

April 13, 2018

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

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

Dear Sir/ Madam,

**Sub: Compliance Report on Corporate Governance for the  
Quarter and year ended March 31, 2018**

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter and year ended March 31, 2018 in the prescribed format.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,  
For **Marico Limited**



**Hemangi Ghag**  
**Company Secretary & Compliance Officer**



Encl.: A/a

<b>MSEI Symbol</b>	
Scrip code	531642
NSE Symbol	MARICO
MSEI Symbol	NA
ISIN	INE196A01026
Name of the entity	Marico Limited
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

## Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Harsh Mariwala	AAADPM6929R	00210342	Non-Executive - Non Independent Director	Chairperson		01-08-2017			4	1	0		
2	Mr	Saugata Gupta	AAEPG0867F	05251806	Executive Director	Not Applicable	CEO-MD	01-04-2014			0	0	0		
3	Mr	Rajen Mariwala	AAADPM3840R	00007246	Non-Executive - Non Independent Director	Not Applicable		05-06-2016			1	3	0		
4	Mr	B. S. Nagesh	AAEPB0301K	00027595	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	2	3	0		

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Ms	Hema Ravichandar	AASPR0583P	00032929	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	3	4	0		
6	Mr	Nikhil Khattau	AADPK4598A	00017880	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	2	4	4		
7	Mr	Rajeev Bakshi	AGAPB6353R	00044621	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	2	1	0		
8	Mr	Rishabh Mariwala	AHLPM4852G	03072284	Non-Executive - Non Independent Director	Not Applicable		02-05-2017			0	0	0		

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Ananth Sankaranarayanan	AEOPA6060J	07527676	Non-Executive - Independent Director	Not Applicable		26-06-2017		9	1	0	0		

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

<b>Audit Committee Details</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00017880	Nikhil Khattau	Non-Executive - Independent Director	Chairperson	
2	00007246	Rajen Mariwala	Non-Executive - Non Independent Director	Member	
3	00032929	Hema Ravichandar	Non-Executive - Independent Director	Member	
4	00027595	B. S. Nagesh	Non-Executive - Independent Director	Member	

<b>Nomination and remuneration committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00032929	Hema Ravichandar	Non-Executive - Independent Director	Chairperson	
2	00044621	Rajeev Bakshi	Non-Executive - Independent Director	Member	
3	00017880	Nikhil Khattau	Non-Executive - Independent Director	Member	
4	00027595	B. S. Nagesh	Non-Executive - Independent Director	Member	



<b>Stakeholders Relationship Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00017880	Nikhil Khattau	Non-Executive - Independent Director	Chairperson	
2	00007246	Rajen Mariwala	Non-Executive - Non Independent Director	Member	

<b>Risk Management Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00210342	Harsh Mariwala	Non-Executive - Non Independent Director	Chairperson	
2	05251806	Saugata Gupta	Executive Director	Member	
3	06840707	Vivek Karve	Member	Member	

<b>Corporate Social Responsibility Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00044621	Rajeev Bakshi	Non-Executive - Independent Director	Chairperson	
2	00210342	Harsh Mariwala	Non-Executive - Non Independent Director	Member	
3	05251806	Saugata Gupta	Executive Director	Member	
4	00007246	Rajen Mariwala	Non-Executive - Non Independent Director	Member	
5	07527676	Ananth Sankaranarayanan	Non-Executive - Independent Director	Member	

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	30-10-2017		
2		09-02-2018	101
3		24-03-2018	42

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee		Yes		11-10-2017		
2	Audit Committee		Yes		30-10-2017	18	
3	Audit Committee	12-01-2018	Yes			73	
4	Audit Committee	09-02-2018	Yes			27	
5	Nomination and remuneration committee		Yes		30-10-2017		
6	Nomination and remuneration committee	09-02-2018	Yes			101	

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
7	Nomination and remuneration committee	23-03-2018	Yes			41	
8	Stakeholders Relationship Committee	12-01-2018	Yes				
9	Risk Management Committee	26-03-2018	Yes				

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Hemangi Ghag
2	Designation	Company Secretary and Compliance Office

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.marico.com
2	Terms and conditions of appointment of independent directors	Yes		www.marico.com
3	Composition of various committees of board of directors	Yes		www.marico.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.marico.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.marico.com
6	Criteria of making payments to non-executive directors	Yes		www.marico.com
7	Policy on dealing with related party transactions	Yes		www.marico.com
8	Policy for determining 'material' subsidiaries	Yes		www.marico.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.marico.com

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.marico.com
11	email address for grievance redressal and other relevant details	Yes		www.marico.com
12	Financial results	Yes		www.marico.com
13	Shareholding pattern	Yes		www.marico.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	
2	Designation	



<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Hemangi Ghag
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Hemangi Ghag
Designation of person	Company Secretary and Compliance Office
Place	Mumbai
Date	14-04-2018

