



**Ref: SEC/SE/2019-20**  
**Date: January 13, 2020**

Scrip Code: NSE – DABUR, BSE- 500096

To,  
Corporate Relation Department  
BSE Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block Bandra – Kurla Complex  
Bandra (E)  
Mumbai – 400 051.

**Sub: Corporate Governance Report for the quarter ended on December 31, 2019**

Dear Sirs,

Pursuant to provisions of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report in the prescribed format for the quarter ended on December 31, 2019.

This is for information and records please.

Thanking you,

Yours faithfully,

**For Dabur India Limited**

  
(A.K. Jain)

**EVP (Finance) and Company Secretary**

**Encl.: as above**

## Format of Report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity - Dabur India Limited

2. Quarter Ending - 31-12-2019

## I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson /Executive/ Non-Executive /Independent /Nominee) <sup>8</sup>	Initial Date of Appointment	Date of Reappointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship In listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of Memberships in Audit/ Stakeholder Committees including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Non-Executive Director who has attained the age of seventy five years. (If yes, then the date of passing special resolution)
Mr.	Amit Burman	00042050	Chairman / Non-Executive	01.11.2001	30.08.2019 <sup>1</sup>	-	N.A	16.07.1969	2	1	2	NIL	NO
Mr	Mohit Burman	00021963	Vice Chairman/ Non-Executive	23.07.2007	30.08.2019 <sup>1</sup>	-	N.A	20.07.1968	1	NIL	NIL	NIL	NO
Mr.	Saket Burman	05208674	Non-Executive	31.01.2012	26.07.2018 <sup>1</sup>	-	N.A	10.03.1977	1	NIL	NIL	NIL	NO
Mr.	Aditya Chand Burman	00042277	Non-Executive	19.07.2019	N.A	-	N.A	19.01.1980	1	NIL	NIL	NIL	NO
Mr.	Mohit Malhotra	08346826	Executive	31.01.2019	N.A	-	N.A	18.07.1969	1	NIL	NIL	NIL	N.A
Mr.	P D Narang	00021581	Executive	01.04.1998	19.07.2016 <sup>1</sup>	-	N.A	12.04.1954	1	NIL	1	NIL	N.A
Mr.	P N Vijay	00049992	Non-Executive/ Independent	22.07.2014	22.07.2019 <sup>2</sup>	-	5 Yrs.	10.07.1951	2	2	NIL	3	NO
Mr.	R C Bhargava	00007620	Non-Executive/ Independent	22.07.2014	22.07.2019 <sup>2</sup>	-	5 Yrs.	30.07.1934	2	1	1	1	YES (30.08.2019)

Dr.	S Narayan	00094081	Non-Executive/ Independent	22.07.2014	22.07.2019 <sup>2</sup>	-	5 Yrs.	20.06.1943	3	3	2	2	YES (30.08.2019)
Dr.	Ajay Dua	02318948	Non-Executive/ Independent	22.07.2014	22.07.2019 <sup>2</sup>	-	5 Yrs.	15.07.1947	2	2	3	NIL	NO (30.08.2019)
Mr.	Sanjay Kr. Bhattachar yya	01924770	Non-Executive/ Independent	22.07.2014	22.07.2019 <sup>2</sup>	-	5 Yrs.	31.10.1950	2	2	2	1	NO
Mrs.	Falguni Sanjay Nayar	00003633	Non-Executive/ Independent	28.07.2014	28.07.2019 <sup>2</sup>	-	5 Yrs.	19.02.1963	3	3	NIL	NIL	NO
Mr.	Ajit Mohan Sharan	02458844	Non-Executive/ Independent	31.01.2019	NA	-	5 Yrs.	02.03.1957	2	2	1	NIL	NO

Whether Regular chairperson appointed -Yes

Whether Chairperson is related to managing director or CEO- No

<sup>2</sup>PAN of any Director would not be displayed on the website of Stock Exchange

<sup>&</sup> Category of director means executive/ non-executive/ independent/ Nominee. If a director fits into more than one Category write all Categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on the board of directors of the listed entity in continuity without cooling off period.

1. The Director(s) has been re-appointed by rotation in the Annual General Meeting held on mentioned date.

2. The Director(s) has been re-appointed for a second term of 5 consecutive years w.e.f. the mentioned date

#### II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non- Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. P.N. Vijay	Chairman/ Non-Executive / Independent	15.05.2001	-
		Dr. Ajay Dua	Non-executive/ Independent	26.10.2009	-
		Mr. R C Bhargava	Non-executive/ Independent	27.01.2005	-
		Mr. S.K. Bhattacharyya	Non-executive/ Independent	29.04.2014	-
		Dr. S. Narayan	Non-executive/ Independent	27.10.2005	-
Nomination & Remuneration Committee	Yes	Mr. Ajit Mohan Sharan	Non-executive/ Independent	02.05.2019	-
		Dr. S. Narayan	Chairman/ Non-Executive / Independent	29.04.2014	-
		Mr. Amit Burman	Non-Executive	29.04.2014	-
Risk Management Committee	Yes	Mr. P.N. Vijay	Non-Executive / Independent	29.04.2014	-
		Dr. Ajay Dua	Chairman/ Non-Executive / Independent	29.07.2015	-
		Mr. P.N. Vijay	Non-Executive / Independent	26.10.2016	-
		Mr. Amit Burman	Non-Executive	03.11.2014	-
		Mr. P.D. Narang	Executive	29.04.2014	-
		Mr. Mohit Malhotra	Executive	02.05.2019	-
		Mr. A.K Jain	EVP (Finance) & Company Secretary & Joint Chief Risk Officer	29.04.2014	-
Mr. Lalit Malik	Chief Financial Officer & Joint Chief Risk Officer	29.04.2014	-		

<b>Stakeholders Relationship Committee</b>	Yes	Mr. P.N. Vijay	Chairman/ Non-Executive / Independent	01.04.2002	-
		Dr. Ajay Dua	Non-executive/ Independent	26.10.2009	-
		Mr. Amit Burman	Non-executive	24.10.2007	-
		Mr. P.D. Narang	Executive	01.04.1998	-
*Category of director means executive/Non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen					
<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met* (Yes/No)</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
19.07.2019	05.11.2019	YES	13	7	108
* To be filled in Only for the current quarter meetings.					
<b>IV. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
<b>Audit Committee</b>					
05.11.2019	YES	6	6	19.07.2019	-
-	-	-	-	27.09.2019	38
<b>Nomination &amp; Remuneration Committee</b>					
05.11.2019	YES	3	2	19.07.2019	-
-	-	-	-	27.08.2019	69
<b>Stakeholders Relationship Committee</b>					
01.11.2019	YES	4	2	24.07.2019	99
<b>Risk Management Committee</b>					
01.11.2019	YES	7	2	24.07.2019	99
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
** to be filled in only for the current quarter meeting					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b>	
				<b>Refer note below</b>	
Whether prior approval of audit committee obtained				YES	
Whether shareholder approval obtained for material RPT				NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee				YES	
Notes:					
1. In the Column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For Example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transaction, the words " NA" may be indicated.					
2. If status is "No" details of non-compliance may be given here.					

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

**Comments:** This report shall be placed before the Board of Directors in the forthcoming meeting. The Report submitted in the Previous quarter was placed before the Board on 05.11.2019. The Board noted the same without any comments/observations/ advice.

**Name:** A.K Jain

**Designation:** EVP (Finance) & Company Secretary

Note: Information at Table I & II above need to be necessarily given in 1st quarter of each financial Year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed entity and instead a statement "same as previous quarter" may be given.