

Ref: DPTL/NSE

28 January 2014

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

Symbol: DPTL

Dear Sir,

Re: Scheme of Arrangement for demerger and reorganisation.

The Board of Directors of Dhunseri Petrochem & Tea Limited ("DPTL") at their meeting held today approved a Scheme of Arrangement between DPTL, Dhunseri Services Limited ("DSL") and Dhanurveda Infrastructure Private Limited ("DIPL") and their respective shareholders. The Scheme provides for demerger and reorganisation as under:

- i. Demerger of Tea Division of DPTL to DSL from 1 April 2014 ("Appointed Date") in consideration of issue and allotment of Equity Shares in DSL to the shareholders of DPTL in the share entitlement ratio of issue and allotment of 1 Equity Share(s) of Rs.10/- each in DSL credited as fully paid up to the Equity Shareholders of DPTL for every 5 Equity Share of Rs.10/- each held by them in DPTL.
- ii. Reorganisation of IT SEZ Division of DPTL by its transfer to DIPL in consideration of issue and allotment of 50,00,000 Equity Shares of Rs.10/- each credited as fully paid up in DIPL to DPTL.

The Scheme is subject to and conditional upon approval of shareholders and sanction of the Hon'ble High Court at Calcutta pursuant to Section 391 of the Companies Act, 1956. Accordingly, the Scheme although operative from the Appointed Date shall come into effect on the Effective Date, being the date or last of the dates on which certified copies of the orders sanctioning the Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies. The names of the companies will be changed suitably pursuant to the Scheme.

Copy of the Scheme will be submitted to you for approval under clause 24(f) of the listing agreement.

Thanking You.

Yours faithfully,
For Dhunseri Petrochem & Tea Limited



C.K. Dhanuka
Executive Chairman