

Ref: NSE/LIST/72658

May 12, 2016

The Company Secretary
Dhunseri Petrochem Limited
Dhunseri House,
4A, Woodburn Park,
Kolkata - 700020

Kind Attn.: Mr. K. V. Balan

Dear Sir,

Sub: Observation letter for draft Scheme of Arrangement between Dhunseri Petrochem Limited and Dhunseri Petglobal Limited and their respective shareholders

This has reference to draft Scheme of Arrangement between Dhunseri Petrochem Limited and Dhunseri Petglobal Limited and their respective shareholders submitted to NSE.

Based on our letter reference no Ref: NSE/LIST/66814 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI vide letter dated May 11, 2016, has given following comments;

- “1. The Company to ensure that undertaking submitted by the Company, vide email dated April 11, 2016, pertaining to postal ballot/ e-voting in terms of para 9(a) of the aforementioned circular is suitably updated in the scheme.*
- 2. The Company shall duly comply with various provisions of the Circular”.*

We hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from May 12, 2016, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.

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- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure III of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Samir Naringrekar
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm