

Ref: SEC/SE/2017-18  
Date: October 13, 2017



Scrip Symbol: NSE & MSEI - DABUR, BSE Scrip Code: 500096

To,  
Corporate Relation Department  
Bombay Stock Exchange 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 - Kurla Complex  
Bandra (E), Mumbai - 400051

Metropolitan Stock Exchange Limited (MSEI)  
4<sup>th</sup> Floor, Vibgyor Towers, Plot No. C-62  
G-Block, Opposite Trident Hotel,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400098

**Sub: Corporate Governance Report for the quarter and half year ended on September 30, 2017**

Dear Sir(s),

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report in the prescribed form Annexure I & Annexure III for the quarter and half year ended on September 30, 2017.

This is for your information and records.

Thanking You,

Yours faithfully,

For **Dabur India Limited**

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

Encl: as above

**Annexure - I****Format to be submitted by listed entity on quarterly basis**

**Name of Listed Entity – Dabur India Limited**  
**Quarter Ending – 30<sup>th</sup> September 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms.)	Name of the Director	PAN <sup>\$</sup> & 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 <sup>1</sup>	N.A.	3	Nil	Nil
Mr.	Amit Burman	00042050	Vice Chairman/ Non-Executive	01.11.2001 <sup>2</sup>	N.A.	3	3	Nil
Mr.	Mohit Burman	00021963	Non-Executive	23.07.2007 <sup>2</sup>	N.A.	1	Nil	Nil
Mr.	Saket Burman	05208674	Non-Executive	31.01.2012 <sup>3</sup>	N.A.	1	Nil	Nil
Mr.	P D Narang	00021581	Executive	01.04.1998 <sup>4</sup>	N.A.	1	1	Nil
Mr.	Sunil Duggal	00041825	Executive	31.07.2000 <sup>5</sup>	N.A.	1	Nil	Nil
Mr.	P N Vijay	00049992	Non executive/ Independent	22.07.2014 <sup>6</sup>	5 yrs.	2	1	2

Mr.	R C Bhargava	00007620	Non executive/ Independent	22.07.2014 <sup>6</sup>	5 yrs.	2	1	1
Dr.	S Narayan	00094081	Non executive/ Independent	22.07.2014 <sup>6</sup>	5 yrs.	4	2	2
Dr.	Ajay Dua	02318948	Non executive/ Independent	22.07.2014 <sup>6</sup>	5 yrs.	2	3	Nil
Mr.	Sanjay Kr. Bhattacharyya	01924770	Non executive/ Independent	22.07.2014 <sup>6</sup>	5 yrs.	3	3	2
Mrs.	Falguni Sanjay Nayar	00003633	Non executive/ Independent	28.07.2014 <sup>6</sup>	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 Directors have been re-appointed by rotation in the Annual General Meeting held on 26/07/2017.
3. The Director has been re-appointed by rotation in the Annual General Meeting held on 21/07/2015.
4. The Director has been re-appointed as Whole Time Director for a period of 5 years w.e.f. 01.04.2013. Further, the Director has been re-appointed as Whole Time Director for a period of 5 years w.e.f. 01/04/2018.
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. 22<sup>nd</sup> July, 2014/28<sup>th</sup> 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	Same as previous quarter
2. Stakeholders Relationship Committee	Same as previous quarter	Same as previous quarter
3. Nomination and Remuneration Committee	Same as previous quarter	Same as previous quarter
4. Risk Management Committee	Same as previous quarter	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.

<b>III. Meeting of Board of Directors</b>					
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)		
01.05.2017		04.08.2017	94 days		
<b>IV. Meeting of Committees</b>					
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	04.08.2017	Yes (All members were present)	Audit Committee Meeting	01.05.2017	94 days
Stakeholders Relationship Committee Meeting	02.08.2017	Yes (3 members were present out of total 4 members)	Stakeholders Relationship Committee Meeting	27.04.2017	96 days
Nomination and Remuneration Committee Meeting	04.08.2017	Yes (All members were present )	Nomination and Remuneration Committee Meeting	21.04.2017	104 days
Risk Management Committee Meeting	02.08.2017	Yes (6 members were present out of total 7 members)	Risk Management Committee Meeting	27.04.2017	96 days
* This information has to be mandatorily be given for audit Committee, for rest of the committees giving this information is optional.					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance Status (Yes/No/NA)</b> 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.					
<b>VI. Affirmations</b>					
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 04.08.2017. The Board noted the same without any comments/observations/ advice.

For **Dabur India Limited**

Sd/-

**Name** - A K Jain

**Designation** - V P (Finance) & Company Secretary

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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 end of financial year along-with second quarter report of next financial year**

<b>I Affirmations:</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, director's 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)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b> <ol style="list-style-type: none"><li>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.</li><li>2. If status is "No" details of non-compliance may be given here.</li><li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li></ol>		

For **Dabur India Limited**

Sd/-

**Name:** A K Jain

**Designation:** V P (Finance) & Company Secretary