

Jul 6, 2015

The Secretary,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra(East), Mumbai 400 051

Dear Sir/ Madam,

**Sub: Report on Corporate Governance for the Quarter ended June 30, 2015
(NSE Scrip Symbol: MARICO; BSE Scrip Code: 531642)**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed the Report on Corporate Governance for the quarter ended June 30, 2015 in the prescribed format.

Kindly take the said report on record and oblige.

Thank you.

Yours faithfully,
For Marico Limited



Hemangi Ghag
Company Secretary & Compliance Officer



Encl.: A/a



Quarterly Compliance Report on Corporate Governance

Name of the Company : Marico Limited

Quarter Ending on : June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	--
(B) Independent Directors	49(IIB)	Yes	<p>Clause 49(II)(B)(5)(b) - Criteria for performance evaluation as laid down by the Nomination Committee forms part of the Corporate Governance Report for the FY 2014-15.</p> <p>Clause 49(II)(B)(7)(b) - Web-link of the Familiarisation Program for Independent Directors disclosed on the website of the Company forms part of the Corporate Governance Report for the FY 2014-15.</p>
(C) Non-executive Directors' Compensation & disclosures	49 (IIC)	Yes	--
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	Clause 49(II)(E)(2) - CEO declaration on the compliance with the Code of Conduct forms part of the Annual Report for the FY 2014-15.
(F) Whistle Blower Policy	49(IIF)	Yes	Clause 49(II)(F)(3) - Details of establishment of Vigil Mechanism forms part of the Board's Report for the FY 2014-15.
III. Audit Committee	49(III)		
(A) Qualified and Independent Audit Committee	49(IIIA)	Yes	--
(B) Meeting of the Audit Committee	49 (IIIB)	Yes	--
(C) Powers of the Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of Information by Audit Committee	49(IIIE)	Yes	--

SD



Marico Limited
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7th Floor
Grande Palladium
175, CST Road, Kalina
Santacruz (E)
Mumbai 400 098, India
Tel: (91-22) 6648 0480
Fax: (91-22) 2650 0159
www.marico.com

IV. Nomination and Remuneration Committee	49(IV)	Yes	Clause 49(IV)(B)(4) - The Nomination, Remuneration and Evaluation Policy of the Company and the evaluation criteria forms part of the Annual Report for the FY 2014-15.
V. Subsidiary Companies	49(V)	Yes	Clause 49(V)(D) - Weblink of the policy for determining material subsidiaries disclosed on the website of the Company forms part of the Board's Report for the FY 2014-15.
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transaction	49 (VII)	Yes	--
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIIIA)	Yes	Clause 49(VIII)(A)(1) - There were no material transactions entered into with related parties during the said quarter. Clause 49(VIII)(A)(2) - A weblink of the Policy on dealing with Related Party Transactions forms part of the Board's Report for the FY 2014-15 .
(B) Disclosure of Accounting Treatment	49(VIIIB)	N.A.	--
(C) Remuneration of Directors	49(VIIIC)	Yes	Clause 49(VIII)(C) - Disclosures under this clause forms part of the Annual Report for the FY 2014-15.
(D) Management	49(VIIID)	Yes	Clause 49(VIII)(D)(1) - Management Discussion and Analysis forms part of the Annual Report for the FY 2014-15.
(E) Shareholders	49(VIIIE)	Yes	Clause 49(VIII)(E) - Disclosure under this clause forms part of the Corporate Governance Report for the FY 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues	49(VIIIF)	N.A	--
IX. CEO/CFO Certification	49(IX)	Yes	--
X. Report on Corporate Governance	49(X)	Yes	The Report on Corporate Governance forms part of the Annual Report for the FY 2014-15.
XI. Compliance	49(XI)	Yes	Clause 49(XI) - A certificate by the Statutory Auditors of the Company confirming compliance of Clause 49 is annexed to the Board's Report for the FY 2014-15.

For Marico Limited

Hemangi Ghag

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Company Secretary & Compliance Officer



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