

January 5, 2012

The Secretary, Bombay Stock Exchange Limited, 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Fax: 22722037/ 39/ 41	The Manager Listing department National Stock exchange of India Limited 'Exchange Plaza', C-1 Block G Bandra Kurla Complex, Bandra(E) Mumbai - 400 051 Fax: 26598237/ 38
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Dear Sir,

**Subject: Submission of Report on Corporate Governance
for the Quarter ended December 31, 2011**

Pursuant to clause 49 of the listing agreement, we enclose herewith the Report on Corporate Governance for the quarter ended December 31, 2011 in the prescribed format.

Kindly take the above on record and acknowledge receipt.

Thank you.

Yours faithfully,

For Marico Limited



**Hemangi Ghag
Company Secretary &
Compliance Officer**

Encl.: As above

Quarterly Compliance Report on Corporate Governance

Name of the Company : Marico Limited
Quarter Ending on : December 31, 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	--
(B) Non-Executive Directors' compensation & disclosures	49 (1B)	Yes	--
(C) Other provisions as to Board and Committees	49 (1C)	Yes	--
(D) Code of conduct	49 (1D)	Yes	--
II. Audit Committee	49 (II)		
(A) Qualified and Independent Audit Committee	49 (IIA)	Yes	--
(B) Meeting of the Audit Committee	49 (IIB)	Yes	--
(C) Powers of the Audit Committee	49 (IIC)	Yes	--
(D) Role of Audit Committee	49 (IID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIE)	Yes	--

III. Subsidiary Companies	49 (III)	Yes	This is being complied with to the extent applicable.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	--
(B) Disclosure of Accounting Treatment	49 (IVB)	-	Not Applicable
(C) Board Disclosures	49 (IVC)	Yes	--
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	-	Not Applicable
(E) Remuneration of Directors	49 (IVE)	Yes	--
(F) Management	49 (IVF)	Yes	--
(G) Shareholders	49 (IVG)	Yes	--
V. CEO/CFO Certification	49 (V)	Yes	--
VI. Report on Corporate Governance	49 (VI)	Yes	--
VII. Compliance	49 (VII)	Yes	--

For Marico Limited



Hemangi Ghag
Company Secretary &
Compliance Officer