



RESULT OF VOTING (REMOTE E-VOTING AND POLL) CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY THE COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2015 FOR THE FORTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 21ST JULY, 2015 AT 11:00 A.M.

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

Based on the above, the resolution has been passed with requisite majority.



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%

(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

Based on the above, the resolution has been passed with requisite majority.

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

Based on the above, the resolution has been passed with requisite majority.

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

Based on the above, the resolution has been passed with requisite majority.

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%

(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

Based on the above, the resolution has been passed with requisite majority.

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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

Based on the above, the resolution has been passed with requisite majority.

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

Based on the above, the resolution has been passed with requisite majority.

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

Based on the above, the resolution has been passed with requisite majority.

For Dabur India Limited

Anand Chand Burman

(Chairman)

Place: New Delhi

Date: 23rd July, 2015