

Ref: SEC/SE/2022- 23
Date: August 17, 2022



To,
Corporate Relation Department
BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

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

BSE Scrip Code: 500096

NSE Scrip Symbol: DABUR

Sub: Voting Results of 47th Annual General Meeting ("AGM") of the Company

Dear Sir/Madam,

We wish to inform you that the 47th Annual General Meeting (AGM) of the Company was held on August 12, 2022 at 10:30 a.m. by way of Video Conferencing / Other Audio Visual Means and the business stated in the Notice of AGM dated May 5, 2022 were transacted.


In this regard, please find enclosed the following:

- 1) Voting Results of the businesses transacted at the AGM as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annexure-1.
- 2) Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014-Annexure-2.

Further, we would like to inform that the shareholders of the Company in the AGM have approved final dividend of Rs.2.70 per equity share for the financial year 2021-22. The dividend shall be paid from August 22, 2022 onwards.

Thanking You,

Yours faithfully,
For **Dabur India Limited**


(A K Jain)

EVP (Finance) and Company Secretary
Encl: as above



| | |
|---|---------------------|
| Name of the Company | DABUR INDIA LIMITED |
| Date of the AGM | 12-08-2022 |
| Total number of shareholders on record date | 479566 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 27 |
| Public: | 180 |

| Resolution No. 1 | | Adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | | Ordinary Resolution | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 4,24,755 | 99.8777 | 0.1223 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,74,20,077 | 83.5034 | 34,69,95,322 | 4,24,755 | 99.8777 | 0.0000 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,74,20,077 | 83.5034 | 34,69,95,322 | 4,24,755 | 99.8777 | 0.1223 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,16,039 | 25.3722 | 4,17,14,428 | 1,611 | 99.9961 | 0.0039 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,65,762 | 29.0517 | 4,77,64,149 | 1,613 | 99.9966 | 0.0034 |
| Total | | 1,77,17,27,859 | 1,53,54,68,524 | 86.6650 | 1,53,50,42,156 | 4,26,368 | 99.9722 | 0.0278 |



| Resolution No. 2 | | Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon. | | | | | | |
|---|-------------------------------|--|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | | Ordinary Resolution | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,74,20,077 | 83.5034 | 34,69,95,322 | 4,24,755 | 99.8777 | 0.1223 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,74,20,077 | 83.5034 | 34,69,95,322 | 4,24,755 | 99.8777 | 0.1223 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,15,829 | 25.3720 | 4,17,14,199 | 1,630 | 99.9961 | 0.0039 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,65,552 | 29.0515 | 4,77,63,920 | 1,632 | 99.9966 | 0.0034 |
| Total | | 1,77,17,27,859 | 1,53,54,68,314 | 86.6650 | 1,53,50,41,927 | 4,26,387 | 99.9722 | 0.0278 |



| Resolution No. 3 | Confirmation of interim dividend already paid and declare final dividend on equity shares for the financial year ended March 31, 2022. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,77,55,385 | 83.5840 | 34,77,55,385 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,77,55,385 | 83.5840 | 34,77,55,385 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,28,827 | 25.3799 | 4,17,27,168 | 1,659 | 99.9960 | 0.0040 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,78,550 | 29.05945 | 4,77,76,889 | 1,661 | 99.9965 | 0.0035 |
| Total | | 1,77,17,27,859 | 1,53,58,16,620 | 86.6847 | 1,53,58,14,959 | 1,661 | 99.9999 | 0.0001 |



| Resolution No. 4 | Appointment of a Director in place of Mr. Saket Burman (DIN: 05208674) who retires by rotation and being eligible offers himself for re-appointment. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,90,93,690 | 95.6212 | 1,13,90,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,01,82,685 | 95.7126 | 1,14,01,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,77,55,385 | 83.5840 | 14,89,85,535 | 19,87,69,850 | 42.8420 | 57.1580 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,77,55,385 | 83.5840 | 14,89,85,535 | 19,87,69,850 | 42.8420 | 57.1580 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,16,051 | 25.3722 | 4,17,13,994 | 2,057 | 99.9951 | 0.0049 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,65,774 | 29.0517 | 4,77,63,715 | 2,059 | 99.9957 | 0.0043 |
| Total | | 1,77,17,27,859 | 1,53,57,03,844 | 86.6783 | 1,33,69,31,935 | 19,87,71,909 | 87.0566 | 12.9434 |



| Resolution No. 5 | Appointment of M/s. G. Basu & Co., Chartered Accountants as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this 47th Annual General Meeting until the conclusion of 52nd Annual General Meeting of the Company to be held in the calendar year 2027, and to fix their remuneration. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Special Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,77,55,385 | 83.5840 | 34,77,55,385 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,77,55,385 | 83.5840 | 34,77,55,385 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,16,006 | 25.3721 | 4,17,13,628 | 2,378 | 99.9943 | 0.0057 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,720 | 3 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,65,729 | 29.05166 | 4,77,63,348 | 2,381 | 99.9950 | 0.0050 |
| Total | | 1,77,17,27,859 | 1,53,58,03,799 | 86.6840 | 1,53,58,01,418 | 2,381 | 99.9998 | 0.0002 |



| Resolution No. 6 | Approval and ratification of remuneration payable to M/s Ramanath Iyer & Co., Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2022-23 | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 2,91,65,860 | 91.6131 | 8.3869 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,77,55,385 | 83.5840 | 31,85,89,525 | 2,91,65,860 | 0.0000 | 0.0000 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,77,55,385 | 83.5840 | 31,85,89,525 | 2,91,65,860 | 91.6131 | 8.3869 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,16,008 | 25.3721 | 2,97,56,749 | 1,19,59,259 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,720 | 3 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,65,731 | 29.0517 | 3,58,06,469 | 1,19,59,262 | 74.9627 | 25.0373 |
| Total | | 1,77,17,27,859 | 1,53,58,03,801 | 86.6840 | 1,49,46,78,679 | 4,11,25,122 | 97.3222 | 2.6778 |



| Resolution No. 7 | Appointment of Mr. Rajiv Mehrishi (DIN: 00208189), as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f. 1st September, 2021 to August 31, 2026 | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Special Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,77,55,385 | 83.5840 | 34,13,74,877 | 63,80,508 | 98.1652 | 1.8348 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,77,55,385 | 83.5840 | 34,13,74,877 | 63,80,508 | 98.1652 | 1.8348 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 4,17,15,825 | 25.3720 | 4,17,11,352 | 4,473 | 99.9893 | 0.0107 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 4,77,65,548 | 29.0515 | 4,77,61,073 | 4,475 | 99.9906 | 0.0094 |
| Total | | 1,77,17,27,859 | 1,53,58,03,618 | 86.6839 | 1,52,94,18,635 | 63,84,983 | 99.5843 | 0.4157 |



| Resolution No. 8 | Re-appointment of Mr. Pritam Das Narang (DIN: 00021581) as a Whole time Director of the Company designated as Group Director – Corporate Affairs, for a period of 5 (five) years with effect from April 01, 2023 to March 31, 2028 | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Special Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 34,73,56,827 | 83.4882 | 16,55,64,941 | 18,17,91,886 | 47.6642 | 52.3358 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 34,73,56,827 | 83.4882 | 16,55,64,941 | 18,17,91,886 | 47.6642 | 52.3358 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 1,58,66,196 | 9.6500 | 1,43,32,054 | 15,34,142 | 90.3308 | 9.6692 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 2,19,15,919 | 13.3295 | 2,03,81,775 | 15,34,144 | 92.9999 | 7.0001 |
| Total | | 1,77,17,27,859 | 1,50,95,55,431 | 85.2024 | 1,32,62,29,401 | 18,33,26,030 | 87.8556 | 12.1444 |



| Resolution No. 9 | Revision in remuneration of Mr. Mohit Malhotra (DIN: 08346826) Whole Time Director and CEO, effective from July 1, 2022 till the remaining period of his tenure i.e. up to January 30, 2024 | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 1,19,12,56,180 | 1,13,91,93,690 | 95.6296 | 1,13,91,93,690 | 0 | 100.0000 | 0.0000 |
| | E-voting at AGM | | 10,88,995 | 0.0914 | 10,88,995 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 1,14,02,82,685 | 95.7210 | 1,14,02,82,685 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Remote E-Voting | 41,60,55,132 | 33,56,71,241 | 80.6795 | 16,55,79,941 | 17,00,91,300 | 49.3280 | 50.6720 |
| | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 33,56,71,241 | 80.6795 | 16,55,79,941 | 17,00,91,300 | 49.3280 | 50.6720 |
| Public- Non Institutions | Remote E-Voting | 16,44,16,547 | 1,57,65,942 | 9.5890 | 1,52,37,762 | 5,28,180 | 96.6499 | 3.3501 |
| | E-voting at AGM | | 60,49,723 | 3.6795 | 60,49,721 | 2 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 2,18,15,665 | 13.2685 | 2,12,87,483 | 5,28,182 | 97.5789 | 2.4211 |
| Total | | 1,77,17,27,859 | 1,49,77,69,591 | 84.5372 | 1,32,71,50,109 | 17,06,19,482 | 88.6084 | 11.3916 |



Consolidated Report of Scrutinizer

Annexure - 2

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman

47th Annual General Meeting of the Equity Shareholders of

Dabur India Limited

held on Friday, August 12th 2022 at 10.30 AM

through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Deemed venue at its Registered Office: 8/3, Asaf Ali Road,

New Delhi –110002.

Sub: Scrutinizer's Report on voting through remote e-voting and e-voting at AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

1. I, CS Navneet Arora, Company Secretary in Practice & Managing Partner of M/s. Navneet K Arora & Co LLP having Registered Office at E-8/1, Near Geeta Bhawan Mandir, Malviya Nagar, New Delhi-110017 was appointed as Scrutinizer by the Board of Directors of the Company in its Meeting held on **May 05, 2022** for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the Resolutions contained in the Notice of Annual General Meeting dated **May 05, 2022** ("Notice") issued in accordance with General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India for the **47th Annual General Meeting ("AGM")** of the members of the Company held on **Friday, August 12th 2022 at 10.30 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) deemed venue at its Registered office i.e. 8/3, Asaf Ali Road, New Delhi – 110002.**
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").



Management Responsibility:

3. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to E-Voting on the resolutions contained in the Notice of AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer Responsibility:

4. My responsibility as Scrutinizer for E-Voting process (i.e. remote E-Voting and E-Voting at AGM) is restricted to ensuring that the e-voting process is conducted in a fair and transparent manner and making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated through scrutinizer's secured link from the E-Voting system provided by **KFin Technologies Ltd ("KFin")**, the authorized Agency under the Rules and engaged by the Company for my verification.

Cut-off Date & Dispatch of Notice:

5. The Company had engaged the services of **KFin** as the Authorized Agency to provide secured system for remote e-voting to the shareholders to vote on resolution through the remote e-voting & e-voting at meeting facility by casting their votes on the designated website i.e. <https://evoting.kfintech.com> or <https://emeetings.kfintech.com>. The Company had on **July 14, 2022** completed the dispatch of Notice along with the details of Login ID and password to its members through email by **KFin** to members whose email ID were registered with the Depositories / Company and/or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **Friday, August 05, 2022**. Total shareholders of the Company as on the cut-off date were **4,79,566**.

6. Remote Evoting Process:

The remote e-voting period remained open from **9.00 am, Monday, August 08, 2022** and ended at **5.00 pm, Thursday, August 11, 2022**. Votes casted electronically through **KFin** portal up to **5.00 pm, Thursday, August 11, 2022**, being the last date and time fixed by the Company, was considered for my scrutiny. Remote e-voting facility was blocked forthwith thereafter.

7. E-voting process at the AGM:

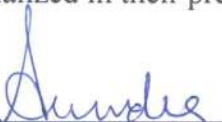
- a. In view of the situation arising due to COVID-19 global pandemic, the AGM of the Company was conducted as per the guidelines issued by the MCA vide General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members have attended and participated in the AGM through VC/OAVM. The facility of participation at the AGM through VC/OAVM was made available for members on first come- first served basis excluding 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, who were allowed to attend the AGM without restriction on account of first come- first served basis.






b. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by **KFin** under my instructions.

8. The e-votes cast were unblocked on **Friday, August 12, 2022** at **01.15 PM** after the conclusion of the **AGM** in the presence of **2 (Two)** witnesses namely **(1) CS A S Kindra R/o B-1, Takshila Apts, Plot No 57, I P Extn., Delhi-110092** and **(2) Mr. Chinmay R/o. 38, Yusuf Sarai Village, New Delhi -110016** who are not in the employment of the Company. They have signed below in the confirmation of the votes being finalized in their presence.


Name: CS A S Kindra


Name: Mr. Chinmay

9. Thereafter, the details containing *inter-alia*, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of **KFin**.

Based on report generated from the e-voting website of **KFin** i.e. remote e-voting and e-voting at AGM, the consolidated report on the result of voting on Resolutions are given hereunder:

Item No -1: Ordinary Resolution

Adoption of the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.

- (i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,709 | 1,52,79,03,440 | 99.5073 |
| e-voting at AGM | 43 | 71,38,716 | 0.4649 |
| Total | 1,752 | 1,53,50,42,156 | 99.9722 |

- (ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 229 | 4,26,366 | 0.0278 |
| e-voting at AGM | 2 | 2 | 0.0000 |
| Total | 231 | 4,26,368 | 0.0278 |





(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 18 | 7,87,823 |
| e-voting at AGM | 0 | 0 |
| Total | 18 | 7,87,823 |

Item No -2- Ordinary Resolution

Adoption of audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of Auditors thereon.

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,710 | 1,52,79,03,211 | 99.5073 |
| e-voting at AGM | 43 | 71,38,716 | 0.4649 |
| Total | 1,753 | 1,53,50,41,927 | 99.9722 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 226 | 4,26,385 | 0.0278 |
| e-voting at AGM | 2 | 2 | 0.0000 |
| Total | 228 | 4,26,387 | 0.0278 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 17 | 7,87,844 |
| e-voting at AGM | Nil | Nil |
| Total | 17 | 7,87,844 |





Item No -3- Ordinary Resolution

Confirmation of Interim Dividend already paid and declaration of Final Dividend on equity shares for the Financial Year ended 31st March, 2022.

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,720 | 1,52,86,76,243 | 99.5351 |
| e-voting at AGM | 43 | 71,38,716 | 0.4648 |
| Total | 1,763 | 1,53,58,14,959 | 99.9999 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 223 | 1,659 | 0.0001 |
| e-voting at AGM | 2 | 2 | 0.0000 |
| Total | 225 | 1,661 | 0.0001 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 11 | 4,39,727 |
| e-voting at AGM | Nil | Nil |
| Total | 11 | 4,39,727 |





Item No -4- Ordinary Resolution

Appointment of a Director in place of Mr. Saket Burman (DIN: 05208674) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,166 | 1,32,97,93,219 | 86.5918 |
| e-voting at AGM | 43 | 71,38,716 | 0.4648 |
| Total | 1,209 | 1,33,69,31,935 | 87.0566 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 773 | 19,87,71,907 | 12.9434 |
| e-voting at AGM | 2 | 2 | 0.00 |
| Total | 775 | 19,87,71,909 | 12.9434 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 18 | 5,52,462 |
| e-voting at AGM | Nil | Nil |
| Total | 18 | 5,52,462 |





Item No -5- Special Resolution

Appointment of M/s. G. Basu & Co., Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this 47th Annual General Meeting until the conclusion of 52nd Annual General Meeting of the Company to be held in the calendar year 2027, and to fix their remuneration.

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,696 | 1,52,86,62,703 | 99.5350 |
| e-voting at AGM | 42 | 71,38,715 | 0.4648 |
| Total | 1,738 | 1,53,58,01,418 | 99.9998 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 241 | 2,378 | 0.0002 |
| e-voting at AGM | 3 | 3 | 0.0000 |
| Total | 243 | 2,381 | 0.0002 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 19 | 4,52,558 |
| e-voting at AGM | Nil | Nil |
| Total | 19 | 4,52,558 |





Item No -6- Ordinary Resolution

Approval and ratification of remuneration payable to M/s Ramanath Iyer & Co., Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year 2022-23.

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,634 | 1,48,75,39,964 | 96.8574 |
| e-voting at AGM | 42 | 71,38,715 | 0.4648 |
| Total | 1,676 | 1,49,46,78,679 | 97.3222 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 306 | 4,11,25,119 | 2.6778 |
| e-voting at AGM | 3 | 3 | 0.0000 |
| Total | 309 | 4,11,25,122 | 2.6778 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 17 | 4,52,556 |
| e-voting at AGM | Nil | Nil |
| Total | 17 | 4,52,556 |





Item No -7- Special Resolution

Appointment of Mr. Rajiv Mehrishi (DIN: 00208189), as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f. 1st September, 2021 to August 31, 2026.

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,684 | 1,52,22,79,919 | 99.1195 |
| e-voting at AGM | 43 | 71,38,716 | 0.4648 |
| Total | 1,727 | 1,52,94,18,635 | 99.5843 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 249 | 63,84,981 | 0.4157 |
| e-voting at AGM | 2 | 2 | 0.0000 |
| Total | 251 | 63,84,983 | 0.4157 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 22 | 4,52,639 |
| e-voting at AGM | Nil | Nil |
| Total | 22 | 4,52,639 |





Item No -8- Special Resolution

Re-Appointment of Mr. Pritam Das Narang (DIN: 00021581) as a Whole time Director of the Company designated as Group Director – Corporate Affairs, for a period of 5 (five) years with effect from April 01, 2023 to March 31, 2028

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,067 | 1,31,90,90,685 | 87.3827 |
| e-voting at AGM | 43 | 71,38,716 | 0.4729 |
| Total | 1,110 | 1,32,62,29,401 | 87.8556 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 848 | 18,33,26,028 | 12.1444 |
| e-voting at AGM | 2 | 2 | 0.0000 |
| Total | 850 | 18,33,26,030 | 12.1444 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 42 | 2,67,00,876 |
| e-voting at AGM | Nil | Nil |
| Total | 42 | 2,67,00,876 |





Item No -9- Ordinary Resolution

Revision in remuneration of Mr. Mohit Malhotra (DIN: 08346826) Whole Time Director and CEO, effective from July 1, 2022 till the remaining period of his tenure i.e. up to January 30, 2024

(i) Voted 'FOR' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast in 'Favour' of resolution | % of total number of valid votes cast |
|-----------------|-------------------------|--|---------------------------------------|
| Remote e-voting | 1,044 | 1,32,00,11,393 | 88.1318 |
| e-voting at AGM | 43 | 71,38,716 | 0.4766 |
| Total | 1,087 | 1,32,71,50,109 | 88.6084 |

(ii) Voted 'AGAINST' the resolution :

| Mode of Voting | Number of members voted | Number of votes cast 'Against' the resolution | % of total number of valid votes cast |
|-----------------|-------------------------|---|---------------------------------------|
| Remote e-voting | 861 | 17,06,19,480 | 11.3916 |
| e-voting at AGM | 2 | 2 | 0.0000 |
| Total | 863 | 17,06,19,482 | 11.3916 |

(iii) Votes 'ABSTAIN':

| Mode of voting | Total number of members whose votes were declared 'Abstain' | Total number of votes cast by them were declared 'Abstain' |
|-----------------|---|--|
| Remote e-voting | 50 | 3,84,86,715 |
| e-voting at AGM | Nil | Nil |
| Total | 50 | 3,84,86,715 |





10. The Register, all other papers and relevant records relating to remote e-voting and e-voting at the 47th AGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary for safe keeping.

11. I would like to inform you that the Resolution(s) as contained in the Notice dated **May 05, 2022** have been passed with requisite majority i.e. **Resolution No 1, 2, 3, 4, 6 & 9 as Ordinary Resolutions and 5, 7 & 8 as Special Resolutions**. You may accordingly declare the result of the voting through remote e-voting and e-voting at AGM.

Thanking you
Yours faithfully,



CS Navneet Arora

FCS: 3214, COP-3005

Scrutinizer

Managing Partner: Navneet K Arora & Co LLP

Company Secretaries

ICSI Firm Unique Identification Code: P2009DE061500

UDIN NO: F003214D000800252

Place: New Delhi

Date: 16th August 2022

Countersigned by
Chairman of Dabur India Ltd.