



Ref: SEC/SE/20-21  
Date: May 12, 2020

Scrip Code: NSE – DABUR, BSE- 500096

To,  
Corporate Relation Department  
BSE Ltd  
PhirozeJeejeebhoy Towers  
Dalal Street,  
Mumbai – 400001.

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

**Sub: Corporate Governance Report for the quarter and year ended on March 31, 2020**

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 and year ended on March 31, 2020.

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 - 31-03-2020

## I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson /Executive/ Non-Executive /Independent /Nominee)*	Initial Date of Appointment	Date of Reappointment	Date of cessation	Tenure* (in months)	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	42277	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>	-	68	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>	-	68	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>	-	68	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>	-	68	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>	-	68	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>	-	68	19.02.1963	3	3	NIL	NIL	NO
Mr.	Ajit Mohan Sharan	02458844	Non-Executive/ Independent	31.01.2019	NA	-	14	02.03.1957	2	2	1	NIL	NO

Whether Regular chairperson appointed -Yes

Whether Chairperson is related to managing director or CEO- No

\$PAN of any Director would not be displayed on the website of Stock Exchange

& 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	-
		Mr. Ajit Mohan Sharan	Non-executive/ Independent	02.05.2019	-
Nomination & Remuneration Committee	Yes	Dr. S. Narayan	Chairman/ Non-Executive / Independent	29.04.2014	-
		Mr. Amit Burman	Non-Executive	29.04.2014	-
		Mr. P.N. Vijay	Non-Executive / Independent	29.04.2014	-
Risk Management Committee	Yes	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	-

<sup>8</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

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
05.11.2019	30.01.2020	YES	13	7	85

\* To be filled in Only for the current quarter meetings.

### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>					
30.01.2020	YES	6	6	05.11.2019	85
<b>Nomination &amp; Remuneration Committee</b>					
30.01.2020	YES	3	2	05.11.2019	85
<b>Stakeholders Relationship Committee</b>					
28.01.2020	YES	4	2	01.11.2019	87
<b>Risk Management Committee</b>					
28.01.2020	YES	7	2	01.11.2019	87

\* 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

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) Refer note below
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:

- 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.
- 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 30.01.2020. 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.

**Annexure - II****Format to be submitted by listed entity at the end of the financial year (for the whole of Financial year)**

**1. Name of Listed Entity** - Dabur India Limited

**2. Financial Year Ended** - 31-03-2020

**I. Disclosure on website in terms of Listing Regulations**

Sr.	Items	Compliance status (Yes/No/NA) <sup>refer</sup> note below	Web Address
a	Details of business	Yes	<a href="https://www.dabur.com/in/en-us/about/aboutus/dabur-ayurvedic-">https://www.dabur.com/in/en-us/about/aboutus/dabur-ayurvedic-</a>
b	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.dabur.com/in/en-us/investor/corporate-governance/ind-">https://www.dabur.com/in/en-us/investor/corporate-governance/ind-</a>
c	Composition of various committees of board of directors	Yes	<a href="https://www.dabur.com/img/assets/20320-composition-of-board-">https://www.dabur.com/img/assets/20320-composition-of-board-</a>
d	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.dabur.com/img/upload-files/165-">https://www.dabur.com/img/upload-files/165-</a>
e	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.dabur.com/img/upload-files/164-Direct-Touch-">https://www.dabur.com/img/upload-files/164-Direct-Touch-</a>
f	Criteria of making payments to non-executive directors	NA	NA
g	Policy on dealing with related party transactions	Yes	<a href="https://www.dabur.com/img/upload-files/1135-Policy-on-RPT-(BM-">https://www.dabur.com/img/upload-files/1135-Policy-on-RPT-(BM-</a>
h	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.dabur.com/img/upload-files/167-policy-on-material-">https://www.dabur.com/img/upload-files/167-policy-on-material-</a>
i	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.dabur.com/img/assets/4-familiarization-programme.pdf">https://www.dabur.com/img/assets/4-familiarization-programme.pdf</a>
j	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-">https://www.dabur.com/in/en-us/investor/investor-</a> <a href="https://www.dabur.com/in/en-us/investor/investor-">information/shareholder-services/contact</a>
k	Email address for grievance redressal and other relevant details	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-">https://www.dabur.com/in/en-us/investor/investor-</a>
l	Financial results	Yes	<a href="https://www.dabur.com/in/en-us/investor/financial-">https://www.dabur.com/in/en-us/investor/financial-</a>
m	Shareholding pattern	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-">https://www.dabur.com/in/en-us/investor/investor-</a>
n	Details of agreements entered into with the media companies and/or their associates	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-">https://www.dabur.com/in/en-us/investor/investor-</a>

o	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-information/analyst-investor-meet">https://www.dabur.com/in/en-us/investor/investor-information/analyst-investor-meet</a>
p	New name and the old name of the listed entity	NA	NA
q	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-information/analyst-investor-meet">https://www.dabur.com/in/en-us/investor/investor-information/analyst-investor-meet</a>
r	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-information/reports/subsidiary-co-reports">https://www.dabur.com/in/en-us/investor/investor-information/reports/subsidiary-co-reports</a>
s	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.dabur.com/in/en-us/investor/investor-information/reports/subsidiary-co-reports">https://www.dabur.com/in/en-us/investor/investor-information/reports/subsidiary-co-reports</a>
<b>As per other regulations of LODR</b>			
a	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.dabur.com/in/en-us/investor">https://www.dabur.com/in/en-us/investor</a>
b	Materiality Policy as per Regulation 30	Yes	<a href="https://www.dabur.com/img/upload-files/169-Policy-on-disclosure-of">https://www.dabur.com/img/upload-files/169-Policy-on-disclosure-of-</a>
c	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.dabur.com/img/upload-files/166-Dividend-Distribution-">https://www.dabur.com/img/upload-files/166-Dividend-Distribution-</a>
It is certified that these contents on the website of the listed entity are correct.			
<b>II Annual Affirmations</b>			
Particulars		Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'		16(1)(b) & 25(6)	Yes
Board composition		17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors		17(2)	Yes
Quorum of board meeting		17(2A)	Yes
Review of Compliance Reports		17(3)	Yes
Plans for orderly succession for appointments		17(4)	Yes
Code of Conduct		17(5)	Yes
Fees/compensation		17(6)	Yes
Minimum Information		17(7)	Yes
Compliance Certificate		17(8)	Yes
Risk Assessment & Management		17(9)	Yes
Performance Evaluation of Independent Directors		17(10)	Yes
Recommendation of board		17(11)	Yes
Maximum number of directorship		17A	Yes
Composition of Audit Committee		18(1)	Yes
Meeting of Audit Committee		18(2)	Yes
Composition of nomination & remuneration committee		19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting		19(2A)	Yes
Meeting of Nomination & Remuneration Committee		19(3A)	Yes
Composition of Stakeholder Relationship Committee		20(1) & (2)	Yes
Meeting of Stakeholder Relationship Committee		20(3A)	Yes
Composition and role of risk management committee		21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee		21(3A)	Yes
Vigil Mechanism		22	Yes
Policy for related party Transaction		23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions		23(2), (3)	Yes
Approval for material related party transactions		23(4)	NA
Disclosure of related party transactions on consolidated basis		23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity		24(1)	NA
Annual Secretarial Compliance Report		24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure		24(A)	Yes
Meeting of independent directors		25(1) & (2)	Yes
Familiarization of independent directors		25(3) & (4)	Yes
Declaration from Independent Director		25(7)	Yes
		25(8) & (9)	Yes

Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. 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 transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p><b>Name:</b> A.K Jain  <b>Designation:</b> EVP (Finance) &amp; Company Secretary</p>		