

October 12, 2015

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: 531642

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

Dear Sir/ Madam,

**Sub: Report on Corporate Governance for the Quarter ended September 30, 2015**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed the Report on Corporate Governance for the quarter ended September 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: September 30, 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	<p>Clause 49(II)(B)(5)(b) - Criteria for performance evaluation as laid down by the Corporate Governance Committee was published in the Annual Report for the FY 2014-15.</p> <p>Clause 49(II)(B)(6) - A separate meeting of the Independent Directors for FY 2015-16 will be held in due course.</p> <p>Clause 49(II)(B)(7)(b) - A Web-link of the Familiarization Program for Independent Directors disclosed on the website of the Company was published in 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 was published in 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 are disclosed on the website of the Company and published in the Board's 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	--



IV. Nomination and Remuneration Committee	49(IV)	Yes	Clause 49(IV)(B)(4) - The contents of Company's Policy on Nomination, Removal, Remuneration and Board Diversity and the evaluation criteria were published in 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 is disclosed on the website of the Company and published in 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 was published in 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 were published in the Annual Report for the FY 2014-15.
(D) Management	49(VIIID)	Yes	Clause 49(VIII)(D)(1) - Management Discussion and Analysis was published in the Annual Report for the FY 2014-15.
(E) Shareholders	49(VIIIE)	Yes	Clause 49(VIII)(E) - Disclosures under this clause were published in 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 was published in the Annual Report for the FY 2014-15.
XI. Compliance	49(XI)	Yes	Clause 49(XI) - A certificate issued by the Statutory Auditors of the Company confirming compliance of Clause 49 was published in the Annual Report for the FY 2014-15.

For Marico Limited



Hemangi Ghag  
Company Secretary & Compliance Officer



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