



DABUR INDIA LIMITED

CIN: L24230DL1975PLC007908; Registered Office: 8/3, Asaf Ali Road, New Delhi - 110002; Tel. No.: 011-23253488
Website: www.dabur.com; Email Id: corpcomm@mail.dabur; Email Id for investors: investors@mail.dabur

Notice of Annual General Meeting

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the members of Dabur India Limited will be held on Thursday, 26th July, 2018 at 11.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi – 110010 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the report of Auditors thereon.
3. To confirm the interim dividend already paid and declare final dividend (including special dividend) on equity shares for the financial year ended 31st March, 2018.
4. To appoint a Director in place of Mr. Saket Burman (DIN 05208674) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, having Firm Registration No. 000019, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19, amounting to Rs.5.16 lac (Rupees five lac sixteen thousand only) plus applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved."

6. To consider and, if thought fit, to pass, with or without modification(s), 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, proposed 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.80,00,00,00,000/- (Rupees eight 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."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. R C Bhargava (DIN: 00007620), Non-Executive Independent Director of the Company, aged 83 years, whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years with effect from the date of Annual General Meeting of the Company held on 22nd July, 2014 upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019, and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution being more than 75 years of age, approval of the Company be and is hereby accorded to continue the appointment of Mr. R C Bhargava as a Non-Executive Independent Director of the Company, to hold office for his remaining term of office with effect from 1st April, 2019 upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Dr S Narayan (DIN: 00094081), Non-Executive Independent Director of the Company, aged 74 years, whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years with effect from the date of Annual General Meeting of the Company held on 22nd July, 2014 upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019, and whose continuation in office with effect from 1st April, 2019, after attaining the age of 75 years in June, 2018, requires approval of shareholders by way of special resolution, approval of the Company be and is hereby accorded to continue the appointment of Dr S Narayan as a Non-Executive Independent Director of the Company, to hold office for his remaining term of office with effect from 1st April, 2019 upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019."

Date: June 5, 2018
Place: New Delhi

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

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

(A K JAIN)
V P (Finance) & Company Secretary
(Membership No. F4311)

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of item no. 5 to 8 of the Notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM.

3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Friday, 6th July, 2018 to Friday, 13th July, 2018 (both days inclusive).
6. A. Members holding shares in physical form are requested to notify/ send the following to the Registrar & Transfer Agent (RTA) of the Company Karvy Computershare Pvt. Ltd., Karvy Selenium, Tower-B, Plot No 31 & 32, Gachibowli, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032, India:
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) their **email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details,
 - iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) their email id.
 - ii) all changes with respect to their address/ email id/ ECS mandate/ bank details.
- C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*hereinafter referred to as 'Listing Regulations'*) it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.
8. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
9. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
10. All the documents referred to in the accompanying notice are open for

inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 AM to 1.00 PM up to the date of AGM and copies thereof are also available at Company's Corporate office at Dabur Corporate Office, Kaushambi, Sahibabad, Ghaziabad 201010. These documents along with the Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

11. Securities and Exchange Board of India (SEBI) & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2017-18 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Abridged Annual Report 2017-18 is being sent to all other members who have not registered their email address(es).
Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting the duly filled in "e-Communication Registration Form" (available on Company's website www.dabur.com in the 'Investor' section) to the Company/RTA. Members can also submit their form along with attendance slip at the Registration Counter at the AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.
The Notice of 43rd AGM and the Annual Report 2017-18 will also be available on the Company's website www.dabur.com for download by the members. The Notice of AGM will also be available on the website of RTA- Karvy Computershare Pvt. Ltd. at <https://evoting.karvy.com>. Physical copies of the aforesaid documents will also be available at the Company's Registered Office and Corporate Office for inspection during business hours.
12. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with the Annual Report 2017-18, duly completed and signed, for admission to the meeting hall. The route map for the AGM venue is given as 'Annexure 2' to this Notice.
However, in case of non-receipt of attendance slip, members may download the same from Company's website www.dabur.com or write to the Company at its Registered Office for issuing the duplicate attendance slip.
13. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
14. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2010-11 (only interim for FY 2010-11). Members who have not yet encashed their dividend warrants for the financial year 2010-11 (final dividend) onwards are requested to make their claims to the Company immediately. Members may please note that no claim shall lie against the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.
Further, the information regarding unclaimed dividend in respect of dividends declared up to the financial year 2016-17 and updated up to the date of 42nd AGM held on 26th July, 2017 has been uploaded on the website of the Company www.dabur.com under 'Investor' section. The said information was also filed with MCA which is available on their

website at www.iepf.gov.in. Further, as per the requirement of Section 124 (2) of the Act, the Company has uploaded the details of unclaimed dividend in respect of interim dividend declared during the financial year 2017-18, on the website of the Company. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at www.dabur.com. Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

15. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
16. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
17. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of Directors seeking re-appointment/continuation of appointment at the AGM, is separately annexed hereto as 'Annexure 1'. Directors seeking re-appointment/continuation of appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Act, including rules framed thereunder.
18. The certificate from Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed in the General Body Meetings will be placed at the AGM.
19. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website www.dabur.com. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

20. 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, applicable Secretarial Standards and the Listing Regulations a member of the Company holding shares either in physical form or in dematerialized form, may exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a

general meeting).

- iii) Facility for voting through ballot/ polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote casted by e-voting shall prevail.
- v) The Board of Directors have appointed CS Navneet Arora, Company Secretary in practice (Certificate of practice No. 3005 and Managing Partner of M/s Navneet K Arora & Co LLP (Registration No. LLPIN-AAJ-0972) and failing him Mr. Arvinder Singh Kindra, Company Secretary in practice (Certificate of practice No. 17737 and Partner of M/s Navneet K Arora & Co LLP) as the Scrutinizers, for conducting the voting/ poll and remote e-voting process in a fair and transparent manner.
- vi) **The cut-off date for the purpose of voting (including remote e-voting) is 19th July, 2018.**
- vii) Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- viii) The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on 23rd July, 2018
End of remote e-voting	05:00 p.m. (IST) on 25th July, 2018

ix) **The procedure and instructions for remote 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 in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the physical copy of Annual Report in case email id is not registered. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date.** 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 remote e-voting, you shall use your existing User ID and password for casting your vote.
- c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 19th July, 2018, may obtain the User ID and password in the manner as mentioned below:
 - If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD <space> Event number+ Folio No. to 9212993399
 Example for Physical: MYEPWD <SPACE> XXXX1234567
 - If e-mail or mobile number of the member is

registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Member may call Karvy's toll free number 1-800-3454-001.
- Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining a new User ID and password.

- After entering these details appropriately, click on "LOGIN".
- 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.**
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the Event Number for Dabur India Limited.
- 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.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- 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(s).
- Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- 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: info@navneetaroracs.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."

- Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have cast their vote through remote e-voting shall not be allowed to vote again at the Meeting.**
- In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-3454-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- In case of grievances connected to the remote e-voting, please contact Mr. G. Ramesh Desai, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 at email id ramesh.desai@karvy.com, contact no. - 040-67161528.

21. Polling at the Meeting

After the items of Notice have been discussed, voting through ballot/polling paper will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 19th July, 2018 and who have not cast their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

- 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 19th July, 2018.
- The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to the Group Director - Corporate Affairs, who shall countersign the Scrutinizer's Report and shall declare the result forthwith.
- The Scrutinizer's decision on the validity of the vote shall be final and binding.
- The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.dabur.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
- The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company on the recommendation of Audit Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2018-19.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2018-19 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company (including

relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

Item No.6

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 passed at a general meeting 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

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and securities premium account or 100% of the free reserves and securities premium account of the Company, whichever is more.

Further as per Sub Rule 16 of the Rule 22 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. However, the recent amendment (as per Companies (Amendment) Act, 2017) in Section 110 of the Act provides that, any item of business required to be transacted by means of postal ballot under Clause (a) of the said Section 110, may be transacted at a general meeting by a Company which is required to provide the facility to members to vote by electronic means under Section 108, in the manner provided in that Section. In accordance with the provisions of Section 108 of the Act, the Company, as required, is providing the facility to its members to vote by electronic means.

The shareholders of the Company had, in March, 2015 passed necessary resolution under Section 186 of the Act, through postal ballot, approving an overall limit of Rs.4000 crore to be exercised by the Board (at the time when overall allowed limit, without passing of special resolution in general meeting, was Rs.1612 crores, being 100% of free reserves and securities premium account of the Company as on 31/3/2014). Since then, the Company has been judiciously utilizing these limits and as on 31/3/2018 approximately 81% of the limit stands utilized. This leaves a marginal limit of 19% which is likely to exceed the present overall limit of Rs.4000 crore. Keeping in view the opportunities 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 enhance the existing aggregate limit by another Rs.4000 crores, whereby the overall enhanced limit shall be Rs.8,000 crore (Rupees eight thousand crores only), (the overall allowed limit, without passing of special resolution in general meeting, is Rs.3931 crores, being 100% of free reserves and securities premium account of the Company as on 31/3/2018). The proposed overall limit of Rs.8000 crore is moreover, an enabling limit up to which the Board of Directors shall be authorized to give any loans or guarantees or any security in connection with a loan or the acquisition of any securities, for investment of surplus funds, or otherwise.

Further 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 applicable provisions of the Companies Act, 2013 including Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws.

Accordingly, the Board of Directors of your Company at its meeting held on 1st May, 2018 had approved this proposal subject to approval of shareholders. As required by the provisions of Section 186 (3), 110 and other applicable provisions of the Act, including Rules made there under the resolution is placed for your approval by way of special resolution.

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 of Directors recommends the resolution, set out at Item No. 6 of the Notice for your approval by way of a special resolution.

Item No.7 & 8

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. R. C Bhargava, aged 83 years (date of birth 30th July, 1934) and Dr S Narayan, aged 74 years (date of birth 20th June, 1943) were appointed as Non-Executive Independent Directors of the Company under Section 149 and 152 of the

Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of Annual General Meeting held on 22nd July, 2014 upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019. Mr R C Bhargava, is more than 75 years of age and Dr S Narayan shall attain the age of 75 years on 20th June, 2018 and accordingly their continuation as Non-Executive Independent Directors with effect from 1st April, 2019 shall require approval of shareholders by way of special resolution.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company with effect from 1st April, 2019 is as under:

Mr. R. C Bhargava – He is MA in Development Economics, MS in Mathematics, IAS retired. He served in Indian Administrative services and has held the post of Joint Secretary in the Ministry of Energy and in the Cabinet Secretariat. He held various prestigious positions in Maruti Suzuki India Limited since its inception including its CEO and presently he is Chairman of Maruti Suzuki India Ltd.

Mr. Bhargava is an eminent personality and his professional profile and proven experience in business domain is a valuable asset to the Company which adds diversity and enriched points of view in the Board's discussions. He has all round experience in various functions of managing large business enterprises like ours.

Dr. S Narayan, who is M.Sc -Physics, MBM Finance, M. Phil- Cambridge, Ph.D. IIT Delhi, IAS (Retd.) is associated with the Company as Independent Director. For nearly 4 Decades (1965 to 2004) he was in public service in the State and Central Government and retired as economic advisor to the Prime Minister of India. He has rich experience in formulation of macro-economic policy for the Government tariff and taxation policies as well as initiatives for modernizing the capital markets.

Dr Narayan's rich and diverse experience are very important elements in the discussions and business decisions taken by the Board.

The Board of Directors is of the opinion that Mr. R C Bhargava and Dr S. Narayan are persons of integrity, possess relevant expertise and vast experience and their association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company. Their presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Moreover, under their able guidance the Company has delivered good payoffs to all stakeholders in the form of improved valuations, sound governance practices, good dividend, etc. Further, their association supports a good balance in the composition of the Board.

Mr. R C Bhargava and Dr S. Narayan fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Mr. R C Bhargava and Dr S. Narayan that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

A brief resume of the said Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are separately annexed hereto.

The Board of Directors recommend the special resolutions as set out at Item No. 7 & 8 for your approval.

The said Independent Directors are not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

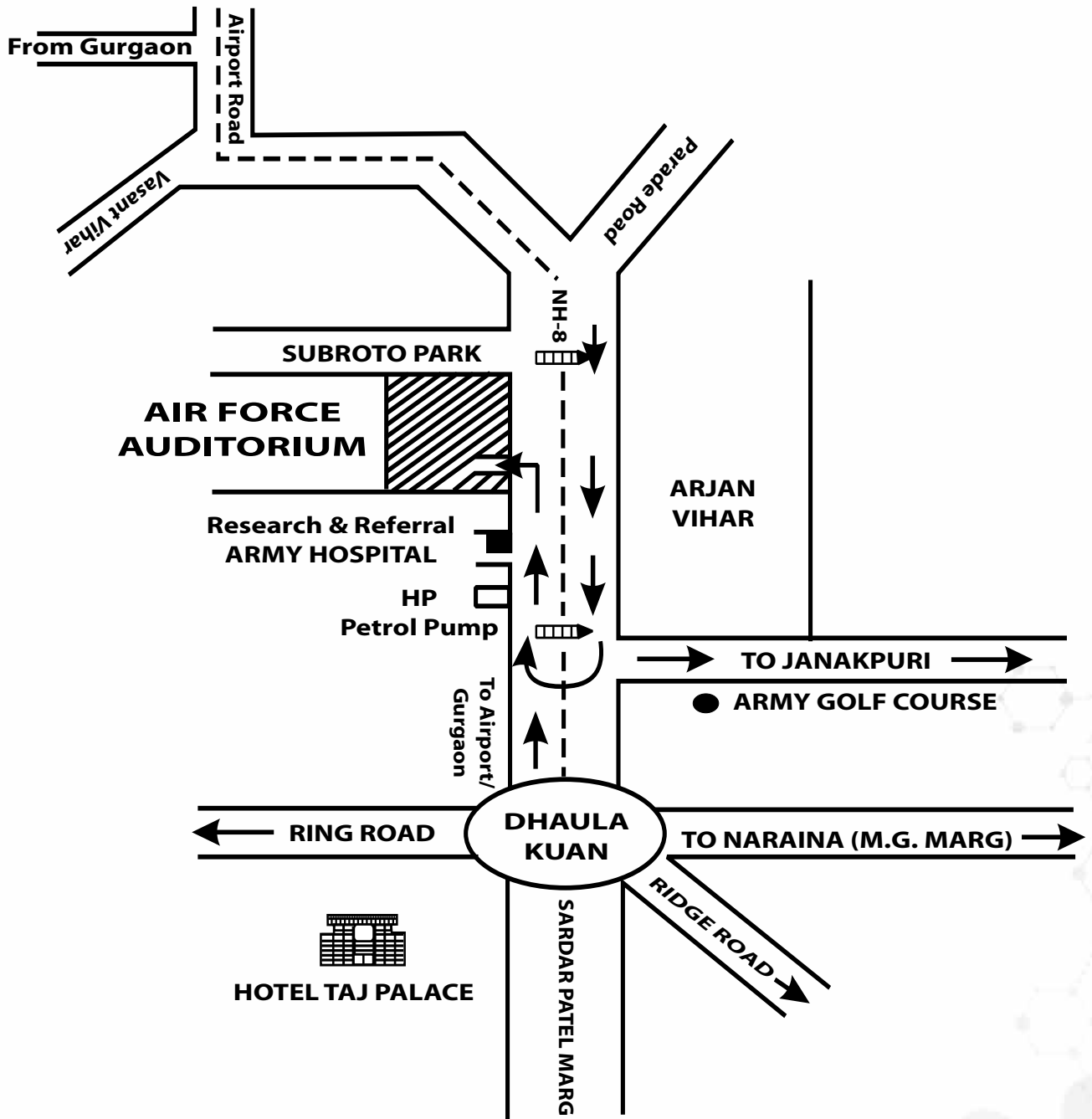
None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors or Key Managerial Personnel) other than the respective Non-Executive Independent Director himself, is concerned or interested, financially or otherwise, in these resolutions.

Annexure 1

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/ CONTINUATION OF APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 26TH JULY, 2018

Name of the Director	Mr. Saket Burman	Mr. R C Bhargava	Dr. S Narayan
Director's Identification Number (DIN)	05208674	00007620	00094081
Date of Birth	10.03.1977	30.07.1934	20.06.1943
Date of appointment	31.01.2012	27.01.2005	26.07.2005
Qualification	BBA in Marketing and Finance from the University of Wisconsin, Madison	MA in Development Economics, MS in Mathematics, IAS retired.	M.Sc -Physics, MBM Finance, M.Phil-Cambridge, Ph.D. IIT Delhi, IAS (Retd.)
Experience & Expertise in specific functional areas	Has started up a number of Companies in different industries in the UAE in sectors viz I.T, Real Estate and General Trading. He also serves as a member or as an advisor on a number of entrepreneurial and angel investing groups.	He served in Indian Administrative services and has held the post of Joint Secretary in the Ministry of Energy and in the Cabinet Secretariat. He held various positions in Maruti Suzuki India Limited since its inception including its CEO. At present he is Chairman of Maruti Suzuki India Ltd.	For nearly 4 Decades (1965 to 2004) he was in public service in the State and Central Government and retired as economic advisor to the Prime Minister of India. He has rich experience in formulation of macro-economic policy for the Government tariff and taxation policies as well as initiatives for modernizing the capital markets.
Terms and conditions for re-appointment	As per Company Policy on appointment of Board members		
Remuneration last drawn	Nil	Nil	Nil
Shareholding in the Company as on 31.03.2018	3,00,000 equity shares of Re.1/- each	Nil	Nil
Relationship with other Directors and KMPs of the Company	None	None	None
Number of Board meetings attended during the year	Five out of five	Five out of five	Five out of five
List of Companies in which outside Directorships held	Chowdry Associates Dabur International Ltd Dabur Egypt Ltd. Naturelle LLC	IL&FS Ltd. Intellect Commerce Limited Maruti Suzuki India Ltd. Thomson Press Ltd. RCB Consulting Pvt. Ltd. Taj Asia Ltd.	Apollo Tyres Ltd. Seshasayee Paper and Boards Ltd IIFL Holdings Limited Artemis Medicare Services Limited Artemis Global Life Sciences Limited IIFL Wealth Finance Limited Andhra Pradesh Urban Infrastructure Asset Management Ltd. Castlewood Trading Pvt Ltd. Yogya Systems Pvt Ltd Shanti Narayan Foundation
Chairman/member in Committees of Board of Directors of Indian Companies	Nil	IL&FS Ltd. - Audit Committee - Chairman Maruti Suzuki India Ltd. - Stakeholders Relationship Committee- Chairman Thomson Press Ltd. - Audit Committee - Chairman	Apollo Tyres Ltd. - Audit Committee- Chairman - Stakeholders Relationship Committee – Chairman Artemis Medicare Services Limited - Audit Committee- Chairman Seshasayee Paper and Board Ltd - Audit Committee- Member Artemis Global Life Sciences Limited - Stakeholders Relationship Committee – Chairman - Audit Committee- Chairman

Route map to the venue of the 43rd AGM of Dabur India Limited



Venue : Air Force Auditorium, Subroto Park, New Delhi – 110 010
Landmark : Adjacent to Research & Referral, Army Hospital