

April 15, 2016

The Secretary,
Listing Department
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 531642

The Manager,
Listing Department,
National Stock exchange of India Limited,
'Exchange Plaza', C-1 Block G,
Bandra Kurla Complex, Bandra(E)
Mumbai – 400051
Scrip Symbol: Marico

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance for the Quarter ended March 31, 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 March 31, 2016 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

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Marico Limited
2. Quarter ending - 31-Mar-2016

I. Composition of Board of Directors										
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	30-Jul-2014	-	-	1	2	0
Mr.	Anand Kripalu	00118324	AAAPK9657R	ID	01-Apr-2014	-	5 years	1	0	0
Mr.	B. S. Nagesh	00027595	AAEPB0301K	ID	01-Apr-2014	-	5 years	3	4	0
Ms.	Hema Ravichandar	00032929	AASPR0583P	ID	01-Apr-2014	-	5 years	2	2	0
Mr.	Nikhil Khattau	00017880	AADPK4598A	ID	01-Apr-2014	-	5 years	2	4	4
Mr.	Rajeev Bakshi	00044621	AGAPB6353R	ID	01-Apr-2014	-	5 years	1	1	0
Mr.	Atul Choksey	00002102	ACUPC8493P	ID	01-Apr-2014	-	5 years	3	1	1

II. Composition of Committees

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

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

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

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Hema Ravichandar	ID	Chairperson
2	Rajeev Bakshi	ID	Member
3	Anand Kripalu	ID	Member
4	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)
		63
04-Nov-2015	07-Jan-2016	
	30-Jan-2016	
	10-Mar-2016	
	30-Mar-2016	



IV. Meeting of Committees			
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)
		07-Oct-2015	63
07-Jan-2016		04-Nov-2015	
30-Jan-2016			
29-Jan-2016		04-Nov-2015	
30-Mar-2016			
30-Mar-2016			

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 ended December 31, 2015 will be placed before the Board of Directors of the company at the ensuing meeting

Name : Hemangi Ghag
Designation : Company Secretary & Compliance Office



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes



Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Not Applicable
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : Hemangi Ghag
Designation : Company Secretary & Compliance Officer

Hemangi Ghag

