

FORM NO. MGT 7
ANNUAL RETURN
As on financial year ended on March 31, 2019
Pursuant to Section 92(i) of the Companies Act, 2013 and Rule 11(i) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

i	Corporate Identification Number (CIN)	LI5140MH1988PLC049208
	Global Location Number (GLN)	.
	Permanent Account Number (PAN)	AAACM7493G
	a) Name of the Company	Marico Limited
	b) Registered Office Address	7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098, Maharashtra.
ii	c) Email ID of the Company	investor@marico.com
	d) Telephone Number with STD Code	Tel: (91-22) 6648 0480 Fax: (91-22) 2650 0159
	e) Website	www.marico.com
iii	Date of Incorporation	October 13, 1988
	Type of the Company	
iv	Category/Sub-category of the Company	Company Limited by Shares/ Non-govt Company
v	Whether Company is having share capital? Yes/No	Yes
	Whether shares listed on recognised Stock Exchanges? Yes/No	Yes
	a) Details of stock exchanges where shares are listed (Name & Code)	BSE Limited: 531642 The National Stock Exchange of India Limited: MARICO
vi	b) CIN of the Registrar & Transfer Agent	U67190MH1999PTC118368
	c) Name of the Registrar & Transfer Agent	Link Intime India Private Limited
	d) Registered Office Address of the Registrar & Transfer Agent	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai - 400083, Maharashtra
vii	Financial Year from	April 1, 2018 to March 31, 2019
viii	Whether Annual General Meeting Held? Yes/ No	Yes
	a) If yes, Date of AGM	Thursday, August 1, 2019
	b) Due Date of AGM	Saturday, August 31, 2019
	c) Whether extension of AGM was granted - Yes / No.	No
	d) If yes, provide reference number, date of approval letter and the period upto which extension granted	N.A.
	e) Extended due date of AGM after grant of extension	N.A.
	f) Specify the reasons for not holding the same	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

No. of Business Activities

2

S. No.	Main Activity Group Code	Description of Main Activity Group	Business Activity Code	Description of Business Activity	% to total turnover of the company
1	C	Manufacturing	C1 (10402)	Food, beverages and tobacco products	63
2	C	Manufacturing	C13 (20236)	Other manufacturing including jewelry, musical instruments, medical instruments, sports goods, etc. activities	28

III. PARTICULARS OF HOLDING / SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/FCRN	Holding/Subsidiary/ Associate/Joint Venture	% of Shares Held
1	Marico Bangladesh Limited ("MBL") House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh	NA	Subsidiary	90%
2	Marico Middle East FZE ("MME") Office No. LB 182303 & LB 182304, Jebel Ali, Dubai, UAE	NA	Subsidiary	100%
3	Marico South Africa Consumer Care (Pty) Limited ("MSACC") Units 1-5, Site 2 East, Riverside Business Park, 74 Prince Umhlangane Road, Avoca, Durban 4051	NA	Subsidiary	100%
4	Marico South Africa (Pty) Limited ("MSA") Units 1-5, Site 2 East, Riverside Business Park, 74 Prince Umhlangane Road, Avoca, Durban 4051	NA	Subsidiary	100% through MSACC
5	Marico South East Asia Corporation ("MSEA") No. 3, Road 5, Song Than 1 Industrial Zone, Di An Town, Binh Duong province, Vietnam	NA	Subsidiary	100%
6	Marico Consumer Care Limited ("MCCL") 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	U24233MH2012PLC229972	Subsidiary	100%
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	100% through MCCL
8	Marico Innovation Foundation ("MIF") 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	U93090MH2009NPL193455	Subsidiary	Section 8 Company limited by Guarantee with no Share Capital
9	MBL Industries Limited ("MBLIL") Add: House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh	NA	Subsidiary	100% through MME
10	MEL Consumer Care S.A.E. ("MELCC") Building 3, Section 1141, 34, IBAD Elrahman Street, Masaken Sheraton, Nozha District-Cairo-Egypt	NA	Subsidiary	100% through MME
11	Marico Egypt For Industries S.A.E. ("MEIC") Building 3, Section 1141, 34, IBAD Elrahman Street, Masaken Sheraton, Nozha District-Cairo-Egypt	NA	Subsidiary	100% through MELCC
12	Egyptian American Investment and Industrial development Company S.A.E ("EAIIDC") Building 3, Section 1141, 34, IBAD Elrahman Street, Masaken Sheraton, Nozha District-Cairo-Egypt	NA	Subsidiary	100% through MME
13	Marico Malaysia Sdn. Bhd. ("MMSB") Room A, Ground Floor, Lot 7, Block F, Saguking Commercial Building, Jalan Patau 87000, Labuan F.T. Malaysia	NA	Subsidiary	100% through MME
14	Marico for Consumer Care Products SAE (Erstwhile MEL Consumer Care and Partners-WIND) Building 3, Section 1141, 34, IBAD Elrahman Street, Masaken Sheraton, Nozha District-Cairo-Egypt	NA	Subsidiary	100% through MELCC
15	Parachute Kalpavriksha Foundatio ("PKF")* 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	U93090MH2018NPL318842	Subsidiary	Section 8 Company limited by Guarantee with no Share Capital
16	Marico Lanka (Private) Limited # No.168/5, Elvitigala Mawatha, Colombo 15, Sri Lanka	NA	Subsidiary	100%
17	Revolutionary Fitness Private Limited ("Revoft")§ 301, Adhyaru Industrial Estate, Plot No. 1, Sector 1, Gurgaon, Haryana - 122002, India	U85100MH2014PTC260237	Associate	22.46%
18	Zed Lifestyle Private Limited ("Zed") Office 04, T.F. 32, Swastik Society, Om Complex Opp. Bhagwati Chambers, C. G. Road, Navrangpura, Ahmedabad - 380009, Gujarat	U74999GJ2016PTC091839	Associate	42.88%

* Incorporated by Marico Limited as its subsidiary w.e.f. December 27, 2018

Incorporated by Marico Limited as its subsidiary w.e.f. March 2, 2019

§ Became as Associate Company of Marico Limited w.e.f. January 8, 2019.

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) Share Capital

a) Equity Share Capital

Particulars	Face Value	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Equity Shares	1	15000,00,000	1,290,864,398	1,290,864,398	1,290,864,398
Total Amount of Equity Shares (in Rs.)	1	15000,00,000	1,290,864,398	1,290,864,398	1,290,864,398

Number of Classes

1

Class of shares	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Number of Equity Shares	15000,00,000	1,290,864,398	1,290,864,398	1,290,864,398
Nominal Value per share (in Rs.)	1	1	1	1
Total Amount of Equity Shares (in Rs.)	15000,00,000	1,290,864,398	1,290,864,398	1,290,864,398

b) Preference Share Capital

Particulars	Face Value	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Preference Shares	10	650,00,000	-	-	-
Total Amount of Preference Shares (in Rs.)	10	6500,00,000	-	-	-

Number of Classes

1

Class of shares	Authorised Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Preference Share				
Number of Preference Shares	650,00,000	-	-	-
Nominal Value per share (in Rs.)	10	-	-	-
Total Amount of Equity Shares (in Rs.)	6500,00,000	-	-	-

c) Unclassified share Capital

Particulars	Authorised Capital
Total amount of unclassified shares	-

(d) Break-up of paid up share capital

Class of Shares	No. of shares	Total Nominal Amount	Total Paid-up Amount	Total Premium
Equity Shares				
At the beginning of the year	1,290,864,398	1,290,864,398	1,290,864,398	-
Increase during the year				
i. Public Issue	-	-	-	-
ii. Rights Issue	-	-	-	-
iii. Bonus Issue	-	-	-	-
iv. Private Placement/ Preferential Allotment	-	-	-	-
v. ESOPs	-	-	-	-
vi. Sweat Equity shares allotted	-	-	-	-
vii. Conversion of Preference Share	-	-	-	-
viii. Conversion of Debentures	-	-	-	-
ix. GDRs/ ADRs	-	-	-	-
x. Others, Specify	-	-	-	-
Decrease during the year				
i. Buy-back of shares	-	-	-	-
ii. Shares forfeited	-	-	-	-
iii. Reduction of share capital	-	-	-	-
iv. Others, specify	-	-	-	-
At the end of the year	1,290,864,398	1,290,864,398	1,290,864,398	-
Preference Shares				
At the beginning of the year	0	0	0	-
Increase during the year				
i. Issue of shares	-	-	-	-
ii. Re-issue of forfeited shares	-	-	-	-
iii. Others, Specify	-	-	-	-
Decrease during the year				
i. Redemption of shares	-	-	-	-
ii. Shares forfeited	-	-	-	-
iii. Reduction of share capital	-	-	-	-
iv. Others, specify	-	-	-	-
At the end of the year	0	0	0	-

ii) Details of stock split / consolidation during the year (for each class of shares):- Not Applicable

Class of shares	(i)	(ii)	(iii)
Before split /consolidation	Number of shares	-	-
	Face value per share	-	-
After split / Consolidation	Number of shares	-	-
	Face value per share	-	-

iii) Details of shares / debentures transfers since the close of last financial year (or in the case of the first return at any time since the incorporation of the Company.)

Details being provided in a CD/Digital Media ☐ Yes ☒ No ☐ Not applicable
Separate sheet attached for details of transfers ☒ Yes ☐ No
Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

iv) Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of Units	Nominal value per unit	Total value (Rs. In Lacs)
Non-convertible debentures	-	-	-
Partly convertible debentures	-	-	-
Fully convertible debentures	-	-	-
Secured loans excluding deposits	-	-	131,84,20,155.79
Unsecured Loans excluding deposits	-	-	-
Deposit	-	-	-
Total	-	-	131,84,20,155.79

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	-	-	-	-
Partly convertible debentures	-	-	-	-
Fully convertible debentures	-	-	-	-

v) Other Securities-

Type of Securities	No. of Securities	Nominal Value of each Unit (Rs.)	Total Nominal Value (Rs.)	Paid up Value of each Unit (Rs.)	Total Paid up Value (Rs.)
NIL					

V. TURNOVER AND NET WORTH OF THE COMPANY (AS DEFINED IN THE ACT)

(i) Total Turnover 597102,95,419

(ii) Net Worth of the Company 350937,58,569

VI. (a) SHAREHOLDING PATTERN - Promoters					
Sr. No.	Category	Equity		Preference	
		No. of shares	% of Capital	No. of shares	% of Capital
1	Individual/ HUF				
	(i) Indian	1567,77,440	12.15	-	-
	(ii) Non-resident Indian (NRI)	18,00,000	0.14	-	-
	(iii) Foreign National (other than NRI)	-	-	-	-
2	Government				
	(i) Central Government	-	-	-	-
	(ii) State Government	-	-	-	-
	(iii) Government Companies	-	-	-	-
3	Insurance Companies	-	-	-	-
4	Banks	-	-	-	-
5	Financial Institutions	-	-	-	-
6	Foreign Institutional Investors	-	-	-	-
7	Mutual Funds	-	-	-	-
8	Venture Capital	-	-	-	-
9	Body Corporate (Not mentioned above)	182,97,000	1.42	-	-
10	Others (Trust)	5938,55,800	46.00	-	-
	Total	7707,30,240	59.71	-	-

Total Number of shareholders (promoter) : 22

VI. (b) SHAREHOLDING PATTERN - Public					
Sr. No.	Category	Equity		Preference	
		No. of shares	% of Capital	No. of shares	% of Capital
1	Individual/ HUF				
	(i) Indian (Individual + HUF)	499,20,457	3.87	-	-
	(ii) Non-resident Indian (NRI)	40,44,058	0.31	-	-
	(iii) Foreign National (other than NRI)	7,602	0.00	-	-
2	Government				
	(i) Central Government	21,86,707	0.17	-	-
	(ii) State Government	-	-	-	-
	(iii) Government Companies	-	-	-	-
3	Insurance Companies (LIC+ GIC)	142,92,384	1.11	-	-
4	Banks (NB+NNB)	12,65,683	0.10	-	-
5	Financial Institutions	1,30,000	-	-	-
6	Foreign Institutional Investors (FII+FCI)	3428,59,860	26.56	-	-
7	Mutual Funds	541,55,668	4.20	-	-
8	Venture Capital	-	-	-	-
9	Body Corporate (Not mentioned above)(CBO)	411,73,689	3.19	-	-
10	Others				
	(i) Trusts (Including Employee Benefit Trust)	70,99,024	0.55	-	-
	(ii) Foreign Portfolio Investors (individual)	4,720	0.00	-	-
	(iii) Alternate Investment Fund	7,08,155	0.05	-	-
	(iv) Foreign Bank	6,000	0.00	-	-
	(v) Clearing Members	21,81,076	0.17	-	-
	(vi) Trustee Employees	170	0.00	-	-
	(vi) IEPF	15,527	0.00	-	-
	(iii) NBFCs registered with RBI	83,378	0.01	-	-
	Total	5201,34,158	40.29	-	-

Total Number of shareholders (other than promoter) : 89822

Total number of shareholders (promoters + public): 89844

VII. NUMBER OF PROMOTERRS, MEMBERS, DEBENTURE HOLDERS		
Details	As at the beginning of the year (April 1, 2018)	As at the end of the year (March 31, 2019)
Promoters	23	22
Members (other than promoters)	63,295	89822
Debenture holders	0	0
Total	63,318	89844

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
(A) Composition of Board of Directors

Category	Number of Directors at the beginning of the year i.e. As on April 1, 2018		Number of Directors at the end of the year i.e. As at March 31, 2019		% of shares held by directors as at the end of the year i.e. As at March 31, 2019	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	0	3	0	4.85
B. Non-Promoter						
(i) Non-independent	1	0	1	0	0.04	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing						
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing Institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small Shareholders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
TOTAL	1	8	1	8	0.04	4.85

Number of Directors and Key managerial personnel (who is not a director) as on the financial year end date	11
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(B) (i) Details of Directors & Key Managerial Personnel as on the closure of the Financial Year	11
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Sr. No.	Name	DIN/PAN	Designation	Number of Equity shares held	Date of cessation (After closure of financial year, if any)
Directors					
1	Harsh Mariwala	00210342	Chairman & Non-Executive Director	3,21,02,900	N.A.
2	Rajen Mariwala	00007246	Non-Executive Director	55,32,900	N.A.
3	Rishabh Mariwala	03072284	Non-Executive Director	249,76,500	N.A.
4	B. S. Nagesh	00027595	Independent Director	-	N.A.
5	Hema Ravichandar	00032929	Independent Director	-	N.A.
6	Nikhil Khattau	00017880	Independent Director	-	N.A.
7	Rajeev Bakshi	00044621	Independent Director	-	N.A.
8	Ananth Sankaranarayanan	07527676	Independent Director	-	N.A.
Key Managerial Personnel					
9	Saugata Gupta	05251806	Managing Director & Chief Executive Officer	5,60,600	N.A.
10	Vivek Karve	AAFPK1157P	Chief Financial Officer	49,900	N.A.
11	Hemangi Ghag	AARPW6933B	Company Secretary & Compliance Officer	-	N.A.

(B) (ii) Particulars of changes in Directors & Key Managerial Personnel during the Year	No Change
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Sr. No.	Name	DIN/PAN	Designation at the beginning/ during the year	Date of Appointment/ Change in designation/ cessation	Nature of Change (Appointment/ Change in designation/ Cessation)
-	-	-	-	-	-

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. Members/Class/Requisitioned/NCLT/Court Convened Meetings

Number of meetings held : 1

Type of Meeting	Date of Meeting	Total Number of Members	Attendance	
			Number	% of total shareholding
Annual General Meeting	02-Aug-18	69,147	60	52.05

B. Board Meetings

Number of meetings held : 7

Sl. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	May 2, 2018	9	8	88.88
2	June 28, 2108	9	3	33.33
3	August 2, 2018	9	9	100.00
4	November 1, 2018	9	9	100.00
5	January 4, 2019	9	4	44.44
6	February 5, 2019	9	9	100.00
7	March 12, 2019	9	9	100.00

C. Committee Meetings

No. of Committees: 7

1. Audit Committee : Number of meetings held : 9

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	April 11, 2018	4	3	75
2	May 2, 2018	4	3	75
3	July 16, 2018	4	4	100
4	August 2, 2018	4	4	100
5	October 10, 2018	4	3	75
6	November 1, 2018	4	4	100
7	January 9, 2019	4	4	100
8	February 5, 2019	4	4	100
9	March 12, 2019	4	4	100

2. Nomination & Remuneration Committee: Number of meetings held : 5

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 2, 2018	4	4	100
2	August 2, 2018	4	4	100
3	November 1, 2018	4	4	100
4	February 5, 2019	4	4	100
5	March 12, 2019	4	4	100

3. Corporate Social Responsibility Committee: Number of meetings held : 3

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 2, 2018	5	4	80
2	August 2, 2018	5	5	100
3	February 5, 2019	5	5	100

4. Stakeholders Relationship Committee: Number of meetings held : 1

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	Jan 2, 2019	2	2	100

5. Risk Management Committee : Number of meetings held : 2

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	June 25, 2018	3	2	67
2	July 23, 2018	3	2	67

6. Investment & Borrowing Committee Committee: Number of meetings held : 6

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	April 27, 2018	3	3	100
2	May 3, 2018	3	2	67
3	July 16, 2018	3	3	100
4	September 6, 2018	3	3	100
5	October 30, 2018	3	3	100
6	November 5, 2018	3	2	67

7. Share Transfer Committee: Number of Meetings held: 4

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
1	May 3, 2018	4	3	75
2	October 15, 2018	4	2	50
3	December 13, 2018	4	3	75
4	January 18, 2019	4	4	100

8. Securities Issue Committee : Number of meetings held : 0

Sl. No.	Date of meeting	Total No. of Members of the Committee	No. of Members attended	% of Attendance
N.A.				

D. Attendance of Directors

Sl. No.	Name of the Director	Board Meeting			Committee meetings (Taking all the committee Meetings together of which a director is a member)			Whether attended last AGM held on August 2, 2018 (Y/N)
		No. of Meetings held	No. of Meeting attended	% of Attendance	No. of Meetings held	No. of Meeting attended	% of Attendance	
1	Harsh Mariwala	7	7	100	15	14	93	Yes
2	Saugata Gupta	7	6	86	15	14	93	Yes
3	B.S. Nagesh	7	7	100	14	14	100	Yes
4	Hema Ravichandar	7	5	71	14	13	93	Yes
5	Nikhil Khattau	7	5	71	19	17	89	Yes
6	Rajeev Bakshi	7	5	71	8	8	100	No
7	Rajendra Mariwala	7	4	57	23	18	78	Yes
8	Ananth Sankaranarayanan	7	5	71	3	3	100	Yes
9	Rishabh Mariwala	7	7	100	0	0	0	Yes

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole time director and/or Manager whose remuneration details are to be entered							1
(Amount in Rs.)							
Sr. No.	Name	Designation	Gross salary#	Commission	Stock Options/ Sweat Equity	Others	Total Amount
1	Saugata Gupta	Manging Director & CEO	921,91,648	-	-	-	921,91,648
Total							921,91,648

Includes Stock appreciation right vested during the financial year

Number of CEO, CFO and Company Secretary whose remuneration details are to be entered							2
(Amount in Rs.)							
Sr. No.	Name	Designation	Gross salary	Commission	Stock Options/ Sweat Equity*	Others	Total Amount
1	Vivek Karve	Chief Financial Officer	255,21,969	-	-	-	255,21,969
2	Hemangi Ghag	Company Secretary & Compliance Officer	52,41,805	-	-	-	52,41,805
Total			307,63,774	0	0	0	307,63,774

Number of other directors whose remuneration details to be entered							8
(Amount in Rs.)							
Sr. No.	Name	Designation	Gross salary	Commission	Stock Options/ Sweat Equity*	Others	Total Amount
1	Hema Ravichandar	Independent Director	-	23,50,000		12,00,000	35,50,000
2	Rajeev Bakshi	Independent Director	-	23,50,000		9,50,000	33,00,000
3	Nikhil Khattau	Independent Director	-	23,50,000		13,00,000	36,50,000
4	B. S. Nagesh	Independent Director	-	22,00,000		14,50,000	36,50,000
5	Rajen Mariwala	Non-Executive Director	-	22,00,000		9,00,000	31,00,000
6	Harsh Mariwala	Chairman and Non-Executive Director	-	485,40,000		8,50,000	493,90,000
7	Ananth Sankaranarayanan	Independent Director	-	22,00,000		7,00,000	29,00,000
8	Rishabh Mariwala	Non-Executive Director	-	22,00,000		7,00,000	29,00,000
Total			-	643,90,000		80,50,000	724,40,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. CERTIFICATION OF COMPLIANCES

Whether Company has made all compliances and disclosures during the year	Yes	<input checked="checked" type="radio"/>	No	<input type="radio"/>
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If no, give details along with the reasons and supporting documents

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XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES/ PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/ OFFICERS:

NIL

Name of the Company/ Directors/ Officers	Name of the Court/ concerned authority	Date of Order	Name of the Act and Section under which punished/ penalised	Details of Penalty/ Punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES:

NIL

Name of the Company/ Directors/ Officers	Name of the Court/ concerned authority	Date of Order	Name of the Act and Section under which punished/ penalised	Details of Penalty/ Punishment	Details of appeal (if any) including present status

XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT?

Yes ☒ No ☐

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of Company Secretary in whole time practice certifying the Annual Return in form MGT-8

Name:

Whether associate or fellow

Associate

☐

Fellow

☒

Certificate of Practice Number

- (a) The Annual Return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to Public to subscribe for any securities of the Company
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

List of meetings of the Committees of the Board of Directors of Marico Limited					
Sr.	Type of Meeting	Date of Meeting	Total number of members at the meeting	Attendance	
No.				No. of members	Percentage of attendance
				attended	
1	Nominations & Remuneration Committee	August 2, 2018	4	4	100
		November 1, 2018	4	4	100
		February 5, 2019	4	4	100
		March 12, 2019	4	4	100
2	Corporate Social Responsibility Committee	May 2, 2018	5	4	80
		August 2, 2018	5	5	100
		February 5, 2019	5	5	100
3	Stakeholders' Relationship Committee	Jan 2, 2019	2	2	100
4	Risk Management Committee	June 25, 2018	3	3	100
		July 23, 2018	3	3	100
5	Investment and Borrowing Committee	April 27, 2018	3	3	100
		May 3, 2018	3	2	67
		July 16, 2018	3	3	100
		September 6, 2018	3	3	100
		October 30, 2018	3	3	100
		November 5, 2018	3	2	67
6	Share Transfer Committee	May 3, 2018	4	3	75
		October 15, 2018	4	2	50
		December 13, 2018	4	3	75
		January 18, 2019	4	4	100

Marico Limited

Details of shares/debentures transfers from

01/04/2018

To 31/03/2019

Closure Date

31-03-2018

TRANSFER DATE	TYPE	Sr/DB	AMT/PERSH	FOLIO	SELLER NAME	FOLIO	BUYER NAME
13/04/2018	1	8000	000001	00000534	NARESH YESHWANT MHAT	ND000001	NATIONAL SECURITY DE
17/04/2018	1	8000	000001	00018447	ELAINI GOES	ND000001	NATIONAL SECURITY DE
08/05/2018	1	8000	000001	00018390	ANJU K SAVANI	CD000001	CENTRAL DEPOSITORY S
04/06/2018	1	8000	000001	00001696	JA PRAKASH DEVAOHAR	ND000001	NATIONAL SECURITY DE
27/06/2018	1	0	000001	IEPF2017	Investor Education A	ND000001	NSDL
26/07/2018	1	4000	000001	00005019	MAHESH KUMAR SHARMA	CD000001	CENTRAL DEPOSITORY S
10/09/2018	1	8000	000001	00004077	OMPRAKASH SIRSALWAL	ND000001	NATIONAL SECURITY DE
28/09/2018	1	8000	000001	00001538	AMBATTUVALAPPI MAMM	ND000001	NATIONAL SECURITY DE
13/12/2018	1	4000	000001	00001465	BHAGYA LAKSHMI SREEN	IEPF2017	NSDL
13/12/2018	1	4000	000001	IEPF2017	Investor Education A	ND000001	NSDL
19/12/2018	1	8000	000001	00003400	KAJJO SAM RANA	ND000001	NATIONAL SECURITY DE
27/12/2018	1	8000	000001	00001517	CHETAN REVAGIAND	CD000001	CENTRAL DEPOSITORY S
03/01/2019	1	10	000001	00018434	RESHMA MAHESH NEBH	CD000001	CENTRAL DEPOSITORY S
09/01/2019	1	4000	000001	00001103	KASIM SAIFUDDIN SHA	ND000001	NATIONAL SECURITY DE
14/01/2019	1	12000	000001	00002677	A SARDJA DEVI	CD000001	CENTRAL DEPOSITORY S
18/01/2019	1	8000	000001	00000618	NIKHIL CHANDRAHAS KA	00018448	KAUSTUBH KAMATH
18/01/2019	1	4000	000001	00005216	NAM TA JOSHI	00018449	RAJNI JOSHI
18/01/2019	1	4000	000001	00005216	NAM TA JOSHI	00018450	RAMESH CHANDRA JOSHI
04/02/2019	1	8000	000001	00001133	M L ARORA	00018451	MUKANDLAL ARORA
05/02/2019	1	4000	000001	00001458	S SOMASUNDER	ND000001	NATIONAL SECURITY DE
06/02/2019	1	4000	000001	00001458	S AMBIKA	ND000001	NATIONAL SECURITY DE
20/02/2019	1	4000	000001	00004276	E J C DANIEL	ND000001	NATIONAL SECURITY DE
21/02/2019	1	8000	000001	00001515	JIGNESH REVACHAND	CD000001	CENTRAL DEPOSITORY S
21/02/2019	1	8000	000001	00001516	NARENDRA KUMAR REVAC	CD000001	CENTRAL DEPOSITORY S
22/02/2019	1	20	000001	00018268	RAJAN R R	ND000001	NATIONAL SECURITY DE
28/02/2019	1	8000	000001	00000618	ASHWIN CHANDRAHAS KA	ND000001	NATIONAL SECURITY DE
15/03/2019	1	40000	000001	00002338	KOTRAGU/ITHU THIMMAPE	CD000001	CENTRAL DEPOSITORY S
18/03/2019	1	18800	000001	00017157	BALDEV SINGH RANA	ND000001	NATIONAL SECURITY DE
18/03/2019	1	4000	000001	00018448	RAJNI JOSHI	ND000001	NATIONAL SECURITY DE
18/03/2019	1	4000	000001	00018450	RAMESH CHANDRA JOSHI	ND000001	NATIONAL SECURITY DE
20/03/2019	1	8000	000001	00018448	KALSTHUBH KAVATH	ND000001	NATIONAL SECURITY DE
25/03/2019	1	8000	000001	00018451	MUKANDLAL ARORA	ND000001	NATIONAL SECURITY DE

CERTIFIED TRUE COPY
For Marico Limited

Hemangi Ghag

Hemangi Ghag
Company Secretary & Compliance Officer

Membership No. F9329

MARICO LIMITED
7th Floor, Grand Palladium
178, C-IT Road, Kalina,
Santacruz (E), Mumbai



Kulbhushan D. Rane
B.Com., FCS

K. D. RANE & ASSOCIATES
COMPANY SECRETARIES

c/o Dr K R Chandratre, 'Purtata', 15 Milan Coop. Housing Society, Mayur Colony, Kothrud, PUNE - 411 038
Office no. +91 930 767 0759 | Personal no. +91 962 345 7974 | email: cskdrane@gmail.com

FORM No. MGT-8

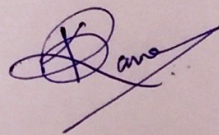
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

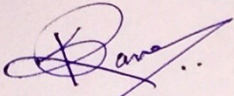
I have examined the registers, records and books and papers of **Marico Limited** ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made there under for the financial year ended on 31 March 2019 ('the period under review'). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under:
1. in respect of its status under the Act;
 2. in respect of maintenance of registers/records & making entries therein within the time prescribed under the relevant provisions;
 3. in respect of filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities (wherever required) within the prescribed time;
 4. in respect of calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;

5. in respect of closure of Register of Members/Security holders, as the case may be;
6. the Company has not given any advance/loan to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. in respect of contracts/arrangements with related parties as specified in section 188 of the Act;
8. in respect of allotment or transfer or transmission of securities and issue of security certificates in all instances. The Company has not issued any securities/ bought back any securities/ redeemed any preference shares or debentures/altered or reduced the share capital/converted any shares/securities during the period under review;
9. the Company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review;
10. in respect of declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. in respect of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. in respect of constitution/ appointment/ re-appointments/ retirement/ filling of casual vacancies/ resignations/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them (wherever applicable);
13. no new auditor was appointed as per the provisions of section 139 of the Act during the period under review. There was no casual vacancy created in the office of the auditor during the period under review;
14. in respect of approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities (wherever required) under the various provisions of the Act;
15. the Company has not accepted/renewed/repaid any deposits during the period under review;
16. in respect of borrowings from public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect (wherever applicable). The Company has not borrowed any funds from its directors/members;



17. in respect of loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; and
18. the Company has not altered any provision of the Memorandum and/or Articles of Association during the period under review.



CS Kulbhushan D. Rane
FCS No.: 10022, C. P. No.: 11195

Place: Pune

Date: 25 September 2019

