

Ref: SEC/SE/2017-18
Date: 11.07.2017

Scrp Code: NSE & MSEI – DABUR, BSE- 500096

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, in the prescribed format, for the Quarter ended 30th June, 2017 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

Format to be submitted by Listed Entity on Quarterly Basis

Name of Listed Entity – Dabur India Limited

Quarter Ending – 30th June 2017

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁸	Date of Appointment in 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 ¹	N.A.	3	Nil	Nil	
Mr.	Amit Burman	00042050	Vice Chairman/ Non-Executive	01.11.2001 ²	N.A.	3	3	Nil	
Mr.	Mohit Burman	00021963	Non-Executive	23.07.2007 ³	N.A.	1	Nil	Nil	
Mr.	Saket Burman	05208674	Non-Executive	31.01.2012 ²	N.A.	1	Nil	Nil	
Mr.	P D Narang	00021581	Executive	01.04.1998 ⁴	N.A.	1	1	Nil	
Mr.	Sunil Duggal	00041825	Executive	31.07.2000 ⁵	N.A.	1	Nil	Nil	
Mr.	P N Vijay	00049992	Non executive/ Independent	22.07.2014 ⁶	5 yrs.	2	1	2	
Mr.	R C Bhargava	00007620	Non executive/ Independent	22.07.2014 ⁶	5 yrs.	2	1	1	
Dr.	S Narayan	00094081	Non executive/ Independent	22.07.2014 ⁶	5 yrs.	5	3	2	
Dr.	Ajay Dua	02318948	Non executive/ Independent	22.07.2014 ⁶	5 yrs.	2	3	Nil	

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

1. The Director has been re-appointed by rotation in the Annual General Meeting held on 19/07/2016.
2. The Director(s) has been re-appointed by rotation in the Annual General Meeting held on 21/07/2015.
3. The Director has been re-appointed by rotation in the Annual General Meeting held on 22/07/2014.
4. The Director has been re-appointed as Whole Time Director for a period of 5 years w.e.f. 01/04/2013.
5. The Director has been re-appointed as Whole Time Director for a period of 5 years w.e.f. 31/07/2015.
6. 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.

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

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

* 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) ⁶
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. 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
3. 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
4. Risk Management Committee	1. Dr. Ajay Dua 2. Mr. P N Vijay 3. Mr. Amit Burman	1. Chairman/Non Executive/Independent 2. Non Executive/ Independent 3. Non Executive

	4. Mr.P D Narang 5. Mr.Sunil Duggal 6. Mr.Lalit Malik 7. Mr. A. k. Jain	4. Executive 5. Executive 6. Chief Financial Officer & Joint Chief Risk Officer 7. V P(Finance) & Company Secretary and Joint Chief Risk Officer
³ 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)
31.01.2017 & 18.02.2017	01.05.2017	71 days
IV. Meeting of Committees		
Date(s) of meeting of the relevant Quarter	Date(s) of meeting of the Committee in the relevant Quarter	Whether requirement of Quorum met (details)
Audit Committee Meeting	01.05.2017	Yes (all 5 members attended)
Stakeholders Relationship Committee Meeting	27.04.2017	Yes (all 4 members attended)
Nomination and Remuneration Committee Meeting	21.04.2017	Yes (3 out of 4 members attended)
Risk Management Committee Meeting	27.04.2017	Yes (all 7 members attended)
* 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:

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 01.05.2017. The Board noted the same without any comments/observations/ advice.

-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.