



Health is *Wellth*

Corporate Information

BOARD OF DIRECTORS

Dr. Anand C. Burman Chairman	Mr. P. D. Narang Director	Dr. S. Narayan Director
Mr. Amit Burman Vice Chairman	Mr. Sunil Duggal Director	Dr. Ajay Dua Director
Mr. Mohit Burman Director	Mr. P. N. Vijay Director	Mr. Sanjay Kumar Bhattacharyya Director
Mr. Saket Burman Director	Mr. R. C. Bhargava Director	Ms. Falguni Sanjay Nayar Director

VP (FINANCE) & COMPANY SECRETARY

Mr. A. K. Jain

AUDITORS

M/s G. Basu & Co.
Chartered Accountants

INTERNAL AUDITORS

Price Waterhouse & Co. LLP

BANKERS

Punjab National Bank
Standard Chartered Bank
The Hongkong & Shanghai Banking
Corporation Ltd.
The Royal Bank of Scotland
Citibank N.A.
HDFC Bank Ltd.
Bank of Tokyo Mitsubishi UFJ, Ltd.
Bank of Nova Scotia
IDBI Bank Ltd.

CORPORATE OFFICE

Dabur India Limited
CIN: L24230DL1975PLC007908
Dabur Corporate Office, Kaushambi,
Sahibabad,
Ghaziabad-201010 (U.P.), India
Tel.: 0120-39412525, 3982000
Fax: 0120-4374935
Website: www.dabur.com
Email: corpcomm@dabur.com
Email for investors: investors@dabur.com

REGISTERED OFFICE

8/3, Asaf Ali Road,
New Delhi – 110 002, India
Tel.: 011 – 23253488

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Notice

Notice is hereby given that the 40th Annual General Meeting (AGM) of the members of Dabur India Limited will be held on Tuesday, the 21st July, 2015 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 financial statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 and the report of Auditors thereon.
2. To confirm the interim dividend already paid and declare final dividend on equity shares for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Amit Burman (DIN: 00042050) who retires by rotation and being eligible offers himself for re-appointment.
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.
5. To appoint M/s G. Basu & Co., Chartered Accountants (Firm Registration No. 301174E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS :

6. 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 to conduct the audit of the cost records of the Company for the financial year 2014-15, amounting to Rs.4.43 Lakhs (Rupees Four lakh Forty three thousand only) per annum plus service tax as applicable 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 and confirmed.”

7. 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Falguni Sanjay Nayar (DIN: 00003633), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28th July, 2014 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of her appointment as additional director i.e. 28th July, 2014 up to the conclusion of Annual General Meeting (AGM) to be held in the calendar year 2019 or 27th July, 2019, whichever is earlier.”

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

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Duggal (DIN: 00041825) as a Whole-time Director of the Company, designated as Chief Executive Officer, for a period of 5 (five) years with effect from 31st July, 2015, not subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may

deem fit and as may be acceptable to Mr. Sunil Duggal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: May 5, 2015

Place: Jebel Ali, UAE

Regd. 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

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 6 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 TO VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED 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 40TH ANNUAL GENERAL MEETING.
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 there at, 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 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 Wednesday, 1st July, 2015 to Wednesday, 8th July, 2015 (both days inclusive) for the purpose of payment of final dividend, if declared at the AGM.
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., 305, New Delhi House, 27, Barakhamba Road, New Delhi-110001:-
 - 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 and bank details.
- C. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 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. 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/ transferees 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.
8. 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.
9. 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, soft copy of the Annual Report 2014-15 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 Agreement and Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Abridged Annual Report 2014-15 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 Centre Section) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at 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 40th Annual General Meeting and the Annual Report 2014-15 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>. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

10. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission to the meeting hall.

However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same or download the same from Company's website www.dabur.com.

11. In case you have any query relating to the 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.
12. 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) 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 2007-08 (only interim for FY 2007-08). Members who have not yet encashed their dividend warrants for the financial year 2007-08 (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 dividends in respect of the dividends declared up to the financial year 2013-14 and updated upto the date of 39th AGM held on 22nd July, 2014 has been uploaded on the website of the Company under 'Investor Centre'. The said information was also filed with the Ministry of Corporate Affairs (MCA). MCA has also uploaded details of the same on its website at www.iepf.gov.in. Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they are requested to lodge their claim, duly supported by relevant documents to the Company before expiry of seven years from the date it is lying in the unpaid dividend account.

13. 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.
14. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment/re-appointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as required under Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment.
15. All the documents referred to in the accompanying Notice 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 AGM. 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.

16. 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 by the General Body Meetings will be placed at the AGM.
17. 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 Companies Act, 2013, are requested to submit to the Registrar & Transfer Agents 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.

18. 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 Clause 35B of the Listing Agreement with Stock Exchanges, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
- ii. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. 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. The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- iv. The members who have casted 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.
- v. The Board of Directors have appointed Mr. Sanjay Agarwal, Chartered Accountant in practice and Partner of M/s Agarwal & Ahluwalia, Chartered Accountants, C-60, First Floor, South Extension,

Part – I, New Delhi – 110049 as the Scrutinizer, 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 14th July, 2015.

- vii. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- 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 July 18, 2015
End of remote e-voting	05:00 p.m. (IST) on July 20, 2015

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 Notice of AGM in case email id is not registered and physical copy of the Annual Report is being received by you. **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 is holding shares as on the cut-off date i.e. 14th July, 2015, may obtain the User id and password by sending a request at Karvy's email id evoting@karvy.com / srikrishna.p@karvy.com or at Company's email id investors@dabur.com or by writing to the Company or Karvy. However, if you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote without any need for obtaining any new User ID and password.
- d. After entering these details appropriately, click on "LOGIN".
- e. 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.**
- f. You need to login again with the new credentials.
 - g. On successful login, the system will prompt you to select the Event Number for Dabur India Limited.
 - h. 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.
 - i. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - j. 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).
 - k. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - l. 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: ana.cafirm@yahoo.co.in 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."
 - m. Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again at the Meeting.**
 - n. In case of any query pertaining to remote e-voting, please contact Karvy's toll free no. 1800-345-4001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>
 - o. In case of grievances connected to the remote e-voting, please contact Mr. Srikrishna P., Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 at email id srikrishna.p@karvy.com, contact no. 040-67161516.
- 19. Poll at the Meeting**
- After the items of the Notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted under the supervision of the scrutinizer appointed for remote e-voting and poll as stated above. 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 14th July, 2015 and who have not casted 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.
20. 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 Tuesday, 14th July, 2015.
 21. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting, and thereafter unblock the vote cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than 3 days of the conclusion of AGM, i.e. on or before 24th July, 2015, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and the Chairman, or in his absence the Group Director – Corporate Affairs, shall declare the result forthwith.
 22. The Scrutinizer's decision on the validity of the vote shall be final and binding.
 23. 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.
 24. 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 IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors of the Company on the recommendation of the 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 ended 31st March, 2015.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, 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 2014-15 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or 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. 6 of the Notice for approval by the members.

Item No. 7

Mrs. Falguni Sanjay Nayar who has been appointed as an Additional Director in the category of non-executive independent director of the Company under Section 161 (1) of the Companies Act, 2013 w.e.f. 28th July, 2014 holds office upto the date of this Annual General Meeting and is eligible for appointment as Director.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1 lakh signifying his intention to propose the candidature of Mrs. Falguni Sanjay Nayar for the office of Independent Director of the Company.

The Company has received declaration from Mrs. Falguni Sanjay Nayar that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the stock exchanges. Further, she has also confirmed that she is not disqualified from being appointed as Director under Section 164 of the said Act and has given her consent to act as a director of the Company.

The Board of Directors are of the opinion that Mrs. Falguni Sanjay Nayar, is a women of integrity and possesses relevant expertise and experience and is eligible for the position of an independent director of the Company and fulfils the

conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that she is independent of the management of the Company. The Board considers that her association as Director will be beneficial and in the best interest of the Company.

Her brief resume, the nature of her expertise in specific functional areas, names of companies in which she hold directorship, committee memberships/ chairmanships, her shareholding etc., are separately annexed hereto.

A copy of draft letter of appointment of Mrs. Falguni Sanjay Nayar as Non-Executive Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

The Board of directors recommend the ordinary resolution for your approval.

She is not related to any of the directors or key managerial personnel (including relatives of the directors and key managerial personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the directors and Key Managerial Personnel) other than Mrs. Falguni Sanjay Nayar herself, is concerned or interested, financially or otherwise, in this resolution.

Item No. 8

Mr. Sunil Duggal was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. 31st July, 2010 on the remuneration and other terms and conditions as approved by the members of the Company in the Annual General Meeting held on 31st August, 2010.

As the existing tenure of Mr. Sunil Duggal as Whole time Director of the Company will expire on 30th July, 2015 the Board of Directors of the Company in its meeting held on 5th May, 2015 has, subject to the approval of members, re-appointed him as a Whole-time Director designated as Chief Executive Officer (CEO) of the Company for a further period of five years w.e.f. 31st July, 2015 on the remuneration and terms and conditions, as detailed hereunder in Section 1.

The Nomination and Remuneration Committee of the Board in its meeting held on 5th May, 2015 has considered and recommended the aforesaid re-appointment of Mr. Sunil Duggal to the Board for their approval.

Section 1

A. Basic Salary

Rs.2.85 crores to Rs.6 crores per annum for the period w.e.f. 31.07.2015 till 30.07.2020, with an authority to

the Board to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, 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

Upto Rs. 3 crores per annum for the period w.e.f. 31.07.2015 till 30.07.2020 with authority to the Board to fix his special allowance within these limits from time to time.

C. Performance linked incentive

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

D. Perquisites & Allowances

In addition to the prescribed basic salary, special allowance and performance linked incentive, Mr. Sunil Duggal 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 scheme, leave travel allowance/concession for self and his family, special allowance, contribution to PF, superannuation fund and payment of gratuity, club fees, tax u/s 192 (1A) of Income Tax Act, paid by employer on behalf of employee within the rules of the Company or as may be agreed to by the Board with Mr. Sunil Duggal, provided that such perquisites and allowances will be subject to 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 residences (including payment of local calls and long distance 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 the rules of the Company.

E. In addition to the above, Mr. Sunil Duggal will also be entitled for Stock Options as may be decided from time to time by the Nomination and Remuneration Committee in terms of Employees Stock Options Scheme of the Company.

F. General

- i. The Chief Executive Officer shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- ii. The Chief Executive Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii. The Chief Executive Officer shall adhere to the Company's Code of Ethics & Conduct.

Mr. Sunil Duggal satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Sunil Duggal, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, his shareholding etc., are separately annexed hereto.

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 V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The above remuneration payable to Mr. Sunil Duggal 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 managerial personnel as calculated in accordance with Section 197 and 198 of the Companies Act, 2013 or any amendment thereto or any other provision as may be applicable.

Mr. Sunil Duggal does not belong to the promoters family. Besides, he is not related to any other director of the Company in terms of Section 2(77) of the Companies Act, 2013.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on 5th May, 2015 approving the aforesaid proposal along with other documents is

available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mr. Sunil Duggal is interested in this resolution which pertains to his re-appointment and remuneration payable to him.

Save and except the above, none of the other Directors

or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR JULY 21, 2015

Name of the Director	Mr. Amit Burman	Mr. Saket Burman	Mrs. Falguni Sanjay Nayar	Mr. Sunil Duggal
Date of birth	16.07.1969	10.03.1977	19.02.1963	17.07.1957
Date of Appointment	01.11.2001	31.01.2012	28.07.2014	31.07.2000
Qualification	MBA, Cambridge University, England	BBA in Marketing and Finance from the University of Wisconsin, Madison	MBA (IIM, Ahmedabad)	BE, MBA (IIM, Kolkata)
Expertise in specific functional area	He is responsible for the growth of foods business of the Company which under his dynamic leadership has achieved a phenomenal growth. He has got rich experience in Foods Business.	He has started up a number of companies in different industries in the UAE. He also serves as a member or as an advisor on a number of entrepreneurial and angel investing groups.	Mrs. Nayar has a wide and varied experience in investment banking. She was the Managing Director and CEO of Kotak Investment Bank from 2006 to 2012. She is also the founder and CEO of Nykaa, which is an on-line shopping website. She was recognized as Top Woman in Business by Business Today in 2009 and 2011. She has also received FICCI Ladies Organization Award for Top Woman Achiever in the field of banking in 2008.	He served as GM-Sales & Marketing in Wimco Ltd. and then moved to Pepsi Foods Ltd. in 1994 as GM-Sales & Marketing before joining Dabur in 1995. He played a key role in redefining Sales & Marketing function at Dabur and making it more efficient and is at the helm of affairs at Dabur as CEO since 2001.
List of public companies in which outside directorship held (including foreign Companies)	1. QH Talbros Limited 2. PVR Limited 3. H & B Stores Limited 4. Jetage Infrastructure Limited 5. Talbros Automotive Components Ltd. 6. Micromax Informatics Limited 7. Dabur International Limited 8. Hobi Kozmetik 9. Dermoviva Skin Essentials Inc.	1. Dabur International Limited 2. Dabur Egypt Limited	1. Tata Motors Limited 2. ACC Limited 3. Aviva Life Insurance Co. India Ltd.	1. H & B Stores Limited 2. Dabur International Limited 3. Hobi Kozmetik 4. African Consumer Care Limited 5. Dabur Tunisie 6. Dermoviva Skin Essentials Inc. 7. Dabur (Lanka) Private Limited 8. Dabur Consumer Care Private Ltd. 9. Asian Consumer Care Private Ltd. 10. Dabur Nepal Private Limited
Chairman/ Member of the Committee of Board of Directors of public Companies	Audit Committee ◆ Talbros Automotive Components Ltd. ◆ QH Talbros Limited ◆ PVR Ltd. ◆ Micromax Informatics Ltd. Nomination & Remuneration Committee ◆ Talbros Automotive Components Ltd. ◆ QH Talbros Limited ◆ PVR Ltd. ◆ Micromax Informatics Ltd. CSR Committee ◆ Talbros Automotive Components Ltd. ◆ QH Talbros Limited ◆ Micromax Informatics Ltd. Stakeholders Relationship Committee ◆ Talbros Automotive Components Ltd.	-	Audit Committee ◆ Tata Motors Limited ◆ Aviva Life Insurance Co. India Ltd. CSR Committee ◆ Tata Motors Limited ◆ ACC Limited Stakeholders Relationship Committee ◆ Tata Motors Limited Risk Management Committee ◆ ACC Limited	-
Shareholding in the Company	Nil	Nil	Nil	38,40,000 equity shares of Re.1/- each

Abridged Management Discussion & Analysis

(Statement containing salient features)

The dark clouds seemed to have finally lifted and the Indian Economy appeared in a brighter spot towards the close of the 2014-15 fiscal. From almost staring at a macro-economic crisis at the beginning of the fiscal year, aggravated by double-digit Inflation, severe dip in investor confidence and a weak Rupee, the tide changed with the emergence of political stability at the centre that brought back the bulls into the stock markets, hinting the emergence of stability. The general mood too turned upbeat as economic reforms got a push.

According to an update of its World Economic Outlook by International Monetary Fund (IMF), India is set to become the world's fastest-growing major economy ahead of China, in the next couple of years. India is expected to grow at 7.5% in 2015 and 2016 as per recent updates issued by IMF.

If fiscal 2013-14 was considered a tough year for Indian consumer sector, it only worsened in 2014-15. Though the emerging trends did indicate that the growth deceleration has bottomed out, it was still too early to detect any signs of a recovery. According to The Nielsen Company, FMCG sector growth rates slipped further to low single digits around the middle of fiscal 2014-15. With growth rates beginning to inch up marginally towards the end of the fiscal, the sector is expected to stage a recovery in the coming quarters.

DABUR PERFORMANCE OVERVIEW

Dabur India Ltd. braved the macro headwinds and overall slowdown in market to deliver a steady growth in Sales and Profit during the 2014-15 financial year. The Company achieved sales of Rs.7806.4 crores during the full year. Net Profit for the fiscal crossed the Rs 1,000 Crore mark to end the year at Rs 1,065.8 Crore.

Reaping the benefits of its distribution enhancement initiatives and strong investment behind its brand, Dabur reported good growth momentum across its key categories and geographies with both the Domestic FMCG business and the International Business reporting a steady volume driven growth despite the challenging external environment.

STRATEGIC BUSINESS UNITS

Our business structure today stands as below:

- **Consumer Care Business** incorporating the Health Care, Home & Personal Care (HPC) and Foods verticals, accounts for 66% of consolidated sales.
- **International Business** includes Dabur's organic overseas business as well as the acquired entities of Hobi Group and Namaste Laboratories LLC. This vertical now accounts for 31% of Dabur's consolidated sales.

CONSUMER CARE BUSINESS

The Consumer Care Business at Dabur includes Health Care (HC), Home and Personal Care (HPC) and Foods. The business achieved growth of 12.5% during 2014-15.

Healthcare

Dabur's Health Care (HC) vertical comprises Health Supplements, Digestives, OTC and Ayurvedic Ethical Products. This vertical contributed 34% to Consumer Care sales during 2014-15.

Health Supplements

Dabur's Health Supplements portfolio which accounts for 18.4% of Consumer care comprises of three key brands - Dabur Chyawanprash, Dabur Honey and Dabur Glucose. The fiscal 2014-15 saw Dabur roll out a series of new communication campaigns and consumer activations, both on-ground and in the virtual world, which helped this category end the year with a strong 14% growth.

Digestives

The Digestives franchise comprising mainly of Hajmola and Pudina Hara grew 11.5% this year. Sales for the Digestives Category accounted for 6.2% of the Consumer Care Business. The Hajmola franchise performed well during fiscal 2014-15 with the extension of the brand into Hajmola Chuzkara and Hajmola Chatpat.

OTC & Ethical Products

Dabur's OTC & Ethicals portfolio, comprising products like Dabur Lal Tail, Honitus, Janam Ghunti, Dashmularishta, Ashokarishta and other Ayurvedic medicines contributed to 9.2% of the Consumer Care Business and ended the year 2014-15 with 7.3 % growth.

Ayurveda is a core philosophy of Dabur's business and the Company has been promoting and marketing a wide range of healthcare products based upon this age-old system. Dabur also put in place a series of initiatives to educate people about the Dabur's Ayurvedic range and to propagate messages on the Ayurvedic way of life to manage health and diseases.

Home & Personal Care

The Home & Personal Care (HPC) vertical includes Hair Care (Hair Oils and Shampoos), Oral Care, Skin Care and Home Care and accounts for nearly 48% of the total Consumer Care Business.

Hair Care

Our Hair Care portfolio comprises a range of hair oils and shampoos. This segment posted 10.3% growth in FY 2014-15 and contributed 22.8% to the Consumer Care business. Dabur's presence in the hair oil market was further strengthened with the launch of an Ayurvedic therapeutic hair oil, Dabur Keratex Hair Oil. The shampoo range under the brand Vatika continued to perform well in fiscal 2014-15 driven by the herbal proposition and a highly successful marketing campaign, Brave and Beautiful.

Oral Care

Dabur's Oral Care portfolio grew around 10% during fiscal 2014-15, and now accounts for 13.7% of Consumer Care Business. The portfolio comprises two key product categories - Toothpaste and Toothpowder.

Dabur's toothpaste portfolio grew by 14% during the fiscal with both Dabur Red and Meswak driving growth and gaining market share. In addition to the sustained media activity on the brands, Dabur rolled out a series of school contact programmes to increase oral hygiene awareness.

Skin Care

Dabur's Skin care business comprises three key brands - Fem, OxyLife and Gulabari. This segment accounts for 5.1% of the Consumer Care Business. The category reported 8.3% growth during fiscal 2014-15. A number of innovative consumer activations were rolled out during the year, which helped spread awareness about Dabur's beauty brands.

Home Care

Dabur's Home Care portfolio continued to deliver good growth and ended the year with 13.2% growth, contributing 6.1% to Consumer Care Business. The year 2014-15 saw the expansion of the Odomos range with the launch of several modern formats- Odomos Bands, Patches & Roll-On. The toilet cleaner brand Sanifresh performed well during the year, driven by a series of social initiatives and the launch of its mega drive '700 Se 7 Kadam'.

Foods

Dabur's Foods business had another fruitful year and ended with 20.2% growth contributing 18.5% to Consumer Care Business. Consumers are seeking wholesome and convenient solutions that provide the required nutrition. This is providing a fillip to the packaged fruit juice business where Dabur is the dominant player with its brands Réal and Réal Activ. Réal crossed the Rs 1,000 crore turnover mark (including its sales in overseas markets), becoming the youngest brand in Dabur to achieve this landmark.

INTERNATIONAL BUSINESS

The International Business recorded sales of Rs. 2422.6 Crore during fiscal 2014-15 implying growth of 7.6%.

Adverse currency movements and disturbances in a few geographies led to slightly lower growth as compared to last few years. The business follows a localised supply chain strategy whereby own manufacture facilities have been set up in each of our key markets such as UAE, Egypt, Nigeria, Tunisia, Turkey, Nepal, Bangladesh and Sri Lanka.

RETAIL BUSINESS - NewU

At the end of fiscal 2014-15, NewU's retail footprint stood at 62 stores across 27 cities. During the fiscal 2014-15, the Company successfully launched its franchisee model and added 7 franchisee stores.

The business witnessed sales growth of 27% during the year. A number of new international beauty brands were introduced through the NewU store network during the year. NewU continued its focus on bringing high quality products at reasonable price under its own brand names "NewU" and "Zensua".

SALES & DISTRIBUTION

Dabur's sales system has been refining the go to market strategies to sharpen the competitive edge, strengthening the field sales capability and keeping abreast with developments in technology.

Your Company embarked on a variety of initiatives during 2014-15. Project CORE completed the full year of roll out, giving dividends through enhanced reach of chemist outlets and greater thrust on OTC categories. A new initiative, Project 50/50 was launched during the year to enhance the field efficiencies and leverage the potential of Top 130 towns which contribute to 50% of urban consumption. Through 'Project Double' Dabur continued to increase the rural footprint. Dabur commenced E-Commerce with all key players across both marketplaces and the E Grocers.

OPERATIONS

Dabur today has manufacturing plants at 12 locations in India - Baddi (Himachal Pradesh), Pantnagar (Uttaranchal), Sahibabad (Uttar Pradesh), Alwar and Newai (Rajasthan), Katni and Pithampur (Madhya Pradesh), Narendrapur (West Bengal), Silvassa (Dadra and Nagar Haveli), Nasik (Maharashtra), Siliguri (West Bengal) and Jammu (J&K).

During the year, capacity of the Ras al Khaimah (RAK) Plant at UAE was enhanced from 42,000 MT to 44,500 MT per annum. In addition, manufacturing and packing facilities were set up for Fem hair removal creams and Namaste products. In Turkey, the Hobi Kozmetik Factory has been assessed and certified as meeting the requirements of Good Manufacturing Practices in accordance with ISO 22716:2007.

HUMAN RESOURCES

The Dabur family of over 6,000 employees across the globe is our most valuable asset and the foundation of our success. During fiscal 2014-15, Dabur worked towards accelerating employee career development in several ways, besides creating an environment where people feel valued and included.

We focused on various strategic learning programmes, employee engagement and health management initiatives to aid overall professional and personal development of our employees.

FINANCIAL REVIEW

The highlights of Dabur India Ltd's performance during fiscal 2014-15 on a consolidated basis are:

- Net Sales grew by 10.7% to Rs.7,806.4 crores in fiscal 2014-15 from Rs.7,054.1 crores in fiscal 2013-14.
- Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) increased by 14.5% to Rs.1,474.5 crores in fiscal 2014-15 from Rs.1,287.9 crores in fiscal 2013-14.
- Profit After Tax (PAT) increased to Rs.1,065.8 crores in 2014-15, up 16.6% from Rs.913.9 crores in 2013-14.
- Diluted Earnings Per Share (EPS) increased to Rs.6.03 in 2014-15 from Rs.5.21 in 2013-14.

OPPORTUNITIES AND THREATS

With rising income levels, increasing workforce, changes in lifestyle and cultural patterns and younger consumers starting to consume FMCG products, the markets are slated to grow at a steady pace for the next decade. Dabur is capturing these opportunities through continuous evolution of its product range to cater to youth as well as older population, deepening its distribution network and reach, creating awareness about its products through judicious use of media and other consumer connect activities and leveraging new age channels such as E commerce and digital media.

A delayed pick up in macro economic indicators, emergence of inflationary conditions, volatility in currency and unfavourable weather patterns are some of the threats to the Company's prospects.

OUTLOOK

Going forward, the Company expects a steady pick up in the FMCG categories helped by an improvement in GDP growth, rise in employment and increase in disposable incomes.

Landscape changing technologies, rise of organized retail, and emerging E-Commerce platforms are changing the overall environment. Dabur plans to continue to tap the opportunities in its segments by launching innovative products and use technology to generate efficiencies across its business.

INTERNAL CONTROL SYSTEMS

The Company has an elaborate internal control system which monitors compliance to internal processes. It ensures that all transactions are authorised, recorded and reported correctly. The Company's internal control system comprises audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from PricewaterhouseCoopers Private Limited / Price Waterhouse & Co. Private Limited, LLP, the Internal Auditors and various transaction auditors.

RISK MANAGEMENT

Business risks exist for any enterprise having national and international exposure. Dabur also faces some such risks, the key ones being a longer than anticipated delay in economic revival, unfavourable exchange rate fluctuations, emergence of inflationary conditions, rise in counterfeits and look alikes and any unexpected changes in regulatory framework.

The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Dabur's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations.

Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downward trend in the FMCG industry, rise in input costs, exchange rate fluctuations and significant changes in political and economic environment, environment standards, tax laws, litigation and labour relations.

Abridged Report on Corporate Governance

(Statement containing salient features)

Corporate Governance is the system by which corporate entities are directed and controlled. It provides the structure through which the company's objectives are set, and provides the means of attaining those objectives including monitoring of performance. It is the application of best management practices, compliance of law, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for the sustainable development of all stakeholders. The essence of good corporate governance includes, *inter alia*, transparency of corporate structures and operations, the accountability of managers and the board to shareholders, and corporate responsibility towards stakeholders.

Dabur beholds corporate governance measures as an integral part of business strategy which adds to considerable internal and external values and contributes to the business growth in ethical perspective. Besides complying with the prescribed corporate practices as per Clause 49 of the Listing Agreement in terms of revised dispensation, the Company has voluntarily adopted various practices of governance conforming to highest ethical and responsible standard of business, globally benchmarked.

During the FY 2014-15, the Institute of Company Secretaries of India (ICSI), in its ceremony for National award for excellence in Corporate Governance, certified Dabur India Ltd. as one of the "Best Governed Companies" of India.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports Dabur's compliance of Clause 49 of Listing Agreement highlighting its additional initiatives in line with international best practices.

CORPORATE GOVERNANCE PHILOSOPHY

Dabur's philosophy is to view corporate governance principles in true letter and genuine spirit rather than mere compliances of norms. Corporate Governance has been considered as a business strategy as this adds considerable value to the company both internally and externally. The corporate governance principles implemented by Dabur seeks to protect, recognize and facilitate shareholders rights and ensure timely and accurate disclosure to them. Ideal governance practices have rewarded the Company with improved share valuations, stakeholder's confidence, improved market capitalization, high credit ratings and various awards for brands, stocks, environmental protection, etc. These have helped Dabur to pay uninterrupted dividends to its shareholders.

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value. It's initiatives towards adhering to highest standards of governance include self governance, professionalization of the Board, fair and transparent processes and reporting systems and going beyond the mandated Corporate Governance code requirements of SEBI. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on.

BOARD OF DIRECTORS

Composition of the Board

As on March 31, 2015, Dabur's Board consists of 12 members. Besides the Chairman, a non-executive promoter director, the Board comprises of two executive directors, three non-executive promoter directors and six non-executive independent directors (including Mrs. Falguni Sanjay Nayar, a woman director, appointed as an additional director during the year). The composition of the Board as on March 31, 2015 is in conformity with Clause 49 of the Listing Agreement enjoining specified combination of executive and non-executive directors, with not less than 50 per cent of the Board comprising of non-executive directors and at least one-half comprising of independent directors for a Board chaired by non-executive promoter director.

Number of Board Meetings

Minimum four prescheduled Board meetings are held every year. Additional meetings are held to address specific needs of the Company. In case of any exigency/ emergency, resolutions are passed by circulation. During the financial year 2014-15 the board of directors met five times on- 29/04/2014, 28/07/2014, 15/09/2014, 3/11/2014 and 30/01/2015. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Clause 49 of the Listing Agreement.

Directors' Attendance Record and their other Directorships/ Committee memberships

As mandated by Clause 49, none of the director is a member of more than ten board level committees or chairman of more than five committees across companies in which he/she is a director.

Relevant details of the Board as on March 31, 2015 are given below:

Name of the Director	Category #	Attendance Particulars			No. of other Directorships and Committee memberships /chairmanships held*		
		Number of Board Meetings	Last AGM held on 22.07.2014		Other Directorships	Committee Memberships	Committee Chairmanships
		Held	Attended				
Anand C Burman (Dr.)	Chairman/PD/ NED	5	5	Yes	5	-	-
Amit Burman	Vice Chairman/ PD / NED	5	4	Yes	6	5	-
Mohit Burman	PD/NED	5	4	Yes	3	2	-
Saket Burman	PD/NED	5	5	Yes	-	-	-
P D Narang	ED	5	5	Yes	3	2	-
Sunil Duggal	ED	5	5	Yes	1	-	-
P N Vijay	ID	5	5	Yes	2	1	-
R C Bhargava	ID	5	4	No	7	3	4
S Narayan (Dr.)	ID	5	5	Yes	5	1	-
Ajay Dua (Dr.)	ID	5	4	No	2	1	-
Sanjay Kumar Bhattacharyya	ID	5	5	Yes	4	4	2
Albert Wiseman Paterson ^A	ID	2	-	No	-	-	-
Falguni Sanjay Nayar ^B	ID	4	3	NA	3	3	-

#PD – Promoter director; NED – Non-Executive director; ID – Non-Executive Independent director; ED – Executive director

*1. Excluding private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013.

2. Only two committees viz. the Audit committee and the Stakeholders Relationship committee are considered.

A. Mr. Albert Wiseman Paterson resigned from the office of Director of the Company with effect from 08.09.2014.

B. Mrs. Falguni Sanjay Nayar was appointed as an Additional Director on the Board of the Company with effect from 28.07.2014.

Limit on the number of Directorships

In compliance with Clause 49 of the Listing Agreement, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 Listed Companies or in case he/she is serving as a Whole-Time Director in any Listed Company, does not hold such position in more than 3 Listed Companies.

Shareholding of Non-Executive Directors

Dr. Anand C Burman, non-executive promoter director is holding 660000 equity shares of Re.1/- each in the Company. None of the other non-executive directors hold any shares in the Company.

Independent Directors

As mandated by Clause 49, the Independent directors on Dabur's Board meet the criteria of independance as per Clause 49(II)(B) of the Listing Agreement with Stock Exchanges.

Maximum Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company (except Mrs. Falguni Sanjay Nayar) is for a term of 5 consecutive years from the date of last AGM held on 22.7.2014 upto the conclusion of AGM to be held in the Calendar Year 2019.

The tenure of Mrs. Falguni Sanjay Nayar, whose appointment is being proposed for approval of shareholders in the ensuing AGM, if appointed, shall be retrospectively from the commencement of her appointment as an Additional Director of the Company i.e. 28.07.2014 upto the conclusion of AGM to be held in the Calendar Year 2019 or 27.07.2019, whichever is earlier.

Formal Letter of appointment to Independent Directors

In accordance with Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to all the Independent Directors.

The terms and conditions of their appointment have also been disclosed on the website of the Company- www.dabur.com.

Performance evaluation of Independent Directors

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

In compliance with Clause 49 of the Listing Agreement, the performance evaluation of all the Independent Directors have been done by the entire Board, excluding the director being evaluated.

On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

Separate Meeting of the Independent Directors

The Independent Directors of the Company met separately on 24th March, 2015 without the presence of Non-Independent Directors and the members of management. The meeting was attended by all the Independent Directors except Mrs. Falguni Sanjay Nayar who could not attend the meeting. The meeting was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. In accordance with the Listing agreement, following matters were, *inter alia*, discussed in the meeting:

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programme for the Independent Directors

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with senior management personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company at www.dabur.com and the weblink thereto is <http://www.dabur.com/en/investors1/FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf>

Information Supplied to the Board

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information. Since the year 2011-12, as a part of green initiative, the Company is holding and convening its Board (including Committee) meetings on I-pad, in paperless form. All agenda papers are uploaded in a web based programme

for information, perusal and comments, etc. of the Board/ Committee members.

All information including, *inter alia*, the information required under Clause 49 of the listing agreement is regularly provided to the Board, as part of the **agenda papers at least 2 weeks in advance** of the Board meetings.

Post Meeting follow up system: The Company has an effective post board meeting follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

The Board has established procedures to periodically review compliance report of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance.

Succession Plan: The Board of Directors has satisfied itself that plans are in place for orderly succession for appointment to the Board and to senior management.

Roles and Responsibilities of Board Members

Dabur India Limited has laid down a clear policy defining the structure and role of Board members. The policy of the Company is to have a non-executive Chairman – presently Dr. Anand C Burman, a Chief Executive Officer (CEO) – presently Mr. Sunil Duggal, and an optimum combination of executive and non executive promoter/ independent directors. The duties of Board members as a director have been enumerated in Section 166 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and additionally as Independent Directors as mentioned in Schedule IV of the said Act. There is a clear demarcation of responsibility and authority amongst the Board Members.

- **The Chairman:** His primary role is to provide leadership to the Board in achieving goals of the Company in accordance with the charter approved by the Board. He is responsible for transforming the Company into a world-class organization that is dedicated to the well-being of each and every household, not only within India but across the globe, apart from leaving a fortunate legacy to posterity. Also, as the Chairman of the Board he is responsible for all the Board matters. He is responsible, *inter-alia*, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of directors. His role, *inter alia*, includes:

- Provide Leadership to the Board & preside over all Board & general meetings.

- Achieve goals in accordance with Company's overall vision.
 - Ensure that Board decisions are aligned with Company's strategic policy.
 - Oversee and evaluate the overall performance of Board and its members.
 - Ensure to place all relevant matters before the Board and encourage healthy participation by all directors to enable them to provide their expert guidance.
 - Monitor the core management team.
- **The CEO and Executive Directors** are responsible for implementation of corporate strategy, brand equity planning, external contacts and other management matters which are approved by the Board. They are also responsible for achieving the annual and long term business plans. Their role, *inter alia*, includes:
 - Crafting of vision and business strategies of the Company.
 - Clear understanding and accomplishment of Board set goals.
 - Responsible for overall performance of the Company in terms of revenues & profits and goodwill.
 - Acts as a link between Board & Management.
 - Ensure compliance with statutory provisions under multiple regulatory enactments.
 - **Non-Executive Directors (including Independent Directors)** play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc. Their role, *inter alia*, includes:
 - Impart balance to the board by providing independent judgement.
 - Provide feedback on Company's strategy and performance.
 - Provide effective feedback and recommendations for further improvements.

Board Membership Criteria

The Nomination and Remuneration Committee in consultation with directors/ others determine the appropriate characteristics, skills and experience for the Board as a whole, as well as its individual members. The selection of Board members is based on recommendations of the Nomination and Remuneration Committee.

The skill profile of independent board members is driven by the key performance indicators defined by the Board, broadly based on:

- Independent corporate governance
- Guiding strategy and enhancing shareholders' value
- Monitoring performance, management development & compensation
- Control & compliance

The constitution of the Board is as follows:

A promoter non executive Chairman

Three promoter family members

Two executive members

Six non executive independent directors (including a woman director) constituting at least 50% of the Board

The matrix below highlights the skills and expertise required from individuals for the office of independent directors of the Company.

Key Skill Area	Essential	Desirable
Strategy/Business Leadership	2-3 years experience as a CEO, preferably of an MNC in India	FMCG experience
Corporate Strategy Consultant	Consultant/Academician with experience in FMCG Industry and business strategy	Basic understanding of Finance
Sales and Marketing Experience	At least 10 years experience in sales and marketing Good understanding of commercial processes 2-3 years as head of sales or marketing	Experience with FMCG or other consumer products
Corporate law	Expert knowledge of Corporate Law	Experience in trade/ consumer related laws
Finance	At least 5 years as a CFO or as head of a merchant banking operation	FMCG experience
Trade Policy & Economics	Expert Knowledge of Trade & Economic Policies	FMCG experience
Administration & Government Relations	Retired Bureaucrat	Basic understanding of Finance and Business
Ayurvedic Specialist	Ayurvedic doctor with a minimum of 20 years experience as a practitioner/researcher	Basic understanding of Finance and Business

Expertise for other directors could be based on the Company's priority at a particular time viz:

- Knowledge of export markets that Dabur is focusing on;
- Expertise in commodity procurement.

Remuneration paid to Directors

Details of remuneration paid to directors for the financial year 2014-15 is as under:

Name of the Director	Sitting Fees	Salary & Perquisites	Superannuation Fund	Commission	Total
Anand C Burman (Dr.)	0	0	0	0	0
Amit Burman	0	0	0	0	0
Mohit Burman	0	0	0	0	0
Saket Burman	0	0	0	0	0
P D Narang	0	7,12,46,401	35,98,299	0	7,48,44,700
Sunil Duggal	0	7,10,18,567	34,68,865	0	7,44,87,432
P N Vijay	13,05,000	0	0	0	13,05,000
R C Bhargava	10,00,000	0	0	0	10,00,000
S Narayan (Dr.)	12,45,000	0	0	0	12,45,000
Ajay Dua (Dr.)	10,90,000	0	0	0	10,90,000
Sanjay Kr Bhattacharyya	11,60,000	0	0	0	11,60,000
Albert Wiseman Paterson	0	0	0	0	0
Falguni Sanjay Nayar (Mrs.)	3,00,000	0	0	0	3,00,000
Total	61,00,000	14,22,64,969	70,67,163	0	15,54,32,132

Perquisites include performance linked incentives which are payable to the executive directors as employees of the Company as per Company policy.

During the FY 2014-15, the Company did not advance any loan to any of its Directors.

2340000 stock options were granted each to Mr. P D Narang and Mr. Sunil Duggal during the year. Out of the stock options granted during the earlier years, Mr. P D Narang and Mr. Sunil Duggal have exercised 1526664 and 1676664 stock options, respectively, and were allotted equivalent number of shares.

Pursuant to the approval of shareholders in the annual general meetings held on September 9, 1998 and subsequently on September 5, 2002, July 13, 2007, August 31, 2010 and July 17, 2012 in addition to the above remuneration, certain directors are entitled to post separation fee, as contained in the resolution passed in the aforesaid meeting, on cessation of their employment and directorship with the Company. The notice period for the two executive directors, namely Mr. P D Narang and Mr. Sunil Duggal, is of three months.

Fees and compensation, if any, paid to any non-executive director, including independent director, is fixed by the Board of directors and is previously approved by the shareholders at the general body meeting. Further, the Independent Directors are not entitled to any stock options.

CODE OF CONDUCT

Commitment to ethical professional conduct is a must for every employee, including Board members and senior

management personnel of Dabur. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the Company www.dabur.com. All Board members and senior management personnel affirm compliance with the Code of Conduct annually. A declaration signed by the Chief Executive Officer (CEO) to this effect is placed at the end of this report.

COMMITTEES OF THE BOARD

Dabur has five Board level committees:

- Audit committee,
- Nomination and Remuneration committee,
- Corporate Social Responsibility committee,
- Risk Management committee, and
- Stakeholders Relationship committee.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various committees. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below.

A. AUDIT COMMITTEE

Composition

As on March 31, 2015, the Audit committee comprises of 5 independent directors, namely Mr. P N Vijay (Chairman), Mr. R C Bhargava, Dr. S Narayan, Dr. Ajay Dua, and Mr. S K Bhattacharyya.

Meetings and Attendance

During the financial year 2014-15, the Audit Committee met 7 times on 29.04.2014, 22.05.2014, 28.07.2014, 15.09.2014, 3.11.2014, 22.12.2014 and 30.01.2015. The time gap between any two meetings was less than four months.

The details of attendance of Audit committee meetings are as under:

Name of the Member	Category#	Status	No. of Meetings	
			Held	Attended
Mr. P N Vijay	ID	Chairman	7	7
Mr. R C Bhargava	ID	Member	7	6
Dr. S Narayan	ID	Member	7	7
Dr. Ajay Dua	ID	Member	7	6
Mr. S K Bhattacharyya	ID	Member	7	6

#ID – Independent Director

The director responsible for the finance function, the head of internal audit and the representative of the statutory auditors, internal auditors and cost auditors are permanent invitees to the Audit committee. Mr. A K Jain, Vice President (Finance) & Company Secretary, is Secretary to the committee.

All members of the Audit committee have accounting and financial management expertise. The Chairman of the committee attended the AGM held on July 22, 2014 to answer shareholders' queries.

The powers and roles of the Audit committee are in accordance with Clause 49(III)(C) and (D) of the Listing Agreement with stock exchanges.

Dabur has systems and procedures in place to ensure that the Audit committee mandatorily reviews the information mentioned in Clause 49(III)(E) of the Listing Agreement.

B. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the erstwhile Remuneration cum Compensation Committee and the Nomination Committee of the Company were merged to constitute the "Nomination and Remuneration Committee" with effect from 29th April, 2014.

Composition

As on March 31, 2015, the Nomination and Remuneration Committee comprises of 4 directors, namely Dr. S Narayan (Chairman), Mr. P N Vijay, Dr. Anand C Burman and Mr. Amit Burman.

Meetings and Attendance

During the financial year 2014-15, the Nomination and Remuneration Committee met 3 times on 29.04.2014, 28.07.2014 and 30.01.2015.

The details of attendance of the Nomination and Remuneration Committee meetings are as under:

Name of the Member	Category#	Status	No. of Meetings	
			Held	Attended
Dr. S Narayan	ID	Chairman	3	3
Mr. P N Vijay	ID	Member	3	3
Dr. Anand C Burman	PD/NED	Member	3	3
Mr. Amit Burman	PD/NED	Member	3	2

#ID – Independent Director; PD – Promoter Director; NED – Non-Executive Director

Mr. P N Vijay, then Chairman of the committee attended the AGM held on July 22, 2014 to answer shareholders' queries.

The roles and responsibilities of the committee include, *inter alia*, matters mentioned in Clause 49(IV)(B) of the Listing Agreement with stock exchanges.

Remuneration Policy

The remuneration paid to executive directors of the Company is approved by the Board of directors on the recommendations of the Nomination and Remuneration Committee. The Company's remuneration strategy is market-driven and aims at attracting and retaining high calibre talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

1. Non-Executive Directors (including Independent Directors)

Besides sitting fees, the non-executive directors are also entitled to commission out of the profits of the Company, at a rate not exceeding 1% of the net profits per annum of the Company, calculated in accordance with the provisions of sections 196, 197 and 198 of the Companies Act, 2013, as approved by the Board and within the overall limits prescribed by the Companies Act, 2013.

2. Executive Directors

Remuneration of the executive directors consists of a fixed component and a variable performance incentive. The Nomination and Remuneration Committee makes annual appraisal of the performance of the executive

directors based on a detailed performance evaluation, and recommends the compensation payable to them, within the parameters approved by the shareholders, to the Board for their approval.

In accordance with the relevant provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, the following Policies/ Framework have been adopted by the Board upon recommendation of the Nomination and Remuneration Committee:

1. Remuneration Policy relating to remuneration of Directors, Key Managerial Personnel and other employees.
2. Framework for evaluation of the Board, its committees and individual Board members including Independent Directors.
3. Policy on appointment of Board Members.

The Remuneration Policy and the evaluation criteria have been disclosed in the Director's Report which forms part of the Annual Report.

C. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition

As on March 31, 2015, the Corporate Social Responsibility (CSR) committee consists of 4 members, namely Dr. Ajay Dua (Chairman), Mr. P D Narang, Mr. Sunil Duggal and Mr. S K Bhattacharyya.

Meetings and Attendance

During the financial year 2014-15 the committee met 4 times on 29.04.2014, 28.07.2014, 3.11.2014 and 30.01.2015. The details of attendance of committee meeting are given below:

Name of the Member	Category#	Status	No. of Meetings	
			Held	Attended
Dr. Ajay Dua	ID	Chairman	4	3
Mr. P D Narang	ED	Member	4	4
Mr. Sunil Duggal	ED	Member	4	4
Mr. S K Bhattacharyya	ID	Member	4	4

#ID – Independent Director; ED – Executive Director

The role of the CSR committee is as under:

- a. Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with the Companies Act, 2013 and rules thereunder.
- b. Recommend the amount of expenditure to be incurred on the activities as above, and
- c. Monitor the CSR Policy of the Company from time to time.

The Company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013.

CSR Policy of the Company

The CSR activities shall be focused not just around the plants and offices of the company, but also in other geographies based on the needs of the communities. The four key focus areas where special Community Development programmes would be run are:

1. Eradicating hunger, poverty and malnutrition;
2. Promoting Health care including preventive health care;
3. Ensuring environmental sustainability;
4. Employment and livelihood enhancing vocational skills and projects.

The formal CSR policy of the Company is available on the website of the Company www.dabur.com at the weblink <http://www.dabur.com/AboutDabur-CSR-Policy>

D. RISK MANAGEMENT COMMITTEE

Composition

The Risk Management Committee has been constituted by the Board of directors on July 9, 2014. As on March 31, 2015, the Committee consists of 5 members, namely Mr. Amit Burman (Chairman), Mr. P D Narang, Mr. Sunil Duggal, Mr. Lalit Malik and Mr. A K Jain.

Meetings and Attendance

During the financial year 2014-15 the committee met 3 times on 9.07.2014, 9.10.2014 and 7.01.2015.

Name of the Member	Category#	Status	No. of Meetings	
			Held	Attended
Mr. Amit Burman*	PD/NED	Chairman	1	1
Mr. Sunil Duggal	ED	Member	3	3
Mr. P D Narang	ED	Member	3	3
Mr. Jude Magima*	Sr.ED-Op.	Member	2	2
Mr. A Sudhakar*	Sr.ED-HR.	Member	2	2
Mr. George Angelo*	ED-Sales	Member	2	2
Mr. Lalit Malik	CFO&JCRO	Member & JCRO	3	3
Mr. A K Jain	VP(Fin.)&CS& JCRO	Member & JCRO	3	3

#PD – Promoter Director; NED – Non-Executive Director; ED – Executive Director; Sr.ED-Op. – Senior Executive Director-Operations; Sr.ED-HR – Senior Executive Director-Human Resource; JCRO – Joint Chief Risk Officer

*Mr. Amit Burman was appointed as a member of the Committee w.e.f. September 15, 2014.

*Mr. Jude Magima, Mr. A Sudhakar and Mr. George Angelo ceased to be members w.e.f. November 3, 2014.

The role of the committee is as under:

1. Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis.
2. To update Risk Register on quarterly basis.

3. To review critical risks identified by Joint Chief Risk Officer(s) and Management Committee on quarterly basis.
4. To report key changes in critical risks to the Board on quarterly basis.
5. To report critical risks to Audit Committee in detail on yearly basis.
6. To perform such other functions as may be deemed or prescribed fit by the Board.

E. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition

As on March 31, 2015, the Stakeholders Relationship committee consists of 4 members, namely Mr. P N Vijay (Chairman), Mr. Amit Burman, Mr. P D Narang and Dr. Ajay Dua.

Meetings and Attendance

During the financial year 2014-15 the committee met 4 times on 29.04.2014, 28.07.2014, 3.11.2014 and 30.01.2015.

The details of attendance of the committee meetings are given below:

Name of the Member	Category#	Status	No. of Meetings	
			Held	Attended
Mr. P N Vijay	ID	Chairman	4	4
Mr. Amit Burman	PD/NED	Member	4	4
Mr. P D Narang	ED	Member	4	4
Dr. Ajay Dua	ID	Member	4	3

#ID – Independent Director; PD – Promoter Director, NED – Non-Executive Director, ED – Executive Director

Mr. A. K. Jain, Vice President (Finance) and Company Secretary, is the Compliance Officer.

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non-receipt of dividend and other allied complaints.

The Committee performs the following functions:

- Transfer/ transmission of shares.
- Split up/ sub-division and consolidation of shares.
- Dematerialization/ rematerialization of shares.
- Issue of new and duplicate share certificates.
- Registration of Power of Attorneys, Probate, Letters of transmission or similar other documents.
- To open/ close bank account(s) of the Company for depositing share/ debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.

- To look into redressal of shareholders' and investors' complaints like transfer of shares, non- receipt of annual report, non- receipt of declared dividends, etc.
- Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

Investor Grievance Redressal

During the financial year 2014-15, 18 complaints were received all of which were attended and there were nil complaints pending as on 31.03.2015.

In order to provide efficient services to investors, and for speedy redressal of the complaints, the Committee has delegated the power of approving transfer and transmission of shares and other matters like split up / sub-division and consolidation of shares, issue of new certificates on re-materialization, sub-division, consolidation and exchange, subject to a maximum of 10000 shares per case and for dematerialization upto a maximum of 40000 shares per case, jointly to any two of Mr. A K Jain, Vice President (Finance) and Company Secretary, Mr. Praveen Mudgal, Joint Company Secretary and Mrs. Sarita Agrawal, Sr. Manager (Secretarial).

SUBSIDIARY COMPANIES - MONITORING FRAMEWORK

The Company monitors performance of its subsidiary companies, inter alia, by the following means:

- i. The Audit committee reviews financial statements of the subsidiary companies, along with investments made by them, on a quarterly basis.
- ii. The Board of directors reviews the Board meeting minutes and statements of all significant transactions and arrangements, if any, of subsidiary companies.

The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company- www.dabur.com at the weblink <http://www.dabur.com/en/investors1/Policy-material-subsiary.pdf>

(A subsidiary shall be considered as material if the investment of the Company in the subsidiary exceeds 20% of its consolidated net worth as per audited balance sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the company during the previous financial year)

Dabur does not have a material non-listed Indian subsidiary. [Under Clause 49 of the Listing Agreement, a "material non-listed Indian subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year].

MANAGEMENT

Management Discussion and Analysis

The abridged Annual Report has a chapter on abridged Management Discussion and Analysis, which forms part of this report.

DISCLOSURES

Related Party Transactions

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy has been disclosed on the website of the Company at www.dabur.com at the weblink <http://www.dabur.com/en/investors1/Policy-on-Related-Party-Transactions.pdf>

All Related Party Transactions are approved by the Audit Committee prior to the transaction. Related Party Transactions of repetitive nature are approved by the Audit committee on omnibus basis for one financial year at a time. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

During the Financial Year 2014-15, there were no such Related Party Transactions, either as per Companies Act, 2013 or Clause 49 of the Listing Agreement which were required to be approved by the Board of Directors or the Shareholders of the Company.

A confirmation as to material Related Party Transactions as per Clause 49 of the Listing Agreement, is also sent to the Stock Exchanges along with the quarterly compliance report on Corporate Governance.

Disclosures by Senior Management & Key Managerial Personnel

The senior management personnel make disclosures to the Board periodically regarding

- their dealings in the Company's shares, and
- all material financial and commercial and other transactions with the Company;

where they have personal interest, stating that the said dealings and transactions, if any, had no potential conflict with the interest of the Company at large.

The material, financial and commercial transactions where Key Management Personnel have personal interest forms part of the disclosure on related parties referred to in Notes to Annual Accounts, which was reported to the Board of Directors.

Disclosure of accounting treatment in preparation of financial statements

The Company has followed prescribed accounting standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

Details of non-compliance by the Company

Dabur has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Code for prevention of insider-trading practices

In compliance with the SEBI regulations for Insider Trading and the provisions of Companies Act, 2013, the Company has in place a comprehensive code of conduct for Prevention of Insider Trading, for its management and staff. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of Dabur, and cautioning them of the consequences of violations. The Vice President (Finance) and Company Secretary has been appointed as the Compliance Officer.

The Company has also formulated a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, which shall be applicable from 15th May, 2015.

Whistle-Blower Policy / Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and in line with the best international governance practices, Dabur has established a system through which directors, employees, business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all directors, employees, business associates have direct access to the Chairman of the Audit committee, and also to a three-member Direct Touch team established for this purpose. The Direct Touch team comprises one senior woman member so that women employees of the Company feel free and secure while lodging their complaints under the policy. The Whistle-Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website www.dabur.com at the weblink <http://www.dabur.com/en/investors1/Policies/Direct-Touch-2014.pdf>

The Audit committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis.

Prevention of Sexual Harassment Policy

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

Dividend Policy

To bring transparency in the matter of declaration of dividend and protect the interests of investors, Dabur has adopted a Dividend Policy which has been displayed on the Company's website, www.dabur.com.

CEO/ CFO certification

The CEO and CFO certification on the financial statements and the cash flow statement for the year is placed at the end of the report.

Legal Compliance Reporting

The Board of directors review in detail, on a quarterly basis, the report of compliance with respect to all applicable laws and regulations. The Company has developed a very comprehensive Legal Compliance Manual, which drills down from the CEO to the executive-level person (who is primarily responsible for compliance) within the Company. The process of compliance reporting is fully automated, using the e-nforce compliance tool. System-based alerts are generated until the user submits the monthly compliance report, with provision for escalation to the higher-ups in the hierarchy. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

SHAREHOLDERS

Appointment/Re-appointment of Directors

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Amit Burman and Mr. Saket Burman, Directors will retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment in accordance with the provisions of the said Act.

Further, Mr. Sunil Duggal was reappointed as a Whole-time Director of the Company for a period of 5 years w.e.f. 31st July, 2010 on the remuneration and other terms and conditions as approved by the members in the AGM of the Company held

on 31st August, 2010. As the existing tenure of Mr. Sunil Duggal as Whole time Director of the company will expire on 30th July, 2015 the Board of Directors of the Company in its meeting held on 5th May, 2015 has re-appointed him as a Whole time Director designated as Chief Executive Officer (CEO) of the Company for a further period of five years w.e.f. 31st July, 2015 on the remuneration and terms and conditions, as detailed in the Notice of AGM. The Nomination and Remuneration Committee of the Board in its meeting held on 5th May, 2015 has considered and recommended the aforesaid re-appointment of Mr. Sunil Duggal to the Board for their approval.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of directors of the Company had on 28th July, 2014 appointed Mrs. Falguni Sanjay Nayar as additional director in the category of non- executive independent director. Mrs. Nayar shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of director along with requisite deposit of Rupees one lakh.

The Board of Directors in their meeting held on 5th May, 2015 has recommended to re-appoint Mrs. Falguni Sanjay Nayar as Non-Executive Independent Director within the meaning of 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 commencing from the date of her appointment as additional director in the Company i.e. 28th July, 2014 upto the conclusion of AGM of the Company to be held in the calendar year 2019 or 27th July, 2019 whichever is earlier.

A brief resume of the Directors being appointed/ re-appointed, 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 furnished in the explanatory statement to the notice of the ensuing AGM.

Your Directors recommend their appointment /re-appointment at the ensuing AGM.

None of the Directors of the Company are related inter-se, in terms of section 2(77) read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

MEANS OF COMMUNICATION WITH SHAREHOLDERS

Financial Results: Dabur recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

Quarterly: The quarterly financial results are normally published in The Economic Times/Times of India/ Mumbai Mirror/ Navbharat Times/Hindustan Times/Hindustan newspapers. Details of publication of financial results for the year under review are given below:

Description	Date
Unaudited Financial Results for the quarter ended June 30, 2014	July 30, 2014
Audited Financial Results for the quarter/ half year ended September 30, 2014	November 5, 2014
Unaudited Financial Results for the quarter / nine months ended December 31, 2014	January 31, 2015
Audited Financial Results for the quarter/financial year ended March 31, 2015	May 7, 2015

Half Yearly Results: Audited financial results, for the half-year ended September 30, 2014 were sent electronically to all the shareholders possessing email ids. Shareholders who had not yet provided their email id's to the Company / its Registrar, are requested to do the same at the earliest.

Annual Report: Physical copy of the abridged Annual Report 2013-14, containing inter-alia, salient features of the audited Financial Statements, Director's Report (including Management Discussion and Analysis and Corporate Governance Report) was sent to all shareholders who had not registered their email ids for the purpose of receiving documents/ communication from the company in electronic mode.

Full version of the Annual Report for FY 2013-14 containing *inter-alia*, audited Financial Statements, Directors Report (including Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Report) was sent via email to all shareholders who have provided their email ids and is also available at the Company's website at www.dabur.com.

News Releases/ Presentations: Official press releases, presentations made to the media, analysts, institutional investors, etc. are displayed on the Company's website www.dabur.com

Website: The Company's website www.dabur.com contains a separate section 'Investor Centre' for use of investors. The quarterly, half yearly and annual financial results, official news releases and presentations made to institutional investors and to analysts are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website. Annual

Report of subsidiary companies are also posted on the website.

The Investor Centre Section provides information on various topics related to transfer of shares, dematerialization, nomination, change of address, loss of share certificates, dividend, etc. The details of unclaimed dividends upto the financial year ended 31.03.2014 are also available in the Investor Centre section, to help shareholders to claim the same. In addition various downloadable forms required to be executed by the shareholders have also been provided on the website.

Since last year, the Investor Centre section has also started providing on-line Annual Reports and Share price tools. Share price tools includes, *inter alia*, share graphs, historical share price data, share series and investment calculator.

Communication to shareholders on email: As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, ECS advices for dividends, etc. were sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ RTA. This helped in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

NEAPS (NSE Electronic Application Processing system), BSE Corporate Compliance & Listing centre, and Metropolitan Stock Exchange of india Ltd. (mSXI) Portal (Formerly known as MCX): NSE, BSE and mSXI have developed web based applications for corporates. Periodical compliances like Financial Results, Shareholding Pattern and Corporate Governance Report, etc are also filed electronically on NEAPS/ BSE Listing centre/ mSXI portal.

SCORES (SEBI complaints redressal system): SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The company and shareholder can seek and provide clarifications online through SEBI.

Exclusive email ID for investors: The Company has designated the email id investors@dabur.com exclusively for investor servicing, and the same is prominently displayed on the Company's website www.dabur.com.

INVESTOR RELATIONS

Investor Relations (IR) at Dabur aims at providing accurate, transparent and timely information to the investors and serve as a bridge for two-way communication. The investor meetings and interactions act as a channel of two way communication and the investors' feedback is given

due consideration by the Company's management. There is a conscious effort towards effective dissemination of information to the financial community and shareholders to enable them to make a well considered decision.

The IR strive towards a diverse shareholder base in terms of investment horizon, investment style and geographical location. It frequently participates in investor meetings throughout the year, including conferences arranged by brokerage houses.

Analyst meetings and conference calls are periodically arranged by the Company to discuss quarterly financial performance and material business events and these are simultaneously broadcast over the Internet or via telephone conference call.

GENERAL BODY MEETINGS

Details of the last three general body meetings held are given below:

Financial Year	Category	Location of the meeting	Date & Time	No. of Special Resolutions Passed
2011-12	AGM	Air Force Auditorium, Subroto Park, New Delhi-110010	July 17, 2012, 11.00 AM	2
2012-13	AGM	Same as above	July 17, 2013, 11.00 AM	1
2013-14	AGM	Same as above	July 22, 2014, 11.00 AM	10

Postal Ballot

During the year under review, in pursuance of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, postal ballot was conducted (including e-voting) seeking approval of shareholders by way of special resolution for authorizing the Board of Directors u/s 186 of the Companies Act, 2013 for giving any loan, guarantee or security in connection with a loan to any person or other body corporate and acquisition of securities of any other body corporate, upto Rs. 4000 crores which is exceeding the permissible limits specified in the Companies Act, 2013.

The voting (including e-voting) was available from 9 am on 19.02.2015 to 6 pm on 20.03.2015. The cut off date for the purpose of voting was 30.01.2015.

Mr. V K Jhalani, Chartered Accountant in practice, was appointed as scrutinizer for conducting the postal ballot process. He reported the vote count on March 25, 2015.

The result of the postal ballot was announced on March 26, 2015 by posting the same on the website of the Company at www.dabur.com and karvy's evoting website at <https://www.evoting.karvy.com> and also displaying at the registered office of the Company situated at 8/3, Asaf Ali Road, New Delhi – 110002. The same was simultaneously

also disseminated to the Stock Exchanges on which the shares of the Company was listed.

The Result of the Postal Ballot is given below:

Particulars	No. of members who voted through electronic voting system & physical postal ballot forms	Number of votes cast by them	* % of total paid up equity share capital
Total votes casted	2344	1548702855	88.17
Less: Invalid votes	44	1285279	0.07
Net valid votes casted	2300	1547417576	88.10

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

i. Voted '**IN FAVOUR**' of the resolution:

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

ii. Voted '**AGAINST**' the resolution:

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

iii. Votes '**INVALID**':

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

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

The Chairman after receiving the result announced that the Special Resolution in pursuance of Section 186 of the Companies Act, 2013 has been duly passed with requisite majority and directed that the aforesaid result along with the resolution be recorded in the minute book meant for recording the proceedings of general meetings of members.

Currently, no resolution is proposed to be passed through postal ballot. However, if required, the same may be passed in compliance of provisions of Companies Act, 2013, Listing Agreement or any other applicable laws.

COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all applicable mandatory requirements of Clause 49 of the Listing Agreement.

ADOPTION OF NON-MANDATORY REQUIREMENTS

1. Maintenance of the Chairman's Office

The Company maintains the office of non-executive Chairman and provides for reimbursement of expenses incurred in performance of his duties.

2. Shareholders Rights

Half yearly Audited financial statements or results are sent electronically to all shareholders possessing email ids, in the month of November every year. The same is also uploaded on the Company's website www.dabur.com

3. Audit Qualifications

The Auditors have raised no qualifications on the financial statements of the Company.

4. Separate posts of Chairman and CEO

Separate persons have been appointed by the Company to the post of Chairman and CEO.

5. Reporting of Internal Auditors

The Internal Auditors of the Company report directly to the Audit Committee.

2014-15 has been recommended by the Board of Directors to shareholders for their approval.

Dates of Transfer of Unclaimed Dividend

Pursuant to Section 205A of the Companies Act, 1956, unclaimed dividend for the financial year 2006-07 (interim II) and 2007-2008 (Interim) had been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. Further, unclaimed dividend for the financial year 2006-07 (final) pertaining to erstwhile Femcare Pharma Limited (FEM), now merged with the Company, has also been transferred by the Company to IEPF. The dividends for following years, which remain unclaimed for seven years from the date it is lying in the unpaid dividend account will be transferred to IEPF in accordance with the schedule given below. Shareholders who have not encashed their dividend warrants relating to the dividends specified below are requested to immediately send their request for issue of duplicate warrants. The details of unclaimed dividends upto the financial year ended 31.03.2014 are also available on the website of the Company www.dabur.com. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

ADDITIONAL SHAREHOLDER INFORMATION

Company Registration Details

The Company is registered in New Delhi, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L24230DL1975PLC007908.

Annual General Meeting

Date: 21st July, 2015

Time: 11:00 AM

Venue: Air Force Auditorium, Subroto Park, New Delhi - 110010

Financial Calendar

Financial year: April 1 to March 31

For the financial year ended March 31, 2015, results were announced on:

- First Quarter: 28th July, 2014
- Half Yearly: 3rd November, 2014
- Third Quarter: 30th January, 2015
- Fourth Quarter and Annual: 5th May, 2015

For the financial year ending March 31, 2016, results will be announced by:

- First Quarter: 29th July, 2015 (tentative)
- Half Yearly: 28th October, 2015 (tentative)
- Third Quarter: 28th January, 2016 (tentative)
- Fourth Quarter and Annual: 28th April, 2016 (tentative)

Book Closure

The dates of Book Closure are from the 1st day of July, 2015 to the 8th day of July, 2015 inclusive of both days.

Dividend Payment

Interim dividend of Rs.1.25 per equity share was paid on September 25, 2014 for the financial year 2014-15. Final Dividend of Rs.0.75 per equity share for the financial year

Dividends declared in the past

Financial year	Type of dividend	Dividend rate %	Date of declaration	Due date for transfer to IEPF
2007-08	Final	75	10/07/2008	16/08/2015
2007-08	Final (pertaining to FEM)	70	30/09/2008	06/11/2015
2008-09	Interim	75	28/01/2009	05/03/2016
2008-09	Final	100	15/07/2009	21/08/2016
2009-10	Interim	75	26/10/2009	02/12/2016
2009-10	Final	125	31/08/2010	05/10/2017
2010-11	Interim	50	27/10/2010	02/12/2017
2010-11	Final	65	15/07/2011	20/08/2018
2011-12	Interim	55	31/10/2011	06/12/2018
2011-12	Final	75	17/07/2012	22/08/2019
2012-13	Interim	65	26/10/2012	01/12/2019
2012-13	Final	85	17/07/2013	22/08/2020
2013-14	Interim	75	28/10/2013	03/12/2020
2013-14	Final	100	22/07/2014	27/08/2021
2014-15	Interim	125	15/09/2014	21/10/2021

Unclaimed/ Undelivered Share Certificates

As per the provisions of Clause 5A of the Listing Agreement, the unclaimed shares lying in the possession of the Company are required to be dematerialized and transferred into a special demat account held by the Company. Accordingly unclaimed shares lying with the Company have been transferred and dematerialized in a 'Unclaimed Suspense Account' of the Company. This account is being held by the Company purely on behalf of the shareholders entitled for these shares.

It may also be noted that all the corporate benefits accruing on these shares like bonus, split etc., if any, shall also be credited to the said 'Unclaimed Suspense Account' and the voting rights on these shares shall remain frozen until the rightful owner has claimed the shares.

Shareholders who have not yet claimed their shares are requested to immediately approach the Registrar & Transfer Agents of the Company by forwarding a request letter duly signed by all the joint holders furnishing self attested copies of their complete postal address along with PIN code, PAN card and for delivery in demat form, a copy of Demat Account - Client Master Report duly certified by the Depository Participant (DP) and a recent Demat Account Statement, to enable the Company to release the said shares to the rightful owner.

The status of equity shares lying in the unclaimed suspense account is given below:

Sl. No.	Particulars	No. of share-holders	No. of equity shares held
1	Aggregate no. of shareholders and the outstanding shares lying in the suspense account at the beginning of the year	1456	3455856
2	No. of shareholders and shares held by them which were transferred in the suspense account during the year	111	308197

Stock Market Data

The table and chart A & B below give details of Stock Market data.

Details of High, Low and Volume of Dabur's shares for 2014-15 at BSE and NSE:

Month	BOMBAY STOCK EXCHANGE LTD.			NATIONAL STOCK EXCHANGE OF INDIA LTD.		
	High (Rs.)	Low (Rs.)	Volume (No. of shares)	High (Rs.)	Low (Rs.)	Volume (No. of shares)
April 2014	190.00	177.00	2009943	189.95	176.60	20492485
May 2014	191.90	177.15	3017102	192.00	177.30	35651935
June 2014	196.15	183.15	1635713	195.95	183.00	21794998
July 2014	207.90	186.00	3784031	208.80	184.50	27699118
Aug 2014	235.40	200.00	3465700	235.55	201.50	52121560
Sep 2014	234.05	220.00	3458826	234.50	215.80	37460225
Oct 2014	228.55	196.40	3311610	229.00	196.55	28905656
Nov 2014	248.60	223.25	2056439	249.15	221.70	25386470
Dec 2014	248.00	217.60	1109337	249.00	217.80	18378142
Jan 2015	262.60	222.20	2387696	262.50	222.50	26705337
Feb 2015	276.50	255.75	1629339	276.90	255.70	23885847
Mar 2015	286.90	260.50	1945895	287.00	260.00	27256443

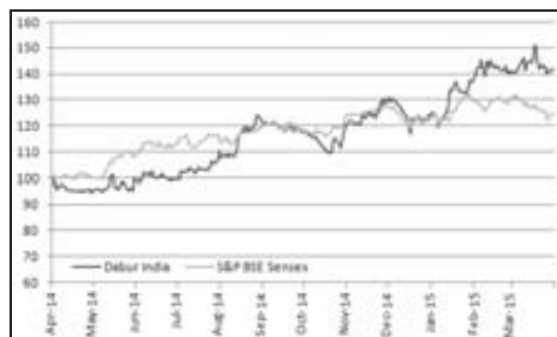
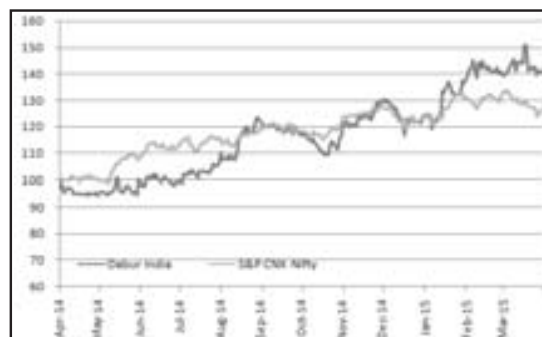
3	No. of shareholders along with shares held who approached the Company for transfer of shares from the suspense account during the year	35	92500
4	No. of shareholders along with shares held to whom shares were transferred from the suspense account during the year	35	92500
5	Aggregate no. of shareholders and the outstanding shares lying in the suspense account at the end of the year	1532	3671553

Listing

At present, the equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE), the National Stock Exchange of India Ltd. (NSE) and Metropolitan Stock Exchange of India Ltd. (mSXI) (Formerly known as MCX Stock Exchange Ltd.). The annual listing fees for the financial year 2015-2016 to NSE, BSE & mSXI has been paid.

Dabur's Stock Exchange codes -

ISIN No:	INE016A01026
BSE Stock Code:	500096
NSE & mSXI Stock Code:	DABUR
Bloomberg Code:	DABUR IB
Reuters Code:	DABU.BO

Chart A: Dabur's Share Performance versus BSE Sensex**Chart B: Dabur's Share Performance versus Nifty**

Note: The charts have share prices and indices indexed to 100 as on the first working day of FY 2014-15.

Distribution of Shareholding

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2015 along with the top 10 shareholders of the Company is given below:

Shareholding pattern by size as on March 31, 2015

Number of equity shares held	Physical form		Dematerialisation form		Total number of share holders	% of share holders	Total number of shares	% of share holding
	No. of share holders	No. of shares	No. of share holders	No. of shares				
up to 5000	14302	3868417	99311	34294109	113613	96.23	38162526	2.17
5001 – 10000	479	2937680	2746	17330520	3225	2.73	20268200	1.15
10001 and above	49	735455	1174	1697345809	1223	1.04	1698081264	96.68
Total	14830	7541552	103231	1748970438	118061	100	1756511990	100

Shareholding Pattern by ownership

Particulars	As on 31 st March 2015				As on 31 st March 2014			
	No. of share Holders	% of share Holders	No. of shares held	% of share Holding	No. of share Holders	% of share Holders	No. of shares held	% of share Holding
Directors, promoters and family members	27	0.02	1197243149	68.16	28	0.02	1197019150	68.64
FIs	451	0.38	368149134	20.96	383	0.31	335444254	19.24
Mutual Funds/UTI	25	0.02	2551024	0.15	29	0.02	1570530	0.09
Financial Institutions/Banks/ Insurance Cos'	33	0.03	80318146	4.57	35	0.03	96831376	5.55
NRIs	3180	2.69	6170974	0.35	3182	2.58	5348365	0.31
Corporates (including clearing members)	1208	1.03	16897198	0.95	1467	1.19	20551004	1.18
Individuals	113137	95.83	85182365	4.85	118431	95.85	87048394	4.99
Total	118061	100	1756511990	100	123555	100	1743813073	100

Top ten shareholders as on March 31, 2015

Name	No. of shares held	% of shareholding
Chowdry Associates	217941800	12.41
VIC Enterprises Private Limited	217734000	12.40
Gyan Enterprises Private Limited	202237980	11.51
Puran Associates Private Limited	189212000	10.77

Ratna Commercial Enterprises Private Limited	155373430	8.85
Milky Investment and Trading Company	106140970	6.04
Life Insurance Corporation of India	60171349	3.43
Burmans Finvest Private Limited	53012986	3.02
M.B. Finmart Private Limited	26506492	1.51
Windy Investments Private Limited	26506492	1.51

Dematerialization of Shares and Liquidity

Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Dabur has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

- As on March 31, 2015, 99.57% shares of the Company were held in dematerialized form.
- The equity shares of the Company are frequently traded at Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

Dematerialization of Shares - Process

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agent (RTA), which is Karvy Computershare Pvt. Ltd.
- RTA will process the DRF and confirm or reject the request to DP/ Depositories.
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

Service of documents through Email

In terms of provisions of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Further as per Listing Agreement with the Stock Exchanges listed companies shall supply soft copies of full annual reports to all those shareholders who have registered their e-mail addresses for the purpose. Accordingly the Company proposes to send documents like shareholders meeting notice/ other notices, audited financial statements, directors' report, auditor's report or any other document, to its members in electronic form at the email address(es) provided by them and/or made available to the Company by their depositories. This will definitely help in prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit.

Members who have not yet registered their email id (including those who wish to change their already

registered email id) may get the same registered/ updated either with their depositories or by writing to the Company. Format of request letter is available in the Investor Centre Section of the Company's website www.dabur.com

Outstanding GDRs/ADRs/Warrants/Options

The Company has 14095570 outstanding Employee Stock Options as on March 31, 2015, with vesting period from 1 to 4 years from the date of grant.

Details of Public Funding Obtained in the last three years

Dabur has not obtained any public funding in the last three years.

Registrar and Transfer Agent (RTA)

Securities and Exchange Board of India (SEBI), through its Circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002, has made it mandatory for all work related to share registry, both in physical and electronic form, to be handled either wholly 'in-house' by companies or wholly by a SEBI-registered external registrar and transfer agent. Dabur had appointed MCS Limited as its RTA in 1994 for both segments, much before this was mandated by SEBI. During the year 2007-08, the Company appointed Karvy Computershare Private Limited as its Registrar. Details of the RTA are given below-

Karvy Computershare Private Limited	
305, New Delhi House, 27, Barakhamba Road, New Delhi-110001. Phone No.: 011- 43681700 Fax No. : 011-43681710 Website: www.karvy.com	Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone No.: 040 - 67161500 Fax No.: 040-23001153 Website: www.karvy.com

Share Transfer System

All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed to Registrar and Transfer Agents.

Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by officers of the Company is placed at every committee meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a company secretary in practice half yearly certificate of compliance with the share transfer formalities as required

under Clause 47(c) of the Listing Agreement, and files a copy of the same with the Stock Exchanges.

PLANT LOCATIONS

Sahibabad

Unit I & II

Plot No. 22, Site IV, Sahibabad, Ghaziabad-(U.P.) 201010
Ph 0120- 3378400 (30 Lines); Fax – 0120- 2779914 / 4376924

Baddi

Hajmola Unit

109, HPSIDC Industrial Area, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Chyawanprash Unit

220-221, HPSIDC Industrial Area, Baddi, Distt Solan,
H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Amla/Honey Unit

Village Billanwali Lavana, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Shampoo Unit

Village Billanwali Lavana, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Toothpaste Unit

Village Billanwali Lavana, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Honitus/Nature Care Unit

109, HPSIDC Industrial Area, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Food Supplement Unit

221, HPSIDC Industrial Area, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Oral Care Unit

601, Malku Majra, Nalagarh Road, Baddi, Distt Solan,
H.P. – 173 205; Tel : 01795-246363

Green Field Unit

Village Manakpur, Tehsil Baddi, Distt Solan, H.P. – 174 101
Tel : 01795-244385; Fax : 01795-244090

Air Freshener Unit

Village Billanwali Lavana, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Toothpowder Unit

Village Billanwali Lavana, Baddi, Distt Solan, H.P. – 173 205
Tel: 01795-244385; Fax : 01795-244090

Skin Care Unit

Village Manakpur, Tehsil Baddi, Distt Solan, H.P. – 174 101
Tel : 01795-244385; Fax : 01795-244090

Honey Unit

Village Manakpur, Tehsil Baddi, Distt Solan, H.P. – 174 101
Tel : 01795-244385; Fax : 01795-244090

Pantnagar

Unit I and Unit II

Plot No.4, Sector-2, Integrated Industrial Estate
Pantnagar, Distt. Udham Singh Nagar, Uttarakhand – 263146
Tel: 05944-398500; 9760013990, 991, 992;
Fax: 05944 – 250064

Unit III

Plot No. 16, Sector-2, Integrated Industrial Estate, Pantnagar,
Distt. Udham Singh Nagar, Uttarakhand – 263146
Tel: 05944-398500; 9760013990, 991, 992; Fax – 05944-250064

Jammu

Unit I, II, III & IV

Lane No.3, Phase II, SIDCO Indl. Complex,
Bari Brahmna, Jammu
Tel: 01923 – 220123, 221970, 222341; Fax: 01923 – 221970

Katni

10.4 Mile Stone, NH -7, Village Padua, KATNI, (M.P.) - 483442
Tel: 07622 – 262317, 262297 , 297507

Alwar

SP-C 162, Matsya Industrial Area, Alwar - 301 030, Rajasthan
Tel: 0144 - 2881542 / 5132101 / 5132102; Fax : 0144 - 2881302

Pithampur

86-A, Kheda Industrial Area, Sector-3, Pithampur - 454774
Distt. - Dhar (M.P.) Tel : 07292 - 400046-51,
Fax : 07292 – 400112

Narendrapur

9, Netaji Subhash Chandra Bose Road, P.O. - Narendrapur
Kolkata - 700103, West Bengal
Tel: 033-2477 2324 - 26, 2477 2620, 2477 2738, 2477 2740,
32919827/28; M - (0) 9331048165; Fax : 033- 2477 2621

Silvassa

Unit – I & II

Survey No. 225/4/1, Village Saily, Silvassa – 396240,
Dadra & Nagar Haveli (UT of India)
Tel : 0260-2681071/72/73/74; Fax - 0260 – 2681075

Newai

G 50-59, IID Centre, NH-12, Road No.1, Newai - 304020
Distt. Tonk (Rajasthan) – 304020
Tel: 01438 -223342, 223783, 223892 Fax No.01438- 223010

Jalpaiguri

Kartowa, P.O. Mahanvita, P.S. Rajganj
Distt. Jalpaiguri (West Bengal) - 735135
Tel: 09800008457, 9800008456, 09933399800

Nashik

D-55, MIDC, Ambad, Nashik – 422 010 (M.S.) India
Tel: 0253- 6623222 Fax : 0253- 2383146, 2383577

ADDRESS FOR CORRESPONDENCE

For share transfer / dematerialisation of shares, payment of dividend and any other query relating to the shares

- ◆ Karvy Computershare Private Limited,
305, New Delhi House, 27, Barakhamba Road, New Delhi – 110001; Tel: 011-43681700; Fax: 011-43681710

For queries of Analysts, FIs, Institutions, Mutual Funds, Banks and others

- ◆ Mrs. Gagan Ahluwalia, Dabur India Limited,
Punjabi Bhawan, 10 Rouse Avenue, New Delhi – 110002; Tel: 011-42786000; Fax: 011-23222051

Chief Compliance Officer

- ◆ Mr. A K Jain, V P (Finance) and Company Secretary,
Dabur India Limited, Punjabi Bhawan, 10, Rouse Avenue, New Delhi – 110 002; Tel: 011-42786000; Fax: 011-2322 2051

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Sunil Duggal, Chief Executive Officer and Lalit Malik, Chief Financial Officer, of Dabur India Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the cash flow statements of the Company for the year ended March 31, 2015.
2. To the best of our knowledge and information:
 - a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. We also certify, that based on our knowledge and the information provided to us, there are no transactions

entered into by the Company, which are fraudulent, illegal or violate the company's code of conduct.

4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures pertaining to financial reporting.
5. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:
 - a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;
 - b. Significant changes in internal control over financial reporting during the year;
 - c. Any fraud, which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control systems over financial reporting;
 - d. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Place: Jebel Ali - UAE

Date: May 5, 2015

Sunil Duggal

CEO

Lalit Malik

CFO

CERTIFICATION BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I declare that all Board members and senior management have affirmed compliance with the code of conduct for the financial year 2014-15.

Place: Jebel Ali - UAE

Date: May 5, 2015

Sunil Duggal

CEO

For full version of Corporate Governance Report please refer to full Annual Report 2014-15 which is available on the website of the Company www.dabur.com

Abridged Directors' Report

(Statement containing salient features)

To,
The Members,

Your Directors have pleasure in presenting the 40th Annual Report on the business and operations of the Company, together with the audited accounts for the financial year ended March 31, 2015.

Financial Results

Financial results are presented in the table below:

(₹ in crores)

Particulars	Consolidated		Standalone	
	2014-15	2013-14	2014-15	2013-14
Revenue from Operations (including other Income)	7985.25	7203.37	5569.13	4979.74
Less Expenses :				
Cost of goods sold	3720.07	3400.03	2826.09	2562.63
Employee benefit expenses	689.56	607.67	392.99	343.93
Finance cost	40.12	54.15	9.89	19.35
Depreciation	114.98	97.49	65.97	53.89
Other Expenses	2101.16	1907.78	1273.70	1137.89
Total Expenses	6665.89	6067.12	4568.64	4117.69
Profit before exceptional and extraordinary items and tax	1319.36	1136.25	1000.49	862.05
Exceptional items	0.00	0.00	-23.96	0.00
Profit before extraordinary items and tax	1319.36	1136.25	976.53	862.05
Extraordinary items	0.00	-0.72	0.00	-0.72
Profit before tax	1319.36	1135.53	976.53	861.33
Tax expense	250.89	219.08	213.95	189.23
Profit for the year from continuing operations	1068.47	916.45	762.58	672.10
Minority interest	2.64	2.53	0.00	0.00
Profit after minority interest	1065.83	913.92	762.58	672.10

The Company proposes to transfer an amount of Rs.80.00 crores (Previous year Rs.70.00 crores) to general reserves.

Dividend

The Company has paid an interim dividend of 125% (Rs.1.25 per share of Re.1/-each) on September 25, 2014. We are pleased to recommend a final dividend of 75% (Re.0.75 per share of Re.1/- each) for the financial year 2014-15. The final dividend, if approved by the members, will be paid to members within the period stipulated by the applicable Companies Act. The aggregate dividend for the year will amount to 200% (Rs.2 per share of Re.1/- each) as against 175% (Rs.1.75 per share of Re.1/- each) declared last year. The dividend payout ratio for the current year, inclusive of corporate tax on dividend distribution, is at 54.67%.

Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, interim dividend (II) for the financial year 2006-07 amounting to Rs.2341419/- and interim dividend for the year 2007-08 amounting to Rs. 5329027/- which remained unpaid or unclaimed for a period of 7 years, has been transferred by the Company to the Investors Education and Protection Fund (IEPF) of the Central Government. Further, final dividend for the year 2006-07 pertaining to erstwhile Femcare Pharma Limited (FEM), now merged with the Company, which remained unpaid or unclaimed for a period of 7 years, amounting to Rs.192094/- has also been transferred by the Company to IEPF. The due dates for transfer of unpaid dividend to IEPF for subsequent years is given in the Corporate Governance Report. The list of unpaid dividend upto the financial year 2013-14 is available on Company's website www.dabur.com. Shareholders are requested to check the said list and if any dividend due to them remains unpaid in the unpaid list (apart from the above mentioned unpaid dividend already transferred to IEPF), can approach the Company for release of the unpaid dividend.

Abridged Financial Statements

In accordance with the listing agreement with stock exchanges and Section 136 of the Companies Act, 2013 read with Rule 10 of the Companies (Accounts) Rules, 2014 of the said Act, the abridged Annual Report containing salient features of the financial statements, including consolidated financial statements, for the financial year 2014-15, along with statement containing salient features of the Directors' Report (including Management Discussion & Analysis and Corporate Governance Report) is being sent to all shareholders who have not registered their email address(es) for the purpose of receiving documents/communication from the Company in electronic mode.

Full version of the Annual Report 2014-15 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, including consolidated financial statements, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report) are being sent via email to all shareholders who have provided their email address(es).

Full version of Annual Report 2014-15 is also available for inspection at the registered office of the Company during working hours upto the date of ensuing Annual general meeting (AGM). It is also available at the Company's website at www.dabur.com.

Please note that you will be entitled to be furnished, free of cost, the full Annual Report 2014-15, upon receipt of written request from you, as a member of the Company.

Operations and Business Performance

Kindly refer to Management Discussion & Analysis and Corporate Governance Report which forms part of this report.

Corporate Governance

Corporate Governance is the system by which corporate entities are directed and controlled. It provides the structure through which the company's objectives are set and provides the means of attaining those objectives and monitoring performance. It is the application of best management practices, compliance of law, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for the sustainable development of all stakeholders. Dabur beholds corporate governance measures as an integral part of business strategy which adds considerable internal and external values and contributes to the business growth in ethical perspective. Besides complying with the prescribed corporate governance practices as per Clause 49 of the Listing Agreement in terms of revised dispensation, the Company has voluntarily adopted various practices of governance confirming to highest ethical and responsible standard of business, globally benchmarked. Strong governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, improved market capitalization, high credit ratings and bagging of various awards for brands, stocks, environmental protection, etc. These have helped Dabur to pay uninterrupted dividends to its shareholders.

During the FY 2014-15, the Institute of Company Secretaries of India (ICSI), in its ceremony for National award for excellence in Corporate Governance, certified Dabur India Ltd., as one of the Best Governed Companies of India.

A certificate from Auditors of the Company regarding compliance of the conditions of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is attached as 'Annexure 1' and forms part of this report.

Certificate of the CEO/CFO, *inter-alia*, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, is attached in the Corporate Governance Report and forms part of this Report.

Business Responsibility Report

At Dabur, fulfilment of environmental, social and governance responsibility is an integral part of the way the Company conducts its business. A detailed information on the initiatives of the Company as enunciated in the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, 2011' is provided in the Business Responsibility Report, a copy of which will be available on the Company's website www.dabur.com.

For Business Responsibility Report as stipulated under Clause 55 of the Listing Agreement with the Stock Exchanges, kindly refer to Business Responsibility Report section which forms part of the Annual Report.

Credit Rating

During the year under review the Company has sustained its long term credit rating of AAA (stable) which has been reaffirmed by CRISIL. The highest credit rating of AAA awarded by CRISIL reflects the highest degree of safety regarding timely servicing of financial obligations. Further CRISIL has reaffirmed the rating of NCD programme of the Company as AAA (stable). The rating indicates highest degree of safety regarding timely servicing of financial obligation. The rated instrument carries lowest credit risk. The Company's short term credit rated as A1+ by CRISIL, has also been reaffirmed. This rating indicates a very strong degree of safety with regard to timely payment of interest & principal. Such instrument carry lowest credit risk.

Further ICRA has reaffirmed the rating on NCD programme of the Company as AAA (stable). The rating indicates highest degree of safety regarding timely servicing of financial obligation. The rated instrument carries lowest credit risk and the outlook on the rating is stable.

Directors

During the year, w.e.f. September 8, 2014, Mr. Albert Wiseman Paterson had resigned from the position of non-executive independent director owing to increased international nature of his role with another entity due to which he was finding it difficult to effectively discharge his duties as an independent director required as per the corporate governance standards.

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Amit Burman and Mr. Saket Burman, Directors will retire by rotation at the ensuing AGM, and being eligible, offer themselves for re-appointment in accordance with the provisions of the Companies Act, 2013.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of directors of the Company had on 28th July, 2014 appointed a women director Mrs. Falguni Sanjay Nayar as additional director in the category of non- executive independent director. Mrs. Nayar shall hold office upto the date of the ensuing AGM of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of director along with a deposit of Rupees one lakh.

The Board of Directors in their meeting held on 5th May, 2015 has recommended to re-appoint Mrs. Falguni Sanjay Nayar as non-executive independent director within the meaning of 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 commencing from the date of her appointment as additional director in the Company i.e. 28th July, 2014 upto the conclusion of AGM of the Company to be held in the calendar year 2019 or 27th July, 2019 whichever is earlier.

The brief resume of the Directors being appointed/ re-appointed, 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 furnished in the explanatory statement to the notice of the ensuing AGM.

The Directors recommend their appointment/re-appointment at the ensuing AGM.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by independent directors under Section 149(6) of the Act, the Board hereby confirms that all the independent directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. P D Narang:	Whole time director
Mr. Sunil Duggal:	Chief Executive officer and whole time director
Mr. Lalit Malik:	Chief Financial Officer
M.r Ashok Kumar Jain:	V P (Finance) and Company Secretary

During the year there was no change (appointment or cessation) in the office of any KMP.

Policy on directors appointment and Policy on remuneration

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a director and the policy on remuneration of directors, KMP and other employees is attached as 'Annexure 2 & 3' respectively, which forms part of this report.

Particulars of remuneration of Directors/ KMP/ Employees

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is attached as 'Annexure 4A' which forms part of this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 4B' which forms part of this report.

Employees Stock Option Plan

During the year, 11163200 options in 3 tranches were granted to eligible employees of the Company in terms of Employees Stock Option Plan (Dabur ESOP 2000). During the year, 12698917 options were exercised by the employees after vesting. Accordingly, the Company has made the allotment of 12435710 equity shares on May 30, 2014, 112531 equity shares on August 12, 2014 and 150676 equity shares on November 20, 2014 against the options exercised by the employees.

The applicable disclosures as stipulated under the SEBI Regulations as on March 31, 2015 with regard to Employees Stock Option Plan are provided in 'Annexure 5' to this report.

Number of Meetings of the Board

During the Financial Year 2014-15, 5 (five) number of Board meetings were held. For details thereof kindly refer to the section 'Board of Directors- Number of Board Meetings', in the Corporate Governance Report.

Performance Evaluation of the Board, its committees and individual directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the

Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, *inter alia*, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual directors, including independent directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and corporate governance, etc. Similarly, for evaluation of individual director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5 (excellent) – 1 (poor) for evaluating the entire Board, respective committees of which they are members and of their peer Board members, including Chairman of the Board.

The independent directors had met separately without the presence of non-independent directors and the members of management and discussed, *inter alia*, the performance of non-independent directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and non-executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every director's performance.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

Directors' Responsibility Statement

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- a. That in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- b. That they had selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent, so as to

give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- c. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That they had prepared the annual accounts on a going concern basis;
- e. That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory Auditors and their Report

M/s G. Basu & Co., Chartered Accountants, Statutory Auditors of the Company, will retire at the conclusion of the ensuing AGM and being eligible have consented and offered themselves for re-appointment as statutory auditors for the financial year 2015-16. Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate dated April 3, 2015 from the Auditors to the effect, *inter-alia*, that their re-appointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such re-appointment under the provisions of applicable laws and also that there is no proceeding against them or any of their partners pending with respect to professional matter of conduct.

The Auditors have vide their letter dated April 22, 2015 also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

Cost Auditors and their Report

M/s Ramanath Iyer & Company, Cost Accountants, were re-appointed as Cost Auditors for the financial year 2014-15 to conduct cost audit of the accounts maintained by the Company in respect of the various products prescribed under the applicable Cost Audit Rules.

Full particulars of the Cost Auditors are as under:

M/s Ramanath Iyer & Company
808, Pearls Business Park, Netaji Subash Place, Pitampura,
New Delhi – 110088. Tel. No.: 011-45655448; Email ID: Info@
ramanathiyer.com, (Firm's Membership No. 000019)

The Cost Audit Report for the financial year 2013-14, issued by M/s Ramanath Iyer & Company, Cost Auditors, in respect of the various products prescribed under Cost Audit Rules was filed with the Ministry of Corporate Affairs (MCA) on September 17, 2014. The due date for filing the said Report with MCA was September 27, 2014.

The Cost Audit Report for the financial year 2014-15, in respect of the various products prescribed under relevant Cost Audit Rules shall be filed as per the requirements of applicable laws.

Secretarial Auditors and their Report

M/s Chandrasekaran Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2014-15 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as 'Annexure 6' and forms part of this report.

There are no qualifications or observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2014-15 which call for any explanation from the Board of Directors.

Consolidated Financial Statements

In compliance with the applicable provisions of Companies Act, 2013 including the Accounting Standard 21 on Consolidated Financial Statements, this Annual Report also includes Consolidated Financial Statements for the financial year 2014-15. Consolidated Turnover grew by 10.85% to Rs.7985.25 crores as compared to Rs.7203.37 crores in the previous year. Net Profit after Tax and after Minority Interest for the year at Rs.1065.83 crores is higher by Rs.151.91 crores as compared to Rs. 913.92 crores in the previous year.

Internal Financial Control System

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal financial control system which ensures that

all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from Price Waterhouse Coopers Private Limited/ Price Waterhouse & Co., LLP, the Internal Auditors and various transaction auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board.

To further strengthen the internal control process, the Company has developed a very comprehensive legal compliance manual called 'e-nforce' which drills down from the CEO to the executive level person who is responsible for compliance. This process is fully automated and generate alerts for proper and timely compliance.

Adequacy of Internal Financial Controls with reference to the financial statements

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report.

To ensure effective Internal Financial Controls the Company has laid down the following measures:

- All operations are executed through Standard Operating Procedures (SOPs) in all functional activities for which key manuals have been put in place. The manuals are updated and validated periodically.
- All legal and statutory compliances are ensured on a monthly basis for all locations in India through a fully automated tool called "e-nforce". Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.
- Approval of all transactions is ensured through a pre-approved Delegation of Authority (DOA) Schedule which is in-built into the SAP system. DOA is reviewed periodically by the management and compliance of DOA is regularly checked and monitored by the auditors.
- The Company follows a robust 2-tier internal audit process:

- ◆ Tier-1: Management/ Strategic/ Proprietary audits are conducted on a regular basis throughout the year as per agreed audit plan.
- ◆ Tier-2: Transaction audits are conducted regularly in India and abroad to ensure accuracy of financial reporting, safeguard and protection of all the assets. Stock audit is conducted on quarterly basis at all locations in India. Fixed Asset verification of assets in India is done on an annual basis including AS-28 testing at all locations.
- ◆ The audit reports for the above audits are compiled and submitted to management committee and audit committee for review and necessary action.
- The Company's books of accounts are maintained in SAP and transactions are executed through SAP (ERP) setups to ensure correctness/ effectiveness of all transactions, integrity and reliability of reporting.
- The Company has a comprehensive risk management framework.
- Dabur has a robust mechanism of building budgets at an integrated cross- functional level. The budgets are reviewed on a monthly basis so as to analyze the performance and take corrective action, wherever required.
- Dabur has in place a well-defined Whistle Blower Policy/ Vigil Mechanism.
- Dabur has a system of Internal Business Reviews. All departmental heads discuss their business issues and future plans in monthly review meetings. They review their achievements in quarterly review meetings. Specialized issues like investments, property, FOREX are discussed in their respective internal committee meetings.
- Compliance of secretarial functions is ensured by way of secretarial audit.
- Compliance relating to cost records of the company is ensured by way of cost audit.

Development and implementation of Risk Management

Dabur has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. During the year, as per the requirements of Listing Agreement with the Stock Exchanges, a Risk Management Committee was constituted by the Board of directors on July 9, 2014 with responsibility of preparation of Risk Management Plan, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis, to update Risk Register on quarterly basis, to report key changes in critical risks to the Board on an

ongoing basis, to report critical risks to Audit Committee in detail on yearly basis and such other functions as may be prescribed by the Board.

The Committee holds quarterly meetings to review the critical risks identified. The risks faced by the Company and their minimization procedures are assessed categorically under the broad heads of High, Medium and Low risks. The Risk Register of the Company is also audited by internal auditors of the Company.

Further the Company identifies risks and control systems are instituted to ensure that the risks in each business process are mitigated. The two joint Chief Risk Officers (CROs) are responsible for the overall risk governance in the Company and reports directly to the Management Committee (MANCOM), which consists of various functional heads. The Board provides oversight and reviews the Risk Management Policy on a quarterly basis.

In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

Nature of business

There has been no change in the nature of business of the Company. However, updates regarding new projects undertaken by the subsidiary companies are as under:

Naturelle LLC located at Ras al Khaimah (RAK), the manufacturing arm of Dabur International Ltd. enhanced its RAK plant's capacity from 42,000 MT to 44,500 MT per annum. New manufacturing and packing facilities were set up for Fem hair removal creams and Namaste products. In addition, new packing lines for creams and hair oils were installed and commissioned. The infrastructure expanded in RAK during the year by increasing warehouse space by 10,000 sq. m. and the second production facility has been made operational with production of Hair Oils, Hair Serums, Herbolene and Hair Removal Cream.

Further updates regarding operational performance and projects undertaken by the subsidiary companies can be referred in the report on performance and financial position of subsidiaries presented elsewhere in this report.

Subsidiaries

During the year a wholly owned step down subsidiary company- Dabur Egypt Trading Limited has ceased to be subsidiary company w.e.f. 29th May, 2014 owing to its liquidation on the said date.

Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standard- 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries.

Further, a separate statement containing the salient features of the financial statements of subsidiaries of the Company in the prescribed form AOC-1 has been disclosed in the Consolidated Financial Statements.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of the subsidiary companies on its website at www.dabur.com. The Company will make available physical copies of these documents upon request by any shareholder of the Company/ subsidiary interested in obtaining the same.

These documents shall also be available for inspection at the registered office of the Company during business hours up to the date of ensuing AGM.

Report on the performance and financial position of subsidiaries, associates and joint venture companies

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014 the report on performance and financial position of subsidiaries, associates and joint venture companies included in the consolidated financial statements is attached as 'Annexure 7' which forms part of this report.

Information in this respect can also be referred in form AOC-1 which has been disclosed in the Consolidated Financial Statements.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as 'Annexure 8' which forms part of this report.

Environmental, Health and Safety (EHS) Review

Details with respect to Environmental, Health and Safety (EHS) review are attached as 'Annexure 9' which forms part of this report.

Details of policy developed and implemented on Corporate Social Responsibilities (CSR) initiatives

The Company has in place a CSR policy in line with Schedule VII of the Companies Act, 2013. As per the policy the CSR activities are focused not just around the plants and offices of the Company, but also in other geographies based on the needs of the communities. The four focus areas where special Community Development programmes are run are:

1. Eradicating hunger, poverty and malnutrition;
2. Promoting Health care including preventive health care;
3. Ensuring environmental sustainability;
4. Employment and livelihood enhancing vocational skills and projects.

The annual report on CSR activities is furnished in 'Annexure 10' which forms part of this report. Apart from this the Company also releases a detailed Business Responsibility Report which shall be available on its website www.dabur.com.

Change in Capital Structure and Listing of Shares

The Company's shares are listed on the National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE) and Metropolitan Stock Exchange of India Limited (mSXI) (Formerly known as MCX Stock Exchange Ltd.) and are actively traded.

In the year under review following shares were allotted and admitted for trading in NSE, BSE and mSXI.

Equity shares allotted against the options exercised by employees pursuant to Employees Stock Option Scheme of the Company are:

- ◆ 12435710 equity shares allotted on May 30, 2014.
- ◆ 112531 equity shares allotted on August 12, 2014.
- ◆ 150676 equity shares allotted on November 20, 2014.

After the close of the financial year 2014-15, 308180 equity shares have been allotted on April 10, 2014 against options exercised by employees pursuant to Employees Stock Option Scheme of the Company.

Extract of Annual Return

The extract of Annual Return as on March 31, 2015 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as 'Annexure 11' and forms part of this Report.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

Pursuant to section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2014-15 are attached as 'Annexure 12' which forms part of this report.

Contracts or arrangements with related parties under Section 188(1) of the Companies Act, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions.

Your attention is drawn to the Related Party disclosures set out in Note no. 51 of the standalone financial statements.

Disclosure on Audit Committee

The Audit Committee as on March 31, 2015 comprises of the following independent directors:

Mr. P N Vijay (chairman), Mr. R C Bhargava, Dr. S. Narayan, Dr. Ajay Dua and Mr. S K Bhattacharyya as members.

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

Disclosure on Vigil Mechanism

The Company has established a vigil mechanism through which directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all directors, employees, business associates have direct access to the Chairman of the Audit committee, and also to a three-member direct touch team established for this purpose. The direct touch team comprises one senior woman member so that women employees of the Company feel free and secure while lodging their complaints under the policy. Further information on the subject can be referred to in section 'Disclosures' - Whistle-Blower Policy / Vigil Mechanism of the Corporate Governance Report.

Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013.

Significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and company's operations in future

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall impact the going concern status and Company's operations in future.

Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

Acknowledgements

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

For and on behalf of the Board

Place: Jebel Ali - UAE
Date: May 5, 2015

(DR. ANAND C BURMAN)
Chairman
DIN: 00056216

All Annexures referred to in the abridged Directors' Report are available in the full Directors' Report forming part of the full Annual Report 2014-15. Full Annual Report 2014-15 is available on the website of the Company at www.dabur.com.

Auditor's Report

REPORT OF THE INDEPENDENT AUDITOR ON THE ABRIDGED FINANCIAL STATEMENTS

To,
The Members of Dabur India Limited

The accompanying abridged financial statements in standalone context which comprise the abridged balance sheet as at 31st March, 2015, the abridged statement of profit & loss, and abridged cash flow statement for the year then ended, and related notes, are derived from the audited standalone financial statements of Dabur India Limited for the year ended 31st March, 2015. We expressed an unmodified audit opinion on those financial statements in our report dated 5th May, 2015.

The Abridged financial statements do not contain all the disclosures required by the Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 applied in the preparation of the audited financial statements of Dabur India Limited. Reading the abridged financial statements, therefore, is not a substitute for reading the audited financial statements of Dabur India Limited.

Management's Responsibility for the Abridged Financial Statements

Management is responsible for the preparation of a Abridged of the audited financial statements in accordance

with Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014 and accounting principles generally accepted in India.

Auditor's Responsibility

Our responsibility is to express an opinion on the Abridged financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagements to Report on Abridged Financial Statements" issued by the Institute of Chartered Accountants of India.

Opinion

In our opinion, the Abridged financial statements derived from the audited standalone financial statements in accordance with Accounting Standards referred to under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 and accounting principles generally accepted in India.

For **G.BASU & CO.**
Chartered Accountants
Firm's registration number: 301174E

Place: Jebel Ali - UAE
Date: May 5, 2015

S LAHIRI
Partner, Membership no.: 51717

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS

To,
The Members of Dabur India Limited

We have audited the accompanying standalone financial statements of Dabur India Limited ("the Company"), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the

provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of account as required by

law have been kept by the Company so far as appears from our examination of those books.

- c. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- f. In our opinion, the Company has reasonably adequate internal financial control system in place providing operating effectiveness of such controls.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21 and 23 to the financial statements.
 - ii. The Company did not have any long-term contract including derivative contract which may lead to any foreseeable loss.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **G.BASU & CO.**

Chartered Accountants

Firm's registration number: 301174E

Place: Jebel Ali - UAE

Date: May 5, 2015

S LAHIRI

Partner, Membership no.: 51717

Annexure to the Auditor's Report as per Companies (Auditor's Report) Order, 2015

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The fixed assets have been physically verified by the management at reasonable intervals. As informed, no material discrepancies between book records and the physical inventories have been noticed on such verification.
2. a. The inventories have been physically verified at reasonable intervals during the year by management.
 - b. The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. On the basis of our examination of the records of inventory, we are of the opinion that the company

is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in books of accounts.

3. The company has not granted any loans, secured or unsecured to companies, firms, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the company and the nature of its business for purchase of inventory and fixed assets and on sale of goods and services. During the course of our audit no major weakness has been noticed in the internal controls. We have not observed any continuing failure on the part of the company to correct major weakness in internal control system.
5. The company has not accepted any deposits from public.
6. On the basis of records produced we are of the opinion that prima facie cost records and accounts prescribed by the Central Government under sub section (1) of

Section 148 of the Companies Act, 2013 in respect of products of the company covered under the rules under said section have been made and maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts and records.

7. a. According to information and explanations given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues to the extent applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- b. the dues on account on sales tax, income tax, excise duty, service tax, wealth tax, custom duty, value added tax and cess disputed by the company and not being paid, vis-à-vis forums where such disputes are pending are mentioned below:-

Name of the Statute	Nature of dues	Period	Amount (Rs in crs)	Forum where pending
Sales Tax and VAT Laws	Central Sales Tax, Local Sales Tax, Value Added Tax, Entry Tax, etc	1996-97 to 2013-14	27.27	DC, AC, DETC, REV, BOARD, AA, DETC (Commissioner's Level)
		1997-98 to 2003-04, 2005-06 to 2011-12	7.22	Appellate Tribunal
		1990-91 to 2000-01, 2006-07 to 2010-11 & 2012-13	8.75	High Courts
Income Tax Act, 1961	Income Tax	2010-11, 2012-13 to 2014-15	0.36	Assessing Officer
		2009-10	0.01	Commissioner (Appeal)
Central Excise Act, 1944	Excise Duty	1993 to 2001	5.15	Dy. Commissioner
		1994-2014	11.30	Commissioner (Appeal)
		1994-2011	106.67	Tribunal
Service Tax (Finance Act 1994)	Service Tax	2001-08	40.29	Tribunal

- c. According to information and explanations given to us, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
8. The company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to any financial institution, bank or

debenture holder.

10. The company has given guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are not prejudicial to the interest of the company.
11. The term loans were applied for the purpose for which the loans were obtained by the company.
12. No fraud has been noticed or reported on or by the company during the year.

For **G.BASU & CO.**
Chartered Accountants
Firm's registration number: 301174E

Place: Jebel Ali - UAE
Date: May 5, 2015

S LAHIRI
Partner, Membership no.: 51717

Abridged Balance Sheet

as at March 31, 2015

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	Particulars	As at March 31, 2015	As at March 31, 2014
I	EQUITY AND LIABILITIES		
	1. Share holders' Funds		
	(a) Paid up Share Capital		
	(i) Equity	175.65	174.38
	(b) Reserves and Surplus		
	(i) Capital Reserves (including Revaluation Reserve)	244.88	153.79
	(ii) Revenue Reserves	318.62	239.15
	(iii) Surplus	1,597.04	1,335.02
	2. Non-current liabilities		
	(a) Long Term borrowings	-	-
	(b) Deferred Tax Liabilities (Net)	50.35	42.64
	(c) Long-term provisions	42.79	40.14
	3. Current Liabilities		
	(a) Short-term borrowings	129.13	44.29
	(b) Trade payables	756.64	704.67
	(c) Other current liabilities	170.22	147.30
	(d) Short-term provisions	203.04	240.42
	Total	3,688.36	3,121.80
II	ASSETS		
	4. Non-current assets		
	(a) Fixed Assets		
	(i) Tangible assets (Original cost less depreciation)	662.43	642.26
	(ii) Intangible assets (Original cost less depreciation/amortisation)	20.09	11.39
	(iii) Capital work-in-progress	12.22	16.73
	(b) Non-current investments	1,407.00	554.75
	(c) Long-term loans and advances	12.30	14.85
	(d) Other non-current assets	2.00	-
	5. Current assets		
	(a) Current investments	371.17	563.67
	(b) Inventories	550.60	558.20
	(c) Trade receivables	338.79	323.12
	(d) Cash and Bank balances	123.94	297.47
	(e) Short-term loans and advances	114.08	84.62
	(f) Other current assets	73.74	54.74
	Total	3,688.36	3,121.80

Note: Complete Balance Sheet, Statement of Profit and Loss, other statements and notes thereto prepared as per the requirement of Schedule III to the Companies Act, 2013 are available at the Company's website www.dabur.com at link <http://www.dabur.com/Annual-Reports-2014-15>.

As per our report of even date attached

For **DABUR INDIA LIMITED**

For **G. BASU & CO.**

Chartered Accountants
Firm Regn. No. 301174E

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P D NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

S.LAHIRI

Partner
Membership No. 51717

LALIT MALIK
Chief Financial Officer

A K JAIN
VP (Finance) & Company Secretary

Place : Jebel Ali - UAE

Date : May 5, 2015

Abridged Profit and Loss Account

for the year ended March 31, 2015

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
I	Income		
	Revenue from operations*	5,505.66	4,926.22
	Less: Excise duty	(74.38)	(56.14)
	Net Revenue from Operations	5,431.28	4,870.08
II	Other Income	137.85	109.66
III	Total Income (I + II)	5,569.13	4,979.74
IV	Expenditure		
	(a) Cost of materials consumed	1,921.09	1,817.98
	(b) Purchase of stock in trade	937.25	756.97
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(32.25)	(12.32)
	(d) Employee benefits expenses	392.99	343.93
	(e) Finance costs	9.89	19.35
	(f) Depreciation and Amortisations expenses	65.97	53.89
	(g) Other Expenses	1,273.70	1,137.89
	Total Expenditure (a to g)	4,568.64	4,117.69
V	Profit before exceptional and extraordinary items and tax (III - IV)	1,000.49	862.05
VI	Exceptional Items	(23.96)	-
VII	Profit before extraordinary items and tax (V - VI)	976.53	862.05
VIII	Extraordinary Items	-	(0.72)
IX	Profit/(Loss) before tax (VII - VIII)	976.53	861.33
X	(1) Tax expense	204.35	180.77
	(2) Deferred Tax	9.60	8.46
XI	Profit/(Loss) after tax for the year from continuing operations (IX - X)	762.58	672.10
XII	Earnings per equity share (before extraordinary items)		
	(a) Basic	4.35	3.86
	(b) Diluted	4.32	3.83
XIII	Earnings per equity share (after extraordinary items)		
	(a) Basic	4.35	3.85
	(b) Diluted	4.32	3.83
	*Details of Revenue from Operations:		
I	Sale of products manufactured	4,231.89	3,892.59
II	Sale of goods traded	1,261.40	1,020.35
III	Revenue from services provided	0.10	0.17
IV	Other operational Revenue	12.27	13.11
	Total	5,505.66	4,926.22

As per our report of even date attached

For **G. BASU & CO.**
Chartered Accountants
Firm Regn. No. 301174E

S.LAHIRI
Partner
Membership No. 51717

Place : Jebel Ali - UAE
Date : May 5, 2015

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

LALIT MALIK
Chief Financial Officer

P D NARANG
Whole Time Director
DIN: 00021581

A K JAIN
VP (Finance) & Company Secretary

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

Abridged Cash Flow Statement

for the year ended March 31, 2015

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1.	Cash flows from operating activities	839.20	712.23
2.	Cash flows from investing activities	(616.17)	(101.41)
3.	Cash flows from financing activities	(336.75)	(534.85)
4.	Net increase/(decrease) in cash and cash equivalents	(113.72)	75.97
5.	Cash and cash equivalents at beginning of period	146.34	67.39
6.	Unrealised Gain/(Loss) in Foreign Currency	3.21	2.98
7.	Cash and cash equivalents at end of period	35.83	146.34

As per our report of even date attached

For **DABUR INDIA LIMITED**

For **G. BASU & CO.**

Chartered Accountants
Firm Regn. No. 301174E

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P D NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

S.LAHIRI

Partner
Membership No. 51717

LALIT MALIK
Chief Financial Officer

A K JAIN
VP (Finance) & Company Secretary

Place : Jebel Ali - UAE

Date : May 5, 2015

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts in ₹ crores, except share data)

2.1 SIGNIFICANT ACCOUNTING POLICIES

2.1.1 Basis for preparation of accounts

The accounts have been prepared in accordance with the historical cost convention under accrual basis of accounting as per Indian GAAP. Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules 2006 which continue to apply under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules 2014, other pronouncement of ICAI, provisions of the Companies Act and guidelines issued by SEBI as applicable.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

2.1.2 Use of Estimates

Indian GAAP enjoins management to make estimates and assumptions that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to years, the financial statement relate to. Actual result could differ from such estimates. Any revision in accounting estimates is

recognized prospectively from current year and material revision, including its impact on financial statement, is reported in notes to accounts in the year of incorporation of revision.

2.2 Recognition of Income and Expenses

- Sales and purchases are accounted for on the basis of passing of title to the goods.
- Sales comprise of sale price of goods including excise duty but exclude trade discount and sales tax/Vat.
- Income/ loss from future trading of commodities, forming part of inputs, is recognized at the closing point of the contract. For open contracts loss, if any, accrues on balance sheet date is recognized. However profit, if any, accruing on open contracts on balance sheet date is ignored.
- All the other incomes have been accounted for on accrual basis except for those entailing accounting on realization basis under AS 9 on the ground of uncertainty factor.
- All expenses are provided on accrual basis unless stated otherwise.

2.3 Fixed Assets

- Fixed assets are stated at carrying amount i.e. cost less accumulated depreciation.

Notes to the abridged Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

- b. Cost includes freight, duties, taxes and other expenses incidental to acquisition and installation.
- c. Depreciation on Fixed Assets has been provided on straight line method in terms of life span of assets specified in Schedule II of the Companies Act, 2013 except for Moulds which are depreciated in four years on straight line method based on technical advice.
- d. Patents and trademarks are being amortized over the period of ten years on straight line basis.
- e. Softwares are being amortized over the period of five years on straight line basis.
- f. For New Projects, all direct expenses and direct overheads (excluding services provided by employees in company's regular payroll) are capitalized.
- g. Capital Subsidy received against fixed capital outlay is deducted from gross value of individual fixed assets, forming part of subsidy scheme granted, by way of proportionate allocation of subsidy amount thereon. Depreciation is charged on net fixed assets after deduction of subsidy amount.
- h. On sale of fixed assets, any profit earned towards excess of sale value over gross block of assets (i.e. balancing charge) is transferred from profit & loss account to capital reserve.

2.4 Impairment/discarding of Assets

- a. The company identifies impairable fixed assets based on cash generating unit concept for tangible fixed assets and asset specific concept for intangible fixed assets at the year-end in terms of clause 5 to 13 of AS -28 and clause 83 of AS- 26 respectively for the purpose of arriving at impairment loss thereon, if any, being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, is charged against revenue of the year.
- b. Apart from test of impairment within the meaning of AS 28, individual tangible fixed assets of various cash generating units (CGUs) are identified for writing down/discarding on the ground of obsolescence, damage, redundancy & un-usability at the year end.
- c. Further the company has assessed recoverable value of each CGUs and each intangible asset based on value-in-use method. Such assessment indicated the value in use of corresponding assets higher than corresponding carrying cost of assets

- thereby ruling out the cause of further arriving at their net-selling-price and exigency of provision against impairment loss.
- d. CGUs include Narenderpur plant, Sahibabad plant, each of plants situated at Nashik, Baddi, Jammu, Rudrapur, Silvasa, Pitampur, Kanpur, Alwar, Newai and Jalpaiguri.
- e. Annual discount rate considered for arriving at value-in-use of assets of each CGU is 7.50% i.e. the average interest rate of external borrowing plus risk factor @ 2.00 % per annum.

2.5 Investment

Investments that are readily realizable and are intended to be held for not more than one year at the point of acquisition are classified as "Current investments". All other investments are classified as "Non-current investments".

Current investments are stated at the lower of cost and fair value. Long term investments are stated at cost. A provision for diminution is made to recognize a decline other than temporary, if any, in the value of non current investments.

Investments in subsidiaries, Joint Ventures and Associates are held for long term and valued at cost reduced by diminution of permanent nature therein, if any.

No profit or losses of subsidiaries are accounted for.

2.6 Research and Development Expenditure

Revenue expenditure on research & development is expensed as incurred including contribution towards scientific research expenses.

2.7 Inventories

Inventories are valued at the lower of cost or net realizable value. Basis of determination of cost remains as follows:

- a. Raw material, Packing Material, Stores & Spares : Moving weighted Average basis
- b. Work-in-progress : Cost of Input plus overhead upto the stage of completion
- c. Finished Goods : Cost of input plus appropriate overhead

2.8 Deferred Entitlement on Leave Travel Concession:

In terms of opinion of the Expert Advisory Committee of the ICAI, the Company has provided liability accruing on account of deferred entitlement towards

Leave Travel Concession in the year in which the employees concerned render their services.

2.9 Retirement Benefits

Liabilities in respect of retirement benefits to employees are provided for as follows:-

a. Defined Benefit Plans:

- i. Leave Salary of employees on the basis of actuarial valuation as per AS 15.
- ii. Post separation benefits of directors on the basis of actuarial valuation as per AS 15.
- iii. Gratuity Liability on the basis of actuarial valuation as per AS 15.

b. Defined Contribution Plans:

- i. Liability for superannuation fund on the basis of the premium paid to insurance company in respect of employees covered under Superannuation Fund Policy.
- ii. Provident fund & ESI on the basis of actual liability accrued and paid to trust/ authority.

2.10 Income Tax and Deferred Tax

The liability of company on account of income tax is estimated considering the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent years.

2.11 Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, Excise etc.), pending in appeal/ court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimable, is recognized in accounts.

2.12 Foreign Currency Translation

- a. Transactions in foreign currencies are recognized at rate of overseas currency ruling on the date of transactions. Gain / Loss arising on account of rise or fall in overseas currencies vis-a-vis reporting currency between the date of transaction and that of payment is charged to Statement of Profit & Loss.
- b. Receivables/payables (excluding for fixed assets) in foreign currencies are translated at the exchange rate ruling at the year end date and

the resultant gain or loss, is accounted for in the Statement of Profit & Loss.

- c. Increase / decrease in foreign currency loan on account of exchange fluctuation are debited / credited to Statement of profit and loss.
- d. Impact of exchange fluctuation is separately disclosed in notes to accounts.

2.13 Employee Stock Option Purchase (ESOP)

Aggregate of quantum of option granted under the scheme in monetary term (net of consideration of issue to be paid in cash) in terms of intrinsic value has been shown as Employees Stock Option Scheme outstanding in Reserve and Surplus head of the Balance Sheet with corresponding debit in deferred Employee Compensation under ESOP appearing as a negative item as part of shareholder's fund as per guidelines to the effect issued by SEBI.

- a. With the exercise of option and consequent issue of equity share, corresponding ESOP outstanding is transferred to share premium account.
- b. Employees' contribution for the nominal value of share in respect to option granted to employees of subsidiary company is being reimbursed by subsidiary companies to holding company.
- c. Entitlement of option rises proportionately with the issuance of bonus. Nominal value of shares against enhanced options is financed by the company at the point of exercise of such option by employees against utilization of general reserve/security premium.
- d. Deferred employees compensation under ESOP is amortised on straight line method over the vesting period.

2.14 Mergers/Amalgamation

Merger / Amalgamation (of the nature of merger) of other company / body corporate with the company are accounted for on the basis of purchase method, the assets / liabilities being incorporated in terms of values of assets and liabilities appearing in the books of transferor entity on the date of such merger / amalgamation for the purpose of arriving at the figure of goodwill or amalgamation reserve.

2.15 Segment Reporting

The Company identifies primary segments based on the pre-dominant sources of risk effects and returns depending on organization and of the management and internal financial reporting system. The operating segments are the segments for which separate financial information are available and operating profit/loss there from are evaluated

Notes to the abridged Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

regularly by the management for allocation of resources and assessment of performance.

Revenue, expenses, assets and liabilities which relate to the company as a whole which are not allocable to segments on direct and/or reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

2.16 Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals for operating leases are charged to statement of profit & loss on accrual basis in accordance with the

respective lease agreements.

2.17 Earnings per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

12. Non Current Investments

Particulars	As at March 31, 2015	As at March 31, 2014
1. a. Aggregate cost of quoted investment	1,176.90	288.57
b. Aggregate market value of quoted investment	1,177.89	289.22
c. Aggregate amount of unquoted investments	230.37	266.46
2. Provision for diminution in carrying amount of non-current investment (forming part of long term provision)	0.27	0.27

15. Current Investments

1. a. Aggregate cost of quoted investment	162.90	87.32
b. Aggregate market value of quoted investment	164.27	88.04
c. Aggregate amount of unquoted investments	208.27	476.35

18. Cash & Bank Balances:

A. Cash and Cash Equivalents		
Cash in hand	0.82	0.39
Cheques / drafts in hand	1.91	4.20
Balances with Banks		
Current Accounts	22.90	73.95
Term Deposit maturing within three months	5.00	63.00
Unpaid Dividend account	5.20	4.80
Total (A)	35.83	146.34
B. Other Bank Balances		
Term Deposit maturing after three months but before twelve months	88.11	151.13
Total (B)	88.11	151.13
C. Fixed Deposit maturing after 12 months	2.00	-
Total (A+B+C)	125.94	297.47
Less: Fixed Deposit maturing after 12 months	2.00	-
Total Cash & Bank Balances	123.94	297.47

Footnote:

Other Bank Balances include: Other commitment (Fixed Deposits pledged with Govt Authorities) 0.08 0.08

21. Total Contingent Liabilities **187.29** **186.29**

22. Total Capital and Other Commitments **1,366.51** **1,118.51**

23. Information (Pursuant to AS-29)

Brief particulars of provision on disputed liabilities:-

Nature of Liability	Particulars of dispute	Opening Provision	Provision made during the period	Provision adjusted during the period	Closing Provision
Sales Tax	Classification matter and rate difference	2.74	1.51	-	4.25
Entry Tax	Entry tax difference-Orissa	0.52	-	-	0.52
Excise	Classification matter	1.39	6.00	-	7.39
Service Tax	Service Tax Distribution (ISD)	28.53	-	-	28.53
		33.18	7.51	-	40.69

- Resulting outflows against above liabilities, pending before Sales Tax DC/Tribunal/CCT's, if mature, are expected to be in succeeding financial year.
- Withdrawal of provision relates to crystallization of liability in actual term & subsequent payment made by company in relevant context.
- Provisions are made herein for medium risk oriented issues as a measure of abundant precaution.
- Company presumes remote risk possibility of further cash outflow pertaining to contingent liabilities and commitments listed in point 21 & 22 above.

46. Defined Benefit Plans (AS-15)

Particulars		Gratuity (funded)	Leave salary (funded)	Post Separation benefits of director	Total
A. Defined Benefit Plan-Expenses recognized during the period:					
A. Past Service Cost	CY	-	-	-	-
	PY	-	-	-	-
B. Current Service Cost	CY	3.90	2.40	1.20	7.50
	PY	3.53	2.19	1.15	6.87
C. Interest Cost	CY	3.32	1.03	3.44	7.79
	PY	2.80	0.90	3.37	7.07
D. Expected return on Plan Assets	CY	(3.75)	(1.13)	-	(4.88)
	PY	(3.03)	(1.25)	-	(4.28)
E. Actuarial Loss/(Gain)	CY	0.65	1.06	(1.53)	0.18
	PY	(0.48)	0.24	(0.84)	(1.08)
F. Total expenses recognized during the year (A+B+C+D+E)	CY	4.12	3.36	3.11	10.59
	PY	2.82	2.08	3.68	8.58
B. Reconciliation of opening & closing balances of obligations :					
I. Obligation as on 01.04.2014	CY	39.08	12.09	40.49	91.66
	PY	34.97	11.29	39.63	85.89
II. Past service cost	CY	-	-	-	-
	PY	-	-	-	-
III. Current service cost	CY	3.90	2.40	1.20	7.50
	PY	3.53	2.19	1.15	6.87
IV. Interest cost	CY	3.32	1.03	3.44	7.79
	PY	2.80	0.90	3.37	7.07
V. Actuarial (Gain)/ Loss	CY	0.80	0.93	(1.53)	0.20
	PY	(0.21)	0.12	(0.84)	(0.93)
VI. Settlement	CY	(3.33)	(2.58)	(0.47)	(6.38)
	PY	(2.01)	(2.41)	(2.82)	(7.24)
VII. Obligation as on 31.03.2015	CY	43.77	13.87	43.13	100.77
	PY	39.08	12.09	40.49	91.66

Notes to the abridged Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

Particulars		Gratuity (funded)	Leave salary (funded)	Post Separation benefits of director	Total
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C. Change in Plan Assets : (Reconciliation of opening and closing balances)

I. Fair Value of Plan Assets as on 01.04.2014	CY	42.42	12.75	-	55.17
	PY	33.66	13.53	-	47.19
II. Expected Return on Plan Assets	CY	3.75	1.13	-	4.88
	PY	3.03	1.25	-	4.28
III. Actuarial Gain/ (Loss)	CY	0.15	(0.13)	-	0.02
	PY	0.27	(0.12)	-	0.15
IV. Employer Contribution	CY	3.00	3.00	-	6.00
	PY	7.47	0.50	-	7.97
V. Settlement	CY	(3.33)	(2.58)	-	(5.91)
	PY	(2.01)	(2.41)	-	(4.42)
VI. Fair value of Plan Assets as on 31.03.2015	CY	45.99	14.17	-	60.16
	PY	42.42	12.75	-	55.17

D. Closing Obligation vis-a-vis Planned Assets

i. Obligation as on 31.03.2015	CY	43.77	13.87	43.13	100.77
	PY	39.08	12.09	40.49	91.66
ii. Fair value of planned assets as on 31.03.2015	CY	45.99	14.17	-	60.16
	PY	42.42	12.75	-	55.17
Deficit/(Surplus)	CY	(2.22)	(0.30)	43.13	40.61
	PY	(3.34)	(0.66)	40.49	36.49

E. Investment details of plan assets as on 31.03.2015 100% reimbursement right from insurance company for fund managed by it.

F. Actuarial Assumption:

i. Financial Assumption

Discount Rate (%)	7.75%
Estimated rate of return on plan assets (%)	8.85%
Salary escalation ratio inflation (%)	9.25%

ii. Method of computation

Projected unit credit method

iii. Demographic Assumption

Life Expectancy IALM (2006-08)

G. The basis used for determination of expected rate of return is average return on long term investment in Government bonds.

H. The estimate of future salary increase take in-to account regular increment , promotional increases and increment.

I. Demographics assumptions take into account mortality factor as per IALM (2006-08) ultimate criteria, employees and normal retirement age at 58.

J. Particulars on planned assets have been ascertained on the basis of last confirmation from Insurance Company.

K. CY- Current year, PY - Previous year

L. Defined Contribution Plan

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Provident Fund	11.91	10.54
Employees State Insurance	1.62	1.69
Employees Superannuation Fund	3.96	3.99
Total	17.49	16.22

48. Information Pursuant to AS-19 issued by ICAI Relating to Operating Lease (as Lessee)

- | | The future minimum lease payment under non-cancellable operating lease | Not Later than 1 year | Later than 1 year not later than 5 year | Later than 5 year |
|--|--|-----------------------|---|-------------------|
| | Building & Machine | 1.52
(1.04) | 0.57
(2.20) | -
- |
| | Cars | 0.79
(0.68) | 0.86
(0.80) | -
- |
- ii. Lease rent debited to Profit & Loss account of the year Rs.1.03 (Previous year Rs.0.99).
- iii. Irrevocable lease agreement relates to flat, machine & vehicle, lease period not exceeding five years in respect of any arrangement.
- iv. Figures in bracket relates to previous year.

49. Exposure In Foreign Currency

Particulars		Foreign Currency	Local Currency	Nature of risk hedged		
a. Outstanding overseas exposure hedged by forward option/ contract against adverse currency fluctuation:-						
i. Packing Credit Loan	CY	USD 1.80	INR 112.45	Adverse Currency Fluctuations		
	PY	USD -	INR -			
ii. Off balance sheet exposure towards sale instrument of foreign exchange	CY	USD -	INR -	Adverse Currency Fluctuations		
	PY	USD 0.15	INR 8.99			
b. Outstanding overseas exposure not being hedged against adverse currency fluctuation						
i. Export Receivable	CY	EUR 0.02	INR 1.46			
	PY	EUR 0.03	INR 1.55			
	CY	GBP 0.01	INR 0.88			
	PY	GBP 0.01	INR 0.58			
	CY	USD 0.61	INR 38.33			
	PY	USD 0.56	INR 31.81			
ii. Overseas Creditors	CY	AUD -	INR -			
	PY	AUD 0.01	INR 0.32			
	CY	EUR 0.00	INR 0.00			
	PY	EUR 0.00	INR 0.08			
	CY	GBP 0.00	INR 0.02			
	PY	GBP 0.00	INR 0.23			
	CY	JPY -	INR -			
	PY	JPY 0.03	INR 0.02			
	CY	SGD -	INR -			
	PY	SGD 0.00	INR 0.02			
	iii. Advances to supplier	CY	USD 0.01		INR 0.54	
		PY	USD -		INR -	

50. Investment in Joint Venture information (pursuant to AS-27)

- a. The company is a party to joint venture agreement controlling the management of Forum 1 Aviation Limited, a domestic jointly controlled corporate entity (JCE) with part of its operation akin to jointly controlled operation, the main object of the JCE being maintenance of aircraft for use of venturers or otherwise. The contributions of venturers are towards capital build up of the JCE and periodic contribution towards cost of maintenance of air craft. Variable component of cost of maintenance is borne by user of the aircraft in proportion to their actual usage and fixed component is shared by all the venturers in proportion to their capital contribution. The participation of the venturers in the affairs of the management of the JCE is through representation in the composition of Board of Directors as agreed in share holder's agreement.
- b. Share of the company in assets, outside liability, net worth, income and expenses not being accounted for herein works out to Rs.9.67 (Previous year 10.33), Rs.1.20 (Previous year 2.63), Rs.8.47 (Previous year 7.70), Rs.5.42 (Previous year 4.84) and Rs.4.63 (Previous year 4.12) respectively in respect of year under audit as per un-audited accounts of the JCE.
- c. Stake of the company in terms of percentage of total subscribed and paid up capital of JCE is 16.67%. Said amount Rs.4.77 (Rs.4.77) appears under investment head in balance sheet of the company.

Notes to the abridged Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

- d. Company's commitment towards revenue expenditure of the JCE amounting to Rs.5.05 (Previous year Rs.4.68) has been charged to profit and loss account under the head general charges.
- e. The company has furnished guarantee bond for Rs.7.14 (previous year Rs.7.14) in respect of borrowing availed by the JCE for acquisition of aircraft which forms part of point 22 of these notes.
- f. No income from said investment, unless realized in cash, is recognized in this stand alone account.

51. A. Related Party disclosures:

a. Related parties where control exists:-

H & B Stores Limited	Domestic Wholly Owned Subsidiary
Dermoviva Skin Essentials Inc, USA	Foreign wholly Owned Subsidiary
Asian Consumer care Pvt. Ltd., Dhaka	Foreign Subsidiary
Dabur Nepal Pvt. Ltd., Nepal	Foreign Subsidiary
Dabur Egypt Ltd., Egypt	Foreign wholly Owned Subsidiary
Dabur (UK) Ltd., UK	Foreign wholly Owned Subsidiary
Dabur International Ltd., UAE	Foreign wholly Owned Subsidiary
African Consumer care Limited, Nigeria	Foreign wholly Owned Subsidiary
Asian Consumer care Pakistan Pvt. Ltd., Pakistan	Foreign Subsidiary
Naturelle LLC, UAE	Foreign wholly Owned Subsidiary
Dabur Egypt Trading Ltd., Egypt	Foreign wholly Owned Subsidiary (ceased w.e.f. 29 th May,14)
Hobi Kozmetik, Turkey	Foreign wholly Owned Subsidiary
Ra Pazarlama, Turkey	Foreign wholly Owned Subsidiary
Namaste Laboratories LLC, US	Foreign wholly Owned Subsidiary
Hair Rejuvenation & Revitalization Nigeria Ltd., Nigeria	Foreign wholly Owned Subsidiary
Healing Hair Lab International LLC, USA	Foreign wholly Owned Subsidiary
Urban Lab International LLC, USA	Foreign wholly Owned Subsidiary
Dabur Lanka (Pvt.) Ltd., Sri Lanka	Foreign wholly Owned Subsidiary
Namaste Cosmetics Ltda, Brazil	Foreign wholly Owned Subsidiary
Dabur Consumer care Pvt. Ltd., Srilanka	Foreign wholly Owned Subsidiary
Dabur Tunisie, Tunisia	Foreign wholly Owned Subsidiary

b. Other related parties in transaction with the company:

- i. **Joint venture /Partnership** : Forum 1 Aviation Limited
- ii. **Key Managerial Personnel** :
 1. Mr. P D Narang, Whole Time Director
 2. Mr. Sunil Duggal, CEO cum Whole Time Director
 3. Mr. Lalit Malik, Chief Financial Officer (CFO)
 4. Mr. A K Jain, VP (Finance) and Company Secretary
- iii. **Directors**
 1. Dr. Anand C Burman, Chairman
 2. Mr. Amit Burman, Vice Chairman
 3. Mr. Mohit Burman, Director
 4. Mr. Saket Burman, Director
 5. Mr. P. N. Vijay, Independent Director
 6. Mr. R C Bhargava, Independent Director
 7. Dr. S Narayan, Independent Director
 8. Dr. Ajay Dua, Independent Director
 9. Mr. Sanjay Kr Bhattacharyya, Independent Director
 10. Mr. Albert Wiseman Paterson, Independent Director
 11. Mrs. Falguni Nayar, Independent Director
(Appointed from 28-Jul-2014)
(Ceased to be director from 8-Sep-2014)
- iv. **Others**
 - a. **Sharing/Directors in Common**
 1. Jetways Travels Private Limited
 2. Lite Bite Foods Private Limited
 - b. **Relatives of directors**
 1. Mr. Vivek Chand Burman
 2. Mrs. Asha Burman

B. Related Party Transactions for the year ended 31.03.2015

Particulars	Subsidiary	Joint Venture	Key Managerial Personnel	Directors	Others	Total	Outstanding as on 31.03.2015
A. Profit & Loss a/c							
1. Purchase of Goods/Services	447.49 (396.65)	-	-	-	9.89 (9.11)	457.38 (405.76)	- -
2. Sale of Goods	86.28 (87.41)	-	-	-	-	86.28 (87.41)	11.60 (11.93)
3. Royalty Expense	0.12 (0.12)	-	-	-	-	0.12 (0.12)	0.36 (0.24)
4. General Expenses	-	5.05 (4.68)	-	-	-	5.05 (4.68)	0.46 (0.57)
5. Remuneration/Pension	-	-	17.36 (15.01)	-	-	17.36 (15.01)	- -
6. Post Separation Benefit	-	-	2.51 (3.26)	0.21 (0.01)	0.40 (0.41)	3.12 (3.68)	- -
7. Reimbursement of Expenses	-	-	0.31 (0.25)	-	-	0.31 (0.25)	- -
8. Employee Stock Option Scheme	5.85 (2.66)	-	22.52 (9.93)	-	-	28.37 (12.59)	- -
9. Interest Received on Sec. Deposit	-	0.02 (0.02)	-	-	-	0.02 (0.02)	- -
10. Sitting Fees	-	-	-	0.61 (0.12)	-	0.61 (0.12)	- -
B. Balance Sheet*							
11. Loan Given	- (0.90)	-	-	-	-	- (0.90)	- -
12. Repayment of Loans given	- (2.10)	-	-	-	-	- (2.10)	- -
13. Equity Contribution	4.00 (5.20)	- (0.21)	-	-	-	4.00 (5.41)	91.00 (110.96)
14. Security Deposit	-	-	-	-	-	-	0.38 (0.38)
C. Off Balance Sheet Item*							
15. Guarantees & Collaterals	(344.16) (544.52)	-	-	-	-	(344.16) (544.52)	1,245.62 (1,045.26)

*Previous Balance as on 31.03.2014

Notes:

- A. Item referred to in 1 above includes Purchases from Dabur Nepal Pvt. Ltd. Rs.410.05 (Rs.384.59).
- B. Item referred to in 2 above includes Sales to Dabur International Ltd., Naturelle LLC, Asian Consumer Care Pakistan (Pvt.) Ltd., Asian Consumer Care Ltd. Rs.19.17, Rs.23.85, Rs.5.41, Rs.12.39 respectively (Rs.16.58, Rs.26.86, Rs.16.95, Rs.10.11 respectively).
- C. Item referred to in 3 above relates to royalty paid to Dermoviva Skin Essentials Inc. Rs.0.12 (Rs.0.12).
- D. Item referred to in 4 above relates to joint venture expenses paid to Forum 1 Aviation Ltd. Rs.5.05 (Rs.4.68).
- E. Item referred to in 8 above relates to ESOP given to Dabur International Rs.5.85 (Rs.2.66).
- F. Item referred to in 9 above relates to interest received on security deposit from Forum 1 Aviation Ltd. Rs.0.02 (Rs.0.02).
- G. Item referred to in 11 above relates to loan given to H & B stores Ltd. Rs. Nil (Rs.0.90).
- H. Item referred to in 12 above relates to loan repaid by H & B stores Ltd. Rs. Nil (Rs.2.10).
- I. Item referred to in 13 above relates to investment in equity shares of Forum 1 Aviation Ltd. Rs. Nil (Rs.0.21) and H & B Stores Ltd. Rs.4.00 (Rs.5.20).
- J. Figures in bracket relate to previous year.

Notes to the abridged Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

54. Segment Information pursuant to AS-17:

Segment wise Revenue, Results and Capital employed

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1. Segment Revenue		
A. Consumer Care Business	4,332.88	3,926.75
B. Foods Business	957.05	799.65
C. Other Segments	128.99	130.40
Net Sales/Income from Operations	5,418.92	4,856.80
2. Segment Results Profit / Loss(-) Before Tax and Interest		
A. Consumer Care Business	1,030.84	909.59
B. Foods Business	108.91	87.90
C. Other Segments	4.21	4.54
Sub Total	1,143.96	1,002.03
Less: Interest & Financial Expenses	9.89	19.35
Less: Unallocable expenditure net off unallocable income	133.58	120.63
Profit / (Loss) Before Tax	1,000.49	862.05
Exceptional Item	(23.96)	-
Profit/(Loss) from Ordinary Activities before Tax	976.53	862.05
Less: Tax Expenses	213.95	189.23
Profit / (Loss) After Tax	762.58	672.82
Extraordinary items	-	(0.72)
Net Profit/(Loss) for the period	762.58	672.10
3. Capital Employed(Segment Assets-Segment Liabilities)		
A. Consumer Care Business	1,023.58	870.41
B. Foods Business	167.23	162.33
C. Other Segments	23.19	23.91
Unallocated capital employed	1,122.19	845.69
Total	2,336.19	1,902.34

57. Amount due to Micro & Small enterprises under MSMED Act, 2006 is Rs.5.07 (previous year Rs.7.89). Identification of such enterprises has been made on the basis of their disclosure in correspondences, bills to the effect as mandated for them. There was neither any default nor any delay in payment made to such enterprises, credit terms where of were within period prescribed under statute.

59. Exchange gain works out to Rs 5.07 (Previous Year Rs 9.55) and exchange loss Rs 8.79 (Previous year Rs 16.41) and their net impact have been debited to Profit & Loss Account under the head "Finance Cost".

60. Assets Discarded/Written Down:

a) Fixed Assets discarded	0.85	0.39
b) Finished goods written down	34.15	29.23

61. Exceptional item relates to investment in H&B Stores Limited, a wholly owned subsidiary, written off during the year on account of Honourable High Court Delhi approving investee's application made under section 100 (1)(b) of Companies Act' 1956 for reduction of share capital against cancellation of 239568708 numbers of equity shares of Re 1 each not being represented by available assets.

62. Change in accounting practice

Following change in assumption of lifespan of fixed assets under Schedule II of Companies Act, 2013, over aged fixed assets have been reduced to their residual values with consequent reduction amounting to Rs.5.57 (Net off Rs.1.89 towards deferred tax impact, thereon) has been charged to surplus under "Reserves and Surplus" head in balance sheet. In addition to above, remaining items of fixed assets have been subjected to depreciation charge at rates which reduce them to their residual values under their revised lifespan which led to decrease in profit by Rs.3.88 vis-a-vis previous year's practice.

As per our report of even date attached

For **G. BASU & CO.**
Chartered Accountants
Firm Regn. No. 301174E

S.LAHIRI
Partner
Membership No. 51717

Place : Jebel Ali - UAE
Date : May 5, 2015

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

LALIT MALIK
Chief Financial Officer

P D NARANG
Whole Time Director
DIN: 00021581

A K JAIN
VP (Finance) & Company Secretary

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

Abridged Consolidated Financial Statements

Auditor's Report

REPORT OF THE INDEPENDENT AUDITOR ON THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS

To,

The Members of Dabur India Limited

The accompanying abridged consolidated financial statements, which comprise the abridged consolidated balance sheet as at 31st March, 2015, the abridged consolidated statement of profit & loss, and abridged consolidated cash flow statement for the year then ended, and related notes, are derived from the audited consolidated financial statements of Dabur India Limited group for the year ended 31st March, 2015. We expressed an unmodified audit opinion on those financial statements in our report dated 5th May, 2015. Those consolidated financial statements, and the abridged consolidated financial statements, do not reflect the effects of events that occurred subsequent to the date of our report on those financial statements.

The Abridged financial statements do not contain all the disclosures required by the Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 applied in the preparation of the audited consolidated financial statements of Dabur India Limited. Reading the abridged consolidated financial statements, therefore, is not a substitute for reading the audited consolidated financial statements of Dabur India Limited group.

Also consolidated herein on proportionate basis in application of AS-27 are the unaudited accounts of Forum I Aviation Limited, a domestic jointly controlled corporate entity, the parent company being one of the joint venturers therein. Proportionate total net assets, profit and net cash flow amounting to Rs.8.48 crores, Rs.0.79 crores and Rs.0.20 crores respectively of the jointly controlled corporate entity have been consolidated with these financial statements

on the basis of accounts of said entity as certified by its management which has not been audited by us.

Management's Responsibility for the Abridged Financial Statements

Management is responsible for the preparation of a Abridged of the audited consolidated financial statements in accordance with AS-21 on consolidated statement of accounts read with AS-27 on accounting of joint venture and accounting principles generally accepted in India.

Auditor's Responsibility

Our responsibility is to express an opinion on the Abridged consolidated financial statements based on our audit procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagements to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

Opinion

In our opinion, the Abridged consolidated financial statements derived from the audited consolidated financial statements of Dabur India Limited group for the year ended 31st March, 2015 are a fair summary of those financial statements, in accordance with applicable Accounting Standards and accounting principles generally accepted in India.

For **G.BASU & CO.**

Chartered Accountants

Firm's registration number: 301174E

S LAHIRI

Partner

Place: Jebel Ali - UAE

Date: May 5, 2015

Membership number: 51717

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To,

The Members of Dabur India Limited

We have audited the accompanying consolidated financial statements of Dabur India Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the

Group") and its one jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2015 the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that

give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its jointly controlled entity as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of one jointly controlled entity, whose financial statements / financial information reflect total assets of Rs.8.48 crores as at 31st March, 2015, total revenues of Rs.0.79 crores and net cash flows amounting to Rs.0.20 crores for the year ended on that date, as considered in the consolidated financial statements. Said financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid, jointly controlled entity, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, one subsidiary company and one jointly controlled company incorporated in India, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books and accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Holding Companies and subsidiary (incorporated in India) as on 31st March, 2015 taken on record by the respective Board of Directors of the Holding and subsidiary company none of the directors of such companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, and jointly controlled entity – Refer Note 23 and 25 of the consolidated financial statements.
 - (ii) The Group and the jointly controlled entity did not have any material foreseeable losses on long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. Besides there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company and jointly controlled company incorporated in India.

For **G.BASU & CO.**
Chartered Accountants
Firm's registration number: 301174E

S LAHIRI
Partner

Place: Jebel Ali - UAE
Date: May 5, 2015

Membership number: 51717

Annexure to the Auditor's Report as per the Companies (Auditor's Report) Order, 2015

1. a. Proper records have been maintained showing full particulars including quantitative details and situation of fixed assets.
- b. The fixed assets have been physically verified by the managements at reasonable intervals. As informed, no material discrepancies between book records and the physical inventories have been noticed on such verification.
2. a. The inventories have been physically verified at reasonable intervals during the year by the managements.
- b. The procedures of physical verification of inventories followed are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. On the basis of our examination of the records of inventory, we are of the opinion that the proper records of inventory have been maintained. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of accounts.

3. No loan secured or unsecured has been granted to companies, firms, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of respective companies and the nature of their businesses for purchase of inventory and fixed assets and on the sale of goods and services. During the course of our audit no major weakness has been noticed in the internal controls. We have not observed any continuing failure on the part of the company to correct major weakness in internal control system.
5. No deposit has been accepted from the public.
6. On the basis of records produced we are of the opinion that prima facie cost records and accounts prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 in respect of products covered under the rules under said section have been made and maintained. However, we are neither required to carry out nor have carried out any detailed examination of such accounts and records.
7. a. According to information and explanations given to us, undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues, to the extent applicable, were regularly deposited to appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- b. The dues on account on Sales Tax, Income Tax, Excise Duty, Service Tax, Wealth Tax, Custom Duty, Value Added Tax and Cess disputed and not being paid, vis-à-vis forums where such disputes are pending are mentioned below:-

Name of the Statute	Nature of dues	Period	Amount (Rs in crs)	Forum where pending
Sales Tax and VAT Laws	Central Sales Tax, Local Sales Tax, Value Added Tax, Entry Tax, etc	2010-11, 2014-15	1.90	Assessing Officer
		1996-97 to 2013-14	27.27	DC, AC, DETC, REV., BOARD, AA, DETC (Commissioner's Level)
		1997-98 to 2003-04, 2005-06 to 2011-12	7.22	Appellate Tribunal
		1990-91 to 2000-01, 2006-07 to 2010-11 & 2012-13	8.75	High Courts
Income Tax Act, 1961	Income Tax	2010-11, 2012-13 to 2014-15	0.36	Assessing Officer
		2009-10	0.01	Commissioner (Appeal)
Central Excise Act, 1944	Excise Duty	1993 to 2001	5.15	Dy. Commissioner
		1994-2014	11.30	Commissioner (Appeal)
		1994-2011	106.67	Tribunal
Service Tax (Finance Act, 1994)	Service Tax	2001-08	40.29	Tribunal

- c. According to information and explanations given to us, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
8. The Holding Company does not have accumulated losses at the end of the financial year. The Companies under reference have not incurred cash losses in the financial year. The Holding Company and jointly controlled entity did not sustain cash loss in the immediately preceding financial year. The subsidiary sustained cash loss in the preceding year.
9. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that no default has been made in repayment of dues to any financial institution, bank or debenture holder.
10. No guarantee for loans taken by others from bank or financial institutions has been furnished.
11. The term loans were applied for the purpose for which the loans were obtained.
12. No fraud has been noticed or reported on or by the company during the year.

For **G.BASU & CO.**
Chartered Accountants
Firm's registration number: 301174E

S LAHIRI
Partner
Membership number: 51717

Place: Jebel Ali - UAE
Date: May 5, 2015

Abridged Consolidated Balance Sheet

as at March 31, 2015

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	Particulars	As at March 31, 2015	As at March 31, 2014
I	EQUITY AND LIABILITIES		
1.	Share holders' Funds		
	(a) Paid up Share Capital		
	(i) Equity	175.65	174.38
	(b) Reserves and Surplus		
	(i) Capital Reserves (including revaluation reserve)	73.19	30.56
	(ii) Revenue Reserves	257.26	180.12
	(iii) Surplus	2,848.04	2,270.90
2.	Minority Interest	18.16	15.91
3.	Non-current liabilities		
	(a) Long Term borrowings	210.57	260.40
	(b) Deferred Tax Liabilities (Net)	58.71	44.83
	(c) Long-term provisions	46.21	40.89
4.	Current Liabilities		
	(a) Short-term borrowings	522.99	447.74
	(b) Trade payables	1,095.84	1,096.53
	(c) Other current liabilities	543.64	479.42
	(d) Short-term provisions	256.02	270.32
	Total	6,106.28	5,312.00
II	ASSETS		
5.	Non-current assets		
	(a) Fixed Assets		
	(i) Tangible assets (Original cost less depreciation)	1,234.36	1,132.99
	(ii) Intangible assets (Original cost less depreciation/amortisation)	642.77	633.91
	(iii) Capital work-in-progress	50.30	21.71
	(b) Non-current investments	1,407.40	492.64
	(c) Long-term loans and advances	20.75	24.54
	(d) Other non-current assets	20.13	18.07
6.	Current assets		
	(a) Current investments	405.97	583.83
	(b) Inventories	973.27	972.51
	(c) Trade receivables	710.84	675.30
	(d) Cash and Bank balances	276.04	519.38
	(e) Short-term loans and advances	278.87	195.51
	(f) Other current assets	85.58	41.61
	Total	6,106.28	5,312.00

Note: Complete Balance Sheet, Statement of Profit and Loss, other statements and notes thereto prepared as per the requirement of Schedule III to the Companies Act, 2013 are available at the Company's website www.dabur.com at link <http://www.dabur.com/Annual-Reports-2014-15>.

As per our report of even date attached

For **DABUR INDIA LIMITED**

For **G. BASU & CO.**

Chartered Accountants
Firm Regn. No. 301174E

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P D NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

S.LAHIRI

Partner
Membership No. 51717

LALIT MALIK
Chief Financial Officer

A K JAIN
VP (Finance) & Company Secretary

Place : Jebel Ali - UAE
Date : May 5, 2015

Abridged Consolidated Profit and Loss Account

for the year ended March 31, 2015

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
I	Income		
	Revenue from operations*	7,906.37	7,134.75
	Less: Excise duty	(79.17)	(59.44)
	Net Revenue from Operations	7,827.20	7,075.31
II	Other Income	158.05	128.06
III	Total Income (I + II)	7,985.25	7,203.37
IV	Expenditure		
	(a) Cost of materials consumed	3,002.63	2,739.04
	(b) Purchase of stock in trade	743.35	704.44
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(25.91)	(43.45)
	(d) Employee benefits expenses	689.56	607.67
	(e) Finance costs	40.12	54.15
	(f) Depreciation and Amortisations expenses	114.98	97.49
	(g) Other Expenses	2,101.16	1,907.78
	Total Expenditure (a to g)	6,665.89	6,067.12
V	Profit before exceptional and extraordinary items and tax (III - IV)	1,319.36	1,136.25
VI	Exceptional Items	-	-
VII	Profit before extraordinary items and tax (V - VI)	1,319.36	1,136.25
VIII	Extraordinary Items	-	(0.72)
IX	Profit before tax (VII - VIII)	1,319.36	1,135.53
X	(1) Tax expense	234.67	210.46
	(2) Deferred Tax	16.22	8.62
XI	Profit/(Loss) after tax for the year from continuing operations (IX - X)	1,068.47	916.45
XII	Minority Interest	2.64	2.53
XIII	Profit after Minority Interest	1,065.83	913.92
XIV	Earnings per equity share (before extraordinary items)		
	(a) Basic	6.08	5.25
	(b) Diluted	6.03	5.21
XV	Earnings per equity share (after extraordinary items)		
	(a) Basic	6.08	5.24
	(b) Diluted	6.03	5.21
	*Details of Revenue from Operations:		
I	Sale of products manufactured	7,078.64	6,389.02
II	Sale of goods traded	806.90	724.51
III	Revenue from services provided	0.10	0.17
IV	Other operational Revenue	20.73	21.05
	Total	7,906.37	7,134.75

As per our report of even date attached

For **DABUR INDIA LIMITED**

For **G. BASU & CO.**

Chartered Accountants
Firm Regn. No. 301174E

S.LAHIRI

Partner
Membership No. 51717

Place : Jebel Ali - UAE
Date : May 5, 2015

DR. ANAND C BURMAN
Chairman
DIN: 00056216

LALIT MALIK
Chief Financial Officer

P D NARANG
Whole Time Director
DIN: 00021581

A K JAIN
VP (Finance) & Company Secretary

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

Abridged Consolidated Cash Flow Statement

for the year ended March 31, 2015

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1.	Cash flows from operating activities	1,047.21	1,098.30
2.	Cash flows from investing activities	(876.20)	(107.28)
3.	Cash flows from financing activities	(416.77)	(803.69)
4.	Net increase/(decrease) in cash and cash equivalents	(245.76)	187.33
5.	Cash and cash equivalents at beginning of period	313.21	123.10
6.	Unrealised Gain/(Loss) on Foreign Currency	0.30	2.78
7.	Cash and cash equivalents at end of period	67.75	313.21

As per our report of even date attached

For **G. BASU & CO.**

Chartered Accountants
Firm Regn. No. 301174E

S.LAHIRI

Partner
Membership No. 51717

Place : Jebel Ali - UAE

Date : May 5, 2015

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN

Chairman
DIN: 00056216

LALIT MALIK

Chief Financial Officer

P D NARANG

Whole Time Director
DIN: 00021581

A K JAIN

VP (Finance) & Company Secretary

SUNIL DUGGAL

Whole Time Director
DIN: 00041825

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts in ₹ crores, except share data)

2.1 SIGNIFICANT ACCOUNTING POLICIES

2.1.1 Basis for preparation of accounts

The accounts have been prepared in accordance with the historical cost convention under accrual basis of accounting as per Indian GAAP. Accounts and Disclosures thereon comply with the Accounting Standards specified in Companies (Accounting Standard) Rules, 2006 which continue to apply under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, other pronouncement of ICAI, provisions of the Companies Act and guidelines issued by SEBI as applicable.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

2.1.2 Use of Estimates

Indian GAAP enjoins management to make estimates and assumptions that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to years, the financial statement relate to. Actual result could differ from such estimates. Any revision in accounting estimates is recognized prospectively from current year and material revision, including its impact on financial statement, is reported in notes to accounts in the year of incorporation of revision.

2.2 Principles of consolidation

- Consolidated herein are the accounts of:-
 - Dabur India Limited (the parent company)
 - H&B Stores Limited (a wholly owned subsidiary company incorporated in India)
 - Dabur International Ltd., (a wholly owned subsidiary body corporate incorporated in Isle of MAN)
 - Dabur (UK) Ltd. (a wholly owned subsidiary body corporate incorporated in British Virgin Island, 100% stake wherein is held by Dabur International Ltd.)
 - Dabur Nepal Pvt. Ltd. (a subsidiary body corporate incorporated in Nepal, 97.5% stake wherein is held by Dabur International Ltd.)
 - Dabur Egypt Ltd. (a wholly owned subsidiary body corporate incorporated in Egypt, 76% & 24% of stake wherein are held by Dabur (UK) Ltd. and Dabur International Ltd. respectively)
 - Asian Consumer care Pvt. Ltd. (a subsidiary body corporate incorporated in Bangladesh, 76% stake wherein is held by Dabur International Ltd.)
 - African Consumer Care Ltd. (a wholly owned subsidiary body corporate incorporated in Nigeria, 90% stake wherein is held by Dabur International Ltd & 10% stake held by Dabur (UK) Ltd.)
 - Asian Consumer Care Pakistan Pvt. Ltd. (a subsidiary body corporate incorporated in Pakistan, 99.99% stake where in is held by Dabur International Ltd.)

Notes to the abridged Consolidated Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

- Naturelle LLC (a subsidiary body corporate incorporated in Emirate of RAS Al Khaimah, 100% stake wherein is held by Dabur International Ltd.)
 - Dermoviva Skin Essentials Inc. (a wholly owned subsidiary body corporate incorporated in USA, 97.79% and 2.21% stakes wherein are held by Dabur International Ltd. & Dabur India Ltd. respectively)
 - Namaste Laboratories LLC (a wholly owned subsidiary body corporate, incorporated in USA, 100% right wherein is exercised by Dermoviva Skin Essentials Inc.)
 - Urban laboratories International LLC (a wholly owned subsidiary body corporate incorporated in USA, 100% right wherein is exercised by Namaste Laboratories LLC)
 - Hair Rejuvenation and Revitalization Nigeria Ltd (a wholly owned subsidiary body corporate incorporated in Nigeria, 100% right wherein is exercised by Urban Laboratories International LLC)
 - Healing Hair Laboratories International LLC (a wholly owned body corporate incorporated in USA, 100% rights wherein is exercised by Namaste Laboratories LLC)
 - Namaste cosmetics Ltda. (a wholly owned body corporate incorporated in Brazil, 100% rights wherein is exercised by Namaste Laboratories LLC)
 - Two wholly owned overseas subsidiary body corporate incorporated in Turkey named Hobi Kozmetik and RA Pazarlama, (100% stake in each is held by Dabur International Ltd.)
 - Dabur Lanka Pvt. Ltd. (a wholly owned subsidiary body corporate incorporated in Sri Lanka 100% stake wherein is held by Dabur International Ltd.)
 - Dabur Consumer care Pvt. Ltd. (a wholly owned subsidiary body corporate incorporated in Sri Lanka 100% stake wherein is held by Dabur International Ltd.)
 - Dabur Tunisie (a wholly owned subsidiary body corporate incorporated in Tunisia 99% stake wherein is held by Dabur International Ltd. and 1% held by Dabur UK Ltd.)
- ii. In addition to the above, proportionately consolidated herein is the accounts of Forum 1 Aviation Ltd. (a domestic corporate entity jointly controlled by parent company with others, stake of parent company being 16.67% therein) on the basis of un-audited results.
- iii. The consolidated financial statements have been prepared on the basis of AS-21, under pooling of interest method read with the following basic assumptions:
- a. The financial statements of the parent company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting in unrealized profits or losses.
 - b. Entities joining business combination during the year / earlier years were accounted for at immediate post merger /amalgamation / acquisition point in terms of note no. 2.16 which provides their initial basis of worth of assets, liabilities & reserves for consolidation. Subsequent accountal thereon remain on line to line basis.
 - c. Investments of parent company in subsidiaries are eliminated against respective proportionate stake of parent company therein on the respective dates when such investments were made by way of debiting/crediting the difference of the two in goodwill/ capital reserve.
 - d. In respect of foreign subsidiaries, rise in the value of stake of parent company in terms of reporting currency upto the date of commercial production (i.e. the date, their assets were due for capitalization) on account of exchange fluctuation has been credited to capital reserve. Subsequent generation of reserve other than that of the nature of capital reserve including gain/ loss arising on account of translating the transactions of the year, year-end assets and liabilities of the foreign subsidiaries for the purpose of consolidating with parent company's assets at exchange rates ruling on year-end-date has been recognized as reserve specifically earmarked for the purpose.
- iv. The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statements unless stated otherwise.
- v. Minority interest, where lying, in the net income of consolidated subsidiaries have been adjusted against the income of the group so as to arrive at net income attributable to the parent company only. Minority interest, consisting of equity attributable to them on the date such investments were made by the parent company and movement in their equity since the date of parent subsidiary relationship, along with other segments of reserve attributable to minorities has been disclosed in the consolidated financial statements separately from liability and equity of shareholders of parent company.

2.3 Translation of overseas subsidiaries from foreign currencies to reporting currency

- a. All assets/ outside liabilities and income/ expenses of overseas subsidiaries have been translated in reporting currency in terms of exchange rates prevailing on year-end date and average monthly rate respectively on the basis of non-integral operational approach under revised AS-11 there by accounting for aggregate of net impact in exchange fluctuation in these regards as exchange reserve shown under broad head of "Reserves and Surplus".
- b. Exchange difference arising on reporting of Long term foreign currency monetary items, pertaining to transactions among group companies/ branches, at rates different from those at which they were initially recorded are accumulated under exchange fluctuation reserve. Relevant component of exchange fluctuation reserve is amortised as per para 46A of AS-11.

2.4 Recognition of Income and Expenses

- a. Sales and purchases are accounted for on the basis of passing of title to the goods.
- b. Sales comprise of sale price of goods including excise duty but exclude trade discount and sales tax/Vat.
- c. Income/ loss from future trading of commodities, forming part of inputs, is to be recognized at the closing point of the contract. For open contracts, loss if any accrues on balance sheet date is recognized. However profit, if any, accruing on open contracts on balance sheet date is ignored.
- d. All the other incomes have been accounted for on accrual basis except for those entailing accounting on realization basis under AS 9 on the ground of uncertainty factor.
- e. All expenses are provided on accrual basis unless stated otherwise.

2.5 Fixed Assets

- a. Fixed assets are stated at carrying amount i.e. cost less accumulated depreciation.
- b. Cost includes freight, duties, taxes and other expenses incidental to acquisition and installation.
- c. Depreciation on Fixed Assets has been provided on straight line method in terms of life span of assets specified in Schedule II of the Companies Act, 2013 except for Moulds which are depreciated in four years on straight line method based on technical advice.
- d. Patents and trademarks are being amortized over the period of ten years on straight line basis.
- e. Softwares are being amortized over the period of five years on straight line basis.
- f. For New Projects, all direct expenses and direct overheads (excluding services provided by employees in company's regular payroll) are capitalized.

- g. Capital Subsidy received against fixed capital outlay is deducted from gross value of individual fixed assets, forming part of subsidy scheme granted, by way of proportionate allocation of subsidy amount thereon. Depreciation is charged on net fixed assets after deduction of subsidy amount.
- h. On sale of fixed assets, any profit earned towards excess of sale value over gross block of assets (i.e. balancing charge) is transferred from profit & loss account to capital reserve.
- i. Fixed assets inherited from entry of new entity in business combination pursuant to its acquisition by the group are carried at price corresponding assets were held in the books of newly acquired entity at the point of its acquisition.
- j. In respect of fixed assets of new entrants in the group having followed different basis of charging depreciation, prior to the date of their takeover, written down value of their assets are subjected to depreciation charge under straight line method at rate which enables respective assets to be amortized within their respective life span assessed under schedule II of the companies Act, 2013.
- k. Stores and fixtures in H & B Stores Ltd. are amortized over a period of eight years.
- l. Leasehold improvements in H & B Stores Ltd. are amortized over the lower of estimated useful life or lease period.

2.6 Impairment/discarding of Assets

- a. The company identifies impairable fixed assets based on cash generating unit concept for tangible fixed assets and asset specific concept for intangible fixed assets at the year-end in terms of clause 5 to 13 of AS -28 and clause 83 of AS- 26 respectively for the purpose of arriving at impairment loss thereon, if any, being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, is charged against revenue of the year.
- b. Apart from test of impairment within the meaning of AS 28, individual tangible fixed assets of various cash generating units (CGUs) are identified for writing down on the ground of obsolescence, damage, redundancy & un-usability at the year end.
- c. Further the company has assessed recoverable value of each CGUs and each intangible asset based on value-in-use method. Such assessment indicated the value in use of corresponding assets higher than corresponding carrying cost of assets thereby ruling out the cause of further arriving at their net-selling-price and exigency of provision against impairment loss.

2.7 Investment

Investments that are readily realizable and are intended to be held for not more than one year at the point of acquisition are classified as "Current

Notes to the abridged Consolidated Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

investments". All other investments are classified as "Non-current investments".

Current investments are stated at the lower of cost and fair value. Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of non current investments.

Investments in subsidiaries, Joint Ventures and Associates are held for long term and valued at cost reduced by diminution of permanent nature therein, if any.

No profit or losses of subsidiaries are accounted for.

2.8 Research and Development Expenditure

Revenue expenditure on research & development is expensed as incurred including contribution towards scientific research expenses.

2.9 Inventories

Inventories are valued at the lower of cost or net realizable value. Basis of determination of cost remains as follows:

- a. Raw material, Packing Material, Stores & Spares : Moving weighted Average basis
- b. Work-in-progress : Cost of input plus overhead upto the stage of completion
- c. Finished Goods : Cost of input plus appropriate overhead

2.10 Deferred Entitlement on Leave Travel Concession

In terms of opinion of the Expert Advisory Committee of the ICAI, the Company has provided liability accruing on account of deferred entitlement towards Leave Travel Concession in the year in which the employees concerned render their services.

2.11 Retirement Benefits

Liabilities in respect of retirement benefits to employees are provided for as follows:-

a. Defined Benefit Plans:

- i. Leave Salary of employees on the basis of actuarial valuation as per AS 15.
- ii. Post separation benefits of directors on the basis of actuarial valuation as per AS 15.
- iii. Gratuity Liability on the basis of actuarial valuation as per AS 15.

b. Defined Contribution Plans:

- i. Liability for superannuation fund on the basis of the premium paid to insurance company in respect of employees covered under Superannuation Fund Policy.
- ii. Provident fund & ESI on the basis of actual liability accrued and paid to trust/ authority.

2.12 Income Tax and Deferred Tax

The liability of company on account of income tax is estimated considering the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent years.

2.13 Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax , Income Tax, Excise etc.), pending in appeal/ court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimable, is recognized in accounts.

2.14 Foreign Currency Translation

- a. Transactions of parent and domestic subsidiaries with overseas parties are recognized at currency rate ruling on the date of transaction. Gain or loss arising towards rise/fall of overseas currency vis-a-vis reporting currency is accounted for in statement of profit and loss.
- b. Impact of currency fluctuation on current assets/ current or outside liabilities of individual entities with reference to currency of reporting in countries of their incorporation are charged to revenue.

2.15 Employee Stock Option Purchase (ESOP)

Aggregate of quantum of option granted under the scheme in monetary term (net of consideration of issue to be paid in cash) in terms of intrinsic value has been shown as Employees Stock Option Scheme outstanding in Reserve and Surplus head of the Balance Sheet with corresponding debit in deferred Employee Compensation under ESOP appearing as negative item as part of shareholder's fund as per guidelines to the effect issued by SEBI.

- a. With the exercise of option and consequent issue of equity share, corresponding ESOP outstanding is transferred to share premium account.
- b. Employees' contribution for the nominal value of share in respect to option granted to employees of subsidiary company is being reimbursed by subsidiary companies to holding company.
- c. Entitlement of option rises proportionately with the issuance of bonus. Nominal value of shares against enhanced options is financed by the company at the point of exercise of such option by employees against utilization of general reserve/security premium.
- d. Deferred employees compensation under ESOP is amortized on straight line method over the vesting period.

Notes to the abridged Consolidated Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

25. Information pursuant to AS-29

Brief particulars of provisions on disputed liabilities:

Nature of Liability	Particulars of dispute	Opening Provision	Provision made during the period	Provision adjusted during the period	Closing Provision
Sales Tax	Classification matter and rate difference	2.74	1.51	-	4.25
Entry Tax	Entry tax difference-Orissa	0.51	-	-	0.51
Excise	Classification matter	1.39	6.00	-	7.39
Service Tax	Service Tax Distribution (ISD)	28.53	-	-	28.53
Income Tax	Assessment Pending	1.10	1.01	-	2.11
Misc Case	Employee claim provision	-	0.64	-	0.64
		34.27	9.16	-	43.43

- Resulting outflows against above liabilities pending before Sales Tax DC/Tribunal/CCT's, if mature, are expected to be in succeeding financial year.
- Withdrawal of provision relates to crystallization of liability in actual & subsequently payment made by company in relevant context.
- Provisions are made herein for medium risk oriented issues as a measure of abundant precaution.
- Remote risk possibility of further cash outflow is presumed pertaining to contingent liabilities listed in point 23 & 24 above.

37. Employee Related Dues (AS-15)

Particulars		Gratuity	Leave Salary	Post Separation benefits of director	Total
A. Defined Benefit Plan-Expenses recognized during the period:					
A. Past Service Cost	CY	-	-	-	-
	PY	-	-	-	-
B. Current Service Cost	CY	7.71	5.23	1.20	14.14
	PY	6.39	4.59	1.15	12.13
C. Interest Cost	CY	4.48	1.65	3.44	9.57
	PY	3.50	1.46	3.37	8.33
D. Expected return on Plan Assets	CY	(3.95)	(1.15)	-	(5.10)
	PY	(3.25)	(1.27)	-	(4.52)
E. Accumulated Loss/(Gain)	CY	1.39	0.42	(1.53)	0.28
	PY	1.50	(1.32)	(0.84)	(0.66)
F. Total expenses recognized during the year (A+B+C+D+E)	CY	9.63	6.15	3.11	18.89
	PY	8.14	3.46	3.68	15.28

B. Reconciliation of opening & closing balances of obligations :

I. Obligation as on 01.04.2014	CY	54.73	19.44	40.49	114.66
	PY	45.90	18.27	39.63	103.80
II. Past service cost	CY	-	-	-	-
	PY	-	-	-	-
III. Current service cost	CY	7.71	5.23	1.20	14.14
	PY	6.60	4.59	1.15	12.34
IV. Interest cost	CY	4.48	1.65	3.44	9.57
	PY	3.65	1.46	3.37	8.48
V. Actuarial (Gain)/ Loss	CY	1.56	0.29	(1.53)	0.32
	PY	1.68	(1.44)	(0.84)	(0.60)
VI. Settlement	CY	(4.00)	(3.94)	(0.47)	(8.41)
	PY	(3.10)	(3.44)	(2.82)	(9.36)
VII. Obligation as on 31.03.2015	CY	64.48	22.67	43.13	130.28
	PY	54.73	19.44	40.49	114.66

Particulars		Gratuity	Leave Salary	Post Separation benefits of director	Total
C. Change in Plan Assets : (Reconciliation of opening and closing balances)					
I. Fair Value of Plan Assets as on 01.04.2014	CY	47.36	12.92	-	60.28
	PY	38.16	13.72	-	51.88
II. Expected Return on Plan Assets	CY	3.95	1.15	-	5.10
	PY	3.37	1.27	-	4.64
III. Actuarial Gain/ (Loss)	CY	0.16	(0.13)	-	0.03
	PY	0.18	(0.12)	-	0.06
IV. Employer Contribution	CY	3.39	3.00	-	6.39
	PY	8.30	0.50	-	8.80
V. Settlement	CY	(3.47)	(2.62)	-	(6.09)
	PY	(2.65)	(2.45)	-	(5.10)
VI. Fair value of Plan Assets as on 31.03.2015	CY	51.39	14.32	-	65.71
	PY	47.36	12.92	-	60.28
D. Closing Obligation vis-a-vis Planned Assets					
i. Obligation as on 31.03.2015	CY	64.48	22.67	43.13	130.28
	PY	54.73	19.44	40.49	114.66
ii. Fair value of planned assets as on 31.03.2015	CY	51.39	14.32	-	65.71
	PY	47.36	12.92	-	60.28
Deficit/(Surplus)	CY	13.09	8.35	43.13	64.57
	PY	7.37	6.52	40.49	54.38

E. Investment detail of plan assets as on 31.03.2015: 100% reimbursement right from Insurance Company for fund managed by it

F. Actuarial Assumption :

Financial assumption:

Discount rate (%)	7.75%
Estimated rate of return on plan assets (%)	8.85%
Salary escalation rate (%)	9.25%
Method	Projected unit cost method

G. The basis used for determination of expected rate of return is average return on long term investment in Government bonds

H. The estimate of future salary increase take in-to account regular increment , promotional increases and Inflationary consequence over price index.

I. Demographics assumptions take into account mortality factor as per IALM (2006-08) ultimate criteria, employees and normal retirement age at 58.

J. Particulars on planned assets have been ascertained on the basis of last confirmation from Insurance Company.

K. CY- Current year, PY - Previous year

L. Defined Contribution Plan

Company's contribution to different defined contribution plans

Particulars	2014-15	2013-14
Provident Fund	12.16	11.96
Employees State Insurance	1.65	1.72
Employees Superannuation Fund	3.96	3.99
401K Match	1.40	1.40
	19.17	19.07

38. A. Related Party disclosures (Pursuant to AS-18)

a. Related parties where control exists : None

b. Other related parties in transaction with the company :

I. Joint venture : Forum 1 Aviation Limited

II. Key Managerial Personnel

- | | | |
|-------------------------|----------------------------|-----------------------|
| 1. Mr. P D Narang | 2. Mr. Sunil Duggal | 3. Mr. R S Rana |
| 4. Mr. Sidhartha Burman | 5. Mr. Vijay Shaker | 6. Mr. Jiten Doshi |
| 7. Mr. Gaurav Burman | 8. Mr. Sukhpal Singh Sethi | 9. Mr. Alok Sethi |
| 10. Mr. Mohit Malhotra | 11. Mr. A K Jain | 12. Mr. Lalit Malik |
| 13. Mr. Shahrukh Khan | 14. Mr. Anoop Sharma | 15. Mr. Manish Mathur |

Notes to the abridged Consolidated Financial Statements

for the year ended March 31, 2015

(All amounts in ₹ crores, except share data)

- | | | |
|--|---|------------------------------|
| 16. Mr. Arun Dhawan | 17. Mr. Clair Wilson | 18. Mr. Amit Baijla |
| 19. Mr. S K Das | 20. Mr. S K Srinivasan | 21. Mr. Saidalavi Kannannari |
| 22. Mr. J P Victoria (Ceased to be KMP from 6.11.2014) | 23. Mr. Sanjay Kumar Munshi (Appointed as KMP from 1.11.2014) | |

III. Directors

- | | | |
|--|--------------------|-----------------------------------|
| 1. Dr. Anand C Burman | 2. Mr. Amit Burman | 3. Mr. Mohit Burman |
| 4. Mr. Saket Burman | 5. Mr. P N Vijay | 6. Mr. R C Bhargava |
| 7. Dr. S Narayan | 8. Dr. Ajay Dua | 9. Mr. Sanjay Kumar Bhattacharyya |
| 10. Mr. Albert Wiseman Paterson, Independent Director (Ceased to be director from September 8, 2014) | | |
| 11. Mrs. Falguni Nayar, Independent Director (Appointed from July 28, 2014) | | |

IV. Others**a. Sharing/Directors in Common**

1. Jetways Travels Private Limited
2. Lite Bite Foods Private Limited

b. Relatives of directors

1. Mr. Vivek Chand Burman
2. Mrs. Asha Burman

B. Related Party Transactions:

Related Parties Transactions Consolidated for the year ended March 31, 2015

	Joint Venture	Key Managerial Personnel	Directors	Others	Total	Outstanding as on March 31, 2015
a. Profit & Loss a/c						
1. General Expenses	5.05 (4.68)	-	-	-	5.05 (4.68)	0.46 (0.57)
2. Interest Received on Security	0.02 (0.02)	-	-	-	0.02 (0.02)	-
3. Remuneration/Pension	-	36.31 (24.33)	-	-	36.31 (24.33)	-
4. Post Separation Benefit	-	2.51 (3.26)	0.21 (0.01)	0.40 (0.40)	3.12 (3.68)	-
5. Employee Stock Option Scheme	-	28.95 (12.59)	-	-	28.95 (12.59)	-
6. Reimbursement of expenses	-	0.31 (0.68)	-	-	0.31 (0.68)	-
7. Sitting Fees	-	-	0.61 (0.12)	-	0.61 (0.12)	-
8. Purchase of Goods/Services	-	-	-	9.89 (9.11)	9.89 (9.11)	-
b. Balance Sheet*						
9. Security Deposit	-	-	-	-	-	0.38 (0.38)
c. Off Balance Sheet Item*						
10. Guarantees & Collaterals	-	-	-	-	-	7.14 (7.14)

*Previous Balance as on 31.03.2014

Footnotes:

- A. Item no. 1 refers to Joint Venture Expenses to JCE (Forum I Aviation Ltd.).
- B. Item no. 2 refers to interest on security deposit given by Forum 1 Aviation Ltd.
- C. Item no. 3 refers to remuneration paid to key managerial personnel.
- D. Item no. 4 refers to post separation benefits payable to the Directors, key managerial personnel and relatives of Directors.
- E. Item no. 5 refers to ESOP paid to key managerial personnel.
- F. Item no. 6 refers to reimbursement paid to key managerial personnel.
- G. Item no. 7 refers to sitting fees paid to Directors.
- H. Item no. 8 refers to services received from Jetways Travels Private Limited amounting to Rs.9.13 (PY 9.11).
- I. Item no. 9 refers to security deposit given to JCE (Forum I Aviation Ltd.).
- J. Item no. 10 relates to guarantee bond furnished by parent company on behalf of Forum 1 Aviation Ltd.

40. Information (to the extent applicable) pursuant to AS 19 issued by ICAI

i. The future minimum lease payment under non-cancelable operating lease	Not Later than 1 year	Later than 1 year not later than 5 year	Later than 5 year
Building & Machine	15.94	14.22	16.68
	(14.34)	(55.41)	(66.51)
Cars	0.79	0.86	0.00
	(0.68)	(0.80)	0.00

- ii. Lease rent debited to Profit & Loss account of the year Rs 15.81 (Previous year Rs 4.92).
 iii. Irrevocable lease agreement relates to machine & vehicle, lease period not exceeding five years in respect of any arrangement.
 iv. Figures in bracket relates to previous year.

41. Exchange Gain works out to Rs 20.17 (Previous Year Rs 33.87) - and exchange loss Rs 27.70 (Previous year Rs 48.42) which has been debited to Profit & Loss Account under the head "Finance cost".

42. Investment in Joint Venture:

- a. The parent company is a party to joint venture agreement controlling the management of Forum 1 Aviation Limited, a domestic jointly controlled corporate entity (JCE) with part of its operation akin to jointly controlled operation, the main object of the JCE being maintenance of aircraft for use of venturers or otherwise. The contributions of venturers are towards capital build up of the JCE and periodic contribution towards cost of maintenance of air craft. Variable component of cost of maintenance is borne by user of the aircraft in proportion to their actual usage and fixed component is shared by all the venturers in proportion to their capital contribution. The participation of the venturers in the affairs of the management of the JCE is through representation in the composition of Board of Directors as agreed in share holder's agreement. The stake of the company in the joint venture arrangement is 16.67% (PY 16.67%)
- b. Parent company's commitment towards revenue expenditure of the JCE amounting to Rs 5.05 (Previous year Rs.4.68) has been charged to profit and loss account under the head general charges.
- c. Incorporated in Consolidated Financial Statements on proportionate basis are the assets and liabilities as on 31.03.2015 and income and expenses for the year ended on that date, being the proportionate share of parent company estimated from unaudited financial statements of the JCE.

Assets & Liabilities of JCE as on 31.03.2015 is incorporated herein:

Particulars	March 31, 2015	March 31, 2014
Secured Loan	0.32	1.60
Creditors	0.50	0.65
Security Deposits	0.38	0.38
Fixed Assets	6.35	6.92
Investment	0.08	0.08
Advance to employee	0.01	0.01
Cash & Bank	0.20	0.31
Debtors	0.37	0.27
Other Advances	2.66	2.75

Income and Expenses for the year ended as on 31st March, 2015 is incorporated herein:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Income		
Misc Receipt (include revenue from flying Rs 5.41, previous yr Rs 4.83)	5.42	4.84
Total	5.42	4.84
Expenses		
Operation Expenses	1.89	1.43
Payment to and provision for employees	0.75	0.67
Administrative Expenses	1.85	1.75
Financial Expenses	0.15	0.27
Total	4.63	4.12
Profit (forms part of profit in consolidated Profit & Loss a/c)	0.79	0.72

- d. Parent company has furnished guarantee bond for Rs.7.14 to banks of the JCE against its share of Commitment against loan obtained by the JCE for acquisition of aircraft which forms part of note no.24

45. Information Pursuant to AS-17 Issued by ICAI**Segment wise Revenue, Results and Capital employed:**

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
1. Segment Revenue	-	-
A. Consumer Care Business	6,526.69	5,968.90
B. Foods Business	1,053.79	878.25
C. Retail Business	91.48	71.71
D. Other Segments	134.41	135.23
Net Sales/Income from Operations	7,806.37	7,054.09
2. Segment Results Profit / Loss(-) Before Tax and Interest	-	-
A. Consumer Care Business	1,343.64	1,189.36
B. Foods Business	157.55	129.34
C. Retail Business	(1.79)	(4.64)
D. Other Segments	5.13	5.50
Sub Total	1,504.53	1,319.56
Less: Interest & Financial Expenses	40.12	54.15
Less: Unallocable expenditure net off unallocable income	145.05	129.16
Profit / (Loss) Before Tax	1,319.36	1,136.25
Exceptional Item	-	-
Profit/(Loss) from Ordinary Activities before Tax	1,319.36	1,136.25
Less: Tax Expenses	250.89	219.08
Profit / (Loss) After Tax	1,068.47	917.17
Extraordinary items	-	(0.72)
Net Profit/(Loss) for the period	1,068.47	916.45
Minority Interest	2.64	2.53
Net Profit/(Loss) after minority Interest	1,065.83	913.92
3. Capital Employed(Segment Assets-Segment Liabilities)	-	-
A. Consumer Care Business	2,035.49	1,612.05
B. Foods Business	339.95	310.81
C. Retail Business	21.87	19.14
D. Other Segments	31.67	31.61
Unallocated capital employed	907.09	664.28
Total	3,336.07	2,637.89

48. Change in accounting practice

Following change in assumption of lifespan of fixed assets under Schedule II of Companies Act, 2013, over aged fixed assets have been reduced to their residual values with consequence reduction amounting to Rs.6.85 (Net of Rs.2.33 towards deferred tax impact, thereon) has been charged to surplus under "Reserves and Surplus" head in balance sheet. In addition to above, remaining items of fixed assets have been subjected to depreciation charge at rates which reduce them to their residual values under their revised lifespan which led to decrease in profit by Rs.7.72 vis-a-vis Previous year's practice.

- 49.** a. Grouping and heads of accounts of the subsidiaries have been rearranged in terms of Presentation of those of parent company as and when necessary.
b. Figures for the previous year have been rearranged/ regrouped as and when necessary in terms of current year's grouping.
c. Figures are rounded off to nearest rupees crores.

As per our report of even date attached

For **G. BASU & CO.**
Chartered Accountants
Firm Regn. No. 301174E

S.LAHIRI
Partner
Membership No. 51717

Place : Jebel Ali - UAE
Date : May 5, 2015

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

LALIT MALIK
Chief Financial Officer

P D NARANG
Whole Time Director
DIN: 00021581

A K JAIN
VP (Finance) & Company Secretary

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

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