

Notice of Annual General Meeting

Notice is hereby given that the Forty Ninth (49th) Annual General Meeting (AGM) of the members of Dabur India Limited ("the Company") will be held on Thursday, 8th day of August 2024 at 3:00 PM (IST) by way of Video Conferencing (VC) / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon.
3. To confirm the interim dividend of ₹ 2.75 per equity share of ₹ 1/- each (@275%) already paid and declare final dividend of ₹ 2.75 per equity share of ₹ 1/- each (@275%), on the paid-up equity share capital of the Company for the financial year ended March 31, 2024.
4. To appoint a director in place of Mr. Aditya Chand Burman (DIN: 00042277) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass 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 Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2024-25 amounting to ₹ 6.25 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of

the Company, be and is hereby ratified, confirmed and approved."

6. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 ("the Act") and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to approval of statutory authorities, wherever necessary, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to pay to the Non-Executive Independent Directors of the Company (i.e. other than directors in the whole-time employment of the Company and Promoter Directors), for a period not exceeding five years, for each of the financial years commencing from April 1, 2024, such remuneration including profit related commission, by whatever name called, (at the discretion of the Board of Directors of the Company ("the Board"), the payment of such remuneration may be made on a pro-rata basis, as per timelines decided by the Board), as the Board may from time to time determine to be divided amongst them in such proportion/ manner as may be determined by the Board from time to time, in addition to the fees for attending the meetings of the Board and its Committees, provided however that the aggregate remuneration, including remuneration as aforesaid, paid to such Directors in a financial year, exclusive of any fees payable to directors under Section 197 (5) of the Act, shall not exceed one percent of the net profits of the Company in any financial year in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act.

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

7. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and



Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16(1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ravi Kapoor (DIN: 00185981), who has been appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. June 25, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from June 25, 2024 till June 24, 2029.

RESOLVED FURTHER THAT in addition to sitting fees for attending the meetings of the Board and its Committees, he would also be entitled to remuneration, by whatever name called, for each financial year, as approved by the Members and as may be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

Date: June 20, 2024
Place: New Delhi

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

Regd. Office: **(A K JAIN)**
8/3, Asaf Ali Road, EVP (Finance) & Company Secretary
New Delhi - 110 002 (Membership No. F4311)

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of item nos. 5 to 7 of the Notice set out above is annexed herewith.
2. Ministry of Corporate Affairs ("MCA") has vide its circulars dated September 25, 2023 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of

AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars issued by the MCA and SEBI, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. ALTHOUGH, 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, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI CIRCULARS, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of 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 at investors@dabur.com to attend the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 7, 2023 read with SEBI Master Circular dated July 11, 2023, Notice of the 49th AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of AGM and the Integrated Annual Report 2023-24 will also be available on the Company's website www.dabur.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent ("RTA") - KFin Technologies Ltd. ("KFin") at <https://evoting.kfintech.com/public/Downloads.aspx>. Shareholders are requested to follow the process as mentioned in para (B) of Note No. 21 under 'Login method for e-voting for shareholders other than Individual shareholders holding shares in demat mode and shareholders holding shares in physical mode' to obtain the User ID and Password for e-voting.

If any member wish to obtain a physical copy of the Integrated Annual Report 2023-24, then he may write to



the Company at investors@dabur.com requesting for the same, by providing his name, Folio No./DPID Client ID and number of shares held.

In case of any queries / difficulties in registering the e-mail address, Members may write to investors@dabur.com or einward.ris@kfintech.com.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, July 22, 2024 to Friday, July 26, 2024 (both days inclusive).
8. Shareholders are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be. Shareholders are requested to follow the process as guided in Note No. 11 below to register their mandate for receiving Dividend directly in their Bank accounts.
9. As per the provisions of Section 72 of the Act and circulars issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in Form ISR-3 or SH-14 as the case may be. The Forms can be downloaded from Company's website www.dabur.com. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form, quoting their folio number.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. Members are requested to intimate changes, if any, pertaining to their names, postal addresses, e-mail addresses, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc.

- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically

reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

- **For shares held in physical form:** to the Company's RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (as amended) ("SEBI Master Circular"), as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.dabur.com/investor/investor-information/shareholder-services> and is also available on the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.

12. Members may please note that SEBI vide its Master Circular dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Company /RTA shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at <https://www.dabur.com/investor/investor-information/shareholder-services> and is also available on the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFin, for assistance in this regard.

SEBI vide its Master Circular dated May 7, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, has made it mandatory for the holders of physical securities to furnish PAN, Choice of Nomination (Optional), Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA of the Company in respect of all concerned Folios.

Security holders, whose folios are not updated with any of aforesaid KYC details, shall be eligible to get dividend only in electronic mode w.e.f. April 1, 2024



after furnishing their KYC details. All new investors shall be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.dabur.com/investor/investor-information/shareholder-services>

13. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H along with self- attested copy of PAN, to avail the benefit of non-deduction of tax at source by uploading the form at the weblink, <https://ris.kfintech.com/form15/forms.aspx?q=0> by July 29, 2024. Shareholders are requested to send their queries regarding tax to einward.ris@kfintech.com. Shareholders are also requested to refer to communication on this matter sent by the Company to them through e-mail or may visit the Company's website www.dabur.com, for further details and formats of declaration.

Kindly note that the relevant documents should be emailed to Company's RTA - KFin, at einward.ris@kfintech.com. You can also email the same to investors@dabur.com. No communication on the tax determination / deduction shall be entertained after July 29, 2024.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for taxes so deducted at higher rate.

Copies of the TDS certificate will be emailed to you at your registered email ID in due course, post payment of dividend.

14. 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 unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2015-16 and also interim dividend for the financial year 2016-17. Members who have not yet encashed their dividend warrants for the financial year 2016-17 (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 the dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account. However, this amount can be claimed from IEPF Authorities only after complying with the procedure specified for it.

Further, the information regarding unclaimed dividend in respect of dividends declared up to the FY 2022-23 and updated upto the date of 48th AGM held on August 10, 2023, has been uploaded on the website of the Company www.dabur.com under 'Investors' section. The said information was also filed with MCA which is available on their website at www.iepf.gov.in. Further, as per the requirement of Section 124(2) of the Act, the Company has uploaded the details of unclaimed dividend in respect of interim dividend declared during FY 2023-24, on the website of the Company. Shareholders may kindly check the said information and if any dividend amount appears unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims



the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at www.dabur.com. Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

15. All the documents referred to in the accompanying notice and explanatory statement annexed hereto shall be available for inspection during normal business hours on working days at the Registered Office of the Company, from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and same may be accessed upon log-in to <https://emeetings.kfintech.com/>.
16. In case you have any query relating to the Annual Financial Statements, you are requested to send the same to the Company Secretary at investors@dabur.com 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.
17. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, details in respect of Directors seeking appointment/ re-appointment at the AGM, is separately annexed hereto as '**Annexure 1**'. Directors seeking appointment / re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.
18. The certificate from Secretarial 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 and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed in the General Body Meetings, will be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and same may be accessed upon log-in to <https://emeetings.kfintech.com/>.
19. Members are requested to note that RTA of the Company have launched a website <https://kprism.kfintech.com/> for

investors. Members can login the web page and see their portfolios serviced by KFin, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms.

20. Voting through electronic means

- i) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and Regulation 44 of the Listing Regulations, a member of the Company holding shares either in physical form or in dematerialized form, shall exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin 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) Further, facility for e-voting shall also be made available at the AGM (through insta poll) 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 through insta poll.
- iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail.
- v) The Board of Directors have appointed CS Navneet Arora, Company Secretary in Practice (Certificate of Practice No. 3005 and Managing Partner of M/s Navneet K Arora & Co LLP (Registration No. LLPIN-AAJ-0972) and failing him, Mr. Arvinder Singh Kindra, Company Secretary in Practice (Certificate of Practice No. 17737 and Partner of M/s Navneet K Arora & Co LLP) as the Scrutinizers, for conducting the e-voting (insta poll) and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- vi) **The cut-off date for the purpose of voting (including remote e-voting) is August 01, 2024.**
- vii) Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person



who is not a member as on the cut-off date should treat this notice for information purposes only.

viii) The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	09:00 a.m. (IST) on August 04, 2024
End of remote e-voting	05:00 p.m. (IST) on August 07, 2024

21. The procedure and instructions for remote e-voting are as under:

As per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

(A) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

Type of shareholder	Login method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company's name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password.



Type of shareholder	Login method
	<p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e., Kfintech where the e- Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

Login Type	Helpdesk details
Securities held in demat mode with NSDL	Email : evoting@nsdl.co.in Contact No.: +91 22 4886 7000 or +91 22 2499 7000
Securities held in demat mode with CDSL	Email: helpdesk.evoting@cdslindia.com Toll Free No.: 1800 22 55 33

(B) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:

- Open your web browser during the voting period by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM. **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 KFin for remote e-voting, you shall use your existing User ID and password for casting your vote.
- Any person, who has not registered e-mail id or 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. August 01, 2024 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.kfintech.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 KFin's toll free number 1800-309-4001.

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

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

- 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 of "Dabur India Limited – AGM". Select the Event Number and click on "Submit".
- 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@kfintech.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 cast by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have cast their vote through remote e-voting shall not be allowed to vote again at the Meeting.**
- n) In case of any query pertaining to e-voting, please contact KFin's toll free no. 1800-309-4001 or visit the FAQ's section available at KFin's website <https://evoting.kfintech.com>.



- o) In case of grievances connected to the remote e-voting, please contact Mr. Sankara Gokavarapu, Senior Manager at KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana at email id einward.ris@kfintech.com, toll free number: 1800-3094-001.

22. Attending the AGM through VC / OAVM

The Company will be providing VC/OAVM facility to enable the members to attend the AGM. Members who are entitled to participate in the AGM can attend the AGM or view the live webcast of AGM by logging on to the website of KFin at <https://emeetings.kfintech.com/> by using their remote e-voting credentials.

- a) Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on “Video Conference” option
 - iv. Then click on camera icon appearing against AGM event of Dabur India Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- c) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
- d) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com/> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open from August 3, 2024 (9:00 a.m. IST) to August 5, 2024 (5:00 p.m. IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- e) Members who may wish to express their views or ask questions at the AGM, may visit <https://emeetings.kfintech.com> and click on the Tab “Post Your Queries Here” to post their queries in the window provided, by mentioning their names and demat account number. Members may note that depending upon the availability of time, questions may be answered during the meeting or responses will be shared separately after the AGM.
- f) The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- g) Upto 1000 Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- h) No restrictions on account of first come first served basis entry into AGM will be applicable to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- i) Members under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- j) Members who need assistance before or during the AGM, can contact KFin on toll free number 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

23. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

24. E-voting (insta poll) at the Meeting

After the items of Notice have been discussed, e-voting through insta poll 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 August 01, 2024 and who has not cast his/her vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

25. 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 August 01, 2024.



26. 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 two working days or three days, whichever is earlier, of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith submit the same to the Chairman of the Company or a person authorized by him. The Chairman or the authorized person shall countersign the Scrutinizer's Report and shall declare the result forthwith.
27. The Scrutinizer's decision on the validity of the vote shall be final and binding.
28. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.dabur.com) and on KFin's website (<https://evoting.kfintech.com/public/Downloads.aspx>) immediately after the result is declared and shall simultaneously be forwarded to National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the Company's shares are listed.
29. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.dabur.com in the 'Investors' Section, at the earliest soon after the conclusion of the AGM.
30. The resolutions will be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.

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

Item No. 5

The Board of Directors of the Company ("the Board") on the recommendation of Audit Committee, has 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 2024-25.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the members of the Company are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2024-25 as

set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, based on the recommendation of the Audit Committee, the Board recommends the resolution as set out in item no. 5 of the Notice for approval by the members as an ordinary resolution.

Item No. 6

The Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("the Board") are of the view that considering the nature of work and responsibilities of non-executive independent directors, they need to be compensated suitably. Accordingly, upon recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on May 02, 2024, has recommended for approval of Members, payment of remuneration including profit related Commission, by whatever name called, to the Non-Executive Independent Directors of the Company, in line with the current trends and commensurate with the time devoted and the contribution made by them, for a period not exceeding five years with effect from April 1, 2024, not exceeding one percent of the net profits of the Company, for each financial year, as set out in the Resolution.

Additional information in respect of the Non-Executive Independent Directors, pursuant to the Secretarial Standard on General Meetings, is appearing in the Annual Report under relevant sections of the 'Directors' Report' and 'Report on Corporate Governance'.

The Non-Executive Independent Directors, and their relatives, are interested in this Resolution insofar as the same relates to their respective remuneration. None of the other directors and Key Managerial Personnel of the Company, or their relatives, are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item no. 6 of the Notice for approval by the members as an ordinary resolution.

Item No. 7

On the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") by



passing Resolution by Circulation on June 20, 2024, has appointed Mr. Ravi Kapoor (DIN: 00185981), as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. June 25, 2024, under Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. He is eligible for appointment as a director.

Mr. Ravi Kapoor has been appointed in the category of Non-Executive Independent Director under Section 149 of the Act for a term of 5 consecutive years to hold office from June 25, 2024 till June 24, 2029. The Company has received the following documents from him (i) consent to act as director; (ii) declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, rules made thereunder and also under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and (iii) confirmation that he is not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received notice under Section 160 of the Act, from a member signifying intention to propose his candidature for the office of Independent Director of the Company.

The NRC and the Board are of the opinion that Mr. Ravi Kapoor, is a person of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company. The Board considers that his association as Director will be of immense benefit and will be in the best interest of the Company.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds directorship, committee memberships/chairmanships, his shareholding

etc., are separately annexed hereto in Annexure 1. Additional information in respect of Mr. Ravi Kapoor, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is also given in the Annexure 1 to this Notice.

Mr. Ravi Kapoor meets the following skills and capabilities required for the role as an Independent Director, as identified by the NRC:

- (i) Corporate Strategy Consultant
- (ii) Sales and Marketing experience
- (iii) Governance
- (iv) Finance
- (v) Trade Policy & Economics

A copy of draft letter of appointment of Mr. Ravi Kapoor as Non-Executive Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company. In addition to sitting fees for attending the meetings of the Board and its Committees, he would also be entitled to remuneration, by whatever name called, for each financial year, if approved by the Members and as may be determined by the Board thereafter.

Mr. Ravi Kapoor is not related to any of the directors or key managerial personnel of the Company in terms of Section 2(77) of the Act.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Ravi Kapoor himself and his relatives, are concerned or interested, financially or otherwise, in this resolution.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item no. 7 of the Notice for approval by the members as a special resolution.



Annexure 1

Additional Information of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of the Companies Act, 2013 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, as on the date of the Notice of AGM

Name of the Director	Mr. Aditya Chand Burman	Mr. Ravi Kapoor
Director Identification Number (DIN)	00042277	00185981
Date of Birth / Age	19.01.1980 / 44	16.09.1962 / 61
Date of first appointment on the Board	19.07.2019	25.06.2024
Qualification	Bachelor of Science in Chemistry from The University of Kansas	BCom from Guru Nanak Dev University, Amritsar, Punjab and Chartered Accountant from ICAI, New Delhi
Brief Profile, Experience & Expertise in specific functional areas	<p>Mr. Aditya Chand Burman joined Dabur Pharma Ltd., an Oncology-focussed pharmaceutical firm in 2003. Fuelled with grit and perseverance, Aditya worked towards expanding the company's footprint in the overseas markets and was soon in charge of its Sales and Marketing in Latin America. Under his stewardship, Dabur Pharma emerged as a leading research-driven pharmaceutical firm with a global presence. He left the company in 2008.</p> <p>He is also a director on the board of Oncquest Laboratories Ltd., a Clinical Pathology and Molecular Diagnostics company with a focus in Oncology and Genetics. After he left Dabur Pharma, Aditya focussed his energy on building Oncquest as the preferred reference laboratory for physicians, hospitals and research bodies. He was also instrumental in streamlining operations, strengthening its research function, and giving it a pan-India presence to drive growth. He also serves on the Board of Dabur Nepal Pvt Ltd, besides being the President of the Delhi Chapter of Entrepreneurs Organization, a global network exclusively for entrepreneurs.</p> <p>He has been instrumental in putting Sustainability and Human Capital at the center of all the businesses he has managed to bring about a positive change for Planet and People.</p> <p>Born in January 1980, Aditya lives in Delhi and has also been supporting several charities in the health care and health awareness space. He has also been involved with agencies in supporting children suffering from Cancer.</p>	<p>Mr. Ravi Kapoor is an experienced and veteran Investment Banker in India with an illustrious career spanning 35 years in Banking and Financial Services. He superannuated from Citibank in 2023 as Head of BCMA- Banking (Corporate and Investment Bank), Capital Markets (Equity and Debt) and Advisory (Mergers & Acquisitions) for South Asia and India, with revenue of ~\$ 1.2 billion. He managed a team of about 150 high quality and meritorious bankers. He has played leadership roles in marquee and global/local Banks like Citibank (18 years), Bank of America Merrill Lynch/ DSP Merrill Lynch (10 years) and ICICI Bank (7 years). He has done over 600 deals across Capital Markets and Mergers & Acquisitions in all industry sectors amounting to more than \$500 billion.</p> <p>He has extensive and strong relationship with CXOs of large and medium Indian Corporates, Banks & Financial Institutions, Multinational Companies and Sovereign Wealth Funds & Private Equity Funds.</p> <p>Post Superannuation he has promoted 'Strategic Advisory & Capital Solutions Partners LLP' (SACS Partners), a LLP incorporated in September, 2023 to undertake Financial Advisory and Capital Raising for Indian and overseas corporates.</p> <p>He is a member of National Committees on Banking, Financial Markets, Capital Markets and Corporate Governance of CII, FICCI for the last 15 years.</p>



Name of the Director	Mr. Aditya Chand Burman	Mr. Ravi Kapoor
Terms and conditions for appointment / re-appointment	As per Company Policy on appointment of Board Members	As per Company Policy on appointment of Board Members
Remuneration last drawn	Nil	Not Applicable
Shareholding in the Company as on 31.03.2024 (in individual capacity and as a beneficial owner)	Nil	Nil
Relationship with other directors and KMPs of the Company	None	None
Number of Board meetings attended during FY 2023-24	Five out of five	Not Applicable
Directorships held in other Indian Listed Companies	None	None
Directorships held in other Indian unlisted Companies	1. Milky Investment and Trading Company 2. Healthea Wellness Private Limited 3. Health Care At Home India Private Limited 4. Oncquest Laboratories Limited	None
Details of Listed Companies from which the Director resigned during FY 2021-22, FY 2022-23 and FY 2023-24	None	None
Chairmanship/ membership of Committees of the Company	None	None
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	None	None

