

October 13, 2017

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 half year ended
September 30, 2017**

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 half year ended September 30, 2017, in the prescribed format.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,

For **Marico Limited**



Surender Sharma
Head Legal – International Business &
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-Sept-2017

I. Composition of Board of Directors										
(Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (In month)	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	AADPM6929R	00210342	C & NED	01-Aug-2017	-	-	2	1	0
Mr.	Saugata Gupta	AAEPGo867F	05251806	ED	01-Apr-2014	-	-	0	1	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	NED	05-Aug-2016	-	-	1	3	0
Mr.	Anand Kripalu	AAAPK9657R	00118324	ID	01-Apr-2014	-	42	1	1	0
Mr.	B. S. Nagesh	AAEPBo301K	00027595	ID	01-Apr-2014	-	42	2	3	0
Ms.	Hema Ravichandar	AASPR0583P	00032929	ID	01-Apr-2014	-	42	3	5	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	ID	01-Apr-2014	-	42	2	6	5
Mr.	Rajeev Bakshi	AGAPB6353R	00044621	ID	01-Apr-2014	-	42	2	2	1
Mr.	Rishabh Mariwala	AHLPM4852G	03072284	NED	02-May-2017	-	-	0	0	0
Mr.	Ananth Narayanan	AEOPA6060J	07527676	ID	26-Jun-2017	-	3 mths and 5 days	1	0	0

ii. Composition of Committees

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

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

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

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

Corporate Social Responsibility Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Rajeev Bakshi	ID	Chairperson
2	Mr. Harsh Mariwala	C & NED	Member
3	Mr. Saugata Gupta	ED	Member
4	Mr. Rajen Mariwala	NED	Member
5	Mr. Ananth Narayanan	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)
01-Apr-2017		-
02-May-2017		30
29-June-2017		57
	01-Aug-2017	32

IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	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)
Audit Committee	-	Yes	13-04-2017	-
Audit Committee	-	Yes	02-05-2017	18
Audit Committee	31-07-2017	Yes	-	89
Nomination & Remuneration Committee	-	Yes	02-05-2017	-
Nomination & Remuneration Committee	01-08-2017	Yes	-	90
Corporate Social Responsibility Committee	31-07-2017	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. Annexure I – Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - Yes
 - Nomination & remuneration committee - Yes
 - Stakeholders relationship committee - Yes
 - Risk management committee (applicable to the top 100 listed entities) - Yes
- 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
- 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
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
 - Any comments/observations/advice of Board of Directors may be mentioned here: -

The Compliance Report on Corporate Governance for the quarter ended September 30, 2017 will be placed before the Board of Directors of the company at the ensuing meeting



Name: Surender Sharma
Designation: Company Secretary and Compliance Officer

Date: October 13, 2017
Place: Mumbai

