



Dhunseri Petrochem & Tea Limited (Formerly Dhunseri Tea & Industries Limited)
Registered Office: Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020

Notice

NOTICE is hereby given that the Ninety – fourth Annual General Meeting of the members of the Company will be held at **“Kala Kunj”, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata-700017** on **Saturday, the 4th day of September 2010, at 10.30 A.M.** to conduct the following business:

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March 2010, Profit & Loss Account for the year ended 31st March 2010 and the Cash Flow Statement for the year ended 31st March 2010 and the Reports of the Directors and Auditors’ thereon.
2. To declare dividend
3. To elect a Director in place of Mr. Y.F.Lombard, who retires by rotation and being eligible offers himself for re-appointment.
4. To elect a Director in place of Mr. J.P.Kundra, who retires by rotation and being eligible offers himself for re-appointment.
5. To elect a Director in place of Mr. P.K. Khaitan, who retires by rotation and being eligible offers himself for re-appointment.
6. Re-appointment of Statutory Auditors

To re- appoint, M/s. Lovelock & Lewes, Chartered Accountants, (Regn. No. 301056E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be agreed upon between the Board of Directors of the Company and the said M/s Lovelock & Lewes.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions including any amendments thereof, read with Schedule XIII of the Companies Act, 1956 as amended upto date, approval be and is hereby granted to the re-appointment of Mr. Chandra Kumar Dhanuka (Mr. C. K. Dhanuka) as the Executive Chairman of the Company (designated earlier as Managing Director & CEO) w.e.f 1st January 2010 for a period of 5 (five) years, and to the payment of his remuneration, perquisites and benefits arising out of such re-appointment on terms and conditions as contained in

the agreement entered into between the Company and Mr. C. K. Dhanuka, the material terms of which are set out in the Explanatory Statement to this notice, and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said re-appointment and/ or agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any amendment thereto as may be agreed between the Board of Directors and Mr. C. K. Dhanuka.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year, minimum remuneration as specified in the aforesaid agreement shall be paid to Mr. C. K. Dhanuka.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions including any amendments thereof, read with Schedule XIII of the Companies Act, 1956 as amended upto date, approval be and is hereby granted to the appointment of Mr. Mrigank Dhanuka (Mr. M. Dhanuka), as the Vice Chairman & Executive Director of the Company for a period commencing from 1st July 2010 and ending on 31st March 2012 and to the payment of his remuneration, perquisites and benefits arising out of such appointment on the terms and conditions as contained in the draft agreement to be entered into between the Company and Mr. M.Dhanuka, the material terms of which are set out in the Explanatory Statement to this notice, and which draft agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said appointment and/ or agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any amendment thereto as may be agreed between the Board of Directors and Mr. M. Dhanuka.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year, minimum remuneration as specified in Schedule XIII of the Companies Act, 1956 shall be paid to Mr. M. Dhanuka.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions including any amendments thereof, read with Schedule XIII of the Companies Act, 1956 as amended upto date, approval be and is hereby granted to the appointment of Mr. Brijesh Kumar Biyani (Mr.B.K.Biyani), as the Executive Director (Corporate) of the Company, liable to retire by rotation, for a period commencing from 1st July 2010 and ending on 31st March 2012, and to the payment of his remuneration, perquisites and benefits arising out of such appointment on the terms and conditions as contained in the draft agreement to be entered into between the Company and Mr.B.K.Biyani, the material terms of which are set out in the Explanatory Statement to this notice, and which draft agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said appointment and/ or agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any amendment thereto as may be agreed between the Board of Directors and Mr.B.K. Biyani.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year, minimum remuneration as specified in Schedule XIII of the Companies Act, 1956 shall be paid to Mr. B.K.Biyani.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** Mr. Biswanath Chattopadhyay, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the Company has also received notice from a member under section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions including any amendments thereof, read with Schedule XIII of the Companies Act, 1956 as amended upto date, approval be and is hereby granted to the appointment of Mr. Biswanath Chattopadhyay (Mr. B.Chattopadhyay), as the Executive Director

& CEO of the Company, for a period commencing from 1st July 2010 and ending on 31st March 2012, and to the payment of his remuneration, perquisites and benefits arising out of such appointment on the terms and conditions as contained in the draft agreement to be entered into between the Company and Mr. B. Chattopadhyay, the material terms of which are set out in the Explanatory Statement to this notice, and which draft agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said appointment and/ or agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or any amendment thereto as may be agreed between the Board of Directors and Mr. B. Chattopadhyay.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year, minimum remuneration as specified in Schedule XIII of the Companies Act, 1956 shall be paid to Mr. B.Chattopadhyay.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 310 of the Companies Act read with Article no. 87 of the Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 1956 approval of the Company be and is hereby accorded to increase the sitting fees payable to the Non-Executive Directors of the Company as follows:

- for the Board of Directors meetings from Rs. 5,000 per meeting to Rs. 20,000 per meeting (excluding the out-of-pocket expenses),

- for the Audit Committee meetings from Rs.2,000 per meeting to Rs.10,000 per meeting (excluding the out-of-pocket expenses),

- for the Remuneration Committee meetings from Rs. 2,000 per meeting to Rs. 10,000 per meeting, (excluding the out-of-pocket expenses).

- for the Shareholders' Grievance Committee meetings from Rs. 2,000 per meeting to Rs. 5,000 per meeting, (excluding the out-of-pocket expenses).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution”

12. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any of the Companies Act, 1956,

the existing Articles of Association of the Company be and are hereby altered in the manner set out below:

i) After the existing Article 71(5) of the Articles of Association of the Company the following new Article be inserted as Article 71(6):

71(6). The decision of the Chairman on any difference between the scrutineers shall be conclusive.

ii) The existing Article 93 of the Articles of Association of the Company be replaced with the following:

93. The office of the Director shall be deemed to have been vacated

a) Ipso facto, in the eventualities mentioned in the Section 283 of the Act,

b) In the event of the resignation by a Director or the withdrawal of his nomination in the case of a nominated Director, on the date on which the letter of resignation or letter of withdrawal of his nomination, as the case may be, is received by the Company.

iii) The existing Article 101 of the Articles of Association of the Company be replaced by the following:

101. At each Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. The Managing Director(s), Deputy Managing Director(s), Whole Time Director(s) and Executive Director(s) shall not be liable to retire by rotation within the meaning of this Article, unless otherwise decided by the Board.

iv) After the existing Article 103 of the Articles of Association of the Company the following new Article be inserted as Article 103(a)

103 (a). A retiring Director shall be eligible for re-election & shall act as a Director through out the meeting at which he retires.

v) The existing Article 117 of the Articles of Association of the Company be replaced by the following:

117. Without prejudice to the general powers conferred by the preceding article the Board may from time to time and at any time subject to the restrictions contained in the Act delegate to any of the Directors, Managing Director(s), Deputy Managing

Director(s), Whole Time Director(s), Executive Director(s), managers, secretaries, officers, assistants and other employees or other persons (including any firm or body corporate) any of the powers, authorities and discretions for the time being vested in the Board.

vi) The existing Article 127 of the Articles of Association of the company be replaced by the following:

127. The Directors shall provide a Seal for the purpose of the Company and shall have power, from time to time, to destroy the same and substitute a new Seal in lieu thereof and, shall provide for the safe custody of the seal and the seal shall except as otherwise empowered under the Act or rules thereunder, never be used except by the authority of the Directors or of a Committee of the Directors and, at least one Director shall sign every instrument to which the Seal is affixed; provided nevertheless, that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the Authority of the Directors to issue the same.

vii) After the existing Article 162 of the Articles of Association the following new Article be inserted as Article 163:

163. Subject to the provisions of the Act and so far as such provisions permit, no Director, Auditor or Other Officer of the Company shall be liable for acts, receipts, neglects, or defaults of any other Director or Officer or for joining in any receipt or at for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss associated by any error of judgement, omission, default, or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties or his office or in relation thereto, unless the same happens through his own dishonesty.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

Regd Office:

'Dhunseri House'

4A, Woodburn Park,
Kolkata - 700 020

By Order of the Board
For Dhunseri Petrochem & Tea Ltd.

K. V. Balan

Company Secretary & Compliance Officer

Dated: 3rd July 2010

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. As per Clause 49 of the listing agreement with the Stock Exchanges, the brief resume, functional expertise of the directors proposed for reappointment or appointment are annexed hereto and forms part of this Notice.
3. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting.**
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th August 2010 to 4th September 2010 (both days inclusive).
5. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend, if any, that may be declared at the Annual General Meeting will be paid on or after 4th September 2010:
 - a) to those members whose names appear in the Register of Members of the Company as on 4th September 2010 after giving effect to all valid share transfers in physical form lodged with the Company before 24th August 2010.
 - b) in respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd.(CDSL), at the end of business hours on 23rd August 2010.
6. National Electronic Clearing Service (NECS) Facility for payment of dividend

The Company, with respect to payment of dividend, provides the facility of NECS to the shareholders.

7. For effecting changes in address/bank details/NECS (National Electronic Clearing Service) mandate, members are requested to notify:
 - (i) the R&T Agent of the Company, viz. M/s Maheshwari Datamatics Private Ltd., if shares are held in physical form, and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of Seven years shall be transferred to the **Investor Education and Protection Fund (the IEPF)** established by the Central Government. Accordingly, the unclaimed dividend(s) for the relevant year(s) on becoming due for transfer, will be duly transferred to the said fund.

No claim shall lie against the company or the said fund in respect of individual amounts which remain unclaimed and unpaid for a period of Seven years from the date of payment and no payment shall be made in respect of any such claims.

Members who have not encashed their unclaimed/ unpaid dividend warrants, if any, for the years 2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 are requested to send the same to the Company Secretary of the Company at their earliest, for payment in lieu thereof.
9. The Annual Report of the Company for the year 2009-10 circulated to the members of Company will also be made available on the Company's website www.dhunseritea.com.
10. Shareholders seeking any information with regard to Accounts may write to the Company 10 days in advance to enable the Company to readily provide the desired details at the Annual General Meeting.
11. Members are requested to bring their copy of the Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.7

The tenure of Mr. C.K.Dhanuka, as the Managing Director & CEO of the Company, ceased on 31st December 2009. Based on the recommendations of the Remuneration Committee, the Board at its meeting held on 15th December 2009, has re-appointed Mr. C.K.Dhanuka as the Managing Director & CEO for a further period of five years commencing from 1st January 2010 and ending on 31st December 2014 (re-designated as the Executive Chairman w.e.f. 1st July 2010), on the following terms and conditions, subject to approval by the Members of the Company at this Annual General Meeting of the Company. The remuneration payable to Mr. C.K.Dhanuka as contained in the agreement signed between Mr. C.K.Dhanuka and the Company is within the limits prescribed in Schedule XIII of the Companies Act, 1956 ("the Act"). A brief profile of Mr. C.K.Dhanuka is included as an annexure to this Notice as per the requirements of Clause 49 IV (G) (i) of the Listing Agreement with Stock Exchanges.

The terms and conditions on which Mr. C.K.Dhanuka is proposed to be reappointed as the Executive Chairman are as under:

1. Term:

The term of Managing Director & CEO is for a period of 5 (five) years with effect from 1st January 2010. (Re-designated as the Executive Chairman w.e.f. 1st July 2010)

2. Salary:

Rs.1,00,000 (Rupees One lac only) per month in the grade of Rs.1,00,000/- – 10,000/- – 1,40,000/-.

3. Perquisites:

In addition to salary, the Executive Chairman shall be entitled to the following perquisites:

(a) **Housing:** Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50 % of the salary.

Where accommodation is provided by the Company, the expenditure on Gas, Electricity, Water, Furnishings and Other Utilities to be borne / reimbursed by the Company shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

(b) **Medical Reimbursement:** The reimbursement of medical expenses incurred by self and family of the Executive Chairman, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

(c) **Leave Travel Concession:** For self and family once in a year.

(d) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

(e) **Leave:** One month leave for every eleven months service with full pay and allowance as per Rules of the Company.

(f) **Personal Accident Insurance:** Premium not to exceed Rs.10,000/- per annum.

(g) **Car:** Facility of Company Car with driver.

(h) **Telephone:** Provision of telephone at residence.

Note: Provision of car with driver for use of on company's business and telephone will not be considered as perquisites. However, personal long distance calls and use of cars for private purpose shall be billed by the Company.

4. Commission:

Such amount of commission based on the net profits of the Company in a particular year, as laid down in Sections 198 and 309 of the Companies Act, 1956, subject to a maximum of 2.5 % of the net profits of the company.

5. Other Benefits:

In addition to the perquisites, the Executive Chairman shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

(a) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% or such rate as per Rules as applicable to the employees of the Company.

(b) **Superannuation Fund:** Company's contribution subject to a maximum of 15% of the salary for every completed year of service.

(c) **Gratuity:** As per the Payment of Gratuity Act, 1972.

(d) **Leave Encashment:** At the end of the tenure.

6. Minimum Remuneration:

The Executive Chairman shall be entitled to a minimum remuneration by way of salary and perquisites as specified above in the event of loss or inadequacy of profits in any year.

The Board recommends the passing of the said resolution in the interest of the Company.

None of the Directors, except Mr. C.K.Dhanuka and Mr. M.Dhanuka is, in any way, concerned or interested in the resolution.

The agreement referred to in the resolution at Item No. 7 of the accompanying Notice will be open for inspection by the members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

Item No.8

Based on the recommendations of the Remuneration Committee, the Board at its meeting held on 3rd July 2010 has appointed Mr. M. Dhanuka as the Vice Chairman & Executive Director of the Company for a period commencing from 1st July 2010 and ending on 31st March 2012, on the following terms and conditions, subject to the final approval of the members at this Annual General Meeting. The remuneration payable to Mr. M. Dhanuka as contained in the draft agreement to be signed between Mr. M. Dhanuka and the Company is within the limits prescribed in Schedule XIII of the Companies Act, 1956 ("the Act"). A brief profile of Mr. M. Dhanuka is included as an annexure to this notice pursuant to the requirements of Clause 49 IV (G) (i) of the Listing Agreement with Stock Exchanges.

The terms and conditions on which Mr. M. Dhanuka is proposed to be appointed as the Vice Chairman & Executive Director are as under :

1. Term:

The term of Vice Chairman & Executive Director is for a period commencing from 1st July 2010 and ending on 31st March 2012.

2. Salary:

Rs.1,60,000/- (Rupees One lac sixty thousand only) per month (in the grade of Rs.1,60,000/- – 18,000/- – 1,78,000/-). The increment in the salary shall take effect from 1st April 2011.

3. Ex-Gratia:

One month's Basic Salary

4. Special Allowance:

Rs.50,000/-p.m.

5. Performance Incentive:

To be decided by the Board of Directors on the recommendation of the Remuneration Committee and shall be subject to a ceiling of Rs 10 Lacs in respect of any financial year.

6. Perquisites:

In addition to salary, the Vice Chairman & Executive Director shall be entitled to the following perquisites:

(a) **Housing:** Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50 % of the salary.

In both the cases

i) expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company

ii) Furniture and fittings would also be provided.

The above shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

(b) **Medical Reimbursement:** The reimbursement of medical expenses upto limit of Rs.15,000/- (Rupees Fifteen thousand only) per annum or such higher amount as may be exempted under Income Tax Act, 1961 for self and dependent family members apart from any

health insurance policy that may be made available by the Company to Mr. M. Dhanuka and his dependent family members.

(c) **Leave Travel Concession:** For self and family once in a year.

(d) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

(e) **Credit Cards:** Entry and renewal fees to be reimbursed / paid by Company. All expenses for official purposes to be reimbursed / paid by the Company at actuals.

(f) **Leave:** As per Rules of the Company applicable to Senior Executives.

(g) **Accident Insurance:** During the tenure of service of Mr. M. Dhanuka, the Company shall pay premium towards any accident insurance policy upto coverage of Rs.50 Lacs.

(h) **Car:** Facility of Company Car with driver.

(i) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

7. Other Benefits:

In addition to the perquisites, the Vice Chairman & Executive Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

(a) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% or such rate as per Rules as may be applicable to the employees of the Company.

(b) **Gratuity:** As per Rules of the Company applicable to Senior Executives.

(c) **Leave Encashment:** Payable annually - in excess of 90 days

8. Minimum Remuneration:

The Vice Chairman & Executive Director shall be entitled to a minimum remuneration by way of salary and perquisites as specified in Schedule XIII in the event of loss or inadequacy of profits in any year.

Notice Period: 3 month's advance notice either by the Company or Mr. M. Dhanuka, Vice Chairman & Executive Director or paying compensation in lieu thereof.

Considering the vast knowledge and rich business experience of Mr. M. Dhanuka, the Board recommends the passing of the said resolution in the interest of the Company.

None of the Directors, except Mr. M. Dhanuka and Mr. C.K. Dhanuka is, in any way, concerned or interested in the resolution.

The draft agreement referred to in the resolution at Item No. 8 of the accompanying Notice will be open for inspection by the members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

Item No.9

Based on the recommendations of the Remuneration Committee, the Board at its meeting held on 3rd July 2010 has appointed Mr. B.K.Biyani as the Executive Director (Corporate) of the Company, liable to retire by rotation, for a period commencing from 1st July 2010 and ending on 31st March 2012 on the following terms and conditions, subject to the final approval of the members at this Annual General Meeting. The remuneration payable to Mr. B.K.Biyani as contained in the draft agreement to be signed between Mr. B.K.Biyani and the Company is within the limits prescribed in Schedule XIII of the Companies Act, 1956 ("the Act"). A brief profile of Mr. B.K.Biyani is included as an annexure to this notice pursuant to the requirements of Clause 49 IV (G) (i) of the Listing Agreement with Stock Exchanges.

The terms and conditions on which Mr. B.K.Biyani is proposed to be appointed as the Executive Director (Corporate) are as under:

1. Term:

The term of Executive Director (Corporate) is for a period commencing from 1st July 2010 and ending on 31st March 2012.

2. Salary:

Rs.2,97,000/- (Rupees Two lac ninety seven thousand only) per month (in the grade of Rs. 2,97,000/- – 33,000/- – 3,30,000/). The increment in the salary shall take effect from 1st April 2011.

3. Performance Incentive:

To be decided by the Board of Directors on the recommendation of the Remuneration Committee and shall be subject to a ceiling of Rs 10 Lacs in respect of any financial year.

4. Perquisites:

In addition to salary, the Executive Director (Corporate) shall be entitled to the following perquisites:

(a) **Furniture, Fixtures & Furnishings:** Furniture, fixtures and furnishings shall be provided by the Company at the residence of Mr. B.K.Biyani as per the entitlement of the Executive Directors of the Company.

The above shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

(b) **Medical Reimbursement:** The reimbursement of medical expenses upto a limit of Rs.15,000/- (Rupees Fifteen thousand only) per annum or such higher amount as may be exempted under Income Tax Act, 1961 for self and dependent family members apart from any health insurance policy that may be made available by the Company to Mr. B.K.Biyani and his dependent family members.

(c) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

(d) **Credit Cards:** Entry and renewal fees to be reimbursed / paid by Company. All expenses for official purposes to be reimbursed / paid by the Company at actuals.

(e) **Leave:** As per Rules of the Company applicable to Senior Executives.

(f) **Accident Insurance:** During the tenure of service of Mr. B.K.Biyani, the Company shall pay premium towards any accident insurance policy upto coverage of Rs.50 Lacs.

(g) **Car:** Facility of Company Car with driver.

(h) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

5. Other Benefits:

In addition to the perquisites, the Executive Director (Corporate) shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

(a) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% or such rate as per Rules as may be applicable to the employees of the Company.

(b) **Gratuity:** As per Rules of the Company applicable to Senior Executives.

(c) **Leave Encashment:** Payable annually - in excess of 90 days

6. Minimum Remuneration:

The Executive Director (Corporate) shall be entitled to a minimum remuneration by way of salary and perquisites as specified in Schedule XIII in the event of loss or inadequacy of profits in any year.

Notice Period: 3 month's advance notice either by the Company or Mr. B.K.Biyani, Executive Director (Corporate) or paying compensation in lieu thereof

Considering the vast knowledge and rich business experience of Mr. B.K.Biyani, the Board recommends the passing of the said resolution in the interest of the Company.

None of the Directors, except Mr. B.K.Biyani, is, in any way, concerned or interested in the resolution.

The draft agreement referred to in the resolution at Item No. 9 of the accompanying Notice will be open for inspection by the members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

Item No.10

Mr. B. Chattopadhyay was appointed as an Additional Director of the Company by the Board with effect from 3rd July 2010. In terms of the provisions of Section 260 of the Act, Mr. B.Chattopadhyay would hold office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing and the deposit from a member proposing the candidature of Mr. B.Chattopadhyay for the office of Director under the provisions of Section 257 of the Companies Act, 1956. Mr. B.Chattopadhyay is not disqualified from being appointed as a Director in terms of Section 274(1)(g) of the

Act. Mr. B.Chattopadhyay was the Executive Director & CEO of erstwhile South Asian Petrochem Ltd.(since amalgamated with the Company). Based on the recommendations of the Remuneration Committee, the Board at its meeting held on 3rd July 2010 has appointed, Mr. B.Chattopadhyay as the Executive Director & CEO of the Company for a period commencing from 1st July 2010 and ending on 31st March 2012, on the following terms and conditions, subject to the final approval of the members at this Annual General Meeting. The remuneration payable to Mr. B.Chattopadhyay as contained in the draft agreement to be signed between Mr. B.Chattopadhyay and the Company is within the limits prescribed in Schedule XIII of the Companies Act, 1956 ("the Act"). A brief profile of Mr B.Chattopadhyay is included as an annexure to this notice pursuant to the requirements of Clause 49 IV (G) (i) of the Listing Agreement with Stock Exchanges.

The terms and conditions on which Mr. B.Chattopadhyay is proposed to be appointed as the Executive Director & CEO are as under:

1. Term:

The term of Executive Director & CEO is for a period commencing from 1st July 2010 and ending on 31st March 2012.

2. Salary:

Rs.1,60,000/- (Rupees One lac sixty thousand only) per month (in the grade of Rs.1,60,000/- – 18,000/- – 1,78,000/-). The increment in the salary shall take effect from 1st April 2011.

3. Ex-Gratia:

One month's Basic Salary

4. Special Allowance:

Rs.50,000/-p.m.

5. Performance Incentive:

To be decided by the Board of Directors on the recommendation of the Remuneration Committee and shall be subject to a ceiling of Rs 10 Lacs in respect of any financial year.

6. Perquisites:

In addition to salary, the Executive Director & CEO shall be entitled to the following perquisites:

a) **Housing** Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50 % of the salary.

In both the cases

i) expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company

ii) Furniture and fittings would also be provided.

The above shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

House Maintenance would be provided upto a maximum of

Rs. 1,20,000/- p.a.

b) **Medical Reimbursement:** The reimbursement of medical expenses upto a limit of Rs.15,000/- (Rupees Fifteen thousand only) per annum or such higher amount as may be exempted under Income Tax Act, 1961 for self and dependent family members apart from any health insurance policy that may be made available by the Company to Mr. B.Chattopadhyay and his dependent family members.

c) **Leave Travel Concession:** For self and family once in a year.

d) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

e) **Credit Cards:** Entry and renewal fees to be reimbursed / paid by Company. All expenses for official purposes to be reimbursed / paid by the Company at actuals.

f) **Leave:** As per Rules of the Company applicable to Senior Executives.

g) **Accident Insurance:** During the tenure of service of Mr. B.Chattopadhyay, the Company shall pay premium towards any accident insurance policy upto coverage of Rs.50 Lacs.

h) **Car:** Facility of Company Car with driver.

i) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

7. Other Benefits:

In addition to the perquisites, the Executive Director & CEO shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

(a) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% or such rate as per Rules as may be applicable to the employees of the Company.

(b) **Gratuity:** As per Rules of the Company applicable to Senior Executives.

(c) **Leave Encashment:** Payable annually - in excess of 90 days

8. Minimum Remuneration:

The Executive Director & CEO shall be entitled to a minimum remuneration by way of salary and perquisites as specified in Schedule XIII in the event of loss or inadequacy of profits in any year.

Notice Period: 3 month's advance notice either by the Company or Mr. B.Chattopadhyay, Executive Director & CEO or paying compensation in lieu thereof.

Considering the vast knowledge and rich business experience, in the petrochem business, of Mr. B.Chattopadhyay, the Board recommends the passing of the said resolution in the interest of the Company.

The Company has received necessary notice from Mr. B. Chattopadhyay of his willingness to be appointed as a Director if elected.

None of the Directors, except Mr. B. Chattopadhyay is, in any way, concerned or interested in the resolution.

The draft agreement referred to in the resolution at Item No. 10 of the accompanying Notice will be open for inspection by the members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

Item No. 11

Section 310 of the Companies Act, 1956 read with Rule 10B of the Companies (Central Government's) General Rules & Forms, 1956 as amended by Notification No. GSR 580(E) dated 24.7.2003, permits the payment of higher Sitting Fees to the Directors not exceeding Rs.20,000/- for each meeting of the Board of Directors or a Committee thereof, in case of a Company having Paid-Up Capital and Free Reserves of Rs.10 Crores and above or a turnover of Rs.50 Crores and above.

The Non-Executive Directors of the Company were earlier being paid Rs.5,000/- as sitting fees for attending the meetings of the Board and Rs. 2,000/- for attending the meetings of each of the Audit Committee, the Shareholders' Grievance Committee and the Remuneration Committee of the Board. In view of the time devoted by the Non-Executive Directors for the meetings, the Board of Directors of the Company (the 'Board'), at its meeting held on 3rd July 2010 had revised the sitting fees (w.e.f 3rd July 2010), subject to the final approval of the members at this Annual General Meeting, as follows:

-for the Board of Directors meetings from Rs.5,000/- per meeting to Rs.20,000/- per meeting,

-for the Audit Committee meetings from Rs.2,000/- per meeting to Rs.10,000/- per meeting,

-for the Remuneration Committee meetings from Rs. 2,000/- per meeting to Rs. 10,000/- per meetings,

-for the Shareholders' Grievance Committee meetings from Rs. 2,000/- per meeting to Rs. 5,000/- per meeting.

The Board recommends the passing of the said resolution.

All the Directors, except Mr. C. K. Dhanuka, Executive Chairman, Mr. M. Dhanuka, Vice Chairman & Executive Director, Mr. B. K. Biyani, Executive Director (Corporate) and Mr. B. Chattopadhyay, Executive Director & CEO, are, concerned or interested in the resolution.

Item No. 12

Erstwhile South Asian Petrochem Limited was amalgamated with the Company as per the Scheme of Arrangement sanctioned by the Hon'ble High Court at Calcutta vide order dated 6th May 2010.

As a consequence of the same, it is proposed to alter certain clauses of the Article of Association of the Company for the purpose of efficient and smooth running of the business of the Company.

Accordingly, the approval of the members of the Company is being sought by way of Special Resolution under the provisions of Section 31 of the Companies Act, 1956 for amendment in the Articles of Association of the Company. The Board recommends the passing of the said resolution.

None of the Directors of your Company is, in any way, concerned or interested in the resolution.

Regd Office:

'Dhunseri House'

4A, Woodburn Park,
Kolkata - 700 020

By Order of the Board
For **Dhunseri Petrochem & Tea Ltd.**

K. V. Balan

Company Secretary & Compliance Officer

Dated: July 03, 2010

Annexure to the Notice

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Profile of Directors who are being newly appointed or re-appointed:

Mr. Y. F. Lombard

Mr. Y. F. Lombard, born on 7th June 1950 is based at Switzerland. He is qualified as a Master in Law from the University of Zurich. He is currently the Chairman of Yves Lombard Asset Management AG. He has worked in various capacities with Morgan Guaranty Trust Co., New York, Girard (Zurich) AG, Pictet & Cie, Private Bankers, Geneva. He has more than twenty eight years of experience in the areas of Finance and Asset Management. He holds NIL shares in the Company. The Directorships and Memberships of Board Committees of Mr Y. F. Lombard as on the date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Director
2.	Yves Lombard Asset Management A.G	Chairman

Mr Y. F. Lombard, Director is not related to any other director of the Company as per Section 6 of the Companies Act, 1956.

Mr. J.P. Kundra

Mr. J.P.Kundra, born on 14th April 1930, holds a Bachelor in Arts degree as well as a Bachelor in Law Degree. He is a former Managing Director of the State Bank of India and has also been the Chairman of the Banking Service Recruitment Board. He was the former Managing Director of the State Bank of Bikaner and Jaipur and the Ex-Vice Chairman of SBI Capital Markets Ltd. He is presently the Chairman of Taurus Asset Management Co. Ltd. He has around fifty three years of experience in the areas of Finance and Banking. Mr. J.P.Kundra holds NIL shares in the Company. The Directorships and Memberships of Board Committees of Mr. J.P.Kundra as on date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Director Chairman– Audit Committee Chairman–Shareholders' Grievance Committee Member – Remuneration Committee
2.	Taurus Asset Management Company Limited	Chairman Chairman – Remuneration Committee
3.	Ratnabali Capital Markets Limited	Director Member – Audit Committee Member – Remuneration Committee Member – Shareholders' Grievance Committee
4.	Svil Mines Limited	Director Member – Remuneration Committee Member – Audit Committee
5.	Ginni Filament Limited	Director Chairman – Audit Committee Member- Committee of Director

Mr. J.P.Kundra, Director is not related to any other director of the Company as per Section 6 of the Companies Act, 1956.

Mr. P.K. Khaitan

Mr. P.K.Khaitan, born on 25th March 1941, is presently the Partner of M/s Khaitan & Co., Advocates. He is an L.L.B., Attorney-at-Law (Bell Chambers Gold Medallist). He specializes in the areas of Commercial & Corporate Laws, Tax Laws, Arbitration, Intellectual Property, Foreign Collaborations, Mergers and Acquisitions, Restructuring and De-mergers. He is the member of the Bar Council of India, Bar Council of West Bengal, Incorporated Law Society, Calcutta, Indian Council of Arbitration, New Delhi. He also has the trusteeship of educational and charitable institutions to his credit. He holds NIL shares in the Company. The Directorships and Memberships of Board Committees of Mr. P.K.Khaitan as on date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Director Member – Remuneration Committee
2.	CESC Limited	Director Member – Finance & Forex Committee Chairman – Remuneration Committee
3.	Dalmia Cement (Bharat) Limited	Chairman
4.	Electrosteel Castings Limited	Chairman
5.	Gillanders Arbuthnot & Co. Ltd	Director Member – Remuneration Committee Member – Shareholders' and Investors Grievance Committee
6.	Graphite India Limited	Director Chairman – Remuneration Committee Member – Committee for Borrowings
7.	Hindustan Motors Limited	Director Member – Executive Committee Member – Investors Grievance Committee Member – Remuneration Committee
8.	India Glycols Limited	Director
9.	Emaar MGF Land Limited	Director Member – Shareholders' and Investors Grievance Committee
10.	OCL India Limited	Chairman
11.	Pilani Investment & Industries Corporation Limited	Director Member – Audit Committee
12.	Suzlon Energy Limited	Director Member – Audit Committee Member – Remuneration Committee Member – Investor Relations Committee
13.	VISA Steel Limited	Director Member – Remuneration Committee Member – Finance & Banking Committee Member – Selection Committee
14.	Woodlands Medical Centre Limited	Director
15.	TCPL Packaging Limited	Additional Director
16.	Egyptian Indian Polyester Company S.A.E.	Director

Mr. P.K.Khaitan, Director is not related to any other director of the Company as per Section 6 of the Companies Act, 1956.

Mr. C.K. Dhanuka

Mr. C.K.Dhanuka, born on 19th January 1954, is a Graduate in Commerce and has over 33 years of experience in industry. Mr. C.K.Dhanuka is the Ex-Chairman of FICCI (Eastern Regional Council) and is also a Member of National Committee of FICCI. Mr. C.K.Dhanuka was the Ex- Chairman of the Indian Tea Association and Ex-Vice-Chairman of Tea Board. Providing industry wide leadership and the management strategy function may be deemed to be the areas of expertise of Mr. C.K.Dhanuka. He was also the Ex - President of All India Organisation of Employers. Mr. C.K.Dhanuka holds 55,500 shares in the Company and 200 shares in erstwhile South Asian Petrochem Ltd.(against which 20 shares of the Company would be allotted). The Directorships and Memberships of Board Committees of Mr. C.K.Dhanuka as on the date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Executive Chairman Member – Audit Committee Member – Shareholders’ Grievance Committee Member – Remuneration Committee
2.	Plenty Valley Intra Ltd.	Chairman
3.	Mint Investments Ltd.	Chairman
4.	Naga Dhunseri Group Ltd.	Chairman
5.	Egyptian Indian Polyester Co. S.A.E.	Vice-Chairman, Director
6.	Trimplex Investments Pvt. Ltd.	Chairman
7.	Madhuting Tea Pvt. Ltd.	Chairman
8.	Jatayu Estate Pvt. Ltd. (Formerly Lehman Finance Pvt. Ltd.)	Chairman
9.	D I Marketing Limited	Director
10.	ABC Tea Workers Welfare Services	Chairman
11.	Belvedere Properties Pvt. Ltd.	Chairman

Mr. C.K.Dhanuka, Executive Chairman is related to Mr. M.Dhanuka, Vice Chairman & Executive Director as per Section 6 of the Companies Act, 1956. Mr. C.K.Dhanuka is the father of Mr. M. Dhanuka.

Mr. M. Dhanuka

Mr. M.Dhanuka was born on 12th August 1980. He is a Graduate in Commerce. His areas of experience include Tasting; Grading & Blending of Tea as well as Administration of business in general. He is actively involved with various associate Companies of the Group and has acquired considerable experience in day to day Administration of Business. Mr. M.Dhanuka holds 1,35,911 shares in the Company and 100 shares in erstwhile South Asian Petrochem Ltd.(against which 10 shares of the Company would be allotted).The Directorships and Memberships of Board Committees of Mr. M.Dhanuka as on the date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Vice Chairman & Executive Director
2.	Mint Investments Ltd.	Director
3.	Naga Dhunseri Group Ltd.	Director
4.	D I Marketing Ltd.	Director
5.	Jatayu Estate Pvt. Ltd.	Director
6.	Egyptian Indian Polyester Company S.A.E.	Director
7.	Trimplex Investments Pvt. Ltd.	Director
8.	Madhuting Tea Pvt. Ltd.	Director
9.	Belvedere Properties Pvt. Ltd.	Director

Mr. M. Dhanuka, Vice Chairman & Executive Director is related to Mr. C.K.Dhanuka, Executive Chairman as per Section 6 of the Companies Act, 1956. Mr. M.Dhanuka is the son of Mr. C.K.Dhanuka.

Mr. B.K. Biyani

Mr. B.K.Biyani born on 21st January 1952 is a post graduate diploma in Industrial Engineering from National Productivity Council, Chennai. He is also a qualified B.Tech (Hons) in Chemical Engineering from IIT, Kharagpur. He has been the Managing Director of Sicpa India Ltd. He has also worked in various positions in the Usha Martin Group at Ranchi and Kolkata. He has also been the Managing Director of Usha Beltron Ltd. His association with BOC (India) Ltd formerly known as IOL Limited is also worth mentioning. He has also worked with S B Billimoria & Co and National Productivity Council. Mr. B.K.Biyani holds NIL shares in the Company and 24,041 shares in erstwhile South Asian Petrochem Ltd.(against which 2,404 shares of the Company would be allotted). The Directorships and Memberships of Board Committees of Mr. B.K.Biyani as on the date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Executive Director (Corporate)
2.	Ma Foi Consulting Solutions Ltd.	Director
3.	Strategic Weighing Systems Ltd.	Director
4.	Egyptian Indian Polyester Company S.A.E.	Director
5.	D I Marketing Ltd.	Director
6.	Madhuting Tea Pvt. Ltd.	Director

Mr. B.K. Biyani, Executive Director (Corporate) is not related to any other director of the Company as per Section 6 of the Companies Act, 1956.

Mr.B. Chattopadhyay

Mr.B.Chattopadhyay was born on 9th July 1956. He is a Chemical Engineer by qualification. He has twenty-nine years of hands-on experience on setting up projects, plants, operation and senior management functions encompassing commercial, administration, collaboration, planning, liaison with statutory bodies etc. Has experience in selection & implementation of projects with renowned technology houses such as Zimmer AG, Udhe Inventa Fischer, Chemtex-Dupont, Buhler, Sinco UOP, etc. Mr.B.Chattopadhyay holds NIL shares in the Company. The Directorships and Memberships of Board Committees of Mr. B. Chattopadhyay as on the date are as follows:

Sl. No.	Name of the Company	Nature of Office
1.	Dhunseri Petrochem & Tea Ltd.	Executive Director & CEO Member- Shareholders' Grievance Committee
2.	Egyptian Indian Polyester Company S.A.E.	Director

Mr. B.Chattopadhyay, Executive Director & CEO is not related to any other director of the Company as per Section 6 of the Companies Act, 1956.

Note: The Company has received the requisite Form 'DD-A' from all the Directors, being appointed /re-appointed as per this notice, in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming their eligibility for such appointment.



Dhunseri Petrochem & Tea Limited (Formerly Dhunseri Tea & Industries Limited)

Registered Office: Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020

PROXY FORM

Ledger Folio No. _____

D.P. ID* _____

No. of Shares held _____

Client ID* _____

I/We _____ of
_____ being a member of DHUNSERI PETROCHEM & TEA LTD.

hereby appoint Mr./Mrs./Miss _____ of
_____ (or failing him/her,

Mr./Mrs./Miss _____ of
_____) as my/our proxy to vote for me/

us and on my/our behalf at the Ninety – fourth Annual General Meeting of the Company to be held on Saturday, the 4th day of September 2010 at 10:30 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017 and at any adjournment thereof.

Signed this _____ day of _____, 2010

Affix
Re. 1/-
Revenue
Stamp

Signature of Member _____

Signature of Proxy _____

Note: This proxy must be deposited at the Registered Office of the Company at “Dhunseri House” 4A, Woodburn Park, Kolkata - 700 020, not less than forty eight hours before the time for holding the meeting.

* Applicable for Members holding shares in dematerialised form.



Dhunseri Petrochem & Tea Limited (Formerly Dhunseri Tea & Industries Limited)

Registered Office: Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020

ATTENDANCE SLIP

Ledger Folio No. _____

D.P. ID* _____

No. of Shares held _____

Client ID* _____

1. Full name of Member/Proxy _____
2. If Proxy, full name of Member _____

I hereby record my presence at the Ninety – fourth Annual General Meeting of the Company held on Saturday, the 4th day of September 2010 at 10:30 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata - 700 017, and at any adjournment thereof.

Date: _____

Signature _____

IMPORTANT : This attendance slip should be signed and handed over at the entrance of the Meeting hall.

* Applicable for Members holding shares in dematerialised form.

