



Dabur India Limited

Transcript of NCLT convened Meeting of
Unsecured Creditors held through Video Conferencing
on Saturday, May 02, 2026 at 01:00 P.M.

**NCLT APPOINTED: DR. SHASHANK SAKSENA – CHAIRPERSON
MR. PRATISH SINHA (ADVOCATE)– SCRUTINIZER**

**MANAGEMENT: MR. SAKET BURMAN – VICE CHAIRMAN AND NON-
EXECUTIVE DIRECTOR
MR. MUKESH HARI BUTANI – LEAD INDEPENDENT
DIRECTOR
MR. ASHOK KUMAR JAIN – EVP (FINANCE),
GROUP COMPANY SECRETARY AND CHIEF
COMPLIANCE OFFICER
MR. ANKUSH JAIN – CHIEF FINANCIAL OFFICER
MR. SAKET GUPTA – COMPANY SECRETARY**



Moderator: We are now live. Over to you, Mr. Saket Gupta.

Saket Gupta: Thank you. Dear unsecured creditors, a very good afternoon and warm welcome to the meeting of unsecured creditors of Dabur India Limited. I am Saket Gupta, Company Secretary of Dabur India Limited.

This meeting is being convened pursuant to the order dated 12th March 2026 of the Hon'ble National Company Law Tribunal, New Delhi Bench, in connection with the scheme of amalgamation between Sesa Care Private Limited and Dabur India Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

I would like to introduce Dr. Shashank Saxena, appointed as the Chairperson, and Mr. Pratish Sinha, Advocate, appointed as the Scrutinizer for this meeting by the Hon'ble Tribunal. Before we proceed, I would like to make a brief disclosure for the benefit of all the unsecured creditors. Dr. Shashank Saxena is the Public Interest Director of National Securities Depository Limited, which is providing e-voting facility for this meeting.

I would like to clarify that his appointment as Chairperson of this meeting has been made independently by the Hon'ble Tribunal and not pursuant to any recommendation by the company. Further, the company has been using NSDL as its e-voting platform for postal ballots and shareholder meetings since year 2023, which predates his association with NSDL as a Public Interest Director. Accordingly, the engagement of NSDL for this meeting is a continuation of an established practice and is in no manner influenced by his appointment as Chairperson.

As per the understanding given to the company, NSDL acts solely as a neutral technology service provider under a subsisting contractual arrangement and has no role in conducting or supervising the election, verifying voters, controlling access to voting, or declaring results. In view of the above, there is no conflict of interest in conducting this meeting by him as a Chairperson.

I will now hand over the proceedings to Dr. Shashank Saxena, Chairperson appointed for this meeting. Over to you, sir.

Shashank Saxena: Thank you. Dear unsecured creditors, I am pleased to extend a very warm welcome to all of you attending this meeting of the company, which is convened pursuant to the order dated 12th March 2026 of the Hon'ble National Company Law Tribunal, New Delhi Bench, in connection with the scheme of amalgamation between Sesa Care Private Limited and Dabur India Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

I have been appointed by the Hon'ble Tribunal as the Chairperson for this meeting, and I would like to confirm the quorum with the NSDL coordinator and Mr. Saket Gupta, Company Secretary.



- Saket Gupta:** Thank you, sir. Total 8 unsecured creditors having 14.25% of the total value have joined the meeting. Pursuant to the order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench, the quorum of the meeting has been specified as 75% of the unsecured creditors in value. Hence, the requisite quorum is not present in this meeting at this point of time.
- Shashank Saxena:** Thank you, Mr. Saket. As the requisite quorum is not present, the meeting is being adjourned for 30 minutes in terms of the order of the Hon'ble Tribunal. The meeting shall resume at 1:35 PM. Thank you.
- Moderator:** Over to you, Chairman sir.
- Shashank Saxena:** Dear unsecured creditors, welcome back to the meeting. I would like to once again confirm the number of unsecured creditors present in the meeting with the NSDL coordinator and Mr. Saket Gupta, Company Secretary.
- Saket Gupta:** Yes, sir. Total 17 unsecured creditors having 20.14% total value have joined the meeting. Pursuant to the order passed by the Hon'ble Tribunal, New Delhi Bench, the unsecured creditors present in the meeting shall constitute the quorum for the meeting. Accordingly, the requisite quorum is present.
- Shashank Saxena:** Thank you, Mr. Saket. As the requisite quorum is being present, the meeting is called to order. I request Mr. Saket to introduce the directors and key managerial personnel of the company who are present at the meeting and thereafter to provide necessary instructions to the unsecured creditors for the conduct of the proceedings of the meeting.
- Saket Gupta:** Thank you, sir. I would request the directors and other participants whose names are announced to kindly acknowledge their presence by raising or waving their hands or by greeting with a Namaste gesture.
- To begin with, we have with us Mr. Saket Burman, Vice Chairman and Non-Executive Director. Then Mr. Mukesh Hari Butani, Lead Independent Director.
- Mukesh Hari Butani:** Namaste.
- Saket Gupta:** Then we have Mr. Ashok Kumar Jain, EVP (Finance), Group Company Secretary and Chief Compliance Officer.
- Ashok Kumar Jain:** Good afternoon.
- Saket Gupta:** Mr. Ankush Jain, Chief Financial Officer.
- Ankush Jain:** Good afternoon.
- Saket Gupta:** And Mr. Pratish Sinha, Scrutinizer appointed by the Hon'ble NCLT.
- Dear unsecured creditors, in terms of MCA circulars and the Companies Act, 2013, participation of unsecured creditors through video conferencing or other audio-visual means is being reckoned for the purpose of quorum. Your company has made all feasible efforts to enable unsecured



creditors to participate through video conferencing and vote at the meeting through electronic mode.

During the meeting, unsecured creditors facing any technical issue may kindly contact the helpline numbers provided in the notice convening the meeting. Unsecured creditors are requested to refer to the instructions provided in the notice for seamless participation through video conferencing.

In terms of the order dated 12th March 2026, the notice of the meeting and other accompanying documents have been sent by electronic mode to all the unsecured creditors. Considering the same, the notice of the meeting and other accompanying documents are being taken as read.

Further, I would like to bring to your notice that as required under the Companies Act, 2013, the company had provided the facility to its unsecured creditors to cast vote electronically on the resolution set forth in the notice through remote e-voting on the dates mentioned in the notice or vote electronically at the meeting.

Unsecured creditors who have not cast their vote through remote e-voting can cast their vote during the meeting and for 30 minutes from the conclusion of the meeting through the e-voting system provided by NSDL by clicking on the 'Vote' tab on the video conferencing screen. I will now proceed to explain the salient features of the scheme. The rationale of the scheme is mentioned on Page 3 of the scheme.

Scheme of Amalgamation or Scheme, the Scheme, this Scheme, means this scheme of amalgamation involving the amalgamation of the transferor company, that is Sesa Care Private Limited, with and into the transferee company, that is Dabur India Limited, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Act in its present form or with any modifications made pursuant to the provisions of the scheme by the Board of Directors of the companies and or as approved or directed by the Tribunal as the case may be.

Appointed date means 1st April 2026 or such other date as may be approved by the Tribunal. Effective date means the last of the dates on which the conditions specified in Clause 29 of the scheme are satisfied or complied with or the requirement of which has been waived. Any references in the scheme to 'upon the scheme becoming effective' or 'effectiveness of the scheme' or 'scheme coming into effect' shall mean the effective date. The scheme is subject to receipt of approvals from the Tribunal or other regulatory authorities.

In terms of the scheme, the shareholders of the transferor company will be issued and allotted equity shares of the transferee company, that is Dabur India Limited, in the form of consideration in the following manner:

10 equity shares of the transferee company of INR1 each fully paid up for every 1,46,779 Class A equity shares of transferor company of INR10 each fully paid up.

10 equity shares of the transferee company of INR1 each fully paid up for every 2,44,860 Class B equity shares of transferor company of INR6 each fully paid up.



10 equity shares of INR1 each fully paid up for every 433, 0.001% cumulative redeemable preference shares of the transferor company of INR10 each fully paid up. Considering the various factors, it is proposed to undertake the proposed scheme.

Thank you very much. I now hand over the proceedings to the Chairperson.

Shashank Saxena:

Thank you, Mr. Saket. We shall now take up the business to be transacted at this meeting with the agenda as set out in the notice of the meeting with one agenda item. Since the notice dated 27th March 2026 has already been circulated to the unsecured creditors, with your permission, it is taken as read. With this, I now move the resolution by calling the brief description of the resolution and take the resolution as read.

The agenda item on which the vote is required is to approve the scheme of amalgamation between Sesa Care Private Limited and Dabur India Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Since this meeting is being held through video conference facility and resolutions are put to vote only through e-voting, the practice of proposing and seconding of resolution is not being followed at this meeting.

I now request Mr. Saket Gupta to take up questions, if any, from the creditors present in the meeting.

Saket Gupta:

Thank you, sir. We have not received any speaker registration for this meeting from any of the creditors, hence there is no Q&A session for this meeting.

Shashank Saxena:

Thank you. I now authorize Mr. Pratish Sinha, Advocate Scrutinizer, to supervise the e-voting process and hereby authorize Mr. Ashok Kumar Jain, Group Company Secretary and Chief Compliance Officer of the company, to declare the results of the voting and place the results on the website of the company within the stipulated time.

The e-voting facility will remain available for another 30 minutes to enable the unsecured creditors to cast their votes. The proceedings of the meeting will close after the unsecured creditors participating in the meeting have cast their vote through e-voting, which will lapse after 30 minutes as informed earlier.

I would like to thank all the unsecured creditors for attending the meeting.

Saket Gupta:

The e-voting will be kept open for 30 minutes as announced by the Chairperson of the meeting. The results will be announced as per the prescribed timelines. I confirm that the requisite quorum was present throughout the meeting and the resolution as set forth in the notice will be deemed to be passed today subject to the requisite number of votes.

I thank the Chairperson, Scrutinizer, members of the board, the management team, and all the unsecured creditors for joining this meeting through video conference. Stay healthy, stay safe. Namaste.
