

Ref: SEC/SE/2018-19

Date: April 13, 2018

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)
4th 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 ended on March 31, 2018

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 format for the quarter and year ended on March 31, 2018.

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 – 31st March 2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ^{\$} & 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 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 ²	N.A.	1	Nil	Nil
Mr.	Saket Burman	05208674	Non-Executive	31.01.2012 ³	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.	3	1	2
Dr.	S Narayan	00094081	Non executive/ Independent	22.07.2014 ⁶	5 yrs.	5	2	4
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 ⁶	5 yrs.	3	3	2
Mrs.	Falguni Sanjay Nayar	00003633	Non executive/ Independent	28.07.2014 ⁶	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. 01/04/2018.
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. 22nd July, 2014/28th 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.

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)		
31.10.2017		31.01.2018	91 days		
		28.03.2018			
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	31.01.2018	Yes (All 5 members were present)	Audit Committee Meeting	31.10.2017	91 days
Stakeholders Relationship Committee Meeting	29.01.2018	Yes (3 members were present out of total 4 members)	Stakeholders Relationship Committee Meeting	27.10.2017	93 days
Nomination and Remuneration Committee Meeting	31.01.2018	Yes (3 members were present out of total 4 members)	Nomination and Remuneration Committee Meeting	31.10.2017	91 days
Risk Management Committee Meeting	29.01.2018	Yes (6 members were present out of 7 members)	Risk Management Committee Meeting	27.10.2017	93 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 31.01.2018. 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 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)

Name of the Listed Entity: Dabur India Limited
Financial Year ended: 31st March, 2018

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),	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
<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>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied</p>		
<p>For Dabur India Limited</p> <p></p> <p>Name- A K Jain Designation- V P (Finance) & Company Secretary</p> 