



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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

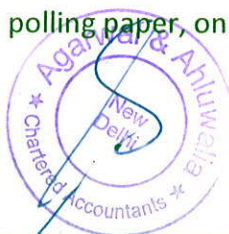
To,
The Chairman
40th Annual General Meeting of the Equity Shareholders of
Dabur India Limited, held on 21st day of July, 2015
at 11:00 a.m. at Air Force Auditorium, Subroto Park,
New Delhi – 110 010

Dear Sir,

I, Sanjay Agarwal, partner of Agarwal & Ahluwalia, Chartered Accountants, having its registered office at C-60, First Floor, South Extension Part-I, New Delhi-110049, has been appointed by the Board of Directors of Dabur India Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the 40th Annual general meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated 5th May, 2015 of the 40th AGM of the members of Dabur India Limited, held on 21st day of July, 2015 at 11:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010. Accordingly, I submit the report, on completion of remote e-voting process and voting through polling paper, as under:-

1. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') as the Authorised Agency to provide secured system for remote e-voting process.
2. The remote e-voting period remained open from 09.00 a.m. (IST) on July 18, 2015 up to 05.00 p.m. (IST) on July 20, 2015.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 14th July, 2015.

Ans



4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers 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 40th AGM.
5. At the 40th 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. Pranesh Kumar Tiwari, RZF- 56B, Gali No.4, Mahavir Enclave, Palam, New Delhi- 110045 and (2) Ms. Bhawna Goyal, A-6, Maharani Bagh, New Delhi- 110065 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 their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar & Transfer Agents of the Company – M/s Karvy Computershare Private Limited ('Karvy') and the authorisations/ proxies lodged with the Company.


Name: Mr. Pranesh Kumar Tiwari


Name: Ms. Bhawna Goyal

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 40th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 21st July, 2015, around 01.56 p.m., in the presence of two witnesses, Mr. Pranesh Kumar Tiwari, RZF- 56B, Gali No.4, Mahavir Enclave, Palam, New Delhi- 110045 and Ms. Bhawna Goyal, A-6, Maharani Bagh, New Delhi- 110065, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

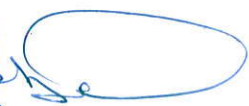

Name: Mr. Pranesh Kumar Tiwari


Name: Ms. Bhawna Goyal

9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of Karvy.
10. Based on reports generated from the e-voting website of Karvy and voting through polling paper at the 40th AGM, the consolidated report on the result of voting on each resolution are given hereunder:









a) Resolution No.1: Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 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	429	1380808710	100%
Voting through polling paper (in person or by proxy)	136	162837701	100%
Total	565	1543646411	100%

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Votes 'INVALID':

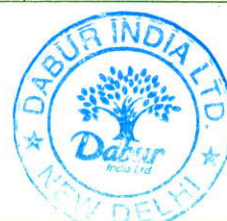
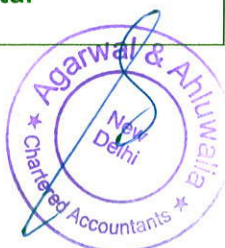
Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	4	576385
Voting through polling paper (in person or by proxy)	1	100
Total	5	576485

b) Resolution 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, 2015.

(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	432	1381401749	100%
Voting through polling paper (in person or by proxy)	136	162837701	100%
Total	568	1544239450	100%

Ans



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

Mode of voting	Number of members voted	Number of votes cast ' Against ' the resolution	% of total number of valid votes cast
Remote e-voting	1	5	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	5	0

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote e-voting	1	331384
Voting through polling paper (in person or by proxy)	1	100
Total	2	331484

c) Resolution No. 3: Ordinary Resolution to re-appoint Mr. Amit Burman (DIN: 00042050) as Director, 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	377	1354312088	98.04%
Voting through polling paper (in person or by proxy)	136	162837701	100%
Total	513	1517149789	98.25%

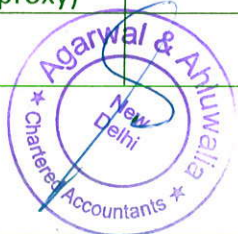
(ii) Voted '**AGAINST**' the resolution :

Mode of voting	Number of members voted	Number of votes cast ' Against ' the resolution	% of total number of valid votes cast
Remote e-voting	56	27089565	1.96%
Voting through polling paper (in person or by proxy)	0	0	0
Total	56	27089565	1.75%

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote e-voting	2	331385
Voting through polling paper (in person or by proxy)	1	100
Total	3	331485

any.



d) Resolution No. 4: Ordinary Resolution to re-appoint Mr. Saket Burman (DIN: 05208674) as Director, 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	426	1377920772	99.75%
Voting through polling paper (in person or by proxy)	136	162837701	100%
Total	562	1540758473	99.77%

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	6	3480981	0.25%
Voting through polling paper (in person or by proxy)	0	0	0
Total	6	3480981	0.23%

(iii) Votes 'INVALID':

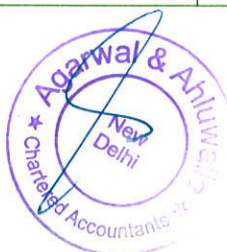
Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	2	331385
Voting through polling paper (in person or by proxy)	1	100
Total	3	331485

e) Resolution No. 5: Ordinary Resolution to appoint M/s G Basu & Co., Chartered Accountants (FRN: 301174E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting 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	388	1361366635	99.06%
Voting through polling paper (in person or by proxy)	136	162837701	100%
Total	524	1524204336	99.16%

Ans.



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

Mode of voting	Number of members voted	Number of votes cast ' Against ' the resolution	% of total number of valid votes cast
Remote e-voting	27	12919576	0.94%
Voting through polling paper (in person or by proxy)	0	0	0
Total	27	12919576	0.84%

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote e-voting	19	7446927
Voting through polling paper (in person or by proxy)	1	100
Total	20	7447027

f) Resolution No. 6: Ordinary Resolution for ratification and confirmation of remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants (FRN: 000019) appointed by the Board of Directors of the Company to conduct audit of the Cost records of the Company for the Financial Year 2014-15.

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

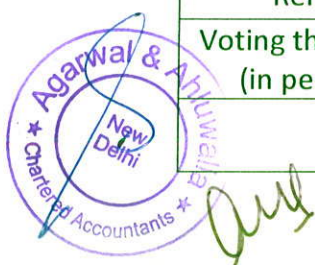
Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote e-voting	419	1375090668	99.54%
Voting through polling paper (in person or by proxy)	135	162837601	100%
Total	554	1537928269	99.59%

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

Mode of voting	Number of members voted	Number of votes cast ' Against ' the resolution	% of total number of valid votes cast
Remote e-voting	12	6311081	0.46%
Voting through polling paper (in person or by proxy)	0	0	0
Total	12	6311081	0.41%

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote e-voting	2	331389
Voting through polling paper (in person or by proxy)	2	200
Total	4	331589



- g) Resolution No. 7: Ordinary Resolution for appointment of Mrs. Falguni Sanjay Nayar (DIN: 00003633) as Non Executive Independent Director of the Company for a term of 5 consecutive years commencing from 28th July, 2014 upto the conclusion of Annual General Meeting to be held in the calendar year 2019 or 27th July, 2019, whichever is earlier.

- (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	429	138022685	99.91%
Voting through polling paper (in person or by proxy)	135	162837601	100%
Total	564	1543064451	99.92%

- (ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	4	1174904	0.09%
Voting through polling paper (in person or by proxy)	0	0	0
Total	4	1174904	0.08%

- (iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	1	331384
Voting through polling paper (in person or by proxy)	2	200
Total	3	331584

- h) Resolution No. 8: Ordinary Resolution for re-appointment of Mr. Sunil Duggal (DIN: 00041825) as a Whole Time Director of the Company, designated as Chief Executive Officer, for a period of 5 years w.e.f. 31st July, 2015.

- (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	255	1273294939	92.35%
Voting through polling paper (in person or by proxy)	133	158857601	100%
Total	388	1432152540	93.14%



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

Mode of voting	Number of members voted	Number of votes cast ' Against ' the resolution	% of total number of valid votes cast
Remote e-voting	174	105515622	7.65%
Voting through polling paper (in person or by proxy)	0	0	0
Total	174	105515622	6.86%

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote e-voting	8	2922577
Voting through polling paper (in person or by proxy)	4	3980200
Total	12	6902777

11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 40th AGM shall remain in my safe custody until the Chairman considers, 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.



(SANJAY AGARWAL)

Membership No. 085116

Partner of Agarwal & Ahluwalia

Chartered Accountants

FRN: 010560N

Place: New Delhi

Dated: 23rd July, 2015



(CHAIRMAN)