

V K JHALANI

Chartered Accountant
Jhalani & Co.,
190, SFS Flats,
Hauz Khas,
New Delhi – 110016

25th March, 2015

The Chairman
Dabur India Limited,
8/3, Asaf Ali Road,
New Delhi – 110002

Sub: Report of Scrutinizer for Postal Ballot Process

Dear Sir,

This has reference to your letter dated 30th January, 2015 appointing the undersigned as scrutinizer for conducting the Postal Ballot Process (including e-voting) pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for seeking the approval of members by means of Postal Ballot (including e-voting) by way of special resolution for the resolution as mentioned hereunder and detailed in the Postal Ballot Notice dated 30.01.2015 read with explanatory statement attached thereto.

Special Resolution

"RESOLVED THAT pursuant to section 186 of the Companies Act, 2013, and other applicable provisions, if any, of the said Act and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, as they may deem fit in the interest of the Company and at such time or times and in such form or manner as they may think fit, notwithstanding that the aggregate of loans or guarantees or any security in connection with a loan, or the acquisition of any securities, as aforesaid, to be given/made together with loans or guarantees or any security in connection with a loan or the acquisition of any securities, as aforesaid, already given/ made by the Company, may exceed 60% of the aggregate of the paid up



share capital, free reserves and securities premium account or 100% of the free reserves and securities premium account of the Company, whichever is more, provided however, that the aggregate of the loans or guarantees or any security in connection with a loan or the acquisition of any securities, as aforesaid, shall not exceed Rs. 40,00,00,00,000/- (Rupees four thousand crores only) at any point of time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of giving of loans or guarantees or providing any security in connection with a loan or the acquisition of any securities, as aforesaid, and further to do all acts, deeds, matters and things and to execute all documents and writings as may be necessary, proper or desirable or expedient to give effect to this resolution."

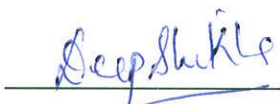
I hereby submit my report as under:

- 1) I have verified that the Postal Ballot papers containing, *inter alia*, the detailed instructions and information relating to voting have been dispatched (by Registered post/ courier) /emailed to the members holding shares as on the cut-off date (i.e. record date) 30.01.2015 and the dispatch/email has been completed on 18.02.2015. The Postal Ballot Notice dated 30.01.2015 was also made available on the websites www.dabur.com and <https://evoting.karvy.com>.
- 2) The Company had engaged M/s Karvy Computershare Private Limited (Karvy) for providing e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Form.
- 3) The voting through postal Ballot or by electronic mode (e-voting) had commenced on 9:00 a.m. on 19.02.2015 and had continued upto 6:00 p.m. on 20.03.2015.
- 4) In compliance with the provisions of Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in one English Newspaper (Financial Express, all editions) and one Vernacular Newspaper (Jansatta, Delhi edition) on 19.02.2015 informing, *inter alia*, about the completion of the dispatch of the Postal Ballot Papers.
- 5) Physical copies of Postal Ballot papers including documents referred in the Postal Ballot Notice were also made available at the Company's Registered Office for inspection by any shareholder between 11 a.m. to 1 p.m. on all working days up to 20.03.2015.
- 6) I have personally supervised the receipt of Physical Ballot Forms and examined their validity on a day to day basis. A register under the



prescribed rules was maintained and the relevant entries of the physical Postal Ballot Forms were incorporated in the register. I have verified the Register, which bears my signatures. All the Ballot Forms received upto 6:00 p.m. on 20.03.2015 have been considered. In total 1806 physical Postal Ballot forms were received upto 6:00 p.m. on 20.03.2015, the last date and time fixed by the Company for receipt of forms, which were considered for my scrutiny.

- 7) Further I have also verified the ballots casted electronically through the e-voting platform provided by Karvy for the Postal Ballot Process. After the conclusion of e-voting period the votes casted electronically were unblocked in the presence of two witnesses, namely Ms. Deepshikha, address C-2382, Sushant Lok, Gurgaon-122001 and Ms. Bhawna Goyal, address F-104, V K Colony, M B Road, New Delhi-110044, who are not in the employment of the Company and have signed below in confirmation thereof.



Name- Deepshikha



Name- Bhawna Goyal

Thereafter, the details containing, *inter alia*, the information about shareholders voting were generated from the e-voting website of Karvy. Based on such report in total 538 shareholders had casted their votes electronically upto the close of voting period upto 6:00 p.m. on 20.03.2015, which were considered for my scrutiny.

- 8) Envelopes containing Postal Ballot Forms received after 6:00 p.m. on 20.03.2015 were not considered for my scrutiny. Such envelopes aggregating to 2 (two) in number till 24.03.2015 were treated as if no reply from the members have been received.
- 9) One member holding 2 shares have casted his vote both via Physical Ballot and e-voting. Voting done by electronic mode has been considered valid and voting done by physical postal ballot form have been considered invalid.
- 10) A total of 1490 physical Postal Ballot Papers sent to shareholders were returned undelivered.
- 11) I did not receive any defaced or mutilated physical postal ballot forms.
- 12) The incomplete physical postal ballot forms were treated as invalid and kept separately.



- 13) A summary of the Postal Ballot Forms received and e-voting is given below:

Details of Voting by Electronic Mode generated from Karvy's website:

Particulars	Number of members voted through electronic system.	Number of votes cast by them	*% of total paid up equity share capital
Total Votes casted	538	1543394898	87.87
Less: abstained votes	9	1226674	0.07
Net Valid Votes casted	529	1542168224	87.80

* The paid up share capital of the Company as on the cut-off date of 30.01.2015 was Rs.1756511990 divided in to 1756511990 equity shares of Re.1/- each.

- (i) Voted '**IN FAVOUR**' of the resolution :

Number of members voted through electronic voting system.	Number of votes cast by them	% of total number of valid votes cast
253	1342152147	87.03

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

Number of members voted through electronic voting system.	Number of votes cast by them	% of total number of valid votes cast
281	200016077	12.97

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

Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them
9	1226674

Note: 5 (five) number of shareholders have exercised both options (in favour & against) by bifurcating their shareholding.

Details of voting by Physical Postal Ballot Forms received:

Particulars	Number of members voted through physical postal ballot form	Number of votes cast by them	*% of total paid up equity share capital
Total Votes casted	1806	5307957	0.302
Less: Invalid votes	35	58605	0.003
Net Valid Votes casted	1771	5249352	0.299

* The paid up share capital of the Company as on the cut-off date of 30.01.2015 was Rs.1756511990 divided in to 1756511990 equity shares of Re.1/- each.

(i) Voted '**IN FAVOUR**' of the resolution :

Number of members voted through physical postal ballot form.	Number of votes cast by them	% of total number of valid votes cast
1602	5191163	98.89

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

Number of members voted through physical postal ballot form.	Number of votes cast by them	% of total number of valid votes cast
171	58189	1.11

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

Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them
35	58605

Note: 2 (two) number of shareholders have exercised both options (in favour & against) by bifurcating their shareholding.

The Combined Summary of Voting by Electronic Mode and physical postal ballot form is as follows:

Particulars	Number of members voted through electronic voting system & physical postal ballot form	Number of votes cast by them	*% of total paid up equity share capital
Total Votes casted	2344	1548702855	88.17
Less: Invalid votes (including abstained)	44	1285279	0.07
Net Valid Votes casted	2300	1547417576	88.10

* The paid up share capital of the Company as on the cut-off date of 30.01.2015 was Rs.1756511990 divided in to 1756511990 equity shares of Re.1/- each.

- (i) Voted '**IN FAVOUR**' of the resolution :

Number of members voted through electronic voting system & physical postal ballot form	Number of votes cast by them	% of total number of valid votes cast
1855	1347343310	87.07

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

Number of members voted through electronic voting system & physical postal ballot form	Number of votes cast by them	% of total number of valid votes cast
452	200074266	12.93

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

Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them
44	1285279

Note: 7 (seven) number of shareholders have exercised both options (in favour & against) by bifurcating their shareholding.

- 1) The physical postal ballot forms and other related papers/ registers and records including voting by electronic means, shall be under my safe custody, till the Chairman considers, approves and signs the minutes and thereafter, the same shall be handed over to Mr. A.K. Jain, V.P. (Finance) and Company Secretary of the Company who is authorized by the Board of the Company to supervise the postal ballot process and e-voting process.

Thanking you,

Yours faithfully,


(V K JHALANI)CA
MNO.82691

Date: 25.03.2015

Place: New Delhi