

 **NOTICE**

Notice is hereby given that the 37th Annual General Meeting of the Members of Dabur India Limited will be held on Tuesday, the 17th July, 2012 at Air Force Auditorium, Subroto Park, New Delhi – 110010 at 11.00 AM to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Profit and Loss Account for the year ended on that date along with the Reports of Auditors and Directors thereon.
2. To confirm the interim dividend already paid and declare final dividend for the financial year ended 31st March, 2012.
3. To appoint a Director in place of Dr. S Narayan who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Albert Wiseman Paterson who retires by rotation and being eligible offers himself for reappointment.
5. To appoint a Director in place of Mr. Analjit Singh who retires by rotation and being eligible offers himself for reappointment.
6. To appoint a Director in place of Mr. Amit Burman who retires by rotation and being eligible offers himself for reappointment.
7. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
“RESOLVED THAT Mr. Saket Burman who was co-opted by the Board as an Additional Director with effect from 31st January, 2012 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-
“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 314 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the reappointment of Mr P D Narang as a Whole-time Director of the Company, for a period of 5 years w.e.f. 01.04.2013 on such remuneration and terms & conditions as set out in the explanatory statement attached to this notice.”
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be considered necessary or expedient to give effect to this Resolution.”
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-
“RESOLVED THAT in accordance with the provisions of Section 309 of the Companies Act, 1956 and subject to approval of Central Government, wherever required, the consent of the Company be and is hereby given to pay to its Directors (other than the Directors in the whole time employment of the Company) for a period of five years commencing from 1st April, 2012, such commission (at the discretion of the Board, the payment of such commission may be made on a pro-rata basis every month or on annual basis or partly monthly and partly on an annual basis) as the Board may from time to time determine (to be divided amongst them in such proportion/manner as may be determined by the Board from time to time), in addition to the sitting fee for attending the meetings of the Board of Directors or any Committee thereof, but so that such commission shall not exceed 1% of the net profits of the Company in any financial year to be computed in the manner provided in Section 198(1) of the Companies Act, 1956.”
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be considered necessary or expedient to give effect to this Resolution.”

Regd. Office:
8/3, Asaf Ali Road, New Delhi - 110002

Date : 30th April, 2012

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

(A K JAIN)
Sr. General Manager (Finance) & Company Secretary

NOTES

1. The relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 8 to 10 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. 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 37TH ANNUAL GENERAL MEETING.



NOTICE

3. The Share Transfer Books and Register of Members of the Company will remain closed from Friday, 29th June, 2012 to Friday, 6th July, 2012 (both days inclusive).
4. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent of the Company-Karvy Computershare Pvt Ltd., 305, New Delhi House, 27 Barakhamba Road, New Delhi-110001:-
 - i) particulars of their bank account and email id, in case the same have not been sent earlier;
 - ii) any change in their address/e-mail id/ECS mandate/ bank details;
 - iii) 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.
5. Members holding shares in the 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 and bank details.
6. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee 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.
7. 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.
8. Ministry of Corporate Affairs ("MCA") has vide Circular No. 17/2011 dated 21.04.2011 & No. 18/2011 dated 29.04.2011 allowed the service of documents on members by a Company through electronic mode. Accordingly, as a part of its Green Initiative in Corporate Governance and in terms of circulars issued by Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for the year ended 31st March, 2012 has been sent to all the members whose email address is registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. All those members, who have not yet registered their email address with the Company/Depository Participant are requested to do the same at the earliest. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

The Annual Report for 2012 (including Notice of the 37th Annual General Meeting) will also be available on the Company's website www.dabur.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours up to the date of Annual General Meeting.
9. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attached attendance slip, duly completed and signed, for admission to the meeting hall.
10. 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 Annual General Meeting so as to enable the management to keep the information ready.
11. Pursuant to provisions of Section 205C of the Companies Act, 1956 the amount of dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, till date the Company has transferred the unpaid and unclaimed amount pertaining to interim dividend for the financial year 2004-2005 including unclaimed dividend for Financial Year 2004-05 (interim) pertaining to erstwhile Femcare Pharma Limited (FEM) (now merged with Dabur India Limited) to the IEPF. Members who have not yet encashed their dividend warrants for the financial year 2004-05 (final dividend) onwards are requested to make their claims to the Company immediately. Members may please note that no claim shall lie either against the Fund or 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.
12. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.
13. All the documents referred to in the accompanying notice and Register of Directors' Shareholding are open for inspection at the registered office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. Register of Directors' Shareholding shall also be open for inspection upto 3 days after the Annual General Meeting.
14. 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions passed by the General Body Meetings will be placed at the Annual General Meeting.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the Registrar & Transfer Agents of the Company the prescribed Form 2B, which can be downloaded from our website www.dabur.com.
16. The Register of Directors' shareholding will be available for inspection at the meeting.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No.8**

The Board of Directors has appointed Mr Saket Burman as an Additional Non Executive Director of the Company in the Promoters category w.e.f. 31st January, 2012 in terms of Section 260 of the Companies Act, 1956.

Pursuant to section 260 of the Companies Act, 1956 he shall hold office only upto the date of ensuing Annual General Meeting. Valid Notice along with requisite deposit under section 257 of the Companies Act, 1956 has been received from a member of the Company proposing the candidature of Mr Saket Burman for the office of Director of the Company.

Mr Saket Burman has done BBA in Marketing and Finance from the University of Wisconsin, Madison. Mr Saket Burman has a rich experience in Business Management, Finance and operations. He is presently on the Board of Dabur International Limited, Dabur Egypt Ltd, Dabur Egypt Trading Limited and also serves as a member/ adviser on a number of entrepreneurial & angel investing groups.

The Board considers that his association as a Director will be beneficial to and in the interest of the Company.

The Board of Directors recommends for your approval his appointment as Director of the Company, liable to retire by rotation.

Mr Saket Burman belongs to promoters family. Besides, he is not related to any other director of the Company in terms of Section 2(41) and section 6 read with Schedule 1A of the Companies Act, 1956.

None of the Directors other than Mr Saket Burman, himself, is concerned or interested in the resolution.

Item No. 9

The existing tenure of Mr P D Narang as Whole time Director of the Company will expire on 31.03.2013. The Board of Directors of the Company in its meeting held on 30th April, 2012 has reappointed him as Whole-time Director of the Company, for a further period of five years w.e.f. 01.04.2013 on the remuneration and terms and conditions, as under.

The Remuneration cum Compensation Committee in its meeting held on 30.04.2012 also approved the reappointment of Mr P D Narang and recommended the same to the Board for their approval.

A. Basic Salary

Rs.2,00,00,000 per annum with an authority to the Board to increase the same from time to time in accordance with the limits specified in Schedule XIII of the Companies Act, 1956, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance.

B. Special Allowance

Not exceeding Rs.1,30,00,000 per annum with authority to Board to fix his special allowance within this limit from time to time.

C. Performance linked incentive

As per rules of the Company as determined by the Board of Directors from time to time.

D. Perquisites & Allowances

In addition to the prescribed salary, special allowance and performance linked incentives Mr P D Narang will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, coverage under medical and personal accident insurance, coverage under keyman insurance scheme, leave travel allowance/concession for self and his family, any other special allowance by whatever name called, contribution to PF, superannuation fund and payment of gratuity, club fees, tax u/s 192(1A) of the Income Tax Act, paid by employer on behalf of employee and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board with Mr P D Narang; such perquisites and allowances will be subject to ceiling of 400% of the basic salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

However, the following perquisites & allowances shall not be included in the computation of perquisites and allowances for the purpose of calculating the ceiling of 400% of the basic salary:-

- Provision for use of the Company's car with driver for official duties and telephones at residence (including payment of local calls and long distance official calls, mobile phone, internet facility, any other communication facility).
- Encashment of unavailed leave as per the rules of the Company.
- Long Service Award as per rules of the Company.

E. In addition to the above Mr P D Narang will also be entitled for Stock Options as may be decided from time to time by the Remuneration cum Compensation Committee in terms of Employees Stock Option Scheme of the Company.

F. Following benefits on cessation of his whole time directorship and directorship in the Company under any circumstances or disablement whilst in service:-

- a) Ex-gratia equivalent to three years basic pay to be computed on the basis of last salary drawn.



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- b) Monthly pension equivalent to 50% of the last salary drawn (to be linked with inflation).
- c) Medical reimbursement for self and family members for the actual amount incurred by him during his lifetime.
- d) To continue to use and occupy for his lifetime the housing accommodation/HRA provided by the Company.
- e) To continue to use chauffeur driven car and telephone of the Company for his lifetime.

The spouse will, after death of the appointee, continue to get all the benefits listed under para F for her lifetime.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said director subject to compliance with the applicable provisions of Schedule XIII of the Companies Act, 1956, and if necessary, with the approval of Central Government.

The above remuneration payable to Mr P D Narang is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the Managing Directors/ Whole Time Directors as calculated in accordance with Sections 198 and 309 of the Companies Act, 1956 or any amendment thereto or any other provisions as may be applicable.

The terms of appointment and remuneration given herein above be altered, varied and increased from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned director. The Board of Directors is also authorised to fix the quantum of benefits payable to the appointee under aforesaid para F after considering his performance and length of service and on fulfillment of other criteria laid by the Board from time to time.

Mr. P D Narang does not belong to promoters family. Besides, he is not related to any other director of the Company in terms of Section 2(41) and section 6 read with Schedule 1A of the Companies Act, 1956.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on 30th April, 2012 approving the aforesaid proposal alongwith other documents is available for inspection by the members of the Company at its registered office between 11.00 AM to 1.00 PM on all working days till the date of the Annual General Meeting.

This explanatory statement together with the accompanying notice may also be treated as an abstract under section 302 of the Companies Act, 1956.

The Board of Directors recommends the resolution for your approval.

None of the Directors other than Mr. P D Narang, himself, is concerned or interested in the resolution.

Item No.10

The approval accorded by the Company for payment of commission for an amount not exceeding 1% of the net profit of the Company (such net profit to be computed in the manner prescribed in Section 198 (1) of the Companies Act, 1956), as provided under Section 309(4) of the Companies Act, 1956, to non executive directors has expired on 31st March, 2012. As Board is of the view that nature of work and responsibilities of Non-executive Directors will continue to remain significant, it has in its meeting held on 30th April, 2012 approved the payment of commission for each of the 5 years commencing from 1st April, 2012, for an amount not exceeding 1% of the net profit of the Company as provided under Section 309(4) of the Companies Act, 1956 or any amendments or modifications thereto, in addition to the fee which they are getting for attending the meetings of the Board or any Committee thereof, to be divided amongst Directors aforesaid in such manner as the Board of Directors of the Company may from time to time determine.

Such commission may be paid to non-executive directors on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis as the Board of Directors deem fit, subject to the approval of Central Government wherever required.

The Board of Directors recommends the resolution for your approval.

All the non-whole time directors may be deemed to be concerned or interested in this resolution.



NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 17TH JULY, 2012

Dr S Narayan

Date of birth : 20.06.1943
Date of Appointment : 27.07.2005
Qualification : M.Sc-Physics, MBM Finance,
M.Phil-Cambridge, Ph.D. IIT Delhi,
IAS(Retd.)

Expertise in specific functional area :

For nearly 4 Decades (1965 to 2004) he was in public service in the State and Central Government, in development administration. 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.

List of public companies in which outside directorship held :

- | | |
|---------------------------------|--|
| 1. Godrej Properties Limited | 4. Teesta Urja Limited |
| 2. Apollo Tyres Ltd. | 5. Aviva Life Insurance Company India Ltd. |
| 3. Seshasayee Paper & Board Ltd | |

Chairman/Member of the Committee of Board of Directors of Companies :

Audit Committee:-

- | | |
|--------------------------|-----------------------------------|
| • Dabur India Ltd. | • Teesta Urja Limited |
| • Godrej Properties Ltd. | • Seshasayee Paper and Board Ltd. |
| • Apollo Tyres Ltd. | |

Remuneration cum Compensation Committee:-

- Dabur India Limited

Shareholding in the Company : Nil

Mr Albert Wiseman Paterson

Date of birth : 07.08.1958
Date of Appointment : 30.10.2008
Qualification : B.Sc. (Hons) Mathematics, ACII, Post Graduate Certificate in Education.

Expertise in specific functional area :

Mr Albert Wiseman Paterson in early stages of his career has served in various leadership roles in the actuarial, planning and strategy areas of the Aviva group. As a CEO he looked into, life insurance and pension businesses and was also responsible for a portfolio of business units of Aviva Plc. Including Turkey, Czech Republic, Romania, Hungary and India.

List of public companies in which outside directorship held : NIL

Chairman/Member of the Committee of Board of Directors of the Companies : NIL

Shareholding in the Company : Nil

Mr Analjit Singh

Date of birth : 11.01.1954
Date of Appointment : 30.10.2008
Qualification : BA, BS, MBA (Boston)

Expertise in specific functional area :

He is the Founder & Chairman of Max India Limited, Chairman of Max New York Life Insurance Company Limited and Chairman of Max Healthcare. He has been the driving force behind the Max India Group's sustained growth and success since the mid 1980s. Being one of India's leading business persons, he is a member of the Prime Minister's Joint Indo-US CEOs Forum and

member of various key industry forums. He is a Director on the Board of several reputed companies. On the academic front, he is associated as Executive Board Member of various educational institutions. He is also actively involved in social activities.

List of public companies in which outside directorship held :

- | | |
|---|---|
| 1. Max India Ltd. | 7. Malsi Hotels Ltd. |
| 2. Hero MotoCorp Ltd. | 8. Malsi Holdings Ltd. |
| 3. Tata Global Beverages Ltd. | 9. Malsi Estates Ltd. |
| 4. Max New York Life Insurance Co. Ltd. | 10. Max Neeman Medical International Ltd. |
| 5. Max Healthcare Institute Ltd. | 11. Max Bupa Health Insurance Co. Ltd. |
| 6. Vodafone India Ltd. | 12. Sofina, Belgium |

Chairman/Member of the Committee of Board of Directors of the Companies : NIL

Shareholding in the Company : Nil

Mr. Amit Burman

Date of birth : 16.07.1969
Date of Appointment : 01.11.2001
Qualification : MBA, Cambridge University, England

Expertise in specific functional area :

Mr. Amit Burman is responsible for the growth of foods business of the Company which under his dynamic leadership has achieved a phenomenal growth.

As a Promoter Director of Lite Bite Foods Pvt. Ltd. he had got rich experience in Foods Business.

List of public companies in which outside directorship held :

- | | |
|---------------------------------------|-----------------------------------|
| 1. H&B Stores Ltd. | 5. Micromax Informatics Ltd. |
| 2. Q H Talbros Limited | 6. Hobi Kozmetik |
| 3. Jetage Infrastructure Ltd. | 7. Dermoviva Skin Essentials Inc. |
| 4. Talbros Automotive Components Ltd. | 8. Dabur International Ltd. |

Chairman/Member of the Committee of Board of Directors of the Companies :

Audit Committee :-	H & B Stores Ltd.
Shareholders/ Investors Grievance Committee:-	Dabur India Ltd.

Shareholding in the Company : Nil

Mr. Saket Burman

Date of birth : 10.03.1977
Date of Appointment : 31.01.2012
Qualification : BBA in Marketing and Finance from the University of Wisconsin, Madison.

Expertise in specific functional area :

He has started up a number of companies in different industries in the UAE. He also serves as a member or as an adviser on a number of entrepreneurial and angel investing groups.

List of public companies in which outside directorship held :

- | | |
|-----------------------------|-----------------------------|
| 1. Dabur International Ltd. | 3. Dabur Egypt Trading Ltd. |
| 2. Dabur Egypt Ltd. | |

Chairman/Member of the Committee of Board of Directors of the Companies : NIL

Shareholding in the Company : Nil