



Ref: SEC/SE/2017-18
Date: 10.04.2017

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 year ended on 31/03/2017 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

Name of Listed Entity – Dabur India Limited

Quarter Ending –31st March, 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/ Non-Executive/ Nominee) ^a	Date of Appointment in the Current term/ cessation	Tenure ^a	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			"Same as Previous quarter"		
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"
<p>⁵ PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>⁶ 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</p> <p>* 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.</p>				
II. Composition of Committees				
Name of Committee		Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵	
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"		
<p>⁶ 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</p>				
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 meetings (in number of days)		
26.10.2016	31.01.2017 & 18.02.2017	96 days		

IV. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant Quarter	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	31.01.2017 & 17.03.2017	Yes (all 5 members attended) Yes (4 out of 5 members attended)	Audit Committee Meeting	26.10.2016 01.12.2016	60 days
Stakeholders Relationship Committee Meeting	27.01.2017	Yes (all 4 members attended)	Stakeholders Relationship Committee Meeting	26.10.2016	92 days
Nomination and Remuneration Committee Meeting	31.01.2017	Yes (all 4 members attended)	Nomination and Remuneration Committee Meeting	01.12.2016	60 days
Risk Management Committee Meeting	27.01.2017	Yes (6 out of 7 members attended)	Risk Management Committee Meeting	26.10.2016	92 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:					
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.					
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 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 31.01.2017. 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.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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

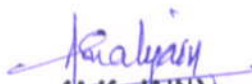
Note

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2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

For DABUR INDIA LIMITED


(A.K. JAIN)

Vice President (Finance) &
Company Secretary

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

Company Secretary / Compliance Officer / Managing Director / CEO