



Notice of Annual General Meeting

Notice is hereby given that the 44th Annual General Meeting (AGM) of the members of Dabur India Limited will be held on Friday, 30th August, 2019 at 4:00 PM at Air Force Auditorium, Subroto Park, New Delhi – 110010 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 31st March, 2019 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 31st March, 2019 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 31st March, 2019.
4. To appoint a Director in place of Mr. Amit Burman (DIN 00042050) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Mohit Burman (DIN: 00021963) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, having Firm Registration No. 000019, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to ₹5.16 lac (Rupees five lac sixteen thousand only) 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, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 179, 188, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the appointment of Mr. Mohit Malhotra (DIN 08346826) as a Director of the company, not subject to retirement by rotation, and further his appointment, including remuneration, as a Whole Time Director of the Company, for a period of 5 (five) years with effect from January 31, 2019, subject to approval of Central Government and other statutory authorities, wherever necessary, on the terms and conditions as set out in the explanatory statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mohit Malhotra, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modification(s) or re-enactment(s) thereof.”

“RESOLVED FURTHER THAT the designation of Mr. Mohit Malhotra Whole Time Director;

- for the period 31.01.2019 till 31.03.2019 shall be Chief Executive Officer-Designate, and
- w.e.f. 01.04.2019 shall be Chief Executive Officer, other terms and conditions remaining same.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 149, 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'), Mr. Ajit Mohan Sharan (DIN: 02458844), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. January 31, 2019 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 January 31, 2019 to January 30, 2024."
9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 149, 152 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 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Aditya Burman (DIN: 00042277), who has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 19, 2019 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 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 Director of the Company, subject to retirement by rotation,."
10. To consider and, if thought fit, to pass, with or without modification(s), 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'), Mrs. Falguni Sanjay Nayar (DIN: 00003633), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the office of Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 28, 2019 to July 27, 2024."
11. To consider and, if thought fit, to pass, with or without modification(s), 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'), Mr. P N Vijay (DIN: 00049992), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 22, 2019 to July 21, 2024."
12. To consider and, if thought fit, to pass, with or without modification(s), 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'), Dr. S Narayan (DIN: 00094081), Non-Executive Independent Director of the Company, aged 76 years, whose appointment or continuation in office requires approval of shareholders by way of special resolution, being more than seventy five years of age, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment

and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 22, 2019 to July 21, 2024.”

13. To consider and, if thought fit, to pass, with or without modification(s), 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’), Mr. R C Bhargava (DIN: 00007620), Non-Executive Independent Director of the Company, aged 84 years, whose appointment or continuation in office requires approval of shareholders by way of special resolution, being more than seventy five years of age, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 22, 2019 to July 21, 2024.”

14. To consider and, if thought fit, to pass, with or without modification(s), 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’), Dr. Ajay Dua (DIN: 02318948), Non-Executive Independent Director of the Company, aged 72 years, whose continuation in office requires approval of shareholders by way of special resolution, after attaining the age of seventy five years in July, 2022, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations

and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 22, 2019 to July 21, 2024.”

15. To consider and, if thought fit, to pass, with or without modification(s), 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’), Mr. Sanjay Kumar Bhattacharyya (DIN: 01924770), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from July 22, 2019 to July 21, 2024.”

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

“**RESOLVED THAT** in accordance with the provisions of 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, 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, 2019, 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.”

Date : July 19, 2019
Place : New Delhi

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

Regd. Office: **(A K JAIN)**
8/3, Asaf Ali Road, E V P (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 no. 6 to 16 of the Notice set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY
5. The Share Transfer Books and Register of Members of the Company will remain closed from Friday, 9th August, 2019

to Friday, 16th August, 2019 (both days inclusive).

6. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Karvy Fintech Pvt. Ltd. (earlier Karvy Computershare Pvt. Ltd.), Karvy Selenium, Tower- B, Plot No 31 & 32., Gachibowli, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032, India:
 - i) their bank account details in order to receive payment of dividend through electronic mode,
 - ii) their **email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - iii) any change in their address/e-mail id/ECS mandate/ bank details,
 - iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) their email id.
 - ii) all changes with respect to their address/ email id/ ECS mandate/ bank details.
- C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.
8. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
9. The shares of the Company are under compulsory Demat trading. Also, as per Listing Regulations, securities of listed companies can only be transferred in dematerialized form

w.e.f. April 1, 2019. Therefore, Members holding shares in physical form are advised to convert their shares into dematerialized form in their own interest and convenience purpose.

10. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11:00 am to 1:00 pm up to the date of AGM and copies thereof are also available at Company's Corporate office at Dabur Corporate Office, Kaushambi, Sahibabad, Ghaziabad 201010. These documents along with the Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.
11. Securities and Exchange Board of India (SEBI) & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2018-19 is being sent to all the members whose email address(es) are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rules made thereunder, hard copy of Abridged Annual Report 2018-19 is being sent to all other members who have not registered their email address(es).

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

The Notice of 44th AGM and the Annual Report 2018-19 will also be available on the Company's website www.dabur.com for download by the members. The Notice of AGM will also be available on the website of RTA- Karvy Fintech Pvt. Ltd. (earlier Karvy Computershare Pvt. Ltd.) at <https://evoting.karvy.com>. Physical copies of the aforesaid documents will also be available at the Company's Registered Office and Corporate Office for inspection during business hours.

12. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with

the Annual Report 2018-19, duly completed and signed, for admission to the meeting hall. **The route map for the AGM venue is given as 'Annexure 2' to this Notice.**

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

13. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
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 2011-12 (only interim for FY 2011-12). Members who have not yet encashed their dividend warrants for the financial year 2011-12 (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 2017-18 and updated up to the date of 43rd AGM held on 26th July, 2018 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 2018-19, 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.

15. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
16. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
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 thereunder and the Listing Regulations.
18. The certificate from Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed in the General Body Meetings will be placed at the AGM.
19. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website www.dabur.com. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

20. **Webcast Facility**

The Company will be providing one-way live webcast of the proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by

logging on to the e-voting website of Karvy at <https://evoting.karvy.com> by using their remote e-voting credentials.

21. **Voting through electronic means**

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and the Listing Regulations a member of the Company holding shares either in physical form or in dematerialized form, may exercise his/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 Karvy Fintech Pvt. Ltd. ("Karvy") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- iii) Facility for voting through ballot/ polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- iv) The members who have 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 e-voting 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 voting/ poll and remote e-voting process in a fair and transparent manner.
- vi) **The cut-off date for the purpose of voting (including remote e-voting) is 23rd August, 2019.**
- 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 27th August, 2019
End of remote e-voting	05:00 p.m. (IST) on 29th August, 2019

- ix) The procedure and instructions for remote e-voting are as under:
- a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
 - b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the physical copy of Annual Report in case email id is not registered. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date**). Your Folio No. /DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.
 - c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e.23rd August, 2019 may obtain the User ID and password in the manner as mentioned below:
 - If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD <space> Event number+Folio No. to 9212993399
 Example for Physical: MYEPWD <SPACE> XXXX1234567
 - If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Member may call Karvy’s toll free number 1-800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining 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 for Dabur India Limited.
 - h) On the voting page you will see the Resolution Description and the options “FOR/AGAINST/ABSTAIN” for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote.
 - i) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - k) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: info@navneetaroracs.com with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVENT NO.”

- m) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again at the Meeting.**
- n) In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-3454-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- o) In case of grievances connected to the remote e-voting, please contact Mr. G. Ramesh Desai., Manager at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 at email id ramesh.desai@karvy.com, contact no. - 040-67161528.

22. Polling at the Meeting

After the items of Notice have been discussed, voting through ballot/ polling paper will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 23rd August, 2019 and who have not cast their vote by remote e-voting, and being present in the AGM, either personally or through proxy, only shall be entitled to vote at the AGM.

- 23. 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 23rd August, 2019.
- 24. The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to the Group Director – Corporate Affairs, who shall countersign the Scrutinizer's Report and shall declare the result forthwith.
- 25. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- 26. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.dabur.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges where the Company's shares are listed.
- 27. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

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

ITEM NO. 6

The Board of Directors of the Company on the recommendation of Audit Committee, 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 2019-20.

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 2019-20 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 Ordinary Resolution as set out at item No. 6 of the Notice for approval by the members.

ITEM NO.7

The Board of Directors of the Company ('the Board') at its meeting held on January 31, 2019, on the recommendation of Nomination and Remuneration Committee of the Board, approved the appointment of Mr. Mohit Malhotra as an Additional Director and, subject to approval of shareholders and Central Government and other statutory authorities, wherever necessary, also as a Whole Time Director of the Company w.e.f. January 31, 2019 for a period of 5 years on the remuneration and terms and conditions, as detailed hereunder in Section 1.

Further, the Board at its meeting held on July 19, 2019, on the recommendation of Nomination and Remuneration Committee, has revised the remuneration of Mr. Mohit Malhotra w.e.f. July 1, 2019, as detailed hereunder in Section 1 (payable after seeking necessary approvals, as may be required) and has recommended for approval of members, the appointment of Mr. Mohit Malhotra as a Director, not subject to retirement by rotation, and also as a Whole Time Director of the Company as set out in the resolution relating to his appointment including remuneration and terms and conditions, as detailed hereunder in Section 1.

Mr. Malhotra, not being resident in India, pursuant to Schedule V Part I of the Companies Act, 2013, for a continuous period of 12 months immediately preceding the date of his appointment, the Company has already applied to the Central Government for approval in this regard.

SECTION 1

A. Basic Salary

- ₹1,80,76,400 per annum, in the range of ₹1.80 Crs to ₹4.50 Crs. per annum for the period w.e.f. 31.01.2019 to 30.01.2024,
- Revised to ₹2,04,16,400 per annum, in the range of ₹1.80 Crs to ₹4.50 Crs. per annum for the period w.e.f. 01.07.2019 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

- ₹1,62,13,925 per annum, in the range of ₹1.60 Crs. to ₹4.00 Crs. per annum for the period w.e.f. 31.01.2019 to 30.01.2024,
- Revised to ₹1,85,28,805 per annum, in the range of ₹1.60 Crs. to ₹4.00 Crs per annum for the period w.e.f. 01.07.2019 to 30.01.2024, basis annual performance appraisal

with an authority to 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

- ₹85,00,000 per annum, in the range of ₹0.85 crs. to ₹2.5 crs. per annum for the period w.e.f. 31.01.2019 to 30.01.2024,
- Revised to ₹1,24,00,000 per annum, in the range of ₹0.85 crs. to ₹2.5 crs. per annum for the period w.e.f. 01.07.2019 to 30.01.2024, basis annual performance appraisal

as per rules of the Company as determined by the Board of Directors from time to time within the aforesaid range based on achievement of performance targets.

D. Perquisites & Allowances

In addition to the prescribed salary, special allowance and performance linked incentives 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 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).
- Encashment of unavailed leave as per the rules of the Company.
- Long Service Award as per rules of the Company.

E. 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.

F. GENERAL

- (i) The Whole-Time Director 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) The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- (iii) The Whole-Time Director shall adhere to the Company's Code of Ethics & Conduct.
- (iv) The office of the Whole-Time Director may be terminated by the Company or by him by giving the other 3 (three) month's prior notice in writing and in either case he shall not be entitled for compensation for loss of office.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the

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

The above remuneration payable to Mr. Mohit Malhotra is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively for the year payable to all the Managerial Personnel as calculated in accordance with Section 197 read with Schedule V of the Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.

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.

Mr. Mohit Malhotra does not belong to the Promoters family. Besides, he is not related to any other Director or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

The copies of resolutions passed by the Board of Directors of the Company in its meeting held on January 31, 2019 and July 19, 2019 approving the aforesaid proposal along with other related documents are available for inspection by the members at the registered office between 11:00 am to 1:00 pm on all working days till the date of the Annual General Meeting.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Mohit Malhotra has been received by the Company, and consent has been filed by Mr. Malhotra pursuant to Section 152 of the Act.

Additional information in respect of Mr. Malhotra, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure to this Notice and in the Annual Report under 'Directors' Report' and 'Report on Corporate Governance'.

Mr. Mohit Malhotra and his relatives are interested in this resolution which pertains to his appointment and remuneration payable to him. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

ITEM NO. 8

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 31, 2019, appointed Mr. Ajit Mohan Sharan (DIN: 02458844) as an Additional Director of the Company w.e.f. January 31, 2019 under Section 161(1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company and he shall hold office upto the date of this Annual General Meeting. He is eligible for appointment as a Director. Mr. Sharan 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 January 31, 2019 to January 30, 2024. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. Ajit Mohan Sharan for the office of Independent Director of the Company. The Company has received declaration from Mr. Ajit Mohan Sharan that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Further, he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the said Act and has given his consent to act as a Director of the Company.

The Board of Directors are of the opinion that Mr. Ajit Mohan Sharan, 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.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in Annexure 1. A copy of draft letter of appointment of Mr. Ajit Mohan Sharan 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 this 44th Annual General Meeting and as may be determined by the Board. Such Members' approval will cover the period up to March 31, 2024. Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the Ordinary Resolution as set out in item No. 8 of the Notice for your approval.

Mr. Sharan is not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

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

Additional information in respect of Mr. Sharan pursuant to Listing Regulations 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'.

ITEM NO. 9

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on July 19, 2019, have appointed Mr. Aditya Burman (DIN: 00042277) as an Additional Director of the Company w.e.f. July 19, 2019 under Section 161(1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company and he shall hold office upto the date of this Annual General Meeting. He is eligible for appointment as a Director. Mr. Aditya Burman has been appointed in the category of Non-Executive Promoter Director under Section 149 of the Act. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose the candidature of Mr. Aditya Burman for the office of Director of the Company. Mr. Aditya Burman has confirmed that he is not disqualified from being appointed as Director under Section 164 of the said Act and has given his consent to act as a Director of the Company.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he hold Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in Annexure 1. Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the Ordinary Resolution as set out in item No. 9 of the Notice for your approval.

Mr. Aditya Burman is not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

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

Additional information in respect of Mr. Aditya Burman, pursuant to the Securities and Exchange Board of India (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'.

ITEM NO. 10 TO 15

The Members of the Company had on July 22, 2014 approved the appointment of Mr. P N Vijay (DIN: 00049992), Dr. S Narayan (DIN: 00094081), Mr. R C Bhargava (DIN: 00007620), Dr. Ajay Dua (DIN: 02318948) and Mr. Sanjay Kumar Bhattacharyya (DIN: 01924770) as Non-Executive Independent Directors of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of 39th Annual General Meeting held on July 22, 2014. These Directors will complete their respective terms on July 21, 2019.

Further, the Members of the Company had on July 21, 2015 approved the appointment of Mrs. Falguni Sanjay Nayar (DIN: 00003633) as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from July 28, 2014. She will complete her term on July 27, 2019.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Accordingly, the above persons being eligible for re-appointment as Independent Directors, the Board of Directors of the Company ('the Board') at its meeting held on July 19, 2019, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for approval of the Members, the re-appointment of Mr. P N Vijay (DIN: 00049992), Dr. S Narayan (DIN: 00094081), Mr. R C Bhargava (DIN: 00007620), Dr. Ajay Dua (DIN: 02318948) and Mr. Sanjay Kumar Bhattacharyya (DIN: 01924770) as Non-Executive Independent Directors of the Company for a second term of 5 (five) consecutive years, with effect from July 22, 2019 and the re-appointment of Mrs. Falguni Sanjay Nayar (DIN: 00003633) as Non-Executive Independent Directors of the Company for a second term of 5 (five) consecutive years with effect from July 28, 2019, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as set out in the Resolutions relating to their respective re-appointment.

The Company has received notices under Section 160 of the Companies Act, 2013 from member(s) signifying intention to propose the candidature of the above persons for the office of Independent Director(s) of the Company. The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Further, they have also confirmed that they are not disqualified from being appointed as Directors under Section 164

of the said Act and have given their consent to act as a Director of the Company, being eligible for re-appointment as Independent Directors.

The Board of Directors are of the opinion that the above Independent Directors are persons of integrity and possesses relevant expertise and experience and are 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 they are independent of the management of the Company.

The Committee and the Board are of the view that, given the knowledge, experience and performance of the above Directors and contribution to Board processes by them, their continued association as Directors will be of immense benefit and in the best interest of the Company. The performance evaluation report of the Board, its Committees and the individual Directors during the financial year 2018-19 has been very good. All the Independent Directors, proposed to be re-appointed as aforesaid, effectively participated in discussions on various agenda items, provided independent judgements wherever required, their views, expertise and suggestions were taken into consideration which helped the company to conduct its business effectively and achieve newer growth and enabled compliance of applicable statutes.

Further, pursuant to Regulation 17 of the Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. R C Bhargava and Dr. S Narayan are of age 84 and 76 respectively, and during the proposed term of re-appointment Dr. Ajay Dua will attain the age of seventy five years on July 15, 2022. The Special Resolutions under item Nos. 12,13 and 14, once passed, shall also be deemed as your approval under the Listing Regulations, for continuation of Mr. R C Bhargava, Dr. S Narayan and Dr. Ajay Dua as Independent Directors beyond the age of seventy five years.

Mr. R C Bhargava, Dr. S Narayan and Dr. Ajay Dua are eminent personalities. Their professional profile, proven experience in business domain have added value to the Company and delivered good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend, etc. A brief resume of all the above mentioned Directors, the nature of their expertise in specific functional areas, names of companies in which they hold Directorship, Committee Memberships/ Chairmanships, their shareholding etc., are separately annexed hereto in Annexure 1.

In addition to sitting fees for attending the meetings of the Board and its Committees, the above Directors would also be entitled to remuneration, individually, by whatever name called, for each financial year, as approved by the Members at this 44th Annual General Meeting and as may be determined by the Board.

Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the Special resolutions set out at item no. 10 to 15 for your approval.

The said Independent Directors are not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors or Key Managerial Personnel) other than the respective Non-Executive Independent Director themselves and their relatives, is concerned or interested, financially or otherwise, in these resolutions.

Additional information in respect of the above mentioned Directors, pursuant to Listing Regulations 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'.

ITEM NO. 16

The Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board') are of the view that the nature of work and responsibilities of Non-Executive Independent Directors are significant and they need to be compensated suitably. Accordingly, upon recommendation of the Nomination and Remuneration Committee the Board at its meeting held on July 19, 2019, 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, 2019, 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 in so far as the same relates to their respective remuneration. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends this Resolution set out at item no. 16 for your approval.

ANNEXURE 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 30TH AUGUST, 2019

Name of the Director	Mr. Amit Burman	Mr. Mohit Burman	Mr. Mohit Malhotra	Mr. Ajit Mohan Sharan
Directors Identification Number (DIN)	00042050	00021963	08346826	02458844
Date of Birth	16.07.1969	20.07.1968	18.07.1969	02.03.1957
Date of appointment	01.11.2001	23.07.2007	31.01.2019	31.01.2019
Qualification	MBA from Cambridge University, England	Graduated from Richmond College, London and MBA in Finance from Babson Graduate School of Business Wellesley.	Management Graduate from Pune University and Executive Masters in International Business from the Indian Institute of Foreign Trade, New Delhi	Graduated from IIT Delhi, Masters in Business Administration from Louisiana State University in US and Masters in Development Economics from the University of Wales in UK.
Experience & Expertise in specific functional areas	He is responsible for the growth of foods business of the Company which under his dynamic leadership has achieved a phenomenal growth. He had got rich experience in Foods Business.	Mr. Mohit Burman has been instrumental in expanding the group's financial services business into Asset Management and Life Insurance by setting up insurance Company AVIVA Life Insurance Company India Ltd. He has to his credit the acquisition of Balsara Home Products Limited in 2005. He is seasoned entrepreneur and is associated in various capacities with different sports franchise teams in India.	Mr. Mohit Malhotra joined Dabur in year 1994 and handled key assignments in marketing and sales. In year 2001, he took over as the business head of the European Union. In year 2004, he moved into Dabur's International business as head of Marketing based in Dubai and took over reins as Chief Executive officer of Dabur International in year 2008. He took over as CEO – India Business of Dabur India Ltd. on 1.4.2018 and came on Board w.e.f. 31.1.2019 as CEO (CEO designate upto 31.3.2019). He 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.	As a Member of the Indian Administrative Service since 1979, Mr. Sharan has held a variety of senior assignments in the Govt. of Haryana as well as in the Govt. of India. He has held the positions of Principal Secretary for Power, Finance, Technical Education and Urban Development in the State. In the Central Government, he has worked as joint secretary in the Department of Banking and Insurance during which period he has served on the Boards of Canara Bank and almost all the major public sector insurance companies. He also served as CMD of Oriental Insurance Company during the period. He was closely associated with the opening up of the insurance sector and the initial reforms in it. More recently, before superannuating from the IAS in 2017, he has worked as Secretary to the Government in the Ministries of Sports and Ayush where he led the national effort for celebration of International day of Yoga and also initiated plans for setting up several national level institutions in the field of Ayurveda. Mr. Sharan has worked at the strategy and leadership level in the sectors of energy, government finances, health and sports. In almost all the assignments, Mr. Sharan's main mandate has been formulation and implementation of policies in the relevant sector and providing strategic leadership to the organization. Currently, Mr. Sharan is advising companies across several sectors on business strategy and corporate affairs.
Terms and conditions for appointment / re-appointment	As per Company Policy on appointment of Board members			
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2018-19)			
Shareholding in the company as on 31.03.2019 (in individual capacity or on beneficial basis for any other person)	Nil	Nil	9,35,863 equity shares of ₹ 1/- each	Nil
Relationship with other Directors and KMPs of the Company	None	None	None	None
Number of Board meetings attended during the year	Four out of Four	Four out of Four	NA	NA

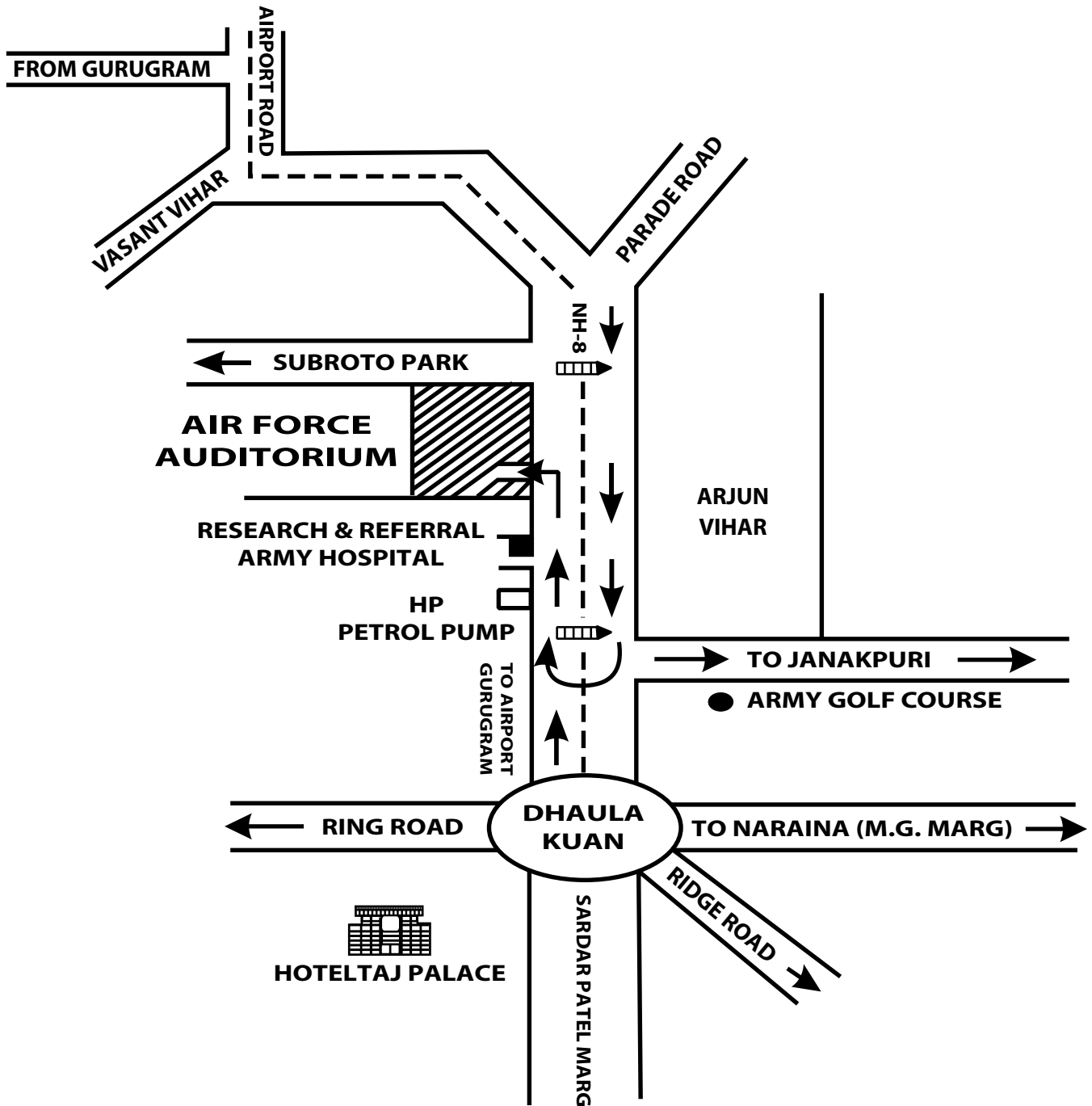
Name of the Director	Mr. Amit Burman	Mr. Mohit Burman	Mr. Mohit Malhotra	Mr. Ajit Mohan Sharan
List of Companies in which outside Directorships in Indian Companies held as on 31.03.2019	<ol style="list-style-type: none"> 1. Kho Kho Sports League Pvt. Ltd. 2. A.B. Propmart Pvt. Ltd. 3. Chowdry Associates 4. Dabur Securities Pvt. Ltd. 5. Gyan Enterprises Pvt. Ltd 6. HMS Host & Lite Bite Pvt. Ltd 7. Lite Bite Foods Tres Pvt. Ltd. 8. Lite Bite Foods Pvt. Ltd 9. Lite Bite Travel Foods Pvt. Ltd. 10. Mind sports league Pvt. Ltd 11. Natures Bounty Wines and Allied Products Pvt. Ltd. 12. Oriental Structural Engineers Pvt. Ltd. 13. Ratna Commercial Enterprises Pvt. Ltd. 14. Talbros Automotive Components Ltd. 15. Micromax Informatics Ltd. 16. PVR Limited 17. H&B Stores Ltd. 	<ol style="list-style-type: none"> 1. M.B Finmart Pvt. Ltd. 2. Marketopper Securities Pvt. Ltd. 3. VIC Enterprises Pvt. Ltd. 4. Malhotras Trading Co. Pvt. Ltd. 5. Bonjour Investment Company Pvt. Ltd. 6. Universal Sompo General Insurance Company Ltd. 7. Elephant India Advisor Pvt. Ltd. 8. H & B Stores Ltd. 9. Aviva Life Insurance Co. India Ltd 10. K.P.H Dream Cricket Pvt. Ltd. 11. Burmans Finvest Pvt. Ltd. 12. Elephant India Finance Pvt. Ltd. 13. Windy Investments Pvt. Ltd. 14. Burman Hospitality Pvt. Ltd. 	Nil	<ol style="list-style-type: none"> 1. SDS Life Sciences Pvt. Ltd. 2. TRASSTADIA Holding Pvt. Ltd.
Chairman/ member in Committees of Board of Directors of other Indian Public Companies as on 31.03.2019	<ol style="list-style-type: none"> 1. Micromax Informatics Ltd. <ul style="list-style-type: none"> - Audit Committee – Member - Corporate Social Responsibility – Member - Nomination and Remuneration Committee – Chairman 2. Talbros Automotive Components Ltd. <ul style="list-style-type: none"> - Audit Committee – Member - Nomination and Remuneration Committee – Member - Corporate Social Responsibility Committee – member 3. PVR Limited <ul style="list-style-type: none"> - Audit Committee – Member - Nomination and Remuneration Committee – Member 	<ol style="list-style-type: none"> 1. Aviva Life Insurance Company India Ltd. <ul style="list-style-type: none"> - Audit Committee – Member - Nomination and Remuneration Committee – Member 2. Universal Sompo General Insurance Co. Ltd. <ul style="list-style-type: none"> - Audit Committee – Member 	Nil	Nil

Name of the Director	Mr. Aditya Burman	Mrs. Falguni Sanjay Nayyar	Mr. P N Vijay	Dr. S Narayan
Directors Identification No. (DIN)	00042277	00003633	00049992	00094081
Date of Birth	19.01.1980	19.02.1963	10.07.1951	20.06.1943
Date of appointment	19.07.2019	28.07.2014	15.05.2001	26.07.2005
Qualification	Bachelor of Science in Chemistry from The University of Kansas.	MBA (IIM, Ahmedabad)	M Sc, IIT Chennai	M.Sc -Physics, MBM Finance, M.Phil-Cambridge, Ph.D. IIT Delhi, IAS (Retd.)
Experience & Expertise in specific functional areas	<p>Mr. Aditya Burman returned to India after completing his studies in 2003 and joined as an intern at Dabur Pharma Ltd., a family-owned Oncology-focussed Pharmaceutical firm. 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. The company was subsequently sold to Fresenius Kabi 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 the sale of 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>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>Mrs. Nayyar has a wide and varied experience in investment Banking. She was the Managing Director and CEO of Kotak Investment Bank from 2006 to 2012. She is also a founder and CEO of Nykaa, which is an online shopping website. She has also received FICCI ladies organization award for top women achiever in the field of banking in 2008.</p>	<p>Mr. P N Vijay is a leading expert in stock and financial market. He is regular columnist in leading newspaper and financial journals.</p>	<p>For nearly 4 Decades (1965 to 2004) he was in public service in the State and Central Government, in development administration. Retired as economic advisor to the Prime Minister of India, he has rich experience in formulation of macro-economic policy for the government tariff and taxation policies as well as initiatives for modernizing the capital markets.</p>
Terms and conditions for appointment/ re-appointment	As per Company Policy on appointment of Board members			
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2018-19)			
Shareholding in the company as on 31.03.2019 (in individual capacity or on beneficial basis for any other person)	Nil	Nil	Nil	Nil
Relationship with other Directors and KMPs of the Company	None	None	None	None
Number of Board meetings attended during the year	N/A	Four out of Four	Four out of Four	Four out of Four

Name of the Director	Mr. Aditya Burman	Mrs. Falguni Sanjay Nayar	Mr. P N Vijay	Dr. S Narayan
List of Companies in which outside Directorships in Indian Companies held as on 31.03.2019	<ol style="list-style-type: none"> Northern Aromatics Ltd. Milky Investment and Trading Company. Daivam Wellness Pvt. Ltd. Oncquest Laboratories Ltd. 	<ol style="list-style-type: none"> Heritage View Developers Pvt. Ltd. Tata Motors Ltd. Valleyview Probuild Pvt Ltd Sea View Probuild Pvt Ltd ACC Ltd FSN Brand Marketing Pvt Ltd Kotak Securities Ltd Sealink View Probuild Pvt Ltd Tata Technologies Ltd. Endurance Technologies Ltd. Golf Land Developers Pvt Ltd FSN E-commerce Ventures Pvt Ltd 	<ol style="list-style-type: none"> Maharashtra Seamless Ltd. H&B Stores Ltd. India Trade Promotion Organisation ILearn Finance Academy Pvt. Ltd. Rainbow Digital Services Pvt. Ltd. 	<ol style="list-style-type: none"> Apollo Tyres Ltd. Seshasayee Paper and Boards Ltd IIFL Holdings Ltd. Artemis Global Life Sciences Ltd. Castlewood Trading Pvt Ltd. Rudransh Trading Pvt. Ltd. Shanti Narayan Foundation Artemis Medicare Services Ltd. IIFL Wealth Finance Ltd. Andhra Pradesh Urban Infrastructure Asset Management Ltd.
Chairman/member in Committees of Board of Directors of other Indian Public Companies as on 31.03.2019	<ol style="list-style-type: none"> Northern Aromatics Ltd. <ul style="list-style-type: none"> Audit Committee - Member Corporate Social Responsibility Committee - Member Nomination and Remuneration Committee - Member Oncquest Laboratories Ltd. <ul style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Member 	<ol style="list-style-type: none"> Kotak Securities Ltd <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee – Chairman ACC Ltd <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Member Risk Management Committee – Chairman Tata Motors Ltd <ul style="list-style-type: none"> Audit Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee – Member Tata Technologies Limited <ul style="list-style-type: none"> Audit Committee– Chairman Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member 	<ol style="list-style-type: none"> India Trade Promotion Organisation <ul style="list-style-type: none"> Audit Committee - Chairman Nomination and Remuneration Committee – Chairman Risk Management Committee – Member H&B Stores Ltd <ul style="list-style-type: none"> Audit Committee – Chairman Nomination and Remuneration Committee – Member Maharashtra Seamless Limited. <ul style="list-style-type: none"> Audit Committee - Member 	<ol style="list-style-type: none"> Apollo Tyres Ltd. <ul style="list-style-type: none"> Audit Committee - Chairman Nomination and Remuneration Committee - Chairman Seshasayee Paper and Board Ltd <ul style="list-style-type: none"> Audit Committee - Member Artemis Global Life Sciences Limited <ul style="list-style-type: none"> Stakeholders Relationship Committee – Chairman Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Artemis Medicare Services Limited. <ul style="list-style-type: none"> Audit Committee - Chairman Corporate Social Responsibility Committee - Chairman

Name of the Director	Mr. R C Bhargava	Dr. Ajay Dua	Mr. Sanjay Kumar Bhattacharyya
Director`s Identification Number (DIN)	00007620	02318948	01924770
Date of Birth	30.07.1934	15.07.1947	31.10.1950
Date of appointment	27.01.2005	03.09.2009	23.07.2012
Qualification	MA in Development Economics, MS in Mathematics, IAS retired.	IAS (Retd.), M Sc (Eco), Ph. D.	B.A (Hons.) in Economics
Experience & Expertise in specific functional areas	He served in Indian Administrative services and has held the post of Joint Secretary in the Ministry of Energy and in the Cabinet Secretariat. He held various positions in Maruti Suzuki India Limited since its inception including its CEO. At present he is Chairman of Maruti Suzuki India Ltd.	A retired civil servant, Dr. Dua joined the Indian Administrative Service in 1971. He has held a variety of senior assignments in the Government of Maharashtra and the Government of India. With a strong academic background and diverse work- experience Dr. Dua is currently a senior business advisor / Board Member of several multinational firms.	He was the former Managing Director and Chief Credit & Risk Officer with State Bank of India. He is an astute senior level banker with over 38 years of experience spanning International and Corporate Banking across geographies, Retail Banking, Credit & Risk Management, Liability Management, Human Resource Management as CEO of three banks, including State Bank of India, State Bank of Bikaner & Jaipur and SBI (International) Mauritius.
Terms and conditions for appointment/ re-appointment	As per Company Policy on appointment of Board members		
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report 2018-19)		
Shareholding in the company as on 31.03.2019 (in individual capacity or on beneficial basis for any other person)	Nil	Nil	Nil
Relationship with other Directors and KMPs of the Company	None	None	None
Number of Board meetings attended during the year	Four out of Four	Four out of Four	Three out of Four
List of Companies in which outside Directorships in Indian Companies held as on 31.03.2019	1. Intellect Commerce Limited 2. Maruti Suzuki India Ltd. 3. Thomson Press Ltd. 4. ISE-Suzuki Eggs India Pvt Ltd 5. RCB Consulting Pvt. Ltd	1. Kirloskar Penumatic Company Ltd	1. Wanbury Ltd. 2. Persistent System Ltd 3. C & S Electric Ltd 4. SBM Bank (India) Ltd 5. H&B Stores Ltd 6. Number Analytics and Information Ltd
Chairman/member in Committees of Board of Directors of other Indian public Companies as on 31.03.2019	1. Maruti Suzuki India Ltd. - Stakeholders Relationship Committee - Chairman - Corporate Social Responsibility Committee - Chairman - Risk Management Committee - Chairman - Nomination and Remuneration Committee – Member 2. Thomson Press Ltd. - Audit Committee – Chairman - Nomination and Remuneration Committee - Member	1. Kirloskar Penumatic Company Ltd - Audit Committee - Member - Risk Management Committee - Member - Nomination and Remuneration Committee – chairman	1. Wanbury Ltd - Audit Committee - Member - Nomination and Remuneration Committee - Member - Risk Management Committee - Member - Stakeholders Relationship Committee – Chairman 2. H&B Stores Ltd - Audit Committee - Member - Nomination and Remuneration Committee – Chairman 3. Persistent System Ltd - Audit Committee - Member - Nomination and Remuneration Committee - Member - Risk Management Committee - Member - Stakeholders Relationship Committee – Chairman 4. C & S Electric Ltd - Nomination and Remuneration Committee – Member - Audit Committee - Chairman

Route map to the venue of the 44th AGM of Dabur India Limited



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

Landmark : Adjacent to Research & Referral, Army Hospital