

DHUNSERI INVESTMENTS LIMITED

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

Ref.No.DIL/108/2014/

02.09.2014

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

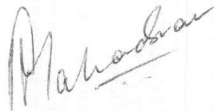
Dear Sirs,

Sub: Minutes of the 17th AGM of the Company.

Please find enclosed a copy of the minutes of the 17th Annual General Meeting of the Company held on 11th August,2014.

Thanking you,

Yours faithfully,
For DHUNSERI INVESTMENTS LIMITED.



(R. MAHADEVAN)
Secretary & Compliance Officer

Encl: as above.

DHUNSERI INVESTMENTS LIMITED**MINUTES OF THE 17TH ANNUAL GENERAL MEETING OF THE
MEMBERS OF THE COMPANY HELD AT KALAKUNJ,
48 SHAKESPEARE SARANI, KOLKATA-700017 ON MONDAY,
THE 11TH AUGUST, 2014 AT 10.30 A.M.**

1. (A)

Directors Present

Sri C.K. Dhanuka	: Chairman, Managing Director & CEO
Smt. A. Dhanuka	: Director
Sri M. Dhanuka	: Director
Sri B.D. Beriwal	: Director
Sri.B.K.Biyani	: Director
Sri A. Garodia	: Director

(B)

In Attendance

Sri H.P. Bhuwania	: Advisor
Sri R. Mahadevan	: Company Secretary & CFO

(C)

Members:

Total number of members present
in the meeting either in person or
through proxy or under Section
113 of the Companies Act, 2013 : 127

2. CHAIRMAN OF THE MEETING

In terms of Article 81 of the Articles of Association of the Company Mr. C. K. Dhanuka, Chairman of the Board of Directors 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 27th May, 2014.

CHAIRMAN'S
INITIALS

4. REGISTER OF DIRECTORS & KEY MANAGERIAL PERSONNEL AND THEIR RESPECTIVE SHAREHOLDINGS:

The Chairman mentioned that the Register of Directors and Key Managerial Personnel of the Company as well as their respective shareholdings maintained under the Companies Act, 2013 is on the table and available for inspection.

5. NOTICE OF THE MEETING:

With the permission of the members present the Notice dated 27th May, 2014 convening the 17th Annual General Meeting was taken as read.

6. AUDITORS' REPORT:

With the permission of the members present the Auditors' Report dated 27th May, 2014 was taken as read.

7. DIRECTORS' REPORT:

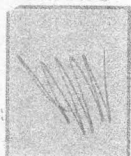
With the permission of the members present the Directors' Report dated 27th May, 2014 was taken as read.

8. SCRUTINIZERS' REPORT:

The Chairman informed the members present, that he has received the Scrutinizers' Report dated 08.08.2014 from the Scrutinizer, Sri K.C. Dhanuka, Practicing Company Secretary, regarding votes cast by the members, electronically as well as through Ballot Forms, on all the items of the agenda as was set forth in the Notice of the 17th Annual General Meeting of the Company.

The Chairman further informed, that, as per the Scrutinizers' Report, all the items of the agenda set forth in the Notice of the 17th Annual General Meeting of the Company, have been carried / approved with the requisite majority.

CHAIRMAN'S
INITIALS



9. The Chairman thereafter read the Resolutions in respect of the items on the agenda of the Meeting as follows:

I ORDINARY RESOLUTION NO.1
ADOPTION OF THE ANNUAL REPORT & ACCOUNTS FOR THE YEAR
2013-14:

“RESOLVED that the financial statements of the Company for the year ended 31st March, 2014 including the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended 31st March, 2014, the Cash Flow Statement for the year ended 31st March, 2014 and the Reports of the Directors’ and Auditors’ for the year ended 31st March, 2014 be and are hereby approved and adopted”.

The Chairman thereafter requested the members who wish to speak, to come to the ‘Podium’, and introduce themselves and when raising any question, to mention the relevant section and the page number of the annual Report & Accounts.

After all the members had completed speaking, the Chairman thereafter clarified all the issues raised to the satisfaction of the members present.

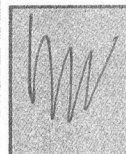
II. ORDINARY RESOLUTION NO.2
DECLARATION OF DIVIDEND:

“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, 2014 be and is hereby declared payable to those members whose names appear in the Register of Members of the Company as on 11th August, 2014 or to their mandates”.

III ORDINARY RESOLUTION NO.3
RE-APPOINTMENT OF SMT. ARUNA DHANUKA AS DIRECTOR OF THE
COMPANY:

“RESOLVED that Smt. Aruna Dhanuka, (DIN 00005677) 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 reappointed a Director of the Company and her period of office will be liable to determination by retirement of directors by rotation”.

CHAIRMAN'S
INITIALS



IV ORDINARY RESOLUTION NO. 4
REAPPOINTMENT OF M/S. DHANDHANIA & ASSOCIATES AS AUDITORS
OF THE COMPANY

“RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Dhandhania & Associates, Chartered Accountants (Firm Registration No. 316052E) be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the Twentieth AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

V ORDINARY RESOLUTION NO. 5
APPOINTMENT OF SRI ASHOK KUMAR LOHIA AS AN INDEPENDENT
DIRECTOR:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Sri Ashok Kumar Lohia (DIN 00132070), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years w.e.f. the date of this AGM, not liable to retire by rotation”.

VI ORDINARY RESOLUTION NO. 6
APPOINTMENT OF SRI BASUDEO BERIWALA AS AN INDEPENDENT
DIRECTOR:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Sri Basudeo Beriwal (DIN 00118319), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years w.e.f. the date of this AGM, not liable to retire by rotation”.

CHAIRMAN'S
INITIALS

[Handwritten initials]

VII ORDINARY RESOLUTION NO.7
APPOINTMENT OF SRI ADARSH GARODIA AS AN INDEPENDENT
DIRECTOR:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Sri Adarsh Garodia (DIN 01917780), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years w.e.f. the date of this AGM, not liable to retire by rotation".

VIII ORDINARY RESOLUTION NO. 8
RETIREMENT OF SRI PURUSHOTTAM LAL AGARWAL:

"RESOLVED not to fill for the time being the vacancy caused by the retirement of Sri Purushottam Lal Agarwal, Director, who retires by rotation at the AGM and does not seek re-appointment."

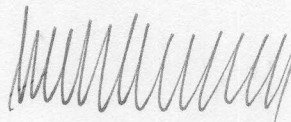
10. RESULTS OF E-VOTING

The Chairman informed the Members present that the Result of the E-voting will be available on the Company's web-site and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

11. VOTE OF THANKS:

The Meeting concluded with vote of thanks to the Chair proposed by a member.

Kolkata,
August 25, 2014



CHAIRMAN

1/9/14

CHAIRMAN'S
INITIALS

