows:

- (i) The existing Main Objects contained in Clause 3 and Clause 3A shall be re-arranged and re-numbered as Object Nos. (i) to (v) under the heading:

"3(a) – The main Objects to be pursued by the Company on its incorporation are:"

Without any change in the substance, scope or intent of the existing Main Objects.

Tea contains catechin and theaflavin, which act firmly against influenza virus and inhibits AIDS activity.

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- (ii) The existing **Clause 3(B)** titled **"THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS"** of the Memorandum of Association of the Company be and is hereby substituted and re-numbered under the heading **"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A)"**, in accordance with the provisions of the Companies Act, 2013. Accordingly, the existing sub-clauses numbered 1 to 32 shall be re-numbered as (i) to (xxxii) respectively, without any change in the substance, scope or intent of the existing objects:

"3(b) – Matters which are necessary for furtherance of the Objects specified in Clause 3(a) are."

The contents of Clause 3B shall remain unchanged except that all references to the Companies Act, 1956 or any provision thereof, wherever appearing therein, shall stand substituted by references to the corresponding provisions of the Companies Act, 2013, wherever applicable.

- (iii) The existing "3C. Other Objects" Clause together with all the Objects appearing thereunder be and is hereby deleted in its entirety in accordance with the provisions of the Companies Act, 2013.

(d) Clause 4 relating to the liability of members be substituted with the following:

"4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

(e) The existing Clauses 5, 6 and 7 relating to the share capital of the Company be merged and substituted by the following Clause:

5. The Share Capital of the Company is ₹12,00,00,000/- (Rupees Twelve Crores Only) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of ₹ 5/- (Rupees Five only) each.

The existing Clauses 6 and 7 shall cease to have independent existence.

"RESOLVED FURTHER THAT it is hereby noted that there is no change in the name of the Company, the Registered Office of the Company, the principal business activities or the Authorised Share Capital of the Company and the adoption of the new Memorandum of Association is being undertaken only to bring the existing Memorandum of Association in conformity with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take from time to time all decisions and such steps as may be necessary to finalise the new Memorandum of Association and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit necessary or appropriate."

7. Adoption of New Set of Article of Association of the company pursuant to Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and subject to such approvals, permissions, consents and sanctions as may be necessary from the concerned statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to adopt a new set of Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the draft of the new Articles of Association, placed before this Meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any Director(s) and/or the Company Secretary authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, and to sign and execute all



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such documents, instruments, applications, forms and writings as may be considered necessary, proper or expedient, including filing the requisite e-forms and documents with the Registrar of Companies and other statutory or regulatory authorities, and to settle any question, difficulty or doubt that may arise in connection with or incidental to giving effect to this Resolution.”

8. Issue of Equity Convertible Warrants on a Preferential Basis.

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

“RESOLVED THAT pursuant to the applicable provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the **“Act”**), and in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), and/ or any other Statutory/ Regulatory Authorities and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them/ while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded in its absolute discretion, to create, offer, issue and allot up to 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible warrants of the Company of Face value of ₹ 5/- each (**“Warrants”**), carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, in dematerialized form, on Preferential allotment basis to Promoters / Promoter Group in the manner given below, in one or more tranches, at an issue price of ₹ 27/- (Twenty Seven Rupees Only) per warrant, including premium of ₹ 22/- (Twenty Two Rupees Only) per warrant as determined in accordance with of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from the date of its allotment into an equivalent number of fully paid-up equity shares of the face value of INR 5 each, for consideration in cash, aggregating to ₹ 11,00,00,025/- (Rupees Eleven Crores and Twenty Five Only), and to issue fresh Equity Shares on the conversion of Warrants and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members.”

Sl. No.	Name of the Proposed Allottees	Category of the proposed allottees	Maximum Number of Warrants to be issued and allotted
1.	Sandeep Singhania	Promoter	509260
2.	Sarita Singhania	Promoter	509260
3.	Devang Singhania	Promoter Group	509260
4.	Vani Singhania	Promoter Group	509260
5.	Diana Capital Limited	Promoter Group	2037035

“RESOLVED FURTHER THAT in terms of provisions of Chapter V of SEBI ICDR Regulations, the ‘Relevant Date’ for the purpose of determining the floor price for the Preferential Issue of Warrants proposed to be allotted to the abovementioned allottees is Wednesday, August 12, 2026 i.e. being the date, which is thirty days (30) days prior to the date on which the proposed resolution is scheduled to be considered and passed by the Members of the Company, i.e. Friday, September 11, 2026.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution the Warrants being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions as prescribed under applicable laws:

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- a) The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- b) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- c) A Warrant subscription price equivalent to at least 25% (i.e. the upfront amount) of the warrant issue price shall be payable at the time of subscription to the Warrants, which is on or prior to the date of allotment of the Warrants, as prescribed by SEBI ICDR Regulations. The balance Warrant exercise price equivalent to the 75% of the warrant issue price shall be payable by the Warrant holder(s) at the time of exercise of the Warrants conversion in to equity shares.
- d) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Conversion Price to the Company from their own bank account into the designated bank account of the Company;
- e) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- f) The Warrants so offered, issued and allotted shall not exceed the number of Warrants as approved herein above and Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.
- g) The Equity Shares allotted to the Proposed Allottees, on conversion of the Warrants shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time and shall be governed by the Memorandum and Articles of Association of the Company;
- h) The Warrants shall not carry any voting rights until they are converted into Equity Shares;
- i) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- j) The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the relevant Warrant Conversion Price / Warrant exercise amount from the Warrant holder to the designated bank account of the Company;
- k) In the event that the Warrant holder does not convert the Warrants within the period of 18 (Eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited;
- l) The Warrants and the resultant Equity Shares allotted on conversion of such Warrants shall be subject to applicable lock-in requirements for such period as specified in Chapter V of the SEBI ICDR Regulations;
- m) The entire pre-preferential allotment shareholding of the Proposed Allottee(s) in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations;



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- n) The aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI ICDR Regulations;
- o) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957;
- p) The Equity Shares allotted on conversion of Warrants will be listed on BSE (Main Board) and, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

“RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe to the Warrants and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottees and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to Warrants.”

“RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application for Warrants pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account in a Scheduled Bank.”

“RESOLVED FURTHER THAT the Board and/or Company Secretary be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation(s) (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants and Equity Shares to be allotted upon conversion of Warrants to the Proposed Allottees for effecting any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) to the Preferential Allotment as may be required by any regulatory or other authority(ies) or agency(ies) involved in or concerned with the issue of Warrants and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of Warrants and Equity Shares to be allotted upon conversion of Warrants, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of resultant Equity Shares upon conversion of Warrants, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the Depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Warrants and Equity Shares upon conversion of Warrants, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, and (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more

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director(s), officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution;”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders and that all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:

3B, Lal Bazar Street
Kolkata- 700 001

Date: 12th August, 2026

For and on behalf of the Board

Sd/-

Namrata Saraf

Company Secretary and Compliance Officer
M. No. A40824



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NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Businesses to be transacted at the 115th Annual General Meeting (“AGM”), is annexed hereto.
- 2) The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/2020 dated May 5, 2020 as extended by General Circular No. 03/2025 dated September 22, 2025, read with the applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder, has permitted companies to hold their Annual General Meetings (“AGMs”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the members at a common venue. Accordingly, in compliance with the aforesaid MCA Circular, the applicable provisions of the Act, the rules made thereunder and the SEBI Listing Regulations, the 115th Annual General Meeting (“AGM”) of Diana Tea Company Limited (“the Company”) will be held through VC/OAVM without the physical presence of the Members at a common venue. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- 3) **IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 115TH AGM OF THE COMPANY (THE “NOTICE”).**
- 4) However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at to goenkamohan@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- 5) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Friday, September 04, 2026 (cut-off date) will be entitled to vote during the AGM.
- 6) Since the 115th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 115th AGM shall be the Registered Office of the Company.**
- 7) 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., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 through the following link <https://mdpl.in/form>. To support the ‘Green Initiative’, 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 RTA at <https://mdpl.in/form> in case the shares are held by them in physical form.
- 8) 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.
- 9) Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend (as and when declared), subject to approval at the AGM, shall be paid to physical holders only

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after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Pvt. Ltd. The forms for updating the same are available at Company's website www.dianatea.in and RTA www.mdpl.in.

- 10) Members desirous of getting any information about the Accounts and/or operations of the Company are requested to write to the Company at least ten (10) days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- 11) Pursuant to Section 124 and 125 of the companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven consecutive years from the date of such transfer are required to be transferred to Investor Education and Protection Fund established by the Central Government. Members are requested to ensure that they claim their unpaid or unclaimed dividends, if any, within the prescribed period to avoid transfer of such amounts and the corresponding shares, wherever applicable, to the IEPF Authority.

The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

The Company has, subsequent to year end, transferred a sum of ₹ 49,764/- for FY 2017-2018 to Investor Education and Protection Fund, in compliance with the provisions of Section 124, 125 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

- 12) In compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the General Circulars issued by the Ministry of Corporate Affairs (MCA) from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Notice of the Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025-26 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

In respect of Members whose e-mail addresses are not registered with the Company/Depositories, a letter containing the web-link, including the exact path, where the complete Notice of the AGM and the Annual Report for the Financial Year 2025-26 are available, is being sent to their registered postal addresses in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Members may note that the Notice of the AGM and Annual Report for the Financial Year 2025-26 are also available on the Company's website www.dianatea.in, on the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.

- 13) 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. 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 <https://mdpl.in/form>.
- 14) Statement pursuant to Section 102 of the Act read with the rules made thereunder, setting out the material facts and the reasons for the proposed resolutions, in respect of the Special Businesses under Item No. 3 to 8 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11)



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of the Listing Regulations is also provided in the said Statement. The relevant details of the Director as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as **Annexure-1** 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. The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

- 15) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to **contactus@dianatea.in**.
- 16) 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.
- 17) As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at **<https://www.dianatea.in/finance.shtml>**. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
- 18) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 19) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

20) **Book Closure Period and dividend-**

The Register of Members and Share Transfer Register of the Company will remain closed from 05th September, 2026 to 11th September, 2026 (both days inclusive) for the purpose of Annual General Meeting.

The Board has not recommended any Dividend on Equity Shares for the financial year ended March 31, 2026 in view of the financial performance of the company during the year.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING AGM ARE GIVEN HEREIN BELOW:

ONCE THE VOTE IS CAST, THE MEMBER CANNOT CHANGE THE SAME OR RECAST THE SAME AGAIN.

- 21) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.
- 22) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **helpdesk**.

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evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- 23) The e-voting period commences on Tuesday, 08th September, 2026 (9.00 A.M. IST) and ends on Thursday, 10th September, 2026 (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 04th September, 2026 ('Cut-off date') may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Thursday, 10th September, 2026 after 5.00 P.M. IST. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- 24) 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.
- 25) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 26) Mr. Mohan Ram Goenka, Practicing Company Secretary (COP No. 2551), Partner, M R & Associates, Company Secretaries, Kolkata, who has consented to act as the Scrutinizer or failing him any of the Partner of M R & Associates was appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process (electronically or otherwise) for 115th 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.
- 27) The Scrutinizer shall, immediately after the conclusion of voting at the meeting will first count the votes cast at the meeting and 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 two 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 who shall countersign the same and declare the result of the voting forthwith.

Further, in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the voting results in the prescribed format within two working days of conclusion of the Annual General Meeting i.e., Tuesday, 15th September, 2026. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.dianatea.in and on the website of CDSL www.evotingindia.com. The Results shall simultaneously be communicated to the BSE 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.

- 28) As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, in terms of the applicable SEBI Circulars, investor service requests such as issue of duplicate share certificates, renewal/ exchange, endorsement, sub-division/splitting and consolidation of share certificates/folios are processed only in dematerialised form, subject to the folio being KYC compliant in compliance with SEBI Circular dated 25th January, 2022 and further amended vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026. Members holding shares in physical form are therefore requested to dematerialise their holdings at the earliest and submit service requests, wherever applicable, in the prescribed Form ISR-4, available on the website of the Registrar and Transfer Agent at www.mdpl.in. Members may contact the Company or its Registrar and Transfer Agent for any assistance in this regard.



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- 29) Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, as modified by SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, the Company has been providing a one-time Special Window, for the lodgement/re-lodgement of transfer deed of physical securities which were sold/purchased prior to April 1, 2019 and where the original share certificate is available. The Special Window also covers cases where transfer requests were earlier rejected, returned or remained unattended due to deficiencies in documents, process or any other reason.

Pursuant to the aforesaid SEBI Circular dated January 30, 2026, the Special Window has been extended and shall remain open up to February 4, 2027. Eligible shareholders may lodge or re-lodge their transfer request along with the requisite documents to the Company or its Registrar and Share Transfer Agent (RTA) within the stipulated time. Members may further note that the shares transferred pursuant to the aforesaid Special Window shall be credited only in dematerialised form and shall remain locked-in for a period of one year from the date of registration of transfer, in accordance with the applicable SEBI Circulars. For any queries or assistance regarding the re-lodgement process, kindly contact to Company at contactus@dianatea.in or the Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd at mdpldc@yahoo.com within the stipulated time.

- 30) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e., 11th September, 2026.

31) **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 08th September, 2026 (09:00 AM IST) and ends on 10th September, 2026 (05:00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 04th September, 2026 may cast their vote electronically. 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

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through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Individual Shareholders holding securities in demat mode with NSDL Depository	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 virtual meeting & voting during the meeting. 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. 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 or joining virtual meeting & voting during the meeting.
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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

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Login type	Helpdesk details
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 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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) 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. 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Diana Tea Co. Ltd. on which you choose to vote.



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- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively non-individual shareholders are required mandatory 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 and to the Company at the email address viz; contactus@dianatea.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **contactus@dianatea.in**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **contactus@dianatea.in**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

Registered Office:
3B, Lal Bazar Street,
Kolkata - 700001
Date: 12th August, 2026

For and on behalf of the Board
Sd/-
Namrata Saraf
Company Secretary and Compliance Officer
M. No. A40824



Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 8 of the accompanying Notice:

ITEM 3- Re-Appointment of Mrs Sarita Singhania (DIN: 00343786) as Whole-Time Director of the Company and fixing her remuneration.

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 August 12, 2026, 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, 2026 to November 10, 2031, subject to the approval of the shareholders of the Company.

Mrs. Sarita Singhania aged 62 years is an arts graduate from Kurukshetra University, Haryana, and is associated with the Company since, 1996. She has 30 years wide experience in tea industry and she looks after day to day business operation of the company.

The Board has approved the continuation of the payment of remuneration to Mrs. Sarita Singhania as Whole time Director, on the terms and conditions as set out in the resolution, including remuneration that may be paid in the event of absence or inadequacy of profits, in accordance with Section 197 read with Schedule V to the Companies Act, 2013. 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 of the Company for a period of three (3) years or the remaining period of tenure, whichever is earlier, in the absence/ inadequacy of profits in any financial year as per limits and the terms and conditions approved.

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, 2026. 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: Basic Salary of ₹4,00,000/- per month.
4. Mrs. Sarita Singhania shall continue to hold the office of Chief Financial Officer of the Company in accordance with Section 203 of the Companies Act, 2013 and the decision of the Board of Directors. Her continuation as Chief Financial Officer is independent of, and does not form part of, the approval sought from the Members under this Resolution,

Notice

which relates to her re-appointment as Whole-time Director.

General information as required under Part II of Schedule V of the Companies Act, 2013 is given below:

1. Nature of Industry:	Cultivation, Manufacturing and sale of Tea
2. Date of commencement of commercial production:	The Company is in manufacturing operation since 1911.
3. In case of new companies expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus:	Not Applicable
4. Financial performance based on given Indicator:	As per Audited Financial Results for the year ended.

(₹ In Lakhs)

Particulars	Standalone	
	FY 2025-26	FY 2024-25
Revenue from Operations	8,807.12	7,082.45
Profit before taxation	148.81	(483.60)
Tax Expense	(26.62)	(25.16)
Profit for the year	175.43	(458.44)
Other Comprehensive Income (Net of Tax)	(15.79)	(1.19)
Total Comprehensive Income	159.64	(459.63)
Other Equity at year end	5,849.71	5,689.44

5. Foreign investments or collaborations, If any:	NIL
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INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

- Background Details, Job Profile and her suitability:** Mrs. Singhania (DIN: 00343786) is an arts graduate, and is associated with the Company for more than 30 years and has thorough experience of tea industry. Her sharp intellect, key insight and logical analysis on various issues along with her valuable inputs always enhance the performance of the Company.
- Past Remuneration:** ₹ 48.00 Lakhs per annum.
- Recognition or Rewards:** The Company under her stewardship has grown over past few years, both in terms of quality and quantity. Garden's average yields have surpassed 25 quintals which is far above industry average with superior quality fetching better price realization.
- Job profile and her suitability:** Mrs. Singhania shall continue to oversee sales, marketing, finance and such other functions as may be entrusted to her by the Board.
- Remuneration Proposed:** Basic Salary of ₹4,00,000/- per month, subject to the applicable provisions and limits of the Companies Act, 2013 and Schedule V thereto.
- Comparative remuneration profile with respect to industry, size of the company, profile of the Position and person:** Remuneration of Whole Time Directors in the industry in general has gone up manifold in past few years. It is not possible to find out comparative remuneration in the industry with respect to profile of the position. The remuneration to Mrs. Sarita Singhania is purely based on merits.
- Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel:** Mrs. Sarita Singhania has no pecuniary relationship with the Company except to the extent of her Remuneration and Shareholdings in the Company. She is the mother of Mr. Devang Singhania, Whole-Time Director of the Company.



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OTHER INFORMATION

- i. **Reasons for inadequacy of profits, if any:** Year on year the cost of production has gone higher by virtue of increase in wages/ salaries and other inputs and whereas price realization has not caught up with the rising costs.
- ii. **Steps taken or proposed to be taken for improvement:** Continuous developmental work in field and expansion in capacity, factory has led to cost optimisation as well as improvisation in quality to improve overall performance.
- iii. **Expected increase in productivity and profit in measurable terms:** With continuation of developmental work in field and factory, the economy of garden is expected to improve along with quality.

DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Directors' Report under the Report on "Corporate Governance" attached to in this Annual Report, to the extent required.

The above remuneration may be paid as minimum remuneration in the absence or inadequacy of profits for the period from November 11, 2026 to November 10, 2029, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue availing the services of Mrs. Sarita Singhania as the Whole-time Director of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of the Notice in relation to her as aforesaid for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Sarita Singhania and Mr. Devang Singhania, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

ITEM 4- To approve the increase in Existing Limits of the Company under section 180(1)(a) of the Companies Act, 2013 for Sale, creation of Mortgage or Charge on the assets, properties or undertaking(s) of the Company.

Pursuant to provision of section 180(1)(a) of the Companies Act, 2013 ("Act"), the board of directors of a company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or create mortgages, charges, hypothecation or other security interests over the whole or substantially the whole of any undertaking of the Company only with the approval of the Members by way of a Special Resolution.

The Members of the Company had earlier accorded their approval for creation of mortgages, charges and other security interests over the assets of the Company up to an aggregate limit of ₹40,00,00,000 (Rupees Forty Crores Only). In view of the Company's present and future business requirements and to facilitate availing of additional credit facilities, loans or other financial assistance from banks, financial institutions, security trustees, debenture trustees, lenders or other persons providing financial assistance, the Board is of the opinion that enhancement of the existing limit from ₹40 Crores to ₹100 Crores is necessary to facilitate present and future borrowings of the Company.

Accordingly, it is proposed to authorise the Board of Directors of the Company (which term shall be deemed to include any Committee thereof and/or any person(s) authorised by the Board) to create such mortgages, hypothecation, pledges, charges, liens, encumbrances or other security interests, whether by way of first charge, pari passu charge, second charge, subordinate charge or otherwise, on all or any part of the movable and/or immovable properties and assets of the Company, both present and future, including the whole or substantially the whole of any undertaking(s) of the Company, in favour of banks, financial institutions, security trustees, debenture trustees, lenders or other persons providing financial assistance, for securing the borrowings and financial obligations of the Company, provided that the aggregate outstanding amount of borrowings and financial obligations secured by such mortgages, charges or other security interests shall not exceed ₹100,00,00,000 (Rupees One Hundred Crores Only) at any point of time.

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The proposed resolution seeks to enhance the existing limit from ₹40 Crores to ₹100 Crores and will provide the Company with the necessary financial flexibility to secure its present and future borrowings in the ordinary course of business.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of the Notice in relation to her as aforesaid for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their Directorship and Shareholding, if any, in the Company, in the resolution set out at Item No. 4 of the Notice.

ITEM 5- To approve the threshold limits for Loans/Guarantees, providing of Securities and making of Investments in securities under section 186 of the companies act, 2013.

To provide adequate operational and financial flexibility to the Company for its present and future business requirements, the Board of Directors proposes to strategically invest in other corporate entities, provide loans, guarantees, or securities as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company shall not provide loan, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, without obtaining the approval of Members by Special Resolution.

For the reasons aforesaid, the Board of Directors at its meeting held on August 12, 2026, unanimously proposed to obtain shareholders' approval to authorize the Board of Directors to give loan/guarantee, provide security, make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of other body corporate beyond the limit laid down under Section 186(2) of the Act upto an aggregate limit of ₹ 100 crores.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the Notice in relation to her as aforesaid for the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company if any, in the Company, in the resolution set out at Item No. 5 of the Notice.

ITEM 6- Adoption of a New Set of Memorandum of Association of the Company in conformity with the provisions of the Companies Act, 2013.

The existing Memorandum of Association ("MOA") of the Company was framed under the provisions of the Companies Act, 1956. Consequent upon the enactment of the Companies Act, 2013, it is proposed to adopt a new set of Memorandum of Association in substitution of the existing Memorandum of Association to bring the same in conformity with the provisions and format prescribed under the Companies Act, 2013 and Table A of Schedule I thereto.

The proposed adoption of the new MOA primarily involves substitution, modification, re-arrangement, consolidation and deletion of certain clauses. The existing Main Objects of the Company are not being altered and are only being re-arranged and re-numbered under the format prescribed under the Companies Act, 2013 without any change in their substance or scope. The heading of the incidental objects clause is proposed to be suitably modified while retaining its existing contents, except for consequential references to the Companies Act, 2013. The existing "Other Objects" Clause is proposed to be deleted in accordance with Section 4 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014. The Liability Clause and the Share Capital Clause are also proposed to be aligned with the format prescribed under the Companies Act, 2013. The proposed adoption of the new MOA does not result in any change in the principal business activities, Registered Office or the Authorised Share Capital of the Company.

The Board of Directors, at its Meeting held on August 12, 2026, approved and recommended the adoption of the new set



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of Memorandum of Association for the approval of the Members by way of a Special Resolution.

In terms of Sections 4, 13 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the proposed adoption of the new Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association and the proposed new Memorandum of Association will be available electronically for inspection by the Members without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of the Notice in relation to her as aforesaid for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution except to the extent of their respective shareholding, if any, in the Company.

ITEM 7- Adoption of New Set of Articles of Association of the Company Pursuant to Companies Act, 2013.

The existing Articles of Association ("AOA") of the Company were framed in accordance with the provisions of the Companies Act, 1956. Consequent upon the enactment of the Companies Act, 2013 ("Act"), several provisions of the existing AOA have become inconsistent with the provisions of the Act or contain references to provisions of the Companies Act, 1956 which are no longer in force. Although the Company has been functioning under the provisions of the Companies Act, 2013, the existing AOA has not been comprehensively aligned with the provisions of the Act. Accordingly, it is considered expedient to adopt a new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association so as to align the same with the provisions of the Companies Act, 2013 and other applicable laws.

Accordingly, the Board of Directors of the Company, at its Meeting held on 12 August, 2026, approved the adoption of the new set of Articles of Association, subject to the approval of the Members.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the approval of the Members by way of a Special Resolution is required for adoption of the new set of Articles of Association of the Company.

A copy of the existing Articles of Association and the proposed new Articles of Association shall be available electronically for inspection by the Members without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the Notice in relation to her as aforesaid for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding(s), if any, in the Company.

ITEM. 8:-Issue of Equity Convertible Warrants on a Preferential Basis.

The Board of Directors of the Company, at its meeting held on August 12, 2026, subject to the approval of the Members and such other statutory/regulatory approvals as may be required, approved the issuance of up to 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible Warrants on a preferential basis. Each warrant carries a right to subscribe to one fully paid-up Equity Share of the Company at a price of ₹ 27/- (Twenty Seven Rupees Only) each, including a premium of ₹ 22/- (Twenty Two Rupees Only) each, aggregating up to ₹ 11,00,00,025/- (Rupees Eleven Crores and Twenty Five Only), to the proposed allottees as mentioned in Resolution No. 8.

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The Proposed Allottees have confirmed their eligibility under Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") to subscribe to the Warrants proposed to be issued pursuant to the preferential issue.

In terms of the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of a special resolution is required for issuance of securities on a preferential basis by way of private placement.

Accordingly, the consent of the Members is being sought by way of a special resolution to enable the Company to raise funds aggregating up to ₹ 11,00,00,025/- (Rupees Eleven Crores and Twenty Five Only) through issuance of up to 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible Warrants. Each warrant shall be convertible into or exchangeable for one fully paid-up Equity Share of the Company having a face value of ₹ 5/- each, at an issue price of ₹27/- per warrant (payable in cash), on a preferential basis to the Proposed Allottees, in such manner and on such terms and conditions as may be determined by the Board in accordance with applicable laws.

The information as required under Regulation 163(1) of SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is given below:

A) Particulars of the offer including date of passing Board Resolution :

The Board of Directors at its meeting held on Wednesday, the 12th Day of August, 2026, subject to the approval of the Members and such other approvals as may be required, has approved the issuance and allotment of upto 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible Warrants by way of a preferential issue basis, carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, at a price of ₹ 27/- (Twenty Seven Rupees Only) each, including a premium of ₹ 22/- (Twenty Two Rupees Only) each, aggregating up to ₹ 11,00,00,025/- (Rupees Eleven Crores and Twenty Five Only) for consideration in cash, determined in accordance with Chapter V of SEBI ICDR Regulations.

B) Objects of the Preferential Issue

The Company proposes to raise funds by way of a preferential issue of Convertible Warrants ("Warrants") in accordance with the provisions of the Companies Act, 2013, Chapter V of the SEBI ICDR Regulations, as amended ("SEBI ICDR Regulations"), and other applicable laws.

The proceeds of the Preferential Issue ("Issue Proceeds") are proposed to be utilised by the Company for investment in Bolt Ironworks Private Limited ("BIPL") by way of subscription to its Compulsorily Convertible Debentures ("CCDs"). The funds invested by the Company in BIPL pursuant to such subscription to the CCDs shall be utilised by BIPL for the following purposes:

- Acquisition of approximately 17 acres of land situated at Mohra, Raipur, Chhattisgarh; and
- Development of the said land, including construction of building(s), industrial structure(s), fabrication shed(s) and other allied civil infrastructure thereon.

Estimated Utilisation of Issue Proceeds

Since the Preferential Issue comprises Convertible Warrants, the Issue Proceeds shall be received by the Company in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Accordingly, the Company proposes to utilise the Issue Proceeds in phases based on the receipt of subscription monies upon allotment and subsequent exercise of the Warrants towards the objects stated herein.



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Sl. No.	Object of the Issue	Estimated Amount (₹ in Crore)*	% of Total Issue Proceeds	Tentative Timeline for Utilisation
1	Investment in Bolt Ironworks Private Limited ("BIPL") by way of subscription to its CCDs, for acquisition by BIPL of approximately 17 acres of land situated at Mohra, Raipur, Chhattisgarh	7.50 (approx.)	68.18%	As and when funds are received and proposed to be fully utilised on or before March 31, 2028.
2	Investment in Bolt Ironworks Private Limited ("BIPL") by way of subscription to its CCDs, for development by BIPL of the said land, including construction of building(s), industrial structure(s), fabrication shed(s) and other allied civil infrastructure	3.50 (approx.)	31.82%	As and when funds are received and proposed to be fully utilised on or before March 31, 2028.
Total		11.00	100.00%	

*Based on the assumption of full conversion of the Warrants into Equity Shares within the stipulated timeline.

The above estimates are based on the Company's present business plans and management estimates and have not been appraised by any bank, financial institution or any independent agency.

In terms of BSE Circular No. 20221213-47 dated December 13, 2022, the amount proposed to be utilised for each of the aforesaid objects may vary by up to $\pm 10\%$, depending upon commercial, technical, statutory and business requirements, provided that the overall utilisation shall remain within the disclosed objects of the Preferential Issue and shall be in compliance with applicable laws.

If the Issue Proceeds are not utilised, in full or in part, for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods for the disclosed Objects in such manner as may be determined by the Board/Committee, subject to compliance with applicable laws. This may entail rescheduling or revising the planned expenditure and funding requirements and reallocating the amount proposed to be utilised for one Object towards another disclosed Object, subject to the overall Issue Proceeds being utilised only towards the Objects disclosed herein and in accordance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board/Committee, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board/Committee, subject to compliance with applicable laws.

The Company proposes to invest the Issue Proceeds in BIPL by way of subscription to its Compulsorily Convertible Debentures ("CCDs"). BIPL shall utilise the funds received from the Company for the purposes specified under the Objects of the Preferential Issue above.

The proposed transaction shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including the applicable provisions relating to related party transactions, wherever applicable.

Interim Use of Issue Proceeds: The Company confirms that the Issue Proceeds shall be utilised only for the Objects stated herein and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws.

Pending utilisation of the Issue Proceeds for the aforesaid Objects, the unutilised amount shall be temporarily invested in scheduled commercial bank deposits, money market instruments, interest-bearing liquid instruments or such other

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permitted investments as may be permitted under applicable laws. The funds so temporarily invested shall be utilised only towards the Objects stated herein.

C) Monitoring Of Utilization of Funds:

Since the proceeds from the Issue is less than ₹100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of Chapter V of SEBI ICDR Regulations hence appointment of Monitoring Agency to monitor the use of proceeds of this preferential issue is not required.

D) Maximum number of specified securities to be issued and Pricing of the Preferential Issue:

The Company proposes to issue up to 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible Warrants, each having a face value of ₹ 5/- (Rupees Five Only), at an issue price of ₹ 27/- (Twenty-Seven Rupees Only) each. The said price has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations. A detailed justification for the issue price, including the basis of determination, is provided in Point No. H of the Explanatory Statement.

E) Intention of Promoters / Directors / Key Managerial Personnel/ Senior Management to subscribe to the offer:

The following persons have shown their interest to subscribe to the Convertible Warrants proposed to be issued by the Company.

Sl. No.	Proposed Allottees	No. of Equity Convertible warrants
1.	Sandeep Singhania, being promoter of the Company	509260
2.	Sarita Singhania, being promoter of the Company	509260
3.	Devang Singhania, belonging to promoter group of the Company	509260
4.	Vani Singhania, belonging to promoter group of the Company	509260
5.	Diana Capital Limited, belonging to promoter group of the Company	2037035

None of the other Promoter & Promoter Group, Directors, or Key Managerial Personnel of the Company, except as mentioned herein above, intend to subscribe to any of the Convertible Warrants proposed to be issued under the Preferential Issue.

F) Kinds of securities offered and the price at which security is being offered Maximum number of specified securities to be issued :

Upto 4074075 (Forty Lakhs Seventy Four Thousands and Seventy Five Only) Equity Convertible Warrants to be issued and allotted will be of the face value of ₹ 5/- each and will be issued at ₹ 27/- (Twenty Seven Rupees Only) per Warrant.

G) The price or price band at/within which the allotment is proposed:

The Equity Convertible Warrants are proposed to be issued at a price of ₹ 27/- (Twenty Seven Rupees Only) per warrant, which is determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. The said price is computed as per Regulation 164 of the SEBI ICDR Regulations and is also in line with the valuation report dated 12.08.2026 obtained from the Independent Registered Valuer. Accordingly, the allotment is proposed to be made at a fixed price of ₹27/- (Twenty Seven Rupees Only) per warrant.

H) Basis on which the price has been arrived at along with the Report of the Registered Valuer / Justification for the Issue Price:

In terms of SEBI ICDR Regulations, the shares of the Company are listed and frequently traded on BSE Limited ("BSE") on the Relevant Date in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018, therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) read together with Regulation 166A of the SEBI ICDR Regulations.



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As per the Regulation 164(1), if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a) The 90 (Ninety) trading days' volume weighted average price ("VWAP") of the Equity Shares quoted on the recognized stock exchange preceding the Relevant Date; or
- b) The 10 (Ten) trading days' volume weighted average price ("VWAP") of the Equity Shares quoted on the recognized stock exchange preceding the Relevant Date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. '

In terms of Regulation 166A of the SEBI ICDR Regulations 2018, the Company has obtained a Valuation Report from an Independent Registered Valuer, Mr. MANISH GADIA, (Reg. No: [IBBI/RV/06/2019/11646] having his Office at 5, Raja Subodh Mullick Square, 2nd Floor, Kolkata – 700 013, and the price determined by such Independent Registered Valuer is ₹27/- (Twenty Seven Rupees Only) per warrant. The said report is available on the website of the Company at https://www.dianatea.in/20260817_Valuation_Report.pdf

1. In terms of the provisions of Regulation 164 of SEBI ICDR Regulations, the price at which Equity Shares shall be allotted, shall not be less than higher of the following:
 - i. the 90 (Ninety) trading days' volume weighted average price of the equity shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., INR 26.14/- each; or
 - ii. the 10 (Ten) trading days' volume weighted average price of the equity shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., INR 25.88/- each.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is INR 26.14/- each, being higher of the above two prices.

- c) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company do not contain any specific provisions on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at ₹27/- (Rupees Twenty Seven Only) [including Premium of ₹22/- each] being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

"Frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date is at least ten per cent of the total number of shares of such class of shares of the issuer.

Re-computation of Issue Price:

Since the Equity Shares of the Company have been listed on a recognized stock exchange for more than 90 trading days, the provisions relating to re-computation of price and lock-in extensions under Regulations 164(3) and 167(5) of the SEBI ICDR Regulations, and the disclosures and undertakings under Regulation 163(1)(g) and (h), are not applicable. However, if required, the Company shall re-compute the price in accordance with the SEBI ICDR Regulations. In the event that the amount payable pursuant to such re-computation is not paid by the proposed allottees within the stipulated time, the warrants shall continue to remain under lock-in until such payment is made.

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Notes:

- The price data of BSE Limited ("BSE"), where the Equity Shares of the Company are listed and traded on the Main Board, has been considered for determining the floor price.

I) Amount which the Company intends to raise by way of such securities :

The aggregate amount intended to be raised pursuant to the Proposed issue / Allotment of Convertible Warrants is ₹ 11,00,00,025/- (Rupees Eleven Crores and Twenty Five Only).

J) Relevant Date :

The Relevant Date, as stipulated in Regulation 161 of SEBI ICDR Regulations for the purpose of determination of the price of the equity shares to be issued and allotted as above is Wednesday, the 12th day of August 2026, being the day 30 days prior to the date of this Annual General Meeting.

K) Shareholding Pattern before and after the proposed preferential issue :

"The shareholding pattern prior to the preferential issue is as on 30.06.2026 (being the same as on 12.08.2026, i.e., the relevant date). The post-issue shareholding pattern is arrived at after considering the preferential allotment to be made under this notice and on a fully diluted basis (assuming full subscription of warrants and thereby full conversion of said Warrants into equity shares).

The detailed shareholding structure is provided in the table below. In the event any further issue of shares of the Company between the date of this notice and the date of allotment of equity shares upon exercise of the Warrants is undertaken, the shareholding pattern shall stand modified accordingly."

Sl. No.	Category	Pre-Issue (as per Shareholding pattern dated 30.06.2026)*		Post Issue Shareholding **	
		No of shares held	% of Share holding	No of shares held	% of Share holding
A	Promoters & Promoters group holding :				
1	Indian : /HUF				
	Individual	1003994	6.70	3041034	15.95
	Body Corporate	8190860	54.64	10227895	53.65
	Sub Total : Indian Promoters & Promoters group	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A1 +A2)	9194854	61.34	13268929	69.60
B	Non-Promoters' holding :				
1	Institutional Investor				
	Financial Institutions / Banks / Insurance Companies/FII	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Sub Total (B1)	-	-	-	-
2	Non-Institutions Investor				
	Body Corporate	279743	1.87	279743	1.47
	Indian Public	5006288	33.40	5006288	26.26
	IEPF	191237	1.27	191237	1.00
	Non Resident Individual	99741	0.66	99741	0.52
	HUF	216532	1.44	216532	1.14



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Sl. No.	Category	Pre-Issue (as per Shareholding pattern dated 30.06.2026)*		Post Issue Shareholding **	
		No of shares held	% of Share holding	No of shares held	% of Share holding
	LLP	1000	0.01	1000	0.00
	Clearing Member	1605	0.01	1605	0.01
	Sub Total (B2)	5796146	38.66	5796146	30.40
	Sub-Total B [(B1) + (B2)]	5796146	38.66	5796146	30.40
	GRAND TOTAL (A+B)	14991000	100.00	19065075	100.00

* The pre-issue shareholding pattern is based on the shareholding of the Company as on 30.06.2026 which also remains same as on the relevant date i.e., 12.08.2026.

**The above post-issue shareholding is prepared on a fully diluted basis, assuming the full conversion of 4074075 Equity Convertible Warrants into equal number of equity shares issued pursuant to resolution at item No. 8.

L) Proposed time within which the allotment shall be completed/ Time frame within which the Proposed Pref-erential Issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of Convertible Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s). Further, the conversion of the Warrants into equity shares shall be completed within a period of 18 months from the date of allotment of the Warrants.

Further, as per Regulation 162(2) of SEBI ICDR Regulations, upon exercise of the option by the Allottee to convert the convertible securities, the allotment of equity shares pursuant to exercise of the convertible securities shall be completed within a period of 15 days from the date of such exercise by the Allottee.

M) Name and identity of the Proposed Allottees Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the per-centage of post preferential issue that may be held by them:

The names of the Proposed Allottees and the identity (category) of the natural persons who are ultimate beneficial owners of the Convertible Warrants and resultant equity shares, proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue are provided herein below:

Sl. No.	Name of the Proposed Allottees	Category of the proposed allottees	Ultimate beneficial owner	Pre Preferential Issue		Number Of Convertible Warrants proposed to be allotted	Post Preferential Issue (on fully diluted basis)	
				No. of shares held	% of shareholding		No. of shares held	% of shareholding
1.	Sandeep Singhania	Promoter	*NA	491573	3.28	509260	1000833	5.25
2.	Sarita Singhania	Promoter	*NA	500491	3.34	509260	1009751	5.30
3.	Devang Singhania	Promoter Group	*NA	5238	0.03	509260	514498	2.70
4.	Vani Singhania	Promoter Group	*NA	3192	0.02	509260	512452	2.69
5.	Diana Capital Limited	Promoter Group	Vani Singhania	8179340	54.56	2037035	10216375	53.59

*NA mentioned, since person being individual

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N) Change in control, if any, in the Company that would occur consequent to the preferential issue:

The existing Promoters/ Promoter Group of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights subsequent to conversion of warrants into equity shares upon exercise of right of conversion of warrants in to equity shares by warrants holders allotted on preferential allotment.

O) Class or Classes of Persons to whom the allotment is proposed to be made :

The Equity Convertible Warrants shall be issued and allotted to the investors as detailed herein below;

Sl. No.	Name of the Proposed Allottees	PAN No.	Category	Number Of Convertible Warrants proposed to be allotted
1.	Sandeep Singhania	AMAPS6652C	Promoter	5,09,260
2.	Sarita Singhania	AJMPS1886R	Promoter	5,09,260
3.	Devang Singhania	DQAPS8354C	Promoter Group	5,09,260
4.	Vani Singhania	AJUPS3988C	Promoter Group	5,09,260
5.	Diana Capital Limited	AAACD8671R	Promoter Group	20,37,035

P) Disclosure specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower :

Neither the Company nor its Promoters or promoters Group (including directors of promoter group) or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Promoters or promoters Group (including directors of promoter group) or Directors are a fugitive economic offender as defined under the SEBI ICDR Regulations.

Q) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the Financial Year commencing 01.04.2026 onwards, till date.

R) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

S) Material term of raising Securities:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are mentioned in the resolutions set out at Item No. 8 and the previous and the forthcoming paragraphs. The Equity Shares allotted on conversion of Warrants shall be fully paid-up and listed on the BSE (Main Board) and shall rank pari passu with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

i. Proposed time schedule:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of Convertible Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from



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any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

ii. **Purposes or objects of offer:** As separately disclosed above.

iii. **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:**

The Promoter / promoter group intends to subscribe to the preferential issue as stated in the resolution at item No. 8 above.

iv. **Principle terms of assets charged as securities:** Not applicable.

T) Undertaking:

The Company hereby undertakes that:

- 1) None of the Company, its Directors or Promoter has been declared as wilful defaulter or fraudulent borrow-er as defined under the SEBI ICDR Regulations. None of its Directors or promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations;
- 2) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- 3) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- 4) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- 5) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares and the warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.
- 6) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI ICDR Regulations.
- 7) No person belonging to the promoters /promoters group has previously subscribed to any warrants of the Company but failed to exercise them; and
- 8) There are no outstanding dues to the Board, the stock exchanges or the depositories.

U) Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares that will be issued upon conversion of Warrants.

V) Lock-in Period:

The Warrants and the Equity Shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

W) Pending Preferential Issue:

Presently, there is no preferential issue pending or in process except as proposed in the accompanying Notice.

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X) Certificate from Practising Company Secretary:

The certificate from Sweety Kapoor, Practising Company Secretary (FCS No. F6410, CP. No. 5738) Certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained and shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection at the website of the Company.

The said PCS Certificate is uploaded on the website of the Company and can be accessed at https://www.dianatea.in/20260817_PCS_Certificate.pdf

Y) Details of Current and Proposed Status of the Allottees i.e., promoter or non-promoter;

Sl. No.	Name of the Proposed Allottee	Current status of the proposed allottees	Proposed status of the proposed allottees
1.	Sandeep Singhania	Promoter	Promoter
2.	Sarita Singhania	Promoter	Promoter
3.	Devang Singhania	Promoter Group	Promoter Group
4.	Vani Singhania	Promoter Group	Promoter Group
5.	Diana Capital Limited	Promoter Group	Promoter Group

In case of any corporate action(s) that the Company undertakes any form of restructuring of its share capital ("Capital Restructuring") including but not limited to: (i) consolidation or sub-division or splitting up of its equity shares, (ii) issue of bonus shares; (iii) reclassification of shares or variation of rights into other kinds of equity shares of the Company; and (iv) issue of right shares, as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit to the proposed allottees for the purpose of making a fair and reasonable adjustment such that the number of convertible warrants or equity shares granted earlier, the ceiling of total number of warrants and equity shares specified above shall be deemed to be increased to the extent of such additional warrants granted or equity shares issued after occurrence of any such Capital Restructuring thereto.

In accordance with the provisions of Sections 23(1) (b), 42 and 62(1) (c) of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of Convertible Warrants and equity shares (pursuant to conversion of said Convertible warrants) is being sought by way of a Special Resolution as set out in Item No. 8 of the notice. The issue of the Equity Shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto, relevant documents are available electronically for inspection by the Members without any fee by the members from the date of circulation of this Notice up to the date of AGM.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 8 of the accompanying Notice for the approval of members.

Except the above proposed allottees in their capacity as Promoter/ Director / relatives of Promoter / Director and other Promoter, none of the other Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially, or otherwise in the resolution except in their capacity as members/shareholder of the Company.



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Annexure-1
DETAILS OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT
/ CONTINUATION OF DIRECTORSHIP

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

Name of Director	Mrs. Sarita Singhania
DIN No.	00343786
Date of Birth	17/12/1963
Age	62 Years
Qualification	B. A
Date of first Appointment on the Board of the company	11/11/2013
Date of appointment / last re-appointment at the Annual General Meeting	24/09/2021
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 Directors, if applicable	Basic Salary: ₹ 4,00,000/- per month
Details of Remuneration sought to be paid	Basic Salary: ₹ 4,00,000/- per month
List of Other Public Companies in which Directorship held (excluding in Foreign Companies)	1. Singhanian Builders Ltd. 2. Diana Capital 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)	NIL
Chairman/ Member of the Committees of Diana Tea Company Limited	Stakeholders Relationship Committee – Member
Disclosure of relationship between Directors inter-se and Key Managerial Personnel	Mrs. Sarita Singhania is the mother of Mr. Devang Singhania, Whole Time Director of the Company.
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 financial year	Mrs. Sarita Singhania attended 3 Board meetings out of total 4 Board meetings held during the year.