

Ref: DPTL/ NSE

September 3, 2014

The National Stock Exchange of India Ltd.
Exchange Plaza
Plot No: C/1, G Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051

Symbol: DPTL

Dear Sir,

Salient Features of the Scheme of Arrangement between Dhunseri Petrochem & Tea Limited ("DPTL"), Dhunseri Tea & Industries Limited ("DTIL"), Dhunseri Infrastructure Limited ("DIL") and their respective shareholders for demerger of Tea division of DPTL to DTIL and re-organisation of IT SEZ Division of DPTL to DIL.

The Transferor Company "DPTL" is involved in the Manufacturing & Trading of Pet Resins, the Transferee Company "DTIL" is involved in the business of Tea (Plantation, Cultivation & Marketing of Tea) and the Transferee Company "DIL" is involved in the business of Development of commercial Information Technology Park with special economic Zone (SEZ) status respectively.

A. Demerger of Tea division of Dhunseri Petrochem & Tea Limited ("DPTL") to Dhunseri Tea & Industries Limited ("DTIL")

Upon the Scheme has come into effect, DTIL shall, in consideration of the demerger and transfer of the Tea division, issue and allot to the members of DPTL holding fully paid up Equity shares in DPTL and whose names appear in the Register of members of DPTL on **Record Date i.e. 19th September, 2014**, New Equity shares in the ratio of 1 Equity share(s) of ₹10/-each in DTIL credited as fully paid up for every 5 Equity share (s) of ₹10/-each fully paid up held by them in the capital of DPTL.

Further please note, that, no fractional shares shall be issued by DTIL in respect of the fractional entitlements, if any, to which the members of DPTL may be entitled on issue and allotment of Equity shares in DTIL.

The Board of Directors of DTIL or a committee thereof shall consolidate all such fractional entitlements, and issue and allot the Equity shares in lieu thereof to a Director and/ or officer(s) of DTIL who shall sell the same in the market and pay to DTIL the net sale proceeds thereof, whereupon DTIL shall distribute such net sale proceeds to the members of DPTL in proportion to their fractional entitlements.



B. Re-organisation of IT SEZ Division of DPTL to Dhunseri Infrastructure Limited ("DIL").

Upon the Scheme has come into effect, DIL shall, in consideration of the transfer of the IT SEZ Division, issue and allot to DPTL 50,00,000 Equity Shares of ₹10/-each in DIL credited as fully paid up in DIL. Such Equity Shares to be issued and allotted by DIL to DPTL under this Scheme shall rank pari-pasu in all respects with the existing Equity shares of DIL.

The balance consideration, being the net asset value (book value of assets less liabilities) of the IT-SEZ Division as on the Appointed date as reduced by the aggregate face value of the shares to be issued as per above stated shall be paid in cash by DIL to DPTL within a period of five years from the Effective date in such manner as shall be mutually agreed between DIL and DPTL.

For Dhunseri Petrochem & Tea Ltd.



K.V. Balan
Company Secretary
& Compliance Officer