



Ref: SEC/SE/2020-21

Date: July 13, 2020

Scrip Code: NSE – DABUR, BSE- 500096

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 – KurlaComplex
Bandra (E)
Mumbai – 400 051.

Sub: Corporate Governance Report for the quarter ended on June 30, 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 ended on June 30, 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 - 30-06-2020

I. Composition of Board of Directors

| Title (Mr/ Ms) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson /Executive/ Non-Executive /Independent /Nominee) ⁸ | 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 ¹ | - | N.A | 16.07.1969 | 2 | 1 | 2 | NIL | NO |
| Mr. | Mohit Burman | 00021963 | Vice Chairman/ Non-Executive | 23.07.2007 | 30.08.2019 ¹ | - | N.A | 20.07.1968 | 1 | NIL | NIL | NIL | NO |
| Mr. | Saket Burman | 05208674 | Non-Executive | 31.01.2012 | 26.07.2018 ¹ | - | 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 ¹ | - | 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 ² | - | 71 | 10.07.1951 | 2 | 2 | NIL | 3 | NO |
| Mr. | R C Bhargava | 00007620 | Non-Executive/ Independent | 22.07.2014 | 22.07.2019 ² | - | 71 | 30.07.1934 | 2 | 1 | 1 | 1 | YES (30.08.2019) |

| | | | | | | | | | | | | | |
|------|---------------------------------|----------|-------------------------------|------------|-------------------------|---|----|------------|---|---|-----|-----|---------------------|
| Dr. | S Narayan | 00094081 | Non-Executive/ Independent | 22.07.2014 | 22.07.2019 ² | - | 71 | 20.06.1943 | 3 | 3 | 2 | 1 | YES (30.08.2019) |
| Dr. | Ajay Dua | 02318948 | Non-Executive/ Independent | 22.07.2014 | 22.07.2019 ² | - | 71 | 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 ² | - | 71 | 31.10.1950 | 2 | 2 | 2 | 1 | NO |
| Mrs. | Falguni Sanjay Nayar | 00003633 | Non-Executive/ Independent | 28.07.2014 | 28.07.2019 ² | - | 71 | 19.02.1963 | 3 | 3 | NIL | NIL | NO |
| Mr. | Ajit Mohan Sharan | 02458844 | Non-Executive/ Independent | 31.01.2019 | NA | - | 17 | 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 means 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) ^{&} | 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 | - |

| | | | | | |
|---|-----|------------------------|---------------------------------------|------------|---|
| Stakeholders Relationship Committee | 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 | - |
| Corporate Social Responsibility Committee | Yes | Mr. Ajay Dua | Chairman/ Non-Executive / Independent | 28.10.2013 | - |
| | | Mr. P D Narang | Executive | 28.10.2013 | - |
| | | Mr. S.K. Bhattacharyya | Non-executive/ Independent | 28.10.2013 | - |
| | | Mr. P.N. Vijay | Non-executive/ Independent | 02.05.2019 | - |
| | | Mr. Mohit Malhotra | Executive | 02.05.2019 | - |

⁸Category 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) |
|---|---|---|------------------------------|--|---|
| 30.01.2020 | 27.05.2020 | YES | 13 | 7 | 117 |

* 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* |
|---|--|------------------------------|--|---|---|
| Audit Committee | | | | | |
| 27.05.2020 | YES | 6 | 6 | 30.01.2020 | 117 |
| Nomination & Remuneration Committee | | | | | |
| 27.05.2020 | YES | 3 | 2 | 30.01.2020 | 117 |
| 15.06.2020 | YES | 3 | 2 | | 18 |
| Stakeholders Relationship Committee | | | | | |
| 26.05.2020 | YES | 4 | 2 | 28.01.2020 | 118 |
| Risk Management Committee | | | | | |
| 26.05.2020 | YES | 7 | 2 | 28.01.2020 | 118 |
| 25.06.2020 | YES | 7 | 2 | | 29 |
| Corporate Social Responsibility Committee | | | | | |
| 26.05.2020 | YES | 5 | 3 | 28.01.2020 | 118 |
| 25.06.2020 | YES | 5 | 3 | | 29 |

* 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:

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 27.05.2020. 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.