

October 14, 2016

The Secretary,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE 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
NSE Scrip Symbol: MARICO

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance for the Quarter ended September 30, 2016

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 ended September 30, 2016 in the prescribed format.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,
For Marico Limited



Bhaveka Ranparia
Assistant Company Secretary



Encl.: A/a

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Marico Limited
2. Quarter ending - 30-Sep-2016

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Harsh Mariwala	00210342	AADPM6929R	C & NED	05-Aug-2015	-	-	1	1	0
Mr.	Saugata Gupta	05251806	AAEPG0867F	ED	01-Apr-2014	-	-	0	1	0
Mr.	Rajen Mariwala	00007246	AADPM3840R	NED	05-Aug-2016	-	-	1	2	0
Mr.	Anand Kripalu	00118324	AAAPK9657R	ID	01-Apr-2014	-	2.6	1	0	0
Mr.	B. S. Nagesh	00027595	AAEPB0301K	ID	01-Apr-2014	-	2.6	3	4	0
Ms.	Hema Ravichandar	00032929	AASPR0583P	ID	01-Apr-2014	-	2.6	2	3	0
Mr.	Nikhil Khattau	00017880	AADPK4598A	ID	01-Apr-2014	-	2.6	2	6	5
Mr.	Rajeev Bakshi	00044621	AGAPB6353R	ID	01-Apr-2014	-	2.6	2	1	0
Mr.	Atul Choksey	00002102	ACUPC8493P	ID	01-Apr-2014	-	2.6	3	1	1

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Rajen Mariwala	NED	Member
2	Mr. B. S. Nagesh	ID	Member
3	Ms. Hema Ravichandar	ID	Member
4	Mr. Nikhil Khattau	ID	Chairperson

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Rajen Mariwala	NED	Member
2	Mr. Nikhil Khattau	ID	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Vivek karve	CFO	Member
2	Mr. Harsh Mariwala	C & NED	Chairperson
3	Mr. Saugata Gupta	ED	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ms. Hema Ravichandar	ID	Chairperson
2	Mr. Rajeev Bakshi	ID	Member
3	Mr. Anand Kripalu	ID	Member
4	Mr. B. S. Nagesh	ID	Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
29-Apr-2016		36



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
29-Apr-2016		36
29-Jun-2016	05-Aug-2016	

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
	Yes	11-Apr-2016 (Audit)		72
	Yes	29-Apr-2016 (Audit)		
11-Jul-2016 (Audit)	Yes			
05-Aug-2016 (Audit)	Yes			
	Yes	28-Apr-2016 (NRC)		
05-Aug-2016 (NRC)	yes			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2016 will be placed before the Board of Directors of the company at the ensuing Board meeting.

Name : Surender Sharma
 Designation : Company Secretary & Compliance Officer



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : Surender Sharma
 Designation : Company Secretary & Compliance Officer


