



Ref: SEC/SE/2019-20

Date: April 12, 2019

Scrip Code: NSE – DABUR, BSE- 500096

To,
Corporate Relation Department
BSE 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.

Sub: Corporate Governance Report for the quarter and year ended on March 31, 2019

Dear Sirs,

Pursuant to provisions of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclose herewith Corporate Governance Report in the prescribed format for the quarter and year ended on March 31, 2019.

This is for information and records.

Thanking you,

Yours faithfully,

For **Dabur India Limited**




(A. K. Jain)
Executive 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, 2019**

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 Chand 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	0	3
Mr.	R C Bhargava	00007620	Non-Executive/ Independent	22.07.2014 ^{6&3A}	5 yrs.	2	1	1
Dr.	S Narayan	00094081	Non-Executive/ Independent	22.07.2014 ^{6&3A}	5 yrs.	5	2	3

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	1	1
Mr.	Ajit Mohan Sharan	02458844	Non-Executive/ Independent	31.01.2019 ⁷	5 yrs.	1	Nil	Nil
Mr.	Mohit Malhotra	08346826	Executive	31.01.2019 ⁸	N.A.	1	Nil	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 26/07/2018.
 - 3A. Continuation of Appointment (w.e.f 1/4/2019) of Dr. S Narayan and Mr. R C Bhargava, being more than 75 years of age, were approved in the Annual General Meeting held on 26/07/2018.
 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 year's w.e.f. 22nd July, 2014/28th July, 2014.
 7. The Director has been appointed as Additional Director in the category of Non-Executive/Independent Director for a term of 5 Consecutive years w.e.f. 31/01/2019.
 8. The Director has been appointed as Whole Time Director w.e.f. 31/01/2019 for a period of 5 years.
- § 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.

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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)
31.10.2018	31.01.2019	91 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*
Audit Committee Meeting	31.01.2019	Yes (4 out of 5 members were present)	Audit Committee Meeting	31.10.2018	40 days
	-			-	
Stakeholders Relationship Committee Meeting	29.01.2019	Yes (All 4 members were present)	Stakeholders Relationship Committee Meeting	29.10.2018	91 days
Nomination and Remuneration Committee Meeting	31.01.2019	Yes (All 4 members were present)	Nomination and Remuneration Committee Meeting	29.11.2018	62 days
Risk Management Committee Meeting	29.01.2019	Yes (All 7 members were present)	Risk Management Committee Meeting	29.10.2018	91 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
<p>Note:</p> <ol style="list-style-type: none"> 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. 	
<p>VI. Affirmations</p> <ol style="list-style-type: none"> 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. <ol style="list-style-type: none"> 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: <p>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 31.01.2019. The Board noted the same without any comments/observations/ advice.</p>	
<p>For Dabur India Limited</p> <p>Sd/-</p> <p>Name - A K Jain Designation - EVP (Finance) & Company Secretary</p>	

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, 2019

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

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.
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**Sd/-****Name & Designation** : A K Jain, EVP (Finance) & Company Secretary**Company Secretary / Compliance Officer / Managing Director / CEO**