

April 07, 2015

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

Fax: 22722037/39/41

Scrip Code: 531642

The Manager  
Listing Department  
National Stock exchange of India Limited  
'Exchange Plaza', C-1Block G  
Bandra Kurla Complex, Bandra(E)  
Mumbai 400 051  
Fax: 26598237/38

Scrip Symbol: Marico

Dear Sir/ Madam,

**Subject: Submission of Report on Corporate Governance for the  
Quarter ended March 31, 2015**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed the Report on Corporate Governance for the quarter ended **March 31, 2015** in the prescribed format.

Kindly take the said report on record.

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 : March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49(IIA)	Yes	--
(B) Independent Directors	49(II B)	Yes (Except as stated in remarks)	Clause 49(II)(B)(5)(b) – Criteria for performance evaluation as laid down by the Nomination Committee shall form part of the Annual report for the FY 2014-15.  Clause 49(II)(B)(7)(b) - Web-link of the Familiarisation Program to Independent Directors disclosed on website of the Company shall form part of the Annual Report for the FY 2014-15.
(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 Code of Conduct Compliance shall form part of the Annual Report for the FY 2014-15.
(F) Whistle Blower Policy	49(II F)	Yes	Clause 49(II)(F)(3) - Details of establishment of Vigil Mechanism shall form part of the Annual Report for the FY 2014-15.
<b>III. Audit Committee</b>	<b>49(III)</b>		
(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	--



Marico Limited  
Regd Office:  
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](http://www.marico.com)

IV. Nomination and Remuneration Committee	49(IV)	Yes	49(IV)(B)(4) - The disclosure pertaining to Company's remuneration policy and evaluation criteria shall form part of the Annual Report for the FY 2014-15.
V. Subsidiary Companies	49(V)	Yes	--
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transaction	49 (VII)	Yes	--
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIIIA)	Yes	<ul style="list-style-type: none"> <li>Clause 49(VIII)(A)(1) - There were no material transactions entered into with related parties during the said quarter.</li> <li>Clause 49(VIII)(A)(2) - Disclosure of weblink of the Policy on dealing with Related Party Transactions shall form part of the Annual Report for the FY 2014-15.</li> </ul>
(B) Disclosure of Accounting Treatment	49(VIIIB)	N.A.	--
(C) Remuneration of Directors	49(VIIIC)	Yes	Will be complied in the Annual Report for the FY 2014-15.
(D) Management	49(VIIID)	Yes	Clause 49(VIII)(D)(1) - Management Discussion and Analysis shall form part of the Annual Report for the FY 2014-15.
(E) Shareholders	49(VIIIE)	Yes	Clause 49(VIII)(E)(2) - Disclosure of relationships between directors inter-se shall form part of the Annual 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	Clause 49(X)(A) shall be complied in the Annual Report for the FY 2014-15.
XI. Compliance	49(XI)	Yes	Clause 49(XI) - A Certificate to be issued by Statutory Auditors/ Practicing Company Secretaries shall form part of the Annual Report for the FY 2014-15.

For Marico Limited

  
Hemangi Ghag  
Company Secretary & Compliance Officer



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