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Date: 11.08.2016

Corporate Relation Department

Bombay Stock Exchange Ltd.

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Dalal Street,

Mumbai – 400 001.

Fax No. 022-22722041

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor

Plot No. C/1, G Block

Bandra – Kurla Complex

Bandra (E)

Mumbai – 400 051.

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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

Sub: Proceeding of AGM

Dear Sir,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose a certified true copy of the Minutes of the 41st Annual General Meeting held on 19th July, 2016 for your information and records.

Kindly take the same in your records.

Thanking you,

Yours faithfully

For Dabur India Limited


(A K Jain)

V P (Finance) and Company Secretary

Encl: as above

MINUTES OF THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF DABUR INDIA LIMITED HELD ON TUESDAY, THE 19TH JULY, 2016 AT 11:00 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110 010

Present (in Alphabetical order)

Dr. Anand Burman	-	Chairman & Member
Mr. Amit Burman	-	Vice Chairman
Mr. Mohit Burman	-	Director
Mr. P D Narang	-	Director & Member
Mr. P N Vijay	-	Director & Chairman- Audit Committee & Stakeholders Relationship Committee and also representing Dr S Narayan as Chairman of Nomination and Remuneration Committee.
Mr. Saket Burman	-	Director & Member
Mr Sanjay K Bhattacharyya-		Director
Mr. Sunil Duggal	-	Director & Member

and 15,833 members and 233 Proxies (Proxies holding 1,24,739 shares) as per attendance data received were present in the meeting.

In Attendance (in Alphabetical order)

Mr. A K Jain	-	Vice-President (Finance) & Company Secretary
Mr. Lalit Malik	-	Chief Financial Officer
Mr. Navneet Arora	-	Scrutinizer
Mr Rupesh Agarwal	-	Partner, Chandrasekaran Associates, Secretarial Auditor
Mr. S Lahiri	-	Managing Partner of G Basu & Co., Chartered Accountants, Statutory Auditors

Chairman

Dr. Anand Burman, Chairman of the Board presided over the meeting & welcomed the members present at the 41st Annual General Meeting of the Company.

Quorum



On being informed by the Company Secretary that the quorum is present, the Chairman declared the meeting to order. The requisite quorum was present till the close of the meeting.

He informed that all Directors except Dr. Ajay Dua, Dr. S Narayan, Mr. R C Bhargava, and Mrs. Falguni Nayar who were pre-occupied in some other urgent matters and Chairman/members of the various Committees of the Board were present at the Meeting.

Chairman's Speech

Thereafter Chairman delivered his speech covering business environment, innovations, various new initiatives and environmental concerns.

Proceedings of the Meeting

The Chairman then took up the formal proceeding of the meeting. With the concurrence of the members the Notice of the 41st Annual General Meeting together with the Standalone and Consolidated Financial Statements and Auditor's Report thereon and Directors Report were taken as read.

Mr. A K Jain, V.P (Finance) & Company Secretary informed that the Proxy Register, Auditors Report, Secretarial Audit Report, Register of Members, Register of Director and KMP along with the Register of Contracts and other documents as mentioned in the Act were available during the meeting for inspection of the members. He also informed that there were no qualifications, observations, etc in the reports of statutory auditor and secretarial auditor.

The ESOP certificate issued by Statutory Auditors certifying that ESOP Scheme implemented by the Company is in accordance with SEBI Guidelines and regulations was also made available for inspection.

Mr. Navneet Arora, Partner of M/s Navneet K Arora & Co., Company Secretaries, whom the Board had appointed Scrutinizer for the e-voting process, was also present to conduct the voting by poll.

Mr Jain informed that pursuant to the e-voting facility provided by the Company, certain members have already exercised their votes between 16th & 18th July, 2016. He further informed that as per requirement of Companies Act, 2013, facility for voting by poll will also be provided to the members present in person and through proxies at the AGM, to vote in proportion to the shares held by them, on all resolutions as set out in the Notice and accordingly no resolution will be passed by show of hands.



After that Mr P D Narang, Group Director – Corporate Affairs briefed the members about the objectives and implications of all the resolutions which were to be passed by the members.

Before formally ordering voting, Mr. P D Narang invited members (other than those present through proxies) who would like to make their comments, give suggestions and seek clarifications, if any on the Agenda items as set out in the Notice of 41st Annual General Meeting. Some of the members participated in the discussion on performance of the company. In the meantime, polling papers were distributed amongst the members present at the venue.

The members congratulated the Chairman and the Board of Directors for the good performance of the Company. They expressed happiness over the working of the Company, quality of products offered and their acceptance all over the country and appreciated proper disclosures in the Annual Report reflecting good governance practices, good arrangements at the AGM venue and efficient shareholder/investor services.

The members mainly sought announcements for bonus issue, offering of discounts on the Company's products at the select outlets etc.

Responding to the queries and comments from the members, Mr. P D Narang thanked them for the appreciation of the good performance of the company and answered the queries.

Then poll was ordered and Mr. Navneet Arora was invited to scrutinize the poll proceedings and was requested to submit his report on or before 6.00 PM on 20TH July, 2016.

Mr. Navneet Arora showed two empty ballot boxes to the members and also locked and sealed the ballot boxes in their presence.

Members then casted their votes by filling their polling papers and dropping the same in ballot box. After obtaining confirmation from the shareholders and the scrutinizer that everyone has exercised the vote, Mr. A K Jain declared the poll as complete and scrutinizer took the Ballot Boxes in his safe custody.

Then Mr A K Jain informed that on receipt of Scrutinizer's Report, the result shall be declared on 21st July, 2016 by 12.00 Noon and shall be sent to stock exchanges thereafter and will be available on the Company's website www.dabur.com & karvy's website and registered and corporate office of the Company.

Mr. A K Jain thanked the members for their keen interest and participation in the meeting and declared that the meeting is concluded.



Result of voting (remote e-voting and poll) conducted on the items of Ordinary and Special Business at the Annual General Meeting of the Company held on 19th July, 2016.

On the basis of the Scrutinizer's Report dated 20th July, 2016 for the E-Voting and Poll conducted at Annual General Meeting, as per result of the voting, all the resolutions for the ordinary and special business as set out at Item No. 1 to 6 of the Notice of 41st Annual General Meeting of the Company have been duly passed by the members with requisite majority. The result of E-voting and Poll are as under:-

Resolution Nos. as given in the Notice of the 41 st Annual General Meeting	Particulars of votes cast						Result Declared
	Electronic Voting + Poll						
	Votes Cast in Favour		Votes Cast Against		Votes Invalid		
	Number	Percentage %	Number	Percentage %	Number		
Ordinary Business							
1. Ordinary Resolution for Consideration and adoption of Audited Financial Statements, Report of Directors and Auditors thereon & Audited Consolidated Financial Statements of the Company for the FY Ended 31 st March, 2016.	1,49,26,76,186	100	0	0	0	Approved by requisite majority	
2. Ordinary Resolution for confirmation of interim dividend already paid and declaration of final dividend on equity shares for the FY ended 31 st March, 2016.	1,49,30,24,164	100	50	0	0	Approved by requisite majority	
3. Ordinary Resolution for re-appointment of Dr. Anand C Burman as Director, who retires by rotation	1,46,74,33,216	98.64	2,02,98,025	1.36	0	Approved by requisite majority	
4. Ordinary Resolution for re-appointment of Mr. P D Narang as Director, who retires by rotation	1,47,90,51,392	99.06	1,39,72,837	0.94	0	Approved by requisite majority	
5. Ordinary Resolution for Appointment of M/s G Basu & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.	1,47,64,99,603	98.90	1,63,72,126	1.10	0	Approved by requisite majority	
Special Business							
6. Ordinary Resolution for Ratification of Remuneration of Cost Auditors- M/s Ramanath Iyer & Co. for the Financial Year 2015-16	1,49,30,23,979	100.00	250	0	0	Approved by requisite majority	

The resolutions passed by the shareholders are recorded hereunder as part of the proceedings of 41ST Annual General Meeting held on 19TH July, 2016:-

Ordinary Business



Item No.01

Adoption of Annual Financial Statements -Ordinary Resolution

"RESOLVED THAT

- a. the Audited Financial Statements of the Company for the F.Y. ended 31st March, 2016 along with Report of Auditors and Directors thereon,
 - b. the Audited Consolidated Financial Statements of the Company for the F.Y. ended 31st March, 2016, alongwith Report of Auditors thereon,
- be and are hereby received, considered and adopted."

Item No.02

Confirmation of interim dividend paid and declaration of final dividend for the Financial Year ended 31st March, 2016-Ordinary Resolution

"RESOLVED THAT the Interim Dividend @ 125% (i.e. Re 1.25 per equity share of Re.1 each) for the financial year 2015-16 paid to the equity shareholders of the Company on 23rd November, 2015 be and is hereby confirmed."

"RESOLVED FURTHER THAT the Final Dividend @ 100% (i.e. Re.1.00 per equity share of Re. 1 each) on 1,76,14,92,970 equity shares of the Company be and is hereby approved for payment for the financial year 2015-16 and the same be paid as per provisions of the Companies Act, 2013 to those shareholders whose names appear as beneficial owner and as members in the Company's Register of Members as on 30th June, 2016."

Item No.03

Reappointment of Dr. Anand C Burman as a Director of the Company-Ordinary Resolution

"RESOLVED THAT Dr. Anand C Burman (DIN:00056216), who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Item No.04

Reappointment of Mr. P D Narang as a Director of the Company-Ordinary Resolution

"RESOLVED THAT Mr. P D Narang (DIN:00021581), who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Item No.05

Re-appointment of Statutory Auditors of the Company-Ordinary Resolution

"RESOLVED that the retiring Auditors M/s. G Basu & Co., Chartered Accountants having registration no. 301174 E be and are hereby



reappointed as Statutory Auditors of the Company to hold office upto the conclusion of next Annual General Meeting on the remuneration to be decided by the Audit Committee of the Board."

Special Business

Item No.06

Ratification of Remuneration of Cost Auditors- M/s Ramanath Iyer & Co. for the financial year 2015-16

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Ramanath Iyer & Co., Cost Accountants, having Firm Registration No. 000019, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to Rs. 4.43 Lakhs (Rupees Four lakh Forty three thousand only) plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

All the above resolutions which were put to vote, were passed with requisite majority.

There being no other business to be transacted the meeting concluded at 11:40 AM with a vote of thanks to the Chair.

**Certified True Copy
For DABUR INDIA LIMITED**


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

(Chairman)