



Ref: SEC/SE/2016-17

Date: 07.10.2016

Corporate Relation Department
Bombay Stock Exchange 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.

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: Compliance Report on Corporate Governance

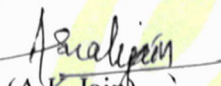
Dear Sir,

Pursuant to provisions of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and half year ended on 30/09/2016 in the prescribed format regarding compliance with the provisions of aforesaid regulation by the Company.

Kindly take the same on records.

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**Annexure - I**

Name of Listed Entity – Dabur India Limited

Quarter Ending – 30th September 2016

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & 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	"Same as Previous quarter"				
Mr.	Amit Burman	00042050	Vice Chairman/ Non-Executive	"Same as Previous quarter"				
Mr.	Mohit Burman	00021963	Non-Executive	"Same as Previous quarter"				
Mr.	Saket Burman	05208674	Non-Executive	"Same as Previous quarter"				
Mr.	P D Narang	00021581	Executive	"Same as Previous quarter"				
Mr.	Sunil Duggal	00041825	Executive	"Same as Previous quarter"				
Mr.	P N Vijay	00049992	Non executive/ Independent	"Same as Previous quarter"				
Mr.	R C Bhargava	00007620	Non executive/ Independent	22.07.2014 ¹	5 yrs.	4	2	1
Dr.	S Narayan	00094081	Non executive/ Independent	"Same as Previous quarter"				
Dr.	Ajay Dua	02318948	Non executive/ Independent	"Same as Previous quarter"				
Mr.	Sanjay Kr. Bhattacharyya	01924770	Non executive/ Independent	"Same as Previous quarter"				
Mrs.	Falguni Sanjay Nayar	00003633	Non executive/ Independent	"Same as Previous quarter"				

1. 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.
 § PAN number of any director would not be displayed on the website of Stock Exchange
 & 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) [§]
1. Audit Committee	"Same as Previous quarter"	
2. Stakeholders Relationship Committee	"Same as Previous quarter"	
3. Nomination and Remuneration Committee	"Same as Previous quarter"	
4. Risk Management Committee	"Same as Previous quarter"	

& 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)
28.04.2016	27.07.2016	89 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*
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Audit Committee Meeting	27.07.2016	Yes (All 5 members attended)	Audit Committee Meeting	28.04.2016 & 24.06.2016	32 days
Stakeholders Relationship Committee Meeting	27.07.2016	Yes (All 4 members attended)	Stakeholders Relationship Committee Meeting	28.04.2016	89 days
Nomination and Remuneration Committee Meeting	27.07.2016 & 23.08.2016	Yes (All 4 members attended) Yes (All 4 members attended)	Nomination and Remuneration Committee Meeting	15.04.2016 28.04.2016 27.05.2016	60 days
Risk Management Committee Meeting	27.07.2016	Yes (All 6 members attended)	Risk Management Committee Meeting	28.04.2016	89 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) ^{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 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

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- 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 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 27.07.2016. The Board noted the same without any comments/observations/ advice.

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.

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after the end of financial year along with second quarter report of next financial year –

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	No, Chairman of the Committee could not attend the Annual General Meeting of the Company. However, he authorized other member of the Committee (an Independent Director), to represent and answer to the shareholders queries.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note-</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>Name & Designation</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>		