

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Seventh (47th) Annual General Meeting (AGM) of the members of Dabur India Limited will be held on Friday, 12th day of August, 2022 at 10.30 A.M. (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, 2022 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, 2022 and the report of Auditors thereon.
3. To confirm the interim dividend already paid and declare final dividend on equity shares for the financial year ended March 31, 2022.
4. To appoint a Director in place of Mr. Saket Burman (DIN: 05208674) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s. G. Basu & Co., Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. G. Basu & Co., Chartered Accountants (Firm Registration No. 301174E) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 47th Annual General Meeting until the conclusion of 52nd Annual General Meeting of the Company to be held in the calendar year 2027, on such remuneration as may be decided by the Board (which shall include a Committee of the Board authorized in this behalf)."

SPECIAL BUSINESS:

6. 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 & 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 2022-23 amounting to Rs. 5.68 lakhs plus applicable taxes and re-imbursalment 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."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 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 recommendation of Nomination & Remuneration Committee, Mr. Rajiv Mehrishi (DIN: 00208189), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. September 01, 2021 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations 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 subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from September 01, 2021 to August 31, 2026.

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 at the 44th Annual General Meeting (presently covers the period up to March 31, 2024) and as may be determined by the Board.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Pritam Das Narang (DIN: 00021581) as a Whole time Director of the Company designated as Group Director – Corporate Affairs, for a period of 5 (five) years with effect from April 01, 2023 to March 31, 2028, not subject to retirement by rotation, on the terms and conditions including remuneration as set out below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. P. D. Narang, subject to the same not exceeding the amounts fixed herein and those specified under Section 197 read with Schedule V of the Act.

A. Basic Salary

In the scale of Rs.7.00 Crs to Rs. 13.25 Crs. per annum for the period w.e.f. 01.04.2023 to 31.03.2028, which may be increased from time to time by the Board within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company’s and individual’s performance.

B. Performance linked incentive

In the scale of Rs. 3.00 crs. to Rs. 6.00 crs. per annum for the period w.e.f. 01.04.2023 to 31.03.2028, which may be increased within the aforesaid range by the Board, as per rules of the Company as determined from time to time based on the achievement of performance targets.

C. Perquisites & Allowances

In addition to the prescribed basic salary and performance linked incentive, Mr. P D Narang will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, coverage under medical and

personal accident insurance, coverage under keyman insurance scheme, leave travel allowance/ concession for self and his family, any other special allowance/ bonus/special bonus/special incentive by whatever name called, contribution to PF, superannuation fund and payment of gratuity, club fees, tax u/s 192 (1) of the Income Tax Act, paid by employer on behalf of employee and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board with Mr. P. D. Narang, such perquisites and allowances will be subject to ceiling of 400% of the basic salary.

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

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

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

D. Stock Options

In addition to the above, Mr. P. D. Narang will also be entitled for Stock Options as may be decided from time to time by the Nomination & Remuneration Committee in terms of Employees Stock Option Scheme of the Company, which shall vest subject to achievement of annual Business Targets as determined by the Board from time to time.

E. Others/ Retiral Benefits

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

- a) Ex-gratia equivalent to three years basic pay to be computed on the basis of last salary drawn.
- b) Monthly pension equivalent to 50% of the last salary drawn (to be linked to inflation).
- c) Medical reimbursement for self and family members for the actual amount incurred by him during his lifetime.

- d) To continue to use and occupy for his lifetime, the housing accommodation/HRA provided by the Company.
- e) To continue to use chauffeur driven car and telephone of the Company (including payment of local calls and long-distance calls, mobile phone, internet facility, and other communication facility) for his lifetime.

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

F. General

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

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of Mr. P. D. Narang, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites, and allowances to him subject to compliance with the applicable provisions of Schedule V of the Act, and if necessary, with the approval of the Central Government.

RESOLVED FURTHER THAT the terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and those specified in Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director. The Board of Directors is also authorized to fix the quantum of benefits payable to the appointee under aforesaid para-E after considering his performance and length of service and on fulfilment of other criteria laid by the Board from time to time.

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.”

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Mohit Malhotra, Whole Time Director and CEO of the Company for the period July 1, 2022 to January 30, 2024 as set out below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the said remuneration as it may deem fit and as may be acceptable to Mr. Mohit Malhotra, subject to the same not exceeding the amounts fixed herein and those specified under Section 197 read with Schedule V of the Act.

A. Basic Salary

In the scale of Rs.3.33 Crs to Rs.6.00 Crs. per annum for the period w.e.f. 01.07.2022 to 30.01.2024, basis annual performance appraisal with an authority to the Board to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

B. Special Allowance

In the scale of Rs.3.86 Crs. to Rs.5.25 Crs per annum for the period w.e.f. 01.07.2022 to 30.01.2024, basis annual performance appraisal with an authority to the Board to increase his special allowance from time to time within the aforesaid range keeping in account the Company's and individual's performance.

C. Performance linked incentive

In the scale of Rs.2.50 crs. to Rs.4.00 crs. per annum for the period w.e.f. 01.07.2022 to 30.01.2024, basis annual performance appraisal as per rules of the Company as determined from time to time within the aforesaid range based on the achievement of performance targets.

D. Perquisites & Allowances

In addition to the prescribed salary, special allowance and performance linked incentive, Mr. Mohit Malhotra will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance

in lieu thereof, house maintenance allowance, medical reimbursement, coverage under medical and personal accident insurance, coverage under keyman insurance scheme, leave travel allowance/concession for self and his family, any other special allowance/bonus/special bonus/special incentive by whatever name called, contribution to provident fund, superannuation fund and payment of gratuity, club fees, tax u/s 192 (1) of the Income Tax Act, paid by employer on behalf of employee and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board with Mr. Mohit Malhotra; such perquisites and allowances will be subject to ceiling of 400% of the basic salary.

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

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

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

E. Stock Options

In addition to the above, Mr. Mohit Malhotra will also be entitled for Stock Options as may be decided from time to time by the Nomination & Remuneration

Committee in terms of Employees Stock Option Scheme of the Company, which shall vest subject to achievement of annual Business Targets as determined by the Board from time to time.

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of Mr. Mohit Malhotra, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites, and allowances to him subject to compliance with the applicable provisions of Schedule V of the Act, and if necessary, with the approval of the Central Government.

RESOLVED FURTHER THAT, the other terms and conditions of appointment of Mr. Mohit Malhotra shall remain unchanged for the remaining tenure of his appointment.

RESOLVED FURTHER THAT the terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and those specified in Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.

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."

Date : 5 May, 2022

Place: New Delhi

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

Regd. Office:

8/3, Asaf Ali Road,
New Delhi - 110 002

(A K JAIN)
EVP (Finance) & Company Secretary
(Membership No. F4311)

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 5 to 9 of the Notice set out above is annexed herewith.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated May 05, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021 and December 14, 2021 (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 ON ACCOUNT OF THREAT POSED BY COVID-19, 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 May 13, 2022, Notice of the 47th AGM along with the Annual Report 2021-22 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 Annual Report 2021-22 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 RTA - KFin Technologies Ltd. ("KFin") at <https://evoting.kfintech.com/> or <https://emeetings.kfintech.com/>. Shareholders are requested to follow the process as mentioned in para (B) under 'Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode' to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

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 Share Transfer Books and Register of Members of the Company will remain closed from Monday, July 25, 2022 to Friday, July 29, 2022 (both days inclusive).
8. Kindly note that as per 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. 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 No. 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 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 name, postal address, e-mail address,

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 code, 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 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 circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.dabur.com/in/en-us/investor/investor-information/important-announcement-to-physical-shareholders> 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 Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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, 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/in/en-us/investor/investor-information/important-announcement-to-physical-shareholders> 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.
13. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. 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.

14. Pursuant to 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, to avail the benefit of non-deduction of tax at source by email to the Company at investors@dabur.com or to its RTA at einward.ris@kfintech.com by July 31, 2022. The aforementioned documents can also be uploaded through the link <https://ris.kfintech.com/form15/forms.aspx?q=0>. Shareholders are requested to refer to communication on this subject sent by the Company to them through e-mail or may visit the Company website www.dabur.com, for further details and formats of declaration.

Kindly note that the relevant documents should be emailed to KFin Technologies Limited, the Registrar and Transfer Agent ("KFin") of the Company, 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 22, 2022.

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.

15. 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 2014-15 (only interim for FY 2014-15). Members who have not yet encashed their dividend warrants for the financial year 2014-15 (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. 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 financial year 2020-21 and updated upto the date of 46th AGM held on August 19, 2021 has been uploaded on the website of the Company www.dabur.com under 'Investor' 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 the financial year 2021-22, on the website of the Company. 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.

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.

16. All the documents referred to in the accompanying notice and explanatory statement annexed thereto shall be available for inspection 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://evoting.kfintech.com/> or <https://emeetings.kfintech.com/>.

17. 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.

18. 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.

19. 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) Regulations, 2014 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://evoting.karvy.com/> or <https://emeetings.kfintech.com/>.

20. Members are requested to note that, RTA of the Company have launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for investors. Now members can download the mobile app and see their portfolios serviced by KFINTECH, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM". Alternatively members can also scan the QR code given below and download the android application.



21. 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 05, 2022.**
- 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 08, 2022
End of remote e-voting	05:00 p.m. (IST) on August 11, 2022

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

As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, 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 and DPs. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY 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"> I. Visit URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company 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"> I. To register click on link : https://eservices.nsd.com II. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. 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"> I. Open URL: https://www.evoting.nsd.com/

Type of shareholder	Login method
	<p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. 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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <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/myeasi/Registration/EasiRegistration</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 no's provided below:

Login Type	Helpdesk details
Securities held in demat mode with NSDL	Email : evoting@nsdl.co.in Toll free no. : 1800 1020 990/ 1800 22 44 30
Securities held in demat mode with CDSL	Email: helpdesk.evoting@cdslindia.com Contact No. : 022- 23058738/ 022-23058542-43

INSTRUCTIONS FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM:

- a) Open your web browser during the voting period by typing the URL: <https://evoting.kfintech.com>.
- b) 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.
- c) 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 05, 2022 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 1-800-309-4001.
 - ◆ 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 i.e. “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 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 KFin's toll free no. 1-800-309-4001 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 G Vasanth Rao Chowdari, Manager at KFin Technologies Limited, Selenium Building, Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 at email id einward.ris@kfintech.com, contact no. - 040-6716 2222.

23. 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 06, 2022

(9:00 a.m. IST) to August 08, 2022 (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 name 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 040 –6716 2222 or call on toll free number 1-800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

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

25. 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 05, 2022 and who have not cast their 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.

26. 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 05, 2022.
27. 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, 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.
28. The Scrutinizer's decision on the validity of the vote shall be final and binding.
29. 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>) 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.
30. 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 'Investor' Section, at the earliest soon after the conclusion of the Meeting.
31. 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 Members of the Company, in their 42nd Annual General Meeting ("AGM") held on July 26, 2017, approved the appointment of M/s. Walker Chandio & Co LLP ("WCC"), Chartered Accountants, (Firm Registration No. 001076N/N500013), as the Auditors of the Company for a period of five years from the conclusion of the said AGM until the

conclusion of 47th AGM of the Company to be held in the calendar year 2022. WCC will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee ("the Committee"), have recommended for the approval of members, appointment of M/s. G. Basu & Co., Chartered Accountants (Firm Registration No. 301174E) as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the ensuing AGM till the conclusion of the 52nd AGM of the Company to be held in the year 2027. Further, on the recommendation of the Audit Committee, the Board has approved Rs.80,00,000/- (Rupees Eighty Lakhs only) only as audit fee (plus applicable taxes and out of pocket expenses, if any) for FY 2022-23 which shall be reviewed every year and payable subject to approval of the members for their appointment in this AGM.

The Audit Committee considered various parameters like capability to serve the business landscape, audit experience in the Company's operating segments, market standing of the firm, clientele served, etc., and found M/s. G. Basu & Co. to be best suited for auditing the financial statements of the Company.

Profile of M/s G. Basu & Co.

M/s G. Basu & Co., Chartered Accountants, being established in 1924 is almost a century old renowned firm of Chartered Accountants. The firm specializes in Audit & Accounts, Taxation Matters, Company Law matters and providing other management consultancy services. The firm's clientele include leading industrial houses such as Birla Group, Thapar Group, R. P. Goenka Group, J. K. Group, etc. Besides the above, they also hold office of central statutory auditors of renowned public sector enterprises and Banks.

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.

The Board of Directors recommend the resolution as set out at item No. 5 of the Notice for approval by the members as a special resolution.

Item No. 6

The Board of Directors of the Company 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 2022-23.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules thereunder, the remuneration payable to the Cost Auditors 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 2022-23 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.

The Board of Directors recommend the resolution as set out at 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") in its meeting held on August 03, 2021, had appointed Mr. Rajiv Mehrishi (DIN: 00208189), as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. September 01, 2021 under Section 161(1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company and he shall hold office up to the date of this AGM. He is eligible for appointment as a Director. Mr. Mehrishi 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 September 01, 2021. The Company has received declaration from Mr. Rajiv Mehrishi that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and rules made thereunder and also under Regulation 16 of the SEBI Listing Regulations. Further, he has also confirmed 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 and has given his consent to act as a Director of the Company.

The Board is of the opinion that Mr. Rajiv Mehrishi, 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 Companies Act, 2013 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. The details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements has been provided under the head "Board Membership Criteria" in the Corporate Governance Report forming part of the Annual Report.

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. Additional information in respect of Mr. Mehrishi, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) is appearing in the Annexure to this Notice and in the Annual Report under Directors' Report and Report on Corporate Governance.

A copy of draft letter of appointment of Mr. Mehrishi 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, as approved by the Members at the 44th Annual General Meeting (presently covers the period up to March 31, 2024) and as may be determined by the Board.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Rajiv Mehrishi 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.

Item No. 8

Mr. P. D. Narang was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. April 01, 2018 on the remuneration and other terms and conditions as approved by the members of the Company in the Annual General Meeting held on July 26, 2017.

As the existing tenure of Mr. P.D. Narang as Whole-time Director of the company shall end on March 31, 2023,

the Board of Directors of the Company in its meeting held on May 05, 2022 has, basis the recommendation of the Nomination and Remuneration Committee, re-appointed him as Whole-time Director of the Company for a further period of five years with effect from April 01, 2023 till March 31, 2028 on the remuneration and terms and conditions, as set out in the resolution provided in the Notice.

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. Additional information in respect of Mr. Narang, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) is appearing in the Annexure to this Notice and in the Annual Report under Directors' Report and Report on Corporate Governance.

The terms of appointment and remuneration as set out in the resolution may be altered, varied, and modified from time to time by the Board of Directors of the Company,

as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and Mr. P. D. Narang.

Mr. P.D. Narang satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority. The members may also note that Mr. P. D. Narang shall attain the age of 70 years during his tenure, on April 12, 2024, therefore his appointment is being proposed to the members for approval by way of special resolution.

The present remuneration and proposed revision in remuneration of Mr. P. D. Narang is as follows:

Particulars	Existing remuneration range (per annum) as approved by members (1.4.2018 to 31.03.2023)	Current salary drawn (per annum effective 1.7.2021)	Proposed Remuneration range (per annum) (1.4.2023 to 31.03.2028)
Basic Salary	Rs. 3.50 crs. to Rs. 7.25 crs.	Rs. 5.13 crs.	Rs. 7.00 Crs to Rs. 13.25 Crs.
Special Allowance	Rs. 1.50 crs. to Rs. 3.25 crs.	Rs. 1.30 crs.	Special allowance is proposed to be merged into basic salary wef 01.04.2023
Performance linked incentive	Rs. 2.00 crs. to Rs. 4.5 crs.	Rs. 2.82 crs.	Rs.3.00 crs. to Rs. 6.00 crs.
Perquisites and allowances	Not exceeding 400% of basic salary	Rs. 7.66 crs.	Not exceeding 400% of basic salary

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

The Board of Directors recommend the resolution as set out at item No. 8 of the Notice for approval by the members as a special resolution.

Item No. 9

Mr. Mohit Malhotra was appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. January 31,

2019 on the remuneration and other terms and conditions as approved by the members of the Company in the Annual General Meeting held on August 30, 2019.

His remuneration as approved by the members in the AGM under the head "Special Allowance" and "Performance Linked Incentive" has reached the upper band of the approved scale and further the remuneration under the head "Basic Salary" is likely to cross the approved scale, hence, it is proposed to revise the limits of remuneration as specified below to the limits as set out in the Notice of AGM effective July 1, 2022 till the remaining period of his tenure i.e. upto January 30, 2024, basis the recommendation of the Nomination and Remuneration Committee.



The present remuneration and proposed revision in remuneration of Mr. Mohit Malhotra is as follows:

Particulars	Existing remuneration range (per annum) as approved by members (31.01.2019 to 30.01.2024)	Current salary drawn (per annum effective 1.7.2021)	Proposed Remuneration range (per annum) (01.07.2022 to 30.01.2024)
Basic Salary	Rs. 1.80 crs. to Rs. 4.50 crs.	Rs. 3.33 crs.	Rs. 3.33 crs. to Rs. 6.00 crs.
Special Allowance	Rs. 1.60 crs. to Rs. 4.00 crs.	Rs. 3.86 crs.	Rs. 3.86 crs. to Rs. 5.25 crs.
Performance linked incentive	Rs. 0.85 crs. to Rs. 2.5 crs.	Rs. 2.50 crs.	Rs. 2.50 crs. to Rs. 4.00 crs.
Perquisites and allowances	Not exceeding 400% of basic salary	Rs. 5.13 crs.	Not exceeding 400% of basic salary

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

The Board of Directors recommend the resolution as set out at item No. 9 of the Notice for approval by the members as an ordinary resolution.

Date : 5 May, 2022
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)

Annexure 1

Additional Information of Director to be appointed and the Directors seeking 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 SS- 2 issued by the Institute of Company Secretaries of India, as on the date of the Notice of AGM

Name of the Director	Mr. Saket Burman	Mr. Rajiv Mehrishi
Director Identification Number (DIN)	05208674	00208189
Date of Birth / Age	10-03-1977 / 45 years	08-08-1955 / 67 years
Date of appointment	31-01-2012	01-09-2021
Qualification	BBA in Marketing and Finance from the University of Wisconsin, Madison.	B.A (History Hons.), M.A. (History) and M.B.A. from the University of Strathclyde, Glasgow.
Experience & Expertise in specific functional areas	Mr. Saket Burman has started up a number of Companies in different industries in the UAE in sectors viz IT, Real Estate and General Trading. He also serves as a member or as an advisor on a number of entrepreneurial and angel investing groups.	In 1978, he joined the IAS in Rajasthan Cadre. During his stint as Joint Secretary, Department of Company Affairs, he was involved in the enactment of the Competition Act, and re-writing the Companies Act, 1956 which gave him a great exposure about functioning of companies and Companies law. During his tenure as the Principal Secretary Finance, and the Chief Secretary in Rajasthan, he gathered good understanding about functioning of the State Government, Centre-State relations, and of fiscal federalism which was accentuated by his experience as the Union Finance Secretary. He was pivotally involved in the important reforms of setting up the Monetary Policy Committee (MPC), and enactment of the Indian Bankruptcy Code (IBC). Thereafter he held the position of Union Home Secretary in the Central Government. Finally, as the 13th Comptroller and Auditor General of India (C&AG), he had the experience of auditing various transactions of both State and Central Government across all Departments and Ministries. He has also served as Government Nominee Director in various Companies. He has a wide experience of over 42 years and is well placed to advise and guide the Company in the discharge of its functions, including financial governance, corporate law, audit and good corporate governance.
Terms and conditions for appointment / re-appointment	As per Company's Policy on appointment of Board Members	As per Company's Policy on appointment of Board Members
Remuneration last drawn	Nil	As mentioned in the Corporate Governance Report (forming part of Annual Report 2021-22)
Shareholding in the Company as on 31.03.2022 (in individual capacity and as a beneficial owner)	a) In individual capacity : 3,00,000 equity shares of Re.1/ each b) As beneficial owner: Nil	a) In individual capacity : Nil b) As beneficial owner: Nil

Name of the Director	Mr. Saket Burman	Mr. Rajiv Mehrishi
Relationship with other directors and KMPs of the Company	None	None
Number of Board meetings attended during FY 2021-22	Five out of five	Three out of three
Directorships held in other Indian Listed Companies	None	None
Directorships held in other Indian unlisted Companies	1. Chowdry Associates 2. Ritz Pvt. Ltd.	1. NSE IFSC Limited 2. Infomeric Ratings and Research Pvt. Ltd. 3. Leap Insights Foundation
Details of Listed Companies from which the Director resigned during FY 2019-20, FY 2020-21 and FY 2021-22	None	None
Chairmanship/ membership of Committees of the Company	None	Member of: 1. Audit Committee
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	None	None

Name of the Director	Mr. P. D. Narang	Mr. Mohit Malhotra
Director Identification Number (DIN)	00021581	08346826
Date of Birth / Age	12-04-1954 / 68 years	18-07-1969 / 53 years
Date of appointment	01-04-1998	31-01-2019
Qualification	B. Com, FCA, FCS, AICWA, MIIA(USA)	Management Graduate from Pune University and Executive Masters in International Business from the Indian Institute of Foreign Trade, New Delhi
Experience & Expertise in specific functional areas	<p>Mr. P D Narang, born in 1954 is a qualified professional and has done B. Com, FCA, FCS, AICWA, MIIA(USA). He is the Group Director – Corporate Affairs of the Company. He has more than 40 years of experience in Corporate Finance & Tax Planning, International Finance, Capital Markets, Strategic Planning and Management, Mergers and Acquisitions and Corporate Governance. He is an expert in financial structuring and strategic planning and has been instrumental in growth of the company over the last 40 years.</p> <p>Mr Narang joined the Dabur family in 1983 as a Management Accountant with a mandate to streamline the finance, accounts and audit function of the company. With his impressive track record, he rose rapidly in the management hierarchy and was appointed G.M. (Finance) & Company Secretary in 1990, and Director - Corporate Affairs in 1998. He was given the responsibility of heading the Corporate and Commercial affairs of the group in 2002. He was appointed Group Director, Corporate Affairs in 2003.</p>	<p>Mr. Mohit Malhotra joined Dabur in 1994 and handled key assignments in Marketing and Sales.</p> <p>In 2001, he took over as the Business Head of European Union. In 2004, he moved into Dabur's International Business as Head of Marketing, based in Dubai, and took over the reins as Chief Executive Officer of Dabur International in 2008.</p>

Name of the Director	Mr. P. D. Narang	Mr. Mohit Malhotra
	<p>Under his leadership Dabur became a public limited company through reverse merger and was re-christened Dabur India Limited in 1985. Further, Dabur went Public in 1994, which issue was oversubscribed 21 times. He has been instrumental in leading Dabur's foray in International Markets like GCC Countries, Egypt, Turkey, USA, Europe and SAARC- markets. His business acumen and vision have helped Dabur become a Global Player with presence in over 100 countries. He demonstrated exceptional skills in making "Dabur" a Professional Company among the top 5 FMCG Companies in India.</p> <p>It was under his leadership that Dabur successfully acquired various Companies abroad – Namaste Lab (USA), D&A Cosmetics Ltd. (South Africa), Hobi Kozmetic (Turkey) and Companies in India (Balsara and FEM). He is credited for professionalisation of Dabur by bringing in McKinsey and Accenture; demerger of the pharmaceuticals business; and implementing global best practices in Corporate Governance by forming various board committees and Management Committee for better transparency in operations.</p>	<p>Mr. Mohit Malhotra is currently the Whole Time Director and Chief Executive Officer of Dabur India Ltd. and is driving the Company's agenda to popularise and contemporise Ayurveda while focusing on Dabur's motto of being "Dedicated to the Health & Well-Being of every household".</p> <p>Mr. Malhotra possesses a strong leadership record and has a deep understanding of the consumer and business landscape across geographies. His achievements in business have earned recognition at the global level. He has been ranked in Forbes Middle East's list of Arab World's leading Indian Executives, consecutively for 4 years in a row from 2014, besides being named the NRI Professional of the Year 2016.</p>
Terms and conditions for appointment / re-appointment	As mentioned in resolution set out in the Notice	As per Company Policy on appointment of Board members
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2021-22)	As mentioned in the Corporate Governance Report (forming part of Annual Report 2021-22)
Shareholding in the Company as on 31.03.2022 (in individual capacity and as a beneficial owner)	<p>a) In individual capacity : 41,70,200 equity shares of Re.1/ each</p> <p>b) As beneficial owner: Nil</p>	<p>a) In individual capacity : 10,39,613 equity shares of Re.1/ each</p> <p>b) As beneficial owner: Nil</p>
Relationship with other directors and KMPs of the Company	None	None
Number of Board meetings attended during FY 2021-22	Five out of five	Five out of five
Directorships held in other Indian Listed Companies	None	None
Directorships held in other Indian unlisted Companies	<ol style="list-style-type: none"> H & B Stores Limited Aviva Life Insurance Company India Limited Dabur Research Foundation Herbodynamic India Limited Lite Bite Foods Pvt. Ltd. Super Hoze Industries Pvt. Ltd. Select Infrastructure Pvt. Ltd. 	<ol style="list-style-type: none"> H & B Stores Limited Herbodynamic India Limited



Name of the Director	Mr. P. D. Narang	Mr. Mohit Malhotra
Details of Listed Companies from which the Director resigned during FY 2019-20, FY 2020-21 and FY 2021-22	None	None
Chairmanship/ membership of Committees of the Company	Member of: <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee 2. Stakeholders Relationship Committee 3. Risk Management Committee 	Member of: <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee 2. Risk Management Committee
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	<ol style="list-style-type: none"> 1. H & B Stores Limited <ol style="list-style-type: none"> (i) Member of: <ol style="list-style-type: none"> a) Stakeholders Relationship & Securities Issuance Committee 2. Aviva Life Insurance Company India Limited <ol style="list-style-type: none"> (i) Member of: <ol style="list-style-type: none"> a) Audit Committee b) Nomination & Remuneration Committee c) Risk Management Committee d) Corporate Social Responsibility Committee e) Investment Committee 	<ol style="list-style-type: none"> 1. H & B Stores Limited <ol style="list-style-type: none"> (i) Member of: <ol style="list-style-type: none"> a) Stakeholders Relationship & Securities Issuance Committee