



Dhunseri Petrochem & Tea Limited

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

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, 2011, 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 by postal mode only. An Explanatory Statement pertaining to the said Resolution setting out all material facts and the reasons therefore along with a Postal Ballot Form, is annexed for your consideration.

The Company has appointed M/s K.C.Dhanuka & Co., Company Secretaries 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 Prepaid Self Addressed Business Reply Envelope so as to reach the Scrutinizer on or before Monday, 12th March, 2012. The Scrutinizer will submit his report by Wednesday, 14th March, 2012 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, 14th March, 2012 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 sell or otherwise dispose of two tea factories of the Company situated at Assam

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

“RESOLVED THAT pursuant to Section 293(1)(a) of the Companies Act, 1956 consent of the Company be and is hereby accorded to the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertakings of the Company, being the Sonaguri Tea factory situated at P.O. Letekujan, Assam and the Sona Assam Tea factory situated at P.O. Makum Junction, Assam, by slump sale or otherwise at such price and on such terms and condition as may be decided by the Board of Directors or a Committee of Directors to be appointed for the purpose and to exercise such powers and discretion in the matter as may be necessary to negotiate, finalise and execute necessary documents including agreements, deeds of assignment/conveyance and other documents and to do all such other acts, deeds, matters and things as may be deemed necessary and expedient in its absolute discretion for completion of the sale, lease or otherwise dispose of the said undertakings of the Company.

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.**

(K.V.BALAN)
Company Secretary

Kolkata
1st February, 2012.

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

The company had purchased two tea factories being the Sonaguri Tea factory situated at P.O. Letekujan, Assam and the Sona Assam Tea factory situated at P.O. Makum Junction, Assam in the last year with the intention of expanding its tea production capacity.

However lately it has been realized that due to geographical locations/logistic problems there is difficulty in managing these two units. It is accordingly proposed to sell, lease or otherwise dispose of these two units.

Any sale, lease or disposal of undertaking of the Company requires the approval of shareholders under Section 293(1)(a) of the Companies Act, 1956 by postal ballot. Hence, the resolution is placed before the shareholders for their approval by postal ballot.

In the opinion of the Directors, it is in the interest of the Company that the aforesaid two tea manufacturing units be disposed of. 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 & TEA LTD.**

(K.V.BALAN)
Company Secretary

Kolkata
1st February, 2012.