



Ref: SEC/SE/2015-16
Date: 14.01.2015

Corporate Relation Department
Bombay Stock Exchange Ltd.
1st Floor, Rotunda Building
Dalal Street,
Mumbai – 400 001.
Fax No. 022-22722041

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.
Fax No. 022-26598347/48

Metropolitan Stock Exchange of India Ltd (MSEI)
4th Floor, Vibgyor Towers, Plot No. C-62
G-Block, Opposite Trident Hotel,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400098

Sub: Quarterly Compliance Report on Corporate Governance.

Dear Sir,

Pursuant to provisions of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Quarterly Compliance Report, in the prescribed format, for the Quarter ended 31st December, 2015 regarding compliance with the provisions of aforesaid regulation by the Company.

Thanking you,

Yours faithfully
For Dabur India Limited


(A K Jain)
V P (Finance) and Company Secretary

Encl: as above

Format to be submitted by Listed Entity on Quarterly Basis

Name of Listed Entity – Dabur India Limited

Quarter Ending – 31st December 2015

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the Current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) 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)
Dr.	Anand C Burman	00056216	Chairman / Non Executive	13.10.1986	N.A.	3	Nil	Nil
Mr.	Amit Burman	00042050	Vice Chairman/ Non-Executive	01.11.2001	N.A.	3	4	Nil
Mr.	Mohit Burman	00021963	Non-Executive	23.07.2007	N.A.	1	Nil	Nil
Mr.	Saket Burman	05208674	Non-Executive	31.01.2012	N.A.	1	Nil	Nil
Mr.	P D Narang	00021581	Executive	01.04.1998 ¹	N.A.	1	1	Nil
Mr.	Sunil Duggal	00041825	Executive	31.07.2000 ²	N.A.	1	Nil	Nil
Mr.	P N Vijay	00049992	Non executive/ Independent	22.07.2014 ³	5 yrs.	2	1	2
Mr.	R C Bhargava	00007620	Non executive/ Independent	22.07.2014 ³	5 yrs.	6	4	2
Dr.	S Narayan	00094081	Non executive/ Independent	22.07.2014 ³	5 yrs.	5	3	Nil
Dr.	Ajay Dua	02318948	Non executive/ Independent	22.07.2014 ³	5 yrs.	1	2	Nil

Mr.	Sanjay Kr. Bhattacharyya	01924770	Non executive/ Independent	22.07.2014 ³	5 yrs.	3	4	1
Mrs.	Falguni Sanjay Nayar	00003633	Non executive/ Independent	28.07.2014 ³	5 yrs.	3	2	Nil

1. The Director has been reappointed as Whole Time Director for a period of 5 years w.e.f. 01/04/2013.
2. The Director has been reappointed as Whole Time Director for a period of 5 years w.e.f. 31/07/2015.
3. The Director(s) has been re-appointed in accordance with the provisions of the Companies Act, 2013 for a period of 5 consecutive years w.e.f. 22nd July, 2014/28th July, 2014.

[&] Category of directors 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 Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee	1. Mr. P.N. Vijay 2. Dr. Ajay Dua 3. Mr. R C Bhargava 4. Mr. S.K. Bhattacharyya 5. Dr.S.Narayan	1. Chairman/Non Executive/Independent 2. Non Executive/Independent 3. Non Executive/Independent 4. Non Executive/Independent 5. Non Executive/Independent
2. Nomination and Remuneration Committee	1. Dr.S. Narayan 2. Mr. Amit Burman 3. Dr. Anand Burman 4. Mr. P N Vijay	1. Chairman/Non Executive/Independent 2. Non Executive 3. Non Executive 4. Non Executive/Independent
3. Risk Management Committee	1. Dr. Ajay Dua 2. Mr. Amit Burman 3. Mr. P D Narang 4. Mr. Sunil Duggal 5. Mr. Lalit Malik 6. Mr. A.K. Jain	1. Chairman/Non-Executive/Independent 2. Non-Executive 3. Executive 4. Executive 5. Chief Financial Officer & Joint Chief Risk Officer 6. V P (Finance) & Company Secretary and Joint Chief Risk Officer

4. Stakeholders Relationship Committee	1. Mr. P N Vijay 2. Dr. Ajay Dua 3. Mr. Amit Burman 4. Mr. P.D. Narang	1. Chairman/Non Executive/Independent 2. Non Executive/Independent 3. Non-Executive 4. Executive
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& Category of directors 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	Maximum gap between any two consecutive (in number of days)
29.07.2015	28.10.2015	90 days

IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant Quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous Quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	28.10.2015 Yes (all 5 members attended)	Audit Committee Meeting	29.07.2015 90 days
Stakeholders Relationship Meeting	28.10.2015 Yes (all 4 members attended)	Stakeholders Relationship Meeting	29.07.2015 90 days
Nomination and Remuneration Committee Meeting	Nil NA	Nomination and Remuneration Committee Meeting	29.07.2015, 24.08.2015 & 21.09.2015 27 days
Risk Management Meeting	06.10.2015 Yes (all 6 members attended)	Risk Management Meeting	27.07.2015 70 days

* This information has to be mandatorily be given for audit Committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA) <small>refer note below</small>
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 Audit Committee	Yes

Note:

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations	
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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.
 - Relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 came into effect on 01.12.2015. No meeting of the Board of Directors has been convened after 01.12.2015 till date.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
 - Relevant Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 came into effect on 01.12.2015. This report shall be placed before Board of Directors in the forthcoming meeting.

(sd/-)

Name & Designation - A K Jain, V P (Finance) & Company Secretary

Note:

Information at Table I and 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.