



DABUR INDIA LIMITED

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

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

To

The Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company is seeking the consent of its members by way of 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.

The shareholders are requested to consider and, if thought fit, to pass with or without modification(s), if any, the following as a **Special Resolution**:-

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Companies Act, 1956, Reserve Bank of India Regulations, Securities and Exchange Board of India Regulations, and all other concerned authorities/ regulatory bodies, as amended from time to time and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the 'Board', which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute or any Director or Officer of the Company which the Board authorizes to exercise its powers including the powers conferred upon Board by this Resolution), consent of the Members be and is hereby accorded to the Company/ Board to permit Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") to acquire and hold, on their own account and/or on behalf of their SEBI approved sub-accounts under the Portfolio Investment Scheme(PIS) equity shares of Re. 1 each of the company upto 30% (Thirty percent) of the paid-up Equity Share Capital of the Company, provided however that the individual shareholdings of each FIIs on its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as may be permitted by applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all papers, documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for any matter connected therewith or incidental thereto and delegating all or any of the powers conferred herein to any Committee, Directors or Officers of the Company.”

“RESOLVED FURTHER THAT the Board (including any Committee thereof or any Director or Officer of the Company which the Board may authorize) be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the above matter without being required to seek further consent or approval of the Members or otherwise and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

A K Jain
V P (Finance) &
Company Secretary

22nd November, 2013

Notes

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and 192A of the Companies Act, 1956 setting out all material facts is annexed hereto.
- Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the members in respect of the Special Resolution contained in this notice dated 22nd November, 2013 is being determined through postal ballot.
- The Board of Directors have appointed Mr. V K Jhalani, Partner of M/s Jhalani & Company, Chartered Accountants, 190, SFS, Hauz Khas, New Delhi –110016 as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
- Members are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Ballot Form, 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 on 10th January, 2014. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
- 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.
- The Company is extending the e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under :
 - Open your web browser and log on to the e-voting website www.evotingindia.com
 - Now click on 'Shareholders'.
 - Now, select the “**Electronic Voting Sequence Number**” (EVSN) **131129001** alongwith “**Dabur India Limited**” from the drop down menu and click on “**SUBMIT**”.
 - Now fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-id	For NSDL - 8 character DP ID + 8 digits Client ID For CDSL - 16 digits Beneficial Owner ID.	Registered Folio Number with the Company.
Password	Your unique Password has been printed on the Postal Ballot form/e-mail forwarding electronic notice. However, the members who have been allotted their Password earlier by CDSL, may use the same. In case they do not remember such Password, they may go to the option “Forget Password” and proceed.	Your unique Password has been printed on the Postal Ballot Form/e-mail forwarding electronic notice.
PAN or Default Number	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department.	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department. Enter the Default Number AAAAA1234A in case the PAN is not updated with the Company/RTA or in the Demat Account.

- e. After logging in the details of "User id, Password, PAN or Default Number", the Members holding shares in physical form & Members holding shares in demat form (who had changed their password in the past) will reach directly to the voting screen. However, Members holding shares in demat form, who had not changed their password earlier will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. date of birth, mobile number and email id. Kindly remember the changed Password as this can be used for voting on future Postal Ballot resolution(s) for Dabur India Limited or any other Company.
- f. On the voting Page, you will now see Resolution Description and option for voting YES/ NO against each Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
- g. Click on the **Resolution File Link** if you wish to view the complete Postal Ballot Notice.
- h. Enter the **number of shares** (which represents no. of votes) under each of the headings of the resolution, if you want to vote YES/ NO, but not exceeding your total holding.
- i. After selecting the list of the resolutions you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
- j. Once you have voted on a resolution, you will not be allowed to modify your vote.
- k. You can log in any number of times till you have voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
- l. **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 member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.**
- m. **In addition to the above, the non-individual members** (like Corporates, FIs, Mutual Funds, Banks, Trusts etc.) who opt for e voting, are also required to submit Board Resolution/Power of Attorney authorising any person to exercise the Voting Power on their behalf alongwith their attested specimen signatures. Scanned copies of such documents are required to be sent to Scrutinizer through e-mail at vijayjhalani@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name_(EVSN)", e.g., in case if the shareholder name is XYZ Ltd. and the EVSN is 111112222, the file containing the authorization documents should be named as "XYZ Ltd._(111112222)". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/ CDSL before closure of voting, the vote so exercised will be rejected in the system.
- n. If you wish to provide feedback on the e-voting system, click on Suggestions. In case you have any queries or issues regarding e-voting, please contact on helpdesk.evoting@cdslindia.com, or on investors@dabur.com
7. **In line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognising e-mails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/ other sources to the Members. Such Members may exercise their voting electronically as per the procedure given above.**
8. **In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through CDSL, 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.**
9. 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 shareholders and in his absence by the next named shareholder.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s)/Beneficial Owner(s) on the date of dispatch of the notice.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
12. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot but not later than closing business hours of 15th January, 2014.
13. 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 at 4.00 PM on Thursday, 16th January, 2014. Members who wish to be present at the time of declaration of the results, may do so at the said venue. The date of declaration of postal ballot result will be taken to be the date of passing the special resolution.

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

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Foreign Institutional Investors ("FIIs") and SEBI approved sub-accounts of FIIs presently can, in aggregate, hold upto 24% of the paid-up equity capital of the company under Portfolio Investment Scheme (PIS). The regulations further provide that this limit may be increased upto the sectoral cap/ statutory ceiling, as applicable, by the Indian Company concerned by passing a Special Resolution to that effect by its members.

Currently, FIIs hold around 21% shares in the share capital of the company. With increased participation by FIIs in the Indian capital market, the limit of 24% is likely to be breached shortly. Hence the Board of Directors of the Company has approved and recommended the increase in the FIIs investment limit to 30% for investment in capital of the company under the Portfolio Investment Scheme (PIS).

None of the Directors, Manager, Key Managerial Personnel of the company and their respective relatives are concerned or interested, either financially or otherwise, in passing of the above resolution except to the extent of 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 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 consent of the members of the company is being obtained through Postal Ballot. A copy of this Postal Ballot Notice together with Explanatory Statement, Postal Ballot Form, copy of Shareholding Pattern of the company as on 15th November, 2013 is available for inspection of 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 16th January, 2014.

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22nd November, 2013