



DABUR INDIA LIMITED

CIN : L24230DL1975PLC007908

Regd. Office : 8/3, Asaf Ali Road, New Delhi – 110 002

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E-mail : corpcomm@dabur.com, E-mail for investors : investors@dabur.com, website : www.dabur.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its members by passing Special Resolution through Postal Ballot in respect of the following Special Business.

Accordingly, the Special Resolution together with Explanatory Statement is being sent to you for your consideration.

Special Business:

To consider and, if thought fit, to pass the following resolution as a **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."

Registered Office:

8/3, Asaf Ali Road,
New Delhi – 110 002

30th January, 2015

By Order of the Board
For **DABUR INDIA LIMITED**

A K Jain
V P (Finance) & Company Secretary

Notes :

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the members in respect of the Special Resolution contained in this notice dated 30th January, 2015 is being determined through Postal Ballot.
3. The Board of Directors have appointed Mr. V K Jhalani, Chartered Accountant in Practice and Partner of M/s Jhalani & Company, Chartered Accountants, 190, SFS, Hauz Khas, New Delhi –110016 as the Scrutinizer, for conducting the postal ballot process including scrutinizing of e-voting process in a fair and transparent manner.
4. The Board of Directors of the Company has appointed Mr. P D Narang, Group Director – Corporate Affairs and Mr. A K Jain, V P (Finance) & Company Secretary as the persons responsible for the entire postal ballot process.
5. **The cut-off date (i.e. the record date) for the purpose of voting is 30th January, 2015.**
6. **Voting through physical Postal Ballot Form:**

Members are requested to carefully read the instructions printed overleaf on the enclosed Postal Ballot Form before casting their vote and return the Ballot Form (no other form or photocopy is permitted), duly completed in all respect and signed, in the enclosed self-addressed postage prepaid Business Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, Postal Ballot Form, if deposited in person or sent by courier or by Registered Post at the expenses of the member will also be accepted. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on 20th March, 2015. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.

7. Voting through electronic means:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and in terms of Clause 35B of the Listing Agreement, a member of the company, holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of the resolution contained in this notice. Accordingly, the Company is providing e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.
- ii) Members are requested to carefully read the instructions for e-voting before casting their vote.
- iii) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	09:00 a.m. (IST) on 19th February, 2015
End of e-voting	06:00 p.m. (IST) on 20th March, 2015

The procedure and instructions for e-voting are as under:

- a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- b) Enter the login credentials (i.e. User ID and password) mentioned on the Postal Ballot Form / email forwarding the electronic Postal Ballot Notice. Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you shall use your existing User ID and password for casting your vote.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the Event Number for Dabur India Limited.
 - g) On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
 - h) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - i) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
 - j) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: vijayjhalani@yahoo.com with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - l) Once the vote on resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 - m) In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website at <https://evoting.karvy.com>
8. In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories. Such members may exercise their vote electronically as per the procedure given above. Members who have not registered their email ids will receive Postal Ballot Notice along with Postal Ballot Form and Business Reply Envelope.
 9. In case of members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through Karvy, such members may send a request to the Company on investors@dabur.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the members to cast their vote in physical mode.
 - 10. Kindly note that the members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be ignored.**
 11. The Postal Ballot Notice will also be available on the Company's website www.dabur.com. The physical copies of the documents referred in this Notice will also be available at the Company's Registered Office for inspection by any shareholder between 11:00 a.m. to 1:00 p.m. on all working days (excepts Saturdays, Sundays & Public Holidays) up to 20th March, 2015.
 12. There shall be only one Postal Ballot for every Folio/Client ID irrespective of number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
 13. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Friday, 30th January, 2015.
 14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
 15. The Scrutinizer shall as soon as possible after the conclusion of e-voting period but before the closing of working hours on 21st March, 2015 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company.
 16. The Scrutinizer will submit his report of the votes cast, in favour or against, if any, to the Chairman of the Company as soon as possible after the last date of receipt of postal ballot including conclusion of e-voting period, but not later than closing working hours of 25th March, 2015.
 17. The result of postal ballot shall be announced at the Registered Office of the Company situated at 8/3, Asaf Ali Road, New Delhi –110002 on or before 4.00 p.m. on Thursday, 26th March, 2015. The result of postal ballot, along with the Scrutinizer's Report thereon, shall be placed on the Company's website (www.dabur.com), Karvy's website (at <https://evoting.karvy.com>) and be communicated to the Stock Exchanges where the shares of the Company are listed.
 18. The date of declaration of postal ballot result will be taken to be the date of passing of the special resolution subject to the receipt of requisite number of votes in favour of the resolution.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 to the aforesaid Resolution of the Postal Ballot Notice

In terms of the provisions of Section 186(3) of the Companies Act, 2013, prior approval of the members by means of a special resolution is necessary where the giving of any loan to any person or other body corporate, giving of any guarantee, or providing of security in connection with a loan to any other body corporate or person and acquiring, by way of subscription, purchase or otherwise the securities of any other body corporate, exceeds 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.

Further as per explanation to Rule 13 of the Companies (Meetings of Board and its powers) Rules, 2014, it has been clarified that it would be sufficient compliance if such special resolution is passed within one year from the date of notification (being 1.4.2014) of section 186.

Further as per Rule 22 sub rule 16 of the Companies (Management and Administration) Rules, 2014, the matter regarding giving loans or extending guarantee or providing security in excess of the limit specified under sub section (3) of section 186 of the Companies Act, 2013, shall be transacted only by means of voting through a postal ballot.

As per the exemptions available under the provisions of section 372A (8) of the previous Companies Act, 1956 the loans, guarantees or securities given for loans and investments made by the Company were within limits prescribed by the said section i.e. 60% of the paid up share capital and free reserves or 100% of free reserves, whichever is more. However, since as per the new Companies Act, 2013 the exemption earlier available has now been curtailed, the aggregate of the loans, guarantees or security in connection with loans or investments made as per the provisions of section 186 has exceeded the permissible limits of 60% of the paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more.

Accordingly, as required by the provisions of section 186(3) the Companies Act, 2013 including Rules made there under, as aforesaid, and keeping in view the opportunity for investment of surplus funds available with the Company and the obligations of the Company towards business requirements and growth plans of its subsidiaries, joint ventures or associates, etc., it is considered desirable to fix the aggregate limit of Rs. 4000 crores (Rupees four thousand crores only) upto which the Board of Directors are authorized to give any loans or guarantees or any security in connection with a loan or the acquisition of any securities, as aforesaid.

The loan(s), guarantee(s) or security(ies) in connection with loans, or investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 including Rules made there under.

Accordingly, the Board of Directors recommends the resolution for your approval by way of a special resolution through postal ballot.

None of the directors and key managerial personnel (including relatives of the directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution, apart from their shareholding, if any, in the Company.

The Board recommends the passing of the resolution set out above as a special resolution. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 consent of the members of the Company is being obtained through Postal Ballot. A copy of this Postal Ballot Notice together with Explanatory Statement and Postal Ballot Form are available for inspection by any shareholder at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days (excepts Saturdays, Sundays & Public Holidays) upto 20th March, 2015.

Registered Office:
8/3, Asaf Ali Road,
New Delhi – 110 002

30th January, 2015

By Order of the Board
For **DABUR INDIA LIMITED**

A K Jain
V P (Finance) & Company Secretary