



Dhunseri Petrochem & Tea Limited

Registered Office | Dhunseri House, 4A Woodburn Park, Kolkata 700020

NOTICE OF POSTAL BALLOT
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholders,

NOTICE is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the following resolution is proposed to be passed by Postal Ballot.

Accordingly, your consent is sought for the proposal as contained in the resolution appended below. An Explanatory Statement pertaining to the said Resolution setting out all materials facts and the reasons therefore along with a Postal Ballot Form, is annexed for your consideration.

The Company has appointed Mr. K.C.Dhanuka, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed, in the enclosed Self Addressed Business Reply Envelope so as to reach the Scrutinizer on or before Monday, 14th March, 2011. The Scrutinizer will submit his report by Wednesday, 16th March, 2011 to the Chairman by 3.00 P.M. after completion of the scrutiny of the Postal Ballot Forms and the results of the postal ballot will be announced on Wednesday, 16th March, 2011 at 5.00 P.M. at the Registered Office of the Company at Dhunseri House, 4A, Woodburn Park, Kolkata-700020.

Item No.1

Powers to the Board of Directors to create security/mortgage over whole or substantially the whole of the undertaking of the Company

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

“RESOLVED THAT pursuant to provisions of Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company be and are hereby authorised to create security/mortgage over the assets of the Company both present and future, in favour of the Financial Institution(s) / Bank(s) / any other person to secure the amounts borrowed/to be borrowed together with interests thereon, commitment charges and other monies in such manner as may be agreed by the Board and the Financial Institution(s) /Bank(s) / any other person.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as they may deem fit.”

By Order of the Board of Directors
For DHUNSERI PETROCHEM & TEA LTD.

Kolkata
3rd February, 2011.

(K.V.BALAN)
Company Secretary

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

The Company is desirous of seeking your consent for the proposal as contained in the resolution attached herewith. An Explanatory statement pertaining to the said resolution setting out all material facts and the reasons therefore is annexed.

Item No.1

Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors cannot, except with the consent of the Company in general meeting, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking.

Post merger of erstwhile South Asian Petrochem Ltd. with the Company, various loans have been taken for facilitating the expansion at Haldia. In respect of these loans the Company would be required to create security/mortgage over the assets of the Company in favour of Financial Institution(s) / Bank(s) / any other person to secure the repayment of the amounts borrowed/to be borrowed. Hence it is proposed to authorize the Board of Directors to create security/mortgage over the assets of the Company both present and future, from time to time, in favour of Financial Institution(s) / Bank(s) / any other person to secure the repayment of the amounts borrowed / to be borrowed together with interests thereon, commitment charges and other monies.

The Board of Directors of the Company recommends this Ordinary resolution for your approval.

None of the Directors of the Company is concerned or interested in the proposed resolution.

By Order of the Board of Directors
For DHUNSERI PETROCHEM & TEALTD.

Kolkata
3rd February, 2011.

(K.V.BALAN)
Company Secretary