**General information about company** Scrip code 530959 NSE Symbol MSEI Symbol ISIN INE012E01035 Diana Tea Company Limited Name of the entity Date of start of financial year 01-04-2023 Date of end of financial year 31-03-2024 Reporting Quarter Yearly Date of Report 31-03-2024 Risk management committee Not Applicable Market Capitalisation as per immediate previous Financial Year Any other **Annexure I** Annexure I to be submitted by listed entity on quarterly basis I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO Yes Title (Mr Category 3 of Date of Category 2 of Name of the Director PAN DIN Category 1 of directors directors directors / Ms) Birth 25-03-AMAPS6652C 00343837 **Executive Director** Chairperson Mr SANDEEP SINGHANIA MD 1972 17-12-Not SARITA SINGHANIA AJMPS1886R 00343786 **Executive Director** Mrs Applicable 1963 HARISHCHANDRA PAREKH Non-Executive -23-03-Not AFVPP3500N 00026530 Mr MANEKLAL Independent Director Applicable 1937 27-10-Non-Executive -Not GAUTAM BHALLA AEMPB2411G 00675609 Mr **Independent Director** Applicable 1948 Non-Executive -Not 06-09-ACMPD6636M 01639618 Mr KIRAN NANOO DESAI **Independent Director** Applicable 1950 **I. Composition of Board of Directors** Disqualification of Directors under section 164 of the Companies Act, 2013 Whether the director is disqualified? Start Date of disqualification End Date of disqualification Details of disqualification Current status No 2 No 3 No No No I. Composition of Board of Directors No of post No of Number of Chairperson No of Independent in Audit/ memberships Directorship Directorship Stakeholder Whether in Audit/ in listed in listed special Stakeholder Committee Tenure entities entities resolution Committee(s) held in Notes for Notes for Date of **Initial Date** of including including Reason Date of Reincluding this passed? passing Date of listed this listed of director this listed for appointment [Refer Reg. listed entity entities providing special cessation roviding appointment (in entity (Refer entity [with Cessation including 17(1A) of resolution (Refer PAN DIN months) Regulation reference to Listing Regulation this listed 17A of proviso to 26(1) of entity (Refer Regulations] Listing regulation Listing Regulation Regulations) 17A(1) & Regulations) 26(1) of 17A(2)] Listing Regulations) 21-10-27-08-2 NA 1 0 0 1991 2020 11-11-14-09-0 1 0 NA 1 2013 2022 18-09-14-07-26-06-3 2 2 Yes 96 4 1 2018 2005 2020 14-09-27-02-26-06-96 1 1 2 Yes 1 2022 2015 2020 01-12-24-09-5 2 0 NA 31 1 1 2020 2021 **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson Yes DIN Category 2 of Date of Date of Name of Committee members Category 1 of directors Remarks directors Number Appointment Cessation HARISHCHANDRA PAREKH Non-Executive -00026530 31-10-2005 Chairperson MANEKLAL Independent Director 00343837 SANDEEP SINGHANIA Executive Director Member 31-10-2005 Non-Executive -00675609 GAUTAM BHALLA Member 27-02-2015 Independent Director Non-Executive -01639618 KIRAN NANOO DESAI Member 01-12-2020 Independent Director Nomination and remuneration committee Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Category 2 of Date of Date of Remarks Name of Committee members Category 1 of directors Number directors Appointment Cessation HARISHCHANDRA PAREKH Non-Executive -00026530 31-10-2005 Chairperson MANEKLAL **Independent Director** Non-Executive -00675609 **GAUTAM BHALLA** Member 27-02-2015 Independent Director Non-Executive -01-12-2020 01639618 KIRAN NANOO DESAI Member Independent Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Sr Category 1 of directors Remarks members Number directors Appointment Cessation Non-Executive -**GAUTAM BHALLA** 00675609 Chairperson 27-02-2015 Independent Director SANDEEP 00343837 31-10-2005 **Executive Director** Member SINGHANIA SARITA SINGHANIA 00343786 **Executive Director** 31-10-2005 Member KIRAN NANOO Non-Executive -01639618 Member 01-12-2020 DESAI Independent Director Risk Management Committee Whether the Risk Management Committee has a Regular Chairperson DIN Name of Committee Category 1 of Category 2 of Date of Date of Remarks Number members directors directors Appointment Cessation **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson Name of Committee DIN Category 1 of Category 2 of Date of Date of Remarks Number members directors directors Appointment Cessation **Other Committee** DIN Number Name of Committee members Name of other committee Category 1 of directors | Category 2 of directors | Remarks Annexure 1 Annexure 1 **III. Meeting of Board of Directors** Disclosure of notes on meeting of board of directors explanatory Number of Date(s) of Date(s) of No. of Maximum gap Notes for Whether Total Number Directors present\* meeting (if meeting (if Independent between any two requirement of of Directors (All directors not Directors any) in the any) in the consecutive (in providing Quorum met as on date of including attending the previous current number of days) the meeting Independent Date (Yes/No) meeting\* quarter quarter Director) 09-11-2023 Yes 5 5 02-01-2024 53 Yes 37 5 5 09-02-2024 Yes **Annexure 1 IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory Date(s) of No. of Total Number of meeting Maximum members Number of No. of (Enter dates Whether Directors attending gap Independent Directors Reson for of Previous Name of requirement Present (All the between Directors Name of not in the meeting other of Quorum Directors Sr quarter and any two providing Current consecutive committee met including (other the as on date date Independent than quarter in (in number (Yes/No) meeting\* of the chronological of days) Director) Board of meeting order) Directors) Audit 3 09-11-2023 Yes Committee Audit 09-02-2024 91 Yes Committee Nomination 2 28-09-2023 Yes remuneration committee Nomination and 02-01-2024 95 Yes 3 0 remuneration committee Nomination and 09-02-2024 3 Yes 3 0 remuneration committee Stakeholders 2 Relationship 09-11-2023 Yes 4 Committee **Annexure 1 IV. Meeting of Committees** No. of Date(s) of Total Maximum members meeting Number of Number of No. of (Enter dates Whether Directors attending gap Reson for **Directors** Independent requirement between Name of Present (All of Previous the Directors Name of in the not quarter and any two other of Quorum Directors meeting providing attending Committee Committee including consecutive Current committee (other met date as on date the (Yes/No) Independent quarter in (in number than of the meeting\* chronological of days) Director) Board of meeting order) Directors) Stakeholders 09-02-2024 Relationship Yes Committee **Annexure 1** V. Related Party Transactions If status is Nodetails of non-Compliance status Sr Subject (Yes/No/NA) compliance may be given here. Whether prior approval of audit committee obtained Yes Whether shareholder approval obtained for material RPT NA Whether details of RPT entered into pursuant to omnibus approval Yes have been reviewed by Audit Committee **Annexure 1** VI. Affirmations Compliance status Sr Subject (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure NA requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified Yes in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **Annexure 1** Compliance status Sr Subject Name of signatory Namrata Saraf Company Secretary and Compliance Officer Designation **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Nodetails of Compliance non-Web address Sr Item status compliance (Yes/No/NA) may be given here. Details of business Yes https://www.dianatea.in/history.shtml Terms and conditions of appointment of https://www.dianatea.in/ID-Terms-and-Conditions-of-Appointment 2.pdf Yes independent directors Composition of https://www.dianatea.in/20210108\_Composition\_of\_Directors.pdf various committees Yes of board of directors Code of conduct of board of directors and senior Yes https://www.dianatea.in/20200702\_Code\_of\_Conduct.pdf management personnel Details of establishment of vigil mechanism/ Yes https://www.dianatea.in/20190301\_Whistle\_Blower.pdf Whistle Blower policy Criteria of making https://www.dianatea.in/Criteria%20of%20making%20payment%20to%20nonpayments to non-Yes executive%20directors\_6.pdf executive directors Policy on dealing with related party Yes https://www.dianatea.in/20220222\_RPT\_Policy\_2022.pdf transactions Policy for determining NA material subsidiaries Details of familiarization programmes Yes https://www.dianatea.in/20200624\_Familiarisation\_Programme\_for\_ID.pdf imparted to independent directors Email address for grievance redressal Yes https://www.dianatea.in/contactinfo.shtml and other relevant details Contact information of the designated officials of the listed entity who are https://www.dianatea.in/contactinfo.shtml Yes responsible for assisting and handling investor grievances Financial results Yes https://www.dianatea.in/finance.shtml Shareholding Yes https://www.dianatea.in/finance.shtml pattern Details of agreements entered into with the media NA companies and/or their associates **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Nodetails Compliance of non-Sr status Web address Item compliance (Yes/No/NA) may be given here. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or NA institutional investors simultaneously with submission to stock exchange Audio or video recordings and 15.2 transcripts of post NA earnings/quarterly calls New name and the old name of the NA 16 listed entity Advertisements as 17 per regulation 47 Yes https://www.dianatea.in/finance.shtml (1) Credit rating or 18 revision in credit Yes https://www.dianatea.in/finance.shtml rating obtained Separate audited financial statements of each subsidiary of the NA listed entity in respect of a relevant financial year Secretarial 20 Yes https://www.dianatea.in/finance.shtml **Compliance Report Materiality Policy** as per Regulation Yes 21 https://www.dianatea.in/20180508\_Policy\_on\_Disclosure\_of\_Material\_Events.pdf 30 (4) Disclosure of contact details of KMP who are authorized for the purpose of Yes https://www.dianatea.in/contactinfo.shtml determining materiality as required under regulation 30(5) Disclosures under 23 Yes https://www.dianatea.in/contactinfo.shtml regulation 30(8) Statements of deviation(s) or 24 variations(s) as NA specified in regulation 32 Dividend Distribution policy NA 25 as per Regulation 43A(1) Annual return as provided under section 92 of the 26 Yes https://www.dianatea.in/finance.shtml Companies Act, 2013 Confirmation that the above disclosures are in a Yes https://www.dianatea.in/finance.shtml separate section as specified in regulation 46(2) Compliance with regulation 46(3) with respect to accuracy of Yes https://www.dianatea.in/finance.shtml disclosures on the website and timely updating Annexure II **II. Annual Affirmations** If status is Noldetails of non-Compliance status compliance may be given **Particulars** Regulation Number (Yes/No/NA) here. Independent director(s) have been appointed in terms 16(1)(b) & 25(6) Yes of specified criteria of independence and/or eligibility 17(1), 17(1A) & 17(1C), 17(1D) & **Board** composition Yes 17(1E) 17(2) Yes Meeting of Board of directors 17(2A) Yes Quorum of Board meeting 17(3) **Review of Compliance Reports** Yes Plans for orderly succession for appointments 17(4) Yes Code of Conduct 17(5) Yes 17(6) Yes Fees/compensation 17(7) Yes Minimum Information Compliance Certificate 17(8) Yes **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status **Particulars** Number (Yes/No/NA) compliance may be given here. 17(9) NA Risk Assessment & Management Performance Evaluation of Independent Directors 17(10) Yes Recommendation of Board 17(11) Yes 17A Maximum number of Directorships Yes Composition of Audit Committee 18(1) Yes Meeting of Audit Committee 18(2) Yes Role of Audit Committee and information to be 18(3) Yes reviewed by the audit committee Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee **Annexure II II. Annual Affirmations** If status is Noldetails of non-compliance Compliance status Regulation Number **Particulars** (Yes/No/NA) may be given here. Role of Nomination and Remuneration 19(4) Yes Committee Composition of Stakeholder Relationship 20(1), 20(2) & Yes Committee 20(2A) Meeting of Stakeholders Relationship 20(3A) Yes Committee Role of Stakeholders Relationship 20(4) Yes Committee Composition and role of risk management 21(1),(2),(3),(4) NA committee Meeting of Risk Management Committee NA 21(3A) Quorum of Risk Management Committee 21(3B) NA meeting Gap between the meetings of the Risk 21(3C) NA Management Committee 22 29 Vigil Mechanism Yes 23(1), (1A), (5), Policy for related party Transaction Yes (6), & (8)Annexure II **II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status **Particulars** Number (Yes/No/NA) compliance may be given here. Prior or Omnibus approval of Audit Committee for all 23(2), (3) Yes related party transactions Approval for material related party transactions 23(4) NA Disclosure of related party transactions on consolidated 23(9) Yes Composition of Board of Directors of unlisted material 24(1) NA Subsidiary 24(2),(3),(4), Other Corporate Governance requirements with respect to NA subsidiary of listed entity (5) & (6) Alternate Director to Independent Director 25(1) NA 25(2) Yes Maximum Tenure Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate 25(2A) Yes mechanism Meeting of independent directors 25(3) & (4) Yes Yes Familiarization of independent directors 25(7) **Annexure II** II. Annual Affirmations If status is Noldetails of non-Regulation Compliance status Particulars compliance may be given (Yes/No/NA) Number here. 25(8) & (9) Declaration from Independent Director Yes Directors and Officers insurance NA 25(10) Confirmation with respect to appointment of Independent 25(11) NA Directors who resigned from the listed entity 26(1) Memberships in Committees Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management 26(3) personnel Disclosure of Shareholding by Non-Executive Directors 26(4) Yes Policy with respect to Obligations of directors and senior 26(2) & 26(5) Yes management Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of NA26(6) the listed entity 26A(1) & Vacancies in respect Key Managerial Personnel NA 26A(2) Any other information to be provided - Add Notes **Annexure II** Name of signatory Namrata Saraf Designation Company Secretary and Compliance Officer **Annexure II III. Affirmations Compliance status Particulars** (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements NA with respect to subsidiary of Listed Entity have been complied Any other information to be provided **Annexure II** Name of signatory Namrata Saraf Designation Company Secretary and Compliance Officer Additional Half yearly Disclosure Not Applicable Applicability of disclosure Reason for Non Applicability Textual Information(1) **Text Block** Textual Information(1) Not Applicable **Details of Cyber security incidence** Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or No breaches or loss of data or documents during the quarter

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Namrata Saraf

Kolkata

18-04-2024

Date of the event

**Signatory Details** 

Company Secretary and Compliance Officer

Sr.

Name of signatory

Place

Date

Designation of person

Brief details of

the event