

DHUNSERI INVESTMENTS LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE 4A, WOODBURN PARK, KOLKATA - 700 020

Ref.No.DIL/108/2012/

22.08.2012

Bombay Stock Exchange Ltd.,
Phiroze-Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax No. : 022-22722037/39/41/61
022-22723121/3719

Scrip Code: 533336

National Stock Exchange of India Ltd.,
Exchange Plaza,,C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38
022-26598347/48

Symbol : DHUNINV

Dear Sirs,

Sub: Minutes of the 15th AGM of the Company.

Please find enclosed a copy of the minutes of the 15th Annual General Meeting of the Company held on 13th August,2012.

Thanking you,

Yours faithfully,
For DHUNSERI INVESTMENTS LIMITED.



(R. MAHADEVAN)
Secretary & Compliance Officer

Encl: as above.

DHUNSERI INVESTMENTS LIMITED.

MINUTES OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT KALAKUNJ, 48 SHAKESPEARE SARANI, KOLKATA-700017 ON MONDAY, THE 13th AUGUST, 2012 AT 10.30 A.M.

1. (A)

Directors Present:

Sri C.K. Dhanuka	: Chairman, Managing Director & CEO
Smt. A. Dhanuka	: Director
Sri B.D. Beriwalla	: Director
Sri A. K. Lohia	: Director

(B)

In Attendance:

Sri H.P. Bhuvania	: Senior Executive
Sri R. Mahadevan	: Company Secretary & CFO

(C)

Members

Total number of members present : 184 including 17 proxies

The following persons duly authorised by their respective companies pursuant to Section 187 of the Companies Act, 1956 also attended the Meeting.

<u>Name of the company</u>	<u>Represented by</u>
Naga Dhunseri Group Ltd.	: Sri C. K. Dhanuka
Mint Investments Ltd.	: Sri C. K. Dhanuka
Plenty Valley Intra Ltd.	: Sri C. K. Dhanuka
Madhuting Tea Private Ltd	: Sri C.K. Dhanuka.

2. CHAIRMAN OF THE MEETING:

In terms of Article 81 of the Articles of Association of the Company, Sri C.K. Dhanuka, Chairman of the Board took the Chair.

3. QUORUM:

The Chairman declared that the quorum being present the meeting can commence its business as mentioned in the Notice dated 28th May, 2012.

4. REGISTER OF DIRECTOR'S SHAREHOLDINGS:

The Chairman also declared that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 is on the table and available for inspection.

5. NOTICE OF THE MEETING:

With the permission of the members present the Notice dated 28th May, 2012 convening the 15th Annual General Meeting was taken as read.

6. AUDITORS' REPORT:

The Company Secretary read out the Auditors' Report dated 28th May, 2012.

7. DIRECTORS' REPORT:

The Directors' Report was taken as read with the consent of the members present. However, the meeting noted, that, in page 4 thereof, the following rectification is required to be carried out and the same was thereafter duly effected.

In page 4 of the Report, the following rectification was noted and recorded accordingly

For the year ended
31.03.2012
 (₹ in lac)

Profit before Depreciation & Taxation 843.92 (in lieu of 732.70)

Less:

Provision of Taxation (Net) 55.61 [in lieu of (55.61)]

All other figures in the said Report remains unchanged.

8. ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012 AND THE REPORTS OF THE AUDITORS AND DIRECTORS

The Chairman stated that the Reports and Accounts for the year ended 31st March, 2012 having been circulated to all the members are now required to be approved and adopted at the meeting.

The Chairman formally moved and proposed the following Resolution as an Ordinary Resolution:

“RESOLVED that the Balance Sheet as at 31st March, 2012, the Statement of Profit & Loss for the year ended 31st March, 2012 along with the Cash Flow Statement for the year ended 31st March, 2012 and the Reports of the Directors’ and Auditors’ thereon for the year ended 31st March, 2012 as laid before this Meeting, be and are hereby approved and adopted.”

The above resolution was seconded by Sri Onkar Nath Gupta.

The Chairman invited the Members for discussions on the Accounts and Reports and thereafter duly clarified all related issues raised at the meeting by the Members.

The Chairman thereafter put the above resolution to vote on show of hands and then declared the resolution as having been carried by majority.

9. DECLARATION OF DIVIDEND:

The Chairman moved and proposed the following resolution as an Ordinary Resolution:

“RESOLVED that in accordance with the recommendation of the Board of Directors a dividend on the 58,55,448 equity shares of the Company at the rate of ₹1.25 per share for the year ended 31st March, 2012 be and is hereby declared payable to those members whose names appear in the Register of Members of the Company as on 13th August, 2012 or to their mandates.”

The above resolution was seconded by Sri Subhodip Mallik.

The Chairman put the above resolution to vote on show of hands and then declared the resolution as having been carried unanimously.

10. RE-APPOINTMENT OF SMT. ARUNA DHANUKA:

Sri C.K. Dhanuka being interested vacated the chair in favour of Sri B.D. Beriwalla, who moved the following resolution as an Ordinary Resolution:

“RESOLVED that Smt. Aruna Dhanuka who retires by rotation in terms of Article 111 of the Articles of Association of the Company, being eligible and having offered herself for re-appointment be and is hereby re-appointed a director of the Company and her period of office will be liable to determination by retirement of directors by rotation.”

The above resolution was proposed by Sri Ratan Lal Sultania and seconded by Sri Ravi Kant Kedia.

The chairman thereafter put the above resolution to vote on show of hands and then declared the resolution as having been carried by majority.

Sri B.D. Beriwalla thereafter vacated the chair in favour of Sri Chandra Kumar. Dhanuka.

11. RE-APPOINTMENT OF SRI PURUSHOTTAM LAL AGARWAL:

The Chairman moved the following resolution as an Ordinary Resolution:

“RESOLVED that Sri Purushottam Lal Agarwal who retires by rotation in terms of Article 111 of the Articles of Association of the Company, being eligible and having offered himself for re-appointment be and is hereby re-appointed a director of the Company and his period of office will be liable to determination by retirement of directors by rotation.”

The above resolution was proposed by Sri Pawan Kumar Lath and seconded by Sri Ratan Lal Sultania.

The chairman thereafter put the above resolution to vote on show of hands and then declared the resolution as having been carried by majority.

12. RE-APPOINTMENT OF SRI ASHOK KUMAR LOHIA:

The Chairman moved the following resolution as an Ordinary Resolution:

“RESOLVED that Sri Ashok Kumar Lohia who retires by rotation in terms of Article 111 of the Articles of Association of the Company, being eligible and having offered himself for re-appointment be and is hereby re-appointed a director of the Company and his period of office will be liable to determination by retirement of directors by rotation.”

The above resolution was proposed by Sri Ratan Lal Sultania and seconded by Sri Ravi Kant Kedia.

The chairman thereafter put the above resolution to vote on show of hands and then declared the resolution as having been carried by majority.

13. RE-APPOINTMENT OF M/s. DHANDHANIA & ASSOCIATES AS AUDITORS OF THE COMPANY

The Chairman moved the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to Section 224 of the Companies Act, 1956, M/s. Dhandhania & Associates, Chartered Accountants having their Office at 13, Crooked Lane, Kolkata-700069 be and are hereby reappointed as the Auditors of the Company who shall hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company at a fee to be decided by the Board of Directors plus travelling and out-of-pocket expenses.”

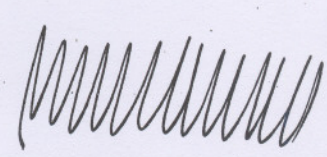
The above resolution was proposed by Sri Pawan Kumar Lath and seconded by Sri Ratan Lal Sultania.

The Chairman thereafter put the above resolution to vote on show of hands and then declared the resolution as having been carried by majority.

14. VOTE OF THANKS :

There being no other business to transact the meeting concluded with vote of thanks to the chair.

Kolkata,
21st August, 2012


C H A I R M A N

21/8/12