

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Eighth (48th) Annual General Meeting (AGM) of the members of Dabur India Limited (“the Company”) will be held on Thursday, 10th day of August, 2023 at 3.00 P.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, 2023, 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, 2023 and the report of Auditors thereon.
3. To confirm the interim dividend of Rs.2.50 per equity share of Re.1/- each (@250%) already paid and declare final dividend of Rs.2.70 per equity share of Re.1/- each (@270%), on the paid-up equity share capital of the Company for the financial year ended March 31, 2023.
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.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 & 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 2023-24 amounting to Rs. 6.25 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16 (1) (b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and on the recommendation of Nomination & Remuneration Committee, Mrs. Satyavati Berera (DIN: 05002709), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. June 01, 2023 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 she 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 her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from June 01, 2023 to May 31, 2028.

RESOLVED FURTHER THAT in addition to sitting fees for attending the meetings of the Board and its Committees, she 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.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of

Nomination & Remuneration Committee and as approved by the Board of Directors, Mr. Ajit Mohan Sharan (DIN: 02458844), 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 re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from January 31, 2024 to January 30, 2029.

RESOLVED FURTHER THAT in addition to sitting fees for attending the meetings of the Board and its Committees, he would also be entitled to remuneration, by whatever name called, for each financial year, as approved by the Members 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), on the recommendation of Nomination & Remuneration Committee and as approved by the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mohit Malhotra (DIN: 08346826) as the Whole time Director and Chief Executive Officer of the Company, for a period of 5 (five) years with effect from January 31, 2024 to January 30, 2029, 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. 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.3.94 Crs to Rs.9.00 Crs. per annum for the period w.e.f. 31.01.2024 to 30.01.2029, basis annual performance appraisal with an authority

to the Board (based on the recommendation of the Nomination and Remuneration Committee) 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

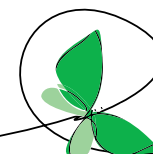
In the scale of Rs.3.89 crs. to Rs.7.00 crs per annum for the period w.e.f. 31.01.2024 to 30.01.2029, basis annual performance appraisal with an authority to Board (based on the recommendation of the Nomination and Remuneration Committee) to increase his special allowance from time to time within the aforesaid range keeping in account the Company’s and individual’s performance.

C. Performance linked incentive

In the scale of Rs.2.73 crs. to Rs.5.10 crs. per annum for the period w.e.f. 31.01.2024 to 30.01.2029 at 100% payout, basis annual performance appraisal. The amount of Performance Linked Incentive (PLI) can range between 50% to 200% of the applicable PLI fixed (i.e.100% payout) for that year, basis achievement of consolidated/standalone business targets and individual’s performance, as per rules of the Company as determined from time to time. However, the maximum PLI payable for any year shall not exceed Rs.10.20 crs.

D. Perquisites & Allowances

In addition to the prescribed basic 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/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 150% 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 150% 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.

F. GENERAL

- i) Mr. Mohit Malhotra 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.
- iv) He shall not be entitled to sitting fee for attending the meetings of Board or Board Committees.
- v) The Company shall pay or reimburse to Mr. Mohit Malhotra, all costs, charges or expenses incurred by him for the purpose or on behalf of the Company.
- vi) He shall maintain confidentiality of all information or knowledge in connection with the business affairs of the Company, obtained by him during the course of his tenure as the Whole Time Director and Chief Executive Officer of the Company or at any time thereafter.

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 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.

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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, sanctions if and when necessary, desirable and expedient in law, the restated Articles of Association be and is hereby approved and adopted as Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Date : 04 May, 2023
Place : New Delhi

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

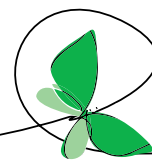
Regd. Office: **(A K JAIN)**
8/3, Asaf Ali Road, EVP (Finance) & Company Secretary
New Delhi - 110 002 (Membership No. F4311)



NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item 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 December 28, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars issued by the MCA and SEBI, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI CIRCULARS 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 January 05, 2023 read with SEBI Circular dated May 12, 2020, Notice of the 48th AGM along with the Integrated Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of AGM and the Integrated Annual Report 2022-23 will also be available on the Company's website www.dabur.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent ("RTA") - KFin Technologies Ltd. ("KFin") at <https://evoting.kfintech.com/> or <https://emeetings.kfintech.com/>. Shareholders are requested to follow the process as mentioned in para (B) of Note No. 22 under 'Login method for e-voting for shareholders other than Individual shareholders holding shares in demat mode and shareholders holding shares in physical mode' to obtain the User ID and Password for e-voting.

In case of any queries / difficulties in registering the e-mail address, Members may write to investors@dabur.com or einward.ris@kfintech.com.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, July 24, 2023 to Friday, July 28, 2023 (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 on 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 to provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.dabur.com/investor/investor-information/shareholder-services> and is also available on the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.
12. Members may please note that SEBI vide its 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, Company /RTA shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the company's website at <https://www.dabur.com/investor/investor-information/shareholder-services> and is also available on the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can
- contact the Company or KFin, for assistance in this regard.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has made it mandatory for the holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers on or before October 1, 2023 to the RTA of the Company. Folios wherein any of the above document(s)/details are not furnished on or before the said date, shall be frozen by the RTA. After December 31, 2025 the frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
- Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes to avoid freezing of folio.
- The security holder(s) whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned above and to receive any payment including dividend, in respect of such frozen folios, only through electronic mode after they comply with the above stated requirements. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.dabur.com/investor/investor-information/shareholder-services>
14. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, 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, 2023. 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's website www.dabur.com, for further details and formats of declaration.

Kindly note that the relevant documents should be emailed to Company's RTA - KFin, at einward.ris@kfintech.com. You can also email the same to investors@dabur.com. No communication on the tax determination / deduction shall be entertained after July 31, 2023.

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.

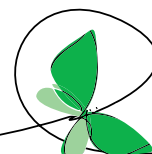
15. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2014-15 and also interim dividend for FY 2015-16. Members who have not yet encashed their dividend warrants for the financial year 2015-16 (final dividend) onwards are requested to make their claims to the Company immediately. Members may please note that no claim shall lie against the Company in respect of the dividend which remain unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account. However, this amount can be claimed from IEPF Authorities only after complying with the procedure specified for it.

Further, the information regarding unclaimed dividend in respect of dividends declared up to the FY 2021-22 and updated upto the date of 47th AGM held on August 12, 2022 has been uploaded on the website of the Company www.dabur.com under 'Investors' section. The said information was also filed with MCA which is available on their website at www.iepf.gov.in. Further, as per the requirement of Section 124(2) of the Act, the Company has uploaded the details of unclaimed dividend in respect of interim dividend declared during the FY 2022-23, on the website of the Company. Shareholders may kindly check the said information

and if any dividend amount appears unpaid against their name, they may lodge their claim, duly supported by relevant documents to the Company.

Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at www.dabur.com. Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

16. All the documents referred to in the accompanying notice and explanatory statement annexed hereto shall be available for inspection during normal business hours on working days at the Registered Office of the Company, from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and same may be accessed upon log-in to <https://emeetings.kfintech.com/>.
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 and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed in the General Body Meetings will be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and same may be accessed upon log-in to <https://emeetings.kfintech.com/>.

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. 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 03, 2023.**

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:

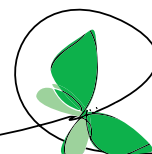
Commencement of remote e-voting	09:00 a.m. (IST) on August 06, 2023
End of remote e-voting	05:00 p.m. (IST) on August 09, 2023

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.

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

Type of shareholder	Login method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <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’s name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <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. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com II. Login with your registered user id and password. III. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. IV. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.



Type of shareholder	Login method
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

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

- Open your web browser during the voting period by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date**). Your Folio No. /DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with KFin for remote e-voting, you shall use your existing User ID and password for casting your vote.
- Any person, who has not registered e-mail id or who acquires shares of the Company and becomes member of the Company after dispatch

of the Notice of AGM and holding shares as on the cut- off date i.e. August 03, 2023 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.

- After entering these details appropriately, click on "LOGIN".

- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper



case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the Event Number of “Dabur India Limited – AGM”. Select the Event Number and click on “Submit”.
- h) On the voting page you will see the Resolution Description and the options “FOR/AGAINST/ABSTAIN” for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote.
- i) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- k) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: info@navneetaroracs.com with a copy to evoting@kfintech.com. The scanned image of the above mentioned

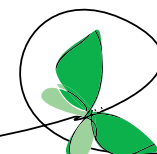
documents should be in the naming format “Corporate Name EVENT NO.”

- m) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have cast their vote through remote e-voting shall not be allowed to vote again at the Meeting.**
- n) In case of any query pertaining to e-voting, please contact KFin’s toll free no. 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 Mr. Sankara G, Senior 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](mailto: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 05, 2023 (9:00 a.m. IST) to August 07, 2023 (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 03, 2023 and who has not cast his/her vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

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

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

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 03, 2023.
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 two working days or three days, whichever is earlier, of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith submit the same to the Chairman of the Company or a person authorized by him. The Chairman or the authorized person shall countersign the Scrutinizer's Report and shall declare the result forthwith.
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 'Investors' 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 Board of Directors of the Company ("Board") on the recommendation of Audit Committee, has approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2023-24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the members of the Company are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2023-24 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 recommends the resolution as set out at item No. 5 of the Notice for approval by the members as an ordinary resolution.

Item No. 6

On the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") in its meeting held on May 04, 2023, has appointed Mrs. Satyavati Berera (DIN: 05002709), as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f. June 01, 2023 under Section 161(1) of the Companies Act, 2013 (the "Act") and Articles of Association of the Company and she shall hold office up to the date of this AGM. She is eligible for appointment as a director. Mrs. Satyavati Berera has been appointed in the category of Non-Executive Independent Director under section 149 of the Act for a term of 5 consecutive years to hold office from June 01, 2023 till May 31, 2028. The Company has received a declaration from Mrs. Satyavati Berera that she meets the criteria of independence as prescribed under Section 149(6) of the Act, rules made thereunder and also under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Further, she has also confirmed that she 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 her consent to act as a Director of the Company. The Company has also received notice under Section 160 of the Act, from a member signifying intention to propose her candidature for the office of Independent Director of the Company.

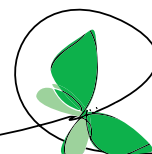
The Board is of the opinion that Mrs. Satyavati Berera, is a person of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that she is independent of the management of the Company. The Board considers that her 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 Mrs. Berera meets such requirements have been provided under the head "Board Membership Criteria" in the Corporate Governance Report forming part of the Annual Report.

Her brief resume, the nature of her expertise in specific functional areas, names of companies in which she holds directorship, committee memberships/chairmanships, her shareholding etc., are separately annexed hereto in Annexure 1. Additional information in respect of Mrs. Satyavati Berera, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is given in the Annexure to this Notice and in the Annual Report under 'Directors' Report' and 'Report on Corporate Governance'.

A copy of letter of appointment of Mrs. Satyavati Berera as Non-Executive Independent Director setting out the terms and conditions of her 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, she 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.

Mrs. Berera is not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Act.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mrs. Satyavati Berera herself and her 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. 6 of the Notice for approval by the members as a special resolution.

Item No. 7

The Members of the Company in the Annual General Meeting held on August 30, 2019 had approved the appointment of Mr. Ajit Mohan Sharan (DIN: 02458844) as Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from January 31, 2019 (being date of his appointment as an additional director on the Board) to January 30, 2024. Mr. Sharan will complete his term on January 30, 2024.

Pursuant to Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director shall hold office for a term of up to 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 up to five consecutive years on the Board of a Company.

Accordingly, Mr. Ajit Mohan Sharan being eligible for re-appointment as Independent Director, the Board of Directors of the Company ('the Board') at its meeting held on May 04, 2023, on the recommendation of the Nomination and Remuneration Committee ("NRC"), recommended for approval of the Members, the re-appointment of Mr. Ajit Mohan Sharan as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years, with effect from January 31, 2024, 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 Resolution relating to his re-appointment.

The Company has received notice under Section 160 of the Act, from a member signifying 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. Sharan that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the 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, being eligible for re-appointment as Independent Director.

The Board is 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 Independent Director of the Company and fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company. The details of the skills and capabilities required for the role and the manner in which Mr. Sharan meets such requirements have been provided under the head "Board Membership Criteria" in the Corporate Governance Report forming part of the Annual Report.

The NRC and the Board are of the view that, given the knowledge, experience and performance of Mr. Ajit Mohan Sharan and contribution to Board processes by him, his continued association as Director will be of immense benefit and in the best interest of the Company. The performance evaluation report of the Board, its Committees where Mr. Ajit Mohan Sharan is a member, and of Mr. Ajit Mohan Sharan during his tenure has been very good. He effectively participated in discussions on various agenda items, provided his independent judgement wherever required, his views, expertise and suggestions were taken into consideration which helped the Company to conduct its business effectively and achieve growth and enabled compliance of applicable statutes.

A brief resume of Mr. Ajit Mohan Sharan, the nature of his expertise in specific functional areas, names of companies in which he holds Directorships, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in Annexure 1. Additional information in respect of the above-mentioned director, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is also given in the Annexure 1 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. 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 the 44th Annual General Meeting (presently covers the period up to March 31, 2024) and as may be determined by the Board.

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 Act.



None of the Directors and Key Managerial Personnel of the Company (including relatives of directors or key managerial personnel) other than Mr. Ajit Mohan Sharan himself and his relatives, is 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. Mohit Malhotra was appointed as a Whole-time Director and Chief Executive Officer (CEO) 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 ("AGM") held on August 30, 2019. His remuneration was further revised and approved by the members of the Company in the AGM held on August 12, 2022.

As the existing tenure of Mr. Mohit Malhotra as Whole-time Director and CEO of the Company will end on January 30, 2024, the Board of Directors of the Company ("the Board") in its meeting held on May 04, 2023 has, basis the recommendation of the Nomination and Remuneration Committee, re-appointed him as Whole-time Director and CEO of the Company for a further period of five years with effect from January 31, 2024 till January 30, 2029 on the remuneration and terms and conditions (subject to approval of members of the Company), as set out in the resolution provided in the Notice.

Taking into consideration the rich experience, expertise and invaluable contributions of Mr. Mohit Malhotra, he is best suited for the said position, and it will be in the best interest of the Company to retain him in his present role as Whole Time Director & CEO of the Company for another term of five years.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds directorship, committee memberships/chairmanships, his shareholding etc., are separately annexed hereto in Annexure 1. Additional information in respect of Mr. Malhotra, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) is given in the Annexure 1 to this Notice and in the Annual Report under 'Directors' Report' and 'Report on Corporate Governance'.

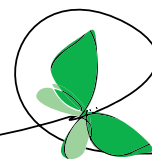
The terms of appointment and remuneration as set out in the resolution may be altered, varied and modified from time to time by the Board, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in section 197 read with Schedule V of the Companies Act, 2013 (the Act) 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 and Mr. Mohit Malhotra.

Mr. Mohit Malhotra satisfies all the conditions set out in Part-I of Schedule V to the Act 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.

His current remuneration and proposed revision in remuneration is as under: -

Particulars	Existing Remuneration range (per annum) (01.07.2022 to 30.01.2024)	Current Remuneration as per Board approval w.e.f. 01-07-22 (per annum)	Proposed Remuneration range (per annum) (31.01.2024 to 30.01.2029)
Basic Salary	Rs.3.33 crs. to Rs.6.00 crs.	Rs. 3.94 crs.	Rs.3.94 crs. to Rs. 9.00 crs.
Special Allowance	Rs.3.86 crs. to Rs.5.25 crs.	Rs. 3.89 crs.	Rs.3.89 crs. to Rs. 7.00 crs.
Performance linked incentive*	Rs.2.50 crs. to Rs.4.00 crs.	Rs. 2.73 crs.	Rs.2.73 crs. to Rs. 5.10 crs.
Perquisites & allowances	Not exceeding 400% of basic salary	Rs. 3.11 crs.	Not exceeding 150% of basic salary

* The amount of Performance Linked Incentive (PLI) can range between 50% to 200% of the applicable PLI fixed (i.e.100% payout) for that year, basis achievement of consolidated/standalone business targets and individual's performance, as per rules of the Company as determined from time to time. However, the maximum PLI payable for any year shall not exceed Rs. 10.20 crs.



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.

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out at item No. 8 of the Notice for approval by the members as a special resolution.

Item No. 9

The members may note that in terms of Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended by SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, an Issuer Company shall ensure provision in its Articles of Association (“AoA”) for appointment of a person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of Regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors. If such a provision is not present in the AoA, the same shall be inserted in the AoA by way of amendment, on or before September 30, 2023. Therefore, it is mandatory to amend the AoA latest by September 30, 2023.

Further, the Articles of Association of the Company contains provisions as applicable under Companies Act, 1956. Since the Companies Act, 1956 has been repealed and Companies Act, 2013 (“the Act”) has been notified (which also has undergone substantial changes since then), it is imperative to align the AoA of the Company with the latest provisions of the Act.

The Board of Directors of the Company, in its meeting held on May 04, 2023, have approved (subject to the approval of members) the adoption of restated AoA in place of and to the exclusion of existing AoA of the Company. The existing AoA and the draft of the restated AoA proposed for approval, are uploaded on the website of the Company at <https://www.dabur.com/investor/investor-information/shareholder-services> and also available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company and shall also be open for inspection during the AGM.

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.

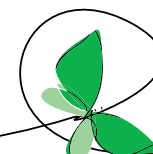
The Board of Directors recommend the resolution as set out in item No. 9 of the Notice for approval by the members as a special resolution.



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	Mrs. Satyavati Berera	Mr. Ajit Mohan Sharan
Director Identification Number (DIN)	05002709	02458844
Date of Birth / Age	10-07-1960	02-03-1957
Date of first appointment on the Board	01-06-2023	31-01-2019
Qualification	Economics Graduate from Lady Shri Ram College, Delhi University and a fellow member of the Institute of Chartered Accountants of India (ICAI).	1. Graduated from IIT Delhi, master's in business administration from Louisiana State University in US and master's in development economics from the University of Wales in UK. 2. IAS (Retd.)
Experience & Expertise in specific functional areas	<p>Mrs. Satyavati Berera is the former Chief Operating Officer ("COO") of PwC India and has superannuated from the firm after 40 years of managing diverse portfolios.</p> <p>She qualified as a Chartered Accountant in 1984 and subsequently became a Partner in 1995 with Price Waterhouse. Before becoming the COO in 2016, she played key leadership roles at the firm. She was the Consulting Leader of the firm from 2013 to 2015 while also serving as the Managing Partner for the firm's North region. She served as an Audit Partner from 1995 to 2005 and thereafter led the Risk Advisory services for the firm from 2005 to 2013. She served on the India Leadership Team from 2011 to 2022.</p>	<p>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 position of Principal Secretary for Power, Finance, Technical Education and Urban Development in the State. In the Central Government, he worked as joint secretary in the Department of Banking and Insurance during which period he 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 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.</p> <p>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.</p> <p>Mr. Sharan advises companies across several sectors on business strategy and corporate affairs.</p>
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	NA	As mentioned in the Corporate Governance Report (forming part of Annual Report 2022-23)
Shareholding in the Company as on 31.03.2023 (in individual capacity and as a beneficial owner)	<p>a) In individual capacity: Nil</p> <p>b) As beneficial owner: Nil</p>	<p>c) In individual capacity : Nil</p> <p>d) As beneficial owner: Nil</p>

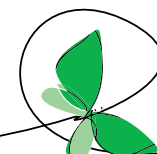


Name of the Director	Mrs. Satyavati Berera	Mr. Ajit Mohan Sharan
Relationship with other directors and KMPs of the Company	None	None
Number of Board meetings attended during FY 2022-23	Not Applicable	Five out of Five
Directorships held in other Indian Listed Companies	None	1. Capri Global Capital Limited
Directorships held in other Indian unlisted Companies	1. CDP Operations India Private Limited	1. OIT Infrastructure Management Limited 2. Avon Radio Pharmaceuticals Solutions Private Limited 3. SDS Life Sciences Private Limited
Details of Listed Companies from which the Director resigned during FY 2020-21, FY 2021-22 and FY 2022-23	None	None
Chairmanship/ membership of Committees of the Company	None	Member of: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	None	1. Capri Global Capital Limited • Member of Nomination & Remuneration Committee

Name of the Director	Mr. Amit Burman	Mr. Mohit Malhotra
Director Identification Number (DIN)	00042050	08346826
Date of Birth / Age	16-07-1969	18-07-1969
Date of first appointment on the Board	01-11-2001	31-01-2019
Qualification	MBA from Cambridge University, England, M.Sc. in Industrial Engineering from Columbia University, USA and a B.Sc. degree in Industrial Engineering from Lehigh University, Bethlehem, PA, 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. Amit Burman, is responsible for Dabur India's foray into processed foods business with the setting up of Dabur Foods Ltd. It is to his credit today that Dabur Real and Hommade are household names.</p> <p>He took on the responsibilities as the CEO of Dabur Foods in 1999 and forayed into the processed foods business with a range of ethnic cooking pastes & chutneys and packaged fruit juices. He stepped down as the CEO of Dabur Foods when the company was merged into Dabur India Ltd in July 2007. He was then appointed the Vice Chairman of Dabur India Ltd. He took charge as the Chairman of Dabur India Ltd in 2019 and stepped down as the Chairman in Aug 2022.</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. He took charge as the CEO-India Business and then as the Global CEO of the Company in April 2019.</p>



Name of the Director	Mr. Amit Burman	Mr. Mohit Malhotra
	<p>He started his career at Dabur's Industrial Engineering Department where he was responsible for induction of machinery, method improvements, manpower reduction and improving product packaging.</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". A passionate advocate for a sustainable, diverse and inclusive global future, Mr. Malhotra has overall responsibility for the Company's strategic direction and continued growth.</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 was ranked amongst Most Inspiring CEOs for two years in a row (2021 and 2022) by The Economic Times. He was also named amongst Dominant Leaders to Watch in Healthcare 2021, besides being named CEO of The Year in FMCG category at the Business Leadership Awards 2021, ranked 28 in the Top 100 Business Leaders list, Impact Digital Power 100 2020. 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 per Company Policy on appointment of Board members	As mentioned in the resolution set out in the AGM Notice
Remuneration last drawn	Nil	As mentioned in the Corporate Governance Report (forming part of Annual Report 2022-23)
Shareholding in the Company as on 31.03.2023 (in individual capacity and as a beneficial owner)	<p>a) In individual capacity: Nil</p> <p>b) As beneficial owner: Nil</p>	<p>a) In individual capacity: 1405863 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 2022-23	<p>Not applicable</p> <p>(Dr Anand Chand Burman was appointed as alternate director to Mr. Amit Burman. Dr Anand Chand Burman attended five out of five meetings during FY 2022-23)</p>	Five out of five
Directorships held in other Indian Listed Companies	1. Talbros Automotive Components Limited	None
Directorships held in other Indian unlisted Companies	<p>1. Lite Bite Foods Tres Private Limited</p> <p>2. Lite Bite Foods Private Limited</p> <p>3. Lite Bite Travel Foods Private Limited</p> <p>4. Gyan Enterprises Private Limited</p> <p>5. H&B Stores Limited</p> <p>6. Oriental Structural Engineers Private limited</p> <p>7. Kho Kho Sports League Private Limited</p>	1. H & B Stores Limited



Name of the Director	Mr. Amit Burman	Mr. Mohit Malhotra
Details of Listed Companies from which the Director resigned during FY 2020-21, FY 2021-22 and FY 2022-23	None	None
Chairmanship/ membership of Committees of the Company	Member of: <ol style="list-style-type: none"> Stakeholders Relationship Committee Risk Management Committee 	Member of: <ol style="list-style-type: none"> Corporate Social Responsibility Committee Risk Management Committee Environment, Social and Governance (ESG) Committee
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	<ol style="list-style-type: none"> Talbros Automotive Components Limited <ul style="list-style-type: none"> Member of Audit Committee Member of Corporate Social Responsibility Committee 	None



