

DIRECTORS' REPORT

To the Members

Your Board of Directors ('Board') is pleased to present the Twenty Seventh Annual Report of your Company, Marico Limited, for the year ended March 31, 2015 ('the year under review', 'the year' or 'FY15').

In line with the requirements of the Companies Act, 2013 and the Listing Agreement entered with the BSE Limited and the National Stock Exchange of India Limited this report covers the financial results and other developments during April 2014 to March 2015 in respect of Marico Limited ('Marico') and Marico Consolidated comprising Marico and its subsidiaries in India and overseas. The consolidated entity has been referred to as 'Marico' or 'Group' or 'Your Group' in this report.

FINANCIAL RESULTS - AN OVERVIEW

	Rs. Crore	
	Year ended March 31,	
	2015	2014
Consolidated Summary Financials for the Group		
Revenue from Operations	5,732.98	4,686.52
Profit before Tax	821.65	694.58
Profit after Tax	573.45	485.38
Marico Limited – financials		
Revenue from Operations	4,681.20	3,682.49
Profit before Tax	731.04	717.28
Less: Provision for Tax for the current year	185.87	140.06
Profit after Tax for the current year	545.17	577.22
Add : Surplus brought forward	1,393.63	1162.84
Profit available for Appropriation	1,938.80	1,740.06
Appropriations:		
Distribution to shareholders	161.24	257.94
Tax on dividend	13.72	9.37
	174.51	267.31
Transfer to General Reserve	–	57.72
Debenture Redemption Reserve	11.17	20.86
Surplus carried forward	1,753.12	1,394.17
Total	1,938.80	1,740.06

The Company proposes to transfer an amount of Rs. 25 Crore from the Debenture Redemption Reserve to the General Reserves.

DIVIDEND

Your Company's distribution policy has aimed at sharing its prosperity with its shareholders, through a formal earmarking/disbursement of profits to shareholders.

Your Company's distribution to equity shareholders during FY15 comprised the following:

First Interim dividend of 100% on the equity base of Rs. 64.49 Crore.

Second Interim dividend of 150% on the equity base of Rs. 64.50 Crore.

The total equity dividend for FY15 (including dividend tax) aggregated to Rs. 174.51 Crore. The overall dividend payout ratio hence is 30% as compared to 47% during FY14. The shareholders may note that the dividend pay-out in FY14 included a one-time silver jubilee dividend of 175% of the paid up equity capital of Rs. 64.49 Crore.

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REVIEW OF OPERATIONS

During FY15 Marico posted revenue from operations of INR 5,733 Crore, a growth of 22% over the previous year. The business delivered a volume growth of 4% with an operating margin of 15.2%. The business reported bottom line of INR 573 Crore, growth of 18% over last year.

Marico India achieved a turnover of INR 4,449 Crore in FY15, a growth of 26% over last year. Volume growth for the year was at 6%. The overall sales growth was bolstered by the price increases taken across the portfolio to cover a major part of the significant input cost push. The operating margin for the India business was healthy at 17.7% before corporate allocations despite the hyper-inflation in commodity costs.

During the year, Marico International posted a turnover of INR 1,284 Crore, a growth of 10% over FY14 in constant currency terms. The operating margin for the year was at 17.1% (before corporate allocations) reflecting a structural shift based on the cost management projects undertaken by your Company and Synergies of "One Marico".

Your Company has demonstrated steady growth on both the top line and the bottom line. Over the last 5 years, the top line has grown by 18% and bottom line by 15% at a Compounded Annual Growth Rate.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed Management Discussion and Analysis, which inter alia, covers the following forms part of the Annual Report.

- Industry structure and development
- Opportunities and Threats
- Risks and Concerns
- Internal control systems and their adequacy
- Discussion on financial and operational performance
- Segment-wise performance
- Outlook

In addition, a Review of Operations of your Company has been given in this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

Your Board of Directors during the year under review approved the Corporate Social Responsibility (CSR) Policy for your Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, based on the recommendations of the CSR Committee. The CSR Policy is available on the website of the Company at <http://marico.com/india/investors/documentation/corporate-governance>. The composition of the CSR Committee is disclosed in the Corporate Governance Report.

A brief outline of the CSR Policy of the Company, the CSR initiatives undertaken during the financial year 2014-15 together with the progress thereon and the Annual Report on CSR activities as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in 'Annexure A' to this Report.

SUBSIDIARIES

The list of companies which are subsidiaries of your Company is provided in the notes to Consolidated Financial Statements. During the period under review, there were no companies which have become subsidiaries or ceased to be subsidiaries of your Company.

A separate statement containing salient features of the financial statements of all subsidiaries of your Company forms part of the Consolidated Financial Statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The statement reflects the performance and financial position of each of the subsidiaries.

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The financial statements of the subsidiary companies and related information shall be uploaded on the website of your Company which can be accessed using the link <http://marico.com/india/investors/documentation> and the same are available for inspection by the Members at the Registered Office of your Company during business hours on all working days except Saturdays up to the date of the Annual General Meeting, as required under Section 136 of the Companies Act, 2013. Any Member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office address of your Company.

Your Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website which can be accessed using the link http://marico.com/investorspdf/Policy_for_determining_Material_Subsiidiaries.pdf.

RELATED PARTY TRANSACTIONS

All transactions with related parties entered into during the financial year 2014-15 were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder ("the Act"). There were no transactions which were material (considering the materiality thresholds prescribed under the Act). Accordingly, no disclosure is made in respect of the Related Party Transactions in the prescribed Form AOC-2 in terms of Section 134 of the Act.

All transactions with related parties are placed before the Audit Committee for approval. An omnibus approval of the Audit Committee is obtained for the related party transactions which are repetitive in nature. In case of transactions which are unforeseen and in respect of which complete details are not available, the Audit Committee grants an omnibus approval to enter into such unforeseen transactions provided the transaction value does not exceed Rs. 1 Crore (per transaction in a financial year). The Audit Committee reviews all transactions entered into pursuant to the omnibus approval(s) so granted on a quarterly basis.

During the year under review, your Board approved a policy on Related Party Transactions as required under Clause 49 of the Listing Agreement. The policy is uploaded on the Company's website and can be accessed using the link http://marico.com/investorspdf/Policy_on_Related_Party_Transactions.pdf.

DEPOSITS

There were no outstanding deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, at the end of the financial year 2014-15 or the previous financial year. Your Company did not accept any such deposit during the financial year 2014-15.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Standalone Financial Statements of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and information and based on the information and explanations provided to them by the Company, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013 (the Act):

- that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2015 and of the profit and loss of your Company for the said period;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a 'going concern' basis;
- that proper internal financial controls to be followed by the Company were laid down and such internal financial controls are adequate and were operating effectively;

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- that proper systems to ensure compliance with the provisions of all applicable laws were devised and that such systems were adequate and operating effectively.

DIRECTORS

Your Board of Directors had re-designated Mr. Harsh Mariwala as Non-Executive Chairman and appointed Mr. Saugata Gupta, the Chief Executive Officer of the Company as an Additional Director and Managing Director, of your Company, both with effect from April 1, 2014. Thereafter, the Members at the 26th Annual General Meeting held on July 30, 2014 approved the appointment and terms of remuneration of Mr. Saugata Gupta as the Managing Director & CEO for a period of 5 years with effect from April 1, 2014.

At the said Annual General Meeting, the Members also appointed Mr. Rajeev Bakshi, Mr. Atul Choksey, Mr. Nikhil Khattau, Mr. Anand Kripalu, Ms. Hema Ravichandar and Mr. B. S. Nagesh, as Independent Directors of the Company, each for a term of five years beginning April 1, 2014. There is no other change in the composition of the Board.

During the financial year under review, declarations were received from all Independent Directors of the Company that they satisfy the "criteria of Independence" as defined under Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules made thereunder.

DIRECTORS RETIRING BY ROTATION

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Harsh Mariwala is liable to retire by rotation at the 27th Annual General Meeting (AGM) and being eligible has offered himself for re-appointment. His re-appointment is being placed for your approval at the AGM. The brief profile of Mr. Mariwala and other related information has been detailed in the Corporate Governance Report. Your Directors recommend his re-appointment as the Non-Executive Director of your Company.

KEY MANAGERIAL PERSONNEL

As stated above, Mr. Saugata Gupta was appointed as the Managing Director & CEO of your Company with effect from April 1, 2014. Further, Mr. Vivek Karve was appointed as the Chief Financial Officer of the Company with effect from April 1, 2014. Ms. Hemangi Ghag continues to be the Company Secretary of the Company.

MEETINGS

The details of the meetings of the Board of Directors of the Company held during the year under review are given in the Corporate Governance Report.

AUDIT COMMITTEE

The composition of the Audit Committee of the Board of Directors is stated in the Corporate Governance Report.

COMPANY'S POLICY ON NOMINATION, REMUNERATION, BOARD DIVERSITY, EVALUATION AND SUCCESSION

In terms of the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges, your Board has formulated a Policy on appointment, removal and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel and also on Board Diversity, Succession Planning and Evaluation of Directors. Salient features of the Policy are stated in the Corporate Governance Report.

BOARD EVALUATION

Your Board is committed to assessing its own performance in order to identify its strengths and areas in which it may improve its functioning. Towards this end the Corporate Governance Committee of the Board (which functions as the Nomination and Remuneration Committee of the Company for the purpose of the Companies Act, 2013) established the criteria and processes for evaluation of performance of individual Directors, Chairman of the Board, the Board as a whole and its individual statutory Committees. The

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appointment/re-appointment/ continuation of Directors are subject to the outcome of the annual evaluation process. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

DISCLOSURE RELATING TO REMUNERATION

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed in 'Annexure B' to this report.

The Managing Director and CEO of your Company does not receive remuneration from any of the subsidiaries of your Company.

The statement containing particulars of remuneration of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in an annexure to the Annual Report. In terms of Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the Members excluding the aforesaid annexure. However, this annexure shall be made available on the website of the Company 21 days prior to the date of the Annual General Meeting ("AGM"). The information is also available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays up to the date of the AGM. Any Member desirous of obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office address of your Company.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company's approach on Corporate Governance has been detailed out in the Corporate Governance Report. Your Company has deployed the principles enunciated therein to ensure adequacy of Internal Financial Controls with reference to the financial statements. Your Board has also reviewed the internal processes, systems and the internal financial controls and the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls.

VIGIL MECHANISM

Your Company has a robust vigil mechanism in the form of Unified Code of Conduct which enables employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code. The Company's Unified Code of Conduct can be accessed on its website using the link http://marico.com/investorspdf/CoC_book_09-04-14.pdf.

This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The guidelines are meant for all Members of the Organization from the day they join and are designed to ensure that they may raise any specific concern on integrity, value adherence without fear of being punished for raising that concern. The guidelines also cover our associates who partner us in our organizational objectives and customers for whom we exist.

To encourage employees to report any concerns and to maintain anonymity, the Company has provided a toll free helpline number and a website, wherein the grievances / concerns can reach the Company. For administration and governance of the Code, a Committee called "the Code of Conduct Committee" ("CCC") is constituted. The CCC has the following sub-Committees namely:

- HR Committee – with an objective to appoint investigation team for investigation of HR related concerns / complaints.
- IT Committee – with an objective of implementing the IT policy and resolution of IT related concerns / complaints under the Code.
- Whistle Blower Committee – with an objective to appoint an investigation team for investigation of whistle blower complaints.
- Prevention of Sexual Harassment Committee (PoSH Committee) — with an objective to ensure a harassment free work environment including but not limited to appointment of investigation team for investigation of sexual harassment concerns/complaints.

The Board and its Audit Committee are informed periodically on the matters reported to CCC and the status of resolution of such cases.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As stated earlier your Company has a policy for the prevention of sexual harassment which is embedded in the CCC. As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder,

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your Company has constituted an Internal Complaints Committees (ICC). During the financial year 2014-15, the ICC received 2 complaints on sexual harassment and the same were disposed of in accordance with applicable laws and the policy of your Company.

RISK MANAGEMENT

For your Company, Risk Management is an integral and important component of Corporate Governance. Your Company believes that a robust Risk Management ensures adequate controls and monitoring mechanisms for a smooth and efficient running of the business. A risk-aware organization is better equipped to maximize the shareholder value.

The key cornerstones of your Company's Risk Management Framework are:

1. Periodic assessment and prioritization of risks that affect the business of your Company;
2. Development and deployment of risk mitigation plans to reduce the vulnerability to the prioritized risks;
3. Focus on both the results and efforts required to mitigate the risks;
4. Defined review and monitoring mechanism wherein the functional teams, the top management and the Board review the progress of the mitigation plans;
5. Embedding of the Risk Management processes in significant decisions such as large capital expenditures, mergers, acquisitions and corporate restructuring;
6. Wherever, applicable and feasible, defining the risk appetite and install adequate internal controls to ensure that the limits are adhered to.

In terms of Clause 49 of the Listing Agreement with Stock Exchanges, your Board of Directors during the year under review constituted a Risk Management Committee ("RMC"). The RMC assists the Board in monitoring and reviewing the risk management plan, implementation of the risk management framework of the Company and such other functions as the Board may deem fit. The detailed terms of reference and the composition of RMC are set out in the Corporate Governance Report.

Details of significant and material orders passed by the regulators

There were no significant/material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in future.

ESOP /Stock Appreciation Rights Schemes

Marico Employee Stock Option Scheme 2007

Your Company had formulated and implemented an Employee Stock Options Scheme (the Scheme) in 2007 for grant of Employee Stock Options (ESOS) to certain employees of the Company and its subsidiaries. The Corporate Governance Committee ('CGC') of the Board of Directors of your Company is entrusted with the responsibility of administering the Scheme and in pursuance thereof, the CGC has granted 11,376,300 stock options (as at March 31, 2015) comprising about 1.76% of the current paid up equity capital of the Company as at March 31, 2015. An aggregate of 1,03,600 options were outstanding as on March 31, 2015.

None of the Non-Executive Directors (including Independent Directors) have received stock options in pursuance of the above Scheme. Likewise, no employee has been granted stock options, during the year equal to or exceeding 0.5% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

Marico Employee Stock Option Scheme 2014

The Members of the Company at its Extra Ordinary General Meeting held on March 25, 2014 approved the Marico Employee Stock Option Scheme 2014 ("the Scheme") for the benefit of the Chief Executive Officer of the Company (now Managinig Director & Chief Executive Officer). The objective of this Scheme is to give a wealth building dimension to the remuneration structure of the Managinig Director & Chief Executive Officer. Further, it also aimed at promoting desired behaviour for meeting organization's long term objectives and to enable retention through a customized approach.

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The CGC is responsible for administrating the Scheme in pursuance of which on April 1, 2014 it granted 3,00,000 stock options comprising about 0.05% of the current paid up equity capital of the Company as at March 31, 2015 to the Managing Director & CEO.

Marico MD CEO Employee Stock Option Plan 2014

At the 26th Annual General Meeting ("AGM") of the Company held on July 30, 2014, the Members had approved the Marico MD CEO Employee Stock Option Plan 2014 ("MD CEO ESOP Plan 2014" or "the Plan") for the benefit of Managing Director & Chief Executive Officer ("MD & CEO") of the Company. The objective of this Plan is to enable grant of stock options on an annual basis to the MD & CEO as a part of his remuneration through one or more Scheme(s) notified under the Plan. The number of equity shares that may arise on a cumulative basis upon exercise of stock options under this Plan shall not exceed in aggregate 0.5% of the total paid up equity share capital of the Company.

The CGC is entrusted with the responsibility of administering the Plan and the Schemes notified thereunder. Accordingly, the CGC on January 5, 2015 notified Scheme I under the Marico MD CEO ESOP Plan 2014 for grant of 46,600 stock options to the Managing Director & CEO under the said Scheme. These stock options constitute 0.007% of the paid up equity share capital of the Company as on the date of this Report.

Statutory information on ESOS

Additional information on ESOS in terms of section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is enclosed as 'Annexure C' and forms part of this report. Further, the Company has complied with the applicable accounting standards in this regard.

The Statutory Auditors of the Company i.e. M/s. Price Waterhouse, have certified that implementation of all the above ESOP Schemes/Plan is in accordance with the erstwhile SEBI ESOP Guidelines, 1999, the SEBI (Share Based Employees Benefits) Regulations, 2014, as applicable and the resolutions passed by the Members at the respective General Meetings approving the ESOP Schemes/Plan.

Marico Employees Stock Appreciation Rights Plan, 2011

Your Company had implemented a long term incentive plan namely, Marico Stock Appreciation Rights Plan in 2011 ('STAR Plan') for the welfare of its employees and those of its subsidiaries. Under the STAR Plan the Corporate Governance Committee notifies various Schemes for granting Stock Appreciation Rights (STARs) to the eligible employees. Each STAR is represented by one equity share of the Company. The eligible employees are entitled to receive in cash the excess of the maturity price over the grant price in respect of such STARs subject to fulfillment of certain conditions and applicability of tax. The STAR Plan involves secondary market acquisition of the shares of your Company by an independent Trust set up by your Company for the implementation of the STAR Plan. Your Company lends monies to the Trust for making secondary acquisition of shares.

During the year under review, no fresh grants were made by the Company as the SEBI (Share Based Employee Benefit) Regulations, 2014, notified in October, 2014, require the Company to seek approval of its Members for implementation of any stock appreciation rights scheme. Accordingly, appropriate resolutions for seeking approval of the Members for implementation of the STAR Plan are set out in the Notice convening the 27th Annual General Meeting.

As at March 31, 2015 an aggregate of 19,93,300 STARs were outstanding which comprises about 0.31% of the current paid up equity share capital of the Company.

AUDITORS

Statutory Auditors

The Members at the 26th Annual General Meeting ("AGM") had approved the appointment of M/s. Price Waterhouse as Statutory Auditors of your Company for a period of 3 years to hold office from the conclusion of the 26th AGM until the conclusion of the 29th AGM. In terms of section 139 of the Companies Act, 2013 such appointment is subject to the ratification by the Members at each AGM. M/s. Price Waterhouse have confirmed their eligibility to act as the Auditors of your Company. Further, as required under Clause 49

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of the Listing Agreement with Stock Exchanges, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Accordingly, your Directors seek ratification of the appointment of the Statutory Auditors for the financial year 2015-16.

Cost Auditors

M/s. Ashwin Solanki & Associates, Cost Accountants, were appointed as the Cost Auditor for the financial year 2014-15 to conduct the audit of the cost records of your Company. Your Directors have re-appointed M/s. Ashwin Solanki & Associates, Cost Accountants as the Cost Auditors of the Company for the financial year 2015-16 at a remuneration of Rs.8,00,000 (plus applicable taxes) in addition to out of pocket expenses incurred, if any, in connection with the audit. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Board seeks ratification of the remuneration payable to the Cost Auditors for the financial years 2015-16 at the 27th Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed Dr. K.R. Chandratre, Practicing Company Secretary, to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is enclosed as 'Annexure D' to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

STATUTORY AUDITORS' REPORT

The Auditors' Report for the year ended March 31, 2015 does not contain any qualification, reservation or adverse remark.

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with Stock Exchanges, a separate section on corporate governance practices followed by the Company together with a certificate from the Company's Statutory Auditors confirming compliance thereto is annexed to this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is enclosed as 'Annexure E' to this report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT - 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are enclosed as 'Annexure F' to this report.

ACKNOWLEDGEMENT

Your Board takes this opportunity to thank all its employees for their dedicated service and firm commitment to the goals of the Company. Your Board also wishes to place on record its sincere appreciation for the wholehearted support received from shareholders, distributors, bankers and all other business associates, and from the neighborhood communities of the various Marico locations. We look forward to continued support of all these partners in progress.

On behalf of the Board of Directors

Place : Mumbai
Date : April 30, 2015

Harsh Mariwala
Chairman

ANNEXURE 'A' TO THE DIRECTORS' REPORT

DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY ("CSR")

I. A Brief Outline of the Company's CSR Philosophy, including overview of projects or programme proposed to be undertaken:

Marico's CSR Philosophy

Marico's stated purpose is to "Make a Difference". This purpose has defined our reason to exist; we have always believed that we exist to benefit the entire ecosystem of which we are an integral part. We firmly believe that we belong to an interdependent ecosystem comprising Shareholders, Consumers, Associates, Employees, Government, Environment & Society and that we have a commitment to all these stakeholders.

We believe that economic value and social value are interlinked. A firm creates economic value by creating social value – by playing a role in Making a Difference to the lives of its key stakeholders. Furthermore, a firm cannot do this in isolation; it needs the support and participation of other constituents of the ecosystem. Sustainability comes from win-win partnerships in the ecosystem.

Marico's CSR Policy is therefore anchored on the core purpose of "Make a Difference" to the lives of all its stakeholders to help them achieve their full potential. The policy can be accessed on <http://marico.com/india/investors/documentation/corporate-governance>

The CSR Pivots

While the Ministry of Corporate Affairs has spelt out the CSR activities under Schedule VII to the Companies Act, 2013, in order to build focus and have a more impactful execution – with a view to make a difference - Marico's CSR efforts will be primarily dedicated in areas which include the following:

Scalability of social organisations

Marico believes in unlocking the potential of social enterprises in India through its intervention to aid them scale faster and thus create a sustainable and equitable impact on the social ecosystem. Marico will strive to foster this value through innovation and other means to deliver scale and direct impact thereby benefiting the underserved communities.

Community Development

Community Development is integral for building a harmonious relationship with the community dwelling in the periphery where Marico operates which will go long in supporting one another for a sustainable growth. Marico will therefore work towards upliftment of communities and villages that border Marico's workplaces/units.

Education

Marico also believes that one of the most significant indicators of social progress is education, which also plays a decisive role for a society to achieve self – sustainable and equitable development. Further, infusing innovation in Education will enable further impact. With an increasing global realization of how business community can and should contribute to social objectives, education deserves a higher level of corporate involvement.

Health Care

Marico is a keen proponent of Healthcare and hopes to innovatively create impact in this sector. We aim towards preventive as well as facilitative health care of India's populace.

Livelihood enhancement

Providing livelihood opportunities is critical for economic empowerment of the nation. Creating sustainable livelihood and enhanced earning potential to the farmer community through knowledge, innovation and transformative actions is therefore another thrust of our CSR.

Implementation Strategy for CSR initiatives:

Your Company aims to achieve its CSR objectives through

1. Its wholly owned subsidiary, Marico Innovation Foundation (details given below);
2. Its brands – your Company believes that brands too have a purpose and they can contribute meaningfully in the Company’s CSR efforts;
3. Functional initiatives by its manufacturing locations and procurement operations.

Marico Innovation Foundation (MIF)

The CSR arm of Marico Limited, set up in 2003 to foster innovation in the business and social ecosystem in India. The impact programs of the Foundation include:

Social Innovation Acceleration Program (SIAP)

Launched in 2011 with the objective of providing customized capacity building, SIAP is a catalytic, direct impact platform that helps solve scale up challenges of identified social organizations via business interventions and by leveraging the social ecosystem connects of the Foundation. SIAP leverages in-house or external experts who can assist the social enterprise building and expanding its business and operating model in phases, prototyping new insights and implementing successes along the SIAP journey.

Intervention Model:

SIAP works with ‘For Profit’ and ‘Not For Profit’ organisations and is sector agnostic. It focuses on the innovative idea and the impact the organization wishes to achieve. The Program also focuses on the shift in the mindset of the organization from a view point of pure ‘impact’ on the BoP to ‘scalable and sustainable impact’. The program follows a 3-5 years hands-on engagement process.

The SIAP process is also aided through multiple interventions:

- a) The Foundation leverages Marico members as Mentors to utilize their knowledge and skills. This is done through measured and structured interventions which have been designed by the Foundation to leverage their knowledge capital.
- b) Student teams from leading B-Schools in India are brought in annually to help social organization with research (primary and secondary) and with critical inputs on their businesses.
- c) The Foundations’ ecosystem connects also enables SIAP to draw synergies with like-minded partners who assist the foundation on specific interventions

The Foundation is presently working closely with 8 organizations to scale up their impact. These organizations are:

1. **Tara Livelihood Academy (TLA)**– Set up in 2007 by the Development Alternatives Group (DA) its mandate is to disseminate sustainable development through livelihood fulfillment. TLA aims at supplying trained workers who are dynamically adjustable to the changing demands of employment and technologies to the market and create a demand aligned workforce.

The current Intervention of MIF for TLA includes deployment of Marico Members who are presently working with TLA to rationalize their portfolio of courses, creating a roadmap for building brand awareness and creating the brand ‘TARA’. MASTEK Foundation is helping TLA create a robust IT backbone to streamline their training and operations as it scales its reach across regions. TRRAIN Foundation of Retail delivers standard and custom-designed training courses exclusively to people working in the retail and hospitality sectors. Via the TRRAIN engagement, TLA aims at prototyping the untapped retail training sector in North India.

Impact Timeframe: 2 years

2. **Eram Scientific Solutions (ESS)** - ESS is a Thiruvananthapuram based R&D Social enterprise operating primarily in the water and sanitation sector. It was set up in 2008 and has introduced the revolutionary concept of technology integrated toilets, e-Toilets; to address the challenges associated with public sanitation in the society.

MIF’s current intervention is through developing an advertising strategy for monetizing the e-Toilets & directing ESS to create an adoption strategy for their e-Toilets focusing on schools and Foundation focusing on education and health.

Impact Timeframe: 2 years

3. **Fractal Microspin** - Fractal Microspin is at the forefront to pioneer a solution that enables cotton farmers and small producers to move up the cotton value-chain without the need for very large investments with the end goal of reducing the endemic problem of farmer suicides in Vidharbha. MIF's intervention for Fractal is by connecting Fractal with industry leaders to showcase the Crafted Yarn created by the Microspin machines, seek their feedback on the best way to penetrate the fabric market in India to build order pipelines. MIF is also helping Microspin chart its movement from the retail sales to the wholesale market.

Impact Timeframe: 2 years

4. **Sankara Eye Care Institution (SECI)** - SECI was established under the aegis of the 'Sri Kanchi Kamakoti Medical Trust' and is a charitable institution which aims to eradicate curable blindness in India by extending its services to the economically-weaker and underprivileged sections of society.

A Marico Mentor is presently assisting SECI in solving their foot fall challenge at their super specialty eye care center at Malad, Mumbai. This is being addressed by strengthening their branding collaterals, their brand communication, retail branding, lead generation and activations.

Impact Timeframe: 18 months

5. **Under The Mango Tree (UTMT)** – UTMT is a social enterprise that promotes beekeeping to increase agricultural productivity and enhance incomes as well as improve livelihood of marginal farmers in India. UTMT trains the farmers to use bees for increasing their productivity and also establishes market access for honey produced.

The multiple points of engagement are:

- A. The Foundation is presently engaged in reengineering UTMT's focus from honey sales and distribution to their Pollination Services Model as it has the potential to create tremendous impact on agriculture in India
- B. Assisting in refocusing UTMT from marginal to large format farmers to create maximum impact and prototyping their Pollination Services model with Marico Copra farmers to develop Proof of Concept of the pollination services model.
- C. Assisting UTMT in creating a packaged 'agri-extension service' for large corporates to deploy once proof of concept is established.

Impact Timeframe – 2 years

6. **Agastya International Foundation** - Agastya International Foundation is a Bangalore based non-profit educational trust that seeks to transform and stimulate the thinking of economically disadvantaged children. Agastya does this by bringing innovative science education to the doorstep of Government schools in various states in India.

MIF is presently assisting Agastya in creating a fund raising strategy to ensure Agastya's sustainability and thus scale its reach to maximum states in India, reducing the dependence on Government based funds and grants.

Impact Timeframe – 2 years

7. **The Akshaya Patra Foundation (TAPF)** - Founded to serve square meals to underprivileged children to reduce the incidence of school dropouts. The Akshaya Patra Foundation runs India's largest school lunch programs distributing freshly cooked, healthy meals to 1.4 million underprivileged children daily.

Marico Members are presently assisting TAPF to develop a comprehensive model for vegetable procurement and achieve cost optimization in vegetables procurement prices. At the same time, this intervention is also developing the internal competencies of TAPF in supply chain and procurement

Impact Timeframe – 1 year

8. **RangDe** – RangDe's vision is to make poverty history in India by reaching out to underserved communities through microcredit. Through a network of committed field partners and social investors and by offering microcredit, RangDe strives to make a positive impact on business, education, health and environment of the underserved communities.

MIF's current intervention with RangDe is:

- A. To help RangDe create a robust process for tapping into payroll giving programs of corporates to increase their base of social investors.
- B. Creating a roadmap to identify new channels of penetration for social impact investors
- C. Creating a framework to tap into HNI's, Finance Companies, CSR arms of corporates and family offices to broaden the base of social impact investors

Impact Timeframe – 1.5 years

Student Engagement Program (SEP)

Student teams from leading B-Schools in India are brought in annually to help social organization with research (primary and secondary) and with critical inputs on their businesses. These engagements are project based with a clear structure of engagement and reporting along with an actionable end goal. This helps the Foundation to bring to the table fresh minds and perspectives for the social organizations.

Livelihood Enhancement Project, eradicating hunger & promoting education are the projects under SIAP on which the student teams have worked on.

Innowin Magazine

The Innowin magazine, launched in 2013 with the prime objective to disseminate innovation knowledge was shelved after MIF released its last issue in April 2014, due to low impact and high running costs.

Brand CSR

Nihar Shanti Amla: promoting child education

Nihar Shanti Amla (NSA) – CRY “Chotte Kadam Pragati ke Aur” campaign

In 2012, Nihar Shanti Amla launched a programme called “Chotte Kadam Pragati Ke Aur” to support the education of underprivileged children under the age group of 6 – 18 years in the North and West part of India. Under this programme Nihar partnered with CRY to support its projects with a prime focus of mobilization and retention of children in the schools. Last year, the brand funded a total of 16 education projects impacting 74,672 children across its focussed geographies.

Reformulating the Nihar Shanti Amla strategy focused on Education (Dalberg).

Recently Nihar Shanti Amla partnered with Dalberg Global Development Advisors, a strategic advisory firm dedicated to global development, to design a cohesive education strategy which can demonstrate direct impact through contribution towards quality educational interventions. Dalberg will also recommend Monitoring and Evaluation (M & E) parameters to track the impact.

Saffola: Preventive Health Care, especially for women

Saffola's vision is to create a Heart Healthy India by educating & inspiring people on the importance of taking care of their heart. Saffola's thought leadership and genuine efforts in the sphere of public welfare has led it to become differentiated from the competition and is highly trusted by the consumers as well.

This vision has been built through a number of Saffolalife initiatives over the years on the occasion of World Heart Day which is held every year on September 29. In 2014 on World Heart Day, Saffola championed the cause of 'Women Heart Health'. **SRL Diagnostics** was partnered with to carry out 1.35 lakh tests with women forming 50% of the tests done. The Saffolalife 'Protect Her Heart Campaign' in 2014, educated people on the fact that 3 out of 5 women in India have cholesterol management problems over the age of 35 and also enabled the assessment of their cholesterol levels through a free cholesterol test.

Other Initiatives

Expenses incurred towards improving agricultural productivity

Marico has understood the need to improve agricultural productivity and stepped in by funding the research in association with Tamil Nadu Agricultural University (TNAU) & Indian Agricultural Research Institute (IARI). These efforts have shown positive results.

Contribution to Prime Minister Relief Fund

A sum of INR 11,00,000 was donated as contribution to the Prime Minister Relief Fund to help the distressed citizens of Jammu and Kashmir during the flood crisis of September 2014.

Contribution to Voluntary Organization in Interest of Consumer Education ("VOICE")

VOICE is a consumer protection group set up by academicians, professionals and volunteers who work towards creating informed consumers. VOICE works towards building consumer awareness and also towards protecting consumer rights. Marico Limited contributed INR 40,00,000 towards the corpus of VOICE.

II. Average net profit of the Company for last three financial years : Rs. 472.84 Crores

III. Prescribed CSR Expenditure (two per cent of the amount as in item II above): Rs. 9.5 Crores

IV. Details of CSR spent during the financial year:

a Total amount to be spent for the financial year: Rs. 11.19 Crores

b Amount unspent , if any- Nil

c Manner in which the amount spent during the financial year 2014-15 is detailed below:

Sr. No.	CSR project or activity identified.	Sector in which the project is covered	Projects or programs: (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or Program wise (Amount in Rs.)	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads: (Amount in Rs.)	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
(A) Marico Innovation Foundation							
1	Social Innovation Acceleration Project (SIAP) - Batch 3				1,862,173	NA	Through Implementation agency: Marico Innovations Foundation (MIF).
a	Tara Livelihood Academy	Livelihood Enhancement Project	Madhya Pradesh & Uttar Pradesh				
b	Eram Scientific Solutions	Sanitation	Thiruvananthapuram, Kerala				
c	Akshaya Patra Foundation	Providing Mid day meals : Eradicating hunger and promoting education	Bangalore, Karnataka				MIF is a not for Profit Institution established in 2003, registered as a section 8 company, it helps business and social organizations enhance economic and social value using breakthrough innovation.
d	Fractal Microspin	Livelihood Enhancement Project	Vidarbha, Maharashtra		1,415,508	NA	
2	Social Innovation Acceleration Project (SIAP) - Batch 4						
a	Rang De	Eradicating poverty	Bangalore, Karnataka				
b	Under the Mango Tree	Livelihood enhancement	Maharashtra, Gujarat and Madhya Pradesh				
c	Sankara Eye Care Institution	Promoting healthcare including preventive healthcare	Mumbai, Maharashtra				
d	Agastya International Foundation	Promoting education	Bangalore, Karnataka				
3	Innowin	Promoting education through innovation knowledge dissemination	PAN India circulation		789,903	NA	
4	Social Education Program (SEP)	Livelihood Enhancement Project and Eradicating hunger & promoting education			403,279	NA	
TOTAL (A)				9,200,000	4,470,863	NA	

Sr. No.	CSR project or activity identified.	Sector in which the project is covered	Projects or programs: (1) Local area or other projects or Programs was undertaken (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or Program wise (Amount in Rs.)	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads: (Amount in Rs.)	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
(B) Brand Led CSR Initiatives							
1	Nihar Shanti Amla : Education initiatives(s)						
a	Nihar Shanti Amla - CRY Chotte Kadam - Pragati ke Aur campaign	Promoting Education among children	1. Gram Vikas Samiti, MP 2. Education Resource Society, UP 3. Samagra Vikas Sanshan (SVS), UP 4. Doaba Vikas Evam Utham Samiti, UP 5. Mahila Jan Adhikar Samiti, Rajasthan 6. Pahal, Delhi 7. Parvatiya Lok Shikshan Samiti (PLSS), UTK 8. CHARDS, Bihar 9. Mithila Gram Vikas Parishad, Bihar 10. Development Education and Environmental Programme, Bihar 11. Kajiya Jana Kalyan Samiti (KJKS) West Bengal 12. Chale Chalo, Odisha 13. Adivasi Sarvangi Vikas Sangh, Gujarat 14. Samata, Gujarat 15. Bahujan Samajik Trust (BST), Gujarat 16. Mitwa Mahila Kalyan Evam Samiti, Chattisgarh	60,000,000	50,151,426	NA	Through implementing agency: Child Rights and You - (CRY) CRY is a public Charitable Trust which supports Child Rights for underprivileged children with special focus on Children's Education.
b	Reformulating the Nihar Shanti Amla strategy focused on Education (Dalberg)	Promoting Education among children	NA		7,829,920	NA	Through implementing agency: Dalberg Dalberg is a strategic advisory firm dedicated to global development.
2	Saffola World Heart Day CSR - Saffolalife Free Cholesterol tests	Preventive Healthcare	All India	42,000,000	38,400,000	NA	Direct
TOTAL (B)				102,000,000	96,381,346	NA	
(C) Other Initiatives							
1	Expenses incurred towards improving agricultural productivity	Livelihood enhancement	Money paid to TNAU for doing the development.	1,350,000	610,000	NA	Direct
2	Contribution to Prime Minister Relief Fund	Contribution to Prime Minister Relief Fund	Kashmir	-	1,100,000	NA	Direct
3	Contribution to Voluntary Organization in Interest of Consumer Education (VOICE)	Promoting Consumer Education	All India	-	4,000,000	NA	Direct
TOTAL (C)				1,350,000	5,710,000	NA	
TOTAL CSR SPEND (A) + (B) + (C)				112,550,000	106,562,209	NA	
(D) Capacity Building and Administrative Expenditure (Restricted to 5% of the total spend)					5,328,110	NA	
TOTAL CSR SPEND (A) + (B) + (C) + (D)					111,890,320	NA	

*Give details of implementing agency: The details are captured above.

V. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company.

Place : Mumbai
Date : April 30, 2015

HARSH MARIWALA
Chairman of Board & CSR Committee

SAUGATA GUPTA
Managing Director and CEO

ANNEXURE 'B' TO THE DIRECTORS' REPORT

Information required under section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A] Ratio of Remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2014-15 is as follows:

Name of Director	Total Remuneration (Rs.)	Ratio of remuneration of Director to the median remuneration
Mr. Harsh Mariwala*	7,86,83,016	123:1
Mr. Saugata Gupta	6,06,79,292	95:1
Mr. Anand Kripalu	18,00,000	3:1
Mr. Atul Choksey	17,00,000	3:1
Mr. B. S. Nagesh	19,60,000	3:1
Ms. Hema Ravichandar	20,20,000	3:1
Mr. Nikhil Khattau	19,40,000	3:1
Mr. Rajeev Bakshi	18,00,000	3:1
Mr. Rajen Mariwala	18,00,000	3:1

Notes:

- The information provided above is on a standalone basis.
- Mr. Harsh Mariwala ceased to be the Managing Director of the Company with effect from April 1, 2014. The remuneration of Mr. Harsh Mariwala for the financial year 2014-15 is inclusive of the amount paid towards performance incentive for the financial year 2013-14 and settlement of dues consequent to the cessation of his office as Managing Director.
- The remuneration to Non-Executive Directors includes sitting fees paid during the financial year 2014-15.
- Median remuneration of the Company for all its employees is Rs.6,38,463 for the financial year 2014-15. For calculation of median remuneration, the employee count taken is 1,037 which comprises employees who have served for the whole of the financial year 2014-15.

B] Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year 2014-15 are as follows:

Name	Designation	Remuneration (Rs.)		Increase/ (Decrease) %
		2014-15	2013-14	
Mr. Harsh Mariwala	Chairman	7,86,83,016	4,71,66,286	67
Mr. Saugata Gupta	Managing Director & CEO	6,06,79,292	6,53,52,988	(7)
Mr. Anand Kripalu	Independent Director	18,00,000	13,40,000	34
Mr. Atul Choksey	Independent Director	17,00,000	12,80,000	33
Mr. B. S. Nagesh	Independent Director	19,60,000	15,80,000	24
Ms. Hema Ravichandar	Independent Director	20,20,000	15,70,000	29
Mr. Nikhil Khattau	Independent Director	19,40,000	15,10,000	28
Mr. Rajeev Bakshi	Independent Director	18,00,000	12,80,000	41
Mr. Rajen Mariwala	Non-Executive Promoter Director	18,00,000	14,80,000	22
Mr. Vivek Karve	Chief Financial Officer	3,57,31,143	1,60,23,045	123
Ms. Hemangi Ghag	Company Secretary & Compliance Officer	25,32,046	19,74,138	28

Notes:

- The remuneration paid to Mr. Harsh Mariwala in the financial years 2014-15 and 2013-14 are not comparable. Please refer to the explanation given in note 2 to the disclosure at point A above.
- Mr. Saugata Gupta and Mr. Vivek Karve were appointed as the Managing Director & CEO and Chief Financial Officer, respectively, with effect from April 1, 2014.

3. The remuneration paid to Mr. Saugata Gupta for the financial year 2013-14 included House Rent Allowance while in the financial year 2014-15 he was provided a Company Leased Accomodation.
4. The remuneration of Mr. Vivek Karve includes the perquisite value of the stock options exercised by him during the financial year 2014-15 amounting to Rs. 1,86,28,275.
5. The remuneration to Non-Executive Directors (excluding Chairman) was revised during the financial year 2014-15 as under:

Remuneration	2014-15 (Rs.)	2013-14 (Rs.)
Annual Remuneration per Director	16,00,000	12,00,000
Remuneration to Chairperson of each of the Statutory Committees of the Board.	1,00,000	50,000

C] Percentage increase in the median remuneration of all employees in the financial year 2014-15:

	2014-2015 (Rs.)	2013-2014 (Rs.)	Increase %
Median remuneration of all employees per annum*	6,38,463	5,89,589	8

* For calculation of median remuneration, the employee count taken is 1,037 and 1,015 for the financial year 2014-15 and 2013-14, respectively, which comprise employees who have served for the whole of the respective financial years.

D] Number of permanent employees on the rolls of the Company as of March 31, 2015:

1,570 (inclusive of workmen)

E] Relationship between average increase in the remuneration of all employees and the performance of your Company:

The increase in the remuneration of all employees is based on the following remuneration philosophy of the Company:

- (i) the intrinsic worth and future potential of the Member which ensures value of meritocracy;
- (ii) the extrinsic worth of the role and desired market competitiveness determined through market benchmarking studies; and
- (iii) value added by the role which should be in line with the Company's employee cost.

In the financial year 2014-15, a similar approach was followed to determine the increase in the remuneration of all the employees. The said increase in the remuneration was in line with Company's performance and its market competitiveness.

The average increase in the remuneration of all employees* in the financial year 2014-15 as compared to the financial year 2013-14 was 2%. In the remuneration details of both the financial years there is a component of cash incentive received under the Marico Employee Stock Appreciation Rights Plan, 2011. The average increase in the remuneration excluding such cash incentive of all employees* in the financial year 2014-15 as compared to the financial year 2013-14 was 10%.

** Employees who have served for whole of the respective financial years have been considered.

The key indicators of the Company's performance (on a standalone basis) are:

(Rs. in Crores)

	2014-15	2013-14	Increase/(Decrease) %
Net Income from Operations	4,681.20	3,682.49	27
Operating Profit Before Tax (i.e. PBT excluding dividend income from overseas subsidiary)	636.17	514.27	24
Profit Before Tax**	731.04	717.26	2
Profit After Tax**	545.16	577.20	(6)

** The growth is lower due to lower income towards dividend receipt from an overseas subsidiary in the financial year 2014-15 as compared to 2013-14.

F] Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:

The remuneration of Key Managerial Personnel during the financial year 2014-15 increased by around 19% compared to the financial year 2013-14. Whereas the Profit Before Tax (PBT) increased by 2% in the financial year 2014-15 compared to the

the financial year 2013-14. The PBT for both the financial years includes dividend receipt from an overseas subsidiary. The PBT growth excluding such dividend income for the financial year 2014-15 compared to the the financial year 2013-14 was 24%.

G) Details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years and the share price details:

	As on March 31, 2015	As on March 31, 2014	Increase/(Decrease) %
Price Earnings Ratio*	46.4	23.3	99
Market Capitalization (Rs. in Crore)	25,293	13,424	88

* Taken on a standalone basis

Comparison of share price at the time of last public offer and market price of the share as of March 31, 2015:

Market Price* as on March 31, 2015 (Rs.)	385.75
Price at the time of Initial Public Offer cum Offer for Sale in 1996 (adjusted for various bonus issues and stock split but excluding dividend payouts subsequent to the Public Offer) (Rs.)	4.38
% increase of market price over the price at the time of Initial Public Offer cum Offer for Sale	8,817

*Closing market price on National Stock Exchange of India Limited.

H) Comparison of average percentage increase in remuneration of all employees other than the Key Managerial Personnel and the percentage increase in the remuneration of Key Managerial Personnel:

	Increase/(Decrease) %
Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel)	3
Average Percentage increase in the Remuneration of Key Managerial Personnel*:	
Mr. Saugata Gupta, Managing Director & CEO	(7)
Mr. Vivek Karve, Chief Financial Officer	123
Ms. Hemangi Ghag, Company Secretary & Compliance Officer	28

*Kindly refer the explanations given under point B of this disclosure for better comprehension of the details given above.

I) Key parameters for any variable component of remuneration availed by the Directors:

The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. This is based on certain financial parameters like performance of the Company, its market capitalization, industry benchmarks, role of the Directors and such other relevant factors.

Independent Directors are not eligible for any variable component as per the Remuneration Policy of the Company.

In case of the Non-Executive Chairman of the Board and the Managing Director & CEO, the variable component of remuneration is approved by the Board based on the Remuneration Policy of the Company.

J) There are no employees of the Company who received remuneration in excess of the highest paid Director of the Company.

K) Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company.

ANNEXURE 'C' TO THE DIRECTORS' REPORT

Disclosure pursuant to the provisions of the Securities and Exchange Board of India
(Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999

Particulars		Marico Employee Stock Option Scheme 2007	Marico Employee Stock Option Scheme 2014	Marico MD CEO ESOP Plan 2014
a)	Options granted (as at March 31, 2015)	11,376,300 options aggregating to about 1.76% of the paid-up equity capital of the Company (options, net of lapsed/forfeited/ exercised as at March 31, 2015: 212,600 options aggregating to about 0.03% of the paid-up capital of the Company)	3,00,000 options aggregating to about 0.05% of the paid up equity share capital of the Company	46,600 options aggregating to 0.007% of the paid up equity share capital of the Company
b)	The pricing formula	The Exercise Price of the options shall be lower of the following: i) Average of the closing price for last 21 (twenty one) trading session(s) on National Stock Exchange (NSE) prior to the date on which the Corporate Governance Committee, grants the specific number of options to the employees, Or ii) The closing price for the last session on National Stock Exchange (NSE) prior to the date on which the Corporate Governance Committee, grants the specific number of options to the employees.	The exercise price is Re. 1 per option.	The exercise price is Re. 1 per option.
c)	Options vested (as at March 31, 2015)	68,66,635	-	-
d)	Options exercised (as at March 31, 2015)	65,70,235	-	-
e)	The total number of shares arising as a result of exercising of option (as at March 31, 2015)	65,70,235	-	-
f)	Options lapsed/forfeited (as at March 31, 2015)	47,02,465	-	-
g)	Variation of terms of options	-N.A.-	-	-
h)	Money realized during the year by exercise of options (as at March 31, 2015)	60,38,600	-	-
i)	Total number of options in force (as at March 31, 2015)	1,03,600	-	-
i)	Employee wise details of options granted to : (as at March 31, 2015)			
	i) Senior Managerial Personnel	A summary* of options granted to senior managerial personnel is as under : No. of employee covered – 1 (One)* No. of options granted to such personnel (options, net of lapsed/forfeited/exercised) – 50,000 (Fifty Thousand)		

Particulars		Marico Employee Stock Option Scheme 2007	Marico Employee Stock Option Scheme 2014	Marico MD CEO ESOP Plan 2014
		*Only summary is given due to sensitive nature of the information.	3,00,000 options were granted to the Managing Director and Chief Executive Officer of the Company	46,600 options were granted to the Managing Director and Chief Executive Officer of the Company
	ii) any other employee who receives a grant in any one year of options amounting to 5% or more of option granted during the year	None		
	iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	None		
k)	Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with the Accounting Standard (AS) 20' Earnings per Share	Rs. 8.45		
l)	i) Method of calculating employee compensation cost	The Company has calculated the employee compensation cost using the intrinsic value method of accounting for the options granted under the Scheme		
	ii) Difference between the employee compensation cost so computed at (l) above and the employee compensation cost that shall have been recognised if it had used the fair value of the Options	Rs. 0.30 Crores		
	iii) The impact of this difference on the profits and on EPS of the Company	Had the Company considered 'fair value' method then the employee compensation cost would be lower by Rs. 0.31 Crore. The Profit Before Tax would be higher by the same amount and Earning Per Share by Re.0.01.		
m)	Weighted average exercise price and weighted average fair values of options (to be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock)	Weighted average Exercise Price : Rs. 55.74 Weighted average Fair Value of Option : Rs.22.46	–	–
n)	Description of method and significant assumptions used during the year to estimate the fair values of options	Intrinsic Value Method		
	i) risk – free interest rate	6.61% / 7.27%	8.00%	8.00%
	ii) expected life of options	5 Years	3 years	3 years and 3 months
	iii) expected volatility	35.32% / 36.92%	26.62%	23.66%
	iv) expected dividends	1.20%	3.50%	3.50%
	v) closing market price of share on date of option grant	65.10 (Average of the closing prices as on the grant dates)	209.15	324.95

ANNEXURE 'D' TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Marico Limited
7th Floor, Grande Palladium,
175, CST Road, Kalina,
Santacruz (East),
Mumbai – 400 098

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Marico Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

(vi) During the period under review, no law was specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during the audit period**).

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company had no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Dr. K R Chandratre

FCS No. 1370, C P No: 5144

Place: Pune

Date: 30 April, 2015

ANNEXURE 'E' TO THE DIRECTORS' REPORT

Disclosure of Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 & Rule 8 of The Companies (Accounts) Rules, 2014

A. Conservation of Energy

1. Steps taken/impact on conservation of energy and the steps taken for utilising alternate sources of energy;

Baddi

Your Company undertook several initiatives in power and fuel consumption reduction at its Baddi plant. These initiatives resulted in reduction in carbon footprint by **3044 MT of CO₂** last year.

Initiatives details are as below:

- 100% Usage of SFB resulted into carbon footprint reduction of 997MT.
- DG Usage Reduction from 19% to 6% for power generation resulting into carbon footprint reduction of 467 MT.
- DG Efficiency improvement from 3.42 Units/MT to 3.52 Units/MT generation resulting into carbon footprint reduction of 16.5 MT.
- Steam Fuel Ratio Improvement from 4.52 to 5.22 resulting into reduction equivalent FO consumption reduction of 473 MT and carbon footprint reduction of 1516 MT.
- Usage of Smaller feed water Pump resulted into savings of 25000 Units of Electricity.
- Steam Heating instead of electrical heating of washing machine pit oil resulted into savings of 24000 Units of Electricity.

Jalgaon

Your Company undertook following initiatives at its Jalgaon plant to reduce carbon footprint. These initiatives enabled a saving of **1,73,846 units** in last year equivalent to **168 MT of CO₂** emissions.

For Power Consumption reduction:

- Filling AHU motor was changed from single phase to three phases.
- Chain conveyor, FD fan, return belt conveyor & bale crusher in Boiler house were removed.
- Steam trap audit was carried out in Nov-14 to reduce steam loss.
- Energy audit was done and actions were implemented for compressors in month of Feb -15 to reduce air consumption.

For Fuel Consumption reduction:

- Steam trap audit was done in Nov-14 to reduce steam loss.
- Temperature profiling was made for RBO dew axing to improve chilling efficiency monitoring and rectification for cooling curve by DCS automation.
- 100% Usage of Briquettes as a fuel which has higher Calorific value and very less amount of moisture started from Aug-14.

Pondicherry

Pondicherry Power Task Force Energy Conservation Initiatives have resulted in a reduction of **73,247 Units/Year** equivalent to **71MT of CO₂** emissions through following initiatives:

- Variable Frequency drive installed in Cooker A Main Motor, Dehumidification Blower and Cooling Tower.
- Replacement of Lower Efficiency Motor with Higher Efficiency Motors in Compressor.

- Reduction of Operating hours of SOT Pump and Expeller Conveyor.
- Installation of Solar Water Heater for Boiler Feed Water Heating.

Water Conservation

- Sewage Treatment Plant Installed for Recycling the Admin waste water.
- Reuse of Water Treatment Plant Regeneration water to Gardening.
- Drip and Sprinkler irrigation implemented for the entire garden in the factory.

Perundurai

Perundurai plant has achieved consistent improvement in power consumption by 4.2U/MT of copra crushed in FY14-15. This amounted to overall saving of **90,659 Electricity units** equivalent to **88 MT of CO₂** emissions.

Following are the Power saving initiatives carried out last year:

- Elimination of 2nd stage Expeller kettle yielded 1.47 KW/MT.
- Optimization of Copra Grinder yielded 1.72 KW/MT.
- Optimization of Cake Grinder 1.01 KW/MT.
- Sequence Interlocking system for RMHS conveying unit yielded 0.26 KW/MT.
- Optimization of Exp 1/1 motor frequency yielded 1.30 KW/MT.
- Elimination of VF for Exp 2/1 yielded 0.39 KW/MT.
- Installation of VFD & flow optimization for FOT pump yielded 0.39 KW/MT.
- Installation of temp controller for cooling tower fan yielded 0.65 KW/MT.

Kanjikode

Initiatives taken in KKD have led to reduction in overall **CO₂ emissions by 130MT**:

- Provided steam actuator with temperature controller which reduces the steam consumption for oil heating in the sump, thereby reduces the 5,000 Liters of FO consumption per annum, resulting in reduction in carbon emission of 18 t CO₂/Annum.
- Implementing online cap heater in the rigid line reduces the power consumption by 7,500 Units per annum resulting in reduction of 6.7 t CO₂/Annum.
- Replacement of AC unit of admin block with reciprocating type compressor to VRF type AC with R410 refrigerant reduces the power consumption by 48,000 Units per annum, resulting 43 t CO₂/annum.
- Providing VFD for cutter thereby optimized the power consumption by 21,000 Units per annum, resulting in reduction of 19 t CO₂/annum.
- Boiler nozzle replaced with 0.9mm to 0.65mm which optimized the fuel consumption, thereby able to reduce by 12,000 LPA which reduces the CO₂ emission by 44 Tons/annum.
- Water re-usage system developed Soxhlet operation in the product lab, which reduces the water consumption by 200 KL per annum.
- Provide water monitoring meters at all the major consumption points which help in better tracking utilization of ground water

2. Capital investment on energy conservation equipments during the year was Rs.42 Lacs.

B. Technology Absorption

1. Research and Development (R&D)

Specific areas in which R & D was carried out by your Company:

In the past year R&D efforts were directed towards areas of hair nourishment, male grooming, skin care, edible oils, breakfast cereals & packaging innovations across the global markets. Specific efforts were undertaken to understand consumers in international geographies and align systems and processes across the business.

In hair nourishment, research efforts were directed to understand benefits of various actives on aspects of hair health & conditioning. New technology platforms of aromatherapy were explored. In male grooming the efforts were focused on improving consumer experience in deodorants and styling benefits in hair gels. For all categories, CTI efforts were targeted towards generating insights of product usage and attitudes across geographies and tailoring the product sensories accordingly. In packaging, the core areas were technology innovations for premium packaging. In foods, the thrust areas were new formats in breakfast cereals and technology platform development for edible oils.

2. Benefits derived as the result of the above efforts:

- o Launch of new products – Parachute Advanced aromatherapy hair oil, value added mustard oil under Nihar Shanti brand umbrella, Parachute Advanced aloe vera enriched coconut hair oil & Livon Moroccan silk serum;
- o Development of globally acceptable sensorial products;
- o Strong claim support for new products;
- o Value enhancement through product engineering;
- o 8 patents filed across the departments.

3. Future Plan of Action:

R&D will continue to focus on generating in-depth consumer insights, develop strong technology platforms in the area of hair & skin nourishment and grooming. Efforts will also be made to harmonize products across geographies, design new products for specific lead geographies and re-apply the same to similar target segments in different regions. Special efforts will be targeted in improving measurement science, process engineering & innovation capability development.

4. Technology absorption, adaptation and innovation

Efforts, in brief, made towards technology absorption, adaptation and innovation and benefits derived as a result of the same:

New technologies sourced from vendors, partners, universities were worked upon to adapt them to Marico business needs. Specifically, in the areas of hair nourishment, new product formats and new technologies, several C&D projects were undertaken. These helped in developing in depth basic knowledge and stronger claims.

5. The Company has not imported any technology during last three years reckoned from the beginning of the financial year.

6. The expenditure incurred on Research and Development

Particulars	As at March 31,	
	2015	2014
	Rs. Crore	Rs. Crore
(a) Capital	0.55	1.66
(b) Recurring	19.19	16.57
Total	19.74	18.23

The expenditure above includes a capital expenditure of Rs. 0.11 Crore (LY: NIL) and a revenue expenditure of Rs. 4.05 Crore (LY: Rs. 4.09 Crore) towards the edible oils and foods business of your Company.

C. Foreign Exchange Earnings and Outgo

The details of Foreign exchange earnings and outgo during the period under review is as under.

Particulars	As at March 31,	
	2015	2014
	Rs. Crore	Rs. Crore
Foreign Exchange earned	309.82	374.76
Foreign Exchange used	28.32	20.30

On behalf of the Board of Directors

Place : Mumbai
Date : April 30, 2015

Harsh Mariwala
Chairman

ANNEXURE 'F' TO THE DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2015.

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L15140MH1988PLC049208
ii	Registration Date	October 13, 1988
iii	Name of the Company	Marico Limited
iv	Category/Sub-category of the Company	Public Company/Limited by Shares
v	Address of the Registered office & contact details	7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra. Tel: (91-22) 6648 0480 Fax: (91-22) 2650 0159 Website: www.marico.com E-mail Address: investor@maricoindia.net
vi	Whether listed company: Yes/No	Yes
vii	Details of the Stock Exchanges where shares are listed	BSE Limited (BSE) : 531642 The National Stock Exchange of India Limited (NSE): MARICO
viii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup (West), Mumbai- 400 078 Maharashtra. Tel: (91-22) 25963838 Fax: (91-22) 25946969 Website: www.linkintime.co.in E-mail Address: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company

Sl.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Edible Oils	10402	63%
2	Value Added Hair Oils	20236	24%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate Company	% of Shares Held	Applicable Section
1	Marico Bangladesh Limited ("MBL") House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh	NA	Subsidiary	90	2(87)(ii)
2	Marico Middle East FZE ("MME") Office No. LOB 15326, Jebel Ali, Dubai, UAE	NA	Subsidiary	100	2(87)(ii)
3	Marico South Africa Consumer Care (Pty) Limited ("MSACC") 1474 South Coast Road, Moberni 4051	NA	Subsidiary	100	2(87)(ii)
4	Marico South Africa (Pty) Limited ("MSA") 1474 South Coast Road, Moberni 4051	NA	Subsidiary	100 (through MSACC)	2(87)(ii)
5	International Consumer Products Corporation ("ICP") No. 3, 5th Street, Song Than 1 Industrial Zone, Di An Town, Binh Duong Province, SR Vietnam	NA	Subsidiary	100	2(87)(ii)
6	Marico Consumer Care Limited ("MCCL") 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	U24233MH2012PLC229972	Subsidiary	100	2(87)(ii)
7	Halite Personal Care India Private Limited (A Company under Voluntary Liquidation) 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	U24240MH2011PTC239427	Subsidiary	-	-
8	Marico Innovation Foundation ("MIF") 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	U93090MH2009NPL193455	Subsidiary	Section 8 Guarantee Company without Share Capital	2(87)(i)
9	MBL Industries Limited ("MBLIL") House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh	NA	Subsidiary	100 (through MME)	2(87)(ii)
10	MEL Consumer Care ("MELCC") 5th Floor, 53, Lebanon Street, Mohandseen, Gisa, Egypt	NA	Subsidiary	100 (through MME)	2(87)(ii)
11	Marico Egypt Industries Company ("MEI") 11B Hegaz Sq. , Mohandesen, Gisa, Egypt	NA	Subsidiary	100 (through MELCC)	2(87)(ii)
12	Egyptian American Investment and Industrial Development Company ("EAIIDC") 11B Hegaz Sq., Mohandseen, Gisa, Egypt	NA	Subsidiary	100 (through MME)	2(87)(ii)
13	Marico Malaysia Sdn. Bhd. ("MMSB") Ground Floor, Lot 7, Block F, Saguking Commercial Building, Jalan Patau 87000, Labuan F.T. Malaysia	NA	Subsidiary	100 (through MME)	2(87)(ii)
14	Beauté Cosmétique Société Par Actions ("BCS") 376 Vo Van Tan, Ward 5, District 3, Ho Chi Minh City, Vietnam.	NA	Subsidiary	99 (through ICP)	2(87)(ii)
15	Thuan Phat Foodstuff Joint Stock Company ("TPF") 39B Truong Son Street, Ward 4, Tan Binh District, Ho Chi Minh City, Vietnam	NA	Subsidiary	99.99 (through ICP)	2(87)(ii)

IV. SHAREHOLDING PATTERN (Equity Share Capital break up as % to total Equity)

(i) Categorywise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	375,205,520	–	375,205,520	58.18	375,205,520	–	375,205,520	58.17	–
b) Central Govt.or State Govt.	–	–	–	–	–	–	–	–	–
c) Bodies Corporates	8,822,000	–	8,822,000	1.37	8,822,000	–	8,822,000	1.37	–
d) Bank/Financial Institutions	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
SUB TOTAL:(A) (1)	384,027,520	0	384,027,520	59.55	384,027,520	0	384,027,520	59.54	–
(2) Foreign									
a) NRI- Individuals	900,000	0	900,000	0.14	900,000	0	900,000	0.14	–
b) Other Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks/Financial Institutions	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
SUB TOTAL: (A) (2)	900,000	0	900,000	0.14	900,000	0	900,000	0.14	–
Total Shareholding of Promoter (A)= (A)(1) + (A)(2)	384,927,520	0	384,927,520	59.69	384,927,520	0	384,927,520	59.68	–
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	9,478,479	–	9,478,479	1.47	20,551,709	–	20,551,709	3.19	53.88
b) Banks/Financial Institutions	105,500	–	105,500	0.00	283,800	–	283,800	0.04	62.83
c) Central Govt./State Govt.	–	–	–	–	672,864	–	672,864	0.10	100.00
d) Venture Capital Fund	–	–	–	–	–	–	–	–	–
e) Insurance Companies	7,127,814	–	7,127,814	1.11	8,932,647	–	8,932,647	1.38	20.20
f) FIs	177,677,981	5,000	177,682,981	27.55	156,947,263	5,000	156,952,263	24.33	-13.21
g) Foreign Venture Capital Funds	22,058,823	–	22,058,823	3.42	9,541,299	–	9,541,299	1.48	-131.19
h) Foreign Portfolio Investor (Corporate)	–	–	–	–	12,394,907	–	12,394,907	1.92	100.00
i) Others (specify)	–	–	–	–	–	–	–	–	–
SUB TOTAL (B)(1):	216,448,597	5,000	216,453,597	33.55	209,324,489	5,000	209,329,489	32.44	-3.40
(2) Non Institutions									
a) Bodies corporates	18,246,561	42,000	18,288,561	2.84	25,372,022	42,000	25,414,022	3.94	28.04
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	19,243,174	737,840	19,981,014	3.10	19,134,639	689,840	19,824,479	3.07	-0.79
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	3,453,952	–	3,453,952	0.54	3,560,452	–	3,560,452	0.55	2.99
c) Others (specify)									
1. NRI	1,566,522	–	1,566,522	0.24	1,476,780	–	1,476,780	0.23	-6.08
2. Clearing member	121,833	–	121,833	0.02	367,450	–	367,450	0.06	66.84
3. Trusts	80,000	–	80,000	0.01	81,807	–	81,807	0.01	2.21
SUB TOTAL (B)(2):	42,712,042	779,840	43,491,882	6.75	49,993,150	731,840	50,724,990	7.86	14.26
"Total Public Shareholding (B)= (B)(1)+(B)(2)"	259,160,639	784,840	259,945,479	40.30	259,317,639	736,840	260,054,479	40.32	0.04
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	644,088,159	784,840	644,872,999	100	644,245,159	736,840	644,981,999	100	0.02

(ii) Shareholding of Promoters

Sl. No	Name	Shareholding at the beginning (01.04.2014)/ end of the year(31.03.2015)		Date	In-crease/ De-crease in share-holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No.of Shares	% of total shares of the company				No.of Shares	% of total shares of the Company
1	Harsh Mariwala with Kishore Mariwala (For Valentine Family Trust)	73,376,000	11.38	1-Apr-14	0	No change during the year		
		73,376,000	11.38	31-Mar-15	0		73,376,000	11.38
2	Harsh Mariwala with Kishore Mariwala (For Aquarius Family Trust)	73,376,000	11.38	1-Apr-14	0	No change during the year		
		73,376,000	11.38	31-Mar-15	0		73,376,000	11.38
3	Harsh Mariwala with Kishore Mariwala (For Tarus Family Trust)	73,376,000	11.38	1-Apr-14	0	No change during the year		
		73,376,000	11.38	31-Mar-15	0		73,376,000	11.38
4	Harsh Mariwala with Kishore Mariwala (For Gemini Family Trust)	73,376,000	11.38	1-Apr-14	0	No change during the year		
		73,376,000	11.38	31-Mar-15	0		73,376,000	11.38
5	Arctic Investment & Trading Company Private Limited	8,785,000	1.36	1-Apr-14	0	No change during the year		
		8,785,000	1.36	31-Mar-15	0		8,785,000	1.36
6	The Bombay Oil Private Limited	37,000	0.01	1-Apr-14	0	No change during the year		
		37,000	0.01	31-Mar-15	0		37,000	0.01
7	Mr. Harsh Mariwala	11,454,600	1.78	1-Apr-14	0	No change during the year		
		11,454,600	1.78	31-Mar-15	0		11,454,600	1.78
8	Harshraj C Mariwala (HUF)	6,120,000	0.95	1-Apr-14	0	No change during the year		
		6,120,000	0.95	31-Mar-15	0		6,120,000	0.95
9	Mrs. Archana Mariwala	12,300,000	1.91	1-Apr-14	0	No change during the year		
		12,300,000	1.91	31-Mar-15	0		12,300,000	1.91
10	Ms. Rajvi Mariwala	13,100,000	2.03	1-Apr-14	0	No change during the year		
		13,100,000	2.03	31-Mar-15	0		13,100,000	2.03
11	Mr. Rishabh Mariwala	13,100,000	2.03	1-Apr-14	0	No change during the year		
		13,100,000	2.03	31-Mar-15	0		13,100,000	2.03
12	Mrs. Preeti Gautam Shah	900,000	0.14	1-Apr-14	0	No change during the year		
		900,000	0.14	31-Mar-15	0		900,000	0.14
13	Mrs. Pallavi Jaikishen	916,000	0.14	1-Apr-14	0	No change during the year		
		916,000	0.14	31-Mar-15	0		916,000	0.14
14	Mrs. Malika Chirayu Amin	900,000	0.14	1-Apr-14	0	No change during the year		
		900,000	0.14	31-Mar-15	0		900,000	0.14
15	Mr. Kishore Mariwala	1,491,060	0.23	1-Apr-14	0	No change during the year		
		1,491,060	0.23	31-Mar-15	0		1,491,060	0.23
16	Mrs. Hema Mariwala	3,916,140	0.61	1-Apr-14	0	No change during the year		
		3,916,140	0.61	31-Mar-15	0		3,916,140	0.61
17	Mr. Rajen Mariwala	3,443,200	0.53	1-Apr-14	0	No change during the year		
		3,443,200	0.53	31-Mar-15	0		3,443,200	0.53
18	Mrs. Anjali Mariwala	3,709,100	0.58	1-Apr-14	0	No change during the year		
		3,709,100	0.58	31-Mar-15	0		3,709,100	0.58
19	Dr. Ravindra Mariwala	7,542,320	1.17	1-Apr-14	0	No change during the year		
		7,542,320	1.17	31-Mar-15	0		7,542,320	1.17
20	Mrs. Paula Mariwala	3,709,100	0.58	1-Apr-14	0	No change during the year		
		3,709,100	0.58	31-Mar-15	0		3,709,100	0.58

(iii) Change in Promoter's Shareholding

There was no change in the Promoter's shareholding during the Financial Year 2014-15.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs & ADRs)

Sl. No	Name	Shareholding at the beginning (01.04.2014)		Date	Increase/Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the Company
1	Arisaig Partners (Asia) Pte Ltd. A/C Arisaig India Fund Limited	35,353,269	5.48	During the financial year	-	Purchase	35,353,269	5.48
					2,075,000	Sale	33,278,269	5.16
2	Oppenheimer Developing Markets Fund (*)	26,690,028	4.14	During the financial year	1,594,494	Purchase	28,284,522	4.39
					28,284,522	Sale	-	-
3	Indinvest Pte Ltd	22,058,823	3.42	During the financial year	-	Purchase	22,058,823	3.42
					12,517,524	Sale	9,541,299	1.48
4	National Westminster Bank PLC as Depository of M & G Global Basics Fund a Sub Fund of M & G Investment Funds-1	15,000,000	2.33	During the financial year	-	Purchase	15,000,000	2.33
					5,000,000	Sale	10,000,000	1.55
5	Franklin Templeton Investment Funds	8,500,000	1.32	During the Financial Year	5,213,000	Purchase	13,713,000	2.13
					3,798,594	Sale	9,914,406	1.54
6	National Westminster Bank Plc. as Depository of First State Indian Subcontinent Fund a Sub Fund of First State Investments ICVC	7,402,142	1.15	During the Financial Year	-	Purchase	7,402,142	1.15
					3,304,917	Sale	4,097,225	0.64
7	National Westminster Bank PLC as Depository of First State Global Emerging Markets Sustainability Fund a Sub Fund of First State Investments ICVC	7,066,389	1.10	During the Financial year	-	Purchase	7,066,389	1.10
					3,811,952	Sale	3,254,437	0.50
8	National Westminster Bank PLC as Depository of First State Asia Pacific Sustainability Fund a Sub Fund of First State Investments ICVC	6,832,804	1.06	During the Financial year	-	Purchase	6,832,804	1.06
					2,910,933	Sale	3,921,871	0.61
9	M/s Napean Trading and Investment Co Pvt Ltd (*)	6,919,819	1.07	During the Financial Year	-	Purchase	6,919,819	1.07
					6,919,819	Sale	-	-
10	Baring India Private Equity Fund III Listed Investments Limited	7,352,941	1.14	During the Financial Year	-	No change during the year	7,352,941	1.14
11	Franklin Templeton Mutual Fund A/C Franklin India Blue Chip Fund (#)	6,349,061	0.98	During the Financial Year	1,490,280	Purchase	7,839,341	1.22
					1,067,600	Sale	6,771,741	1.05
12	Life Insurance Corporation of India Plus Growth Fund (#)	5,212,098	0.81	During the Financial Year	1,726,354	Purchase	6,938,452	1.08
					49,400	Sale	6,889,052	1.07
13	Kuwait Investment Authority Fund No. 208 (#)	1,223,000	0.19	During the Financial Year	5,916,581	Purchase	7,139,581	1.11
					456,689	Sale	6,682,892	1.04

*Ceased to be a top ten shareholder as on March 31, 2015. # Top ten shareholder as on March 31, 2015

Note: The above information is based on the weekly beneficiary positions received from Depositories. The date wise increase/decrease in shareholding of the top ten shareholders is available on the website of the Company.

(v) Shareholding of Directors and Key Managerial Personnel-

Sl. No	Name	Shareholding at the beginning (01.04.2014)/ end of the year(31.03.2015)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No.of Shares	% of total shares of the company				No.of Shares	% of total shares of the Company
Directors								
1	Mr. Harsh Mariwala (Non Executive Director & Chairman)	11,454,600	1.78	1-Apr-14	0	No change during the year		
		11,454,600	1.78	31-Mar-15	0		11,454,600	1.78
2	Mr. Rajen Mariwala (Non-Executive Director)	3,443,200	0.53	1-Apr-14	0	No change during the year		
		3,443,200	0.53	31-Mar-15	0		3,443,200	0.53
3	Mr. Anand Kripalu (Independent Director)	-	-	-	-	Nil Holding	-	-
4	Mr. Atul Choksey (Independent Director)	18,168	0.00	1-Apr-14	0	No change during the year		
		18,168	0.00	31-Mar-15	0		18,168	0.00
5	Mr. B. S. Nagesh (Independent Director)	-	-	-	-	Nil Holding	-	-
6	Ms. Hema Ravichandar (Independent Director)	-	-	-	-	Nil Holding	-	-
7	Mr. Nikhil Khattau (Independent Director)	-	-	-	-	Nil Holding	-	-
8	Mr. Rajeev Bakshi (Independent Director)	-	-	-	-	Nil Holding	-	-
Key Managerial Personnel								
1	Mr. Saugata Gupta (Managing Director & Chief Executive Officer)	8,700	0.00	1-Apr-14	0	No change during the year		
		8,700	0.00	31-Mar-15	0		8,700	0.00
2	Mr. Vivek Karve (Chief Financial Officer)	8,950	0.00	1-Apr-14				
				24-Nov-14	-8000	Sale		
				15-Jan-15	69,000	ESOP Allotment		
		69,950	0.01	31-Mar-15			69,950	0.01
3	Ms. Hemangi Ghag (Company Secretary & Compliance Officer)	-	0.00	1-Apr-14				
		10	0.00	25-Jun-14	-	Purchase		
				9-Feb-15	-10	Sale		
		-	-	31-Mar-15			-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year (As on 01.04.2014)				
i) Principal Amount	35,660.95	20,541.59	-	56,202.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	106.11	2.24	-	108.35
Total (i+ii+iii)	35,767.06	20,543.83	-	56,310.89
Change in Indebtedness during the financial year				
Additions (Principal)	864.30	16,000.00	-	16,864.30
Reduction (Principal)	-10,750.40	-36,709.44	-	-47,459.84
Adjustment (Exchange Rate difference)	1,338.61	167.85	-	1,506.46
Net Change	-8,547.49	-20,541.59	-	-29,089.08
Indebtedness at the end of the financial year (As on 31.03.2015)				
i) Principal Amount	27,113.46	-	-	27,113.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	84.26	-	-	84.26
Total (i+ii+iii)	27,197.72	-	-	27,197.72

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the Managing Director - Mr. Saugata Gupta
		(Rs. in Lacs)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	600.98
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	5.81
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-
2	Stock option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
5	Others, Please specify**	-
	Total (A)	606.79
	Ceiling as per the Act*	

* Remuneration paid to the Managing Director & CEO is within the ceiling provided under Section 197 of the Companies Act, 2013.

**Company's contribution to Provident Fund amounting to Rs. 14,16,672 has not been included in the remuneration stated above.

B. Remuneration to other directors:

(Amount Rs. in Lacs)

Sl.No	Particulars of Remuneration	Name of other Directors					
		Mr. Atul Choksey	Mr. Anand Kripalu	Ms. Hema Ravichandar	Mr. Rajeev Bakshi	Mr. Nikhil Khattau	Mr. B. S. Nagesh
1	Independent Directors						
	(a) Fee for attending Board / Committee Meetings	1.00	2.00	3.20	2.00	2.40	3.60
	(b) Commission	16.00	16.00	17.00	16.00	17.00	16.00
	(c) Others, please specify	-	-	-	-	-	-
	Total (1)	112.20					
2	Other Non Executive Directors	Mr. Harsh Mariwala	Mr. Rajen Mariwala				
	(a) Fee for attending Board / Committee Meetings	1.20	2.00				
	(b) Commission	501.00	16.00				
	(c) Others, please specify*	284.63	-				
	Total (2)	804.83					
	Total B = (1+2)	917.03					
	Managerial Remuneration (Total A+B)	1,523.82					
	Overall Ceiling as per the Act	Rs. 8,191.67 lacs (being 11% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

* Pertains to performance incentive for the financial year 2013-14 received during the financial year 2014-15 and also towards settlement of dues consequent to the cessation of the office of Mr. Harsh Mariwala as Managing Director.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Vivek Karve - Chief Financial Officer	Ms. Hemangi Ghag - Company Secretary & Compliance Officer
		(Rs. in Lacs)	(Rs. in Lacs)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	170.76	25.18
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.27	0.14
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option*	186.28	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
5	Others, Please specify		
	Total	357.31	25.32

* Perquisite value of the equity stock options exercise during the year.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

There were no penalties/punishment/compounding of offences for violation of the provisions of the Companies Act, 2013 against the Company or its Directors or other officers in default during the year.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Marico Limited

We have examined the compliance of conditions of Corporate Governance by Marico Limited ('the Company'), for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Uday Shah
Partner

Place : Mumbai
Date : April 30, 2015

Membership Number: 46061