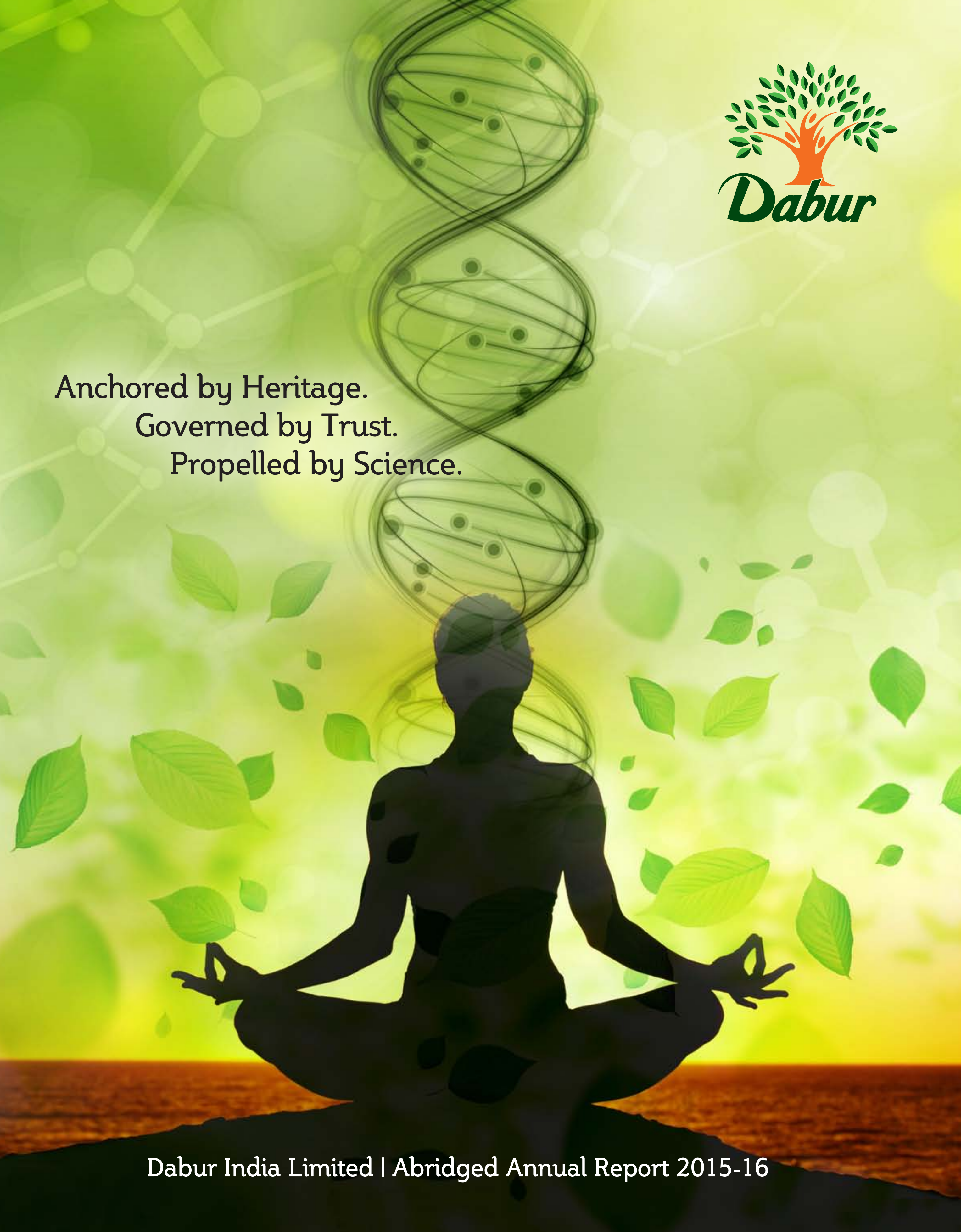


Anchored by Heritage.
Governed by Trust.
Propelled by Science.

Dabur India Limited | Abridged Annual Report 2015-16

Corporate Information

BOARD OF DIRECTORS

Dr. Anand C. Burman Chairman	Mr. P. D. Narang Whole Time Director	Dr. S. Narayan Director
Mr. Amit Burman Vice Chairman	Mr. Sunil Duggal Director & CEO	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.
Bangalore, LLP.

BANKERS

Punjab National Bank
Standard Chartered Bank
The Hongkong & Shanghai Banking Corporation Ltd.
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

What's Inside

NOTICE

Notice of Annual General Meeting 01

BOARD & MANAGEMENT REPORTS

Abridged Management Discussion & Analysis 08

Abridged Report on Corporate Governance 12

Abridged Directors' Report 27

FINANCIAL STATEMENTS

Abridged Financial Statements 34

Abridged Consolidated Financial Statements 51

Notice

Notice is hereby given that the 41st Annual General Meeting (AGM) of the members of Dabur India Limited will be held on Tuesday, the 19th July, 2016 at Air Force Auditorium, Subroto Park, New Delhi – 110010 at 11.00 a.m. 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, 2016, 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, 2016 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, 2016.

3. To appoint a Director in place of Dr. Anand C Burman (DIN 00056216) who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint a Director in place of Mr. Pritam Das Narang (DIN 00021581) 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 AGM until the conclusion of the next AGM 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 as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to Rs.4.43 Lakhs (Rupees Four lakh Forty three thousand only) plus service tax as applicable and re-imbursement 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."

Date: April 28, 2016	By Order of the Board
Place: New Delhi	for **DABUR INDIA LIMITED**
Regd. Office:	**(A K JAIN)**
8/3, Asaf Ali Road,	V P (Finance) &
New Delhi - 110 002	Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no.6 of the Notice set out above is annexed herewith.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM.

3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days notice in writing of the intention so to inspect is given to the company.

5. The Share Transfer Books and Register of Members of the Company will remain closed from Friday, 1st July, 2016 to Friday, 8th July, 2016 (both days inclusive).

6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Karvy Computershare Pvt. Ltd., 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ RTA/Depository Participant, as the case may be.

7. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.

8. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

9. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.

10. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2015-16 is being sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder hard copy of Abridged Annual Report 2015-16 is being sent to all other members who have not registered their email address(es).

Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting the duly filled in "e-Communication Registration Form" (available on Company`s website www.dabur.com in the `Investor`section) to the Company/RTA. Members can also submit their form along with attendance slip at the Registration Counter at the AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.

The Notice of 41stAGM and the Annual Report 2015-16 will also be available on the Company's website www.dabur.com for download by the members. The Notice of AGM will also be available on the website of RTA-Karvy Computershare Pvt. Ltd. at https://evoting.karvy.com. Physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

11. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with the Annual Report 2015-16, duly completed and signed, for admission to the meeting hall.The route map for the AGM venue is given as 'Annexure 2' to this Notice.

However, in case of non-receipt of attendance slip, members may download the same from Company`s website www.dabur.com or write to the Company at its Registered Office for issuing the duplicate attendance slip.

12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.

13. All 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 unpaid and unclaimed amount pertaining to dividends declared up to the financial year 2008-09 (only interim for FY 2008-09). Members who have not yet encashed their

dividend warrants for the financial year 2008-09 (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 dividends declared up to the financial year 2014-15 and updated upto the date of 40th AGM held on 21st July, 2015 has been uploaded on the website of the Company www.dabur.com under 'Investor' section. The said information was also filed with 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 may 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.

14. 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.

15. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.

16. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of directors seeking re-appointment at the AGM, is separately annexed hereto as 'Annexure 1'. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

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

18. The certificate from Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed in the General Body Meetings will be placed at the AGM.

19. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the 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.

20. **Voting through electronic means**

   i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and the Listing Regulations a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.

   ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

   iii) Facility for voting through ballot/ polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

   iv) The members who have 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. Navneet Arora, Company Secretary in practice (Certificate of practice No. 3005 and Partner of M/s Navneet K Arora & Co., Company Secretaries) 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 12th July, 2016.**

   vii) Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

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 16th July, 2016**
End of remote e-voting	**05:00 p.m. (IST) on 18thJuly, 2016**

viii) **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 holding shares as on the cut- off date i.e. 12th July, 2016, may obtain the User id and password in the manner as mentioned below:

- If the mobile number of the member is registered against shares held in demat form, the member may send SMS : MYEPWD <space> DP ID Client ID to 9212993399

  Example for NSDL : MYEPWD <SPACE> IN12345612345678

  Example for CDSL : MYEPWD <SPACE> 1402345612345678

- If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD <space> Event number + Folio No. to 9212993399

  Example for Physical : MYEPWD <SPACE> XXXX1234567

- If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Member may call Karvy's toll free number 1-800-3454-001.

- Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining 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: info@navneetaroracs.com with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

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 e-voting, please contact Karvy`s toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website 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. - 040-67162222.

21. **Polling at the Meeting**

    After the items of Notice have been discussed, voting through ballot/ polling paper will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 12th July, 2016 and who have not cast their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

22. 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 12th July, 2016.

23. The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to the Group Director – Corporate Affairs, who shall countersign the Scrutinizer's Report and shall declare the result forthwith.

24. The Scrutinizer`s decision on the validity of the vote shall be final and binding.

25. 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.

26. 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 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 2015-16.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2015-16 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 or 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.

Annexure 1

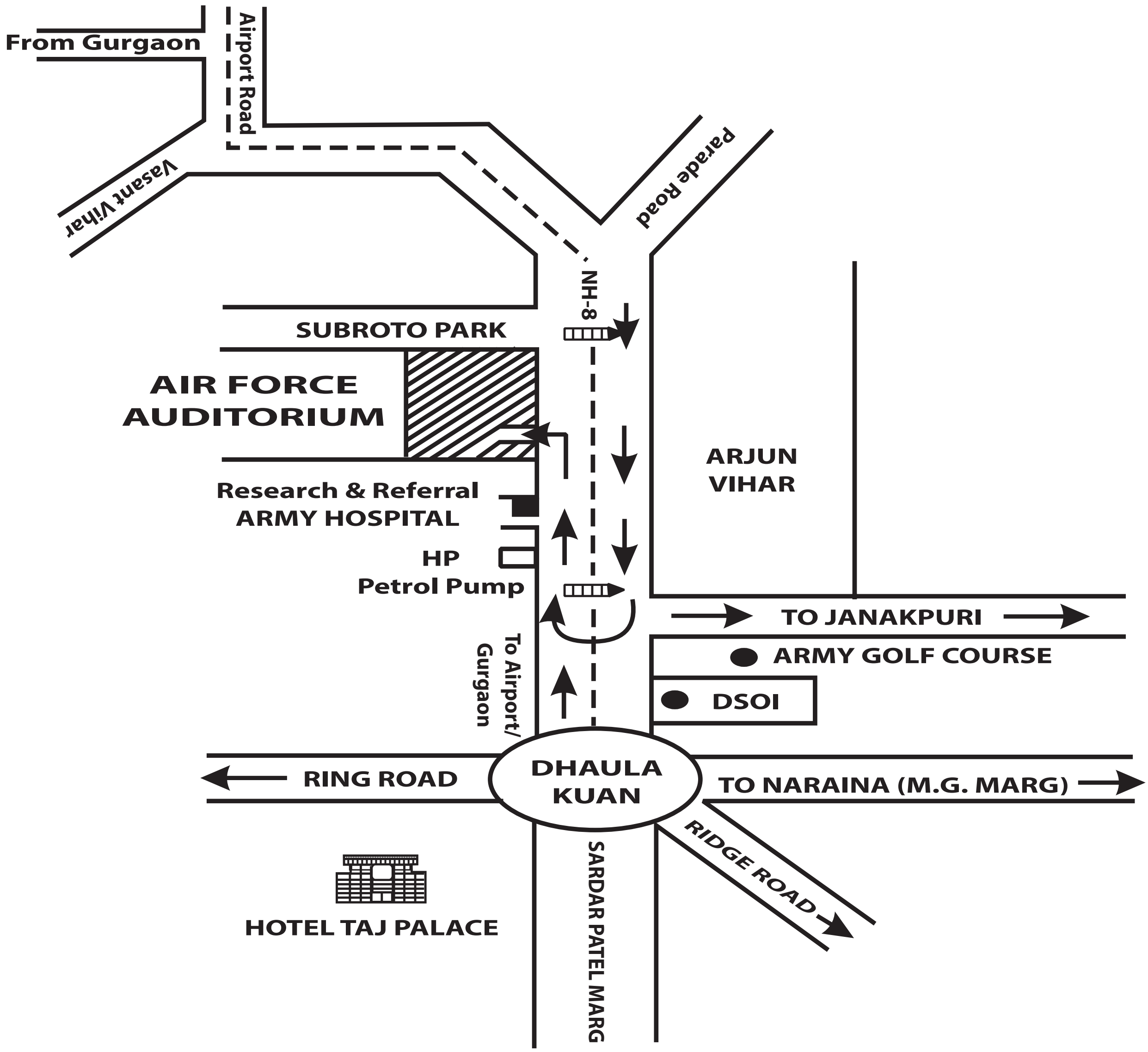
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 19th JULY, 2016

Name of the Director	Dr. Anand C Burman	Mr. Pritam Das Narang
Director`s Identification Number (DIN)	00056216	00021581
Date of birth	05.05.1952	12.04.1954
Date of appointment	13.10.1986	01.04.1998
Qualification	M.Sc, PHD University of Kansas, USA	B.Com, FCA, FCS, AICWA, MIIA (USA)
Experience & Expertise in specific functional area	He joined Dabur in 1980 as Manager R & D and came on the Board of the Company in 1989 and was responsible for Company's diversification into various categories of business. He led the acquisition of Fem, Hobi & Namaste businesses. Presently he is Chairman of the Company.	Mr. P D Narang is the Group Director – Corporate Affairs, of the Company. He is having vast experience in Corporate Finance & Tax Planning, International Finance, Public Issue, Capital Markets, Strategic Planning and Management, Mergers and Acquisitions, Demergers etc.
Terms & Conditions of re-appointment	As per Company`s Policy on Appointment of Board Members	
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 15-16)	
Shareholding in the Company as on 31.03.2016	660000 equity shares of Re. 1/- each	3887080 equity shares of Re. 1/- each
Relationship with other Directors and KMPs of the Company	Nil	Nil
No. of Meetings of Board attended during the year	Four (for details please refer to the Corporate Governance Report, forming part of Annual Report 2015-16)	Four (for details please refer to the Corporate Governance Report, forming part of Annual Report 2015-16)
List of companies* in which outside directorship held	1. Dabur Research Foundation 2. Aviva Life Insurance Company India Ltd. 3. H & B Stores Ltd. 4. Althea Lifesciences Ltd. 5. Hero Motocorp Ltd. 6. Ester Industries Ltd. 7. Puran Associates Pvt. Ltd. 8. Milky Investment and Trading Company 9. Moonlight Ranch Pvt. Ltd. 10. Excellent (India) Pvt. Ltd. 11. Windy Investment Pvt. Ltd. 12. VIC Enterprises Pvt. Ltd. 13. A.V.B. Finance Pvt. Ltd. 14. Asia Pacific Healthcare Advisors Pvt. Ltd. 15. Dabur Securities Pvt. Ltd. 16. Health Care at Home India Pvt. Ltd. 17. Berkeley HealthEDU Pvt. Ltd. 18. Param Investments Pvt. Ltd. 19. Welltime Investments Pvt. Ltd.	1. Dabur Research Foundation 2. Aviva Life Insurance Company India Ltd. 3. H & B Stores Ltd. 4. Narang Management Consultants Pvt. Ltd. 5. Welltime Housing & Finance Pvt. Ltd. 6. A.V.B. Finance Pvt. Ltd. 7. Riverside Constructions Pvt. Ltd. 8. Superhoze Industries Pvt. Ltd. 9. Litebite Foods Pvt. Ltd. 10. Orbit Commercial Pvt. Ltd. 11. Select Infrastructure Pvt. Ltd.
Chairman/Member of the Committee* of Board of Directors of Indian public companies	Nil	Share Issuance and Stakeholders' Relationship Committee · H & B Stores Ltd. Audit committee · Aviva Life Insurance Company India Ltd. · H & B Stores Ltd.

* Directorship includes directorship in other Indian companies and Committee memberships includes only Audit committee and Stakeholders' Relationship committees of Indian public companies.

Annexure 2

Route map to the venue of the 41st AGM of Dabur India Limited



Venue: Air Force Auditorium, Subroto Park, New Delhi – 110 010

Landmark: Adjacent to Research & Referral, Army Hospital

Abridged Management Discussion & Analysis

(Statement containing salient features)

ECONOMY AND FMCG

The Indian Economy is on a steady growth trajectory. If some estimates are to be believed, the Indian Economy is said to be at a much sweeter spot when compared to the rest of the world. Riding on strong macroeconomic fundamentals, favourable business sentiments and downward trend in interest rates, the Reserve Bank of India has forecast a GDP growth of 7.6% for 2016-17. India Consumer Price Inflation eased to a lower-than-expected 5.18% in February from a year ago, helped by a fall in food prices, according to data released by Ministry of Statistics.

Over the past few years, when the Economy was showing signs of depression, the FMCG industry has remained resilient and delivered superior returns over most sectors. While there have been some quarters of muted growth, the FMCG industry has reported 12% growth between 2005 and 2015.

Some of new emerging trends that would drive demand growing forward are:

1. Growing acceptance of Ayurvedic and Natural products by consumers in India.
2. A growth in affluent households, which will further accelerate premiumization in the consumer goods market.
3. Growing urbanization, which would drive consumerism in Tier-II and Tier-III towns.
4. Consumers of FMCG products getting increasingly digitally influenced.
5. Exponential growth of e-commerce.

To effectively capture these changing trends the industry will need to re-invent itself and build newer capabilities. Consumers around the world are 'going organic', and in many ways the movement towards herbal and ayurvedic products in India is a manifestation of the same trend.

DABUR PERFORMANCE OVERVIEW

The macroeconomic environment continued to be challenging through most part of the year, which was compounded by the headwinds in the form of geo-political disturbances in key geographies in the Middle East and delayed winters in India. The political unrest in Nepal leading to blockade of the India-Nepal border for over 3 months hampered supplies from the juices plant in Nepal impacting sales of packaged fruit juices during the year. The overall demand environment remained tepid with some key segments showing deceleration while competitive intensity remained at a high. Despite these tough conditions, Dabur pursued a prudent growth strategy to deliver a steady topline and bottomline growth. Net Sales grew by 8.1% to Rs 8436.0 crore in fiscal 2015-16, up from Rs 7806.4 crore in 2014-15. Profit After Tax (PAT) increased by 17.5% to Rs 1252.7 crore in 2015-16, up from Rs 1065.8 crore in 2014-15.

SCIENCE BASED AYURVEDA

The demand for Ayurvedic and natural products has been growing at a steady pace with more and more consumers embracing these products. This category has, of late, seen heightened activity with the entry of new players, both domestic and international. Dabur's core philosophy is rooted in Ayurveda having been associated with this traditional system of healthcare for more than a century.

Your company continued to invest behind its brands and rolled out a host of new products that not just contemporized its portfolio by making it more youthful, but also helped establish Dabur as the custodian of traditional Ayurvedic knowledge.

Dabur, as a brand, evokes feelings of trust, health & well-being in the consumer's mind. Dabur has, in fact, been ranked as the Number 1 Ayurveda brand in India for the fourth year in running, by TRA Research Private Limited. This speaks volumes about the trust that consumers place on brand Dabur.

Dabur India also has a strong in-house research wing that follows a 'bush-to-brand' approach. We have our in-house nursery, which grows several rare herbs that go into various products. This in-depth knowledge about nature and natural ingredients is one of our big strengths in the market. This research wing also undertakes detailed tests on individual ingredients and products to ensure that the final product meets customer needs and aspirations and is compliant with regulatory standards.

STRATEGIC BUSINESS UNITS

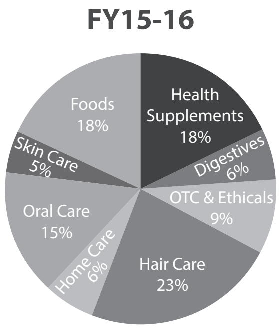
Our business structure today stands as below

- Consumer Care Business, incorporating the Health Care and Home & Personal Care (HPC) accounts for 53% of Consolidated Sales
- Foods Business comprising packaged fruit juices and culinary products accounts for 11.6% of Consolidated Sales
- International Business, including Dabur's organic overseas business as well as the acquired entities of Hobi Group and Namaste Laboratories LLC, accounts for 31.8% of Consolidated Sales

INDIA FMCG BUSINESS

The India FMCG business comprises the Consumer Care and Foods Business at Dabur. Consumer Care includes the Health Care and HPC verticals. This business ended 2015-16 with 6.3% growth. Segment wise break up of India FMCG sales is provided in Chart 1.

Chart 1 : Category Wise Sales of Domestic FMCG Business



Health Care

Dabur's Health Care vertical comprises Health Supplements, Digestives, OTC and Ayurvedic Ethical Products. This vertical contributed 33% to India FMCG sales.

Health Supplements

Dabur's Health Supplements portfolio has three key brands--Dabur Chyawanprash, Dabur Honey and Dabur Glucose. This category accounts for 18% of India FMCG business. In line with our renewed focus on Ayurveda, this portfolio saw a host of new initiatives that sought to further establish Dabur's Vision as being 'Dedicated to Health and Well-being of every household'. These initiative sencom passed new product introduction, consumer connect programmes and high-decibel on-air campaigns.

Climatic conditions were a major concern for the Health Supplements business this year. Unfavourable summers, unseasonal rains and a less intensive winter impacted sales of these products. As a result the category remained flattish during the fiscal 2015-16.

Digestives

Dabur India Ltd is a leading player in the digestive category with brands like Dabur Hajmola, Pudin Hara and Nature Care.The category contributed 6% to India FMCG Business and posted growth of 2% during the year. The year marked extension of brand Hajmola into the Ready-to-Drink beverage market with the launch of Hajmola Yoodley, a new range of drinks offering the uniqueness of 'chatpata' traditional Indian flavors to the consumers.

OTC & Ayurvedic Ethicals

The upward trend in self-medication has led to improved demand for Over-The-Counter (OTC) products in India. The OTC and Ethicals portfolio was 9% of the India FMCG Business and reported growth of 10% during the year. Dabur's OTC portfolio includes products in Cough & Cold, Women's Health Care, Baby Care and Rejuvenator categories.

As part of efforts to further increase awareness about Dabur's range of OTC and Ayurvedic products, a new initiative, Project LEAD, was rolled out during the year to enhance coverage of doctors, both Ayurvedic and Allopathic. This initiative plans to drive greater awareness about OTC and Ethical products as well as apprise the doctors regarding scientific and clinical data for each of these products.

Home & Personal Care

Dabur has been at the forefront of offering Natural and Ayurvedic Personal Care solutions to its consumers with a range of products that cater to all age-groups. We have also developed specialized products for skin and hair care needs of our consumers. Dabur's Home and Personal Care business today covers Hair Care, Oral Care, Skin Care & Salon and Home Care. This vertical contributed 49% to the India FMCG sales and grew by 10% in 2015-16

Hair Care

Dabur's Hair Care portfolio comprises Hair Oils and Shampoos and contributes to 23% of the India FMCG business. This segment posted 6.8% growth in 2015-16.

Dabur has a strong presence in the Hair Oil category with a portfolio of hair oils, led by its flagship brand Dabur Amla Hair Oil, along with a range of hair oils under brands Dabur, Vatika and Anmol. Vatika expanded its franchise with launch of Vatika Jasmine Non-Sticky Coconut Hair Oil. The other brands in this category, Dabur Almond Hair Oil and Anmol Hair Oil registered strong double digit growth. Going forward, we will further expand our hair oils portfolio with the addition of specialized products to cater to the emerging hair care needs of our consumers.

Dabur's Shampoo portfolio witnessed a slow down impacted by heightened competition. During the year the Vatika shampoo portfolio was completely revamped and re-launched with a more contemporary look. The year also marked the launch of Dabur Almond Shampoo in key markets.

Oral Care

Dabur's oral care portfolio which contributed 15% to the India FMCG Sales reported a 16.2% growth during the year despite heightened competitive intensity and entry of newer brands in the market. Dabur operates in the toothpaste market with a highly differentiated product portfolio and our USP is the presence of natural ingredients in the oral care offerings. Both Dabur Red Paste and Meswak Toothpaste are based on the centuries old knowledge of Ayurveda, the benefits of which have been validated with science. Our unique natural and Ayurvedic formulations have helped us drive demand for our brands, giving us the strategic advantage in an otherwise highly competitive segment.

Skin Care & Salon

The Skin Care business is among the youngest businesses of Dabur and has been riding on the consumer need for specialized natural products that provide nourishment and beauty. This segment today accounts for 5% of India FMCG Business and has recorded a 4% growth in 2015-16.

During the year Dabur expanded its Skin Care and Salon portfolio with the launch of a host of new products that also sought to premiumize the category. Dabur expanded its Fem facial bleach range with the launch of premium

Fem Diamond Crème Bleach. Dabur also launched a range of professional salon facial products under the OxyLife brand - OxyLife Salon Professional ProWhite Pure Oxygen Facials for women as well as men.The mainstream rose-based skin care range under Dabur Gulabari was restaged this year and crossed turnover of Rs.100 crore in 2015-16 fiscal.

Home Care

Dabur's Home Care portfolio includes Mosquito Repellents (Odomos), Air Fresheners (Odonil) and Toilet Cleaners (Sanifresh). This portfolio continued to perform well and ended the year with growth of 12.9%. The business accounted for 6% of the India FMCG Business in 2015-16.

During the year, Dabur launched a mega initiative christened Dengue Fighter, which was aimed at preventing school-going children across Delhi-NCR, Uttar Pradesh, Maharashtra, Tamil Nadu and Karnataka from falling prey to the deadly mosquito-borne disease Dengue. Under this initiative, Dabur representatives reached out to over 700,000 students across India, in addition to around 40,000 teachers.

Foods

Dabur's Foods business which includes packaged fruit juices & beverages and culinary pastes contributed 18% to India FMCG Business. This business opened the year on a strong note and continued to grow at a good pace. However, the political unrest in Nepal that occurred in the second half of fiscal 2015-16 and the blockade of Indo-Nepal border that followed severely impacted the supply of packaged fruit juices and beverages to India. The blockade, in fact, coincided with the peak festive season and continued for more than three months.

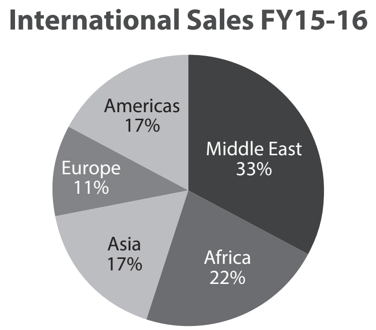
While we were quick to respond to the situation and took immediate steps to mitigate the impact by ramping up the production of juices at our manufacturing units in Sri Lanka and India, we were unable to meet the entire demand. This impacted sales of fruit juices significantly during the third quarter. The blockade has since been lifted with supplies coming back to normalcy in the fourth quarter of the year.

The year saw Dabur introduce a new sub-brand RéalWellnezz with 100% Jamun juice. In addition, the RéalActiv range was also expanded with the launch of 100% Mixed Fruit Juice. This summer will see the launch of Mausambi (Sweet Lime) juice under the Réal brand.

INTERNATIONAL BUSINESS

Dabur's International Business contributes to about a third of consolidated sales with revenues coming from Middle East, Africa, South Asia, Europe and Americas. Country-wise break up of sales is provided in Chart 2.

Chart 2 : International Sales Breakdown



The International Business recorded sales of Rs.2712.1 crore during fiscal 2015-16 growing by 11.9% over previous year. In spite of the geopolitical and economic pressures the business was able to post steady growth on account of the brand equity and wide consumer base established in these markets through sustained investments.

The portfolio of Dabur International is built with adaptation and innovation of existing brands to cater to local tastes and consumer habits. This business comprises a large range of hair, skin and oral care products. It follows a localised supply chain strategy whereby own manufacturing facilities have been set up in each of our key markets such as UAE, Egypt, Nigeria, Turkey, Nepal, Bangladesh and Sri Lanka.

SALES & DISTRIBUTION

In a highly complex market like India, the efficiency of its distribution infrastructure is the key to the success of any enterprise. At Dabur, we take pride in having implemented strategies ahead of the times to ensure timely delivery of our products across channels, both established and emerging, to tap the emerging needs and trends in the marketplace.

This year the Company has launched a new initiative, Project LEAD (Leveraging through Empowered Anchoring and Detailing). As a part of this initiative, we are focusing on enhancing our coverage of doctors, both Ayurvedic and Allopathic. Doctor advocacy shall be the key to demand generation, and a medical detailing team has been put in place for the same. This project was initially rolled out in three states, i.e. Uttar Pradesh, West Bengal and Maharashtra. We are now extending it to cover Bihar, Rajasthan, Madhya Pradesh, Karnataka and Andhra Pradesh.

This initiative is in line with our focus on healthcare as an important driver of growth and will help establish a good connect with the healthcare fraternity.

Dabur has forged partnerships with e-grocers like Big Basket, specialist players like First Cry and top marketplaces like Amazon & SnapDeal. We are also working closely with Hyper Local players in their journey of consumer acquisition and retention. With a large as well as a specialised range, we believe e-commerce offers a critical communication channel for marketing and sales of our products.

RETAIL BUSINESS - NEWU

Dabur operates its specialised beauty retail business under the brand 'NewU'. At the end of fiscal 2015-16, NewU's retail footprint stood at 73 stores across 30 cities. NewU also extended its market share in Ecommerce. It now has presence across all major market platforms and expanded its own Ecommerce website Newu.in which generated an excellent response from consumers. The business witnessed sales growth of 26.7% during the year as nearly all stores reported a good increase in sales with an enhanced and streamlined product range.

OPERATIONS

Since its inception in 1884, Dabur has been developing products that meet the evolving needs of our consumers across geographies. We have been going the extra mile to create and maintain the highest quality and safety standards, incorporating the latest technology at our manufacturing units and carrying out extensive quality checks on both raw materials and finished products to ensure that our consumers always get best-in-class products.

Dabur today has manufacturing units in 12 locations across India. We have production units organised around two main locations of Baddi (Himachal Pradesh) and Pantnagar (Uttaranchal). Other factories are located at Sahibabad (Uttar Pradesh), Jammu, Silvassa, Alwar, Katni, Narendrapur, Pithampur, Siliguri, Nashik and a Foods manufacturing facility in Newai (Rajasthan). Nearly 90% of our products are manufactured at company-owned units, while the balance is produced at third party facilities. We have achieved 4% productivity improvement during the year. Our efforts on the manufacturing front have been recognized with your Company bagging two Greentech Safety Gold Awards in 2015.

HUMAN RESOURCES

Human Resource is the most vital factor to achieve the goals of any organisation. Being a progressive organization, Dabur firmly believes in the strength of its most vital asset - the over 6,000 strong workforce. With its focus on being Future Ready, Dabur is rolling out special programs to attract Gen-Y or the millennial generation. Dabur has started a unique programs to connect with students at eminent B Schools and introduce some of our youth focused brands at the campuses. Christened Campus DREAMS (Dabur Reach-out for Engagement & Awareness in Marketing and Sales), this initiative serves the twin purpose of better reaching out to both potential employees as well as consumers. Dabur continues to maintain its record on Industrial Relations without any interruption in work. As on March 31, 2016, the company had 6607 employees on its rolls across the globe.

FINANCIAL REVIEW

The highlights of Dabur India Ltd's performance during fiscal 2015-16 on a consolidated basis are:

- Net Sales grew by 8.1% to Rs. 8436.0 crore in fiscal 2015-16, up from Rs. 7806.4 crore in 2014-15
- Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) increased by 17.9% to Rs.1739.0 crore in fiscal 2015-16, up from Rs.1474.4 crore in 2014-15
- Profit After Tax (PAT) increased by 17.5% to Rs.1252.7 crore in 2015-16, up from Rs.1065.8 crore in 2014-15
- Diluted Earnings Per Share (EPS) increased to Rs.7.08 in 2015-16 from Rs.6.03 in 2014-15

Opportunities and Threats

The consumer landscape has been continuously evolving and one has to keep pace with the changing trends in order to win consumer confidence. The 'Herbal Wave' in India offers a significant growth opportunity to be tapped and appropriate strategies need to be formulated to capture this opportunity. Dabur is capturing these opportunities by investing in brands that are positioned strongly on the herbal platform and appeal to the contemporary consumers. Dabur is leveraging its deep experience and heritage in the field of Ayurveda and building it business based on the Health and Wellness theme across categories.

Currency volatility, slowdown in category growth rates and unpredictable weather patterns are some of the threats to the company's prospects.

OUTLOOK

An improvement in the macroeconomic fundamentals is expected to ramp up demand by improving the overall consumer sentiment. The Company expects demand to pick up as and when the disposable income in the hands of consumers increases due to pick up in economic activity and various government initiatives like NREGA, 7th Pay commission, implementation of DBT schemes etc.

The company has a good product pipeline and has also been investing in various distribution channels to service the demand all across geographies. We are well poised to effectively capture the growth opportunities in the FMCG domain.

INTERNAL FINANCIAL CONTROL SYSTEM

Please refer to the section on Internal Financial Control System included in the Directors' Report.

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 Dabur's objectives, projections, estimates and expectations might be construed as 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, significant 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 all about ethical conduct, openness, integrity and accountability of an enterprise. Healthy Corporate Governance enjoins a commitment of the Company to run the business in legal, ethical and transparent manner emanating from the top and permeating throughout the organization. It involves a set of relationships between a company's management, its Board, shareholders and Stakeholders. It is one of the key elements in improving the economic efficiency of the enterprise. Credibility generated by sound Corporate Governance enables an enterprise in enhancing the confidence of the investors – both domestic and foreign, and in establishing productive and lasting business relationship with all stakeholders.

To Dabur Corporate Governance is more a way of business life than a mere legal obligation. Besides complying with the prescribed Corporate Governance practices as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 *(hereinafter referred to as `Listing Regulations`)* the Company has voluntarily adopted various practices of governance conforming to highest ethical and responsible standards of business, globally benchmarked. Last year (FY 2014-15) the Institute of Company Secretaries of India (ICSI), certified Dabur India Ltd., as one of the Best Governed Companies of India.

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

CORPORATE GOVERNANCE PHILOSOPHY

Dabur views Corporate Governance principles as an important pivot to decision making process. It forms part of business strategy which includes, inter alia, creating an organization intended to maximise wealth of shareholders, establish productive and lasting relationship with all stakeholders with emphasis laid on fulfilling the responsibility towards entire community and society. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability, co-ordination 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.

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 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 requirements of SEBI. The Corporate Governance principles implemented by Dabur seeks to protect, recognize and facilitate shareholders rights and ensure timely and accurate disclosure to them. Strong governance practices have rewarded the company in the sphere of improved share valuations, stakeholders` confidence, improved market capitalization, high credit ratings and awards from appropriate authorities for its brands, stocks, environmental protection, etc. These have helped Dabur to pay uninterrupted dividends to its shareholders.

BOARD OF DIRECTORS

Composition of the Board

As on March 31, 2016, 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). The composition of the Board is in conformity with the Listing Regulations enjoining specified combination of executive and non-executive directors with at least one women director, with not less than fifty per cent of the Board comprising of non-executive directors and at least one-half of the Board 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 2015-16 the board of directors met four times - on 05/05/2015, 29/07/2015, 28/10/2015 and 28/01/2016. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of the Listing Regulations and Secretarial Standards.

Directors' Attendance Record and their other Directorships/ Committee memberships

As mandated by Regulation 26 of the Listing Regulations, none of the directors is a member of more than ten board level committees (considering only Audit Committee and Stakeholders' Relationship Committee) or chairman of more than five committees across all public limited companies (listed or unlisted) in which he/she is a director. Further all directors have informed about their directorships, committee memberships/ chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2016 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 21.07.2015	Other Directorships	Committee Memberships	Committee Chairmanships
		Held	Attended				
Anand C Burman (Dr)	Chairman/PD/NED	4	4	Yes	6	0	0
Amit Burman	Vice Chairman/PD/NED	4	4	Yes	4	3	0
Mohit Burman	PD/NED	4	4	No	3	2	0
Saket Burman	PD/NED	4	3	No	0	0	0
P D Narang	ED	4	4	Yes	3	2	1
Sunil Duggal	ED	4	4	Yes	1	2	0
P N Vijay	ID	4	4	Yes	2	1	1
R C Bhargava	ID	4	4	No	7	2	4
S Narayan (Dr)	ID	4	4	Yes	5	3	0
Ajay Dua (Dr)	ID	4	3	Yes	2	1	0
Sanjay Kumar Bhattacharyya	ID	4	4	Yes	4	3	2
Falguni Sanjay Nayar	ID	4	4	No	6	5	0

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.

Limit on the number of Directorships

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven 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 three 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. Further, the Company has not issued any convertible instruments hence disclosure in this respect is not applicable.

Independent Directors

The Independent Directors on Dabur's Board meet the criteria of independence as per the Listing Regulations and Companies Act, 2013. The Independent Directors have also submitted confirmation in this respect.

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 (other than Mrs. Falguni Sanjay Nayar) is for a term of 5 consecutive years from the date of Annual General Meeting (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, is 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.

Terms and conditions of appointment of Independent Directors

The terms and conditions of appointment of Independent Directors have 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 have laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

The performance evaluation of Independent Directors was done by the entire Board and in the evaluation the director who was subject to evaluation did not participate. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, as and when their respective term expires.

Separate Meeting of the Independent Directors

All Independent Directors of the Company met separately on February 25, 2016 without the presence of Non-Independent Directors and members of management. In accordance with the Listing Regulations, following matters were, *inter alia,* reviewed and discussed in the meeting:

- Performance of non-Independent Directors and the Board of Directors as a whole.
- Performance of the chairman of the Company taking into consideration the views of executive and Non-Executive Directors.
- Assess 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, rights 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 business model and 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 web link thereto is http://www.dabur.com/img/assets/4-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.

The information pertaining to mandatory items as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, along with other business issues, is regularly provided to the Board, as part of the agenda papers at least 2 weeks in advance of the Board meetings (except for certain unpublished price sensitive information which is circulated at shorter notice).

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 pertaining to 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 outgoing members of the Board of Directors and Senior Management Personnel.

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 Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act, the last being Independent Directors specific. 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 and 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	Experience with FMCG or other consumer products
	Good understanding of commercial processes	
	2-3 years as head of sales or marketing	
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 2015-2016 is as under: (Amount in Rs.)

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	7,98,60,843	89,35,771	0	8,87,96,614
Sunil Duggal	0	7,41,18,318	86,26,990	0	8,27,45,308
P N Vijay	11,35,000	0	0	0	11,35,000
R C Bhargava	10,00,000	0	0	0	10,00,000
S Narayan (Dr)	10,60,000	0	0	0	10,60,000
Ajay Dua (Dr)	9,20,000	0	0	0	9,20,000
Sanjay Kr Bhattacharyya	10,60,000	0	0	0	10,60,000
Falguni Sanjay Nayar	4,00,000	0	0	0	4,00,000
Total	**55,75,000**	**15,39,79,161**	**1,75,62,761**	**0**	**17,71,16,922**

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

During the Financial Year 2015-16, the Company did not advance any loan to any of its Directors.

No stock options have been granted to Directors during the year. Out of the stock options granted during earlier years, Mr P D Narang and Mr Sunil Duggal, each have exercised 1146250 stock options (including bonus options) and were allotted equivalent number of shares.

Pursuant to the approval accorded by shareholders certain directors are entitled to post separation fee 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 non-executive directors and independent directors are not entitled to any stock options.

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 the Listing Regulations, 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 full Director's Report which forms part of the full Annual Report.

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 compliances 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:

A) Audit Committee,

B) Nomination and Remuneration Committee,

C) Corporate Social Responsibility Committee,

D) Risk Management Committee, and

E) Stakeholders` Relationship Committee.

The composition of various Committees of the Board of Directors is available on the website of the Company at www.dabur.com and weblink for the same is http://dabur.com/img/assets/3-composition-of-various-committees.pdf

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 and Meetings

As on March 31, 2016, the Audit Committee comprises of members as stated below. The composition of the Committee is in conformity with the Listing Regulations.

During the financial year 2015-16, the Audit Committee met six times - on 05.05.2015, 02.07.2015, 29.07.2015, 28.10.2015, 28.01.2016 and 25.02.2016. The time gap between any two meetings was less than 120 days.

The details of attendance of members is as under:

Name of the Member	Category*	Status	No. of Meetings	
			Held	Attended
Mr. P. N. Vijay	ID	Chairman	6	6
Mr. R. C. Bhargava	ID	Member	6	6
Dr. S. Narayan	ID	Member	6	6
Dr. Ajay Dua	ID	Member	6	5
Mr. S.K. Bhattacharyya	ID	Member	6	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 21, 2015 to answer the shareholders` queries.

The role of Audit Committee, the powers exercised by it pursuant to the terms of reference, and the information reviewed by it are in accordance with the requirements as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

B) NOMINATION AND REMUNERATION COMMITTEE

Composition and Meetings

As on March 31, 2016, the Nomination and Remuneration Committee comprises of members as stated below. The composition of the Committee is in conformity with the Listing Regulations, with all directors being non-executives and fifty per cent of them being Independent Directors.

During the financial year 2015-16, the Nomination and Remuneration Committee met five times - on 05.05.2015, 29.07.2015, 24.08.2015, 21.09.2015 and 28.01.2016.

The details of attendance of the members is as under:

Name of the Member	Category*	Status	No. of Meetings	
			Held	Attended
Dr. S. Narayan	ID	Chairman	5	4
Mr. P. N. Vijay	ID	Member	5	5
Dr. Anand C Burman	PD/NED	Member	5	4
Mr. Amit Burman	PD/NED	Member	5	5

**ID- Independent Director; PD- Promoter Director; NED- Non-Executive Director*

Dr. S Narayan, Chairman of the committee attended the AGM held on July 21, 2015 to answer the shareholders` queries.

The roles and responsibilities of the committee are in accordance with the requirements as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

C) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition and Meetings

As on March 31, 2016, the Corporate Social Responsibility (CSR) committee consists of the members as stated below.

During the financial year 2015-16 the committee met 4 times - on 29.04.2015, 29.07.2015, 28.10.2015 and 28.01.2016. The details of attendance of members is 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 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 link http://www.dabur.com/in/en-us/csr-be-the-change/csr-policy

D) RISK MANAGEMENT COMMITTEE

Composition and Meetings

As on March 31, 2016, the Risk Management Committee consists of members as stated below.

The composition of the Committee is in conformity with the Listing Regulations, with majority of members being directors.

During the financial year 2015-16 the committee met four times - on 16.04.2015, 27.07.2015, 06.10.2015 and 27.01.2016. The details of attendance of members is given below:

Name of the Member	Category*	Status	No. of Meetings	
			Held	Attended
Dr Ajay Dua#	ID	Chairman	2	2
Mr. Amit Burman	PD/NED	Member	4	4
Mr. Sunil Duggal	ED	Member	4	4
Mr. P D Narang	ED	Member	4	4
Mr. Lalit Malik	CFO & JCRO	Member	4	4
Mr. A K Jain	VP (Fin.) & Co. Secy. & JCRO	Member	4	4

**ID- Independent Director; PD- Promoter Director; NED- Non-Executive Director; ED- Executive Director; JCRO- Joint Chief Risk Officer*

#Dr Ajay Dua was appointed as a member and chairman of the Committee w.e.f. 06.10.2015.

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 of the Company 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 and Meetings

As on March 31, 2016, the Stakeholders` Relationship committee consists of members as stated below.

During the financial year 2015-16 the committee met four times - on 29.04.2015, 29.07.2015, 28.10.2015 and 28.01.2016.

The details of attendance of members is 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 declared 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 2015-16, 29 complaints were received all of which were disposed of and there were nil complaints pending as on March 31, 2016.

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.The weblink for the same is http://www.dabur.com/img/assets/32-Policy-material-subsidiary.pdf

Dabur does not have any unlisted material subsidiary, incorporated in India. [Under the Listing Regulations, a "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty per cent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year].

Dabur also does not have a listed subsidiary.

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 Listing Regulations. [a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity].

The policy has been disclosed on the website of the Company at www.dabur.com. Web link for the same is http://www.dabur.com/img/assets/33-policy-on-related-party-transactions.pdf

All Related Party Transactions are approved by the Audit Committee prior to the transaction. The Audit Committee has, after obtaining approval of the Board of Directors, laid down the criteria for granting omnibus approval which forms part of the Policy on Related party transactions. Related Party Transactions of repetitive nature are approved by the Audit Committee on omnibus basis for one financial year at a time. The Audit Committee satisfies itself regarding the need for omnibus approval and ensures compliance with the requirements of Listing Regulations and the Companies Act, 2013. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

During the Financial Year 2015-16, there were no such Related Party Transactions, either as per Companies Act, 2013 or Listing Regulations which were required to be approved by the Board of Directors or the shareholders of the Company. Further, there were no materially significant related party transactions that may have potential conflict with the interests of company at large;

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

Disclosures by Board Members & Senior Management

The board members and 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 transaction with the Company;

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

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.

Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations

The Company has complied with the requirements of Part C (Corporate Governance report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance report.

Disclosure on Commodity price risk or foreign exchange risk and hedging activities

The company is subject to market risk with respect to commodity price fluctuations in a wide range of items which are drawn from the agriculture and petroleum value chains. We manage our exposure to commodity risks through a judicious mix of long term contracts in seasonal items and strategic buying initiatives of other commodities. Supplier pricing agreements are also used in some categories to enable us to establish purchase prices. In the year 2015-16, the company has witnessed a deflation of approximately 3% compared to the previous fiscal due to softening of petroleum prices and select agri-commodity prices.

As regards foreign exchange risks, keeping in view the position of rupee in the market vis-a-vis foreign currency, the company has been taking forward cover for foreign currency exports and imports from time to time.

Code for prevention of insider-trading practices

The Company has in place 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.

The Code of conduct for Prevention of Insider Trading lays down guidelines advising the management, staff and other connected persons, on procedures to be followed and disclosures to be made by them 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.

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 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. 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. Web link for the same is http://www.dabur.com/img/upload-files/41-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. The committee has, in its Report (contained in full Corporate Governance Report) affirmed that no personnel have been denied access to the Audit committee.

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 provided to the Board is placed at the end of the report.

Legal Compliance Reporting

The Board of directors reviews 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 System, 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/Reappointment of Directors

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, Dr. Anand C Burman and Mr. Pritam Das Narang, Directors will retire by rotation at the ensuing AGM, and being eligible, offer themselves for re-appointment in accordance with provisions of the said Act.

In terms of Section 149 and 152 of the Companies Act, 2013 the appointment of women director Mrs. Falguni Sanjay Nayar, in the category of Non-Executive Independent Director was confirmed in the AGM of the Company held on July 21, 2015. Mrs. Nayar shall hold office, not subject to retirement by rotation, for a term of five consecutive years commencing from the date of her appointment as additional director in the Company i.e. July 28, 2014 upto the conclusion of AGM of the Company to be held in the calendar year 2019 or July 27, 2019 whichever is earlier.

A brief resume of the Directors proposed to be 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 re-appointment at the ensuing AGM.

None of the Directors of the Company are related inter-se, in terms of section 2(77) of the Companies Act, 2013, including Rules thereunder.

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, 2015	July 31, 2015
Audited Financial Results for the quarter/ half year ended September 30, 2015	October 30, 2015
Unaudited Financial Results for the quarter/ nine months ended December 31, 2015	January 29, 2016
Audited Financial Results for the quarter/ financial year ended March 31, 2016	April 29, 2016 (Tentative)

Half Yearly Results: Audited financial results, for the half-year ended September 30, 2015 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 for FY 2014-15, 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 2014-15 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' 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 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 31.03.2015 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.

On-line Annual Reports and Share price tools are also provided in the Investor Section. 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/ Registrar and Transfer Agents (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 (MSEI) Portal: NSE, BSE and MSEI have developed web based applications for corporates. All compliances like financial results, Shareholding Pattern and Corporate Governance Report, etc are filed electronically on NEAPS/ BSE Listing centre/ MSEI 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 proactively giving out accurate, transparent and timely information to the investors so that they can take a well-considered decision. This two way communication by periodically holding investor meetings/calls helps keep the stakeholders updated with the quarterly financial performance and material business events. Feedback received from investors is given due consideration by the company's management.

The company participates in investor meetings throughout the year, including conferences arranged by brokerage houses. A conference call and webcast is done every quarter after declaration of the financial results to address the queries from investors and analysts. We aim to have a diversified shareholder base both in terms of geographical location and investment horizon.

In recognition of its IR, Dabur won an Investor Relations Award under the category 'Best Expectations Management' at the IR Awards Event, organized by Bloomberg, BNY Mellon, Bombay Stock Exchange (BSE) and Investor Relations (IR) Society.

GENERAL BODY MEETINGS

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

Financial Year	Cate-gory	Location of the meeting	Date & Time	No. of Special resolutions passed
2012-13	AGM	Air Force Auditorium, Subroto Park, New Delhi–10	July 17, 2013 & 11.00 AM	1
2013-14	AGM	Same as above	July 22, 2014 & 11.00 AM	10
2014-15	AGM	Same as above	July 21, 2015 & 11.00 AM	Nil

Postal Ballot

During the year under review, no resolution was passed through postal ballot.

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

COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all applicable mandatory requirements of the Listing Regulations as on 31.03.2016. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly with the Stock Exchanges where the shares of the Company are listed.

ADOPTION OF DISCRETIONARY 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) **Modified opinion(s) in Audit Report**
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.

ADDITIONAL SHAREHOLDERS 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: 19th July, 2016; **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, 2016, results were announced on:

- ❑ First Quarter - 29th July, 2015
- ❑ Half Yearly - 28th October, 2015
- ❑ Third Quarter - 28th January, 2016
- ❑ Fourth Quarter and Annual - 28th April, 2016

For the financial year ending March 31, 2017, results will be announced by:

- ❑ First Quarter - 27th July 2016 (tentative)
- ❑ Half Yearly - 26th October 2016 (tentative)
- ❑ Third Quarter - End of January, 2017 (tentative)
- ❑ Fourth Quarter and Annual - End of April, 2017 (tentative)

Book Closure

The dates of Book Closure are from the 1st day of July, 2016 to the 8th day of July, 2016 (inclusive of both days).

Dividend Payment

Interim dividend of Rs.1.25 per equity share was paid on November 23, 2015 for the financial year 2015-16. Final Dividend of Rs.1/- per equity share for the financial year 2015-16 has been recommended by the Board of Directors to shareholders for their approval. If approved the dividend shall be paid August 10, 2016 onwards.

Dates of Transfer of Unclaimed Dividend

Pursuant to Section 205A of the Companies Act, 1956, Final dividend for the financial year 2007-08 and interim dividend for the financial year 2008-09 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 2007-08 pertaining to erstwhile Femcare Pharma Limited (FEM), now merged with the Company, which remained unpaid or unclaimed for a period of 7 years, has also been transferred by the Company to IEPF.

The dividend 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 declared upto the financial year ended 31.03.2015 and updated upto the date of 40th AGM held on 21.07.2015, 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.

Dividends declared in the past

Financial year	Type of dividend	Dividend rate %	Date of declaration	Due date for transfer to IEPF
2008-2009	Final	100	15/07/2009	21/08/2016
2009-2010	Interim	75	26/10/2009	02/12/2016
2009-2010	Final	125	31/08/2010	05/10/2017
2010-2011	Interim	50	27/10/2010	02/12/2017
2010-2011	Final	65	15/07/2011	20/08/2018
2011-2012	Interim	55	31/10/2011	06/12/2018
2011-2012	Final	75	17/07/2012	22/08/2019
2012-2013	Interim	65	26/10/2012	01/12/2019
2012-2013	Final	85	17/07/2013	22/08/2020
2013-2014	Interim	75	28/10/2013	03/12/2020
2013-2014	Final	100	22/07/2014	27/08/2021
2014-2015	Interim	125	15/09/2014	21/10/2021
2014-2015	Final	75	21/07/2015	27/08/2022
2015-2016	Interim	125	28/10/2015	03/12/2022

Unclaimed/ Undelivered Share Certificates

As per the provisions of Regulation 39(4) of the Listing Regulations, 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, a copy of PAN card & proof of address 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 number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year	1532	3671553
2	Number of shareholders along with shares held who approached the Company for transfer of shares from the suspense account during the year	46	155010
3	Number of shareholders along with shares held to whom shares were transferred from the suspense account during the year	46	155010
4	Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year	1486	3516543

Listing

At present, the equity shares of the Company are listed at:

- **Bombay Stock Exchange Ltd. (BSE),** Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
- **National Stock Exchange of India Ltd. (NSE),** Address: Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra–Kurla Complex, Bandra (E), Mumbai – 400051.
- **Metropolitan Stock Exchange of India Ltd. (MSEI),** Address: 4th Floor, Vibgyor Towers, Plot No. C-62, G-Block, Opposite Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400098.

The annual listing fees for the financial year 2016-17 to NSE, BSE & MSEI has been paid**.**

Dabur's Stock Exchange codes:

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

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 2015-16 at BSE and NSE:

	BOMBAY STOCK EXCHANGE LTD.			NATIONAL STOCK EXCHANGE OF INDIA LTD.		
Month	High (Rs.)	Low (Rs.)	Volume (No. of shares)	High (Rs.)	Low (Rs.)	Volume (No. of shares)
April, 2015	286.95	250.85	2456627	286.95	250.50	19669175
May, 2015	275.00	251.10	1214897	275.25	251.00	23479466
June, 2015	281.50	249.25	2097954	281.55	248.85	25179614
July, 2015	304.00	277.00	2537346	304.50	260.00	24226962
Aug, 2015	316.50	257.25	2412671	316.40	256.70	29966831
Sep, 2015	287.90	269.00	2310827	289.25	268.25	35071356
Oct, 2015	286.70	261.80	1372644	286.75	262.00	29005731
Nov, 2015	281.25	260.30	1406146	281.35	260.05	22869126
Dec, 2015	283.80	262.00	1216909	284.50	261.90	18745983
Jan, 2016	281.00	231.30	14038246	281.00	231.50	22974459
Feb, 2016	253.25	233.80	840270	253.25	233.50	21237757
Mar, 2016	255.90	237.00	937186	255.80	237.00	28554760

Chart A: Dabur's Share Performance versus BSE Sensex

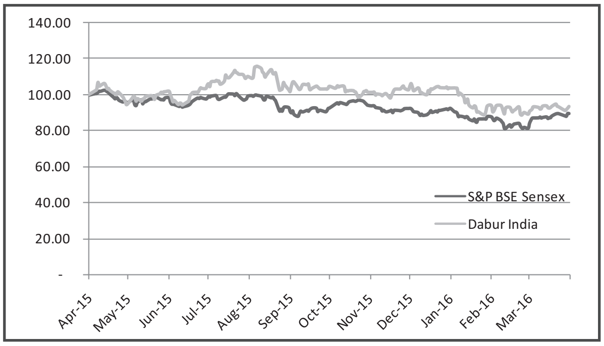
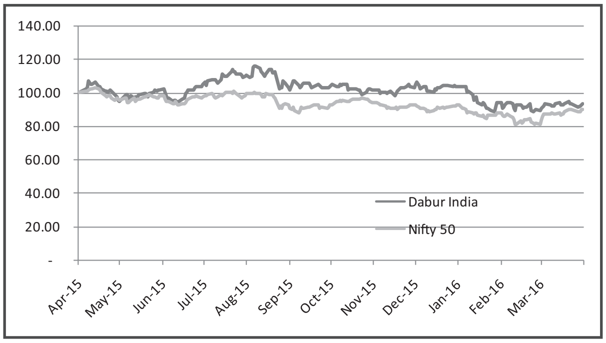


Chart B: Dabur's Share Performance versus Nifty



Note: The charts have share prices and indices indexed to 100 as on the first working day of 2015-16

Distribution of Shareholding

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2016 along with the top 10 shareholders of the Company is given below:

Shareholding pattern by size as on March 31, 2016

Number of equity shares held	Physical form		Dematerialisation form		Total no. 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	14305	3693723	117054	38678919	131359	96.61	42372642	2.41
5001 – 10000	438	2694711	2799	17797689	3237	2.38	20492400	1.15
10001 and above	43	661000	1334	1695615128	1377	1.01	1696276128	96.54
Total	**14786**	**7049434**	**121187**	**1752091736**	**135973**	**100**	**1759141170**	**100**

Shareholding Pattern by ownership

Particulars	As on March 31, 2016				As on March 31, 2015			
	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	1198180681	68.11	27	0.02	1197243149	68.16
FIIs	523	0.39	344752692	19.60	451	0.38	368149134	20.96
Mutual Funds/UTI	84	0.06	16536282	0.94	25	0.02	2551024	0.15
Financial Institutions/ Banks/ Insurance Cos'	46	0.03	80552394	4.58	33	0.03	80318146	4.57
NRIs	3771	2.77	6410098	0.36	3180	2.69	6170974	0.35
Corporates (including clearing members)	1422	1.05	23218955	1.32	1208	1.03	16897198	0.95
Individuals	130100	95.68	89490068	5.09	113137	95.83	85182365	4.85
Total	**135973**	**100**	**1759141170**	**100**	**118061**	**100**	**1756511990**	**100**

Top ten shareholders as on March 31, 2016

Name	No. of shares held	% of share-holding
Chowdry Associates	217941800	12.39
VIC Enterprises Pvt. Ltd.	217734000	12.38
Gyan Enterprises Pvt. Ltd.	202237980	11.50
Puran Associates Pvt. Ltd.	189212000	10.76
Ratna Commercial Enterprises Pvt. Ltd.	156394429	8.89
Milky Investment and Trading Company	106147503	6.03
Life Insurance Corporation of India	57462195	3.27
Burmans Finvest Pvt. Ltd.	53012986	3.01
MB Finmart Pvt. Ltd.	26506492	1.51
Windy Investments Pvt. Ltd.	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, 2016, 99.60% 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:

a) Demat account should be opened with a depository participant (DP).

b) Shareholders should submit the dematerialization request form (DRF) along with share certificates in original, to their DP.

c) DP will process the DRF and will generate a dematerialization request number (DRN).

d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Karvy Computershare Pvt. Ltd.

e) RTA will process the DRF and confirm or reject the request to DP/ depositories.

f) Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

Consolidation of folios and avoidance of multiple mailing

In order to enable the company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

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 Regulations 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 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 orby writing to the Company. Format of request letter is available in the Investor Section at the Company`s website www.dabur.com.

Outstanding GDRs/ADRs/Warrants/Options

The Company has 11350921 outstanding Employee Stock Options as on March 31, 2016, 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) vide Regulation 7 of the Listing Regulations has recently mandated that where the total number of security holders of the Company exceeds one lac, the Company shall register with SEBI as a Category II share transfer agent for all work related to share registry. Dabur had appointed MCS Limited as its RTA in 1994 for both segments, physical and electronic, much before this was mandated by SEBI. During the year 2007-08, the Company appointed Karvy Computershare Private Limited as its Registrar. As required under Regulation 7(3) of the Listing Regulations, the Company has filed a certificate issued by RTA & the compliance officer of the company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by RTA registered with SEBI i.e. Karvy Computershare Private Limited

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; Fax No. – 040-23001153 Phone No. – 040 - 67162222 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 Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

Reconciliation of Share Capital Audit

Aggarwal & Ahluwalia, an independent firm of practicing Chartered Accountants, carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on the reconciliation of total issued and listed Capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company`s shares are listed and is also placed before the Stakeholders` Relationship committee of the Board.

Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a statutory body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

Company's Registered Office Address:

8/3, Asaf Ali Road, New Delhi-110002, Ph: 011-23253488

PLANT LOCATIONS

Sahibabad

Unit I & II
Plot No. 22, Site IV, Sahibabad, Ghaziabad-(U.P.) 201010
Tel: 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; Fax: 01795-244090

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 II
Plot No.4, Sector-2, Integrated Industrial Estate, Pantnagar, Distt. Udham Singh NagarUttarakhand – 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 Industrial 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: 09826121239, 09816026169

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

Pitampura
86-A, Kheda Industrial Area, Sector-3, Pithampur - 454774, Distt. - Dhar (M.P.); Tel: 07292 - 400046 to 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; Mob: (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: 07574807744 , 07574807700

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

Jalpaigudi
Kartowa, P.O. Mahanvita, P.S. Rajganj, Distt. Jalpaiguri
(West Bengal) Pin 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, FIIs, 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) & Company Secretary,
  Dabur India Limited, Punjabi Bhawan, 10, Rouse Avenue,
  New Delhi – 110002
  Tel: 011 – 42786000; Fax: 011 – 23222051

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:

A. We have reviewed the financial statements and the cash flow statement of the company for the Financial Year ended 31.03.2016 and that to the best of our knowledge and belief:
   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (2) 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.

B. We also certify, that based on our knowledge and the information provided to us, there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the Company`s code of conduct.

C. 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 that we have evaluated the effectiveness of company`s internal control systems and procedures pertaining to financial reporting.

D. The Company`s other certifying officers and we have indicated, 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:
   (1) deficiencies in the design or operation of internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
   (2) significant changes in internal control over financial reporting during the year;
   (3) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   (4) any fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company`s internal control system over financial reporting.

Place: New Delhi	**Sunil Duggal**	**Lalit Malik**
Date : April 28, 2016	CEO	CFO

CERTIFICATION BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I declare that all Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2015-16.

Place: New Delhi	**Sunil Duggal**
Date : April 28, 2016	CEO

For full version of Corporate Governance Report please refer to full Annual Report 2015-16 which is available on the website of the Company at www.dabur.com

Abridged Directors' Report

(Statement containing salient features)

To,

The Members,

Your Directors have pleasure in presenting the 41st Annual Report on the business and operations of the Company, together with the audited accounts for the financial year ended March 31, 2016.

Financial Results.

Financial results are presented in the table below:

(₹ in crores)

Particulars	Consolidated		Standalone	
	2015-16	2014-15	2015-16	2014-15
Revenue from Operations (including other Income)	**8673.25**	**7985.25**	**5946.64**	**5569.13**
Less Expenses :				
Cost of goods sold	**3797.00**	3720.07	**2812.12**	2826.09
Employee benefits expenses	**794.82**	689.56	**431.77**	392.99
Finance cost	**48.02**	40.12	**9.83**	9.89
Depreciation and Amortization expenses	**133.75**	114.98	**72.82**	65.97
Other Expenses	**2342.42**	2101.16	**1407.36**	1273.70
Total Expenses	**7116.01**	**6665.89**	**4733.90**	**4568.64**
Profit before exceptional and extraordinary items and tax	**1557.24**	**1319.36**	**1212.74**	**1000.49**
Exceptional items	**0.00**	0.00	**0.00**	-23.96
Profit before extraordinary items and tax	**1557.24**	**1319.36**	**1212.74**	**976.53**
Extraordinary items	**0.00**	0.00	**0.00**	0.00
Profit before tax	**1557.24**	**1319.36**	**1212.74**	**976.53**
Tax expense	**301.79**	250.89	**273.23**	213.95
Profit for the year from continuing operations	**1255.45**	**1068.47**	**939.51**	**762.58**
Minority interest	**2.74**	2.64	**0.00**	0.00
Profit after minority interest	**1252.71**	**1065.83**	**939.51**	**762.58**

The Company proposes to transfer an amount of Rs.95 crores (Previous year Rs.80 crores) to general reserves.

Dividend

The Company has paid an interim dividend of 125%, being Rs.1.25 per share of Re.1/- each, on November 23, 2015. We are pleased to recommend a final dividend of 100%, being Re.1/- per share of Re.1/- each, for the financial year 2015-16. 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 225%, being Rs.2.25 per share of Re.1/- each, as against 200%, being Rs.2.00 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 50.70%.

Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, Final dividend for the financial year 2007-08 amounting to Rs.2247834/- and interim dividend for the financial year 2008-09 amounting to Rs.2165883/- 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 2007-08 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.193774/- 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 declared upto the financial year 2014-15 and updated upto the date of 40th AGM held on 21.07.2015, 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 said list (apart from the above mentioned unpaid dividend already transferred to IEPF), can approach the Company for release of their unpaid dividend.

Abridged Financial Statements

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Section 136 of the Companies Act, 2013 read with Rule 10 of the Companies (Accounts) Rules, 2014, the abridged Annual Report containing salient features of the financial statements, including Consolidated Financial Statements, for the financial year 2015-16, 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. Please note that you will be entitled to be furnished, free of cost, the full Annual Report 2015-16, upon receipt of written request from you, as a member of the Company.

Full version of the Annual Report 2015-16 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) is being sent via email to all shareholders who have provided their email address(es).

Full version of Annual Report 2015-16 is also available for inspection at the registered office of the Company during working hours up to the date of ensuing Annual general meeting (AGM). It is also available at the Company`s website at www.dabur.com.

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 2015-16. Consolidated Turnover grew by 8.62% to Rs.8673.25 crores as compared to Rs.7985.25 crores in the previous year. Net Profit after Tax and after Minority Interest for the year at Rs.1252.71 crores is higher by Rs.186.88 crores as compared to Rs.1065.83 crores in the previous year.

Operations and Business Performance

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

Corporate Governance

Corporate Governance is all about ethical conduct, openness, integrity and accountability of an enterprise. Good Corporate Governance involves a commitment of the Company to run the business in a legal, ethical and transparent manner and runs from the top and permeates throughout the organization. It involves a set of relationships between a company's management, its Board, shareholders and Stakeholders. It is a key element in improving the economic efficiency of the enterprise. Credibility offered by Corporate Governance helps in improving the confidence of the investors – both domestic and foreign, and establishing productive and lasting business relationship with all stakeholders.

At Dabur Corporate Governance is more a way of business life than a mere legal obligation. Besides complying with the prescribed Corporate Governance practices as per the Listing Regulations 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, etc. These have helped Dabur to pay uninterrupted dividends to its shareholders. Last year (FY 2014-15) the Institute of Company Secretaries of India (ICSI), had 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 Schedule V of the Listing Regulations is attached as 'Annexure 1' to the full Directors' 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 auditors and the Audit committee in terms of Regulation 17 of the Listing Regulations is attached in the full Corporate Governance 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 Regulation 34 of the Listing Regulations, kindly refer to Business Responsibility Report section which forms part of full Annual Report.

Credit Rating

During the year the Company has sustained its long term bank facility 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 bank facility credit rated as A1+ by CRISIL, has been reaffirmed. The rating of A1+ for Commercial Paper has also been reaffirmed by CRISIL. This highest rating of A1+ 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

In terms of Section 149 and 152 of the Companies Act, 2013 the appointment of women director Mrs. Falguni Sanjay Nayar, in the category of Non-Executive Independent Director was confirmed in the AGM of the Company held on 21st July, 2015. Mrs. Nayar shall hold office, not subject to retirement by rotation, for a term of 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.

Pursuant to Section 149, 152 and other applicable provisions 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, Dr. Anand C Burman and Mr. Pritam Das Narang, Directors will retire by rotation at the ensuing AGM, and being eligible, offer themselves for re-appointment in accordance with provisions of the Companies Act, 2013.

A brief resume of the Directors proposed to be 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 re-appointment at the ensuing AGM.

Pursuant to provisions of 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
Mr. Ashok Kumar Jain:	V P (Finance) and Company Secretary

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

Policy on directors' appointment and Policy on remuneration

Pursuant to 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 to the full Directors' Report.

Particulars of remuneration of Directors/ KMP/ Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 4' to the full Directors` Report. The information showing names and other particulars of employees as per Rule 5(2) and 5(3) of the aforesaid Rules forms part of the full Director`s Report. However, as per first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company and others entitled thereto. The said information is available for inspection by members at the registered office of the Company during business hours on all working days upto the date of ensuing annual general meeting. Any member interested in obtaining a copy thereof, may also write to the company secretary at the registered office of the company.

Employees Stock Option Plan

During the year, 433531 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, 2629180 options were exercised by the employees after vesting. Accordingly, the Company has made the allotment of 308180 equity shares on May 13, 2015, 269250 equity shares on August 24, 2015 and 2051750 equity shares on September 21, 2015 against the options exercised by the employees.

During the financial year 2015-16, there has been no change in the Employees Stock Option Plan (Dabur ESOP 2000) of the Company. Further, it is confirmed that the ESOP Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014.

The applicable disclosures as stipulated under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 with regard to Employees Stock Option Plan of the Company are available on the website of the Company at www.dabur.com and weblink for the same is http://www.dabur.com/in/en-us/investor/investor-information/esops

Number of Meetings of the Board

During the Financial Year 2015-16, 4 (four) 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 Regulations, 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, 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., is in place. Similarly, for evaluation of individual director's performance, the questionnaire covering various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc., is also in place.

Board members had submitted their response 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 on February 25, 2016 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 2016-17. Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate dated April 4, 2016 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 20, 2016 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

As per Section 148 of the Companies Act, 2013 read with Rules framed thereunder, M/s Ramanath Iyer & Company, Cost Accountants, (Firm`s Membership No. 000019) were re-appointed as Cost Auditors for the financial year 2015-16 to conduct cost audit of the accounts maintained by the Company in respect of the various products prescribed under the applicable Cost Audit Rules. The remuneration of Cost Auditors has been approved by the Board of Directors on the recommendation of Audit Committee. The requisite resolution for ratification of remuneration of Cost Auditors by members of the Company has been set out in the Notice of ensuing annual general meeting. They have also been appointed as Cost Auditors for financial year 2016-17 by the board of directors, upon recommendation of Audit Committee, to conduct cost audit of the accounts maintained by the Company in respect of the various products prescribed under the applicable Cost Audit Rules.

The Cost Audit Report for the financial year 2014-15, 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 29th September, 2015.

Secretarial Auditors and their Report

M/s Chandrasekaran Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2015-16 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 5` to the full Directors' Report.

There are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in the Report issued by them for the financial year 2015-16 which call for any explanation from the Board of Directors.

Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under section 143(12) of the Companies Act, 2013, including rules made thereunder.

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 IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company`s policies and Standard Operating Procedures (SOP`s) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from Price Waterhouse & Co., Bangalore 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. During the year the Internal auditors have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self Assessment Tool.

To further strengthen the internal control process, the Company has developed a very comprehensive legal compliance system 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 which should be adequate and shall operate 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 regulatory amendment is updated periodically 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 regular basis throughout the year as per agreed audit plan.
  - Tier-2: Transaction audits are conducted regularly 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 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.
- The Company 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.
- The Company has in place a well-defined Whistle Blower Policy/ Vigil Mechanism.
- The Company 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 vs. budgets 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.
- The Internal auditors have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self Assessment Tool.

Development and implementation of Risk Management

Dabur has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. The Risk Management Committee of the Board is responsible for preparation of Risk Management Plan, reviewing and monitoring the same on regular basis, identifying and reviewing critical risks on regular basis, updating the Risk Register on quarterly basis, reporting of key changes in critical risks to the Board on an ongoing basis, reporting of 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, their impact and their minimization procedures are assessed categorically under the broad heads of High, Medium and Low risks. The non-critical risks faced by the company and their mitigation are also reviewed by the committee on a quarterly basis. The Risk Register of the Company is also audited by internal auditors of the Company.

Further the risks 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. The Board is responsible for framing, implementing and monitoring the risk management plan of the Company. During the year, Price Waterhouse & Co., Bangalore LLP, Internal auditors, have been engaged for preparing Risk & Control Matrices for various processes as a part of Internal financial control framework.

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 Company and its subsidiary companies are as under:

During the year Dabur India Limited has launched a new premium natural baby care brand `Dabur Baby` which shall have a range of baby care products.

Asian Consumer care Pakistan Pvt. Ltd., (Pakistan) has entered into Baby Care and Oral Care Category via brands "DermoViva Baby" and "Dabur Red toothpaste" respectively. The execution started in Karachi, Lahore and Islamabad during later part of the third quarter of FY 2015-16.

Dabur Pakistan (Pvt.) Limited, (Pakistan) incorporated during the FY 2015-16 for the business of Digestive Category in Pakistan, started its commercial operations in October 2015.

Dabur Tunisie, (Tunisia) has started the production of Fresh Gel toothpaste during FY 2015-16.

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 Dabur Pakistan (Pvt.) Limited, incorporated in Pakistan has become our step down subsidiary company, upon issuance of shares by the said company to our existing wholly owned subsidiary- Dabur International Limited.

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 6` to the full Directors' 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 7` to the full Directors' report.

Environmental, Health and Safety (EHS) Review

Details with respect to Environmental, Health and Safety (EHS) review are attached as `Annexure 8` to the full Directors' 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 9` to the full Directors' 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 (MSEI) and are actively traded.

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

- Equity shares allotted against the options exercised by employees pursuant to Employees Stock Option Scheme of the Company are:
  - 308180 equity shares allotted on May 13, 2015.
  - 269250 equity shares allotted on August 24, 2015.
  - 2051750 equity shares allotted on September 21, 2015.

Extract of Annual Return

The extract of Annual Return as on March 31, 2016 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 as `Annexure 10` to the full Directors' 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 the end of the Financial Year 2015-16 are attached as 'Annexure 11' to the full Directors' 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' (i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements entered into individually or taken together with previous transactions during the financial year) according to the policy of the Company on materiality of Related Party Transactions. Accordingly, there are no transactions that are required to be reported in form AOC-2.

However, you may refer to Related Party transactions, as per the Accounting Standards, in Note No.55 of the Standalone Financial Statements.

Disclosure on Audit Committee

The Audit Committee as on March 31, 2016 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. For more details thereof kindly refer to the section `Committees of the Board - Audit Committee', in the Corporate Governance Report.

All recommendations of Audit Committee were accepted by the Board of Directors.

Disclosure on Deposit under chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

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 under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013

At Dabur, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation or age.

At Dabur, every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values and in the Code of Ethics & Conduct of Dabur. The Direct Touch (Whistle-Blower & Protection Policy) policy provides a platform to all employees for reporting unethical business practices at workplace without the fear of reprisal and help in eliminating any kind of misconduct in the system. The policy also includes misconduct with respect to discrimination or sexual harassment.

The Company also has in place `Prevention of Sexual Harassment Policy`. This Anti-Sexual Harassment policy of the Company is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

An Internal Complaints Committee (ICC) is in place to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year:

- No. of complaints received: Nil
- No. of complaints disposed off: NA

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

(DR. ANAND C BURMAN)

Place: New Delhi Chairman,

Date: April 28, 2016 DIN: 00056216

All Annexures referred in this abridged Directors' Report are available in the full Directors' Report forming part of the full Annual Report 2015-16 which 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 2016, 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 2016. We have expressed an unmodified audit opinion on those financial statements in our report dated 28th April 2016.

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 are 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

S. Lahiri
Partner
Membership number: 51717

Place: New Delhi
Date: April 28, 2016

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 2016, 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, 2016, and its profit and its cash flows for the year ended on that date.

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, we give in the Annexure-2 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
   f) Our separate report on adequacy of internal financial control system and operating effectiveness of such controls is enclosed in Annexure-1.
3. 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:
   a) 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.
   b) The Company did not have any long-term contract including derivative contract which may lead to any foreseeable loss.
   c) 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

S Lahiri
Partner
(Membership number: 51717)

Place: New Delhi
Date : April 28, 2016

Annexure-1

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Dabur India Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. Basu & Co.**
Chartered Accountants
Firm's registration number: 301174E

S Lahiri
Partner
(Membership number: 51717)

Place: New Delhi
Date : April 28, 2016

Annexure-2

Auditors' Report as per the Companies (Auditor's Report) Order, 2016.

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.

c. The title deeds of immovable property are held in the name of the Company.

2. The inventories have been physically verified at reasonable intervals during the year by the management. The discrepancies noticed on physical verification between the physical stock and book records were not material and have been properly dealt with in the 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. The Company has complied to the provisions of section 185 and 186 of the Companies Act, 2013 in respect to loans, investments, guarantees and securities.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
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, 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, 2016 for a period of more than six months from the date of becoming payable.

   b) The dues on account of 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 Act, Local Sales Tax Act, Value Added Tax, Entry Tax etc	1998-99 to 2013-14	19.73	Assessing Authority Commissioner's Level / Revision Board
		1997-98 to 2003-04, 2005-06 to 2011-12	7.85	Appellate Tribunal
		1990-91 to 2000-01 2006-07 to 2010-11, 2012-13 to 2015-16	6.98	High Courts
Income Tax Act, 1961	Income Tax	2009-10, 2011-12 to 2015-16	0.38	Assessing Officer
		2008-09	0.01	Commissioner (Appeal)
Central Excise Act, 1944	Excise Duty	1993 to 2001, 1996 & 1998	5.15	Dy. Commissioner
		1994-2014	3.32	Commissioner (Appeal)
		1994-2014	86.11	Tribunal
Service tax (Finance Act 1994)	Service Tax	2004-2011	39.01	Tribunal
		2013-2015	0.01	Commissioner (Appeal)

8. 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 bank or government. Company has no debenture holder or any financial institutional borrowing during the year.
9. Neither any term loan has been obtained during the year nor any money was raised by way of public offer (including debt instruments) during the year by the company.
10. No fraud has been noticed or reported on or by the company during the year.
11. The managerial remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V of the Act.
12. The Company is not a Nidhi Company, accordingly paragraph 3 (xii) of the Order is not applicable.
13. All the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details of related parties transactions have been disclosed in the Financial Statements as required by the applicable accounting standard.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The Company has not entered into any non-cash transactions with directors.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **G. Basu & Co.**
Chartered Accountants
Firm's registration number: 301174E

S Lahiri
Partner
*(*Membership number: 51717)

Place: New Delhi
Date : April 28, 2016

Abridged Balance Sheet

as at March 31, 2016

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	PARTICULARS	As at March 31, 2016	As at March 31, 2015
I	**EQUITY AND LIABILITIES**		
1.	**Share holders' Funds**		
	a) Paid up Share Capital		
	(i) Equity	**175.91**	175.65
	b) Reserves and Surplus		
	(i) Capital Reserves (including Revaluation Reserve)	**317.15**	244.88
	(ii) Revenue Reserves	**413.52**	318.62
	(iii) Surplus	**1,965.20**	1,597.04
2.	**Non-current liabilities**		
	a) Deferred Tax Liabilities (Net)	**64.47**	50.35
	b) Long-term provisions	**45.03**	42.79
3.	**Current Liabilities**		
	a) Short-term borrowings	**86.51**	129.13
	b) Trade payables	**931.34**	756.64
	c) Other current liabilities	**187.75**	168.10
	d) Short-term provisions	**268.13**	205.16
	Total	**4,455.01**	**3,688.36**
II	**ASSETS**		
4.	**Non-current assets**		
	a) Fixed Assets		
	i) Tangible assets (Original cost less depreciation)	**673.49**	662.43
	ii) Intangible assets (Original cost less depreciation/amortisation)	**17.04**	20.09
	iii) Capital work-in-progress	**24.96**	12.22
	b) Non-current investments	**1,763.39**	1,387.00
	c) Long-term loans and advances	**23.66**	12.30
	d) Other non-current assets	**0.02**	2.00
5.	**Current assets**		
	a) Current investments	**661.48**	391.17
	b) Inventories	**615.56**	550.60
	c) Trade receivables	**420.69**	338.79
	d) Cash and Bank Balances	**54.16**	123.94
	e) Short-term loans and advances	**123.91**	114.08
	f) Other current assets	**76.65**	73.74
	Total	**4,455.01**	**3,688.36**

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 www.dabur.com/in/en-us/investor/financial-information/reports/annual-reports/2015-16

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P. D. NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

Abridged Profit and Loss Account
for the year ended March 31, 2016

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
I	**Income**		
	Revenue from operations *	**5,832.53**	5,505.66
	Less: Excise Duty	**(82.53)**	(74.38)
	Net Revenue from operations	**5,750.00**	5,431.28
II	Other Income	**196.64**	137.85
III	**Total Income (I +II)**	**5,946.64**	5,569.13
IV	**Expenses**		
	a) Cost of materials consumed	**1,847.75**	1,921.09
	b) Purchase of stock in trade	**988.14**	937.25
	c) Changes in inventories of finished goods , work-in-progress & Stock in trade	**(23.77)**	(32.25)
	d) Employee benefits expenses	**431.77**	392.99
	e) Finance costs	**9.83**	9.89
	f) Depreciation and Amortisation expenses	**72.82**	65.97
	g) Other Expenses	**1,407.36**	1,273.70
	Total Expense	**4,733.90**	4,568.64
V	**Profit before exceptional and extraordinary items and tax (III - IV)**	**1,212.74**	1,000.49
VI	Exceptional Items	**-**	(23.96)
VII	**Profit before extraordinary items and tax (V - VI)**	**1,212.74**	976.53
VIII	Extraordinary Items	**-**	-
IX	**Profit before tax (VII - VIII)**	**1,212.74**	976.53
X	**Tax expense**		
	(1) Current tax	**259.11**	204.69
	(2) Deferred Tax	**14.12**	9.60
	(3) Earlier year tax	**-**	(0.34)
XI	**Profit/(Loss) for the year from continuing operations (IX - X)**	**939.51**	**762.58**
XII	**Earnings per equity share in Rs. (before Extraordinary items)**		
	(1) Basic	**5.34**	4.35
	(2) Diluted	**5.31**	4.32
XIII	**Earnings per equity share in Rs. (after Extraordinary items)**		
	(1) Basic	**5.34**	4.35
	(2) Diluted	**5.31**	4.32
* Details of Revenue from Operations:			
I.	Sale of products manufactured	**4,498.95**	4,231.89
II.	Sale of goods traded	**1,323.21**	1,261.40
III.	Revenue from services provided	**0.07**	0.10
IV.	Other operational Revenue	**10.30**	12.27
Total		**5,832.53**	**5,505.66**

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

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

Place: New Delhi
Date : April 28, 2016

Abridged Cash Flow Statement

for the year ended March 31, 2016

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
1.	Cash flows from operating activities	**960.29**	839.20
2.	Cash flows from investing activities	**(497.64)**	(616.17)
3.	Cash flows from financing activities	**(451.47)**	(336.75)
4.	Net increase/(decrease) in cash and cash equivalents	**11.18**	(113.72)
5.	Cash and cash equivalents at beginning of period	**35.83**	146.34
6.	Unrealised Gain/(Loss) in Foreign Currency	**3.31**	3.21
7.	Cash and cash equivalents at end of period	**50.32**	35.83

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P. D. NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(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

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 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 recognition on realization basis under AS 9 on the ground of uncertainty factor.

e. All expenses are provided on accrual basis unless stated otherwise.

2.3 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. Components relevant to fixed assets, where significant, are separately depreciated in terms of their life span assessed by technical evaluation.

e. Patents and trademarks are being amortized over the period of ten years on straight line basis.

f. Software's are being amortized over the period of five years on straight line basis.

g. For New Projects, all direct expenses and direct overheads (excluding services provided by employees in company's regular payroll) are capitalized.

h. 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.

i. During 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.

j. Leasehold Land is to be amortized over the period of lease.

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 that 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 11.50% 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.

iv) Company contributes its share of contribution to Employees Provident Fund Scheme administered by a separate trust with its obligation to make good the shortfall, if any, in trust fund arising on account of difference between the return on investments of the trust and the interest rate on provident fund dues notified periodically by Central Government.

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) ESI on the basis of actual liability accrued and paid to 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 fair 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 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. Expenses and income from lease rentals in respect of operating leases are recognized in 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, 2016	As at March 31, 2015
1. a) Aggregate cost of quoted investment	**1,157.37**	1,156.90
b) Aggregate market value of quoted investment	**1,180.84**	1,157.89
c) Aggregate amount of unquoted investments	**606.29**	230.37
2. Provision for dimunition in carrying amount of non-current investment	**0.27**	0.27

15. Current Investments

a) Aggregate cost of quoted investment	**333.18**	182.90
b) Aggregate market value of quoted investment	**334.24**	184.27
c) Aggregate amount of unquoted investments	**328.30**	208.27

18. Cash & Bank Balances

A. Cash and cash Equivalents		
Cash in hand	**0.57**	0.82
Cheques / drafts in hand	**16.50**	1.91
Balances with banks		
Current Accounts	**17.55**	22.90
Term Deposit maturing within three months	**10.00**	5.00
Unpaid Dividend account	**5.70**	5.20
Total (A)	**50.32**	**35.83**
B. Other Bank Balances		
Term Deposit maturing after three months but before twelve months	**3.84**	88.11
Total (B)	**3.84**	**88.11**
C. Fixed Deposit maturing after 12 months	**0.02**	2.00
Total (A+B+C)	**54.18**	125.94
Less: Fixed Deposit maturing after 12 months	**0.02**	2.00
Total Cash & Bank Balances	**54.16**	**123.94**

Footnote:

Other Bank Balances include: Other commitment (Fixed Deposits pledged with Govt Authorities)	0.08	0.08
21. Total Contingent Liabilities	**153.63**	**187.29**
22. Total Capital and Other Commitments	**1,124.26**	**1,366.51**

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	-	0.09	2.65
Entry Tax	Entry tax	2.03	-	-	2.03
Excise	Classification matter	7.39	6.00	-	13.39
Service Tax	Service Tax Distribution (ISD)	28.53	-	-	28.53
		40.69	**6.00**	**0.09**	**46.60**

i) Resulting outflows against above liabilities, pending before Sales Tax DC/Tribunal/CCT's, if mature, are expected to be in succeeding financial year.

ii) Withdrawal of provision relates to crystallization of liability in actual term & subsequent payment made by company in relevant context.

iii) Provisions are made herein for medium risk oriented issues as a measure of abundant precaution.

iv) Company presumes remote risk possibility of further cash outflow pertaining to contingent liabilities and commitments listed in point 21 & 22 above.

48. Defined Benefit Plan

A. Provident Fund (Funded)

	Particulars	As at March 31, 2016	As at March 31, 2015
[a]	**Economic Assumptions (actuarial)**		
i)	Expected statutory interest rate on the ledger balance	8.75%	8.75%
ii)	Expected short fall in interest earnings on the fund	0.05%	0.05%
[b]	**Demographic Assumptions (actuarial)**		
i)	Mortality	IALM (2006 -08)	IALM (2006 - 08)
ii)	Disability	None	None
iii)	Withdrawal Rate (Age related)		
	Up to 30 Years	17%	17%
	Between 31 - 44 Years	14%	14%
	Above 44 Years	5%	5%
iv)	Normal Retirement Age	58	58
[c]	**Reconciliation of Projected Benefit Obligation**		
	Projected Benefit Obligation at Beginning of year	160.78	143.55
	Current Service Cost	7.02	7.20
	Interest Cost	12.86	11.48
	Contributions by plan participants / employees	18.63	17.41
	Actuarial (Gain) / Loss due to Interest guarantee	(0.28)	0.97
	Benefits Paid	(24.09)	(21.16)
	Past Service Cost	-	-
	Amalgamations	-	-
	Curtailments	-	-
	Settlements / Transfer In	1.82	1.33
	Projected Benefit Obligation at End of year	176.74	160.78
[d]	**Reconciliation of Plan Assets**		
	Plan Asset at beginning of year	162.40	145.01
	Foreign currency exchange rate changes on plans measured in a currency different from the enterprise's reporting currency	-	-
	Expected Return on Plan Asset	14.21	12.69
	Employer Contribution	7.02	7.20
	Plan Participants / Employee Contribution	18.63	17.41
	Benefit Payments	(24.09)	(21.16)
	Asset Gain /(Loss)	(0.09)	(0.08)
	Amalgamations	-	-
	Settlements / Transfer In	1.82	1.33
	Ending Asset at Fair Value	17.98	162.40

[e] Expense to be recognized in the statement of profit and loss of the company

	For the year ended March 31, 2016	For the year ended March 31, 2015
Company Contribution to the PF Fund	7.02	7.20
Net Liability, if any *	-	-
Total	**7.02**	**7.20**

* there is surplus in the fund, so the value is taken as zero.

B. Gratuity, Leave Salary and Post Separation Benefits of Director

Particulars		Gratuity (funded)	Leave salary (funded)	Post Separation benefits of director (Unfunded)
a. Defined Benefit Plan				
Expenses recognized during the period:				
A. Past Service Cost	CY	-	-	-
	PY	-	-	-
B. Current Service Cost	CY	4.35	2.50	1.23
	PY	3.90	2.40	1.20
C. Interest Cost	CY	3.39	1.08	3.45
	PY	3.32	1.03	3.44
D. Expected return on Plan Assets	CY	(3.91)	(1.20)	-
	PY	(3.75)	(1.13)	-
E. Actuarial Loss/(Gain)	CY	1.84	0.83	(1.97)
	PY	0.65	1.06	(1.53)
F. Total expenses recognized during the year (A+B+C+D+E)	CY	5.67	3.21	2.72
	PY	4.12	3.36	3.11
b. Reconciliation of opening & closing balances of obligations :				
I. Obligation as on 01.04.2015	CY	43.77	13.87	43.13
	PY	39.08	12.09	40.49
II. Past service cost	CY	-	-	-
	PY	-	-	-
III. Current service cost	CY	4.35	2.50	1.23
	PY	3.90	2.40	1.20
IV. Interest cost	CY	3.39	1.08	3.45
	PY	3.32	1.03	3.44
V. Actuarial (Gain)/ Loss	CY	1.20	0.84	(1.97)
	PY	0.80	0.93	(1.53)
VII. Settlement	CY	(3.06)	(4.03)	(0.47)
	PY	(3.33)	(2.58)	(0.47)
VIII. Obligation as on 31.03.2016	CY	49.65	14.26	45.37
	PY	43.77	13.87	43.13
c. Change in Plan Assets : (Reconciliation of opening and closing balances)				
I. Fair Value of Plan Assets as on 01.04.2015	CY	45.99	14.17	-
	PY	42.42	12.75	-
II. Expected Return on Plan Assets	CY	3.91	1.20	-
	PY	3.75	1.13	-
III. Actuarial Gain/ (Loss)	CY	(0.64)	0.01	-
	PY	0.15	(0.13)	-
IV. Employer Contribution	CY	3.00	4.00	-
	PY	3.00	3.00	-
V. Settlement	CY	(3.06)	(4.03)	-
	PY	(3.33)	(2.58)	-
VI. Fair value of Plan Assets as on 31.03.2016	CY	49.20	15.35	-
	PY	45.99	14.17	-
d. Closing Obligation vis-a-vis Planned Assets				
(i) Obligation as on 31.03.2016	CY	49.65	14.26	45.37
	PY	43.77	13.87	43.13
(ii) Fair value of planned assets as on 31.03.2016	CY	49.20	15.35	-
	PY	45.99	14.17	-
Deficit/(Surplus)	CY	0.45	(1.09)	45.37
	PY	(2.22)	(0.30)	43.13

Amount recognised in current year and previous four years

	Particulars	As at March 31				
		2016	2015	2014	2013	2012
e.	**Gratuity**					
	Present value of DBO	49.65	43.77	39.08	34.97	29.53
	Fair value of plan assets	49.20	45.99	42.42	33.66	24.81
	Deficit/(Surplus)	0.45	(2.22)	(3.34)	1.31	4.71
	Actuarial (Gain) / Loss on Plan Obligation	1.20	0.80	(0.21)	1.84	1.89
	Actuarial Gain / (Loss) on Plan Assets	(0.64)	0.15	0.27	0.67	(1.08)
f.	**Leave Salary**					
	Present value of DBO	14.26	13.87	12.09	11.29	9.95
	Fair value of plan assets	15.35	14.17	12.75	13.53	8.59
	Deficit/(Surplus)	(1.09)	(0.30)	(0.66)	(2.24)	1.37
	Actuarial (Gain) / Loss on Plan Obligation	0.84	0.93	0.12	0.74	0.48
	Actuarial Gain / (Loss) on Plan Assets	0.01	(0.13)	(0.12)	0.14	(0.59)
g.	**Post separation Benefit of Directors**					
	Present value of DBO	45.37	43.13	40.49	39.64	40.50
	Fair value of plan assets	-	-	-	-	-
	Deficit/(Surplus)	45.37	43.13	40.49	39.64	40.50
	Actuarial (Gain) / Loss on Plan Obligation	(1.97)	(1.53)	(0.84)	(3.53)	(2.98)
	Actuarial Gain / (Loss) on Plan Assets	-	-	-	-	-

h. Investment details of plan assets as on 31.03.2016 — 100% reimbursement right from insurance company for fund managed by it

i. Actuarial Assumption :

(i) Financial Assumption

Discount Rate (%)	8.00%
Estimated rate of return on plan assets (%)	8.50%
Salary escalation ratio inflation (%)	9.50%

(ii) Method of computation — Projected unit credit method

(iii) Demographic Assumption — Life Expectancy IALM (2006-08)

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

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

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

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

n. CY- Current year, PY - Previous year

49. Defined Contribution Plan

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Employees State Insurance	1.23	1.62
Employees Superannuation Fund	3.99	3.96
Total	**5.22**	**5.58**

51. Information Pursuant to Clause 25 of AS 19 Issued by ICAI Relating to Oerating Lease (as Lessee)

i)

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	1.12	0.57	-
	(1.52)	(0.57)	-
Cars	0.73	0.88	-
	(0.79)	(0.86)	-

ii) Lease rent debited to Profit & Loss account of the year Rs 1.16 (Previous year Rs 1.03).

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

52. Information Pursuant to Clause 46 of AS 19 Issued by ICAI Relating to Oerating Lease (as Lessor)

i)

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	1.19	0.94	-
	(1.03)	(2.13)	-

ii) Lease rent credited to Profit & Loss account of the year Rs 1.03 (Previous year Rs Nil).

iii) Irrevocable lease agreement relates to buildings, lease period not exceeding five years in respect of any arrangement

iv) Figures in bracket relates to previous year

53. 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	1.00	INR	66.25		Adverse currency
	PY	USD	1.80	INR	112.45		Fluctuations
b) Outstanding overseas exposure not being hedged against adverse currency fluctuation							
i) Export Receivable	CY	EUR	0.01	INR	0.38		
	PY	EUR	0.02	INR	1.46		
	CY	GBP	-	INR	-		
	PY	GBP	0.01	INR	0.88		
	CY	USD	0.37	INR	24.82		
	PY	USD	0.61	INR	38.33		
ii) Overseas Creditors	CY	AUD	0.00	INR	0.06		
	PY	AUD	-	INR	-		
	CY	USD	0.21	INR	14.13		
	PY	USD	-	INR	-		
	CY	GBP	0.00	INR	0.08		
	PY	GBP	0.00	INR	0.02		
iii) Advances to supplier	CY	USD	0.04	INR	2.73		
	PY	USD	0.01	INR	0.54		
iv) Advance from customers	CY	USD	0.02	INR	1.17		
	PY	USD	-	INR	-		

54. 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 Pvt. Ltd., 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 13.56 (Previous year 9.67), Rs 1.90 (Previous year 1.20), Rs 11.66 (Previous year 8.47), Rs 4.31 (Previous year 5.42) and Rs 4.32 (Previous year 4.63) 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 20% (Previous year 16.67%). Said amount Rs 6.98 (Rs 4.77) appears under investment head in balance sheet of the company.

(d) Company's commitment towards revenue expenditure of the JCE amounting to Rs 4.01 (Previous year Rs 5.05) 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.

55. 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 Pakistan Pvt Ltd., Pakistan	Foreign wholly Owned Subsidiary
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 Cosmeticos 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 Private Limited

(II) Key Management 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. Ms. Falguni Sanjay Nayar, Independent Director

(IV) Others

a) Sharing/Directors in Common
1. Jetways Travels Private Limited
2. Lite Bite Foods Private Limited

b) Relatives of directors
1. V C Burman
2. Asha Burman

B. Related Parties Transactions as an 31.03.2016

Particulars	Sub-Sidiary	Joint Venture	Key Management Personnel	Directors	Others	Total	Outstanding as on 31.03.2016
(A) Profit & Loss A/c*							
1. Purchase of Goods/Services	**422.33**	-	-	-	**7.07**	**429.40**	**72.74**
	(447.49)	-	-	-	(9.89)	(457.38)	(4.70)
2. Sale of Goods	**76.33**	-	-	-	-	**76.33**	**8.17**
	(86.28)	-	-	-	-	(86.28)	(11.60)
3. Royalty Expense	**0.13**	-	-	-	-	**0.13**	**-**
	(0.12)	-	-	-	-	(0.12)	(0.36)
4. General Expenses	-	**4.01**	-	-	-	**4.01**	**0.03**
	-	(5.05)	-	-	-	(5.05)	(0.46)
5. Remuneration/Pension	-	-	**19.02**	-	-	**19.02**	-
	-	-	(17.36)	-	-	(17.36)	-
6. Post Separation Benefit	-	-	**3.19**	**(0.80)**	**0.33**	**2.72**	-
	-	-	(2.51)	(0.21)	(0.40)	(3.12)	-
7. Reimbursement of Expenses	-	-	**0.65**	-	-	**0.65**	-
	-	-	(0.31)	-	-	(0.31)	-
8. Employee Stock Option Scheme	**10.53**	-	**26.61**	-	-	**37.14**	-
	(7.23)	-	(22.52)	-	-	(29.76)	-
9. Interest Received on Sec. Deposit	-	**0.03**	-	-	-	**0.03**	-
	-	(0.02)	-	-	-	(0.02)	-
10. Sitting Fees	-	-	-	**0.56**	-	**0.56**	-
	-	-	-	(0.61)	-	(0.61)	-
(B) Balance Sheet*							
11. Equity Contribution	**6.50**	**2.21**	-	-	-	**8.71**	**99.71**
	(4.00)	-	-	-	-	(4.00)	(91.00)
12. Security Deposit	-	-	-	-	-	**-**	**0.38**
	-	-	-	-	-	**-**	0.38
(C) Off Balance Sheet Item*							
13. Guarantees & Collaterals	**(243.07)**	-	-	-	-	**(243.07)**	**1,002.55**
	(344.16)	-	-	-	-	(344.16)	(1,245.62)

*Previous Balance as on 31.03.2015

Notes:

A. Item referred to in 1 above includes Purchases from Dabur Nepal Pvt. Ltd Rs 320.05 (Rs 410.05) and Dabur Lanka Pvt Ltd Rs 101.98 (Rs. 37.44)

B. Item referred to in 2 above includes Sales to Dabur International Ltd, Naturelle LLC, Dabur Nepal Pvt Ltd, Asian Consumer Care Pvt Ltd Rs 6.76, Rs 28.48, Rs 10.12, Rs 14.13 respectively (Rs 19.17, Rs 23.85, Rs 12.41, Rs. 12.39 respectively)

C. Item refered to in 3 above relates to royalty paid to Dermoviva Skin Essentials Inc. Rs 0.13 (Rs 0.12)

D. Item refered to in 4 above relates to joint venture expenses paid to Forum 1 Aviation Pvt Ltd Rs 4.01 (Rs 5.05)

E. Item referred to in 8 above includes to ESOP given to Dabur International Ltd Rs 10.48 (Rs 5.85)

F. Item refered to in 9 above relates to interest received on security deposit from Forum 1 Aviation Pvt Ltd Rs 0.03 (Rs 0.02)

G. Item referred to in 11 above relates to investment in equity shares of Forum 1 Aviation Pvt Ltd Rs 2.21 (Rs Nil) and H&B Stores Ltd Rs 6.50 (Rs 4.00)

H. Figures in bracket relate to previous year

58. Segment Information pursuant to AS-17:

Segment wise Revenue, Results and Capital employed

	Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
1.	**Segment Revenue**		
	A. Consumer Care Business	**4,623.77**	4,332.88
	B. Foods Business	**983.18**	957.05
	C. Other Segments	**132.68**	128.99
	Net Sales/Income from Operations	**5,739.63**	**5,418.92**
2.	**Segment Results Profit / Loss(-) Before Tax and Interest**		
	A. Consumer Care Business	**1,221.58**	1,030.84
	B. Foods Business	**123.74**	108.91
	C. Other Segments	**2.92**	4.21
	Sub Total	**1,348.24**	**1,143.96**
	Less: Interest & Financial Expenses	**9.83**	9.89
	Less: Unallocable expenditure net off unallocable income	**125.67**	133.58
	Profit / (Loss) Before Tax	**1,212.74**	**1,000.49**
	Exceptional Item	**-**	(23.96)
	Profit/(Loss) from Ordinary Activities before Tax	**1,212.74**	**976.53**
	Less:- Tax Expenses	**273.23**	213.95
	Profit / (Loss) After Tax	**939.51**	**762.58**
	Extraordinary items	**-**	-
	Net Profit/(Loss) for the period	**939.51**	762.58
3.	**Capital Employed (Segment Assets-Segment Liabilities)**		
	A. Consumer Care Business	**1,034.87**	1,023.58
	B. Foods Business	**183.83**	167.23
	C. Other Segments	**21.36**	23.19
	Unallocated capital employed	**1,631.72**	1,122.19
	Total	**2,871.78**	**2,336.19**

61. Amount due to Micro & Small enterprises under MSMED Act, 2006 is Rs 11.27 (previous year Rs. 5.07). 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.

63. Exchange gain works out to Rs 11.91 (Previous Year Rs 5.07) and exchange loss Rs 17.61 (Previous year Rs 8.79) and their net impact have been debited to Profit & Loss Account under the head "Finance Cost".

64. Inventories written down

	Current Year	Previous year
Finished goods written down	41.57	34.15

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P. D. NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

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, 2016, 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, 2016. We expressed an unmodified audit opinion on those financial statement in our report dated 28th April, 2016. 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 11.65 Rs (0.01) and Rs.0.22 respectively of the jointly controlled corporate entity have been consolidated with this financial statement 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, 2016 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

Place: New Delhi
Date : April 28, 2016

S. Lahiri
Partner, 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") its one jointly controlled entity comprising of the Consolidated Balance Sheet as at 31st March, 2016 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, 2016, 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 net assets of Rs.11.65 as at 31st March, 2016, total revenues of Rs. (0.01) and net cash flows amounting to Rs.0.22 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. Our report on adequacy of internal financial control system for financial reporting and operating effectiveness of such control for the parent company and its wholly owned Indian subsidiary is annexed.
2. 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 purposes of our audit of the aforesaid Consolidated Financial Statements.

(b) In our opinion, proper books and account 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 account maintained for the purpose of preparation of the Consolidated Financial Statements.

(d) In our opinion, the aforesaid consolidated financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) No such financial transaction has come to our notice which has any adverse effect on the functioning of the company.

(f) On the basis of the written representations received from the directors of the Holding Companies and subsidiary (incorporated in India) as on 31st March, 2016 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, 2016 from being appointed as a director in terms of Section 164(2) of the Act.

(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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.

   a) 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 24 of the Consolidated Financial Statements.

   b) The Group and the jointly controlled entity did not have any material foreseeable losses on long term contracts including derivative contracts.

   c) 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
Membership number: 51717

Place: New Delhi
Date : April 28, 2016

Annexure-1

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of the Company which includes Dabur India Ltd. And its wholly owned domestic subsidiary H&B Stores Ltd. for the year ended March 31, 2016, We have audited the internal financial controls over financial reporting of Dabur India Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies and jointly controlled companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in other matters paragraph below, is sufficient and appropriate to provide a basis forour audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and jointly controlled companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one jointly controlled entity and consolidated on the basis of unaudited financial statements, which is company incorporated in India, is based on the facts furnished by the management.

For **G. Basu & Co.**
Chartered Accountants
Firm's registration number: 301174E

Place: New Delhi
Date : April 28, 2016

S. Lahiri
Partner, Membership number: 51717

Abridged Consolidated Balance Sheet

as at March 31, 2016

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	PARTICULARS	As at March 31, 2016	As at March 31, 2015
I.	**EQUITY AND LIABILITIES**		
1	**Share holders' Funds**		
(a)	**Paid up Share Capital**		
i)	Equity	**175.91**	175.65
(b)	**Reserves and Surplus**		
(i)	Capital Reserves (including revaluation reserve)	**102.50**	73.19
(ii)	Revenue Reserves	**352.26**	257.26
(iii)	Surplus	**3,529.40**	2,848.04
2	**Minority Interest**	**21.68**	18.16
3	**Non-current liabilities**		
(a)	Long Term borrowings	**341.45**	210.57
(b)	Deferred Tax Liabilities (Net)	**76.54**	58.71
(c)	Long-term provisions	**50.88**	46.21
4	**Current Liabilities**		
(a)	Short-term borrowings	**449.74**	522.99
(b)	Trade payables	**1,330.18**	1,095.84
(c)	Other current liabilities	**356.74**	543.64
(d)	Short-term provisions	**333.20**	256.02
	Total	**7,120.48**	**6,106.28**
II.	**ASSETS**		
5	**Non-current assets**		
(a)	Fixed Assets		
(i)	Tangible assets (Original cost less depreciation)	**1,310.36**	1,234.36
(ii)	Intangible assets (Original cost less depreciation/amortisation)	**639.52**	642.77
(iii)	Capital work-in-progress	**44.80**	50.30
(b)	Non-current investments	**1,787.31**	1,407.40
(c)	Long-term loans and advances	**29.51**	20.75
(d)	Other non-current assets	**18.17**	20.13
6	**Current assets**		
(a)	Current investments	**736.54**	405.97
(b)	Inventories	**1,096.50**	973.27
(c)	Trade receivables	**809.70**	710.84
(d)	Cash and cash equivalents	**220.40**	276.04
(e)	Short-term loans and advances	**326.53**	278.87
(f)	Other current assets	**101.14**	85.58
	Total	**7,120.48**	**6,106.28**

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 www.dabur.com/in/en-us/investor/financial-information/reports/annual-reports/2015-16

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P. D. NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

Abridged Consolidated Profit and Loss Account

for the year ended March 31, 2016

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
I	**Income**		
	Revenue from operations*	**8,543.13**	7,906.37
	Less: Excise duty	**(89.11)**	(79.17)
	Net Revenue from Operations	**8,454.02**	7,827.20
II	Other Income	**219.23**	158.05
III	**Total Income (I +II)**	**8,673.25**	7,985.25
IV	**Expenditure**		
	(a) Cost of materials consumed	**2,947.88**	3,002.63
	(b) Purchase of stock in trade	**919.65**	743.35
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	**(70.53)**	(25.91)
	(d) Employee benefits expenses	**794.82**	689.56
	(e) Finance costs	**48.02**	40.12
	(f) Depreciation and Amortisations expenses	**133.75**	114.98
	(g) Other Expenses	**2,342.42**	2,101.16
	Total Expenditure (a to g)	**7,116.01**	6,665.89
V	**Profit before exceptional and extraordinary items and tax (III - IV)**	**1,557.24**	1,319.36
VI	Exceptional Items	**-**	-
VII	**Profit before extraordinary items and tax (V - VI)**	**1,557.24**	1,319.36
VIII	Extraordinary Items	**-**	-
IX	**Profit before tax (VII - VIII)**	**1,557.24**	1,319.36
X	1. Tax expense	**283.96**	234.67
	2. Deferred Tax	**17.83**	16.22
XI	**Profit/(Loss) after tax for the year from continuing operations (IX - X)**	**1,255.45**	**1,068.47**
XII	**Minority Interest**	**2.74**	2.64
XIII	**Profit after Minority Interest**	**1,252.71**	**1,065.83**
XIV	**Earnings per equity share (before Extraordinary items)**		
	(a) Basic	**7.13**	6.08
	(b) Diluted	**7.08**	6.03
XV	**Earnings per equity share (after extraordinary items)**		
	(a) Basic	**7.13**	6.08
	(b) Diluted	**7.08**	6.03
	*Details of Revenue from Operations:		
I	Sale of products manufactured	**7,073.39**	7,078.64
II	Sale of goods traded	**1,451.67**	806.90
III	Revenue from services provided	**0.07**	0.10
IV	Other operational Revenue	**18.00**	20.73
Total		**8,543.13**	**7,906.37**

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P. D. NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

Abridged Consolidated Cash Flow Statement

for the year ended March 31, 2016

(All amounts in ₹ crores, unless otherwise stated)

Sl. No.	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
1.	Cash flows from operating activities	**1,082.58**	1,047.21
2.	Cash flows from investing activities	**(618.34)**	(876.20)
3.	Cash flows from financing activities	**(394.89)**	(416.77)
4.	Net increase/(decrease) in cash and cash equivalents	**69.35**	(245.76)
5.	Cash and cash equivalents at beginning of period	**67.75**	313.21
6.	Unrealised Gain/(Loss) on Foreign Currency	**0.32**	0.30
7.	Cash and cash equivalents at end of period	**137.42**	**67.75**

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR. ANAND C BURMAN
Chairman
DIN: 00056216

P. D. NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A. K. JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

NOTES TO THE ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(All amounts in ₹ crores, except share data)

1) COMPANY INFORMATION

Dabur India Limited (the 'Company') is a domestic public limited company and is listed on the Bombay Stock Exchange [BSE], National Stock Exchange [NSE] and Metropolitan Stock Exchange of India [MSEI] . The company is one of the leading FMCG players dealing in consumer care and food products. The company has manufacturing facilities across the length & breadth of the country and Research and Development center in U.P. (Sahibabad), selling arrangements being primarily in India through independent distributors except for institutional sales which are handled directly.

2) 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

i) 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.)
- Naturelle LLC (a subsidiary body corporate incorporated in Emirate of RAS AI 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 Cosmeticos 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.
- Dabur Pakistan Private Limited (a wholly owned subsidiary body corporate incorporated in Pakistan 100% stake wherein is held by Dabur International Limited)

ii) In addition to the above, proportionately consolidated herein is the accounts of Forum 1 Aviation Pvt. Ltd. (a domestic corporate entity jointly controlled by parent company with others, stake of parent company being 20% 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 statement 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 "Reserve 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 amortisable 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 option contracts, loss if any occurs 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. Components relevant to fixed assets, where significant, are separately depreciated in terms of their life span assessed by technical evaluation

e. Patents and trademarks are being amortized over the period of ten years on straight line basis.

f. Software's are being amortized over the period of five years on straight line basis.

g. For New Projects, all direct expenses and direct overheads (excluding services provided by employees in company's regular payroll) are capitalized.

h. 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.

i. During 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.

j. 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.

k. 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.

l. Stores and fixtures in H & B Stores Ltd. are amortized over a period of eight years.

m. Leasehold improvements in H & B Stores Ltd. are amortized over the lower of estimated useful life or lease period.

n. Leasehold land is amortised over the period of lease.

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 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

iv) The parent Company makes specified monthly contributions towards Employee Provident Fund Scheme to a separate trust administered by the company. The minimum interest payable by the trust to the beneficiaries is being notified by the government every year. The Company has an obligation to make good the shortfall, if any , between the return on investments of the trust and the notified rate.

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) ESI and government provident fund 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 Law.

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 fair 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.

2.16 Business combinations

i) Merger/Amalgamation:

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

ii) Acquisition:

Any new entity joining business combination consequent upon acquisition of its shares/rights by any of the entities in group is accounted for under purchase method, assets and liabilities of the new entrant been accounted for as per book value of assets, liabilities appearing in books of new entrant on the date of its take over for the purpose of arising at the figure of goodwill/capital reserve.

iii) During the course of merger/amalgamation/ acquisition under purchase method, excess/ shortfall of consideration money over vis-a-vis net assets (gross assets less outside liabilities) inherited under such deal is accounted for as goodwill/amalgamation or capital reserve.

If balance sheet of transferor/acquired entity has any compulsory/statutory reserve at point of its transfer/acquisition, said reserves are retained subsequently under the Reserve & Surpluses against creation of new head called "Amalgamation Adjustment Account" accounted for under the head of Miscellaneous Expenditure in assets side of the balance sheet.

2.17 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 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".

2.18 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.

2.19 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.

20. Cash & Bank Balances

Particulars	As at March 31, 2016	As at March 31, 2015
A. Cash and cash Equivalents		
Cash in hand	**1.12**	11.18
Cheques / drafts in hand	**33.61**	5.74
Balances with banks		
Current Accounts	**97.00**	45.63
Term Deposit maturing within three months		-
Total (A)	**131.73**	**62.55**
B. Other Bank Balances		
Term Deposit maturing after three months but before twelve months	**82.97**	208.29
Unpaid Dividend account	**5.70**	5.20
Total (B)	**88.67**	**213.49**
C. Fixed Deposit maturing after 12 months	**0.10**	**2.06**
Total (A+B+C)	**220.50**	**278.10**
Less: Fixed Deposit maturing after 12 months	**0.10**	2.06
Total Cash & Bank Balances	**220.40**	**276.04**

Footnote:

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

23. Total Contingent Liabilties	**183.16**	**195.23**
24. Total Capital and Other Commitments	**199.89**	**197.58**

25. Information pursuant to AS 29

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	-	0.09	2.65
Entry Tax	Entry tax	2.03	-	-	2.03
Excise	Classification matter	7.39	6.00	-	13.39
Service Tax	Service Tax Distribution (ISD)	28.53	-	-	28.53
Misc. Case	Employee claim provision	0.64	0.10	-	0.74
		41.33	**6.10**	**0.09**	**47.34**

i) Resulting outflows against above liabilities pending before Sales Tax DC/Tribunal/CCT's, if mature, are expected to be in succeeding financial year.

ii) Withdrawal of provision relates to crystallization of liability in actual & subsequently payment made by company in relevant context.

iii) Provisions are made herein for medium risk oriented issues as a measure of abundant precaution.

iv) Remote risk possibility of further cash outflow is presumed pertaining to contingent liabilities listed in point 23 & 24 above.

37. Defined Benefit Plan

A) Gratuity, Leave Salary and Post Separation Benefits of Director

Particulars		Gratuity	Leave Salary	Post Separation benefits of director
a. Defined Benefit Plan: Expenses recognized during the period				
A. Past Service Cost	CY	0.69	0.18	-
	PY	-	-	-
B. Current Service Cost	CY	8.37	6.78	1.23
	PY	7.71	5.23	1.20
C. Interest Cost	CY	4.99	1.91	3.45
	PY	4.48	1.65	3.44
D. Expected return on Plan Assets	CY	(4.14)	(1.22)	-
	PY	(3.95)	(1.15)	-
E. Accumulated Loss/(Gain)	CY	(2.80)	0.61	(1.97)
	PY	1.39	0.42	(1.53)
F. Total expenses recognized during the year	CY	7.11	8.26	2.71
(A+B+C+D+E)	PY	9.63	6.15	3.11
b. Reconciliation of opening & closing balances of obligations				
I. Obligation as on 01.04.2015	CY	64.57	24.62	43.13
	PY	54.73	19.44	39.63
II. Past service cost	CY	0.70	0.18	-
	PY	-	-	-
III. Current service cost	CY	8.37	6.78	1.23
	PY	7.71	5.23	1.20
IV. Interest cost	CY	4.99	1.91	3.45
	PY	4.48	1.65	3.44
V. Acturial (Gain)/ Loss	CY	(3.38)	0.64	(1.97)
	PY	1.56	0.29	(1.53)
VI. Settlement	CY	(5.03)	(6.55)	(0.47)
	PY	(4.00)	(3.94)	(0.47)
VII. Obligation as on 31.03.2016	CY	70.22	27.58	45.37
	PY	64.48	22.67	43.13

Particulars		Gratuity	Leave Salary	Post Separation benefits of director
c. Change in Plan Assets : (Reconciliation of opening and closing balances)				
I. Fair Value of Plan Assets as on 01.04.2015	CY	49.65	14.33	-
	PY	47.36	12.92	-
II. Expected Return on Plan Assets	CY	4.14	1.20	-
	PY	3.95	1.15	-
III. Acturial Gain/ (Loss)	CY	(0.58)	0.03	-
	PY	0.16	(0.13)	-
IV. Employer Contribution	CY	3.86	4.00	-
	PY	3.39	3.00	-
V. Settlement	CY	(3.32)	(4.04)	-
	PY	(3.47)	(2.62)	-
VI. Fair value of Plan Assets as on 31.03.2016	CY	53.75	15.52	-
	PY	51.39	14.32	-
d. Closing Obligation vis-a-vis Planned Assets				
(i) Obligation as on 31.03.2016	CY	70.22	27.58	45.37
	PY	64.48	22.67	43.13
(ii) Fair value of planned assets as on 31.03.2016	CY	53.75	15.52	-
	PY	51.39	14.32	-
	CY	16.47	12.06	45.37
	PY	13.09	8.34	43.13

e. Investment details of plan assets as on 31.03.2016: 100% in reimbursement insurance company for fund managed by it

f. Actuarial Assumption :

Discount Rate (%)	8.00%
Estimated rate of return on plan assets (%)	8.50%
Salary escalation ratio inflation (%)	9.50%
Method	Projected unit credit 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 into 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

B) Provident Fund (Funded)

Particulars	As at March 31, 2016	As at March 31, 2015
[a] Economic Assumptions (actuarial)		
i) Expected statutory interest rate on the ledger balance	8.75%	8.75%
ii) Expected short fall in interest earnings on the fund	0.05%	0.05%
[b] Demographic Assumptions (actuarial)		
i) Mortality	IALM (2006 -08)	IALM (2006 - 08)
ii) Disability	None	None
iii) Withdrawal Rate (Age related)		
Up to 30 Years	17%	17%
Between 31 - 44 Years	14%	14%
Above 44 Years	5%	5%
iv) Normal Retirement Age	58	58

	Particulars	As at March 31, 2016	As at March 31, 2015
[c]	**Reconciliation of Projected Benefit Obligation**		
	Projected Benefit Obligation at Beginning of year	160.78	143.55
	Current Service Cost	7.02	7.20
	Interest Cost	12.86	11.48
	Contributions by plan participants / employees	18.63	17.41
	Actuarial (Gain) / Loss due to Interest guarantee	(0.28)	0.97
	Benefits Paid	(24.09)	(21.16)
	Past Service Cost	-	-
	Amalgamations	-	-
	Curtailments	-	-
	Settlements / Transfer In	1.82	1.33
	Projected Benefit Obligation at End of year	176.74	160.78
[d]	**Reconciliation of Plan Assets**		
	Plan Asset at beginning of year	162.40	145.01
	Foreign currency exchange rate changes on plans measured in a currency different from the enterprise's reporting currency	-	-
	Expected Return on Plan Asset	14.21	12.69
	Employer Contribution	7.02	7.20
	Plan Participants / Employee Contribution	18.63	17.41
	Benefit Payments	(24.09)	(21.16)
	Asset Gain /(Loss)	(0.09)	(0.08)
	Amalgamations	-	-
	Settlements / Transfer In	1.82	1.33
	Ending Asset at Fair Value	17.98	162.40

	Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
[e]	**Expense to be recognized in the statement of profit and loss of the company**		
	Company Contribution to the PF Fund	7.02	7.20
	Net Liability, if any *	-	-
	Total	**7.02**	**7.20**

* there is surplus in the fund, so the value is taken as zero.

38. Defined Contribution Plan

Company's contribution to different defined contribution plans

Particulars	2015-16	2014-15
Government Provident Fund	0.28	0.25
Emoployees State Insurance	1.26	1.65
Emoployees Superannuation Fund	3.99	3.96
401K Match	1.78	1.40
	7.31	**7.26**

Amount recognised in current year and previous four years

	Particulars	As at March 31				
		2016	**2015**	**2014**	**2013**	**2012**
l.	**Gratuity**					
	Present value of DBO	70.22	64.48	54.73	43.87	35.18
	Fair value of plan assets	53.75	51.39	47.36	36.60	26.69
	Deficit/(Surplus)	16.47	13.09	7.37	7.27	8.49
	Actuarial (Gain) / Loss on Plan Obligation	(3.38)	0.29	1.68	4.74	(2.73)
	Actuarial Gain / (Loss) on Plan Assets	(0.58)	0.16	0.18	0.6	1.11
m.	**Leave Salary**					
	Present value of DBO	27.58	22.67	19.44	15.77	14.70
	Fair value of plan assets	15.52	14.32	12.92	13.72	8.78
	Deficit/(Surplus)	12.06	8.35	6.52	2.05	5.92
	Actuarial (Gain) / Loss on Plan Obligation	0.64	0.29	(1.44)	1.79	(1.61)
	Actuarial Gain / (Loss) on Plan Assets	0.03	(0.13)	(0.12)	0.14	0.60
n.	**Post Separation Benefits of Director**					
	Present value of DBO	45.37	43.13	40.49	39.64	40.5
	Fair value of plan assets	-	-	-	-	-
	Deficit/(Surplus)	45.37	43.13	40.49	39.64	40.50
	Actuarial (Gain) / Loss on Plan Obligation	(1.97)	(1.53)	(0.84)	(3.53)	(2.98)
	Actuarial Gain / (Loss) on Plan Assets	-	-	-	-	-

39. 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 Private Limited

(II) Key management personnel

1. P.D. Narang
2. Sunil Duggal
3. R.S. Rana
4. Sidhartha Burman
5. Mohit Burman
6. Aditya Burman
7. Gaurav Burman
8. Saket Burman
9. Vivek Chand Burman
10. Mohit Malhotra
11. Arun Dhawan
12. Dr. Anand C Burman
13. Ritesh Agarwal (till July 2015)
14. Anoop Sharma
15. Manish Mathur
16. Feriden Cen Birdinc
17. H.S. Bedi
18. Amit Baijla
19. S.K. Das
20. Aditya Bhargava
21. Saidalavi Kannannari
22. Lalit Malik
23. A.K. Jain
24. Sanjay Kashyap
25. Ankur Jain
26. Gautam Bhaduri
27. Ashish Jasoria
28. Sanjay Kumar Munshi
29. Jude Linhares
30. D.K. Khurana
31. Kilas Ram Kuddan Chaurasia
32. Vijay Shanker
33. Alok Seth
34. Sukhpal Singh Sethi
35. Rohit Shukla (from August 2015 onwards)

(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 Kr. Bhattacharyya
10. Ms. Falguni Sanjay Nayar

(IV) Others

a) Sharing/Directors in Common

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

b) Relatives of directors

1. V.C. Burman
2. Asha Burman

Related Parties Transactions Consolidated as on March 31, 2016

	Joint Venture	Key Management Personnel	Directors	Others	Total	Outstanding As On March 31, 2016
(A) Profit & Loss A/c						
1. General Expenses	**4.01**	**-**	**-**	**-**	**4.01**	**0.03**
	(5.05)	-	-	-	(5.05)	0.46
2. Interest Received on Security	**0.03**	**-**	**-**	**-**	**0.03**	-
	(0.02)	-	-	-	(0.02)	-
3. Remuneration/Pension	**-**	**39.15**	**-**	**-**	**39.15**	-
	-	(36.31)	-	-	(36.31)	-
4. Post Separation Benefit	-	**3.19**	**(0.80)**	**0.33**	**2.72**	-
	-	(2.51)	(0.21)	(0.40)	(3.12)	-
5. Employee Stock Option Scheme	**-**	**37.09**	**-**	**-**	**37.09**	-
	-	(28.95)	-	-	(28.95)	-
6. Reimbursement of expenses	-	**0.65**	-	-	**0.65**	-
	-	(0.31)	-	-	(0.31)	-
7. Sitting Fees	-	-	**0.56**	**-**	**0.56**	-
	-	-	(0.61)	-	(0.61)	-
8. Purchase of Goods/Services	-	-	-	**7.07**	**7.07**	-
	-	-		(9.89)	(9.89)	-
(B) Balance Sheet*						
9. Equity Contribution	2.21	-	-	-	2.21	-
	-	-	-	-	-	-
10. Security Deposit	**-**	**-**	**-**	**-**	**-**	**0.38**
	-	-	-	-	-	0.38
(C) Off Balance Sheet Item*						
11. Guarantees & Collaterals	**-**	**-**	**-**	**-**	**-**	**7.14**
	-	-	-	-	-	(7.14)

*Previous Balance as on 31.03.2015

Footnotes:

A. Item no. 1 refers to Joint Venture Expenses to JCE (Forum I Aviation Pvt. Ltd.)
B. Item no. 2 refers to interest on security deposit given by Forum 1 Aviation Pvt. Ltd
C. Item no. 3 refers to renumeration paid to key managerial personnel
D. Item no. 4 refers to family pension paid to V.C. Burman
E. Item no. 7 refers to sitting fees paid to Directors.
F. Item no. 8 refers to services received from Jetways Travels Private Limited amounting to Rs. 6.70 (PY 9.13).
G. Item no. 10 refers to security deposit given to JCE (Forum I Aviation Pvt. Ltd.)
H. Item no. 11 relates to guarantee bond furnished by parent company on behalf of Forum 1 Aviation Pvt. Ltd.

40 (a) Information (to the extent applicable) pursuant to AS 19 issued by ICAI relating to operating lease (as lessee)

i)

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	27.88	81.56	17.95
	(25.79)	(39.69)	(20.30)
Cars	0.73	2.43	-
	(0.79)	(0.86)	-

ii) Lease rent debited to Profit & Loss account of the year Rs 38.35 (Previous year Rs 26.10)

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

40 (b) Information (to the extent applicable) pursuant to AS 19 issued by ICAI relating to operating lease (as lessor)

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	1.26	0.94	-
	(1.86)	**(2.13)**	**-**

ii) Lease rent credited to Profit & Loss account of the year Rs 1.86 (Previous year Rs .76).

iii) Irrevocable lease agreement relates to buildings, 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. 41.90 (Previous Year Rs. 20.17) and exchange loss Rs. 56.61 (Previous year Rs. 27.70) and their net impact have 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 Pvt. Ltd., 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 20.00% (PY 16.67%).

(b) Parent company's commitment towards revenue expenditure of the JEC amounting to Rs. 4.01 (Previous year Rs. 5.05) has been charged to profit and loss account under the head general charges.

(c) Incorporated in CFS on proportionate basis are the assets and liabilities as on 31.03.2016 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 & Liability of JCE as on March 31, 2016 is incorporated herein

Particulars	March 31, 2016		March 31, 2015	
Deferred Tax Liabilities		**1.62**		-
Long Term Provisions		**0.22**		-
Secured Loan		**-**		0.32
Creditors		**(0.32)**		0.50
Security Deposits		**0.38**		0.38
Fixed Assets	**11.06**		6.35	
Investment	**0.10**		0.08	
Long Term Loans & Advances	**1.32**		-	
Advance to employee	**0.01**		0.01	
Cash & Bank	**0.58**		0.20	
Debtors	**0.18**		0.37	
Other Advances	**0.30**		2.66	

Income and Expenses for the year ended as on March 31, 2016 is incorporated herein

Particulars	March 31, 2016	March 31, 2015
Income		
Misc. Receipt (include revenue from flying Rs 4.31, previous year Rs 5.41)	**4.31**	5.42
Total	**4.31**	5.42
Expenses		
Operation Expenses	**1.79**	1.89
Payment to and provision for employees	**0.85**	0.75
Administrative Expenses	**1.63**	1.85
Financial Expenses	**0.04**	0.15
Total	**4.32**	4.63
Profit/(Loss) (forms part of profit in consolidated Profit & Loss A/c)	**(0.01)**	0.79

(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

46. Information pursuant to AS - 17 issued by ICAI

Segment wise Revenue, Results and Capital Employed

	Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
1.	**Segment Revenue**		
	A. Consumer Care Business	7,087.24	6,526.69
	B. Foods Business	1,095.59	1,053.79
	C. Retail Business	115.93	91.48
	D. Other Segments	137.19	134.41
	Net Sales/Income from Operations	**8,435.95**	**7,806.37**
2.	**Segment Results Profit / Loss(-) Before Tax and Interest**		
	A. Consumer Care Business	1,581.58	1,343.64
	B. Foods Business	157.30	157.55
	C. Retail Business	(0.85)	(1.79)
	D. Other Segments	2.95	5.13
	Sub Total	**1,740.98**	**1,504.53**
	Less: Interest & Financial Expenses	48.02	40.12
	Less: Unallocable expenditure net off unallocable income	135.72	145.05
	Profit / (Loss) Before Tax	**1,557.24**	**1,319.36**
	Exceptional Item	-	-
	Profit/(Loss) from Ordinary Activities before Tax	**1,557.24**	**1,319.36**
	Less:- Tax Expenses	301.79	250.89
	Profit / (Loss) After Tax	**1,255.45**	**1,068.47**
	Extraordinary items	-	-
	Net Profit/(Loss) for the period	**1,255.45**	**1,068.47**
	Minority Interest	2.74	2.64
	Net Profit/(Loss) after minority Interest	**1,252.71**	**1,065.83**
3.	**Capital Employed(Segment Assets-Segment Liabilities)**		
	A. Consumer Care Business	2,330.37	2,035.49
	B. Foods Business	409.12	339.95
	C. Retail Business	27.99	21.87
	D. Other Segments	33.01	31.67
	Unallocated capital employed	1,341.51	907.09
	Total	**4,142.00**	**3,336.07**

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: New Delhi
Date : April 28, 2016

For **DABUR INDIA LIMITED**

DR ANAND C BURMAN
Chairman
DIN: 00056216

P D NARANG
Whole Time Director
DIN: 00021581

SUNIL DUGGAL
Whole Time Director
DIN: 00041825

A K JAIN
VP (Finance) and
Company Secretary

LALIT MALIK
Chief Financial Officer

NEW

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