

BOARD'S REPORT

To the Members,

Your Board of Directors ("Board") is pleased to present the Thirty Third Annual Report of Marico Limited ("Marico" or "the Company" or "your Company"), for the financial year ended March 31, 2021 ("the year under review" or "the year" or "FY21").

In compliance with the applicable provisions of Companies Act, 2013, ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this report covers the financial results and other developments during the financial year from April 1, 2020 to March 31, 2021, in respect of Marico and Marico Consolidated comprising Marico, its subsidiaries and associate companies. The consolidated entity has been referred to as "Marico Group" or "the Group" in this report.

FINANCIAL RESULTS - AN OVERVIEW

(in Crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Consolidated Summary for the Group		
Revenue from Operations	8,048	7,315
Profit before Tax	1,523	1,374
Profit after tax before exceptional items	1,165	1,065
Profit after Tax	1,199	1,043
Marico Limited (Standalone) Revenue from Operations	6,337	5,853
Profit before Tax	1,311	1,261
Less: Provision for Tax for the current year	205	254
Profit after Tax for the current year	1,106	1,007
Other Comprehensive Income for the current year	2	(2)
Add: Surplus brought forward	2,906	2,759
Profit available for appropriation	3,351	3,332
Appropriations: Distribution to shareholders	968	872
Surplus carried forward	2,904	2,765

REVIEW OF OPERATIONS

In FY21, Marico Group posted revenue from operations of INR 8,048 Crores (USD 1.1 billion) which was 10% higher than the previous year. The underlying domestic volume growth for the year was 7% and the constant currency growth in

the international business was 7%. The business delivered an operating margin of 19.8% and recurring net profit of INR 1,162 crores, a growth of 11% over the last year on a like-to-like basis.

Marico India, the domestic FMCG business, achieved a turnover of INR 6,189 Crores in FY21, up 9% over the last year. The underlying volume growth was 7%, despite headwinds in discretionary consumption through the year and significant supply chain disruptions from the lockdown in Q1FY21, as business progressively scaled up with restrictions easing subsequently. The operating margin for the India business was at 21.3% in FY21 vs 22.4% in previous year. The profitability was impacted by severe input cost push in second half of FY21.

During the year, Marico International, the International FMCG business, posted a turnover of INR 1,859 Crores, a growth of 12% over the last year. The business reported constant currency growth of 7%. The operating margin for the International business expanded to 23.5% in FY21 from 21.5% in previous year, due to favourable market mix and tight cost management across all geographies.

There are no material changes and commitments affecting the financial position of your company, which have occurred between the end of the FY21 and the date of this report.

Further, there has been no change in the nature of business of the Company.

RESERVES

There is no amount proposed to be transferred to the Reserves.

DIVIDEND

Your Company's wealth distribution philosophy aims at sharing its prosperity with its shareholders, through a formal earmarking/ disbursement of profits to its shareholders. In accordance with Regulation 43A of the SEBI Listing Regulations, the Company has adopted the Dividend Distribution Policy, which is made available on the Company's website and can be accessed using the link - https://marico.com/investorspdf/Dividend_Distribution_Policy.pdf.

Based on the principles enunciated in the above Policy, your Company's dividend to equity shareholders during FY21 comprised the following:

- First Interim Dividend of 300% on the equity base of 129.12 Crores aggregating to 387.38 Crores declared by your Board of Directors on October 28, 2020; and
- Second Interim Dividend of 450% on the equity base of 129.13 Crores aggregating to 581.11 Crores declared by your Board of Directors on March 3, 2021.

The total equity dividend during FY21 aggregated to 7.5 per equity share of ₹1 each resulting in a total payout of ₹968.48 Crores. Thus, dividend pay-out ratio was 83% of the consolidated profit after tax as compared to 95% in the previous year.

CHANGES IN SHARE CAPITAL

During FY21, the paid-up share capital of the Company has been increased from ₹129.10 Crores to ₹129.13 Crores, consequent to allotment of 331,910 equity shares of ₹1 each under the Marico Employee Stock Option Plan, 2016.

SUBSIDIARIES AND ASSOCIATE COMPANIES

A list of bodies corporate which are subsidiaries/associates/joint ventures of your Company is provided as part of the notes to Consolidated Financial Statements. The following developments took place with regards to Subsidiaries and Associate Companies of Marico:

Subsidiaries and Associates:

- Marico Bangladesh Limited continues to be the material subsidiary of the Company, in terms of provisions of the SEBI Listing Regulations.
- Marico acquired balance 55% equity stake from the existing shareholders of Zed Lifestyle Private Limited ("ZED Lifestyle"), an associate company and consequently ZED Lifestyle became a wholly owned subsidiary of your Company, with effect from June 30, 2020.
- Marico Consumer Care Limited (MCCL), a wholly owned subsidiary of the Company, amalgamated with the Company with effect from January 20, 2021, pursuant to the Scheme of Amalgamation ("Scheme") approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated December 2, 2020. Accordingly, MCCL ceased to be a subsidiary of the Company with effect from January 20, 2021.
- On July 21, 2021, the Company acquired 52.4% equity stake in Apcos Naturals Private Limited ("Apcos") and consequently Apcos became the subsidiary of the company.
- Revolutionary Fitness Private Limited and Hello Green Private Limited ceased to be the associates of your Company, with effect from September 23, 2020.

A separate statement containing the salient features of the financial statements of all subsidiaries and associate companies/ joint ventures of your Company (in Form AOC - 1) forms part of this Report.

The audited financial statements of the subsidiary companies and related information are available on the Company's website on - <https://marico.com/india/investors/documentation> and the same are also available for inspection by the Members. Any Member desirous of inspecting the financial statements or obtaining copies of the same may write to the Company Secretary or email at investor@marico.com.

Your Company has approved a policy for determining material subsidiaries and the same is available on the Company's website at:

https://marico.com/investorspdf/Policy_for_Determination_of_Material_Subsiary.pdf.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of the loans, guarantees and investments covered under Section 186 of the Act, form part of the notes to the standalone financial statement of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed Management Discussion and Analysis forms an integral part of this Report and, *inter-alia*, gives an update on the following matters:

- Economic scenario
- Fast moving consumer goods sector in India
- Marico growth story
- Overview of Consolidated results of operations
- Outlook
- Human Resources
- Information Technology and digital
- Risks & opportunities
- Internal control systems and their adequacy

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

The details of the Board of Directors and the number of meetings held and attended by the Board of Directors, during the year under review, are detailed in the Corporate Governance Report. Appended below are the changes in the Board of Directors and Key Managerial Personnel:

I. Director retiring by rotation

In accordance with the provisions of Section 152 of the Act read with Rules made thereunder and the Articles of Association of the Company, Mr. Rajendra Mariwala (DIN: 00007246) is liable to retire by rotation at the ensuing 33rd Annual

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General Meeting ("AGM") and being eligible, has offered himself for re-appointment. Accordingly, the re-appointment of Mr. Rajendra Mariwala is being placed for the approval of the Members at the 33rd AGM. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee has recommended his re-appointment at 33rd AGM. A brief profile of Mr. Rajendra Mariwala and other related information is appended to the Notice of the AGM.

II. Appointment of Independent Director

The Board at its Meeting held on July 30, 2021, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Milind Barve (DIN: 00087839) as the Additional Director (Independent) of your Company with effect from August 2, 2021. Mr. Barve will hold office as Additional Director (Independent) upto the date of the 33rd AGM and subject to the approval of Members at the 33rd AGM shall be appointed as Independent Director to hold office for a period of 5 (five) consecutive years effective August 02, 2021. Notice in writing, proposing his candidature for appointment as Independent Director, under section 160 of the Act has been received by the Company from a Member.

Accordingly, the Board recommends to the Members, the appointment of aforesaid Independent Director and relevant details pertaining to his appointment are provided in the Notice convening 33rd AGM.

III. Key Managerial Personnel

During the year under review, Mr. Vivek Karve demitted his office as the Chief Financial Officer of the Company with effect from the close of business hours of September 10, 2020. The Board places on record its appreciation for the invaluable contribution made by Mr. Karve during the course of his service. In succession to Mr. Karve, Mr. Pawan Agrawal was appointed as the Chief Financial Officer of the Company with effect from close of business hours of September 10, 2020. Ms. Hemangi Ghag resigned as the Company Secretary and Compliance Officer of the Company to be effective from closure of Business hours on September 03, 2021.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Act, the Directors of your Company, to the best of their knowledge and based on the information and explanations received from the Company, confirm that:

- a. in the preparation of the annual financial statement for the financial year ended March 31, 2021, the applicable accounting standards have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2021 and of the profit of your Company for the said period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;
- e. proper internal financial controls to be followed by the Company were laid down and such internal financial controls are adequate and were operating effectively and;
- f. proper systems to ensure compliance with the provisions of all applicable laws were devised and that such systems were adequate and operating effectively.

PERFORMANCE EVALUATION

Your Company believes that the process of performance evaluation at the Board level is pivotal to its Board Engagement and Effectiveness. The Policy and criteria for Board Evaluation is duly approved by the Nomination and Remuneration Committee. This process at Marico is conducted through structured questionnaires which cover various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Member's strengths and contribution, execution and performance of specific duties, obligations and governance. Performance evaluation is facilitated by the Chairman of the Board who is supported by the Chairperson of the Nomination and Remuneration Committee. Under the said evaluation mechanism, post receiving individual feedbacks (which also involved peer evaluation), the following process was followed to assimilate and process the feedback:

- A meeting of the Independent Directors was held wherein performance of Non-Independent Directors, Chairman of the Board and of the entire Board was evaluated.
- The entire Board discussed the findings of the evaluation with the Independent Directors and also

evaluated the performance of the Individual Directors, the Board as a whole and all Committees of the Board.

- As an outcome of the above process, individual feedback will be shared with each Director subsequently during the year.

With respect to the focus areas identified by the Board last year, the following progress was made in the year under review:

Focus Areas	Progress made
Effectively overseeing the risk management strategies and practices amidst a highly volatile macro environment accentuated by the pandemic.	The top risks and challenges were tracked. The processes and systems were strengthened to future proof the organisation and execute the strategy better.
Mentoring the Senior Management Personnel to set them up for success & helping in creating a process for succession to the level of Board, Managing Director and Senior Management Personnel.	The process of rejuvenation of the Board was aligned and will be executed during the year. A robust process for succession planning has been set up and regularly discussed at the Board and Nomination and Remuneration Committee.
Mentoring the Senior Management to create an agile organisation that can adapt to the highly volatile VUCA (Volatile, Uncertain, Complex & Ambiguous) environment.	During the year, the Board heavily engaged with the top management team to successfully implement the transformation journey, particularly portfolio diversification and digital transformation.
<p>Focus Areas for the Committees:</p> <p>Audit Committee: To strengthen the GRCC (governance, risk management, controls and compliance) policies, processes and systems in the Company with special focus on automation and exception analytics.</p> <p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> - To help strengthen the culture codes for the Company and improving the talent management processes, with specific focus on strengthening the top talent pipeline - To ensure succession planning for MD & CEO and Senior Management Personnel. <p>Corporate Social Responsibility Committee: To bring focus on improving the effectiveness of CSR spends.</p>	The Committees continued to perform on their respective focus areas to augment governance and internal controls.

For the year under review, the performance evaluation exercise conducted has resulted in identification of the following focus areas, for it to work upon in the coming years:

- Your Company already has an elaborate familiarization programme in place for effective induction of new directors. The Board acknowledged this and reiterated the importance of a rigorous execution of this induction process to ensure a smooth transfer and seamless integration of the new Board Members.

- The Board laid specific emphasis on strategic risk management and building management capability in this area. It believes that the environment is very volatile. COVID19 outbreak was a clear example of a black swan event. Should the situation escalate further, it may have a deeper impact on demand and supply scenarios. In light of this and such black swan events, it is important to de-risk the Company to sustain and improve its operating and financial performance. The Board would therefore provide its strategic inputs to survive and win amidst such VUCA environment.
- The Board would continue to mentor the MD & CEO and the senior management team for defining and executing out the transformation agenda which is aimed at building a future-ready Marico more specifically in areas of portfolio, channel strategies, digital strategies and talent management.
- The Board would focus on Board Rejuvenation and assimilation of new Board members.
- For the Board Committees, the following focus areas will continue for the coming year:
 - Audit Committee:** Further strengthening the GRCC policies, processes and systems in the Company with special focus on automation and exception analytics;
 - Nomination and Remuneration Committee:**
 - helping strengthen the culture codes for the Company and improving the talent management processes, with specific focus on strengthening the top talent pipeline
 - succession planning for MD & CEO and the Senior Management Personnel.
 - Corporate Social Responsibility Committee:** Bringing focus on improving the effectiveness of Marico's CSR spends.

The Board is also committed to review the progress on these priorities during the annual Board Retreats held every year.

BUSINESS RESPONSIBILITY REPORT (BRR)

At Marico, we believe that transparent, accurate and comprehensive disclosure practices not only aid in strategic decision-making but also help in demonstrating incremental value created for all groups of stakeholders. In line with the global megatrends and evolving normal of business environment, your Company has transitioned to Integrated Reporting which enables financial and non-financial factors

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to be viewed from the same lens. Marico has published its third Integrated Report emphasizing on the continual goal of focusing on the imperatives of how the Company creates value over the short, medium and long term for all its stakeholders.

The Integrated Report has been prepared as per the framework developed by International Integrated Reporting Council (IIRC). The financial sections of BRR are presented in line with the requirements of the Act read with the Rules made thereunder, the Indian Accounting Standards, the SEBI Listing Regulations and the requisite Secretarial Standards issued by the Institute of Company Secretaries of India. The non-financial section (Sustainability and Corporate Social Responsibility) is presented in conformance to the Global Reporting Initiative (GRI) Standard's Core Performance Indicators, the UN-Sustainable Development Goals (SDGs) and other sectorally relevant international sustainability disclosure guidelines. BRR has been published in adherence to the SEBI Listing Regulations and to the Ministry of Corporate Affairs' National Voluntary Guidelines (NVGs) that guides listed corporations to use a 9-principle framework for demonstrating their environmental, social and economic responsibilities, during the year under review.

Sustainability for your Company is the way of doing business. From vision, purpose, strategy, operations and communication perspective, your Company has integrated sustainability into its core business DNA. The value protection and value creation paradigms have been designed in a way that it propels socially inclusive growth that is impactful, innovative, and agile. Sincere efforts have been undertaken to enhance your Company's environmentally positive footprint, expand socio-economic empowerment and demonstrate transparency in business conduct. Consequently, your Company has taken ambitious targets in relation to increasing the number of farmer beneficiaries, mapping product sustainability footprint, reducing energy intensity by transitioning to low-carbon sources, reducing GHG emission intensity, achieving water stewardship, responsible sourcing and building resilience across business dimensions to futureproof value creation.

AUDITORS & AUDITORS' REPORT STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act, the Members at the 29th AGM held on August 1, 2017 had approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants, for a term of 5 (five) years, to hold office till the conclusion of the 34th AGM of the Company. Accordingly, the Statutory Auditors would hold office until the conclusion of

the 34th AGM of the Company. The Statutory Auditors have confirmed their eligibility for acting as the Statutory Auditors of the Company for the financial year 2021-22.

The Auditor's Report for the financial year ended March 31, 2021 on the financial statements of the Company forms part of the Annual Report. The said report was issued by the Statutory Auditor with an unmodified opinion and does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors have not reported any fraud under Section 143 (12) of the Act and therefore no details are required to be disclosed under Section 134(3)(ca) of the Act.

COST AUDITORS

Interms of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records and have them audited every year. Accordingly, the Board at its meeting held on July 30, 2021, based on the recommendation of the Audit Committee, appointed M/s. Ashwin Solanki & Associates, Cost Accountants, as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2022. A remuneration of 9,50,000 (Rupees Nine Lacs Fifty Thousand only) plus applicable taxes and out of pocket expenses has been fixed for the Cost Auditors subject to the ratification of such fees by the Members at the 33rd AGM. Accordingly, the matter relating to ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 is placed at the 33rd AGM. The Company has received consent and certificate of eligibility from M/s. Ashwin Solanki & Associates.

During the year under review, the Cost Auditor had not reported any fraud under Section 143(12) of the Act and therefore, no details are required to be disclosed under Section 134(3)(ca) of the Act.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board, at its meeting held on April 30, 2021, based on the recommendation of the Audit Committee, approved the appointment of Dr. K. R. Chandratre, Practicing Company Secretary (Certificate of Practice No. 5144) as the Secretarial Auditor of the Company to conduct audit of the secretarial records of the Company for the financial year ending March 31, 2022. The Company has received consent from Dr. K. R. Chandratre to act as such.

The Secretarial Audit Report for FY21 is enclosed as "Annexure A" to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Secretarial Auditor has not reported any fraud under Section

143(12) of the Act and therefore no details are required to be disclosed under Section 134 (3)(ca) of the Act.

RISK MANAGEMENT

For your Company, Risk Management is an integral and important aspect of Corporate Governance. Your Company believes that a robust Risk Management ensures adequate controls and monitoring mechanisms for a smooth and efficient running of the business. A risk-aware organization is better equipped to maximize shareholder value.

The key cornerstones of your Company's Risk Management Framework are:

- Periodic assessment and prioritization of risks that affect the business of your Company;
- Development and deployment of risk mitigation plans to reduce vulnerability to prioritized risks;
- Focus on both the results and efforts required to mitigate the risks;
- Defined review and monitoring mechanism wherein the functional teams, the top management and the Board review the progress of the mitigation plans;
- Integration of Risk Management with strategic business plan, annual operating plans, performance management system and significant business decisions;
- Constant scanning of external environment for new and emerging risks;
- Wherever, applicable and feasible, defining the risk appetite and install adequate internal controls to ensure that the limits are adhered to.

The Risk Management Committee ("RMC") constituted by the Board assists the Board in monitoring and reviewing the risk management plan, implementation of the risk management framework of the Company and such other functions as Board may deem fit. The Board is responsible for reviewing and guiding on the risk management policy of the Company while the Audit Committee of the Board is responsible for evaluating the risk management systems in the Company. The detailed terms of reference and the composition of RMC are set out in the Corporate Governance Report. Your company has also put in place a robust Crisis Management Framework monitored by internal crisis management committee which is responsible for laying out crisis response mechanism, communication protocols, and periodic training and competency building around crisis management.

Your Company has complied with the applicable laws pertaining to Risk Management and Risk Management Policy thereof. Further, your Company has strengthened its Risk Management framework by adopting a comprehensive Risk Management Policy.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Internal Financial Controls are an integrated part of the risk management process which in turn is a part of Corporate Governance addressing financial and financial reporting risks. The Internal Financial Controls have been documented and embedded in the business processes. Your Company's approach on Corporate Governance has been detailed out in the Corporate Governance Report. Your Company has deployed the principles enunciated therein to ensure adequacy of Internal Financial Controls with reference to

- Effectiveness and efficiency of operations
- Reliability of financial reporting
- Compliance with applicable laws and regulations
- Prevention and detection of frauds
- Safeguarding of assets

Your Company has defined policies and standard operating procedures for all key business processes to guide business operations in ethical and compliant manner. Compliance to these policies are ensured through periodic self-assessment as well as internal and statutory audits. The Company has robust ERP and other supplementary IT systems which are an integral part of internal control framework. The Company continues to constantly leverage technology in enhancing the internal controls. The Company also uses data analytics to identify trends and exceptions to proactively monitor any control deviations for corrective action.

Your Board reviews the internal processes, systems and the internal financial controls and accordingly, the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls. Assurances on the effectiveness of Internal Financial Controls is obtained through management reviews, self-assessment, continuous monitoring by functional heads as well as testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

On a voluntary basis, your Company's material subsidiary, Marico Bangladesh Limited ("MBL") has also adopted

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this framework and its progress is reviewed by MBL's Audit Committee and its Board of Directors, which exhibits Marico's commitment to good governance at a group level.

RELATED PARTY TRANSACTIONS

All transactions with related parties are placed before the Audit Committee for its approval. An omnibus approval from the Audit Committee is obtained for the related party transactions which are repetitive in nature, based on the criteria approved by the Board. In case of transactions which are unforeseen or in respect of which complete details are not available, the Audit Committee grants an approval to enter into such unforeseen transactions, provided the transaction value does not exceed the limit of 1 Crore per transaction, in a financial year. The Audit Committee reviews all transactions entered into pursuant to the omnibus approvals so granted, on a quarterly basis.

All transactions with related parties entered into during FY21 were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the Rules made thereunder, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions. During the year under review, there were no transactions for which consent of the Board of Directors was required to be taken and accordingly, no disclosure is required in respect of the Related Party Transactions in the Form AOC-2 in terms of Section 134 of the Act and Rules framed thereunder. The attention of the Members is drawn to the note no. 30 to the Standalone Financial Statement setting out the related party transaction disclosures, for FY21.

The Policy on Related Party Transactions is available on the Company's website and can be accessed using the link - https://marico.com/investorspdf/Policy_on_Related_Party_Transactions.pdf

NOMINATION AND REMUNERATION COMMITTEE AND COMPANY'S POLICY ON NOMINATION, REMUNERATION, BOARD DIVERSITY, EVALUATION AND SUCCESSION

Your Company has in place the Nomination and Remuneration Committee of the Board (NRC), which performs the functions as mandated under the Act and the SEBI Listing Regulations. The composition of the NRC is detailed in the Corporate Governance Report forming part of the Annual Report.

In terms of the applicable provisions of the Act, read with the Rules framed thereunder and the SEBI Listing Regulations, your Board has adopted a Policy for appointment, removal and remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP") and also

on the Board Diversity, Succession Planning and Evaluation of Directors ("NRE Policy"). The remuneration paid to Directors, KMP and SMP of the Company are as per the terms laid down in the NRE Policy. The Managing Director & CEO of your Company does not receive remuneration or commission from any of the subsidiaries of your Company.

The salient features of this Policy are outlined in the Corporate Governance Report and the Policy is made available on the Company's website, which can be accessed using the link https://marico.com/investorspdf/Policy_on_Nomination,_Remuneration_and_Evaluation.pdf

MARICO EMPLOYEE BENEFIT SCHEME/PLAN

• Marico Employee Stock Option Plan, 2016

The Members at the 28th AGM held on August 5, 2016, had approved the Marico Employee Stock Option Plan, 2016 ("Marico ESOP 2016" or "the Plan") for issuance of the employee stock options ("Options") to the eligible employees of the Company including the Managing Director & CEO and also the eligible employees of its subsidiaries, both in India and outside India. Marico ESOP 2016 aims to promote desired behavior among employees for meeting the Company's long-term objectives and enable retention of employees for desired objectives and duration, through a customized approach.

The Plan envisages to grant options, not exceeding in aggregate, 0.6% of the issued equity share capital of the Company as on August 5, 2016 ("the Commencement Date") to the eligible employees of the Company and its subsidiaries and not exceeding 0.15% of the issued equity share capital of the Company as on the Commencement Date, to any individual employee.

The NRC is entrusted with the responsibility of administering the Plan and the Scheme(s) notified thereunder, from time to time.

As on March 31, 2021, an aggregate of 5,334,530 Options were outstanding which constitute about 0.41% of the issued equity share capital of the Company as on that date.

• Marico Employees Stock Appreciation Rights Plan, 2011

The Company had adopted Marico Stock Appreciation Rights Plan, 2011 ('STAR Plan') in the year 2011, for the welfare of its employees and those of its subsidiaries. Under the Plan, various schemes are notified for conferring cash incentive benefit to the eligible employees through grant of stock appreciation

rights (STARs). The NRC administers the Plan and the Scheme(s) notified thereunder, from time to time. The NRC notifies various Schemes for granting STARs to the eligible employees. Each STAR is represented by one equity share of the Company. The eligible employees are entitled to receive in cash the excess of the maturity price over the grant price in respect of such STARs subject to fulfillment of certain conditions and applicability of Income Tax. The STAR Plan involves secondary market acquisition of the Equity Shares of your Company by an Independent Trust set up by your Company for the implementation of the STAR Plan. Your Company lends monies to such Trust for making secondary acquisition of equity shares, subject to the statutory ceilings.

As at March 31, 2021 an aggregate of 1,197,180 STARs were outstanding which constitute about 0.09% of the paid up equity share capital of the Company as on that date.

STATUTORY INFORMATION ON MARICO EMPLOYEE BENEFIT SCHEME/PLAN AND TRUST

The disclosure requirements in terms of Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended and the SEBI Circular dated June 16, 2015, for Marico Employee Benefit Scheme/Plan and Trust, is made available on the Company's website and can be accessed using the link: <https://marico.com/india/investors/documentation>. Further, the Company has complied with the applicable accounting standards in this regard. Further, during the year under review, the Company has not given loan to any of its employees for purchase of shares of the Company.

All Marico Employee Benefit Schemes/Plans are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended and the resolutions passed by the Members at the General Meetings approving such employee benefit Schemes/Plans. Further, an annual certificate to that effect is obtained from the Statutory Auditors of the Company i.e. M/s. B S R & Co. LLP.

DISCLOSURES

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The ratio of remuneration of each Director to the median employee's remuneration as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended is disclosed in **"Annexure B"** to this report.

The statement containing particulars of remuneration of employees as required under Section 197(12) of the Act, read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended is available on the Company's website <https://marico.com/india/investors/documentation>. In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members, excluding the aforesaid annexure. Any Member desirous of obtaining a copy of the said annexure may write to the Company Secretary or email at investor@marico.com.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of the SEBI Listing Regulations, a separate report on Corporate Governance along with the certificate from Dr. K.R. Chandratre, Practicing Company Secretary, on its compliance is annexed to this report as **"Annexure C"**.

VIGIL MECHANISM

Your Company has a robust vigil mechanism in the form of Code of Conduct ("CoC") which enables its stakeholders to report concerns about unethical or inappropriate behaviour, actual or suspected fraud, leak of unpublished price sensitive information, unfair or unethical actions or any other violation of the CoC. There are separate guidelines called Marico's Code of Business Ethics that are applicable to our associates who partner us in our organizational objectives and customers.

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules made thereunder, your Company has adopted a policy ("Anti-Sexual Harassment Policy") for the prevention of sexual harassment and constituted Internal Committees to deal with complaints relating to sexual harassment at workplace. During the FY2020-21, the Company has not received any complaint on sexual harassment.

The vigil mechanism of the Company provides for adequate safeguards against victimization of directors, employees and third parties who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The CoC guidelines are designed to ensure that Directors, employees and third parties may report genuine concerns on CoC adherence or violations thereof without fear of retaliation. To encourage such members to report any concerns and to maintain anonymity, the Company has engaged an independent agency for managing the whistleblowing system and has provided toll-free helpline numbers across the geographies where it is having a presence along with a website and email address, wherein the grievances/ concerns can reach

BOARD'S REPORT (Contd.)

the Company. For administration and governance of the Code, a committee called Code of Conduct Committee is constituted ("CoC Committee"). All cases reported under the whistleblower policy are reported to the CoC Committee and are subject to a review by the Audit Committee and the Nomination and Remuneration Committee of the Company. In addition to the independent Ethics Hotline system, your Company has also provided in its CoC direct access to the members of the CoC Committee and a drop box facility to report concerns or violations of the CoC.

All new employees go through a detailed personal orientation on CoC and anti-sexual harassment policy. Further, all employees have to mandatorily complete the online learning cum certification course on CoC on an annual basis. Your Company seeks affirmation on compliance of CoC on an annual basis from all the employees and on a quarterly basis from the Directors and the employees at senior level. Additionally, separate trainings (classroom/online) on Anti-Sexual Harassment Policy & Marico Insider Trading Rules are conducted to educate the employees on the said Policy/Rules. The education and sensitization is further strengthened through periodic e-mail communications and focused group discussions with the employees to ensure the CoC is followed in spirit and failures are minimized. The Company also ensures capability building of and mandatory certifications by its business partners on Marico's Code of Conduct and Marico's Code of Business Ethics.

The Board and the Audit Committee thereof are informed periodically on the matters reported under CoC and the status of resolution of such cases.

The Company affirms that no person has been denied access to the Audit Committee.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, as amended is enclosed as "Annexure D" to this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The composition of the CSR Committee is disclosed in the Corporate Governance Report. During the year under review, the Company amended its CSR policy to align the

same with the amendments to the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

A brief outline of the CSR Philosophy, salient features of the CSR Policy of the Company, the CSR initiatives undertaken during the financial year 2020-21 together with progress thereon and the report on CSR activities in the prescribed format, as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in "Annexure E" to this Report and the CSR Policy can be accessed using the link <https://marico.com/investorspdf/Corporate-Social-Responsibility-Policy.pdf>

Further, the Chief Financial Officer of the Company has certified that CSR spends of the Company for FY21 have been utilized for the purpose and in the manner approved by the Board of Directors of the Company.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with all the applicable provisions of Secretarial Standard – 1 and Secretarial Standard – 2 issued by Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs of India.

DEPOSITS

There were no outstanding deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, as amended, at the end of the financial year 2020-21 or the previous financial year. Your Company did not accept any deposits during FY21.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, there were no significant/material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in future, apart from the order dated December 2, 2020, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, approving the Scheme of Amalgamation, between the Company, Marico Consumer Care Limited and their respective shareholders.

NO PENDING PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Your Board confirms that there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 and that there is no instance of onetime settlement with any Bank or Financial Institution, during the year under review.

ANNUAL RETURN

Pursuant to Section 134 (3) (a) of the Act, the draft annual return for FY21 prepared in accordance with Section 92(3) of the Act is made available on the website of the Company and can be accessed using the link: <https://marico.com/india/investors/documentation>.

COST RECORDS

The maintenance of cost records as specified under Section 148 of the Act, is applicable to the Company and accordingly all the cost records are made and maintained by the Company and audited by the cost auditors.

ACKNOWLEDGEMENT

Your Board takes this opportunity to thank Company's employees for their dedicated service and firm

commitment to the goals & vision of the Company. Your Board also wishes to place on record its sincere appreciation for the wholehearted support received from shareholders, distributors, third party manufacturers, bankers and all other business associates and from the neighborhood communities of the various Marico locations. We look forward to continued support of all these partners in progress.

On behalf of the Board of Directors

Place: Dubai
Date: July 30, 2021

Harsh Mariwala
Chairman
DIN: 00210342

ANNEXURE 'A' SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Marico Limited,
7th Floor, Grande Palladium,
175, CST Road, Kalina,
Santacruz – (East),
Mumbai – 400 098.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Marico Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2021 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct

Investment. There were no External Commercial Borrowings transactions during the Audit Period;

- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):—
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).
- (vi) I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

ANNEXURE 'A' SECRETARIAL AUDIT REPORT (Contd.)

- a) The Drugs and Cosmetics Act, 1940 and the Rules made thereunder;
- b) Blended Edible Vegetable Oils Grading and Marking Rules, 1991;
- c) Food Safety and Standards Act, 2006 and the Rules and Regulations made thereunder;
- d) The Legal Metrology Act, 2009 and the Rules made thereunder;
- e) Plastic Waste Management Rules, 2016 and
- f) The Bureau of Indian Standards (BIS) Act, 2016 and the Rules made thereunder, as applicable.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and

clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period :

In accordance with the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company on 16 July 2020 approved the Scheme of Amalgamation of Marico Consumer Care Limited ("Transferor Company") – a wholly owned subsidiary of Marico Limited, with Marico Limited ("Transferee Company") and their respective Shareholders and Creditors (Scheme) subject to the receipt of requisite statutory / regulatory approvals including the approval of Hon'ble National Company Law Tribunal, Mumbai [NCLT, Mumbai].

The Scheme with the Appointed Date fixed as 1 April 2020, was approved by the Hon'ble NCLT, Mumbai vide its orders dated 2 December, 2020. The Scheme became effective from 20 January 2021, on filing of NCLT orders with the Registrar of Companies.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

UDIN: F001370C000216805

Peer Review Certificate No. : 463/2016

Place: Pune

Date : 30 April 2021

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

ANNEXURE 'A' SECRETARIAL AUDIT REPORT (Contd.)

Annexure to the Secretarial Audit Report

To,
The Members,
Marico Limited,
7th Floor, Grande Palladium,
175, CST Road, Kalina,
Santacruz – (East),
Mumbai – 400 098

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

UDIN: F001370C000216805

Peer Review Certificate No. : 463/2016

Place: Pune

Date : 30 April 2021

ANNEXURE 'B' TO THE BOARD'S REPORT

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) Ratio of Remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2020-21 is as follows:

Name of Director	Total Remuneration* (₹)	Ratio of remuneration of Director to the Median remuneration**
Mr. Harsh Mariwala	37,075,000	32.62
Mr. Saugata Gupta ¹	140,297,138	123.45
Mr. Nikhil Khattau	4,780,000	4.21
Mr. Rajendra Mariwala	4,180,000	3.68
Mr. B. S. Nagesh	4,500,000	3.96
Ms. Hema Ravichandar	4,750,000	4.18
Mr. Rishabh Mariwala	3,600,000	3.17
Mr. Ananth S.	3,800,000	3.34
Mr. Kanwar Bir Singh Anand	3,900,000	3.43
Mr. Sanjay Dube	3,950,000	3.48

B) Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year 2020-21 are as follows:

Name	Designation	Remuneration (₹)		Increase/ (Decrease) (%)
		2020-21	2019-20	
Mr. Harsh Mariwala	Chairman & Non-Executive Director	37,075,000	36,775,000	1%
Mr. Saugata Gupta ¹	Managing Director & CEO	140,297,138	137,836,549	2%
Mr. Nikhil Khattau	Independent Director	4,780,000	4,730,000	1%
Mr. Rajendra Mariwala	Non-Executive Director	4,180,000	4,080,000	2%
Mr. B. S. Nagesh	Independent Director	4,500,000	4,150,000	8%
Ms. Hema Ravichandar	Independent Director	4,750,000	4,700,000	1%
Mr. Rishabh Mariwala	Non-Executive Director	3,600,000	3,500,000	3%
Mr. Ananth S.	Independent Director	3,800,000	3,650,000	4%
Mr. Kanwar Bir Singh Anand ²	Independent Director	3,900,000	NA	NA
Mr. Sanjay Dube ³	Independent Director	3,950,000	609,589	NA
Mr. Vivek Karve ⁴	Chief Financial Officer	18,135,377	17,804,161	NA
Ms. Hemangi Ghag	Company Secretary & Compliance Officer	6,496,191	5,653,918	15%
Mr. Pawan Agrawal ⁵	Chief Financial Officer	10,391,891	NA	NA

* The remuneration of all Non-Executive Directors includes sitting fees paid during the financial year 2020-21.

** The median remuneration of the Company for all its employees is 1,136,473 for the financial year 2020-21. For calculation of median remuneration, the employee count taken is 1,419, which comprises employees who have served for whole of the financial year 2020-21.

1 The remuneration of Mr. Saugata Gupta, includes the perquisite value of stock options exercised during the financial year 2020-21 amounting to 33,677,031 and during the Financial year 2019-20 amounting to 29,152,000. Excluding that, the remuneration of Mr. Saugata Gupta is 106,620,107 and 108,684,549 for financial years 2020-21 and 2019-20, respectively.

2 Mr. Kanwar Bir Singh Anand was appointed as the Independent Director of the Company with effect from April 1, 2020.

3 Mr. Sanjay Dube was appointed as the Independent Director of the Company on January 30, 2020 and hence, remuneration paid to him in the financial year 2020-21 is not comparable with remuneration paid to him in the financial year 2019-20.

4 The remuneration of Mr. Vivek Karve, is upto Spetmeber 10, 2020, as he resigned as the Chief Financial Officer of the Company from the close of business hours of Spetember 10, 2020. Hence, the remuneration paid to him in the financial year 2020-21 is not comparable with the remuneration paid to him in the financial year 2019-20. The remuneration of Mr. Vivek Karve for the financial year 2020-21, includes Gratuity - Post Employment Benefit amounting to 2,000,000 and the perquisite value of stock options exercised by him, amounting to 6,208,886. Excluding that, the remuneration of Mr. Vivek Karve was 9,926,491 for the said period.

5 Mr. Pawan Agrawal was appointed as the Chief Financial Officer of the Company with effect from close of business hours of Spetmeber 10, 2020. Hence, his remuneration for the financial year 2020-21 is for the period from September 11, 2020 till March 31, 2021 and includes the perquisite value of stock options exercised by him during that period, amounting to 1,809,118. Excluding that, the remuneration of Mr. Pawan Agrawal was 8,582,773 for the financial year 2020-21.

C) Percentage increase in the Median Remuneration of all employees in the financial year 2020-21

	2020-21	2019-20	Increase (%)
	Median	Median	
Median ⁵ remuneration of all employees per annum	1,136,473	1,015,901	12%

⁵For calculation of median remuneration, the employee count taken is 1,419 and 1,257 for the financial year 2020-21 and 2019-20, respectively, which comprise employees (excluding workmen) who have served for the whole of the respective financial years.

D) Number of permanent employees on the rolls of company as of March 31, 2021

1,695 (inclusive of workmen)

ANNEXURE 'B' TO THE BOARD'S REPORT (Contd.)

Information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

E) Comparison of average percentage increase in remuneration of all employees other than the Key Managerial Personnel and the percentage increase in the remuneration of Key Managerial Personnel

	2020-21	2019-20	Increase/ (Decrease) %
Average percentage increase in the Remuneration of all Employees* other than Key Managerial Personnel	2,651,190,634	2,235,472,449	19%
Average Percentage increase in the Remuneration of Key Managerial Personnel			
Mr. Saugata Gupta, Managing Director & CEO ¹	140,297,138	137,836,549	2%
Mr. Vivek Karve, Chief Financial Officer ⁴	18,135,377	17,804,161	NA
Ms. Hemangi Ghag, Company Secretary & Compliance Officer	6,496,191	5,653,918	15%
Mr. Pawan Agrawal, Chief Financial Officer ⁵	10,391,891	NA	NA

* Employees, other than KMPs, who have served for whole of the respective financial years have been considered.

1,4,5 Please refer note given above.

F) Affirmation

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Company's Policy on Nomination, Remuneration & Evaluation.

For Marico Limited

**Harsh Mariwala
Chairman
DIN: 00210342**

Date: April 30, 2021

ANNEXURE C: CORPORATE GOVERNANCE REPORT

This report on Corporate Governance is divided into the following parts:

- I. Philosophy on Code of Corporate Governance
- II. Board of Directors ("the Board")
- III. Audit Committee
- IV. Nomination & Remuneration Committee ("NRC")
- V. Stakeholders' Relationship Committee
- VI. Corporate Social Responsibility Committee
- VII. Risk Management Committee
- VIII. Other Committees
- IX. General Body Meetings
- X. Material Related Party Transactions
- XI. Means of Communication
- XII. General Shareholder Information

I. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Basic Philosophy

Your Company believes that Corporate Governance involves a set of rules and controls that promote transparency, integrity and accountability within which all stakeholders of the Company viz., its shareholders, directors and management, society and environment at large have aligned incentives. It provides the framework for attaining a company's objectives while balancing the interests of all its stakeholders and ensuring that the Company's businesses are being conducted in an accountable and fair manner. While the philosophy of your Company on governance has been set out since the early days, the framework is flexible enough to allow the Company to cater to various needs of the society in the current time.

The year showcased challenging times for humanity at large considering the disruptions caused by the COVID -19 pandemic. Your Company put in a number of humanitarian efforts to help the individual lives and businesses of those affected by the pandemic. The Company through its foundations has not only helped those affected by the pandemic, it has also initiated programmes that made a number of businesses self-sufficient and helped them to create expertise in manufacturing and supplying crucial products during the pandemic.

The Company believes that Corporate Governance is also about what the Board does and how it sets the values of the Company and drives the Company's

business with these principles. The Board strongly agrees that good governance is not merely an objective, but only the means to achieve the objective of operating as a global citizen. It is distinguished from the day-to-day operational engagement of the Company by full-time executives. The responsibilities of your Board thus include implementing the principles of Corporate Governance in the Company, setting the Company's strategic aims, guiding the management with their leadership, and reporting to shareholders on their stewardship. Together, the Management, the Board and committees thereof ensure that Marico continues to remain a company of uncompromised integrity, excellence and is driven towards responsible growth. Your Board has adopted a vision to make your Company a 'best in class organization' surpassing stakeholder expectations.

At Marico, we believe effective leadership, robust corporate governance practices and a rich legacy of values form the hallmark of our best corporate governance practices. These values are reflected in our culture, business practices, disclosure policies and relationship with our stakeholders. These ethics and values are practised by Marico and its subsidiaries globally, which is at par with best international standards and good corporate conduct.

Marico confirms compliance to the prescribed corporate governance requirements under law. In addition, it also believes that corporate governance is more than a mere legal requirement. It strives to adopt and embrace the best practices and governance standards being followed across the world and continuously reviews them to benchmark with the highest industry practices. The various awards and recognitions received by your Company in the space of corporate governance are testament to the company's commitment towards driving best in class governance. Your Company is cognizant of the fact that effective corporate governance is about creating long-term sustainable value for its stakeholders. While it strives to achieve the highest standards of governance, it continues to refine its ongoing practices to ensure fulfilment of this goal.

Your Company was once again recognised amongst the top 10 'Best Governed Companies' of the S&P BSE Listed Companies for the fourth consecutive year on the "IFC-BSE-IAS Indian Corporate Governance Scorecard", a study conducted by the Institutional Investor Advisory Services India Limited. Marico has

CORPORATE GOVERNANCE REPORT (Contd.)

also been listed in the 'LEADERSHIP' category in the above assessment.

Risk assessment and risk mitigation framework

Marico believes that Risks are an integral part of any business environment and it is essential that we create structures that are capable of identifying and mitigating the risks in a continuous and vibrant manner.

Risks are multi-dimensional and therefore have to be looked at in a holistic manner covering both the external environment and the internal processes.

Marico's Risk Management processes therefore envisage that all significant activities are analysed across the value chain keeping in mind the following types of risks:

- Strategic Business Risks
- Financial and Governance Risks
- Operational Risks
- Information and Cyber Security Risks
- Regulatory and Compliance Risks
- Sustainability Risks
- Health and Safety Risks
- Reputation Risks

This analysis is followed by the relevant functions in your Company by prioritizing the risks, basis their potential impact and then tracking and reporting status on the mitigation plans for periodic management reviews. This is aimed at ensuring that each significant strategic and business risk is identified, assessed and mitigated for long term sustainable growth of business.

Since the outbreak of COVID-19 in early 2020, your Company has recognized health and safety of its members and extended business partners as a top priority risk area. Various mitigating measures were taken to manage or reduce its impact including arrangement for Work from Home for employees, provision of safety kits and medical insurance for workers and contract staff at factories and warehouses, redesigning the work processes to support social distancing, frequent health screening at each location, etc. Your Company believes that vaccination is the key to improving immunity and defence against the COVID-19 and is looking to take the necessary steps to ensure vaccination facilities for its

members, their families, and members of key business partners.

Your Company constituted a Risk Management Committee in 2014 which assists the Board in monitoring and reviewing the risk management plan and implementation of the risk management framework of the Company. The terms of reference of the Committee are captured in the latter part of this report. At defined periodicity, Marico's Board also reviews progress on the plans for mitigation of the top risks that your Company is exposed to. The Audit Committee reviews the risk management systems in the Company.

Your Company has an internal control system commensurate to the size of the Company and the nature of its business. The internal control system is regularly tested and reviewed by Independent Internal Auditor. The Company also has a management audit team which carries out internal control reviews and follow-up audits. The Audit Committee of the Board has the authority and responsibility to select, evaluate and where appropriate, replace the Independent Internal Auditor in accordance with the law. All possible measures are taken by the Audit Committee to ensure the objectivity and independence of the Internal Auditor. The Audit Committee, independent of the Management, holds periodic one to one discussion with the Internal Auditors to review the scope and findings of the audit and to ensure adequacy & independence of the internal audit in the Company. The Audit Committee reviews the internal audit plan for every year and approves the same in consultation with the Top Management and the Internal Auditor. The internal audit plan covers key manufacturing locations, warehouses, sales offices, and corporate functions for the Company as well as subsidiaries periodically based on risk assessment and existing control framework. Significant audit observations and follow up actions thereon are reviewed by the Audit Committee on a quarterly basis.

Further, to ensure effective oversight over the financial statements of the Group, the Audit Committee holds periodic one-on-one discussion with the Statutory Auditors of the Company. The Audit Committee also holds one-on-one discussions with Statutory Auditors of its material subsidiary. These practices ensure independence and oversight over the financial reporting process

of the Company and its material subsidiary. We believe that this framework ensures a unified and comprehensive perspective.

Cornerstones of Corporate Governance at Marico

Your Company follows Corporate Governance practices around the following philosophical cornerstones:

Generative transparency and openness in flow of information

Marico believes in sharing and explaining all the relevant information about the Company's policies and actions to all those to whom it has responsibilities, with transparency and openness. Greater transparency not only helps develop accountability, but also generates an atmosphere which helps stakeholders to take informed decisions about the Company. The essence of Corporate Governance lies in maintaining transparency and ensuring equal access to all reasonable information about the Company. This reflects externally in making maximum appropriate disclosures without jeopardising the Company's strategic interests as also internally in the Company's relationship with its employees and in the conduct of its business.

Transparency and openness are organizational values and are practised across all levels. Every year at the Company's flagship annual conference titled 'Organization Communication-OC', the company's virtue of transparency is showcased. The Chairman as well as the MD & CEO share the strategic plans and direction the organization is moving towards and share insights on the Company's mission and vision. The Company broadcasts these sessions live at all its Indian and International locations. Eventually, the same message is shared with all the employee members across the globe at their respective OCs conducted at their locations. These sessions also incorporate leadership views on the local business context and way ahead designed for these business units.

The OC events also hosts a special segment called the 'Open House' session, where the leadership team addresses queries of Marico employee members while they are encouraged to share their views with everyone in the organization.

Mr. Saugata Gupta, MD & CEO conducts regular webinars throughout the year called 'Facetime with Saugata', which is broadcasted live globally. These

sessions are designed to update Marico employee members on the various accomplishments achieved by the organization so far and the way ahead. Members post their questions during the session which are then addressed by Mr. Saugata Gupta live on air. This ensures every member has unrestricted access to the office of the MD & CEO, which helps maintain a seamless flow of necessary information within the organization.

The year under review posed various challenges for the Company, one being ensuring the safety and welfare of its employees. The restrictions imposed across the country due to the COVID-19 pandemic issued lockdown had most employees at Marico working remotely from their homes. Your Company recognised the need to preserve employee engagement and mental wellbeing in such challenging times. Monthly virtual townhall sessions led by senior management members operated as an update sharing platform, wherein brief details on the Company's financial performance and activities initiated by the Company during each month were provided. Employees were also encouraged to share their inputs and suggestions during every townhall. Your Company has ensured that suggestions provided by the employees at such sessions were addressed within a reasonable time.

Your Company also shares performance updates to the Stock Exchanges and Shareholders, within the first week from the close of every quarter, by releasing a brief update, which is a summary of the operating performance and demand trends witnessed during the preceding quarter. This update is first intimated to the Stock Exchanges and then posted on the Company's website.

The Company announces its financial results every quarter, usually within 40 days from the end of the quarter. Apart from disclosing these in a timely manner to the Stock Exchanges, the Company also hosts the results on its website together with a detailed information update and media release discussing the results. The financial results are published in leading newspapers. An email update is also sent to the Shareholders who have registered their email addresses with the Company. Once the quarterly results are announced, the Company organizes post-earning calls with the analyst community explaining to them the results and performance by the Company, while also responding to their queries. The transcripts of these calls are posted on the Company's website.

CORPORATE GOVERNANCE REPORT (Contd.)

Marico is a regular participant and organizer of analyst and investor conference calls, one-on-one meetings and investor conferences where analysts and fund managers get regular opportunities to understand medium and long term strategy through the Senior Management. A detailed investor presentation is additionally uploaded on the Company's website, which is periodically updated with the latest data and information. This presentation gives a consolidated glimpse in to the detailed history, current and future potential of the business and much more. Through these meetings, presentations and information updates, the Company shares its broad strategy and business outlook with the investor community. The Company promptly discloses details of the conference calls, Investor meetings and road shows being conducted within and outside the Country, to the Stock Exchanges and updates its website with the same simultaneously.

Your Company continues to use a digital platform for sharing the information with the Directors and maintains a seamless and safe flow of information between the Management and the Board through Nasdaq Boardvantage, an iOS-based platform. While being secure and user friendly, it is also a quick and efficient means for sharing updates with the Board, while also being environment friendly.

Constructive separation of Ownership and Management and Board independence

Marico's philosophy to have constructive separation of the Management of the Company from its Owners manifests itself in the composition of the Board of Directors wherein the office of Chairman of the Board and Managing Director & CEO are held by distinct individuals. Board independence is ensured by having 6 (six) Independent Directors, 3 (three) Non-Executive Non-Independent Directors (including Chairman) and 1 (one) Managing Director & Chief Executive Officer as on the date of this Report. The Company's shareholders are responsible for appointing directors to the Board, who are in turn entrusted with the responsibility of governing the affairs of the Company. The Independent Directors ensure protection of interests of all the stakeholders of the Company. The Board does not consist of representatives of creditors or banks. The Board composition attempts at maximizing the effectiveness of both, Ownership and Management by sharpening their respective

accountability whilst also serving in the best interests of its stakeholders.

Senior Management Personnel are regular attendees at Board and Committee meetings. This helps the Board/Committee members to directly liaise with and seek explanations from the core Management team during the proceedings of the meeting itself.

Defined Roles and Responsibilities

At Marico, the Board plays a supervisory role rather than an executive role. Their role is to guide the Management, provide constructive critique on the strategic business plans and operations of the Company and advice on matters requiring domain expertise. Mr. Saugata Gupta, Managing Director & Chief Executive Officer, continues to head the Company's business and is responsible for running the management and operations of the Company and reports to the Board.

The Committees of the Board function as extended arms of the Board and they play a pivotal role in ensuring good governance while also monitoring the affairs of the Company. The Board has constituted certain committees which meet for considering matters requiring urgent approvals. This ensures smooth and timely execution of strategic and non-strategic activities.

The Audit Committee, NRC and the Board meet at least once in every quarter to consider *inter-alia*, the business performance, board effectiveness, monitor statutory compliance and other matters of importance. The Audit Committee additionally meets once in every quarter, to have detailed deliberations *inter-alia*, on matters relating to Governance, Risk Management, Statutory Compliances, Internal Controls, Internal Audit, Related Party Transactions of the Company, and other matters. The Audit Committee and NRC jointly discuss the Vigil Mechanism, summary of cases (if any) and the status of compliance under Prevention of Sexual Harassment Policy, Marico Insider Trading Rules and the Code of Conduct.

The Corporate Social Responsibility ("CSR") Committee meets at least thrice in a financial year in order to approve the programs and action plan for CSR activities to be undertaken during the year, closely monitor the functioning of these programs, progress made thereon and impact of these activities on the end beneficiaries. The CSR Committee is also

responsible for guiding and mentoring the CSR Team, which is a team formed of various Marico employees who look into the day to day operations and ground level execution of the CSR activities approved by the CSR Committee.

Further, the Risk Management Committee meets at least twice in a year to frame and monitor risk management plan, assess the risks associated with the Company and devise mitigation measures to combat such risks for the Company.

Discipline

Marico's Senior Management is always mindful of the need for good Corporate Governance practices. They are experts in their respective fields of work and are driven towards building an environment of Trust, Accountability and Ethics. Good Corporate Governance practices are the foundation of your Company's legacy and it is endeavoured to ensure that such robust practices are followed at all levels across the organisation.

Sustainable profitable growth can be significantly ensured if an enterprise is disciplined about its areas of focus. Your Company has an articulated medium-term game plan to become an admired emerging market multinational in hair nourishment, male grooming and healthy foods in its chosen markets of Asia and Africa.

Your Company has always adopted a conservative approach with respect to debt and foreign exchange exposure management. Your Company has continued to revisit and review its investment policy in terms of aligning Company practice with ever-changing market situations. All actions having financial implications are well deliberated upon before execution. The Company raises funds, which are used for expansion of business either organically or inorganically. The Company has also consistently stayed away from entering into exotic derivative transactions, keeping in mind the security and stability of the financial health of the organisation.

The Dividend Distribution Policy adopted by the Company ensures the right balance between the quantum of dividend paid and amount of profits re-deployed to fund organic and inorganic growth of the Company. The Company has delivered a robust dividend pay-out ratio for the 6 consecutive years and endeavours to maintain a satisfactory pay-out ratio in the coming future. The Dividend Distribution Policy is attached as **Annexure C1** to this Report and the same

is also available on the Company's website and can be accessed at:

<https://marico.com/india/investors/documentation/corporate-governance>

Responsibility & Accountability

The Company has put in place various mechanisms and policies to ensure orderly and smooth functioning of operations and also defined measures in case of transgressions by members.

The Company has integrated its internal regulations relating to these mechanisms, into a Code of Conduct. The Code of Conduct serves as a guidance book and reference module for ensuring ethical conduct of business practices and compliance of law in the Company. In order to ensure that such Code of Conduct reflects the changing environment, both social and regulatory, given the increasing size and complexity of the business and the human resources deployed in them, NRC reviews the Code of Conduct document periodically.

The Company's Code of Conduct is applicable to all members viz: the members of the Board and employees (permanent and temporary). The Code of Conduct prescribes the guiding principles of conduct of the members to promote and support ethical conduct in compliance with the inherent values of Marico and also to meet statutory requirements. The Whistle Blower Policy for all the stakeholders is embedded in the Code of Conduct. The Code also covers a separate section on guidelines expected to be followed by all external associates who partner us in our organizational endeavors and to all customers.

The Company seeks a quarterly affirmation from all its senior employee members, confirming compliance and adherence to the Company's Code of Conduct, which is over and above the requirement of law. The CEO declaration in accordance with Para D of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("the SEBI Listing Regulations"), to certify the above, has been appended to this report.

An organisation's responsibility extends beyond its own operations to the broader eco-system in which it operates. The energies invested by the Company over the years on sustainability and stakeholder value creation are detailed in the Integrated Report which forms part of this Annual Report.

CORPORATE GOVERNANCE REPORT (Contd.)

Fairness

The Board approves all actions with conscious deliberation and after considering its impact on the interests of all its stakeholders, including the benefit of its minority shareholders. All shareholders have equal rights and can convene general meetings, as per their need, in accordance with the provisions of the Companies Act, 2013 ("the Act"). Investor Relations is given due priority and a separate department is in place which is dedicated for handling this function and ensuring necessary flow of information from the Company to external stakeholders. Comprehensive disclosures with detailed information are shared at general meeting for all matters proposed for the approval of the Shareholders. Notices of the general meetings are comprehensive, and the presentations made at these meetings are informative and conclusive of the intent behind the proposal being placed for approval.

Keeping in view the contributions to the growth and success of the organization, the Board is remunerated appropriately, which is commensurate with the growth in the Company's profits and in line with the general compensation trend followed in the industry.

Your Company is an equal opportunity employer and promotes diversity and inclusion in its workforce, in terms of skills, ethnicity, nationalities and gender. The Company does not tolerate any form of discrimination at the workplace. It routinely hosts awareness sessions for all its employees where employees are sensitized on the topics ranging from inclusion, self-care, health, challenges faced by certain sects of employees and means to address them and other issues as may be required from time to time, after factoring the suggestions and feedback received from employees.

Social Awareness

Your Company has an explicit policy emphasising ethical behaviour. It follows a strict rule of not employing any minors in its workforce. The Company is a firm believer of gender equality and does not practice any type of discrimination across the organization. All policies are free of bias and discrimination. Environmental responsibility and social consciousness are given equal importance. The Company ensures that sufficient measures are taken at all locations to warrant ethical and responsible discharge of duties by all members by educating and equipping them adequately.

Value-adding Checks & Balances

Marico relies on a robust structure with value adding checks and balances designed to:

- ❖ prevent misuse of authority;
- ❖ facilitate timely response to change and
- ❖ ensure effective management of risks, especially those relating to statutory compliance.

At the same time, the structure provides scope for adequate executive freedom, so that bureaucracies do not take value away from the Governance Objective.

Other Significant Practices

Other significant Corporate Governance Practices followed are listed below:

Checks & Balances

- ❖ All Directors are provided with complete information relating to the operations and Company finances to enable them to participate effectively in the Board discussions. The Directors are also apprised on a regular basis by uploading information in the Directors' Corner in the 'MeetX' application, which they can view in their personalized devices provided by the Company.
- ❖ Proceedings of Board are segregated, and matters are delegated to Committees as under:
 - Administrative Committee approves the routine transactional/operational matters.
 - Investment and Borrowing Committee supervises management of funds.
 - Audit Committee is responsible for approval of related party transactions, review of internal controls and audit systems, oversight on risk management systems, financial reporting, compliance issues and vigil mechanism, appointment and remuneration to various auditors of the Company and their scope of work, etc.
 - NRC is responsible for approval of remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel. The Committee also acts as the Compensation Committee for the purpose of administration and superintendence of the Marico Employee Stock Option Plan, 2016 and the Marico

Employee Stock Appreciation Rights Plan 2011. NRC is also entrusted with the responsibility of framing the criteria for evaluation of the individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board. It also routinely evaluates the working and effectiveness of the Board and manages the succession planning for Board members and key personnel.

- Vigil Mechanism and Code of Conduct cases are discussed and reviewed in detail by the Audit Committee jointly with NRC. The Audit Committee reviews the effectiveness of this process to ensure that there is an environment that is conducive to escalation of issues, if any, in the system.
 - Share Transfer Committee approves the formalities concerning transfer / transmission of shares and other share-related procedures.
 - Stakeholders' Relationship Committee specifically looks into various aspects of interest of the stakeholders.
 - Securities Issue Committee approves the issue and allotment of securities and allied matters.
 - CSR Committee recommends, reviews and monitors the impact of CSR initiatives taken by the Company.
 - Risk Management Committee assists the Board in monitoring and reviewing the risk management plan and implementation of the risk management and mitigation framework of the Company.
 - Sustainability Committee steers the sustainability initiatives of the Company and ensures sufficient assistance to the Business Responsibility Report Head from time to time.
- ❖ Each Non-Executive Director brings value through his or her specialisation and their respective functional expertise.
 - ❖ Directorships held by Directors in other companies are within the permitted ceiling limits.
 - ❖ Memberships and Chairpersonships held by Directors are also within the permitted ceiling limits.

- ❖ Statutory compliance report along with the Compliance Certificate is placed before the Board at every quarterly meeting.
- ❖ All Directors endeavour to attend all the Board/Committee meetings and also the General Meetings of the Company. The Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee attend the Annual General Meeting to address shareholders' queries. Further, Secretaries of most of the committees are subject matter experts for their respective committees. This enables committee members to directly communicate and liaise with related domain experts heading the respective function of the Company.
- ❖ The Chief Financial Officer, Secretary to the Nomination and Remuneration Committee and the Company Secretary & Compliance Officer, in consultation with the Chairman of the Board/ respective Committee and the Managing Director & CEO, formalise the agenda for each of the Board / Committee Meetings.
- ❖ The Board/Committees, at their discretion, invite Senior Management Personnel and other employees of the Company and/or external Advisors to any of the meetings of the Board/ Committee.

II. BOARD OF DIRECTORS

Your Company actively seeks to adopt best global practices for an effective functioning of the Board and believes in having a truly diverse Board whose wisdom and strength can be leveraged for earning higher returns for its stakeholders, protection of their interests and better corporate governance. Therefore, Marico's Board is an ideal mix of knowledge, perspective, professionalism, divergent thinking and experience. Marico Board's uniqueness lies in the fact that the Board balances several deliverables, achieves sound corporate governance objectives in a promoter-owned organisation and acts as a catalyst in creation of stakeholder value.

In line with the applicable provisions of the Act and the SEBI Listing Regulations, your Company's Board has an optimum combination of Executive and Non-Executive Directors with more than half of the Board comprising Independent Directors. Your Board comprises of qualified members who collectively bring in the skills, expertise and competencies stated below that allow them to make effective contribution to the

CORPORATE GOVERNANCE REPORT (Contd.)

Board and its Committees as required in context of its business sector and to ensure highest standards of corporate governance.

The table below highlights the Core Areas of Expertise/Skills/Competencies of the Board members. However, absence of mention of a skill/expertise/competency against a member's name does not indicate that the member does not possess that competency or skill.

Core Areas of Expertise / Skills/ Competencies	Mr. Harsh Mariwala	Mr. Ananth S.	Mr. B. S. Nagesh	Ms. Hema Ravichandar	Mr. KBS Anand	Mr. Nikhil Khattau	Mr. Rajendra Mariwala	Mr. Rishabh Mariwala	Mr. Sanjay Dube	Mr. Saugata Gupta
Corporate Strategy and Planning	√	√	√	√	√	√	√		√	√
Leadership	√	√	√	√	√	√	√		√	√
Entrepreneurship	√	√	√		√	√	√	√	√	√
Global business & Consumer Understanding	√	√			√	√	√		√	√
Brand Building	√	√	√		√		√	√	√	√
New Age Consumer Channel & Digital Skills		√	√			√		√	√	√
Retail & GTM	√	√	√		√	√		√	√	√
M&A, Strategy and Investment Management	√	√	√		√	√	√	√	√	√
Financial & Accounting			√			√	√		√	
Corporate Governance, Risk & Compliance	√	√	√	√	√	√	√	√	√	√
Human Capital Management	√	√	√	√	√	√	√			√
Geographic, Gender and cultural diversity	√	√		√	√	√	√			√
Legal		√	√			√				√

Board's Vision

Marico's Board has adopted the following vision for itself:

*"We will be a group of **competent** individuals who will work **cohesively** to co-create Marico's vision along with management to deliver a **best in class** organization surpassing the expectations of all **stakeholders**."*

Towards fulfilling this vision, the Board has been working relentlessly for the past many years. Some of the unique aspects of the Board functioning in Marico are illustrated below:

- i) The Board has been meeting in an annual off-site. Apart from the agenda of evaluation of the performance of the Board and Committees, the Board engages with the management on long term strategic issues such as growth strategies, innovation, succession planning & human capital management, culture, Go to Market strategies, technology etc. These insightful sessions allow the Board members to get a better understanding of the business of the Company and allows the senior management to solicit different perspectives from the Board.
- ii) The interaction with the Board is however not limited only to the meetings of the Board and Committees. The Chairman of the Board actively encourages interactions between the Board Members and the Senior Management outside the meetings. Depending on the area of expertise of an individual Director, the Functional Heads are encouraged to have separate sessions with the Director to discuss specific issues concerning the functional area. These are mentoring sessions aimed at broadening the Senior Management vision. This also helps build empathy and deeper understanding and deliberations.
- iii) Apart from the evaluation of individual Board Member by other Board Members, the Board also solicits feedback from the Senior Management. This initiative underlines Marico's core philosophy of openness and transparency. The feedback obtained is objective and accepted by the Board members.
- iv) The Chief Financial Officer and the Chief Human Resource Officer hold separate sessions with the Chairpersons of the Audit Committee and the

Nomination & Remuneration Committee, respectively, to ensure planning on the agenda of the meetings of these committees.

- v) The Board does not step into the Management shoes, rather, it critiques the strategy, asks the right questions and mentors the Senior Management for sustainable profitable growth of the Company. There is a complete alignment between the Board and the Management on the respective roles.

Board composition:

During the financial year, your Board met 6 (six) times viz., on May 4, 2020, July 16, 2020, July 27, 2020, October 28, 2020, January 27, 2021, and March 3, 2021.

The composition of the Board, attendance of the Directors at the Board meetings and the Annual General Meeting held during the period April 1, 2020 to March 31, 2021 and the number of Board/ Committees of other companies in which the Director is a member or chairperson (#), is as under:

Name of the Director	Category	Attendance at Board Meetings	Attendance at Last AGM held on August 28, 2020	Board Position in other companies \$	Committee Position	
					As Member	As Chairperson
Mr. Harsh Mariwala	Chairman & Non-Executive	6 of 6	Yes	12	1	NIL
Mr. Saugata Gupta	Managing Director & CEO	6 of 6	Yes	5	1	NIL
Mr. Rajendra Mariwala	Non-Executive	6 of 6	Yes	5	3	NIL
Mr. B. S. Nagesh	Independent	6 of 6	Yes	6	3	NIL
Ms. Hema Ravichandar	Independent	6 of 6	Yes	3	4	1
Mr. Nikhil Khattau	Independent	6 of 6	Yes	4	4	4
Mr. K.B.S. Anand	Independent	6 of 6	Yes	3	2	1
Mr. Rishabh Mariwala	Non-Executive	6 of 6	Yes	4	NIL	NIL
Mr. Ananth S.	Independent	6 of 6	Yes	NIL	NIL	NIL
Mr. Sanjay Dube	Independent	6 of 6	Yes	2	1	NIL

As on March 31, 2021.

\$Includes directorship in companies as per Companies Act, 2013 and excludes directorship held in the Marico Limited.

*Covers two committees, namely, Audit Committee and Stakeholders' Relationship Committee and excludes Committee position held in private limited Companies, foreign Companies and Section 8 Companies.

Names of the listed entities where a Director of the Company is a Director and the category of Directorship as on March 31, 2021:

Names of the Directors	Name of the Listed entities in which he/she holds Directorship	Category of Directorship
Mr. Harsh Mariwala	1. JSW Steel Limited	Independent Director
	2. Thermax Limited	Independent Director
	3. Zensar Technologies Limited	Independent Director
	4. Kaya Limited	Chairman & Managing Director
Mr. Saugata Gupta	1. Ashok Leyland Limited	Independent Director
Mr. Ananth S.	None	-

Names of the Directors	Name of the Listed entities in which he/she holds Directorship	Category of Directorship
Mr. B. S. Nagesh	1. Shoppers Stop Limited	Chairman & Non-Executive Director
	2. Kaya Limited	Independent Director
Ms. Hema Ravichandar	1. Bosch Limited	Independent Director
	2. The Indian Hotels Company Limited	Independent Director
Mr. Nikhil Khattau	1. Kaya Limited	Independent Director
Mr. K.B.S. Anand	1. Lupin Limited	Independent Director
	2. Tata Chemicals Limited	Independent Director
	3. Borosil Limited	Independent Director
Mr. Rajendra Mariwala	1. Kaya Limited	Non-Executive Director
Mr. Rishabh Mariwala	None	-
Mr. Sanjay Dube	None	-

During the year under review, the Independent Directors met once on March 3, 2021, without the presence of the Executive Director or Management representatives *inter-alia*, to discuss the performance of Non-Independent Directors, the Chairman of the Board and the Board as a whole and assess the quality, quantity and timeliness of flow of information between the Management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties. All Independent Directors were present at the meeting.

In the opinion of the Board, all the Independent Directors fulfil the criteria of Independence as defined under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules 2014, Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management of the Company.

Except those mentioned below, none of the Directors of your Company are *inter-se* related to each other:

- Mr. Harsh Mariwala and Mr. Rishabh Mariwala are related as Father and Son
- Mr. Harsh Mariwala and Mr. Rajendra Mariwala are first cousins and
- Mr. Harsh Mariwala, Mr. Rajendra Mariwala and Mr. Rishabh Mariwala are members of the Promoter/ promoter group of the Company.

III. AUDIT COMMITTEE

The Audit Committee of the Board comprises three Independent Directors and one Non-Executive Non-Independent Director. All Members of the Committee are financially literate. The Committee invites the Statutory Auditor and the Internal Auditor for one-on-one discussions, independent of the Management. Further, the Chief Financial Officer and Members of the Finance Team associated with Internal Audit and Governance, Risk & Compliance are present at the meetings of the Committee for relevant agenda

CORPORATE GOVERNANCE REPORT (Contd.)

matters. Members of Senior Management team also attend the meetings depending on the agenda. Ms. Hemangi Ghag, Company Secretary & Compliance Officer, acts as the Secretary to the Committee.

The Committee met 8 (eight) times during the year i.e. on April 21, 2020, May 4, 2020, July 16, 2020, July 27, 2020, October 13, 2020, October 28, 2020, January 12, 2021 and January 27, 2021. The composition of the Committee along with the details of attendance at its meetings is detailed below:

Name of the Director	Director Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Nikhil Khattau	Independent	Chairman	8	8
Mr. B. S. Nagesh*	Independent	Member	2	2
Ms. Hema Ravichandar	Independent	Member	8	8
Mr. Sanjay Dube*	Independent	Member	6	6
Mr. Rajendra Mariwala	Non-Executive	Member	8	8

*On May 4, 2020, Mr. Sanjay Dube was appointed as the member of the Audit Committee in place of Mr. B. S. Nagesh who resigned as a member of the Committee on that date.

The Charter of the Committee, *inter-alia*, articulates its role, responsibility and powers as follows:

1. Oversight of the Company's financial reporting processes and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 4. Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of section 134(3)(c) of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions, if any;
 - g. Modified opinion(s), if any, in the draft audit report.
5. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
 8. Approval of transactions with related parties and any subsequent modification of such transaction in accordance with the Act read with the Rules made thereunder and the SEBI Listing Regulations;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of the internal audit;
 14. Discussion with the internal auditors on any significant findings and follow up thereon;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
18. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
19. Reviewing mandatorily the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions, submitted by the Management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses;
 - e. The appointment, removal and terms of remuneration of the internal auditor and
 - f. statement of deviations, if any:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).
20. Vigil Mechanism:
 - a. Ensuring establishment of vigil mechanism for its Directors, employees and third parties to report genuine concerns;
 - b. Providing for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases;
 - c. Ensuring that the existence of vigil mechanism is appropriately communicated within the Company and also made available on Company's website;
 - d. Overseeing the functioning of vigil mechanism and the Whistle blower mechanism and decide on the matters reported thereunder and
 - e. Ensuring that the interests of a person who uses such a mechanism are not prejudicially affected on account of such use;
21. Reviewing the utilization of loans and/ or advances from/investment in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments;
22. Reviewing compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year; and
23. Verifying effective operation and adequacy of internal control systems.

IV. Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises four Members all of whom are Independent Directors. Mr. Amit Prakash, Chief Human Resources Officer, acts as the Secretary to the Committee. The Committee also acts as the Compensation Committee for the purpose of SEBI (Share Based Employee Benefits), Regulations, 2014.

The Nomination & Remuneration Committee met 6 (six) times during the year i.e. on May 4, 2020, June 23, 2020, July 16, 2020, July 27, 2020, October 27, 2020 and January 27, 2021. The composition of the Committee along with the details of attendance at its meetings is detailed below:

Name of the Director	Director Category	Nature of Membership	No. of Meetings	
			Held	Attended
Ms. Hema Ravichandar	Independent	Chairperson	6	6
Mr. B. S. Nagesh	Independent	Member	6	6
Mr. Nikhil Khattau	Independent	Member	6	6
Mr. K. B. S. Anand*	Independent	Member	5	5

* Appointed as the member of the Nomination and Remuneration Committee on May 4, 2020.

The charter of the Nomination and Remuneration Committee, *inter-alia*, articulates its responsibilities and authority as follows:

1. Formulate criteria for qualifications, positive attributes and independence of a Director, Key Managerial Personnel and Senior Management;
2. Identify the candidates who are qualified to be appointed as Director, Key Managerial Personnel

CORPORATE GOVERNANCE REPORT (Contd.)

- and Senior Management and recommend to the Board their appointment and removal;
3. Recommend to the Board a policy relating to the remuneration of the Director, Key Managerial Personnel and Senior Management;
 4. Approve the remuneration (including revisions thereto) of the Director, Key Managerial Personnel and Senior Management and further recommend the same to the Board for its approval;
 5. Formulate the criteria for evaluation of performance of Board, its Committees, individual directors and the Chairperson of the Company;
 6. Devise a policy on Board diversity;
 7. Devise a succession plan for the Board, Key Managerial Personnel and Senior Management;
 8. Decide whether to extend/continue the term of appointment of Independent Directors on the basis of their performance evaluation report;
 9. Participate in the review of Vigilance Mechanism conducted by Audit Committee of the Board;
 10. Design for Board Retreat and Board Effectiveness; and
 11. Administer Long Term Incentive Schemes such as Employee Stock Option Plan(s) (including Schemes notified thereunder) and Stock Appreciation Rights Plan(s) (including Schemes notified thereunder) and such other employee benefit schemes / plans as the Board may approve from time to time.

POLICY ON NOMINATION, REMOVAL, REMUNERATION AND BOARD DIVERSITY

In terms of Section 178 of the Act and corresponding provisions contained in Regulation 17 of the SEBI Listing Regulations, the Board has adopted the policy on Nomination, Remuneration and Evaluation (hereinafter referred to as 'NRE Policy').

The NRE Policy covers the following aspects:

- Appointment and removal of Directors, Key Managerial Personnel and employees in Senior Management;
- Remuneration to the Directors, Key Managerial Personnel and employees in Senior Management;
- Familiarization Programme for Independent Directors;
- Board Diversity;

- Succession plan for Directors, Key Managerial Personnel and employees in Senior Management and
- Formulation of criteria for evaluation of individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board

The NRE Policy of the Company can be accessed using the link: https://marico.com/investorspdf/Policy_on_Nomination,_Remuneration_and_Evaluation.pdf

Remuneration to Executive Director

The Company's Board presently consists of one Executive Director viz. Mr. Saugata Gupta, Managing Director & Chief Executive Officer ("MD & CEO"). The Nomination & Remuneration Committee approves annual revisions in the remuneration of the MD & CEO within the overall limit approved by the Shareholders of the Company which are then placed before the Board for its approval.

The annual remuneration to the MD & CEO comprises of two broad terms – Fixed Remuneration and Variable Remuneration in the form of performance incentive. The performance incentive is based on the Remuneration Policy of the Company. Additionally, the MD & CEO is entitled to employee stock options granted under Employee Stock Option Scheme(s) of the Company. The MD & CEO is not paid sitting fees for any of the Board or Committee meetings attended by him.

The current tenure of office of the MD & CEO is for 5 (five) years starting from April 1, 2019 and the terms of severance, notice period and termination are governed as per the terms and conditions of agreement entered with him by the Company.

Remuneration to Non-Executive Directors

The Non-Executive Directors add significant value to the Company through their contribution to the Management of the Company and thereby they are playing an appropriate control role in safeguarding the interests of the stakeholders at large. They bring in their vast experience and expertise to bear on the deliberations at the Marico's Board and its Committees. Although the Non-Executive Directors would contribute to Marico in several ways, including advising the Managing Director & CEO and the Senior Managerial Personnel outside the Board/Committee meetings, the bulk of their measurable inputs come in the form of their contribution at Board/Committee meetings.

The Company, therefore, has a structure for remuneration to Non-Executive Directors, based on certain financial parameters like the performance of the Company, its market capitalization, etc. and other parameters viz. industry benchmarks, role of the Director and such other relevant factors. Non-Executive Directors are not entitled to any stock options or stock appreciation rights of the Company.

At the 27th Annual General Meeting held on August 5, 2015, the Shareholders had approved the payment of remuneration to Non-Executive Directors (in addition to the sitting fees), in aggregate, not exceeding 3% of the net profits of the Company calculated in accordance with the provisions of the Act, with a delegation to the Board of Directors to decide the mode, quantum, recipients and the frequency of payment of such remuneration within the said limit. Accordingly, the Board fixes the remuneration payable to the Non-Executive Directors from time to time which is well within the limit approved by the Shareholders.

Remuneration to the Chairman of the Board:

Mr. Harsh Mariwala as the Chairman of the Board and a Non-Executive Director continues to foster and promote the integrity of the Board while nurturing an environment so as to ensure harmony amongst the Directors for the long-term benefit of all its stakeholders. The Chairman is entrusted with the responsibility of ensuring effective governance in the Company and continues to play an important role in guiding the Managing Director & CEO and the Top Management team for strategic business planning, leadership development, corporate social responsibility, image building, Board effectiveness and sustainable profitable growth of the Company.

The Chairman is entitled to a remuneration which is commensurate with his engagement beyond the Board meetings. Such remuneration may exceed 50% of the total annual remuneration payable to all the Non-Executive Directors of the Company and hence the same is being placed before the Shareholders for approval, as required pursuant to Regulation 17(6)(ca) of the SEBI Listing Regulations.

Directors' Remuneration and Shareholding

Details of the remuneration of Directors for the financial year ended March 31, 2021 and their shareholding in the Company as on March 31, 2021, are as under:-

Name	Director Category	Remuneration (per annum)	Sitting Fees (₹)	Salary & Perquisite (₹)	Annual Performance Incentive (₹)	Contribution to Provident & Pension Funds (₹)	Total (₹)	No. of Equity shares held in the Company
Executive Director								
Mr. Saugata Gupta	Managing Director and CEO	-	-	9,68,75,531	4,05,82,401	28,39,206	14,02,97,138	6,82,540
Non-Executive Directors								
Mr. Harsh Mariwala	Chairman & Non-Executive	3,63,25,000	7,50,000	-	-	-	3,70,75,000	9,84,54,000
Mr. Ananth S.	Independent	30,00,000	8,00,000	-	-	-	38,00,000	NIL
Mr. B. S. Nagesh	Independent	33,00,000	12,00,000	-	-	-	45,00,000	NIL
Ms. Hema Ravichandrar	Independent	34,00,000	13,50,000	-	-	-	47,50,000	NIL
Mr. Nikhil Khattau	Independent	34,00,000	13,80,000	-	-	-	47,80,000	NIL
Mr. K.B.S. Anand	Independent	30,00,000	9,00,000	-	-	-	39,00,000	NIL
Mr. Sanjay Dube	Independent	30,00,000	9,50,000	-	-	-	39,50,000	NIL
Mr. Rajendra Mariwala	Non-Executive	30,00,000	11,80,000	-	-	-	41,80,000	1,09,47,600
Mr. Rishabh Mariwala	Non-Executive	30,00,000	6,00,000	-	-	-	36,00,000	2,49,76,500

*calculated on paid basis

Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the listed entity:

There is no pecuniary or business relationship between the Non-Executive/Independent Directors and the Company, except for the sitting fees for attending meetings of the Board/Committees thereof and remuneration payable to them annually.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has designed a Familiarisation Programme for its Independent Directors which is imparted at the time of appointment of an Independent Director on Board as well as annually. The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatise them with the processes, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. Apart from review of matters as required by the Charter, the Board also discusses various business strategies periodically. This deepens the Independent Directors' understanding and appreciation of Company's business and thrust areas. On the new trends and regulations, the Management also organises presentations by experts.

The Familiarisation Programme and details of Program conducted during the year under review have been disclosed on the website of the Company at:

<https://marico.com/india/investors/documentation/corporate-governance>

V. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In accordance with the statutory requirements, the Company constituted Stakeholders' Relationship Committee comprising three members viz. an Independent Director, a Non-Executive Director and the Managing Director & CEO of the Company. Ms. Hemangi Ghag, Company Secretary & Compliance Officer of the Company, acts as the Secretary to the Committee.

The Committee met once during the year i.e. on March 3, 2021. The composition of the Committee along with the details of attendance at its meeting is detailed below:

Name of the Director	Director Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Nikhil Khattau	Independent	Chairman	1	1
Mr. Rajendra Mariwala	Non-Executive	Member	1	1
Mr. Saugata Gupta	Managing Director & CEO	Member	1	1

CORPORATE GOVERNANCE REPORT (Contd.)

The primary objective of the Committee is to specifically look into various aspects of interest of the shareholders, debenture holders and other security holders. The terms of reference of the Committee, *inter-alia*, include:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.,
2. To review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

Status Report of Investor Complaints for the year ended March 31, 2021

Nature of complaint	No. of complaints
Non- Receipt of Dividend	31
Others	5
Total complaints received	36
Total complaints resolved	35*

*The complaint outstanding as on March 31, 2021 was resolved before the date of this report.

VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company's Corporate Social Responsibility Committee ("CSR Committee") comprises two Independent Directors, two Non-Executive Directors and the Managing Director & CEO of the Company. Mr. Udayraj Prabhu, Executive Vice President and Head - Business Process Transformation and IT and Head-CSR, acts as the Secretary to this Committee.

The CSR Committee met thrice during the year i.e. on May 4, 2020, October 28, 2020 and January 27, 2021. The composition of the CSR Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of the Director	Director Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. B. S. Nagesh*	Independent	Chairman	3	3
Mr. Ananth S.	Independent	Member	3	3
Mr. Harsh Mariwala	Chairman & Non-Executive	Member	3	3
Mr. Rajendra Mariwala	Non-Executive	Member	3	3
Mr. Saugata Gupta	Managing Director & CEO	Member	3	3

* Mr. B. S. Nagesh was appointed as the Chairman of the CSR Committee with effect from April 1, 2020.

The CSR Committee is entrusted with the following responsibilities:

1. To formulate and approve revisions to the CSR Policy and recommend the same to the Board for its approval;
2. To formulate and recommend an Annual Action Plan (including any revisions thereto) to the Board for its approval.
3. Identify project(s) of the Company as 'Ongoing Project(s)'.
4. To recommend the annual CSR expenditure budget to the Board for its approval;
5. To approve unbudgeted CSR expenditure involving an annual outlay of more than 1 Crore but not exceeding 10% of the total CSR budget for the financial year;
6. Review implementation of CSR activities of the Company within the applicable framework;
7. To nominate Members of the CSR Team and advise the team for effective implementation of the CSR programs and approve any change thereto;
8. To undertake wherever appropriate benchmarking exercises with other corporates to reassure itself of the effectiveness of the Company's CSR spends;
9. To review:
 - a. Report on feedback obtained, if any, from the beneficiaries on the CSR programmes; and
 - b. Outcome of social audit, if any, conducted with regards to the CSR programmes.
10. To carry out an impact assessment of project(s) having an outlay of 1 Crore or more and a period of one year has elapsed since completion of such project, by an independent agency.
11. To review the adequacy of the CSR charter at such intervals as the CSR Committee may deem fit and recommendation, if any, shall be made to the Board to update the same from time to time;
12. To approve the CSR disclosures that would form part of the Annual Report, website of the Company etc.

13. To carry out any other function as delegated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

VII. RISK MANAGEMENT COMMITTEE

The Risk Management Committee comprises the Chairman of the Board, the Managing Director & CEO and the Chief Financial Officer. The Top Leadership Team comprising Senior Management Personnel are permanent invitees to the Committee and the Chief Financial Officer also acts as the Secretary to the Committee.

The Risk Management Committee met twice during the year i.e. on August 28, 2020 and October 20, 2020. The composition of the Committee and the details of attendance at its meetings is given below:

Name of the Member	Designation	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Harsh Mariwala	Chairman & Non-Executive Director	Chairman	2	2
Mr. Saugata Gupta	Managing Director & CEO	Member	2	2
Mr. Vivek Karve*	Chief Financial Officer	Member & Secretary	1	1
Mr. Pawan Agrawal*	Chief Financial Officer	Member & Secretary	1	1

* Mr. Vivek Karve ceased to be Member & Secretary of the Committee with effect from September 10, 2020 and Mr. Pawan Agrawal was appointed as a Member & Secretary to Committee with effect from the same date.

The primary responsibility of the Committee is to assist the Board in monitoring and reviewing the risk management plan, implementation of the risk management framework of the Company and the cyber security.

The terms of reference of the Risk Management Committee, *inter-alia*, include:

- Framing and monitoring the risk management plan for the Company:
 - Defining calendar for reviews of existing risks of every function / business unit with the objective to refresh the prioritized risks at defined periodicity;
 - Review the top 5 risks of every function at defined periodicity;
 - Refresh at defined intervals the top risks at the group level so that the Board can refresh the risk review calendar;
 - Ensure that the calendar defined by the Board for review of the top 10 risks of the Company is adhered to.
- Risk Assessment and Mitigation Procedures:
 - Reviewing the Company's risk management policies from time to time and approve and recommend the same to the Board for its approval;
 - Be aware and concur with the Company's Risk Appetite, including risk levels, if any, set for financial and operational risks;
 - Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
 - Being apprised of significant risk exposures of the Company and whether Management is responding appropriately to them in a timely manner;
 - While reviewing the top risks at function / business unit / company level, critically examine whether the mitigation plans as agreed are on track or not and whether any interventions are required
- Evaluation:
 - The Committee may conduct a performance evaluation relative to its purpose, duties, responsibilities and effectiveness and recommend, any changes, it considers necessary for the approval of the Board.
 - The Board may critique such evaluation done by the Committee basis the performance and suggest suitable changes to improve effectiveness. The Board shall ensure that the Committee is functioning in accordance with its Charter.
 - The Committee may conduct such evaluation and reviews at such intervals and in such manner as it deems appropriate.

CORPORATE GOVERNANCE REPORT (Contd.)

VIII. OTHER COMMITTEES

ADMINISTRATIVE COMMITTEE

The Administrative Committee constituted by the Board has an oversight on operational matters such as banking relations, authorizations / issuance of power of attorney, appointment of nominees under statutes, etc.

The Committee met 9 (Nine) times during the year i.e. on August 21, 2020, October 13, 2020, October 28, 2020, November 13, 2020, December 18, 2020, January 12, 2021, January 27, 2021, February 26, 2021, and March 3, 2021.

The composition of the Committee along with the details of attendance at the meetings is detailed below. Ms. Hemangi Ghag, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

Name of the Member	Designation	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Saugata Gupta	Managing Director & CEO	Member	9	8
Mr. Rajendra Mariwala	Non-Executive Director	Member	9	7
Mr. Vivek Karve*	Chief Financial Officer	Member	1	1
Mr. Pawan Agrawal	Chief Financial Officer	Member	9	8
Mr. Amit Aggarwal*	Head – Corporate Finance	Member	8	8

* Mr. Amit Aggarwal was appointed as a Member of the Committee with effect from September 10, 2020 in place of Mr. Vivek Karve who ceased to be a Member of the Committee on that date.

INVESTMENT & BORROWING COMMITTEE

The Investment & Borrowing Committee constituted by the Board is responsible for approving investments in trade instruments, borrowing/lending monies, extending guarantee/ security with a view to ensure smooth operation and timely action. The investments, loans, borrowings, guarantees/ security transactions are sanctioned by the Committee within the ceiling limits and on the terms approved by the Board from time to time.

The Committee is also entrusted with the powers relating to certain preliminary matters in connection with any acquisition/ takeover opportunity that the Company may explore. Ms. Hemangi Ghag, Company

Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

The Committee met 5 (five) times during the year i.e. on August 21, 2020, October 28, 2020, November 13, 2020, February 3, 2021 and March 3, 2021. The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of the Director	Director Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Harsh Mariwala	Chairman & Non-Executive	Member	5	5
Mr. Rajendra Mariwala	Non-Executive	Member	5	2
Mr. Saugata Gupta	Managing Director & CEO	Member	5	5

SECURITIES ISSUE COMMITTEE

The Securities Issue Committee constituted by the Board approves matters pertaining to issuance and allotment of securities and other matters incidental thereto. The composition of the Committee is as follows. Ms. Hemangi Ghag, Company Secretary & Compliance officer of the Company acts as the Secretary to the Committee.

Name of the Director	Director Category	Nature of Membership
Mr. Harsh Mariwala	Chairman & Non-Executive	Member
Mr. Nikhil Khattau*	Independent	Member
Mr. Rajendra Mariwala	Non-Executive	Member
Mr. Saugata Gupta	Managing Director & CEO	Member
Mr. Rishabh Mariwala*	Non-Executive	Member

*Mr. Rishabh Mariwala was appointed as the Member of the Securities Issue Committee on May 4, 2020 in place of Mr. Nikhil Khattau who resigned as a member of the Committee on the same date.

The Committee did not meet during the year. However, the approval of the Committee on relevant matters was obtained through resolutions passed by circulation.

SHARE TRANSFER COMMITTEE

The Share Transfer Committee constituted by the Board is responsible to approve transfer, transmission, sub-division, consolidation, issuance of duplicate share certificate and such other requests lodged by the shareholders of the Company. The Committee met once during the year i.e. on September 18, 2020. The composition of the Committee along with the details of the meeting held and attended during the aforesaid period is detailed below. Ms. Hemangi Ghag, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

Name of the Director	Director Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Harsh Mariwala	Chairman & Non-Executive	Member	1	1
Mr. Nikhil Khattau*	Independent	Member	0	0
Mr. Rajendra Mariwala	Non-Executive	Member	1	1
Mr. Saugata Gupta	Managing Director & CEO	Member	1	1

*Mr. Nikhil Khattau resigned as the Member of the Committee with effect from September 10, 2020.

SUSTAINABILITY COMMITTEE

The Board constituted the Sustainability Committee in 2016 to steer the sustainability activities of the Company. Mr. Jitendra Mahajan, Chief Operating Officer- Supply Chain, IT & MENA Business, is the Business Responsibility Head and Mr. Saugata Gupta, the Managing Director & CEO is responsible for implementation of Business Responsibility.

The composition of the Committee is as below :

Name of the Member	Designation	Nature of Membership
Mr. Jitendra Mahajan	Chief Operating Officer- Supply Chain, IT & MENA Business	Head of the Committee
Mr. Vivek Karve *	Chief Financial Officer	Member
Dr. Sudhakar Mhaskar	Chief Technology Officer	Member
Mr. Gaurav Mediratta	Chief Legal Officer	Member
Mr. Pawan Agrawal *	Chief Financial Officer	Member

* Mr. Pawan Agrawal, Chief Financial Officer was appointed as a Member of Committee with effect from September 10, 2020 in place of Mr. Vivek Karve who ceased to be Member of the Committee from that date, pursuant to his resignation as the Chief Financial Officer of the Company.

IX. GENERAL BODY MEETINGS

(a) & (b): Details of the last three Annual General Meetings:

Year	Venue	Date	Time	Nature of Special Resolutions Passed
2018	Mumbai Educational Trust, 1 st Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai - 400 050	August 2, 2018	9.00 a.m.	None
2019	Mumbai Educational Trust, 1 st Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai - 400 050	August 1, 2019	09:00 a.m.	<ol style="list-style-type: none"> Approval of the remuneration payable to Mr. Harsh Mariwala (DIN: 00210342), Chairman of the Board and Non-Executive Director of the Company, for the financial year 2019-20. Approval of the re-appointment of Mr. Nikhil Khattau (DIN 00017880) as an Independent Director of the Company from April 1, 2019 to March 31, 2024 Approval of the re-appointment of Ms. Hema Ravichandar (DIN 00032929) as an Independent Director of the Company from April 1, 2019 to March 31, 2024 Approval of the re-appointment of Mr. B. S. Nagesh (DIN 00027595) as an Independent Director of the Company from April 1, 2019 to March 31, 2022 Approval of the re-appointment of Mr. Rajeev Bakshi (DIN 00044621) as an Independent Director of the Company from April 1, 2019 to March 31, 2020
2020	Video Conferencing / Other Audio-Visual Means (Deemed venue: Registered Office of the Company at 7 th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra)	August 28, 2020	10.00 a.m.	<ol style="list-style-type: none"> Approval of remuneration payable to Mr. Harsh Mariwala (DIN: 00210342), Chairman of the Board and Non-Executive Director of the Company, for the financial year 2020-21

(c) Resolutions passed through postal ballot and details of the voting pattern:

During the year under review, no resolution was passed through postal ballot.

DISCLOSURES

There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the last three years.

CORPORATE GOVERNANCE REPORT (Contd.)

The Company has a well-defined vigil mechanism embedded in the Code of Conduct and it is fully implemented by the Management.

No personnel have been denied access to the Audit Committee.

Compliance with mandatory and non-mandatory requirements of the SEBI Listing Regulations

The Company has complied with mandatory requirements of the SEBI Listing Regulations and has obtained a certificate from Mr. K. R. Chandratre, our Secretarial Auditor regarding compliance of conditions of Corporate Governance as stipulated in this clause.

The provisions of Schedule V Part C, of the SEBI Listing Regulations further states that the non-mandatory requirements adopted by the Company be specifically highlighted in the Corporate Governance Report. Accordingly, Company has complied with the following non-mandatory requirements:

- The office of the Chairman is occupied by a Non-Executive Director of the Company; and
- The Internal auditors of the Company directly report to the Audit Committee of the Board of Directors.

VIGIL MECHANISM

The vigil mechanism has been explained in detail in the Board's Report.

FUND UTILISATION

The Company does not have any unutilised funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations.

DIRECTORS DISQUALIFICATION

A certificate from Dr. K. R. Chandratre, Practicing company Secretary has been obtained and annexed to this report as **Annexure C2** stating that as on March 31, 2021, none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority(ies).

Non-acceptance of any recommendation of the Committees by the Board

During the year under review, there were no instances of non-acceptance of any recommendation of any statutory committee of the Board.

X. MATERIAL RELATED PARTY TRANSACTIONS AND MATERIAL SUBSIDIARY

There were no material related party transactions entered into by the Company during the financial year 2020-21.

Further, as on March 31, 2021, Marico Bangladesh Limited continues to be the material subsidiary of the Company, in terms of provisions of the SEBI Listing Regulations.

The web link for accessing the policy for determining material subsidiary and policy on dealing with related party transactions is

<https://marico.com/india/investors/documentation/corporate-governance>

XI. COMMODITY PRICE RISK / FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Commodity risks for your Company are mainly due to edible oils and crude oil price fluctuations. Unexpected changes in commodity prices and supply could impact business margins and ability to service demand. The past few years have witnessed wide fluctuations in input prices. As a result, the overall uncertainty in the environment continues to be high. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on March 31, 2021 are disclosed in Notes to the standalone financial statements.

The details of the exposure of the Company to material risk commodities is given below:

Commodity Name	Exposure in (Crores)	Exposure in quantity terms
Edible Oils	2,392	1,10,291
Crude Oil Derivatives	362	63,063
Total	2,754	1,73,353

XII. MEANS OF COMMUNICATION

Quarterly and Annual Financial results for Marico Limited and consolidated financial results for the Marico Group are published in an English financial daily and a vernacular newspaper. In view of the COVID-19 pandemic, SEBI had dispensed the requirement of publication of the financial results by companies in newspapers vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020. Consistent with the relaxation, the Company had not published the Audited Financial results for the quarter & financial year ended March 31, 2020. However, the Company

continued publishing its Financial Results in the above newspapers for the remaining quarters. The Company also sends the same through email updates to the shareholders who have registered their email address with the Company or Depository Participant.

All official news releases and financial results are communicated by the Company through its corporate website - www.marico.com. Presentations made to Institutional Investors/ Analysts at Investor Meets organized / participated by the Company are also hosted on the website for wider dissemination.

The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre, for dissemination on their respective websites.

The Management Discussion and Analysis Report forms part of the Annual Report.

XIII. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting through Video Conferencing / Other Audio-Visual Means Facility

Date : August 30, 2021

Time : 11:00 a.m.

Deemed Venue for : Registered Office: Marico

Meeting : Limited, Grande Palladium,
7th floor, 175 CST Road, Kalina,
Mumbai – 400 098

Financial calendar

Financial Year : April 1 - March 31

For the year ended March 31, 2021, results were announced on

- First quarter : July 27, 2020
- Half year : October 28, 2020
- Third quarter : January 27, 2021
- Annual : April 30, 2021

Tentative Schedule for declaration of financial results during the financial year 2021-22

- First quarter : July 30, 2021
- Half year : October 28, 2021
- Third quarter : January 28, 2022
- Annual : May 4, 2022

Listing Details

Name of Stock Exchange	Stock/ Scrip Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	: 531642
The National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Mumbai 400 051	: MARICO
ISIN	: INE196A01026
Company Identification Number	: L15140MH1988PLC049208

The Company hereby confirms that it has made the payment of Annual Listing Fees to BSE Limited and NSE.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF)

Section 124 of the Act read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") stipulates transfer of dividend that has remained unclaimed for a period of seven years, from the unpaid dividend account to the IEPF. Further, the Rules also stipulate transfer of shares in respect whereof the dividend has not been paid or claimed for a period of seven consecutive years or more to the demat account of the IEPF Authority.

The Company has appointed a Nodal Officer under the provisions of the Rules, the details of which are available on the website of the Company at:

<https://marico.com/india/investors/documentation/dividend>

In view of the above, during FY21 the Company transferred the following dividend to IEPF:

Financial Year	Type of Dividend	Rate (%)	Date of Declaration	Date of transfer to IEPF	Amount transferred (Amt. in ₹)
2012-13	2 nd Interim Dividend	50	30-04-2013	05-06-2020	1,94,805
2013-14	1 st Interim Dividend	75	29-10-2013	04-12-2020	2,41,202
	2 nd Interim Dividend	100	31-01-2014	08-03-2021	3,44,973

Further, dividend for the following years will be transferred to IEPF on respective due dates. Further, if the dividend remains unclaimed for seven consecutive years, the underlying shares will also be transferred to the demat account of the IEPF Authority.

CORPORATE GOVERNANCE REPORT (Contd.)

Financial Year	Type of Dividend	Rate (%)	Date of Declaration	Due Date for transfer to IEPF	Amount unclaimed as on March 31, 2021 (Amt. in)
2013-14	3 rd Interim Dividend	175	25-03-2014	30-04-2021	4,37,894
2014-15	1 st Interim Dividend	100	07-11-2014	13-12-2021	2,93,594
	2 nd Interim Dividend	150	03-02-2015	11-03-2022	3,45,171
2015-16	1 st Interim Dividend	175	04-11-2015	10-12-2022	3,91,251
	2 nd Interim Dividend	150	30-01-2016	08-03-2023	7,81,086
	3 rd Interim Dividend	100	10-03-2016	17-04-2023	5,76,781
2016-17	1 st Interim Dividend	150	04-11-2016	11-12-2023	7,59,034
	2 nd Interim Dividend	200	02-02-2017	11-03-2024	10,02,744
2017-18	1 st Interim Dividend	175	30-10-2017	06-12-2024	8,38,982
	2 nd Interim Dividend	250	09-02-2018	18-03-2025	11,01,129
2018-19	1 st Interim Dividend	200	01-11-2018	08-12-2025	9,38,752
	2 nd Interim Dividend	275	05-02-2019	14-03-2026	12,54,488.25
2019-20	1 st Interim Dividend	275	25-10-2019	28-11-2026	10,09,714
	2 nd Interim Dividend	325	30-01-2020	26-02-2027	13,65,590
	3 rd Interim Dividend	75	06-03-2020	10-04-2027	3,29,943
2020-21	1 st Interim Dividend	300	28-10-2020	03-12-2027	14,32,410
	2 nd Interim Dividend	450	03-03-2021	09-04-2028	61,08,81,157

Transfer of shares to IEPF

Pursuant to the provisions of the Act read with the Rules, the Company is required to transfer equity shares in respect of which dividends have not been claimed for a period of seven consecutive years to IEPF. Accordingly, the Company transferred 4,606 shares to IEPF during the year. Details of these shares are available on the Company's website at the following link: <https://marico.com/india/investors/documentation/dividend>

Further, shares in respect of which dividend will remain unclaimed progressively for seven consecutive years, will be reviewed for transfer to the IEPF as required by law. The Company will transfer the said shares, after sending an intimation of the proposed transfer in advance to the concerned shareholders, as well as, publish a public notice in this regard. Names of such transferees will be available on the Company's website at the link: <https://marico.com/india/investors/documentation/dividend>

Reminder letters are periodically sent by the Company to the concerned shareholders advising them to claim their dividends. Shareholders may note that both the unclaimed dividend and underlying shares transferred to IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF Authority by following the procedure prescribed in the Rules.

Equity Shares in the Unclaimed Suspense Account

In terms of Regulation 39 of the SEBI Listing Regulations, details of the equity shares lying in the Unclaimed Suspense Account are as follows:

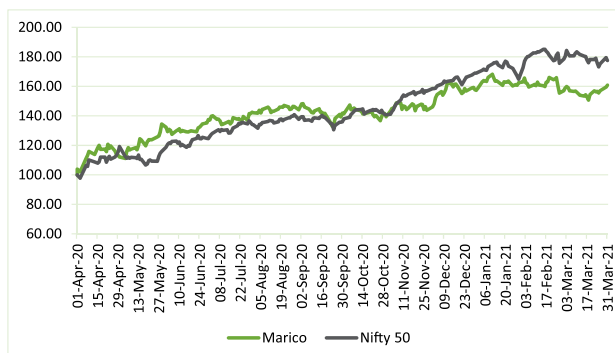
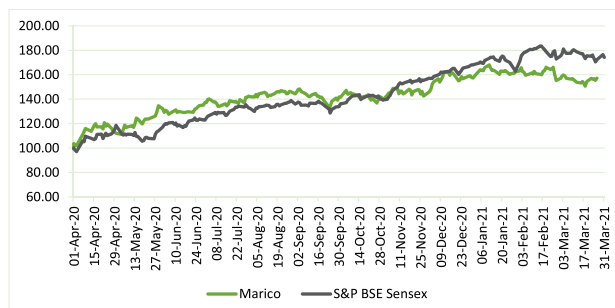
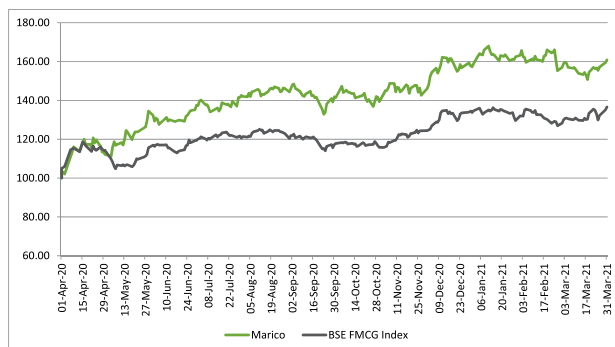
Particulars	No. of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year (i.e. April 1, 2020)	14	57,020
Number of shareholders who approached the Company for transfer of shares from suspense account during the Financial Year 2020-21	1	-
Number of shareholders to whom shares were transferred from suspense account during the Financial Year 2020-21	0	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (i.e. March 31, 2021)	14	57,020

Your Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Market Price Data

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange (NSE)	
	(In)		(In)	
	High	Low	High	Low
Apr-20	292.2	283.45	295	283.15
May-20	349.6	319.5	349.5	317
Jun-20	354.55	347	354.65	347
Jul-20	368.3	361.25	368.5	361.25
Aug-20	378.15	364.6	378.15	364.1
Sep-20	365	354.75	364.95	354.65
Oct-20	366.7	355.05	366.75	355
Nov-20	378	362.05	378	361.9
Dec-20	408	401.4	408.15	401.7
Jan-21	421.45	413.5	421.5	413.6
Feb-21	412.6	391.2	412.75	390.7
Mar-21	412.35	408	412.45	406.95

PERFORMANCE IN COMPARISON: BSE SENSEX, NIFTY 50 AND BSE FMCG (The values of S&P Sensex, Nifty 50, BSE FMCG Index and share price of the Company have been indexed to begin from '100' to show comparative movements)



Share Transfer System

The Board has delegated the authority for approving transfer / transmission / transposition of securities of the Company pursuant to Regulation 40 of the SEBI Listing Regulations to the Share Transfer Committee.

The Share Transfer Committee meets as may be warranted by the number of share transaction requests received by the Company.

Transmissions in physical form are registered by the Registrar and Transfer Agent immediately on receipt of completed documents and certificates are generally issued within 15 days of date of lodgement of request.

All requests for dematerialisation of shares are processed and the confirmation is given to respective Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited, generally within 21 days.

Registrar & Transfer Agent

Link Intime India Pvt Limited (Unit: Marico Ltd.) C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083

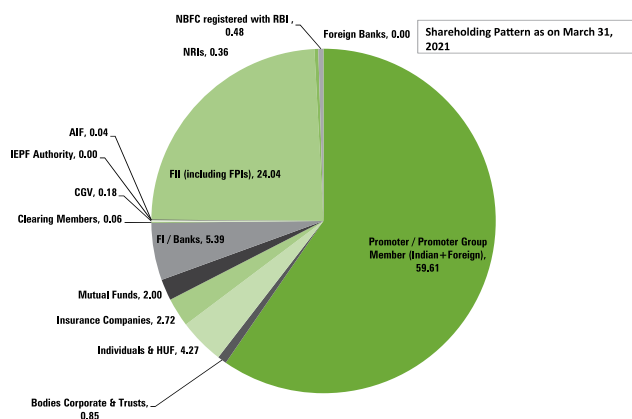
Distribution of Shareholding as on March 31, 2021:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1- 500	1,99,107	93.81	1,18,86,630	0.92
501-1000	5,723	2.70	44,48,962	0.34
1001 -2000	2,985	1.41	46,66,284	0.36
2001-3000	935	0.44	24,02,021	0.19
3001-4000	685	0.32	25,40,486	0.20
4001 - 5000	378	0.18	17,59,548	0.14
5001-10000	987	0.47	73,70,187	0.57
10001 & above	1,454	0.69	1,25,62,75,880	97.28
Total	2,12,254	100.00	1,29,13,49,998	100.00

CORPORATE GOVERNANCE REPORT (Contd.)

Categories of Shareholding as on March 31, 2021:

Categories	31-March-21	% of total share capital
Indian		
Promoters / Members of promoter group	76,79,75,740	59.47
Bodies Corporate & Trusts	1,09,84,576	0.85
Individuals and HUF	5,50,81,149	4.27
Insurance Companies	3,51,54,335	2.72
Mutual Funds	2,58,71,782	2.00
Financial Institution & Bank	6,95,62,907	5.39
Clearing Members	7,43,476	0.06
Central / State Government	23,75,725	0.18
IEPF Authority	44,852	0.00
Alternative Investment Funds	5,34,076	0.04
NBFC registered with RBI	62,07,659	0.48
TOTAL A	97,45,36,277	75.47
Foreign		
Promoter group member	18,00,000	0.14
FII (Including Foreign Portfolio Investors)	31,04,16,626	24.04
Foreign Banks	6,000	0.00
NRIs	45,91,095	0.36
TOTAL B	31,68,13,721	24.53
GRAND TOTAL (A+B)	1,29,13,49,998	100
Total Demat Holding	1,29,06,70,280	99.95



Dematerialization of Shares and Liquidity	: As on March 31, 2021, 99.95% of shareholding was held in Dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited.
Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity	: The Company has not issued any GDR / ADR / Warrants or any convertible instruments.
Credit Ratings and revisions thereto for all debt instruments or any fixed deposit programme or any scheme or proposal of / the Company obtained during the year under review	: The Company did not have any debt instruments or any fixed deposit programme or any scheme or proposal during the year under review.
Plant Locations	: Perundurai, Sanand, Puducherry, Jalgaon, Baddi, Paonta Sahib and Guwahati.
Disclosure of foreign exchange risks, commodity price risks and hedging activities	: Please refer Chapter: Risks and Opportunities and Notes to the Financial Statements for the same.
Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.	2,72,11,157
Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013	: Please refer Board's Report for the same.

Shareholders/ Investors Complaints received and redressed :

The Company gives utmost priority to the interests of the investors. All the requests / complaints of the shareholders have been generally resolved to the satisfaction of the shareholders within the statutory time limits.

Address for correspondence : Shareholding related queries

Company's Registrar & Transfer Agent:
Link Intime India Pvt Limited
Unit: Marico Limited
C 101, 247 Park, LBS Marg, Vikhroli
West, Mumbai 400 083
Tel.: 022 - 49186270
Fax: 022 - 49186060
E-mail: rnt.helpdesk@linkintime.co.in

General Correspondence

Grande Palladium, 7th Floor, 175,
CST Road, Kalina, Santa Cruz (East),
Mumbai 400 098
Tel.: 022 - 66480480,
Fax: 022 - 26500159
E-mail: investor@marico.com

For Marico Limited

Harsh Mariwala
Chairman
(DIN: 00210342)

Date : April 30, 2021

Annexure C1: Dividend Distribution Policy

CONTENTS

1. Objective	2
2. Philosophy	2
3. Regulatory Framework	2
4. Definitions	2
5. Parameters for declaration of Dividend	3
6. Procedure	5
7. Disclosure	5
8. General	5

Version:	: 1 of 2016
Version approved by:	: The Board of Directors of Marico Limited
Version approved on:	: August 5, 2016
Effective Date:	: August 5, 2016
Last Modified on:	: May 6, 2019
Effective date of Modification:	: May 6, 2019

Annexure C1 (Contd.)

1. Objective

The objective of this Policy is to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes. Towards this end, the Policy lays down parameters to be considered by the Board of Directors of the Company for declaration of Dividend from time to time.

2. Philosophy

The philosophy of the Company is to maximise the shareholders' wealth in the Company through various means. The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilise its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for inorganic growth opportunities and thereafter distribute the surplus profits in the form of dividend to the shareholders.

3. Regulatory Framework

The Securities Exchange Board of India ("SEBI") on July 8, 2016 inserted Regulation 43A in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires top five hundred listed companies (based on market capitalization of every financial year) to formulate and disclose a Dividend Distribution Policy.

Marico Limited being one of the top five hundred listed companies as per the market capitalization as on the last day of the immediately preceding financial year, frames this policy to comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Definitions

4.1. Unless repugnant to the context:

- 4.1.1 **"Act"** shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.
- 4.1.2 **"Applicable Laws"** shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other act, rules or regulations which provides for the distribution of Dividend.
- 4.1.3 **"Company" or "Marico"** shall mean Marico Limited.
- 4.1.4 **"Chairman"** shall mean the Chairman of the Board of Directors of the Company.
- 4.1.5 **"Compliance Officer"** shall mean the Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.1.6 **"Board" or "Board of Directors"** shall mean Board of Directors of the Company.
- 4.1.7 **"Dividend"** shall mean Dividend as defined under Companies Act, 2013.
- 4.1.8 **"MD & CEO"** shall mean Managing Director and Chief Executive Officer of the Company.
- 4.1.9 **"Policy" or "this Policy"** shall mean the Dividend Distribution Policy.
- 4.1.10 **"SEBI Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.
- 4.1.11 **"Subsidiary"** shall mean Subsidiary of the Company as defined under the Companies Act, 2013.

4.2. Interpretation

- 4.2.1 In this Policy, unless the contrary intention appears:
 - 4.2.1.1 the clause headings are for ease of reference only and shall not be relevant to interpretation;
 - 4.2.1.2 a reference to a clause number includes a reference to its sub-clauses;
 - 4.2.1.3 words in singular number include the plural and vice versa;

Annexure C1 (Contd.)

4.2.1.4 Words and expressions used and not defined in this Policy but defined in Companies Act, 2013 or rules made thereunder or Securities and Exchange Board of India Act, 1992 or regulations made thereunder or Depositories Act, 1996 shall have the meanings respectively assigned to them in those Acts, Rules and Regulations.

5. Parameters for declaration of Dividend

5.1 In line with the philosophy stated above in Clause 2, the Board of Directors of the Company, shall consider the following parameters for declaration of Dividend:

5.1.1 Financial Parameters / Internal Factors:

The Board of Directors of the Company would consider the following financial parameters before declaring or recommending dividend to shareholders:

- 5.1.1.1 Consolidated net operating profit after tax;
- 5.1.1.2 Working capital requirements;
- 5.1.1.3 Capital expenditure requirements;
- 5.1.1.4 Resources required to fund acquisitions and / or new businesses;
- 5.1.1.5 Cash flow required to meet contingencies;
- 5.1.1.6 Outstanding borrowings;
- 5.1.1.7 Past Dividend Trends

5.1.2 External Factors:

The Board of Directors of the Company would consider the following external factors before declaring or recommending dividend to shareholders:

- 5.1.2.1 Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws;
- 5.1.2.2 Dividend pay-out ratios of companies in the same industry.

5.2 Circumstances under which the shareholders may or may not expect Dividend:

5.2.1 The shareholders of the Company may not expect Dividend under the following circumstances:

- 5.2.1.1 Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
- 5.2.1.2 Significantly higher working capital requirements adversely impacting free cash flow;
- 5.2.1.3 Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital;
- 5.2.1.4 Whenever it proposes to utilise surplus cash for buy-back of securities; or
- 5.2.1.5 In the event of inadequacy of profits or whenever the Company has incurred losses.

5.3 Utilization of retained earnings:

5.3.1 The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this Policy.

5.4 Parameters adopted with regard to various classes of shares:

5.4.1 Presently, the Authorised Share Capital of the Company is divided into equity share of Re. 1 each and Preference shares of 10 each. At present, the issued and paid-up share capital of the Company comprises only equity shares.

5.4.2 The Company shall first declare dividend on outstanding preference shares, if any, at the rate of dividend fixed at the time of issue of preference shares and thereafter, the dividend would be declared on equity shares.

5.4.3 The Company shall endeavour to maintain a minimum dividend pay-out ratio of 50% of the annual consolidated Profits after Tax (PAT) of the Company, subject to consideration of the parameters stated in this Policy.

5.4.4 As and when the Company issues other kind of shares, the Board of Directors may suitably amend this Policy.

6 Procedure

- 6.1 The Chief Financial Officer in consultation with the MD & CEO of the Company shall recommend any amount to be declared/ recommended as Dividend to the Board of Directors of the Company.
- 6.2 The agenda of the Board of Directors where Dividend declaration or recommendation is proposed shall contain the rationale of the proposal.
- 6.3 Pursuant to the provisions of applicable laws and this Policy, interim Dividend approved by the Board of Directors will be confirmed by the shareholders and final Dividend, if any, recommended by the Board of Directors, will be subject to shareholders approval, at the ensuing Annual General Meeting of the Company.
- 6.4 The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.

7 Disclosure

- 7.1 The Company shall make appropriate disclosures as required under the SEBI Regulations.

8 General

- 8.1 This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorized, from time to time, on the subject matter.
- 8.2 The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- 8.3 In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure C2: AUDITOR'S CERTIFICATE

CERTIFICATE ON COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 BY MARICO LIMITED RELATING TO CORPORATE GOVERNANCE REQUIREMENTS

I have examined compliance by Marico Limited (the Company) with the requirements under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) relating to corporate governance requirements for the year ended on 31 March 2021.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I state that one complaint relating to investor's grievance received by the Company, is pending unresolved as on March 31, 2021, and is under verification by the Company and its Registrar and Share Transfer Agent.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Dr. K. R. Chandratre

Practising Company Secretary

FCS No.: 1370, C. P. No.: 5144

UDIN: F001370C000216961

Peer Review Certificate No.: 463/2016

Place: Pune

Date : April 30, 2021

ANNEXURE 'D'

Conservation of Energy, Technological Absorption and Foreign Exchange Earnings and Outgo

A. Conservation of Energy

1. Steps taken/impact on conservation of energy:

Keeping its commitment to sustainable business practices, your Company aims to protect the environment. Conservation of energy is a prime focus area for your Company. During the year, a host of initiatives were undertaken across the manufacturing locations to improve energy efficiencies and conservation. Some of the energy and fuel saving initiatives taken during FY2020-21 are outlined below.

- Improving operational efficiency of copra crushing process at Perundurai facility.
- Energy savings of over 15000KWH/annum by installing high-speed machinery that optimizes consumption patterns at Perundurai facility. This also includes elimination of energy-intensive grinders (133200 KWH/annum savings), installation of energy saving kits for air conditioners (28800 KWH/annum savings) and elimination of dry run rainwater pumps (2243 KWH/annum savings).
- Installation of automatic street light sensors with a timer option at Perundurai facility.
- Installation of motion sensors for LED lights and Photoconductivity principle-based Light Dependent Resistor (LDR) lighting units at North-East Region (NER- I & II) and Puducherry facilities. At Puducherry facility, energy saving was achieved by replacing sodium lamp from farm tank area with smart-LED lighting units.
- Shifting of Compressor to the production building at the North East Region (NER-I) facility to optimize energy consumption.
- Installation of timer-based fans with automatic reset switch at the North East Region (NER-I) facility.
- Energy savings by elimination of water overflow from overhead tanks through automation, at North East Region (NER-I) facility. This has also helped in consistent circulation of drinking water across all the operational units in the facility.

2. Steps taken for utilising alternate sources of energy:

- Your Company utilizes 100% renewable source for thermal energy requirements for the processes at Jalgaon, Perundurai and Puducherry units.
- Constant efforts are taken to reduce the use of fossil fuels. At Sanand facility, roof top solar Installation of 225 KVA was done to provide energy savings of 83230 KWH/annum. At Perundurai unit, 99% of the electricity was procured from renewable sources like wind and biomass. Further, the expansion program for Perundurai facility has been centred around smart energy upgrades, including the installation of high-speed machinery to enhance overall productivity and operational efficiency.
- During the year under review, over 72% of the total energy requirement in operations were met through renewable sources.

3. Capital investment on energy conservation equipments:

For the year under review, the capital investment on energy conservation projects was 8.07 Crores. For some of the ongoing energy conservation projects at Perundurai and Puducherry facilities, an amount of 1.5 lacs were spent towards operational costs (R&M).

B. Technology absorption

1. Research and Development (R&D)

In the past year, the R&D team directed their efforts in the key areas of:

- Hygiene, Immunity and Nutrition categories— Consumer insight-led product development.
- Product Innovation for international markets.
- Introduction of design-thinking approach in the function.
- Adapting to the evolving new ways of working.

The year started on a challenging note for the R&D function with the onset of COVID-19 pandemic and subsequent enforcement of a lockdown. We resumed work at the R&D facility after requisite permissions from authorities and maintaining strict adherence

ANNEXURE 'D' (Contd.)

Conservation of Energy, Technological Absorption and Foreign Exchange Earnings and Outgo

to the safety protocols laid down by the medical fraternities. This ensured continuity in our innovation efforts especially amidst a drastic shift in consumer needs and behaviour. We focused on creating and delivering products/solutions to serve specific pandemic-induced as well as perceivably enduring needs of the consumer.

The pandemic brought tremendous focus on hygiene-related categories. As hygiene needs were ranging from personal to all surfaces/items, it led to a flurry of product innovations in a short span of time. Your Company also launched a portfolio of products, for personal hygiene (under the brand name 'Mediker'), fruits and vegetables (under the brand name 'Veggie Clean'), surface disinfectants (under the brands 'Travel Protect' and 'House Protect') and fabric conditioners (under the fabric care brand Revive). All products were tested for efficacy against all type of viruses. As these products were required for frequent use in the given context, we ensured that these are suitable for prolonged usage.

In response to the heightened need for immunity and nutrition, we launched multiple differentiated offerings under the aegis of the brand, Saffola. We introduced Saffola Honey, offering consumers pure and export-grade quality honey, amidst reports of increasing adulteration in the sector. **Saffola Honey** is tested using the latest NMR technology to ensure it is free from any adulteration and no added sugar. Further, as the demand for the immunity boosting products is likely to sustain, we also entered the chyawanprash category with the launch of **Saffola Arogyam Chyawan Amrut** (with higher actives than competing players in the market) and traditional recipes of Golden Turmeric Milk and Kadha under the brand, **Saffola ImmuniVeda**. These products have been formulated with Ayurveda actives, while ensuring the taste remains appealing to Indian consumers. With the launch of **Saffola Oodles**, we created a healthy oat-based noodle snack that is quick and convenient to prepare and delivers on taste. Lastly, we also entered plant protein category with launch of **Saffola Mealmaker Soya Nuggets**, made with Super Soft Technology that ensures the soya chunks remain soft, tender and juicy. In addition, we also launched **Saffola Mealmaker Masala Soya Mini Chunks** with added Indian flavours for an even better taste experience.

We continued to concentrate our efforts on building product superiority, while ensuring we create value at an efficient cost. With deeper and real consumer insights, we created a few haircare formats for the Indian market as well as international geographies with superior sensory and differentiated functional offerings. We also created a hair care portfolio of value-added hair oils and shampoos for the Bangladesh market. New products were developed through in-depth in-sighting with relevant consumers and designing value added formats at the optimum cost.

Advanced Research focused on supporting product development through creation of underlying science for hair and skin care benefits, strengthening basic understanding of hair & scalp biology & designing innovative diagnostics to communicate product benefits to consumers. In addition, we have worked on the immune boosting properties of Virgin coconut oil and published the findings for consumer knowledge.

The Consumer Technical Insights function followed a "Jobs to be done" approach to create deeper insights and differentiation in highly cluttered categories. We overcame challenge of not being in front of consumer for in-sighting by developing technique of virtual consumer engagement. The technique proved to be successful during the year.

We have further sharpened our focus on quality assurance of our products and offerings. We have moved from "quality for manufacturing" to Quality for consumers". We now wish to move further in ensuring the quality of our products to be intact under in-use conditions at consumer homes. Our Technical and Regulatory functions have played a pivotal role with respect to consumer-centric legislations in India. We have also collaborated with the Government in several consumer-focused and skill building initiatives.

2. Benefits derived as the result of the above efforts

- Launch of new products – Nihar Naturals Almond Non-Sticky Hair Oil, Mediker Hand Sanitisers, Protect Disinfectants, Veggie Clean, Keep Safe range, Revive Fabric sanitisers, Saffola Oodles, Saffola Honey, Saffola Arogyam Chyawan Amrut, Saffola ImmuniVeda Kadha and Golden Turmeric Milk, Saffola Mealmaker Soya Nuggets and

ANNEXURE 'D' (Contd.)

Conservation of Energy, Technological Absorption and Foreign Exchange Earnings and Outgo

- Parachute Naturale Shampoo for Bangladesh.
- Creating the science based on the different properties of Virgin coconut oil.
- Increased capability in clinical studies to strengthen the support of claims on new products launched.

3. Technology absorption, adaptation and innovation

New technologies sourced from vendors, universities etc. were evaluated for implementation keeping in mind our business needs. Clinical research organizations, original equipment manufacturers & University experts were engaged to develop new products & deploy them at a faster rate. These efforts allowed higher idea generation & quicker conversion of ideas into products.

4. Technology imported during the last three years reckoned from the beginning of the financial year: Not Applicable.

5. The expenditure incurred on Research and Development:

Particulars	As at March 31, 2021 in Crore	As at March 31, 2020 in Crore
(a) Capital	0.81	0.63
(b) Recurring	28.86	30.84
Total	29.67	31.47
As a % of revenues	0.47	0.54

C. Foreign Exchange Earnings and Outgo

The details of Foreign exchange earnings and outgo during the period under review is as under:

Particulars	As at March 31, 2021 in Crore	As at March 31, 2020 in Crore
Foreign Exchange earned	461.61	382.97
Foreign Exchange used	223.89	153.43

For Marico Limited

Harsh Mariwala
Chairman
DIN : 00210342

Date : April 30, 2021

ANNEXURE 'E' TO THE BOARD'S REPORT

Disclosure on Corporate Social Responsibility ("CSR")

1. A Brief Outline of the Company's CSR Policy.

Marico's CSR Philosophy

Marico's stated purpose is to "Make a Difference". We believe that we exist to benefit the entire ecosystem of which we are an integral part. We have a commitment towards our interdependent ecosystem of shareholders, consumers, associates, employees, Government, environment and society. We believe that economic value and social value are interlinked. A firm creates economic value by creating social value – by playing a role in making a difference to the lives of its key stakeholders. Furthermore, a firm cannot do this in isolation; it needs the support and participation of other constituents of the ecosystem. Sustainability comes from win-win partnerships in the ecosystem.

Marico's CSR Policy is therefore anchored on this core purpose making a difference to the lives of all its stakeholders to help them achieve their full potential. Pursuant to the requirements of Section 135 of the Companies Act, 2013 read with the Rules made thereunder, the Board of Directors of the Company at its meeting held on November 7, 2014 had adopted the CSR Policy, which was last amended by the Board of Directors on March 29, 2021. The salient features of the CSR Policy are as under:

- CSR philosophy;
- Key thrust areas for CSR contributions;
- Implementation;
- Governance: At CSR Team, CSR Committee and at Board level;
- Annual Action Plan
- Mechanisms over CSR Expenditure & Budget and;
- Monitoring & Impact Assessment of the CSR Programs.

The Government has notified various initiatives that qualify to be CSR for the purpose of the mandatory spend applicable to the companies. The CSR initiatives of Marico thus, for the purpose of such mandatory spend would exclude the benefits made by the Company exclusively or predominantly to its employees, shareholders, investors, creditors and business partners. The CSR Projects approved by the Board can be accessed at <https://marico.com/india/investors/documentation>

The CSR Pivots:

While the Ministry of Corporate Affairs has spelt out the CSR activities under Schedule VII to the Companies Act, 2013, in order to build focus and have a more impactful execution – with a view to make a difference - Marico's CSR efforts will be primarily dedicated in areas which include the following:

- Improve Scalability of social organisations
- Community Development
- Education
- Increasing reach of Health Care
- Livelihood enhancement

2. Composition of the CSR Committee:

The composition of the CSR Committee has been disclosed in the Corporate Governance Report and can also be accessed at:

<https://marico.com/page/Committees-of-the-Board.pdf>

3. The CSR policy can be accessed on:

<https://marico.com/investorspdf/Corporate-Social-Responsibility-Policy.pdf>

ANNEXURE 'E' TO THE BOARD'S REPORT (Contd.)

Disclosure on Corporate Social Responsibility ("CSR")

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. If applicable (attach the report).

Not Applicable for current year

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
NA			

(in Crores)

6. Average net profit of the company as per section 135(5). 999.4
7. (a) Two percent of average net profit of the company as per section 135(5) 19.99
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years 0
- (c) Amount required to be set off for the financial year, (if any) 0
- (d) Total CSR obligation for the financial year (7a+7b- 7c). 19.99

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
204,431,173	NA	NA	NA	NA	NA

ANNEXURE 'E' TO THE BOARD'S REPORT (Contd.)

Disclosure on Corporate Social Responsibility ("CSR")

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation- Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	CSR Registration number
				State	District						Name	CSR Registration no.:
1.	MIF Scale-Up Program		Across India	Across India	Across India	Ongoing	21,153	19,013	-	Yes	Through Implementation agency: Marico Innovation Foundation (MIF).	CSR00002037
a	Atomberg	Ensuring environmental sustainability	Yes	Maharashtra	Mumbai	-	-	-	-	Yes		
b	S4S Technologies	Ensuring environmental sustainability, promoting education and empowering women	Yes	Maharashtra	Mumbai and Aurangabad	-	-	-	-	Yes	MIF is not-for-profit institution established in 2003, registered as a Section 25 company under erstwhile Companies Act, 1956. MIF's Scale-up program aims to help young innovative organisations in accelerating their growth through deep rooted and intensive mentoring from a domain expert at a nominal fee.	
c	Niklial	Promoting education	Yes	Karnataka	Bangalore	-	-	-	-	Yes		
d	BOHECO	Promoting Healthcare	Yes	Maharashtra	Mumbai	-	-	-	-	Yes		
e	St. Jude	Promoting Healthcare	Yes	Maharashtra	Mumbai	-	-	-	-	Yes		
f	Innaumation	Promoting Healthcare	Yes	Karnataka	Bangalore	-	-	-	-	Yes		
g	Kheyti	Promoting education	Yes	Hyderabad	Telangana	-	-	-	-	Yes		
h	Caremother	Promoting Healthcare	Yes	Maharashtra	Mumbai	-	-	-	-	Yes		
i	Jeevtronics	Promoting Healthcare	Yes	Maharashtra	Pune	-	-	-	-	Yes		
j	Trakitnow	Promoting Healthcare including preventive healthcare	Yes	Hyderabad	Telangana	-	-	-	-	Yes		
2.	Thought Leadership	Promoting education	Across India	Across India	Across India	Ongoing	5,235,537	1,027,487	-	Yes	Through Implementation agency: MIF Dissemination of content through various platforms. Launched MIF Talks which is a web series of short online videos that showcase impactful innovations that are truly transforming lives, communities, businesses and more.	
3.	Innovation for India Awards	Promoting education	Across India	Across India	Across India	Ongoing	1,957,766	1,957,742	-	Yes	Through Implementation agency: MIF An educational and inspiring webinar to celebrate Indian innovation, catapult the winning stories to generate a lasting impact thereby adding to India's growth story.	
4.	Mass Innovation	Promoting education	Across India	Across India	Across India	Ongoing	100,929	98,941	-	Yes	Through Implementation agency: MIF An experimental initiative to infuse innovation in India at a mass-level. The first step is an experiment in the state of Punjab to inculcate innovation as a skill among youth trapped in the vicious cycle of substance abuse, redirecting them into productive activities.	
A	Total MIF						7,315,385	3,103,183	-			
B	Education						40,000,000	38,900,000	-			
	Nihar Shanti Pathshala Funwala	Education	Yes	Madhya Pradesh, Haryana, Rajasthan	All Districts in MP and Haryana & in Alwarat Rajasthan	Ongoing	30,000,000	31,900,000	-	NGO Partners & Direct	LeapForWord - People For Action - Synergie	LeapForWord: CSR00001037 Synergie: CSR00000433 Other: Not registered as on date of reporting
	Economic Empowerment Program	Education and Skilling	Yes	Madhya Pradesh	Indore and Bhopal	Ongoing	10,000,000	7,000,000	-	NGO Partners	United Nations Development Programme (UNDP) - CSR Trusts for SDGs in India	UNDP- CSR Trusts for SDGs in India: CSR00001423

ANNEXURE 'E' TO THE BOARD'S REPORT (Contd.)

Disclosure on Corporate Social Responsibility ("CSR")

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project	(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency
C	Community Sustenance					65,000,000	65,000,000	-		CSR Registration no.: CSR00002001
	Farmer Development	Livelihood Enhancement	Yes	Tamil Nadu, Kerala, Andhra Pradesh, Karnataka	Ongoing	55,000,000	55,000,000	-	Yes	Parachute Kalpavriksha Foundation
	Sustainability	Water Steward Program: - Jalashay through Desilting water bodies & Farm pond creation	Yes	Tamil Nadu	Ongoing	10,000,000	10,000,000	-	Yes	Parachute Kalpavriksha Foundation
D	Community Initiatives	Covid-19 relief activities - health care, preventive healthcare, sanitation and disaster management.	Across India	Across India	Ongoing	3,123,393	3,123,393		Yes	Direct
	TOTAL (A+B+C+D)					115,438,778	110,126,576	-		N.A.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project State	(6) Amount spent for the project (in ₹)	(7) Mode of implementation on - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
							Name	CSR registration number
E	Innovate2BeatCOVID (A nationwide hunt for innovative, cost effective and ready to deploy solutions for Personal Protective Gear, Ventilator and Other Respiratory Solutions in quick response to the growing seriousness of the pandemic.)	Promoting Healthcare	Across India	Across India	9,420,767	Yes	Through implementation agency: MIF	CSR Registration no.: CSR00002037
F	Marico United Against Covid							
1.	Covid Rehabilitation	Covid-19 relief activities - health care, sanitation and disaster management	Yes	Across India	73,471,012	NGO Partners & Direct	Give Foundation, Mukul Madhav Foundation	Give Foundation: CSR00000389 Others: Not registered as on date of reporting
2.	Personal protective equipment (PPE) Supplies	Covid-19 relief activities - health care, preventive healthcare, sanitation and disaster management	Yes	Across India	34,978,189	NGO Partners & Direct	Habitat for Humanity India Trust	CSR00000402
3.	Donation for Covid - Disaster Relief to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) and disaster management authorities of various states	Covid-19 relief activities - health care, preventive healthcare, sanitation and disaster management	Yes	Across India	2,937,048	Yes	Direct	-
4.	Covid Meals Program	Covid-19 relief activities - health care and disaster management	Yes	Across India	9,797,893	Yes	Direct	-
					25,757,882	NGO Partners & Direct	Give Foundation, NRAI, Akshayaptra Foundation, Youth for Unity and Voluntary Action (YUVA), Bochasanwasi Shri Akshar Purushottam Public Charitable Trust	Give Foundation: CSR00000389 YUVA: CSR00003042 Bochasanwasi Shri Akshar Purushottam Public Charitable Trust: CSR00004193 Others: Not registered as on date of reporting
G	Marico Consumer Care Limited - Water Steward	Environmental sustainability & conservation of natural resources	Yes	Rajasthan, Uttar Pradesh	1,761,900	NGO Partner	Dhara Sansthan, Peoples Action for National Integration (PANI)	Dhara Sansthan: CSR00001421 PANI: CSR00000125
	TOTAL (E+F+G)				84,653,679			

- (d) Amount spent in Administrative Overheads
 (e). Amount spent on Impact Assessment, if applicable
 (f) Total amount spent for the Financial Year (8b+8c+8d+8e)

9,650,918
 0
 204,431,173

Note: The Amount at (f) above, is inclusive of 17,61,900 which has been spent by Marico Consumer Care Limited (MCCL) towards its CSR obligations. During the year under review, MCCL was merged with the Company.

(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in)
(i)	Two percent of average net profit of the company as per section 135(5)	199,873,320
(ii)	Total amount spent for the Financial Year	204,431,173
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2,522,853
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	2,522,853

Note: The excess amount spent above is exclusive of CSR spends made by Marico Consumer Care Limited and certain unidentified CSR related spends.

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in)	Amount spent in the reporting Financial Year (in)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years (in)
				Name of the Fund	Date of transfer	
1.	NA	NA	NA	NA	NA	NA

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in)	Amount spent on the project in the reporting Financial Year (in)	Cumulative amount spent at the end of reporting Financial Year (in)	Status of the project Completed/Ongoing
1.	NA	NA	NA	NA	NA	NA	NA	NA

10. Creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
 (b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
 (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
 (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
 11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Date : April 30, 2021

Saugata Gupta
 Managing Director & CEO

B. S. Nagesh
 Chairman of the CSR Committee

ANNEXURE 'E' TO THE BOARD'S REPORT (Contd.)

Disclosure on Corporate Social Responsibility ("CSR")

CHIEF EXECUTIVE OFFICER (CEO) DECLARATION

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel as well as all the employees of the Company. This Code of Conduct is available on the Company's website.

I hereby declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company.

This certificate is being given pursuant to Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Saugata Gupta
Managing Director & CEO
(DIN: 05251806)

Date: April 30, 2021

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2021 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain results that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

This certificate is being given to the Audit Committee of the Board and the Board of Directors of Marico Limited, pursuant to Regulation 17(8) read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thank you.

Yours truly,

For **Marico Limited**

Saugata Gupta
Managing Director & Chief Executive Officer
(DIN: 05251806)

Date: April 30, 2021

For **Marico Limited**

Pawan Agrawal
Chief Financial Officer

Date: April 30, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members
Marico Limited
7th Floor, Grande Palladium
175, CST Road, Kalina, Santacruz (East)
Mumbai - 400 098.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Marico Limited having CIN: L15140MH1988PLC049208 and having registered office at 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai - 400098 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March 2021, have been debarred or disqualified from being appointed or continuing as Directors of companies, by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority(ies).

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Harsh Mariwala	00210342	13/10/1988
2.	Mr. Rajendra Mariwala	00007246	26/07/2005
3.	Mr. Nikhil Khattau	00017880	18/07/2002
4.	Mr. Nagesh Satyanarayan Basavanhalli	00027595	16/07/2010
5.	Ms. Hema Ravichandar	00032929	26/07/2005
6.	Mr. Rishabh Mariwala	03072284	02/05/2017
7.	Mr. Saugata Gupta	05251806	01/04/2014
8.	Mr. Ananth Sankaranarayanan	07527676	26/06/2017
9.	Mr. Sanjay Dube	00327906	30/01/2020
10.	Mr. Kanwar Bir Singh Anand	03518282	01/04/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Dr. K. R. Chandratre

FCS No.: 1370, C. P. No.: 5144

UDIN: F001370C000216948

Peer Review Certificate No.: 463/2016

Place: Pune

Date : April 30, 2021

FORM AOC - 1

Statement containing salient features of the financials statements of subsidiaries, associate companies and joint ventures.
Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014

Part "A" : Subsidiaries

(All figures except exchange rates are in Crore)

Sr. No.	Name of the subsidiary	Reporting Currency	Exchange Rate	Date of acquiring subsidiary	Start date of the Reporting Period	End date of the Reporting Period	Share Capital	Reserves	Total Assets	Total Liabilities	Details of Investment (Excluding Investment in Subsidiaries)	Turnover	Profit/ (Loss) Before Tax	Provision for Tax	Profit/ (Loss) After Tax	Proposed Dividend including Dividend declared during the year	% of Share holding
1	Marico Bangladesh Limited	BDT	0.864	6 th September, 1999	1 st April, 2020	31 st March, 2021	32	132	579	416	174	1,131	419	109	311	284	90
2	MBL Industries Limited	BDT	0.864	2 nd August, 2003	1 st April, 2020	31 st March, 2021	0	0	1	0	0	-	(0)	-	(0)	-	100
3	Marico Middle East FZE	AED	19.919	8 th November, 2005	1 st April, 2020	31 st March, 2021	2	(12)	8	19	-	17	0	-	0	-	100
4	MEL Consumer Care SAE	EGP	4.655	1 st October, 2006	1 st April, 2020	31 st March, 2021	0	(13)	0	13	-	-	(0)	-	(0)	-	100
5	Egyptian American Company for Investment and Industrial Development SAE	EGP	4.655	19 th December, 2006	1 st April, 2020	31 st March, 2021	1	(1)	0	0	-	-	(1)	-	(1)	-	100
6	Marico South Africa (Pty) Limited	ZAR	4.956	17 th October, 2007	1 st April, 2020	31 st March, 2021	11	(2)	18	9	-	26	1	(0)	1	-	100
7	Marico South Africa Consumer Care (Pty) Limited	ZAR	4.956	1 st November, 2007	1 st April, 2020	31 st March, 2021	9	(1)	8	-	-	-	(0)	-	(0)	-	100
8	Marico Egypt for industries SAE	EGP	4.655	1 st January, 2008	1 st April, 2020	31 st March, 2021	1	(2)	0	0	-	-	(0)	(0)	(0)	-	100
9	Marico for Consumer Care Products SAE	EGP	4.655	19 th December, 2017	1 st April, 2020	31 st March, 2021	1	(8)	9	15	3	13	(1)	0	(1)	-	100
10	Marico Malaysia Sdn.Bhd	MYR	17.635	4 th December, 2009	1 st April, 2020	31 st March, 2021	2	(2)	0	0	-	-	(0)	-	(0)	-	100
11	Marico South East Asia Corporation	VND	0.00317	18 th February, 2011	1 st April, 2020	31 st March, 2021	9.536	11.896	55.904	34.472	-	1,48,242	8,664	1,921	6,743	10,000	100
12	Marico Innovation Foundation		1.000	15 th March, 2013	1 st April, 2020	31 st March, 2021	30	38	177	109	-	470	27	6	21	32	100
13	Parachute Kalpvriksha Foundation		1.000	27 th December, 2018	1 st April, 2020	31 st March, 2021	-	0	0	0	-	-	0	-	0	-	100
14	Marico Lanka (Private) Limited	LKR	0.368	03 rd March, 2019	1 st April, 2020	31 st March, 2021	2	(13)	4	14	-	7	(9)	-	(9)	-	100
15	Zed Lifestyle Private Limited		1.000	30 th June, 2020	1 st April, 2020	31 st March, 2021	0	7	29	21	1	64	(5)	(0)	(5)	-	100

Notes:

- 1) % of Shareholding includes direct and indirect holding through subsidiary.
- 2) The amounts given in the table above are from the annual accounts made for the respective financial year end for each of the companies.
- 3) The Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, have been given based on the exchange rates as on 31st March, 2021, as applicable.
- 4) Halite Personal Care Private Limited, a step down subsidiary of the Company which has not been included in the above statement is under members voluntary liquidation and has concluded final distribution of its assets.
- 5) Marico Innovation Foundation ("MIF"), a company incorporated under Section 25 of the Companies Act, 1956 (being a private company limited by guarantee not having share capital) primarily with an objective of fuelling and promoting innovation in India, is a subsidiary of the Company with effect from March 15, 2013. Based on the Control assessment carried out by Marico Limited, the same is not consolidated as per IND AS 110.

FORM AOC - 1 (Contd.)

- 6) Parachute Kalpavriksha Foundation ("PKF"), a company incorporated under Section 8 of the Companies Act, 2013 (being a private company limited by guarantee not having share capital) primarily with an objective of undertaking/channelizing the CSR activities of the Company towards community and ecological sustenance, is a subsidiary of the Company with effect from December 27, 2018. Based on the Control assessment carried out by Marico Limited, the same is not consolidated as per IND AS 110.
- 7) Below the rounding off norm have been reflected as "0".

Part "B" : Associates & Joint Ventures

Not Applicable

Notes:

1. Marico acquired balance 55% equity stake from the existing shareholders of Zed Lifestyle Private Limited ("ZED Lifestyle"), an associate company and consequently ZED Lifestyle became a wholly owned subsidiary of your Company, with effect from June 30, 2020
2. Revolutionary Fitness Private Limited and Hello Green Private Limited ceased to be the associates of your Company, with effect from September 23, 2020.

For and on behalf of the Board of Directors

HARSH MARIWALA
Chairman
[DIN 00210342]
Place : Ooty

Date : April 30, 2021

SAUGATA GUPTA
Managing Director and CEO
[DIN 05251806]

HEMANGI GHAG
Company Secretary
[Membership No. F9329]

PAWAN AGRAWAL
Chief Financial Officer
Place : Mumbai
Date : April 30, 2021