**Ref: SEC/SE/2026-27**
**Date: November 20, 2026**

To,

Corporate Relations Department
**BSE Ltd.**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

BSE Scrip Code: 500096

Listing Department
**National Stock Exchange of India Ltd.**
Exchange Plaza, 5th Floor
Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051

NSE Scrip Symbol - DABUR

**Sub: Notice of Postal Ballot**

**Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Further to our letter dated November 04, 2026, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, please find enclosed herewith a copy of the Postal Ballot Notice dated November 04, 2026 ("Postal Ballot Notice"), along with the Explanatory Statement, pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, for seeking approval of the Members through remote e-voting in respect of the following Resolutions:

| S. No. | Particulars | Type of Resolution |
|---|---|---|
| 1 | To appoint Mr. Gopal Krishna Jain (DIN: 02050486) as a Non-Executive Independent Director of the Company | Special Resolution |
| 2 | To appoint Mr. Herjit Singh Bhalla (DIN: 07688008), as Director and a Whole Time Director of the Company | Special Resolution |

Pursuant to the provisions of the General Circular Nos. 14/2020 dated April 8, 2020 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), and in compliance with the provisions of the Listing Regulations read with the relevant circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Resolutions set out in this Postal Ballot Notice are proposed for approval of the Members of Dabur India Limited ("the Company") by way of Postal Ballot through remote electronic voting ("remote e-voting") only.

In compliance with the MCA Circulars, the SEBI Circulars and the Listing Regulations, this Postal Ballot Notice is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar to an Issue and Share Transfer Agent ("RTA"), or their respective Depository Participants ("DPs") as on Tuesday, November 10, 2026 ("Cut-off-date"). Accordingly, physical copies of this Postal Ballot Notice, the Postal Ballot Form and the pre-paid business reply envelope shall not be sent to the Members.

The Company has appointed KFin Technologies Limited, Registrar to an Issue and Share Transfer Agent (RTA) of the Company, for facilitating remote e-voting to enable the Members to cast their votes electronically. The Schedule of events for the Postal Ballot (Remote e-voting) is set out below:

| S. No. | Event | Date |
|---|---|---|
| 1 | Cut-off-date for determining the list of members eligible for remote e-voting and for sending Postal Ballot Notice to members | Tuesday, November 10, 2026 |
| 2 | Commencement of e-voting | 9:00 a.m. (IST) on Saturday, November 21, 2026 |
| 3 | End of e-voting | 5:00 p.m. (IST) on Sunday, December 20, 2026 |
| 4 | Declaration of Results of Postal Ballot | On or before Tuesday, December 22, 2026 |

A copy of the aforesaid Postal Ballot Notice is being made available on the website of the Company https://www.dabur.com/ and on the website of Company's RTA, KFin Technologies Limited at https://evoting.kfintech.com/.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Dabur India Limited**

Ashok Kumar Jain

Digitally signed by Ashok Kumar Jain
DN: c=IN, o=Personal, title=2634, pseudonym=fzxn5h6lv9a4tm2bedjrgcpks8q3o7w1, 2.5.4.20=08443b3bbbcf5f80cd46cc26add8b8bdd652ffd20caa6b7340b03564e4b39dfa, postalCode=110092, st=Delhi, serialNumber=ecb3e1fdc2a028c70333c2d10a7e968110c5d0645b352ed6dfd1bc6aad8147b3, cn=Ashok Kumar Jain
Date: 2026.11.20 12:08:18 +05'30'

**(Ashok Kumar Jain)**
**Group Company Secretary & Chief Compliance Officer**

**Encl.:** as above

# DABUR INDIA LIMITED

CIN: L24230DL1975PLC007908
Regd. Off: 8/3, Asaf Ali Road, New Delhi-110 002
Phone: 011-23253488; Website: www.dabur.com,
Email for investors: investors@dabur.com

## Postal Ballot Notice

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)*

| VOTING STARTS ON | VOTING ENDS ON |
|---|---|
| Saturday, November 21, 2026 | Sunday, December 20, 2026 |

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("**the Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with relevant circulars issued by SEBI in this regard ("**SEBI Circulars**") and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020 and subsequent circulars issued in this regard, latest being 03/2025 dated September 22, 2025 collectively referred to as ("**MCA Circulars**"), the Resolutions as set out hereunder are proposed for approval of the Members of Dabur India Limited ("**the Company**"), through postal ballot (the "**Postal Ballot**") only by way of remote e-voting ("**e-voting**") process. A Statement pursuant to Section 102 of the Act, pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice ("**the Notice**" or "**the Postal Ballot Notice**").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Company's Registrar to an Issue and Share Transfer Agent (**"RTA**") i.e. KFin Technologies Limited ("**KFin**") / Depository Participant(s) as on **Tuesday, November 10, 2026** ("**Cut-off Date**"). The Company has engaged the services of KFin, Company's RTA, for the purpose of providing remote e-voting facility to its members. The instructions to cast vote through remote e-voting forms part of the 'Notes' to this Notice. The Notice is also available on the website of the Company www.dabur.com.

The Company has made necessary arrangements with KFin, Company's RTA to enable the

Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, December 20, 2026. The e-voting facility will be disabled by KFin immediately thereafter and will not be allowed beyond the said date and time.

**Resolutions proposed to be passed by means of Postal Ballot**

**Item No. 1: To appoint Mr. Gopal Krishna Jain (DIN: 02050486) as a Non-Executive Independent Director of the Company and in this regard, 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 ("SEBI Listing Regulations") and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Gopal Krishna Jain (DIN: 02050486), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI 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 liable to retire by rotation, to hold office for a term of 2 (two) consecutive years with effect from December 31, 2026 till December 30, 2028 (both days inclusive).

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

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

**Item No. 2: To appoint Mr. Herjit Singh Bhalla (DIN: 07688008), as Whole Time Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) along with applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in accordance with the applicable provisions of the Articles of Association of the Company, Mr. Herjit Singh Bhalla (DIN: 07688008) who was appointed by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, as an Additional Director of the Company with effect from November 14, 2026 in terms of Section 161

of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Act and Rules, read with Schedule V of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Herjit Singh Bhalla (DIN: 07688008) as Whole Time Director of the Company designated as Chief Executive Officer – India Business, for a period of five (5) years with effect from November 14, 2026 to November 13, 2031, not liable to retire 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 appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Herjit Singh Bhalla, 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. 4.01 Crs to Rs. 9.50 Crs. per annum for the period w.e.f. 14.11.2026 to 13.11.2031, 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 Act. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

**B. Performance linked incentive**

In the scale of Rs. 2.62 Crs. to Rs. 6.00 Crs. per annum for the period w.e.f. 14.11.2026 to 13.11.2031 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.12.00 Crs.

**C. Perquisites & Allowances**

In addition to the prescribed basic salary and performance linked incentives, Mr. Herjit S. Bhalla 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, conveyance allowance, other allowances (fuel reimbursement, driver salary reimbursement, car maintenance & telephone reimbursement) / bonus / special bonus / special incentive by whatever name called, contribution to provident fund, superannuation fund and payment of gratuity, club fees, tax u/s 392(1) of the Income Tax Act, 2025, 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. Herjit S. Bhalla; 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.

**D. STOCK OPTIONS**

In addition to the above, Mr. Herjit S. Bhalla will also be entitled to 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.

**E. GENERAL**

i) Mr. Herjit S. Bhalla 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. Herjit S. Bhalla, 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 his tenure as the Whole Time Director 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. Herjit Singh Bhalla, 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 to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: November 04, 2026
Place: New Delhi
Regd. Office: 8/3, Asaf Ali Road, New Delhi - 110 002

By Order of the Board
for **DABUR INDIA LIMITED**
(**SAKET GUPTA**)
Company Secretary
(Membership No. A20687)

**NOTES:**

1) The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2) In Compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with relevant MCA Circulars and SEBI Circulars, this Notice is being sent only through electronic mode to all its Members whose name(s) appear in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Tuesday, November 10, 2026 ("**Cut-Off Date**") and whose email addresses are registered with the Company/ Registrar to Issue & Share Transfer Agent ("RTA") or Depositories Participant(s) ("DPs").

3) Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting. A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.

   It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depository Participants) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

4) Voting rights will be reckoned in proportion to the paid-up value of shares registered in the name of the members on the Cut-off Date.

5) A copy of this Postal Ballot Notice is also available on the website of the Company at https://www.dabur.com/ under the Section "Investors", the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of KFin Technologies Ltd. ("KFin"), remote e-voting agency, at https://evoting.kfintech.com/.

6) Relevant documents referred to in this Postal Ballot Notice and the Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on investors@dabur.com for inspection of said documents.

7) The Board of Directors ("Board") at its meeting held on November 04, 2026 has 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 scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

8) The Scrutinizer's decision on the validity of E-voting will be final and binding.

9) The Special Resolutions mentioned above shall be declared as passed if the number of valid votes cast in its favor are not less than three times the number of votes cast, if any, against the said resolutions.

10) The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Tuesday, December 22, 2026. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.dabur.com) and on KFin's website (https://evoting.kfintech.com/public/Downloads.aspx) immediately after the result is declared and shall simultaneously be forwarded to National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the Company's shares are listed.

11) The last date of e-voting, i.e. December 20, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

12) **Manner of registering e-mail id by the members**

SEBI, vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 ("SEBI Master Circular") has mandated that all holders of physical securities in listed companies shall furnish their PAN, KYC and Nomination details for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. To update your KYC including email id, kindly note as follows:

- **KYC Updation for shares held in electronic form:** Please contact your Depository Participant only and not 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.

- **KYC Updation for shares held in physical form:** Please submit prescribed Form ISR - 1 and other forms pursuant to SEBI Master Circular dated February 06, 2026, as per instructions mentioned in the form to the Company's RTA. The said forms can be downloaded from below given web addresses:

  - Company's website: https://www.dabur.com/investor/investor-information/shareholder-services
  - RTA's website: https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

  The KYC documents can be submitted in following manner:

  a) Through hard copies which are self-attested, which can be sent to KFin;
  b) Through electronic mode with e-sign by following the link https://ris.kfintech.com/clientservices/isc/default.aspx.
  c) Through web portal of KFin - https://ris.kfintech.com.

  Detailed FAQs are available on KFin's weblink https://ris.kfintech.com/faq.html.

- Shareholders are requested to support the Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / KFin to enable servicing of notice, annual reports, other documents in electronic form.

13) **Change of RTA Address**

Members are hereby informed that the address of the Company's RTA - KFin, Technologies

Limited shall change from its existing address w.e.f. December 1, 2026. The existing address and new address have been provided below:

| Address till November 30, 2026 | Address w.e.f. December 01, 2026 |
|---|---|
| KFin Technologies Limited<br>Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana | KFin Technologies Limited<br>6th Floor, South Tower, Rajapushpa West Avenue, Survey No. 115, Kokapet, Serilingampally Mandal, District - Ranga Reddy Hyderabad- 500075, Telangana |

Accordingly, all future correspondence, notices, documents and communications including relating to share transfer, transmission, dematerialization etc. and other investor related service requests should be addressed to RTA's new communication address effective from December 1, 2026.

14) **REMOTE E-VOTING**

The remote e-voting period begins on **Saturday, November 21, 2026, at 09:00 a.m. (IST)** and ends on **Sunday, December 20, 2026, at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled by KFin for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, November 10, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Tuesday, November 10, 2026.

The Event number for the purpose of remote e-voting is **10319**.

**Procedure to cast votes through remote e-voting:**

As per SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated July 11, 2023 (last updated on January 30, 2026) on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

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

| Type of shareholder | Login method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | **1. User already registered for IDeAS facility:**<br>I. Visit URL: https://eservices.nsdl.com<br>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.<br>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"<br>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.<br><br>**2. User not registered for IDeAS e-Services**<br>I. To register click on link: https://eservices.nsdl.com |

| Type of shareholder | Login method |
|---|---|
| | II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>III. Proceed with completing the required fields.<br>IV. Follow steps given in point 1.<br><br>**3. Alternatively by directly accessing the e-Voting website of NSDL**<br>I. Open URL: https://www.evoting.nsdl.com/<br>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>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.<br>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-voting page.<br>V. Click on Company name or e-voting service provider name and 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 | **1. Existing user who have opted for Easi / Easiest**<br>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com<br>II. Click on New System Myeasi<br>III. Login with your registered user id and password.<br>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.<br>V. Click on e-Voting service provider name to cast your vote.<br><br>**2. User not registered for Easi/Easiest**<br>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration<br>II. Proceed with completing the required fields.<br>III. Follow the steps given in point 1.<br><br>**3. Alternatively, by directly accessing the e-Voting website of CDSL**<br>I. Visit URL: www.cdslindia.com<br>II. Provide your demat Account Number and PAN No.<br>III. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.<br>IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e-Voting is in progress.<br>V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period. |
| Individual Shareholders (holding securities in | I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. |

| Type of shareholder | Login method |
|---|---|
| demat mode) login through their Depository Participants | 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.<br><br>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. |

**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 websites.

**For technical Assistance:**

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

| Securities held with NSDL | Securities held with CDSL |
|---|---|
| Email: evoting@nsdl.co.in<br>Contact No.: +91 22 4886 7000 or Toll-free no.: 1800 1020 990 / 1800 22 44 30 | Email: helpdesk.evoting@cdslindia.com<br>Contact No.: 022-62343625, 022-62343626, 022-62343259 |

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

a) Open your web browser during the voting period by typing the URL: https://evoting.kfintech.com.

b) Enter the login credentials (i.e. User ID and password. In case of physical folio, USER ID will be EVEN i.e. 10319 followed by your Folio No. In case of demat account, USER ID will be your DPID & CLID. 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. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date**.

c) Any person, who has not registered e-mail id and holding shares as on the Cut-off Date 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> XXXXX1234567

- If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Member may call KFin’s toll free number 1800-309-4001.

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

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

d) After entering these details appropriately, click on “LOGIN”.

e) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

f) You need to login again with the new credentials.

g) On successful login, the system will prompt you to select the Event Number of “Dabur India Limited – Postal Ballot”. 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. In the member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

i) You may then cast your vote by selecting an appropriate option and click on “Submit”.

j) Voting is required to be done for each resolution of the notice separately. In case you do not desire to cast your vote on any specific resolution, it will be treated as “ABSTAIN” for that resolution.

k) 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).

l) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

m) 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.". The documents should reach the Scrutinizer on or before 5.00 P.M. on Sunday, December 20, 2026.

n) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

o) In case of any query pertaining to e-voting, please contact KFin's toll free no. 1800-309-4001 or visit the FAQ's section available at KFin's website https://evoting.kfintech.com.

p) In case of grievances connected to the remote e-voting, please contact Mr. D Suresh Babu, Senior Manager at KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana at email id einward.ris@kfintech.com, toll free number: 1800-3094-001.

**(C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@dabur.com.

b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@dabur.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A) of this note i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

c) Alternatively, shareholder/members may send a request to evoting@kfintech.com for procuring user id and password for e-voting by providing above mentioned documents.

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

**Item No. 1 : Appointment of Mr. Gopal Krishna Jain (DIN: 02050486) as a Non-Executive Independent Director of the Company**

The members may note that the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") in their respective meetings held on November 04, 2026, after evaluating the skills, experience, expertise, knowledge of Mr. Gopal Krishna Jain (DIN: 02050486), have approved his appointment as Non-Executive Independent Director of the Company for a period of 2 (two) consecutive years, with effect from December 31, 2026 till December 30, 2028, pursuant to the provisions of Sections 149, 150 read with Schedule IV of the Companies Act, 2013 ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the relevant provisions of the Articles of Association of the Company and have recommended the same for the approval of the members.

The Company has received the following documents from him (i) consent to act as Director of the Company in accordance with Section 152(5) of the Act; (ii) declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, rules made thereunder and also under Regulation 16 of the SEBI Listing Regulations; (iii) confirmation that he is not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received notice under Section 160 of the Act, from a member signifying intention to propose his candidature for the office of Independent Director of the Company.

The NRC and the Board are of the opinion that Mr. Gopal Krishna Jain, 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 SEBI Listing Regulations and that he is independent of the management of the Company. The Board considers that his association as an Independent Director will be of immense benefit and will be in the best interest of the Company.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds directorship, committee memberships/chairmanships, his shareholding etc., are separately annexed hereto as **Annexure-1**. Additional information in respect of Mr. Gopal Krishna Jain, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is also given in **Annexure-1** to this Notice.

A copy of draft letter of appointment of Mr. Jain 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 and is also available on the website of the Company at weblink https://www.dabur.com/investor/corporate-governance/independent-directors.

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 (presently covers the period up to March 31, 2029) and as may be determined by the Board.

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

Accordingly, based on the recommendation of the NRC, the Board recommends the resolution as set out in item No. 1 of the Notice for approval by the members as a Special Resolution.

**Item No. 2: Appointment of Mr. Herjit Singh Bhalla (DIN: 07688008), as Whole-time Director of the Company**

The members may note that the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") in their respective meetings held on November 04, 2026, after evaluating the skills, experience, expertise, knowledge of Mr. Herjit Singh Bhalla (DIN: 07688008) approved his appointment as an Additional Director of the Company with effect from November 14**,** 2026, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the applicable provisions of the Articles of Association of the Company. The Board also approved his appointment as a Whole-time Director (Executive, Non-Independent Director) of the Company designated as Chief Executive Officer – India Business, for a term of five (5) years, commencing from November 14**,** 2026 and ending on November 13, 2031, on the terms and conditions, including remuneration, as set out in the accompanying resolution, subject to the approval of the Members and such other approvals as may be required under applicable law.

Mr. Bhalla is currently serving as the Chief Executive Officer – India Business of the Company and has been appointed as a Senior Management Personnel of the Company with effect from April 23, 2026. Considering his academic background, professional credentials, industry experience and contributions to the Company, the Board is of the view that Mr. Bhalla possesses the requisite qualifications, competencies and experience for the position of Whole-time Director, having regard to the nature of the Company's business and the industry in which it operates. The Board considers his appointment to be in the best interests of the Company.

The Company has received a notice under Section 160(1) of the Act from a Member proposing the candidature of Mr. Bhalla for appointment as a Director of the Company. Mr. Bhalla has furnished his written consent to act as a Whole-time Director of the Company in accordance with Section 152(5) of the Act and has submitted the requisite declarations confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act. He has also confirmed that he is not debarred or restrained from holding the office of Director by any order of SEBI or any other statutory or regulatory authority. Further, Mr. Bhalla has furnished the requisite declarations and confirmations regarding fulfilment of the applicable conditions prescribed under Part I of Schedule V to the Act and his eligibility for appointment as a Whole-time Director under Section 196(3) of the Act.

The brief profile of Mr. Bhalla, including his qualifications, expertise in specific functional areas, directorships in other companies, committee memberships and chairmanships, shareholding in the Company and other requisite particulars, is set out in **Annexure-1** to this Notice. The disclosures required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings (SS-2), as applicable, are also set out in the said **Annexure-1**.

The member may also note that the NRC has granted a total of 2,65,602 stock options to Mr. Bhalla, at an exercise price of Re. 1/- per share, which shall vest over a period of three years till May 15, 2029, subject to achievement of business performance criteria approved by the Board / NRC.

In the event that, during any financial year falling within the tenure of Mr. Bhalla, the Company has no profits or its profits are inadequate, the remuneration payable to him shall be governed by the applicable provisions of Section 197 read with Schedule V to the Act and the rules made thereunder, subject to fulfilment of the prescribed conditions and obtaining such approvals, if any,

as may be required under applicable law. Apart from remuneration as specified in the resolution, Mr. Bhalla shall not be entitled to any sitting fees for attending meetings of the Board or any committee thereof.

This Explanatory Statement read together with the accompanying resolution may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Herjit Singh Bhalla as Whole-time Director of the Company in terms of Section 190 of the Act.

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

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members as a Special Resolution.

Date: November 04, 2026
Place: New Delhi
Regd. Office: 8/3, Asaf Ali Road, New Delhi - 110 002

By Order of the Board
for **DABUR INDIA LIMITED**
(**SAKET GUPTA**)
Company Secretary
(Membership No. A20687)

**Annexure 1**

**Additional Information of Directors to be appointed, 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 Postal Ballot Notice**

| **Name of the Director** | **Mr. Gopal Krishna Jain** | **Mr. Herjit Singh Bhalla** |
|---|---|---|
| Director Identification Number (DIN) | 02050486 | 07688008 |
| Date of Birth / Age | August 17, 1967 / 59 years | December 23, 1976 / 49 years |
| Date of first appointment on the Board | December 31, 2026 | November 14, 2026 |
| Qualification | Bachelor's Degree in Economics – University of Delhi and M.A. (Oxon), English Law – University of Oxford | B.Com. (Hons.) from Delhi University (1997) and PGPM from MDI Gurugram |
| Brief Profile, Experience & Expertise in specific functional areas | Mr. Gopal Krishna Jain is a Senior Advocate designated by the Supreme Court of India since 2014, with over 30 years of experience in arbitration, commercial litigation, and regulatory advisory.<br><br>Admitted to the Bar in 1992, he has represented leading Indian and multinational clients in complex disputes before the Supreme Court of India, more than 20 High Courts, and multiple tribunals.<br><br>His core expertise includes experience in Constitutional Law & Regulatory Frameworks, Commercial Arbitration (Domestic & International), Corporate Governance & Board Advisory Infrastructure, Telecom & Energy Sectors, Risk, Compliance & Policy Strategy and Commercial Litigation. | Mr. Bhalla, joined Dabur earlier this year as CEO – India Business, bringing over 25 years of experience in building brands, scaling businesses and driving sustainable growth across diverse geographies and business environments.<br><br>Mr. Bhalla spent over 16 years at Unilever in management roles across India and international markets, followed by global leadership positions at The Hershey Company and METRO Cash & Carry India. |
| Terms and conditions for appointment | As mentioned in the resolution set out in the Notice and as per Company's Policy on appointment of Board Members | As mentioned in the resolution set out in the Notice and as per Company's Policy on appointment of Board Members |
| Remuneration last drawn | Not Applicable | Nil in capacity of Director |
| Shareholding in the Company as on September 30, 2026 (in individual capacity and as a beneficial owner) | a) In individual capacity: Nil<br>b) As beneficial owner: Nil | a) In individual capacity: Nil<br>b) As beneficial owner: Nil |
| Relationship with other Directors and KMPs of the | None | None |

| | | |
|---|---|---|
| Company | | |
| Number of Board meetings attended during FY 2026-27 upto the date of Notice | Not Applicable | Not Applicable |
| Directorships held in other Indian Listed Companies | Nil | Nil |
| Directorships held in other Indian unlisted Companies | GKK Reality Private Limited | H&B Stores Limited |
| Details of Listed Companies from which the Director resigned during FY 2023-24, FY 2024-25, FY 2025-26 | None | None |
| Chairmanship/ membership of Committees of the Company | None | Member of ESG Committee |
| Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies | None | None |
| Skills and capabilities required for the role and the manner in which the proposed appointee meets such requirements | Mr. Jain meets the following skills and capabilities required for the role as an Independent Director, as identified by the NRC:<br>(i) Governance<br>(ii) Trade Policy & Economics | Mr. Bhalla meets the following skills and capabilities required for the role as Whole-time Director, as identified by the NRC:<br>(i) Strategy / Business Leadership<br>(ii) Sales & Marketing experience<br>(iii) Stakeholder management<br>(iv) Trade Policy & Economics<br>(v) Corporate Strategy Consultant |