

January 13, 2016

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: Compliance Report on Corporate Governance for the Quarter ended December 31, 2015

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 December 31, 2015 in the prescribed format.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,
For Marico Limited

B Ranparia

Bhaveka Ranparia
Assistant Company Secretary



Encl.: A/a

Compliance Report on Corporate Governance under Regulation 27(2)(a) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of the listed entity : MARICO LIMITED

2. Quarter Ending : December 31, 2015

TABLE I

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN(\$) and DIN		Category (Chairperson /Executive/Non-Executive/Independent/ Nominee) &	Date of Appointment in the Current term/Cessation date		Tenure*	Number 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)
		PAN	DIN		Date of Appointment	Cessation Date				
Mr.	Harsh Mariwala	AADPM6929R	00210342	Non- Executive Director & Chairman of the Board	August 5, 2015	-	-	1	1	0
Mr.	Saugata Gupta	AAEPG0867F	05251806	Managing Director & CEO	April 1, 2014	-	-	0	1	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	Non- Executive Director	July 30, 2014	-	-	1	2	0
Mr.	Anand Kripalu	AAAPK9657R	00118324	Independent Director	April 1, 2014	-	1.9 yrs	1	0	0
Mr.	B. S. Nagesh	AAEPB0301K	00027595	Independent Director	April 1, 2014	-	1.9 yrs	3	4	0
Ms.	Hema Ravichandar	AASPR0583P	00032929	Independent Director	April 1, 2014	-	1.9 yrs	2	2	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	Independent Director	April 1, 2014	-	1.9 yrs	2	4	4
Mr.	Rajeev Bakshi	AGAPB6353R	00044621	Independent Director	April 1, 2014	-	1.9 yrs	1	1	0
Mr.	Atul Choksey	ACUPC8493P	00002102	Independent Director	April 1, 2014	-	1.9 yrs	3	1	1

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of Directors means Executive/Non-Executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson-Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Nikhil Khattau Ms. Hema Ravichandar Mr. Rajen Mariwala Mr. B. S. Nagesh	Chairperson-Independent Director Member - Independent Director Member - Non-Executive Director Member - Independent Director
2. Nomination & Remuneration Committee (hereinafter referred to as Corporate Governance Committee which functions as the Nomination & Remuneration Committee)	Ms. Hema Ravichandar Mr. Rajeev Bakshi Mr. Anand Kripalu Mr. B. S. Nagesh	Chairperson - Independent Director Member - Independent Director Member - Independent Director Member - Independent Director
3. Risk Management Committee(if applicable)	Mr. Saugata Gupta Mr. Harsh Mariwala Mr. Vivek Karve	Chairperson - Executive Director Member - Non-Executive Director Member - Chief Financial Officer
4. Stakeholders Relationship Committee	Mr. Nikhil Khattau Mr. Rajen Mariwala	Chairperson-Independent Director Member - Non-Executive Director

&Category of directors means Executive/Non-Executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen.

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)
August 5, 2015	November 4, 2015	91

IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant quarter	Whether 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*
Audit Committee			
October 7, 2015	Yes	July 10, 2015	63
November 4, 2015	Yes	August 5, 2015	28
Corporate Governance Committee			
November 4, 2015	Yes	August 5, 2015	NA
Risk Management Committee			
No meeting was held during the quarter ended December 31, 2015	-		
Stakeholder Relationship Committee			
No meeting was held during the quarter ended December 31, 2015	-		

* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional

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TABLE II

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

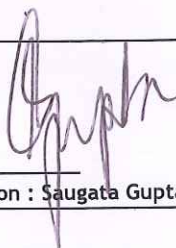
Note

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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Corporate Governance Committee
 - c. Stakeholders relationship committee
 - d. Risk Management Committee
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here. The Compliance Report on Corporate Governance for the quarter ended December 31, 2015 will be placed before the Board of Directors of the Company at its ensuing meeting.




Name & Designation : Saugata Gupta, Managing Director & CEO

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