Ref: SEC/SE/2016-17
Date: 20.07.2016

To,
Corporate Relation Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001.

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.

Metropolitan Stock Exchange of India Ltd (MSEI)
4th Floor, Vibgyor Towers, Plot No. C-62
G-Block, Opposite Trident Hotel,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400098

Re: Proceedings/Outcome of the 41st Annual General Meeting ('AGM') along with voting results and Scrutinizer's Report

Dear Sir,

We are pleased to submit herewith the following with respect to 41st Annual General Meeting ('AGM') of the Company held on 19th July, 2016 at Air Force Auditorium, Subroto Park, New Delhi – 110010-

(1) Summary of Proceedings of the AGM as required under Regulation 30, Part – A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure – I).

(2) Voting results pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure – II).

(3) Scrutinizer's Report dated July 20, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014. (Annexure – III).

(4) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking you
Yours faithfully,
For Dabur India Limited

A K Jain
VP (Fin.) & Company Secretary

Encl: as above

Annexure – I

Summary of Proceedings of the 41st Annual General Meeting of the Company

The 41st Annual General Meeting (AGM) of the Members of Dabur India Limited ('the Company') was held on Tuesday, July 19, 2016 at 11:00 P.M. at the Air Force Auditorium, Subroto Park, New Delhi – 110010.

Dr. Anand C Burman, chaired the meeting. Mr. Amit Burman, Mr. Mohit Burman, Mr. Saket Burman, Mr. Sunil Duggal, Mr. P.D. Narang, Mr. P.N. Vijay and Mr. S.K. Bhattacharyya directors also attended the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated April 28, 2016, were transacted at the meeting.

1. Adoption of Financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2016, and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. Confirmation of the interim dividend already paid and declaration of final dividend
3. Appointment of Dr. Anand C Burman as a director liable to retire by rotation
4. Appointment of Mr. Pritam Das Narang as a director liable to retire by rotation
5. Re-Appointment of Auditors
6. Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2015-16.

The Chairman invited the members to express the views and make their observations on the financial statements, the performance of the company and related matters. Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. Navneet K.Arora & Co., Company Secretaries as the Scrutinizer for conducting the voting/poll and remote e-voting process.

Based on the Scrutinizer's Report, all the resolutions as set out in the notice have been passed with requisite majority.

This is for your information and records.

Thanking you,

Yours Sincerely,
For Dabur India Limited

A K Jain
V P (Fin) & Company Secretary

(ANNEXURE -II)

DABUR INDIA LIMITED- 41st Annual General Meeting (AGM) Voting Results	
Date of the AGM/EGM	19-07-2016
Total number of shareholders on record date	131677
No. of shareholders present in the meeting either in person	
Promoters and Promoter Group:	0
Public:	16066
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the Audited Financial Statements for FY ended 31.03.2016, reports of Board of Directors and Auditors thereon and adoption of Audited Consolidated Financial Statements for FY ended 31.03.2016 and report of Auditors thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1198180681	1198180681	100.00	1198180681	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	447092825	288551115	64.54	288551115	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	116219464	5911396	5.09	5911396	0	100.00	0.00
	Poll		32994	0.03	32994	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total	**1761492970**	**1492676186**	**84.74**	**1492676186**	**0**	**100.00**	**0.00**



Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of Interim dividend already paid and declaration of final dividend on equity shares for the FY ended 31.03.2016.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]* 100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	1198180681	1198180681	100.00	1198180681	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	447092825	288899158	64.62	288899158	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	116219464	5911381	5.09	5911331	50	100.00	0.00
	Poll		32994	0.03	32994	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total	**1761492970**	**1493024214**	**84.76**	**1493024164**	**50**	**100.00**	**0.00**

Resolution required:	ORDINARY - Re-appointment of Dr. Anand C Burman (DIN: 00056216) as director, who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]* 100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	1198180681	1198180681	100.00	1198180681	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	447092825	283606170	63.43	263308168	20298002	92.84	7.16
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	116219464	5911396	5.09	5911373	23	100.00	0.00
	Poll		32994	0.03	32994	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total	**1761492970**	**1487731241**	**84.46**	**1467433216**	**20298025**	**98.64**	**1.36**

Dabur India Ltd.

Resolution required:	ORDINARY - Re-appointment of Mr. Pritam Das Narang (DIN: 00021581) as director, who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1198180681	1198180681	100.00	1198180681	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	447092825	288899158	64.62	274933456	13965702	95.17	4.83
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	116219464	5911396	5.09	5904276	7120	99.88	0.12
	Poll		32994	0.03	32979	15	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total	**1761492970**	**1493024229**	**84.76**	**1479051392**	**13972837**	**99.06**	**0.94**

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s G Basu & Co., Chartered Accountants as Auditors and to fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1198180681	1198180681	100.00	1198180681	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	447092825	288746658	64.58	272374532	16372126	94.33	5.67
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	116219464	5911396	5.09	5911396	0	100.00	0.00
	Poll		32994	0.03	32994	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total	**1761492970**	**1492871729**	**84.75**	**1476499603**	**16372126**	**98.90**	**1.10**

Dabur India Ltd.

Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration payable to Cost Auditors for FY 2015-16							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1198180681	1198180681	100.00	1198180681	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	447092825	288899158	64.62	288899158	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	116219464	5911396	5.09	5911161	235	100.00	0.00
	Poll		32994	0.03	32979	15	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total	**1761492970**	**1493024229**	**84.76**	**1493023979**	**250**	**100.00**	**0.00**

For DABUR INDIA LIMITED

(A.K. JAIN)
Vice President (Finance) &
Company Secretary

ANNEXURE - III

navneet k. arora & co.
COMPANY SECRETARIES
... Success Lies in Sharing

CS

E8/1, LGF, Near Geeta Bhawan Mandir,
Malviya Nagar, New Delhi - 110 017
Tel.: +91 11 26686432, 65233450
Mob.: +91-98103 28141, 82855 83751
info@navneetararacs.com,
araranavneet@rediffmail.com
www.navneetararacs.com

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 Of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
41st Annual General Meeting of the Equity Shareholders of
Dabur India Limited
Held on 19th July, 2016 at 11:00 AM,
at Air Force Auditorium, Subroto Park,
New Delhi –110010,

Sub: Scrutinizer's Report on remote e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014

Dear Sir,

The Board of Directors of the Company had, vide resolution passed in its Meeting held on **April 28, 2016,** appointed me as a Scrutinizer for conducting the remote e-voting process and voting through polling paper in pursuance of the provision of the Companies Act 2013, read with Rule-20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per agreement with the Stock Exchanges to seek the approval of the Equity Shareholders for passing through remote e-voting / polling paper received in respect of the following **(Six) Ordinary Resolutions** as per the Notice of the **41st Annual General Meeting** of the members of the Company held on **Tuesday the 19th Day of July, 2016 at 11.00 AM at Air Force Auditorium, Subroto Park, New Delhi –110010:**

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2016 the reports of Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2016 and the report of Auditors thereon.**

2. **To Confirm the Interim Dividend already paid and declare final dividend on equity shares for the Financial Year ended 31st March 2016.**

3. **To appoint a Director in place of Dr. Anand C. Burman (DIN: 00056216) who retires by rotation and being eligible offers himself for re-appointment.**

Navneet K. Arora & Co. ★ New Delhi ★ Company Secretaries

4. **To appoint a Director in place of Mr. Pritam Das Narang (DIN: 00021581) who retires by rotation and being eligible offers himself for re-appointment.**

5. **To appoint M/s G. Basu & Co. Chartered Accountant (Firm registration No. 301174E) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company and to fix their remuneration.**

6. **To approve the remuneration of M/s Ramanath Iyer & Co., Cost Accountant (Firm registration No. 000019), Cost Auditor of the Company for the financial year 2015-16.**

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of Annual General Meeting. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report of the votes cast **"in favour" or "against"** the resolutions stated above based on the report generated from the e-voting system provided by the **Karvy Computershare Private Limited (Karvy),** the authorized agency appointed by the Company for providing remote e-voting facilities and polling paper received by the company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The Company has engaged the services of **Karvy Computershare Private Limited ("Karvy")** as the Authorized Agency to provide secured system for remote e-voting process. The shareholders of the Company had been provided facility to vote on resolutions through the remote e-voting facility. Shareholders opting for remote e-voting facility, cast their votes on the designated website https://evoting.karvy.com of Karvy.

2. The Company has completed on **24th June 2016** the dispatch of Notice along with the details of Login ID and password to its members through registered parcel and through email by **Karvy** to members whose email ID was registered with the Company or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **12th July, 2016.** Total shareholders of the Company as on the cut-off date were **131677.**

3. The remote e-voting period remained open from **9.00 am (IST) on 16th July, 2016 up to 5.00 pm on 18th July, 2016.** All the votes received by casting of votes electronically through Karvy portal up to **05.00 p.m. on July 18, 2016,** the last date and time fixed by the Company were considered for my scrutiny.

Navneet K. Arora & Co. New Delhi Company Secretaries

4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of Karvy, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 41st AGM.

5. At the 41st AGM, after the declaration of Poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

6. The locked ballot boxes were subsequently opened in my presence along with two witnesses **(1) Mr. Shekhar Sharma R/o T-69, B/1, Ward No - 6, Mehrauli New Delhi-110030 and (2) Ms Shruti Pashine R/o K-10, South Extn Part-1, New Delhi-110049** who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unlocked in my presence. The Poll papers have been reconciled with the records maintained by the Company / ("Karvy") Registrar & Share Transfer Agents of the Company and the authorization / proxies lodged with the Company.

Name: **(Shekhar Sharma)** Name: **(Shruti Pashine)**

7. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

8. After counting, the votes casted by the members and proxy holders present at the 41st AGM through polling papers, the votes casted through remote e-voting by the members were unblocked on **Tuesday the 19th July 2016 at 12.02 pm** in the presence of **2 (Two)** witnesses namely **Mr. Shekhar Sharma** and **Ms. Shruti Pashine** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence

Name: **(Shekhar Sharma)** Name: **(Shruti Pashine)**

9. Thereafter, the details containing interalia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of Karvy.

10. Based on report generated from the e-voting website of Karvy and voting through polling paper at 41st AGM, the consolidated report on the result of voting on each resolution are given hereunder:

Item No -1- -Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2016 the Reports of Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2016 and the report of Auditors thereon.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	549	1,49,26,43,192	100%
Voting through polling paper (in person or by proxy)	164	32,994	100%
Total	713	1,49,26,76,186	100%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K Arora & Co. New Delhi Company Secretaries

Item No -2- Ordinary Resolution

To Confirm the Interim Dividend already paid and declare final dividend on equity shares for the Financial Year ended 31st March 2016.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote e-voting	547	1,49,29,91,170	100%
Voting through polling paper (in person or by proxy)	164	32,994	100%
Total	711	1,49,30,24,164	100%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in **'Against '** of resolution	% of total number of valid votes cast
Remote e-voting	1	50	0.00%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	1	50	0.00%

(iii) Votes **'INVALID'**:

Mode of voting	**Total number of members whose votes were declared 'Invalid'**	**Total number of votes cast by them were declared 'Invalid'**
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K. Arora & Co. New Delhi Company Secretaries

Item No -3- Ordinary Resolution

To appoint a Director in place of Dr. Anand C. Burman (DIN: 00056216) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **'FOR'** the resolution :

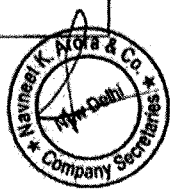
Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	454	1,46,74,00,222	98.64%
Voting through polling paper in person or by proxy)	164	32,994	100%
Total	618	1,46,74,33,216	98.64%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	96	2,02,98,025	1.36%
Voting through polling paper(in person or by proxy)	Nil	Nil	Nil
Total	96	2,02,98,025	1.36%

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil



Item No -4- Ordinary Resolution

To appoint a Director in place of Mr. Pritam Das Narang (DIN: 00021581) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	508	1,47,90,18,413	99.06%
Voting through polling paper (in person or by proxy)	163	32,979	99.95%
Total	671	1,47,90,51,392	99.06%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	42	1,39,72,822	0.94%
Voting through polling paper (in person or by proxy)	1	15	0.05%
Total	43	1,39,72,837	0.94%

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Item No -5- Ordinary Resolution

To appoint M/s G. Basu & Co. Chartered Accountant (Firm registration No. 301174E) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company and to fix their remuneration.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	507	1,47,64,66,609	98.90%
Voting through polling paper (in person or by proxy)	164	32,994	100%
Total	671	1,47,64,99,603	98.90%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	41	1,63,72,126	1.10%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	41	1,63,72,126	1.10%

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K. Arora & Co. New Delhi Company Secretaries

Item No -6- Ordinary Resolution

To approve the remuneration of M/s Ramanath Iyer & Co., Cost Accountant (Firm registration No. 000019), Cost Auditor of the Company for the Financial Year 2015-16.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	545	1,49,29,91,000	100%
Voting through polling paper(in person or by proxy)	163	32,979	99.95%
Total	708	1,49,30,23,979	100%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	5	235	0.00%
Voting through polling paper(in person or by proxy)	1	15	0.05%
Total	6	250	0.00%

(iii) Votes **'INVALID'**:

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 41st AGM shall remain in my safe custody until the chairman consider, approves and signs the minutes of the aforesaid Annual General meeting and thereafter the same will be handed over to the company secretary for safe keeping.

Thanking you
Yours faithfully,

CS Navneet Arora
FCS: 3214, COP-3005
Scrutinizer
Prop: Navneet K Arora & Co.,
Company Secretaries
Place: New Delhi
Date: 20th July 2016

(Dr. Anand C. Burman)
CHAIRMAN - DABUR INDIA LTD.