

Salient Features of the Scheme of Arrangement/Restructuring:

- (A) Merger of South Asian Petrochem Ltd (SAPL) and Dhunseri Polycarbonate Ltd (DPL) with Dhunseri Petrochem & Tea Ltd (DPTL):
SAPL and DPL have been amalgamated with DPTL.

The Merged entity would be involved in the business of manufacturing of Polyethylene Terephthalate (PET) Resin and Tea.

Upon the Scheme has come into effect, and Company shall, in consideration of the amalgamation, issue and allot to the members of the Transferor Company (SAPL) holding fully paid-up Ordinary Shares in the Transferor Company and whose names appear in the Register of Members of the Transferor Company as on the **Record Date** i.e. **16th July, 2010**, New Equity Shares in the following ratio:

1 (One) New Equity Share of Rs.10/- each in the DPTL credited as fully paid up for every 10 (Ten) Equity Shares of Rs.10/- each fully paid-up held by them in the capital of the SAPL.

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

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

- (B) Demerger of Packet Tea Factory and Investment Division of Dhunseri Petrochem & Tea Ltd (DPTL);

The Packet tea Factory and Investment division of DPTL have demerged and such activities have been included in D I Marketing Limited (DMIL).

Upon the Scheme has come into effect, and Company shall, in consideration of the demerger and transfer of Demerged Undertaking, issue and allot to the members of the DPTL holding fully paid-up Ordinary Shares in the DPTL and whose names appear in the Register of Members of the DPTL as on the **Record Date** i.e. **16th July, 2010**, New Equity Shares in the following ratio:

1 (One) Equity Share of Rs.10/- each in the DIML credited as fully paid up for every 2 (Two) Equity Shares of Rs.10/- each fully paid-up held by them in the capital of the DPTL.

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

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

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