

May 19, 2023

The Secretary,
Listing Department,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 531642

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
Scrip Symbol: MARICO

Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Dear Sir / Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI from time to time, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2023.

Kindly take the same on record.

Thank you.

Yours faithfully,

For **Marico Limited**

Vinay M A
Company Secretary & Compliance Officer

Encl.: As above

CS DR. K. R. CHANDRATRE

FCS, M Com, LL B, Ph D

Practising Company Secretary

'Purtata', 15 Milan Coop. Housing Society, Mayur Colony, Kothrud, Pune 411038
Telephones- Office: 9307670759. Personal Mobile: 9881235586
Email- krchandratre@gmail.com; krchandratreoffice@gmail.com
Website: www.drkrchandratre.net

Secretarial compliance report of Marico Limited for the year ended 31 March 2023

I have examined:

- all the documents and records made available to us and explanation provided by Marico Limited ('the listed entity'),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March 2023** ('Review Period') in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Listed Entity during the Review Period);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Listed Entity during the Review Period);
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Listed Entity during the Review Period);

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries";

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

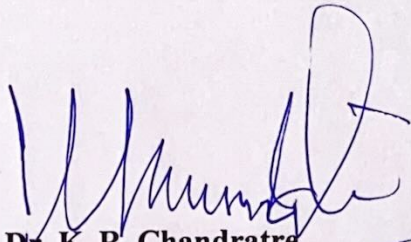
(b) The listed entity has taken the following actions to comply with the observations made in the previous reports : Not Applicable.

In respect of following matters the listed entity has complied with as specified below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS |
|---------|---|-------------------------------|-------------------------------|
| 1. | <p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.</p> | Yes | -- |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; and • All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI. | Yes | -- |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website; • Timely dissemination of the documents/information under a separate section on the website; and • Web-links provided in annual corporate governance reports under regulation 27(2) of the SEBI LODR are accurate and specific which re- | Yes | -- |

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|----|--|-----------|-----------------------------------|
| | directs to the relevant document(s)/ section of the website. | | |
| 4. | <u>Disqualification of director:</u> None of the directors of the listed entity is disqualified under section 164 of Companies Act, 2013. | Yes | -- |
| 5. | <u>To examine details related to subsidiaries of listed entity:</u> a) Identification of material subsidiary companies; and b) Requirements with respect to disclosure of material as well as other subsidiaries. | Yes | -- |
| 6. | <u>Preservation of documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR. | Yes | -- |
| 7 | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | Yes | -- |
| 8 | <u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; and b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. | Yes NA | -- No such instances observed. |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under regulation 30 along with schedule III to the SEBI LODR within the time limits prescribed thereunder. | Yes | -- |

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|----|--|-----|----|
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | -- |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Action has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | Yes | -- |
| 12 | <u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulations/circulars/guidance notes, etc. | Yes | -- |


Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

Place: Pune

Date: 5 May 2023

UDIN: F001370E000262290

Peer Review Certificate No.: 1206/2021

