

BOARD'S REPORT

To the Members,

Your Board of Directors ("Board") is pleased to present the Thirty Fifth Annual Report of Marico Limited ("Marico" or "Company" or "your Company") for the financial year ended March 31, 2023 ("year under review" or "year" or "FY23").

In compliance with the applicable provisions of the Companies Act, 2013 ("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, 2022 to March 31, 2023, in respect of Marico and "Marico Consolidated" comprising Marico and its subsidiaries. The consolidated entity has been referred to as "Marico Group" or "Group" in this report.

FINANCIAL RESULTS - OVERVIEW

Particulars	(₹ in Crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Consolidated Summary for the Group		
Revenue from Operations	9,764	9,512
Profit before Tax	1,743	1,601
Profit before Tax and exceptional items	1,743	1,601
Profit after Tax	1,322	1,255
Marico Limited (Standalone) Revenue from Operations	7,478	7,500
Profit before Tax	1,492	1,413
Less: Provision for Tax for the current year	313	250
Profit after Tax for the current year	1,179	1,163
Other Comprehensive Income for the current year	0.15	2
Add: Surplus brought forward	2,874	2,904
Profit available for Appropriation	4,053	4,069
Appropriations: Distribution to shareholders	582	1,195
Surplus carried forward	3,471	2,874

REVIEW OF OPERATIONS

In FY23, Marico Limited posted a consolidated turnover of ₹ 9,764 Crores (USD 1.2 billion), up 3% from the previous year. The underlying domestic volume growth for the year was 1% and constant currency growth in the international business was 13%. The business delivered operating profit of ₹ 1,810 Crores, up 8% over the last year. The operating margin stood at 18.5%, up ~87 bps from the previous year. Recurring net profit after tax was at ₹ 1,280 Crores, a growth of 4% over the last year.

The domestic business achieved a turnover of ₹ 7,351 Crores, marginally higher than the last year. Volume growth was modest at 1%, owing to higher retail inflation weakening consumption trends, especially in the rural sector. The operating margin of the India business was at 19.8% in

FY23 vs 17.4% in the previous year. The improved profitability was a result of moderation in the prices of key commodities such as copra and vegetable oils as well as a more favourable portfolio mix.

The International business posted a turnover of ₹ 2,413 Crores, a growth of 11% over the last year. The business reported constant currency growth of 13%, with each of the key markets growing in tandem. The operating margin of the International business was at 23.7% in FY23 vs. 24.4% in the previous year. Higher input costs and currency headwinds in certain markets impacted profitability of the international business.

Further details on Marico's business, outlook, financial and operational performance, etc. are provided as part of the Management Discussion and Analysis Report.

There are no material changes and commitments affecting the financial position of your Company, which have occurred between the end of FY23 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 and also retaining sufficient profits in the business for various purposes. In accordance with Regulation 43A of the SEBI Listing Regulations, the Company has adopted the Dividend Distribution Policy, which details various parameters subject to consideration of which the Board may recommend or declare Dividend, including working capital and capital expenditure requirements, funds required for acquisitions, reducing debt, contingencies, etc. The Dividend Distribution Policy is available on the Company's website at https://marico.com/investorspdf/Dividend_Distribution_Policy.pdf. Your Company is in compliance with the Dividend Distribution Policy as approved by the Board.

Based on the principles and factors enunciated in the above Policy, your Company paid an Interim Dividend of ₹ 4.50 per equity share of ₹ 1 each aggregating to ₹ 581.87 Crores to equity shareholders during FY23, as declared by the Board on February 27, 2023. Thus, the Dividend pay-out ratio for FY23 was 45% of the recurring consolidated net profit after tax as compared to 97% on a similar basis in the previous year. The lower Dividend pay-out for FY23 is primarily on account of utilization of funds at a group level for strategic acquisitions made in India and Vietnam. Average Dividend pay-outs to shareholders for the last 3 years is at a healthy ~75% of the recurring consolidated net profit after tax, and your Company is committed to maintaining a strong dividend pay-out going forward, in accordance with its Dividend Distribution Policy.

CHANGES IN SHARE CAPITAL

During FY23, the paid-up equity share capital of the Company has increased from ₹ 129.28 Crores to ₹ 129.31 Crores, consequent to allotment of 2,97,100 equity shares of ₹ 1 each upon exercise of stock options under the Marico Employee Stock Option Plan, 2016.

SUBSIDIARIES

A list of bodies corporate which are subsidiaries of your Company is provided as part of the notes to the Consolidated Financial Statements. The following developments took place with regards to subsidiaries of Marico during FY23:

- Marico Bangladesh Limited continues to be the material subsidiary of the Company, in terms of provisions of Regulation 16(1)(c) of the SEBI Listing Regulations.
- On May 23, 2022, your Company acquired 53.98% equity stake in HW Wellness Solutions Private Limited ("True Elements") and consequently, True Elements became a subsidiary of the Company.
- Beauty X Joint Stock Company ("Beauty X"), Vietnam, became a wholly owned subsidiary of Marico South-East Asia Corporation ("MSEA"), pursuant to completion of acquisition by MSEA on January 31, 2023 as per the closing conditions and terms of the definitive agreement between the parties. Consequently, Beauty X became a step-down wholly owned subsidiary of the Company.
- On July 4, 2022 and November 11, 2022, the Company acquired additional equity stake of 4.14% and 3.48% respectively in Apcos Naturals Private Limited, thereby increasing the total equity stake from 52.38% to 60%.

In accordance with Section 129(3) of the Act, a separate statement containing the salient features of the financial statements of all subsidiaries and associate companies/joint ventures, if any, in prescribed Form AOC - 1 forms part of this Report. The statement also provides details of performance and financial position of each of the subsidiaries.

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

In line with the requirements of the Act and SEBI Listing Regulations, 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, as required under Section 186 of the Act and Schedule V of the SEBI Listing Regulations, are provided as part of the notes to the financial statements of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

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

- Industry structure and developments
- Segment-wise overview of business performance
- Financial Overview
- Shareholder Value
- Outlook
- Human Resources
- Information Technology & Digital
- Risk Management
- Internal control systems and their adequacy & Internal Financial Controls (IFC)

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Your Company actively seeks to adopt global best practices for an effective functioning of the Board and believes in having a truly diverse Board whose wisdom and strength can be leveraged for creating greater stakeholder value, protection of their interests and better corporate governance. Marico's Board comprises eminent persons with proven competence and integrity, who bring in vast experience and expertise, strategic guidance and leadership qualities.

As on March 31, 2023, the Board comprised one Executive Director, seven Non-Executive Independent Directors (including three Women Independent Directors) and three Non-Executive Non-Independent Directors.

The Company has received requisite declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act read with Rule 5 of the Companies

(Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Independent Directors have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, all the Independent Directors satisfy the criteria of independence as defined under the Act, rules framed thereunder and the SEBI Listing Regulations, and that they are independent of the Management of the Company.

In the opinion of the Board, all Independent Directors (including those appointed during the year) possess requisite qualifications, experience, expertise, proficiency and hold high standards of integrity for the purpose of Rule 8(5)(iiiia) of the Companies (Accounts) Rules, 2014. In terms of the requirements under the SEBI Listing Regulations, the Board has identified list of key skills, expertise and core competencies of the Board, including the Independent Directors, details of which are provided as part of the Corporate Governance Report.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors (including those appointed during the year) have registered themselves with the Independent Directors Databank and also completed the online proficiency test conducted by the Indian Institute of Corporate Affairs, wherever required.

As a measure of enhanced corporate governance and increased Board effectiveness, the Board based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), appointed Mr. Nikhil Khattau, Independent Director, as the Lead Independent Director amongst the Independent Directors with effect from April 7, 2022. The Lead Independent Director *inter alia* presides over separate meeting(s) of the Independent Directors as Chairperson, acts as a representative of Independent Directors and carries out such other roles and responsibilities as may be assigned by the Board or group of Independent Directors from time to time.

The Board met six times during FY23 on April 7, 2022, May 5, 2022, August 6, 2022, November 4, 2022, February 3, 2023 and February 27, 2023. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. Appointment/Re-appointment of Directors

In terms of the Company's Policy on Nomination, Remuneration and Evaluation ("**NRE Policy**"), the Board at its meeting held on April 7, 2022, based on the recommendation of NRC and evaluation of the balance of skills, knowledge, experience and expertise on the Board and that of the respective Director, approved and recommended to the shareholders the following matters relating to appointment/re-appointment of Independent Directors, who are not liable to retire by rotation:

1. Re-appointment of Mr. Ananth Sankaranarayanan (DIN: 07527676) as an Independent Director for a second term of 5 (five) consecutive years with effect from June 26, 2022 to June 25, 2027, based on the positive outcome of his performance evaluation and contributions during his first term as Independent Director.
2. Appointment of Ms. Apurva Purohit (DIN: 00190097) as an Independent Director for a term of 5 (five) consecutive years with effect from April 7, 2022 to April 6, 2027.
3. Appointment of Ms. Nayantara Bali (DIN: 03570657) as an Independent Director for a term of 5 (five) consecutive years with effect from April 7, 2022 to April 6, 2027.
4. Recommendation of appointment of Mr. Rajeev Vasudeva (DIN: 02066480) as an Independent Director for a term of 5 (five) consecutive years with effect from November 1, 2021 to October 31, 2026, as previously approved by the Board.

Subsequently, the Members approved the aforesaid appointment/re-appointment vide special resolutions dated May 14, 2022 passed through postal ballot. The results of postal ballot were declared by the Company on May 17, 2022, details whereof have been provided as part of the Corporate Governance Report.

The Board at its meeting held on May 5, 2023, based on the recommendation of NRC, approved the below matters subject to approval of Members at the 35th Annual General Meeting (AGM):

1. Re-appointment of Mr. Saugata Gupta (DIN: 05251806) as the Managing Director & CEO ("**MD & CEO**") of the Company for a term of 2

(two) years with effect from April 1, 2024 to March 31, 2026, not liable to retire by rotation, and terms thereof including remuneration.

2. Appointment of Mr. Rajan Bharti Mittal (DIN: 00028016) as an Additional Director in the capacity of Independent Director for a term of 5 (five) consecutive years with effect from July 1, 2023 to June 30, 2028.

The Company has received requisite notices in writing, proposing the candidature of Mr. Saugata Gupta for re-appointment as MD & CEO and Mr. Rajan Bharti Mittal for appointment as Independent Director, under Section 160 of the Act. The Board recommends the aforesaid re-appointment/appointment to the Members for approval. Relevant details pertaining to the proposals, including terms of appointment and remuneration, are provided as part of the Notice convening the 35th AGM.

In accordance with provisions of Section 152 of the Act read with the rules made thereunder and the Articles of Association of the Company, Mr. Rishabh Mariwala (DIN:03072284), Non-Executive Director, retires by rotation at the 35th AGM and being eligible, has offered himself for re-appointment. Based on the recommendation of NRC, the Board has recommended for the approval of the Members, re-appointment of Mr. Rishabh Mariwala as a Non-Executive Director at the 35th AGM. A brief profile of Mr. Rishabh Mariwala and other requisite information are provided as part of the Notice of 35th AGM.

II. Key Managerial Personnel

Other than the proposal for re-appointment of Mr. Saugata Gupta as MD & CEO as aforesaid, there were no changes in the Key Managerial Personnel of your Company.

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 statements for the financial year ended March 31, 2023, 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, 2023 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.

of Chairperson including allocation of time and eliciting contributions from all Committee members, effectiveness of Committee's performance and quality of support/recommendation to the Board, etc.

Evaluation of Directors was based on criteria such as preparedness and participation in discussions, quality of inputs, managing Board relationships, understanding of corporate governance framework, financial reporting, industry and market conditions, exercising independent judgment, etc.

Evaluation of the Board was based on criteria such as information architecture, Board dynamics and composition, focus on substantive issues, capacity building and future readying the organisation, governance mechanisms, etc.

In addition to the questionnaires, detailed one-on-one in-sighting is carried out annually by the Chairperson of the NRC with individual Board members. Feedback is also taken from senior management personnel on relevant aspects of Board functioning and shared with the Chairperson of the NRC. A quantitative analysis and Board Effectiveness presentation with in-sighting feedback and trends is shared and presented by the Chairperson of the NRC to all Board Members. Thereafter, the following process is followed to assimilate and process the feedback:

- A meeting of the Independent Directors is held wherein performance of Non-Independent Directors including the MD & CEO, Chairman of the Board and of the Board as a whole is evaluated.
- The entire Board discusses the findings of the evaluation with the Independent Directors and also evaluates the performance of the Individual Directors including the MD & CEO, the Board as a whole and all Committees of the Board.
- As an outcome of the above process, individual feedback is shared with each Director subsequently during the year.

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 NRC. Performance evaluation is facilitated by the Chairman of the Board who is supported by the Chairperson of NRC. 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.

Evaluation of Committees of the Board was based on criteria such as adequacy of Committee composition, adherence to charter and laying down the full year agenda, role

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
Strategic risk management- Board oversight and building management capability for implementing risk management strategies and practices amidst a highly volatile macro environment.	Key risks and mitigation measures were monitored. Processes and systems were further strengthened with a view to de-risk the organisation and to sustain and improve the long-term performance.
As part of Board rejuvenation, focus on induction and assimilation of New Board Members.	Rejuvenation of the Board was executed during the year. Comprehensive induction was conducted by the Management team for new Board Members. A robust process for succession planning has been set up and regularly discussed at the Board and NRC.
Mentoring the Senior Management to create an agile organisation that can adapt to the highly VUCA (Volatile, Uncertain, Complex & Ambiguous) environment.	During the year, the Board continued to deeply engage with the Executive management team to successfully implement the strategies, including digital transformation, foods business and premiumisation.
<p>Focus Areas for the Committees:</p> <p>Audit Committee: further strengthening 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"> - 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 Senior Management Personnel. <p>Corporate Social Responsibility Committee: bringing focus on improving the effectiveness of CSR spends.</p>	As part of its terms of reference and focused discussions on agenda matters, the Committees continued to drive their respective priorities to augment governance and internal controls.

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

1. Continued focus on Board effectiveness and assimilation of new Board members. Evaluating and enhancing the role of Lead Independent Director, wherever required, in fostering a cohesive and high-performing Board. Your Company already has an elaborate familiarization programme for effective induction to ensure seamless integration of the new Board Members.
2. Continued emphasis at a Board level on strategic risk management and building management capability in this area. Strengthening processes and systems coupled with robust monitoring, to mitigate key risks including

volatility in international markets, exposure to currency fluctuations in certain geographies, path to sustainable and profitable growth in digital and foods business. The Board will continue to provide strategic inputs to win and grow amidst such VUCA environment.

3. Relentless pursuit of sustainability, which has always been at the core of Marico's business strategy. Deep focus on sustainable value creation and long-term win-win for all stakeholders, driving ESG leadership through cohesive and structured set of interventions under Marico ESG 2.0 framework, aligned with the relevant United Nations (UN) Sustainable Development Goals (SDGs). Maintaining best-in-class governance practices under the able guidance of the Board.
4. The Board will continue to mentor the MD & CEO and the senior management team for defining and

executing the transformation agenda which is aimed at building a future-ready Marico, more specifically the strategic transformational initiatives in areas of innovation and diversification of foods business and premium brands, cost management, digital maturity and talent management.

5. For the Board Committees, the following focus areas will continue for the coming year:
 - a. Audit Committee: Further strengthening the GRCC policies, processes and systems in the Company with special focus on automation and analytics, cyber security and standardisation of practices across all units within Marico;
 - b. Nomination and Remuneration Committee:
 - i. helping strengthen the culture within the organisation that is positive, enabling and inclusive with diverse talent across gender, ability and thought.
 - ii. further strengthening the top talent pipeline and succession planning for MD & CEO and the Senior Management Personnel.
 - c. Corporate Social Responsibility Committee: Bringing focus on effectively measuring impact created through CSR spends by Marico.

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) AND BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

At Marico, sustainability is regarded as a business enabler that influences key strategic decisions. Having ingrained sustainability into its culture, your Company has spurred towards a carbon neutral future. This transformation is driven by robust sustainability governance structure, ethical business conduct, ESG risk mitigation strategies, ambitious targets towards transitioning to low-carbon sources, lowering GHG emission intensity, achieving water stewardship, incorporating responsible sourcing principles, and mapping product sustainability footprint. Considering the Company's deep focus on Sustainability, ESG is considered a Board-level mandate from a governance standpoint, and discussed periodically as part of Board meetings.

During the year, your Company launched its Sustainability 2.0 Framework that highlights its commitment to drive sustainable value creation and stakeholder capitalism in

this decade of action. Covering over 50 KPIs across the environmental, social, and governance pillars - the initiative defines Marico's long-term sustainability goals that it aims to achieve by 2030. The launch of Marico's Sustainability 2.0 initiative reaffirms its commitment to becoming a future-ready organization that creates value for all stakeholders, from its employees and business partners to the communities in which it operates. The initiative aims to reduce its environmental impact, balance profitability with sustainability, and implement a more transparent, efficient, and effective corporate governance framework. A detailed write-up on Marico's stakeholder engagement process, covering *inter alia* the constituents of stakeholder ecosystem, engagement objectives and mode of engagement, has been provided as part of the Chapter titled "Stakeholder Engagement" of this Integrated Annual Report.

As part of the deployment, Marico has outlined an extensive 8-point commitment to effect change around key focus areas ranging from Net Zero emissions in domestic operations by 2030, Responsible Sourcing, Inclusivity and Diversity, Human Rights and Ethics, etc.

Your Company realizes the power of being transparent and accountable as an organization, which in turn, helps in maintaining the trust that stakeholders' have placed in us. Marico considers disclosure practice as a strong tool to share strategic developments, business performance and the overall value generated for various stakeholder groups over a period of time. Marico has published its fifth Integrated Annual Report underlining the new set of targets and business goals that pave the way for short, medium and long-term value creation of the Company. Keeping up with changes in regulatory requirements and evolving disclosure patterns, your Company is presenting its first Business Responsibility and Sustainability Report ("**BRSR**"), which forms part of this Integrated Annual Report. The BRSR covers the Company's performance against the nine principles of the 'National Guidelines on Responsible Business Conduct' and is in adherence to the SEBI Listing Regulations.

The financial sections of BRSR 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 sector relevant international sustainability disclosure guidelines.

AUDIT COMMITTEE & AUDITORS

AUDIT COMMITTEE

Your Company has constituted an Audit Committee which performs the roles and functions as mandated under the Act, the SEBI Listing Regulations and such other matters as prescribed by the Board from time to time. The detailed terms of reference of the Audit Committee, attendance at its meetings and other details have been provided in the Corporate Governance Report. As on the date of this Report, the Audit Committee consists of four Independent Directors, Mr. Nikhil Khattau, Ms. Hema Ravichandar, Mr. Milind Barve and Ms. Apurva Purohit. Mr. Nikhil Khattau is the Chairman of the Audit Committee.

During the year under review, the Board has accepted the recommendations of the Audit Committee on various matters. There have been no instances where such recommendations have not been accepted.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act, the Members at the 34th AGM held on August 5, 2022 approved the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm registration No. 101248W/W-100022), as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, from the conclusion of 34th AGM upto the conclusion of 39th AGM to be held in the year 2027. Accordingly, the Statutory Auditors will hold office until the conclusion of 39th AGM of the Company.

The aforesaid re-appointment was recommended by the Audit Committee/Board to the shareholders based on the positive outcome of review of performance of M/s. B S R & Co. LLP during their first term as auditors and considering various factors such as their independence, industry experience, skills and expertise and quality of audit. The Audit Committee periodically reviews the independence of Auditors through quarterly affirmations, review of non-audit services, internal checks and balances to mitigate conflict of interest, etc.

The Auditor's Report on the financial statements of the Company for the financial year ended March 31, 2023 forms part of the Annual Report. The said report was issued by the Statutory Auditors with an unmodified opinion and does not contain any qualifications, reservations or adverse remarks. During the year under review, the Auditors have not reported any fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

COST AUDITORS

In terms of 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. Your Company has made and maintained the cost accounts and records, as required. Accordingly, the Board at its meeting held on May 5, 2023, based on the recommendation of the Audit Committee, appointed M/s. Ashwin Solanki & Associates, Cost Accountants (Firm registration no.: 100392), as the Cost Auditors of the Company to conduct audit of the cost records for the financial year ending March 31, 2024. A remuneration of ₹ 10,00,000/- (Rupees Ten Lakhs 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 35th AGM. Accordingly, the matter relating to ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 forms part of the Notice of the 35th AGM. The Company has received requisite consent and certificate of eligibility from M/s. Ashwin Solanki & Associates.

During the year under review, the Cost Auditor has not reported any fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

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 May 5, 2023, based on the recommendation of the Audit Committee, approved the appointment of Dr. K. R. Chandratre, Practising Company Secretary (Certificate of Practice No. 5144) as the Secretarial Auditor of the Company to conduct audit of the secretarial records for the financial year ending March 31, 2024. The Company has received consent from Dr. K. R. Chandratre to act as such.

The Secretarial Audit Report in form MR-3 for FY23 is enclosed as "**Annexure A**" to this report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks. During the year under review, the Secretarial Auditor has not reported any fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

RISK MANAGEMENT

For your Company, Risk Management is an integral and important aspect of Corporate Governance. Your Company believes that a robust Risk Management Framework ensures adequate controls and monitoring mechanisms for 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:

- A well-defined risk management policy;
- 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, the Risk Management Committee, Audit Committee 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 implementing adequate internal controls to ensure that the limits are adhered to.

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 in place a Risk Management Committee ("RMC") chaired by an Independent Director, which assists the Board in monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems and such other functions as mandated under the SEBI Listing Regulations and as the Board may deem fit from time to time. The composition, detailed terms of reference of the RMC and attendance at its meetings are provided as part of the Corporate Governance Report.

In terms of the applicable provisions of the SEBI Listing Regulations, your Board has adopted a Risk Management Policy, which is available on the Company's website at https://marico.com/investorspdf/Risk_Management_Policy.pdf.

Further details of the risk management framework of the Company are provided as part of the Integrated Annual Report.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Internal Financial Controls are an integral 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 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 an ethical and compliant manner. Compliance to these policies is 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 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

Vide amendments to the SEBI Listing Regulations effective April 1, 2022, substantial changes were introduced in the related party transaction framework, *inter alia*, by enhancing the purview of definition of related party, and overall coverage of transactions with related parties.

In line with the requirements of the Act, read with the amended SEBI Listing Regulations, the Company revised its Policy on Related Party Transactions and the same is available on its website at https://marico.com/investorspdf/Policy_on_Related_Party_Transactions.pdf. The Policy captures framework for Related Party Transactions and intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions with related parties.

All transactions with related parties and subsequent material modifications are placed before the Audit Committee for its review and 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 Audit Committee. In case of transactions which are unforeseen, 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 (including long-term or recurring RPTs), on a quarterly basis.

All transactions with related parties entered into during FY23 were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and 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 was required to be taken in terms of Section 188(1) of the Act and accordingly, no disclosure is required in respect of the related party transactions in Form AOC-2 under Section 134(3)(h) of the Act and rules framed thereunder. Further, there were no material related

party transactions in terms of the SEBI Listing Regulations requiring approval of the Members during the year under review. Attention of the Members is drawn to note no. 30 of the standalone financial statements setting out the disclosures on related party transactions for FY23.

Pursuant to Regulation 23(9) of the SEBI Listing Regulations, your Company has filed the reports on related party transactions with the Stock Exchanges within statutory timelines.

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

Your Company has in place NRC of the Board, which performs the functions as mandated under the Act, the SEBI Listing Regulations and such other functions as prescribed by the Board from time to time. The composition of NRC, attendance at its meetings and other details have been provided as part of the Corporate Governance Report.

In terms of the applicable provisions of the Act read with the rules framed thereunder and the SEBI Listing Regulations, your Board has amended its Policy for appointment, removal and remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP") and also on Board Diversity, Succession Planning and Evaluation of Directors ("NRE Policy") at its meeting held on May 5, 2023 to incorporate the recent amendments under the SEBI Listing Regulations. The remuneration paid to Directors, KMP and SMP of the Company are as per the terms laid down in the NRE Policy. The MD & 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 NRE Policy is made available on the Company's website at https://marico.com/investorspdf/Policy_on_Nomination,_Remuneration_and_Evaluation.pdf.

MARICO EMPLOYEE BENEFIT PLAN

Marico Employee Stock Option Plan, 2016

At the 28th AGM held on August 5, 2016, the Members approved institution of the Marico Employee Stock Option Plan, 2016 ("**Marico ESOP 2016 Plan**" or "**Plan**") as a long-term incentive plan for grant of employee stock options

("Options") to eligible employees of the Company including the MD & CEO and that of its subsidiaries, whether in India or outside India ("**Eligible Employee**"). Stock options have long been proven to be an effective tool for organizations to incentivize employees to accelerate profitable growth and wealth creation while also working as a performance reward and retention tool. Marico ESOP 2016 Plan aims to align individual goals and performance of employees to annual and long-term business objectives of the Company, reward employees for creating long-term value for shareholders by achieving the business objectives and accelerating Company performance, and attract and retain high potential and critical employees in a competitive talent environment.

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

During the year under review, based on the recommendation of NRC and the Board, the shareholders approved the following matters relating to Marico ESOP 2016 Plan vide special resolutions dated May 14, 2022 passed through postal ballot:

- Increase in limit of Options that can be granted from time to time under the Plan from the existing limits of an aggregate maximum of 0.6% of the issued equity share capital of the Company as on August 5, 2016 ("**Commencement Date**") (excluding outstanding warrants and conversions), being 77,41,027 Options, to revised limits of upto an aggregate of 2,09,41,027 Options (as may be adjusted for any changes in capital structure of the Company), constituting an additional 1,32,00,000 Options.
- Further, the limit for grant of Options to any single Eligible Employee in any one single scheme notified under the Plan, as previously approved at the 28th AGM held on August 5, 2016, remains unchanged at 0.15% of the issued capital as on the Commencement Date, being 19,35,257 Options.
- The Marico ESOP 2016 Plan was amended to modify the relevant clauses to give effect to the aforesaid increase in limits and certain other changes intended to bring the language thereof in uniformity with the re-enacted SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**") and adopt references to latest regulatory enactments.

The Board affirms that the amendments to the Marico ESOP 2016 Plan as aforesaid are in compliance with the

SBEB Regulations and the changes effected thereto are not prejudicial to the interests of the employees.

As on March 31, 2023, an aggregate of 64,37,040 Options were outstanding which constitute about 0.50% of the paid-up equity share capital of the Company as on that date.

Marico Employees Stock Appreciation Rights Plan, 2011

The Company adopted Marico Stock Appreciation Rights Plan, 2011 ("**STAR Plan**") in the year 2011, for the welfare of its employees and those of its subsidiaries ("**Eligible Employees**"). 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 fulfilment of certain conditions and applicability of Income Tax. The STAR Plan involves secondary market acquisition of the equity shares 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 and provisions of applicable law.

As on March 31, 2023, an aggregate of 13,16,749 STARs were outstanding which constitute about 0.10% 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 in terms of Regulation 14 of the SBEB Regulations is made available on the Company's website at <https://marico.com/india/investors/documentation/annual-reports>. Further, the Company has complied with the applicable accounting standards in this regard. During the year under review, the Company has not given loan to any of its employees for purchase of shares of the Company.

It is hereby affirmed that the Marico ESOP 2016 Plan and STAR Plan instituted by the Company are in compliance with the SBEB Regulations, as amended from time to time, and the resolutions passed by the Members approving the same.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The ratio of remuneration of each Director to the median employees' 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) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is available on the Company's website at <https://marico.com/india/investors/documentation/annual-reports>. In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members, excluding the aforesaid information. Any Member desirous of obtaining a copy of the said information may access the aforesaid weblink or write to the Company Secretary at investor@marico.com.

CORPORATE GOVERNANCE

Your Company believes that effective leadership, robust policies, processes and systems and a rich legacy of values form the hallmark of our best corporate governance framework. The Board, in conjunction with the management, sets values of your Company and drives the Company's business with these principles. These ethics and values are reflected in Marico's culture, business practices, disclosure policies and relationship with its stakeholders. These ethics and values are practiced by Marico and its subsidiaries globally, which is at par with best international standards and good corporate conduct.

Pursuant to Regulation 34 of the SEBI Listing Regulations, a separate report on Corporate Governance is annexed to this report as "**Annexure C**". Further, a certificate from Dr. K. R. Chandratre, Practicing Company Secretary, on compliance with corporate governance norms under the SEBI Listing Regulations forms part of the Corporate Governance Report.

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 behavior, 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. It is also made a part of agreements executed by your Company with its vendors. Your Company discourages bribery and corruption in any form and has adopted an Anti-Bribery and Anti-Corruption Policy, which is available on the website at <https://marico.com/aboutus/coc/pdf/Anti-Bribery-Anti-Corruption-Policy.pdf>. The objective of CoC is to ensure that your Company conducts its business in the most principled and ethical manner, the highest level of governance and a discrimination and harassment-free workplace for all its employees.

In compliance with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and 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. Details of complaint on sexual harassment are as under:

Particulars	Number of Complaint(s)
Complaint(s) filed during FY23	Nil
Complaint(s) disposed-off during FY23	Nil
Complaint(s) pending as at end of FY23	Nil

The Company conducts Global PoSH survey where members can anonymously confirm if they have experienced/witnessed instances of sexual harassment while working with Marico in the past one year. Further, the survey results are shared by members of Executive Committee in their respective constituency to strengthen the awareness and sensitize the employees on the requirements under law.

All cases involving violation/potential violation of code are referred to the CoC Committee. 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 (including through anonymous reporting). To encourage such members to report any concerns, the Company has engaged an independent agency for managing the whistleblowing system.

Any violation may also be reported anonymously. To this end, your Company has provided the below options for reporting:

1. **Globally accessible** toll-free telephone numbers in multiple countries and web-helpline available in multiple languages which are available 24*7, wherein grievances/concerns can be reported to the Company anonymously.
2. **CoC Website**- marico.ethicspoint.com (with an option to report anonymously).
3. **CoC Mobile Helpline**- maricomobile.ethicspoint.com (with an option to report anonymously).

For administration and governance of the Code, a committee called Code of Conduct Committee ("**CoC Committee**") is constituted. All cases reported under the whistleblower policy are reported to the CoC Committee and are subject to review by the Audit Committee and NRC. In addition to the independent Ethics helpline system, your Company has also provided in its CoC, direct access to the members of the CoC Committee, Internal Committee, respective Business HR/CXO and a complaint drop box facility to report concerns or violations of the CoC (with an option to file a complaint anonymously).

All new employees go through a detailed personal orientation on CoC and anti-sexual harassment policy, along with an e-learning module which can be completed and referred to throughout the year. Your Company seeks affirmation on compliance of CoC on a quarterly basis from the Directors and the employees at senior level. Additionally, separate trainings (classroom/online) on Anti-Sexual Harassment Policy and Marico Insider Trading Rules, 2015 are conducted to educate the employees on the said policy/rules. The education and sensitization are further strengthened through periodic email communications and focused group discussions with employees to ensure the CoC is followed in spirit and failures are minimized. In addition to above, the Company ensures notifying the members in Townhall about the cases CoC committee dealt with in the previous year in the form of case studies by concealing the identity of the members involved. 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. Further details on vigil mechanism are available on the website of the Company at <https://marico.com/india/about-us/code-of-conduct>.

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

The Company affirms that no personnel 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

Marico's stated purpose is to "Make a Difference" and your Company's CSR philosophy is anchored on this core purpose of making a difference to the lives of all its stakeholders to help them achieve their full potential. Your Company believes that economic value and social value are inter-linked, and it has a commitment towards the inter-dependent ecosystem consisting of various stakeholders.

In terms of the Act and rules framed thereunder, the Company has adopted a CSR Policy, which is available on the website at <https://marico.com/investorspdf/Corporate-Social-Responsibility-Policy.pdf>.

The Company has in place a CSR Committee, which functions in accordance with the applicable provisions of the Act and such other matters as prescribed by the Board from time to time. The detailed terms of reference of the CSR Committee, attendance at its meetings and other details have been provided in the Corporate Governance Report. As on the date of this Report, the CSR Committee consists of five Directors, Mr. Ananth Sankaranarayanan, Mr. Harsh Mariwala, Mr. Saugata Gupta, Mr. Milind Barve and Ms. Nayantara Bali. Mr. Ananth Sankaranarayanan is the Chairman of the CSR Committee.

During FY23, your Company spent ₹ 22.69 Crores towards its CSR activities. A brief outline of the CSR Philosophy, salient features of the CSR Policy of the Company, the CSR initiatives undertaken during the financial year 2022-23 together with progress thereon and the report on CSR activities in the

prescribed format including details on impact assessment, as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in "**Annexure E**" to this Report.

Further, the Chief Financial Officer of the Company has certified that CSR spends of the Company for FY23 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 the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

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 FY23 or the previous financial year. Your Company did not accept any deposits during FY23.

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.

ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the draft annual return for FY23 prepared in accordance with Section 92(3) of the Act is made available on the website of the Company at <https://marico.com/india/investors/documentation/annual-reports>.

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.

OTHER DISCLOSURES

- a. There are no proceedings made or pending under the Insolvency and Bankruptcy Code, 2016 and there are no instances of one-time settlement with any Bank or Financial Institution, during the year under review.
- b. Your Company has not issued shares with differential voting rights and sweat equity shares during the year under review.
- c. Details of unclaimed dividends and equity shares transferred to the Investor Education and Protection Fund authority have been provided as part of the Corporate Governance report.

ACKNOWLEDGEMENT

Your Board takes this opportunity to thank the employees for their dedicated service and firm commitment to the goals and vision of the Company. Your Board also wishes to place on record its sincere appreciation for the wholehearted support received from the shareholders, distributors, third party manufacturers, bankers and all other business associates and from the neighborhood communities of various Marico locations. We look forward to continued support of all these partners in the future.

On behalf of the Board of Directors

**Place: Mumbai
Date: May 5, 2023**

**Harsh Mariwala
Chairman
DIN: 00210342**

Annexure 'A' to the Board's Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2023

[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 2023 ('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, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 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: —

- (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 and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (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, 2021; (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:
 - (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 with respect to Meetings of the Board of Directors (SS-1) and General Meetings (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.

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.

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 no specific events/actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Dr. K. R. Chandratre
FCS No.: 1370, C. P. No.: 5144
UDIN: F001370E000262257 **Place: Pune**
Peer Review Certificate No. : 1206/2021 **Date: 5 May 2023**

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.

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: F001370E000262257 **Place: Pune**
Peer Review Certificate No. : 1206/2021 **Date: 5 May 2023**

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 and details of percentage increase in the remuneration of each Director for the financial year 2022-23 are as follows:

Name of Director	Designation	Remuneration for FY 2022-23* (₹)	Remuneration for FY 2021-22* (₹)	Ratio of remuneration to MRE**	% Increase/ (Decrease) in remuneration
Mr. Harsh Mariwala ¹	Chairman & Non-Executive Director	2,80,44,000	4,00,25,000	22.02	-29.93%
Mr. Saugata Gupta ²	Managing Director & CEO	25,10,75,800	36,10,03,928	197.17	-30.45%
Mr. Ananth S	Independent Director	46,00,000	41,50,000	3.61	10.84%
Ms. Apurva Purohit ³	Independent Director	43,91,667	NA	3.45	NA
Ms. Hema Ravichandar	Independent Director	53,00,000	50,00,000	4.16	6.00%
Ms. Nayantara Bali ⁴	Independent Director	41,41,667	NA	3.25	NA
Mr. Nikhil Khattau ⁵	Lead Independent Director	78,30,000	54,31,644	6.15	44.16%
Mr. Milind Barve ⁶	Independent Director	46,50,000	27,79,338	3.65	NA
Mr. Rajeev Vasudeva ⁷	Independent Director	43,00,000	16,08,333	3.38	NA
Mr. Rajendra Mariwala	Non-Executive Director	42,30,000	43,80,000	3.32	-3.42%
Mr. Rishabh Mariwala	Non-Executive Director	41,00,000	40,00,000	3.22	2.50%

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

** MRE - Median Remuneration of Employees

¹ With effect from November 1, 2022, the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC), revised the commission payable to Mr. Harsh Mariwala from ₹ 2.35 Crores per annum to ₹ 1.15 Crores per annum. The remuneration of Mr. Harsh Mariwala for the financial year 2022-23 is based on the aforesaid scale and also includes certain amounts pertaining to the immediately preceding financial year paid in FY 2022-23.

² The remuneration of Mr. Saugata Gupta includes fixed pay, variable pay, retiral benefits, performance incentives/rewards as per the Company's policies and as determined by the NRC and the Board, and perquisite value of stock options exercised during the respective financial years. The remuneration for financial year 2021-22 includes perquisite value of stock options exercised of ₹ 22,47,42,836 (FY 2022-23: Nil).

³ Ms. Apurva Purohit was appointed as Independent Director w.e.f. April 7, 2022. Her remuneration pertains to the period from the date of appointment till March 31, 2023 and accordingly is not comparable with the previous financial year.

⁴ Ms. Nayantara Bali was appointed as Independent Director w.e.f. April 7, 2022. Her remuneration pertains to the period from the date of appointment till March 31, 2023 and accordingly is not comparable with the previous financial year.

⁵ Mr. Nikhil Khattau was appointed as the Lead Independent Director w.e.f. April 7, 2022 and his remuneration additionally includes commission payable towards such role.

⁶ Mr. Milind Barve was appointed as Independent Director w.e.f. August 2, 2021. Accordingly, his remuneration for the financial year 2022-23 is not comparable with the previous financial year.

⁷ Mr. Rajeev Vasudeva was appointed as Independent Director w.e.f. November 1, 2021. Accordingly, his remuneration for the financial year 2022-23 is not comparable with the previous financial year.

B) Details of percentage increase in the remuneration of Chief Financial Officer and Company Secretary in the financial year 2022-23 are as follows:

Name of KMP	Designation	Remuneration for FY 2022-23 (₹)	Remuneration for FY 2021-22 (₹)	% Increase/ (Decrease) in Remuneration
Mr. Pawan Agrawal ⁸	Chief Financial Officer	2,72,39,476	2,74,99,255	-0.94%
Mr. Vinay M A ⁹	Company Secretary & Compliance Officer	59,10,652	26,60,071	NA

⁸ Remuneration of Mr. Pawan Agrawal for the financial year 2021-22 includes perquisite value of stock options exercised during that financial year. There were no such perquisites towards exercise of stock options during the financial year 2022-23.

⁹ Mr. Vinay M A was appointed as the Company Secretary & Compliance Officer with effect from October 28, 2021. Accordingly, his remuneration for the financial year 2022-23 is not comparable with the previous financial year.

C) Percentage increase in the Median Remuneration of all employees in the financial year 2022-23 is as follows:

	FY 2022-23	FY 2021-22	Increase (%)
	Median	Median	
Median [§] remuneration of all employees per annum	12,73,388	11,56,149	10.14%

[§] For calculation of median remuneration, the employee count taken is 1,307 and 1,249 for the financial year 2022-23 and 2021-22 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 the Company as of March 31, 2023:

1,806 (inclusive of workmen)

E) Comparison of average percentage increase in remuneration of all employees other than KMP and the percentage increase in the remuneration of KMP:

	FY 2022-23	FY 2021-22	Increase/ (Decrease) %
Average percentage increase in the Remuneration of all Employees other than KMP [®]	3,78,24,51,963	3,45,33,61,970	9.53%
Average Percentage increase in the Remuneration of KMP[®]			
Mr. Saugata Gupta, Managing Director & CEO ²	25,10,75,800	36,10,03,928	-30.45%
Mr. Pawan Agrawal, Chief Financial Officer ⁸	2,72,39,476	2,74,99,255	-0.94%
Mr. Vinay M A, Company Secretary & Compliance Officer ⁹	59,10,652	26,60,071	NA

[®] Employees, other than KMPs, who have served for the whole or part of the respective financial years have been considered. Remuneration includes performance incentives and perquisite value of stock options exercised during the respective financial years.

[§] For further details on change in remuneration of KMPs, please refer the explanations provided in respective note nos. 2, 8 and 9 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**

**Place : Mumbai
Date : May 5, 2023**

Annexure 'C' to the Board's Report 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 ("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. Governance of Subsidiaries
- XII. Commodity Price Risk/Foreign Exchange Risk and Hedging Activities
- XIII. Means of Communication
- XIV. 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 objectives. It provides the framework for 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 early days, the framework is broad-based to enable the Company to cater to the dynamic needs of the society.

Your Company believes that Corporate Governance is also about what the Board does and how it establishes 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 also means to achieve the objective of operating as a global citizen. It extends beyond 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.

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. Our culture, business practices, disclosure policies and relationship with our stakeholders demonstrates these values. 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 adherence to the prescribed corporate governance requirements under law. In addition, it also believes that corporate governance is more than merely meeting the applicable legal requirements. 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 and certain global guidelines. The numerous awards and recognitions received by your Company in the area of corporate governance are a testimony 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. In its endeavour to achieve the highest standards of governance, it continues to refine its ongoing practices.

Your Company has been recognised under the 'LEADERSHIP' category of the S&P BSE Listed Companies for a third consecutive year on the "IFC-BSE-IIAS Indian Corporate Governance Scorecard", a study conducted by the Institutional Investor Advisory Services India Limited. It is also the only Company from the FMCG industry to have featured in the Leadership category of the IIAS Corporate Governance Scorecard for the year 2022. Further, your Company was recognised as one of the top shortlisted companies for Excellence in Corporate Governance in Listed Segment: Medium Category at the 22nd ICSI National Awards for Excellence in Corporate Governance, 2022.

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 risks in a continuous and vibrant manner.

Risks are multi-dimensional and therefore its assessment is looked at holistically 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 taking into account the following types of risks:

- Strategic Risks
- Financial Risks
- Operational Risks, including Commodity Risks and Cyber and Data Security risks
- Compliance and Governance Risks
- ESG Risks

This analysis is followed by the relevant functions in your Company by classifying and prioritizing the risks, basis their potential impact and then tracking and reporting status on the mitigation plans for periodic management reviews. This ensures that each significant strategic and business risk is identified, assessed and mitigated for long term sustainable growth of business and embedded in the ways of working within relevant functions. Further details of the risk management framework of your Company are provided as a part of the Integrated Annual Report.

The Risk Management Committee of your Company 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, in coordination with the Risk Management Committee, reviews the risk management systems in the Company. Your Company has implemented a well-defined risk management policy, which is available on the website at <https://marico.com/investorspdf/RiskManagementPolicy.pdf>.

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 periodically tested and reviewed by an Independent Internal Auditor. Deloitte Touche Tohmatsu India, LLP were appointed as the Internal Auditors of the Company, for the year under review. The Company also has a management audit team which carries out internal control reviews and follow-up audits. The Audit Committee has the authority and responsibility to select, evaluate and where appropriate, replace the Independent Internal Auditor in accordance with 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-on-one discussions with the Internal Auditor to review the scope and findings of the audit and to ensure adequacy and independence of the internal audit in the company. The Audit Committee reviews the internal audit plan for each 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 of 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.

The Internal Auditor and management audit team, as part of their audit process, carry out a systems and process audit to ensure that the ERP and other IT systems used for transaction processing have adequate internal controls embedded to ensure preventive and detective controls. The audit process includes validation of transactions on sample basis to check if the operations of the Company are conducted in compliance with internal policies and ethical standards defined by the Company. Further, Internal audits and management reviews are undertaken on a continuous basis, covering various areas across the value chain like procurement, manufacturing, information technology, supply chain, sales, marketing, compliance and finance with the intent to cover all material business processes and locations under internal audit at least once in every 3-4 years. Reports of the Internal Auditor are regularly reviewed by the management and corrective actions are initiated to strengthen the controls and enhance the effectiveness of the existing systems. These audit reports and summary of actions taken are presented to the Audit Committee periodically. In addition, internal audit team on a quarterly basis identifies adjacencies (action plan identified basis observation of audits conducted in previous quarter) to take pro-active actions across the group entities.

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. After completion of one-on-one discussions, the Audit Committee holds a feedback session with the Managing Director & CEO and CFO, in the presence of Auditors and Chairman of the Board. This ensures that feedback from Auditors, wherever required, is taken into account and also ensures independence and oversight over the financial reporting process of the Company and the group. This

framework ensures a unified and comprehensive perspective of the Governance, Risk and Control landscape.

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 timely and relevant disclosures about the Company's policies and actions to all those to whom it has responsibilities, with transparency and openness. Greater transparency not only fosters accountability, but also generates an atmosphere which enables 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 extensive 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 practised across at 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 Managing Director & Chief Executive Officer ("MD & CEO") share the strategic plans and direction the organization is moving towards and insights on the Company's mission and vision. These sessions are broadcasted 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.

OC events also host a 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 across the Marico group. These sessions are designed to update Marico employee members on the various accomplishments achieved by the

organization so far and the way forward. 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.

Your Company also shares quarterly 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 also 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 and an email update is also sent to the Shareholders who have registered their email addresses with the Depositories. Once quarterly results are announced, the Company organizes post-earning calls with the analysts and investor community to share an update on the results and performance, and also respond to any queries. The transcripts of these calls are hosted on the Company's website. Marico is a regular participant and organizer of analyst and investor conference calls, one-on-one meetings and investor conferences. A detailed investor presentation is additionally uploaded on the Company's website, with the latest information providing a consolidated glimpse of the history, current and future potential of the business. Through these meetings, presentations and information updates, the Company shares its broad strategy and business outlook with the investor community. As a matter of policy, no unpublished price sensitive information pertaining to the Company is shared at such meetings with analysts/investors. 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 user-friendly digital platform for sharing information with the Directors and maintains a seamless and secure flow of information between the Management and the Board.

Constructive separation of Ownership and Management and Board independence

Marico's philosophy is to have a constructive separation of the Management of the Company from its Owners, which 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. The Company has appointed a professional MD & CEO since April 1, 2014. As on March 31, 2023, the Board consists of 11 (eleven) Directors, with 7 (seven) Independent Directors (~64%), 3 (three) Non-Executive Non-Independent Directors (including Chairman) and 1 (one) Managing Director & Chief Executive Officer. This ensures Board independence and exercise of independent judgement in Board deliberations. Further, your Board also consists of 3 Women Independent Directors (~27%) which is one of the indicators of high diversity at the Board level. The Company's shareholders ultimately approve appointment of 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.

During the year under review, the Independent Directors met one-on-one without the presence of Non-Independent Directors on March 24, 2023. In addition to this, the Independent Directors held separate discussions during the quarterly meetings. Also, interactions outside the Board Meetings took place between the Chairman and Independent Directors.

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. Its 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, MD & CEO, 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 play a pivotal role in ensuring good governance while also periodically monitoring the affairs of the Company. The Board has also constituted certain committees 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 every quarter to consider *inter alia*, the business performance, financial results, board effectiveness, monitor statutory compliances and other matters of importance. The Audit Committee additionally meets once every quarter, to have detailed deliberations *inter alia*, on matters relating to Governance, Risk Management, Statutory Compliances, Internal Controls, Internal Audit, Related Party Transactions, 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 on a quarterly basis.

The Corporate Social Responsibility ("CSR") Committee typically meets 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 and impact thereof on the beneficiaries. The CSR Committee is also responsible for guiding and mentoring the CSR Team, which consists of various Marico employees who look into the day-to-day operations and ground level execution of the approved CSR activities. Further, the Risk Management Committee meets at least twice in a year to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems, assessment of risks associated with the Company and mitigation measures for the same.

Discipline

Marico's Senior Management is always mindful of the necessity for sound 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 with a focus on ensuring that robust practices are followed at all levels across the organisation.

Sustainable profitable growth can be ensured if an enterprise is disciplined about its areas of focus. Your Company has articulated a medium-term game plan to become an admired emerging market multinational in beauty and wellness categories 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 periodically reviews its investment policy to align Company's practices 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 refrained from entering into risky derivative transactions, considering the security and stability of the financial health of the organisation.

The Dividend Distribution Policy adopted by the Company warrants 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 maintained a strong dividend pay-out ratio for 8 consecutive years and will continue to act in accordance with the said policy in the coming future. The Dividend Distribution Policy is available on the Company's website at https://marico.com/investorspdf/Dividend_Distribution_Policy.pdf.

Responsibility & Accountability

An organisation's responsibility extends beyond its own operations to the broader eco-system in which it operates. 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 employees.

The Company has integrated its internal regulations relating to these mechanisms, into a Code of Conduct. The Code of Conduct serves as a guide and reference module for ensuring ethical conduct of business practices and compliance of laws 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, the NRC reviews the Code of Conduct 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 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, for whom we exist. Towards this, the Company has also launched a mandatory 'Code Of Conduct E-Learning and Certification Module', which helps the members understand the desired behaviours and actions within the organisation. The Code of Conduct is available on the website of the Company at <https://marico.com/india/about-us/code-of-conduct>.

The Company seeks a quarterly affirmation from all the Directors and senior employees of the Company on a voluntary basis, confirming adherence to the Company's Code of Conduct. The CEO declaration in accordance with Para D of Schedule V to the SEBI Listing Regulations, certifying compliance to the above, is annexed to this report as **Annexure C1**.

A certificate as per Regulation 33 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), jointly signed by the Managing Director & CEO and the Chief Financial Officer of the Company certifying the financial statements for the financial year ended March 31, 2023, is annexed to this report as **Annexure C2**.

The efforts made by the Company over the years on sustainability and stakeholder value creation are detailed in the Integrated Annual Report (including Business Responsibility and Sustainability Reporting) which forms part of this Annual Report.

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 *pari passu* rights and can convene general meetings in accordance with the provisions of the Companies Act, 2013 ("**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 meetings for all matters proposed for the approval of the Shareholders. Notices of the general meetings or postal ballot are comprehensive, and the presentations made at general 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 hosts awareness sessions where employees are sensitized on the topics ranging from inclusion, self-care, health, challenges faced by certain sections of employees and means to address them and other issues 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 neither practices nor condone 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:

- ❖ 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 through a secured online application.
- ❖ Proceedings of Board are segregated, and matters are delegated to Committees as under:
 - Audit Committee is responsible for, *inter alia*, 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, *inter alia*, appointment and 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 of the Marico Employee Stock Option Plan, 2016 and the Marico Employee Stock Appreciation Rights Plan 2011, as amended from time to time. 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 its Committees. It also evaluates the working and effectiveness of the Board and manages the succession planning for Board members and Senior Management Personnel.
 - Stakeholders' Relationship Committee specifically looks into various aspects of interest of the stakeholders.
 - CSR Committee recommends, reviews and monitors the impact and progress 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.
 - Administrative Committee approves the routine transactional/operational matters.
 - Investment and Borrowing Committee supervises management and deployment of funds.

- Securities Issue Committee approves the issue and allotment of securities and allied matters.
- Share Transfer Committee approves the formalities concerning transfer/transmission of shares and other share-related procedures.
- Sustainability Committee steers the sustainability initiatives of the Company and ensures sufficient assistance to the Business Responsibility & Sustainability Head from time to time.

❖ Each Non-Executive Director brings value through his or her specialisation and respective functional expertise.

❖ Directorships held by Directors in other companies are within the permitted ceiling limits under the Act and SEBI Listing Regulations. Further, the memberships and chairpersonships held by Directors are also within the permitted ceiling limits. The Company also emphasises Independent Directors to manage their time commitments and engagements in other listed companies.

❖ An online compliance management system has been instituted within the organization to monitor compliances and provide updates to the senior management and Board on a periodic basis. The Board periodically monitors status of compliances with applicable laws. 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 NRC and the Stakeholders' Relationship Committee attend the Annual General Meeting (AGM) 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 NRC, Secretary to the CSR 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 their meetings.

II. BOARD OF DIRECTORS

Your Company actively seeks to adopt best global practices and has a diverse Board whose wisdom and strength can be leveraged for increasing stakeholder value, 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 (~64%). Your Board comprises qualified members who collectively bring in the skills, expertise and competencies stated below that allow them to make effective contribution to the Board and its Committees as required in context of its business and to ensure highest standards of corporate governance.

As a measure of enhanced corporate governance and increased Board effectiveness, the Board based on the recommendation of the NRC, appointed Mr. Nikhil Khattau, Independent Director, as the Lead Independent Director amongst the Independent Directors, with effect from April 7, 2022. The Lead Independent Director presides over the separate meeting(s) of Independent Directors as Chairperson, act as a representative of Independent Directors and carries out such other roles and responsibilities as may be assigned by the Board or Independent Directors from time to time.

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 necessarily indicate that the member does not possess that competency or skill.

Core Areas of Expertise/ Skills/ Competencies	Mr. Harsh Mariwala	Mr. Saugata Gupta	Mr. Ananth S*	Ms. Apurva Purohit*	Ms. Hema Ravichandar	Mr. Milind Barve	Ms. Nayantara Bali*	Mr. Nikhil Khattau	Mr. Rajeev Vasudeva	Mr. Rajendra Mariwala	Mr. Rishabh Mariwala
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		√	√	√		√		√	√		

* Mr. Ananth S was re-appointed as an Independent Director for a second term of 5 consecutive years with effect from June 26, 2022.

Ms. Apurva Purohit and Ms. Nayantara Bali were appointed as Independent Directors for a term of 5 consecutive years with effect from April 7, 2022.

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:

- 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.
- The interaction with the Board is 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, and also help build empathy and deeper understanding.

- 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.
- The Chief Financial Officer and the Chief Human Resource Officer hold separate sessions with the Chairpersons of the Audit Committee and the NRC, respectively, to ensure planning on the agenda of the meetings of these committees.
- At each Board meeting, Chairperson of respective Committees briefs the Board on matters discussed by the Committee at their respective meetings.
- The Board does not step into the role of Management, rather, it critiques the strategy, asks the right questions and mentors the Senior Management for sustainable and profitable growth of the Company. There is a complete alignment between the Board and the Management on their respective roles.

vii) The strong alignment of business activities with the vision and mission of the Company are driven, *inter alia*, by a combination of consistent “tone at the top”, practice and re-inforcement of purpose, culture and values demonstrated by leaders and senior employees, embedding key values into policies and processes within the organization and periodically evaluating and evolving, while keeping the vision and mission as the constant driving factor.

Board Composition

During the financial year, your Board met 6 (six) times viz., on April 7, 2022, May 5, 2022, August 6, 2022, November 4, 2022, February 3, 2023 and February 27, 2023.

The composition of the Board, attendance of the Directors at the Board meetings and the AGM held during the period from April 1, 2022 to March 31, 2023 and the number of Board/Committees of other companies in which the Director is a member or chairperson as on March 31, 2023, are as under:

Name	Category	Attendance at Board Meetings	Attendance at Last AGM held on August 5, 2022	Board Positions in other companies ⁵	Committee Positions [^]	
					As Member	As Chairperson
Mr. Harsh Mariwala	Chairman & Non-Executive	6 of 6	Yes	12	1	-
Mr. Saugata Gupta	Managing Director & CEO	6 of 6	Yes	6	3	1
Mr. Ananth S [*]	Independent	6 of 6	Yes	10	1	-
Ms. Apurva Purohit [®]	Independent	5 of 5	Yes	4	3	1
Ms. Hema Ravichandar	Independent	6 of 6	Yes	4	4	-
Mr. Milind Barve	Independent	6 of 6	Yes	2	2	1
Ms. Nayantara Bali [®]	Independent	5 of 5	Yes	1	1	-
Mr. Nikhil Khattau	Independent	6 of 6	Yes	5	4	4
Mr. Rajeev Vasudeva	Independent	5 of 6	Yes	1	-	-
Mr. Rajendra Mariwala	Non-Executive	6 of 6	Yes	5	3	-
Mr. Rishabh Mariwala	Non-Executive	6 of 6	Yes	5	-	-

⁵ Includes directorship in Indian companies and excludes directorship held in Marico Limited.

[^] Includes committee positions held in Audit Committee and Stakeholders' Relationship Committee and excludes committee positions held in private limited companies, foreign companies and section 8 companies.

^{*} Mr. Ananth S was re-appointed as an Independent Director for a second term of 5 consecutive years with effect from June 26, 2022.

[®] Ms. Apurva Purohit and Ms. Nayantara Bali were appointed as Independent Directors with effect from April 7, 2022 and the details of their attendance pertain to meetings held after such date.

At its meeting held on April 7, 2022, the Board based on the recommendation of NRC, approved, *inter alia*, the appointment of Ms. Apurva Purohit (DIN: 00190097) and Ms. Nayantara Bali (DIN: 03570657) as Independent Directors with immediate effect, re-appointment of Mr. Ananth S (DIN: 07527676) as an Independent Director for a second term of 5 (five) consecutive years with effect from June 26, 2022 based on the positive outcome of his performance evaluation and contributions during his first term as Independent Director and recommended the appointment of Mr. Rajeev Vasudeva (DIN: 02066480) as an Independent Director for a term of 5 (five) consecutive years with effect from November 1, 2021. Subsequently, the shareholders approved the aforesaid appointments/re-appointment vide special resolutions dated May 14, 2022 passed through postal ballot. The results of postal ballot were declared by the

Company on May 17, 2022 and details of the same have been disclosed as part of this Report.

Further, at its meeting held on May 5, 2023, the Board based on the recommendation of NRC, approved, *inter alia*, the re-appointment of Mr. Saugata Gupta (DIN: 05251806) as the MD & CEO of the Company for a term of 2 (two) years with effect from April 1, 2024 to March 31, 2026 and appointment of Mr. Rajan Bharti Mittal (DIN: 00028016) as an Additional Director in the capacity of Independent Director for a term of 5 (five) consecutive years with effect from July 1, 2023, not liable to retire by rotation. Approval of the Members of the Company for the aforesaid re-appointment/appointment is being sought at the ensuing 35th AGM. Relevant details pertaining to the proposals, including terms of appointment and remuneration, are provided as part of the Notice convening the 35th AGM.

Names of other listed entities where a Director of the Company is a Director and the category of Directorship as on March 31, 2023

Name	Name of Listed entities in which he/she holds Directorship	Category of Directorship
Mr. Harsh Mariwala	JSW Steel Limited	Independent Director
	Thermax Limited	Independent Director
	Zensar Technologies Limited	Independent Director
	Kaya Limited	Chairman & Managing Director
Mr. Saugata Gupta	Ashok Leyland Limited	Independent Director
	Delhivery Limited	Independent Director
Mr. Ananth S	Birlasoft Limited	Independent Director
	L&T Technology Services Limited	Independent Director
Ms. Apurva Purohit	LTI Mindtree Limited	Independent Director
	Navin Fluorine International Limited	Independent Director
	Bosch Limited	Independent Director
Ms. Hema Ravichandar	The Indian Hotels Company Limited	Independent Director
	Trent Limited	Independent Director
Mr. Milind Barve	-	-
Ms. Nayantara Bali	Torrent Pharmaceuticals Limited	Independent Director
Mr. Nikhil Khattau	Kaya Limited	Independent Director
Mr. Rajeev Vasudeva	Pidlite Industries Limited	Independent Director
Mr. Rajendra Mariwala	Kaya Limited	Non-Executive Director
Mr. Rishabh Mariwala	Kaya Limited	Non-Executive Director

During the year under review, the Independent Directors met on March 24, 2023 without the presence of any other Non-Independent Director *inter alia* to discuss the performance of Non-Independent Directors, 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.

The Company has received requisite declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Independent Directors have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, all the Independent Directors satisfy the criteria of independence as defined under the Act, rules framed thereunder and the SEBI Listing Regulations, and that they are independent of the Management of the Company.

Except those mentioned below, none of the Directors of your Company are 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;
- Mr. Rajendra Mariwala and Mr. Rishabh Mariwala are related to each other as uncle and nephew; 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 is fully independent and comprises four Independent Directors. All Members of the Audit Committee are financially literate, and the Chairman is a financial expert. The Audit Committee invites the Statutory Auditor and the Internal Auditor for one-on-one discussions on a quarterly basis, and such meetings are independent of Management participation. The Chief Financial Officer and Members of the Finance Team associated with Internal Audit and Governance, Risk & Compliance are also present at the meetings of the Audit Committee during discussions pertaining to agenda matters relevant to their functions. Members of the Senior Management team are also invited to attend meetings if the matter being discussed requires their expertise or insights. Mr. Vinay M A, Company Secretary & Compliance Officer, acts as the Secretary to the Audit Committee.

The Audit Committee met 8 (eight) times during the year i.e. on April 12, 2022, May 5, 2022, July 12, 2022, August 6, 2022, October 11, 2022, November 4, 2022, January 13, 2023 and February 3, 2023. The composition of Audit Committee along with attendance at its meetings is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Nikhil Khattau	Independent	Chairman	8	8
Ms. Hema Ravichandar	Independent	Member	8	8
Mr. Milind Barve	Independent	Member	8	8
Ms. Apurva Purohit ⁵	Independent	Member	4	4

⁵ Ms. Apurva Purohit was appointed as a member of the Audit Committee with effect from August 6, 2022 and the details of attendance pertain to meetings held after such date.

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

- Oversight of the Company's financial reporting processes and the disclosure of its financial information to ensure

- that the financial statements are 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 related party transactions;
 - 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 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 transactions 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) of the SEBI Listing Regulations;
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

20. Vigil Mechanism:

- a. Ensuring establishment of vigil mechanism for 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 the 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 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/investments;
 22. Reviewing compliances with SEBI (Prohibition of Insider Trading) Regulations, 2015 atleast once in a financial year; and
 23. Verifying effective operation and adequacy of internal control systems.

IV. Nomination & Remuneration Committee

The Nomination & Remuneration Committee ("NRC") comprises four Members all of whom are Independent Directors. Mr. Amit Prakash, Chief Human Resources Officer, acts as the Secretary to the NRC. The NRC also acts as the Compensation Committee for the purpose of SEBI (Share Based Employee Benefits and Sweat Equity), Regulations, 2021.

The NRC met 5 (five) times during the year i.e. on April 7, 2022, May 5, 2022, August 6, 2022, November 4, 2022 and February 3, 2023. The composition of NRC along with attendance at its meetings is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Ms. Hema Ravichandar	Independent	Chairperson	5	5
Mr. Nikhil Khattau	Independent	Member	5	5
Mr. Rajeev Vasudeva	Independent	Member	5	5
Ms. Apurva Purohit ⁵	Independent	Member	4	4

⁵ Ms. Apurva Purohit was appointed as a Member of the NRC with effect from April 7, 2022 and the details of attendance pertain to meetings held after such date.

The charter of the NRC and provisions of the SEBI Listing Regulations, *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 Personnel;
2. Identify the candidates who are qualified to be appointed as Director, Key Managerial Personnel and Senior Management Personnel and recommend to the Board their appointment and removal;
3. For every appointment of an Independent Director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director for recommendation to the Board.
4. Recommend to the Board a policy relating to the remuneration of the Director, Key Managerial Personnel and Senior Management Personnel;
5. Approve the remuneration (including revisions thereto) of the Director, Key Managerial Personnel and Senior Management Personnel and further recommend the same to the Board for its approval;
6. Formulate the criteria for evaluation of performance of Board, its Committees, individual Directors and the Chairperson of the Company;
7. Devise a policy on Board diversity;
8. Devise a succession plan for the Board, Key Managerial Personnel and Senior Management Personnel;
9. Decide whether to extend/continue the term of appointment of Independent Directors on the basis of their performance evaluation report;
10. Participate in the review of Vigilance Mechanism conducted by Audit Committee of the Board;
11. Design for Board Retreat and Board Effectiveness; and
12. 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 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 at: https://marico.com/investorspdf/Policy_on_Nomination,_Remuneration_and_Evaluation.pdf.

The process of evaluation of individual Directors, Chairperson, the Board as a whole and its Committees is provided as part of the Board's Report.

Process and criteria for selection of Directors

The Company has a well-defined process and criteria for selection of new Directors. The NRC, in consultation with the Chairman of the Board, determines the essential and desirable skills, competencies, expertise and experience required for the office of a Director and defines the role specifications for a Director. Identification of the candidates may be done by the Chairperson of the NRC and Chairman of the Board, who may use the services of an external search agency, if required. Upon completion of interview and selection process, the NRC reviews and recommends the appointment to the Board, alongwith terms of appointment and remuneration. Approval of shareholders, wherever required, is sought as per the provisions of applicable laws.

The NRC considers, *inter alia*, the following key criteria for selection of Directors:

1. Professional background, experience, qualifications and time commitment of the individual.
2. Skills, expertise and competencies relevant to the business of the Company, including in the areas of Corporate Strategy and Planning, Leadership, Global business & Consumer Understanding, New Age Consumer Channel & Digital Skills, Retail & GTM, Brand Building, Financial & Accounting, Corporate Governance, Risk & Compliance and Human Capital Management.
3. High levels of integrity, accountability and values.
4. Having a diverse Board, with diversity of gender, thought, experience, knowledge, perspective and culture.
5. In case of appointment of Independent Directors:
 - a. Satisfaction of criteria of independence under applicable laws and independence from the management.
 - b. Skills and capabilities required for the role and the manner in which the proposed appointee meets such requirements.
 - c. In case of re-appointment of an Independent Director, outcome of performance evaluation and contributions made by such Director during the first term.
6. Satisfaction of necessary qualifications, attributes, criteria and conditions for appointment as a Director under applicable laws.

Subsequent to appointment of an Independent Director, the Company issues a formal letter of appointment outlining the role, duties and responsibilities. The template of letter of appointment is available on our website at <https://marico.com/investorspdf/specimen-of-terms-appointment-of-independent-director.pdf>

Remuneration to Executive Director

The Company's Board presently consists of one Executive Director viz. Mr. Saugata Gupta, MD & CEO. The NRC approves annual revisions in the remuneration of the MD & CEO within the overall limits approved by the shareholders of the Company, which are then placed before the Board for its approval.

The annual remuneration to the MD & CEO consists of two broad terms - Fixed Remuneration and Variable Remuneration in the form of performance incentive

and/or long-term performance rewards/incentives as per the Company's incentive schemes as amended from time to time. The performance incentive is based on the Remuneration Policy of the Company. The performance criteria for variable remuneration includes, *inter alia*, driving growth in consolidated business performance, targets on revenues, profits and market share, driving long-term and strategic transformational initiatives in the area of innovation and diversification of foods business and premium brands, cost management, achievement of identified sustainability and ESG metrics, retention of key leadership talent and capability building and such other areas as may be determined by the NRC and Board from time to time. Additionally, the MD & CEO is entitled to grant of employee stock options 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. At the 34th AGM held on August 5, 2022, the shareholders approved revision in the terms of remuneration payable to the MD & CEO of the Company for the remainder of his current term (i.e. upto March 31, 2024).

The current agreement between the MD & CEO and the Company can be terminated by either party by giving three months' notice. The Company may require the MD & CEO to serve an additional notice period of 90 days to enable transition. The terms of severance, confidentiality and other matters are governed as per the terms and conditions of agreement entered between him and 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 play an appropriate control role in safeguarding the interests of the stakeholders at large. They bring in their vast experience and expertise on the deliberations at the Marico's Board and its Committees. Although the Non-Executive Directors contribute to Marico in several ways, including advising the MD & CEO and the Senior Managerial Personnel outside the Board/Committee meetings, significant portion of their measurable inputs comes 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 entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and such commission as may be approved by the Board from time to time based on recommendation of the NRC. They are not entitled to any stock options or stock appreciation rights of the Company.

At the 27th AGM held on August 5, 2015, the shareholders 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 MD & CEO and the Senior Management team on 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 and within the provisions of Regulation 17(6)(ca) of the SEBI Listing Regulations.

The Company indemnifies its Directors and Officers for claims brought on them to the fullest extent permitted by applicable law. Further, the Company maintains a Directors' & Officers' insurance policy covering the liability of its Directors and Officers as per the terms of the policy.

Directors' Remuneration and Shareholding

Details of the remuneration of Directors for the financial year ended March 31, 2023 and their shareholding in the Company as on March 31, 2023, are as under:

Name	Category	Remuneration (₹ per annum)	Sitting Fees (₹)	Salary & Perquisites (₹)	Annual Performance Incentives (₹)	Long Term Performance Incentives/ ESOPs (₹)	Contribution to Provident & Pension Funds (₹)	Total (₹)	No. of Equity shares held in the Company
Executive Director									
Mr. Saugata Gupta	Managing Director & CEO	-	-	8,68,75,092	6,03,08,820	10,00,00,000	38,91,888	25,10,75,800*	9,43,052
Non-Executive Directors									
Mr. Harsh Mariwala	Chairman & Non-Executive	2,72,94,000	7,50,000	-	-	-	-	2,80,44,000 ^o	9,84,54,000 [#]
Mr. Ananth S	Independent	38,00,000	8,00,000	-	-	-	-	46,00,000	-
Ms. Apurva Purohit	Independent	34,41,667	9,50,000	-	-	-	-	43,91,667 ^s	-
Ms. Hema Ravichandar	Independent	40,00,000	13,00,000	-	-	-	-	53,00,000	-
Ms. Nayantara Bali	Independent	34,41,667	7,00,000	-	-	-	-	41,41,667 ^s	-
Mr. Nikhil Khattau	Independent	64,00,000	14,30,000	-	-	-	-	78,30,000	-
Mr. Milind Barve	Independent	35,00,000	11,50,000	-	-	-	-	46,50,000	-
Mr. Rajeev Yasudeva	Independent	35,00,000	8,00,000	-	-	-	-	43,00,000	-
Mr. Rajendra Mariwala	Non-Executive	35,00,000	7,30,000	-	-	-	-	42,30,000	2,39,35,840 [#]
Mr. Rishabh Mariwala	Non-Executive	35,00,000	6,00,000	-	-	-	-	41,00,000	2,49,76,500

* The remuneration of Mr. Saugata Gupta includes fixed pay, variable pay, retiral benefits, performance incentives/rewards as per the Company's policies and as determined by the NRC and the Board, and perquisite value of stock options exercised (wherever applicable) during the financial year (FY 2022-23: Nil).

The details of stock options granted to the MD & CEO during the financial year 2022-23 are as follows:

Particulars	No. of options	Date of vesting
ESOPs (exercise price linked to market price: average of closing market prices on the stock exchanges for 22 trading days immediately preceding the grant date)	5,75,837	March 31, 2024
RSUs (exercise price: ₹ 1)	86,601	March 31, 2024

^o With effect from November 1, 2022, the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC), revised the commission payable to Mr. Harsh Mariwala from ₹ 2.35 Crores per annum to ₹ 1.15 Crores per annum. The remuneration of Mr. Harsh Mariwala for the financial year 2022-23 is based on the aforesaid scale and also includes certain amounts pertaining to the immediately preceding financial year paid in FY 2022-23.

[#] Denotes shares held jointly with immediate family members.

^s Remuneration for the period from April 7, 2022 till March 31, 2023.

For the year ended March 31, 2023, the remuneration payable to any single Non-Executive Director of the Company did not exceed 50% of the total annual remuneration payable to all Non-Executive Directors.

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.

Succession Planning

The Company follows a people-first culture and offer all its employees a defined talent value proposition to go beyond, grow beyond and be the impact so that they can maximise their true potential to make a difference. Evaluation of talent pipeline and building a potential succession pool is a continuous process. As part of the Company's talent review process, individual development plans are discussed on an annual basis, and key talent are identified for potential higher roles in the future. Further, a 360-feedback process enables employees identify strengths and areas of development to scale up their leadership capacity. As nurturing talent is integral to the Company's culture, senior management is also involved in mentoring to build a stronger succession pipeline. Potential successors for each of the key roles is identified through personal development planning process and a robust

development plan is defined by supervisor and the Chief Human Resources Officer. The succession plan and depth of Talent for Key Managerial Personnel & Senior Management Personnel is also reviewed by NRC annually.

As part of the Company's NRE policy, a robust process for succession planning for appointments to the Board and the position of MD & CEO is defined. NRC develops and recommends to the Board a succession plan for the appointments made to the Board. The plan is reviewed by NRC annually and it recommends revisions to the Board (if any). In addition, the NRC, in consultation with the Board, also periodically reviews the Board rejuvenation process based on various factors such as current composition and balance of skills, experience and diversity on the Board, tenure of Directors, outcome of performance evaluation and business requirements.

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 during the year. 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 functionaries of the Company and to assist them in performing their role as Independent Directors of the Company. Specific sessions are organized with the members of Executive Management Team and KMPs to provide an in-depth perspective to the Independent Directors on various aspects of the Company's business and ways-of-working. 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. Further, the Company also provides periodic insights and updates to the entire Board, including Independent Directors and other Non-Executive Directors, regarding business, innovation, ESG, human capital management, culture, Go-to-Market strategies, technology, etc. As part of the Board retreats held each year, the Management conducts deep-dive sessions for the entire Board on core strategic priorities and other critical business matters.

The Familiarisation Programme, topics covered and details of programs 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 has constituted Stakeholders' Relationship Committee comprising three members viz. an Independent Director, a Non-Executive Director and the MD & CEO of the Company. Mr. Vinay M A is the Company Secretary & Compliance Officer of the Company and acts as the Secretary to the Committee.

The Committee met once during the year i.e. on February 3, 2023. The composition of the Committee along with attendance at its meeting is detailed below:

Name of 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

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:

- 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.;

- To review of measures taken for effective exercise of voting rights by shareholders;
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- To review 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, 2023

Particulars	No. of complaints
Total complaints received during the year	27*
Total complaints resolved during the year	27
Complaints pending at the end of the year	0

* Complaints received during the year mainly pertain to non-receipt of dividend, share certificates, transmission of shares, annual reports, TDS matters, etc.

VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company's Corporate Social Responsibility Committee ("CSR Committee") comprises three Independent Directors, two Non-Executive Directors and the MD & CEO of the Company.

Mr. Ananth S has been appointed as the Chairman of the CSR Committee with effect from April 1, 2022. Mr. Amit Bhasin, Chief Legal Officer, is the Secretary to the CSR Committee.

The CSR Committee met thrice during the year i.e. on May 4, 2022, October 31, 2022 and February 2, 2023. The composition of the CSR Committee along with attendance at its meetings is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Ananth S	Independent	Chairman	3	3
Mr. Harsh Mariwala	Non-Executive	Member	3	3
Mr. Milind Barve	Independent	Member	3	2
Mr. Rajendra Mariwala*	Non-Executive	Member	3	2
Mr. Saugata Gupta	Managing Director & CEO	Member	3	3
Ms. Nayantara Bali [#]	Independent	Member	3	3

* Mr. Rajendra Mariwala ceased to be a Member of the CSR Committee with effect from May 5, 2023.

[#] Ms. Nayantara Bali was appointed as a Member of the CSR with effect from April 7, 2022.

The CSR Committee is entrusted with the following responsibilities:

- To formulate and approve revisions to the CSR Policy and recommend the same to the Board for its approval;
- To formulate and recommend an Annual Action Plan (including any revisions thereto) to the Board for its approval;
- Identify project(s) of the Company as 'Ongoing Project(s)';
- To recommend the annual CSR expenditure budget to the Board for its approval;
- 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;
- Review implementation of CSR activities of the Company within the applicable framework;
- To nominate members of the CSR Team and advise the team for effective implementation of the CSR programs and approve any changes thereto;
- To undertake wherever appropriate, benchmarking exercises with other corporates to reassure itself of the effectiveness of the Company's CSR spends;
- To review:
 - Report on feedback obtained, if any, from the beneficiaries on the CSR programmes; and
 - Outcome of social audit, if any, conducted with regards to the CSR programmes.
- To carry out an impact assessment through an independent agency of project(s) having an outlay of ₹ 1 Crore or more and in respect of which a period of one year has elapsed since completion of such project.
- To review adequacy of the CSR charter at such intervals as the CSR Committee may deem fit and recommend changes, if any, to the Board from time to time;
- To approve the CSR disclosures that will form part of the Annual Report, website of the Company, etc.
- 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 ("RMC") comprises One Independent Director, the Managing Director & CEO and the Chief Financial Officer, which is in line with the provisions of the SEBI Listing Regulations. The Chief Financial Officer also acts as the Secretary to the RMC. The Chairman of the Board and other members of the Senior Management Team may also be invited to participate at the meetings of the RMC.

The RMC met twice during the year i.e. on June 30, 2022 and December 16, 2022. The composition of the RMC along with attendance at its meetings is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Nikhil Khattau	Independent	Chairman	2	2
Mr. Saugata Gupta	Managing Director & CEO	Member	2	2
Mr. Pawan Agrawal	Chief Financial Officer	Member & Secretary	2	2

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

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

- Formulating a detailed risk management policy, which includes the following and recommend the same to the Board for its approval:
 - Identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, reputation risks or any other risk as may be determined by the RMC;
 - Defining measures for risk mitigation including systems and processes for internal control of identified risks; and
 - Business continuity plan.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company, which shall include:
 - Defining the calendar for reviews of existing risks of every function/business unit with the objective to refresh the prioritized risks at defined periodicity.
 - Reviewing the top risks of the company at defined periodicity.
 - Refreshing at defined intervals the top risks at the group level so that the Board can refresh the risk review calendar.
 - Ensuring that the calendar defined by the Board for review of the top risks of the Company is adhered to.
- To ensure risk assessment and mitigation procedures are implemented which shall include:
 - Formulating measures for risk mitigation including systems and processes for internal control of identified risks.
 - Ensuring Business continuity plan and Crisis Management Framework.
 - Being aware and concurring with the Company's Risk appetite including risk levels, if any, set for financial and operational risks.
 - Ensuring that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both on going 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.
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).
- The RMC shall have access to any internal information necessary to fulfil its oversight role. It shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The RMC shall have powers to seek information from any employee and secure attendance of outsiders with relevant expertise, as it deems necessary.

- Evaluation:
 - The RMC 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 RMC basis the performance and suggest suitable changes to improve effectiveness. The Board shall ensure that RMC is functioning in accordance with its Charter.
 - The RMC may conduct such evaluation and reviews at such intervals and in such manner as it deems appropriate.

VIII. OTHER COMMITTEES

ADMINISTRATIVE COMMITTEE

The Administrative Committee constituted by the Board is authorised to approve operational matters such as banking relations, authorizations/issuance of power of attorney, appointment of nominees under statutes, etc.

Mr. Vinay M A, Company Secretary & Compliance Officer, acts as the Member and Secretary to the Administrative Committee. The Administrative Committee met 10 (Ten) times during the year i.e. on April 12, 2022, May 26, 2022, July 1, 2022, August 1, 2022, September 5, 2022, November 29, 2022, January 19, 2023, February 3, 2023, February 27, 2023 and March 28, 2023.

The composition of the Administrative Committee along with the details of attendance at the meetings is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Saugata Gupta	Managing Director & CEO	Member	10	10
Mr. Rajendra Mariwala	Non-Executive	Member	10	6
Mr. Pawan Agrawal	Chief Financial Officer	Member	10	10
Mr. Amit Aggarwal ⁵	Head – Category Finance & MIS	Member	4	3
Mr. Vinay M A*	Company Secretary & Compliance Officer	Member & Secretary	6	5

⁵ Mr. Amit Aggarwal ceased to be the Member of the Administrative Committee with effect from August 6, 2022, consequent to his resignation from services of the Company.

* Mr. Vinay M A was appointed as a Member of the Administrative Committee with effect from August 6, 2022 and the details of attendance pertain to meetings held after such date.

INVESTMENT & BORROWING COMMITTEE

The Investment & Borrowing Committee constituted by the Board is *inter alia* responsible for approving investments in trade instruments, borrowing/lending monies, extending guarantee/security on behalf of subsidiaries, if required, 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 Investment & Borrowing Committee is also entrusted with the powers relating to certain preliminary matters in connection with any acquisition/takeover opportunity that the Company may explore.

Mr. Vinay M A, Company Secretary & Compliance Officer, acts as the Secretary to the Investment & Borrowing Committee. The Committee met 10 (ten) times during the year i.e. on April 12, 2022, May 26, 2022, July 26, 2022, September 2, 2022, October 1, 2022, November 1, 2022, December 12, 2022, December 26, 2022, January 19, 2023 and March 14, 2023.

The composition of the Investment & Borrowing Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Harsh Mariwala	Non-Executive	Member	10	9
Mr. Rajendra Mariwala	Non-Executive	Member	10	7
Mr. Saugata Gupta	Managing Director & CEO	Member	10	9

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. Mr. Vinay M A, Company Secretary & Compliance Officer, acts as the Secretary to the Securities Issue Committee. The composition of the Securities Issue Committee is as follows:

Name	Category	Nature of Membership
Mr. Harsh Mariwala	Non-Executive	Member
Mr. Rajendra Mariwala	Non-Executive	Member
Mr. Rishabh Mariwala	Non-Executive	Member
Mr. Saugata Gupta	Managing Director & CEO	Member

The approval of the Securities Issue Committee on relevant matters is typically obtained through means of resolutions passed by circulation from time to time.

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 other requests lodged by the shareholders of the Company.

The Share Transfer Committee met 6 (six) times during the year i.e. on April 21, 2022, May 23, 2022, August 23, 2022, October 1, 2022, November 1, 2022 and March 22, 2023. Mr. Vinay M A, Company Secretary & Compliance Officer, acts as the Secretary to the Share Transfer Committee.

The composition of the Share Transfer Committee along with attendance at its meetings is detailed below:

Name of Director	Category	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Harsh Mariwala	Non-Executive	Member	6	4
Mr. Rajendra Mariwala	Non-Executive	Member	6	5
Mr. Saugata Gupta	Managing Director & CEO	Member	6	6

SUSTAINABILITY COMMITTEE

The Sustainability Committee was constituted by the Board in 2016 to steer the sustainability activities of the Company. As on March 31, 2023, Mr. Amit Bhasin, Chief Legal Officer, was the Business Responsibility & Sustainability Head. Mr. Saugata Gupta, Managing Director & CEO, is responsible for implementation of Business Responsibility and Sustainability Report. The Committee met once during the year on April 27, 2022.

The composition of the Sustainability Committee is as below:

Name of Member	Designation	Nature of Membership
Mr. Amit Bhasin*	Chief Legal Officer	Chairman
Mr. Pawan Agrawal	Chief Financial Officer	Member
Dr. Shilpa Vora*	Chief Technology Officer, R&D	Member
Mr. Bhaskar Balakrishnan*	Executive Vice President & Head, Manufacturing & Operations Excellence	Member

Mr. Amit Bhasin was appointed as the Chairman of the Sustainability Committee with effect from April 7, 2022.

* Dr. Shilpa Vora, Chief Technology Officer-R&D, and Mr. Bhaskar Balakrishnan, Executive Vice President & Head, Manufacturing & Operations Excellence, were appointed as Members of the Sustainability Committee with effect from April 7, 2022.

IX. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings:

Year	Venue	Date	Time	Nature of Special Resolutions Passed
2020	Video Conferencing/Other Audio-Visual Means	August 28, 2020	10:00 a.m.	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 2020-21.
	(Deemed venue: Registered Office of the Company at 7 th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra)			
2021	Video Conferencing/Other Audio-Visual Means	August 30, 2021	11:00 a.m.	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 2021-22.
	(Deemed venue: Registered Office of the Company at 7 th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra)			
2022	Video Conferencing/Other Audio-Visual Means	August 5, 2022	9:00 a.m.	None
	(Deemed venue: Registered Office of the Company at 7 th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai – 400 098, Maharashtra)			

Postal Ballot:

Postal ballots are conducted in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. Shareholders are provided the facility to vote either by physical ballot or through e-voting and the postal ballot notice is sent to shareholders as per the permitted mode wherever applicable.

Shareholders holding equity shares as on the cut-off date can cast their votes through e-voting or through postal ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman, or any other person authorized by the Chairman and the results of voting by postal ballot are announced within 2 working days of conclusion of the voting period. The results are displayed on the website of the Company and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agent. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has permitted companies to transact items through postal ballot as per the framework set out in relevant MCA Circulars, up to September 30, 2023. In accordance with these circulars, only e-voting facility is to be provided to all shareholders to cast their votes electronically. Hence, there is no requirement of sending physical copy of Postal Ballot Notice along with postal ballot forms and pre-paid business envelope to shareholders. Further, there is a requirement to publish a

notice in the newspapers and arrange for shareholders to register their e-mail address with the company to enable ease of electronic voting process.

During the year under review, the following special resolutions were passed by shareholders through postal ballot (vide postal ballot notice dated April 7, 2022):

- Amendments to the Marico Employee Stock Option Plan, 2016;
- Grant of employee stock options to eligible employees of the Company's subsidiaries under the amended Marico Employee Stock Option Plan, 2016;
- Re-appointment of Mr. Ananth Sankaranarayanan (DIN: 07527676) as an Independent Director of the Company;
- Appointment of Mr. Rajeev Vasudeva (DIN: 02066480) as an Independent Director of the Company;
- Appointment of Ms. Apurva Purohit (DIN: 00190097) as an Independent Director of the Company; and
- Appointment of Ms. Nayantara Bali (DIN: 03570657) as an Independent Director of the Company.

Mr. Makarand M. Joshi (Membership No: 5533) and in his absence Mrs. Kumudini Bhalerao (Membership No: 6667), Partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai, were appointed as the Scrutinizers for conducting the Postal Ballot through Remote E-voting in a fair and transparent manner. The results of voting by postal ballot through the Remote E-voting process were declared on May 17, 2022, details of which are as under:

Resolution	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled
Amendments to the Marico Employee Stock Option Plan, 2016	1,10,74,06,745	92,55,53,464	18,18,53,281	83.58	16.42
Grant of employee stock options to eligible employees of the Company's subsidiaries under the amended Marico Employee Stock Option Plan, 2016	1,10,74,05,932	92,55,51,237	18,18,54,695	83.58	16.42
Re-appointment of Mr. Ananth Sankaranarayanan (DIN: 07527676) as an Independent Director of the Company	1,15,55,17,490	1,15,50,03,612	5,13,878	99.96	0.04
Appointment of Mr. Rajeev Vasudeva (DIN: 02066480) as an Independent Director of the Company	1,15,55,17,399	1,15,50,54,845	4,62,554	99.96	0.04
Appointment of Ms. Apurva Purohit (DIN: 00190097) as an Independent Director of the Company	1,15,55,17,435	1,15,50,64,236	4,53,199	99.96	0.04
Appointment of Ms. Nayantara Bali (DIN: 03570657) as an Independent Director of the Company	1,15,55,17,485	1,15,51,33,898	3,83,587	99.97	0.03

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.

The Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information as required under the said regulations.

The Company has also adopted various corporate governance policies as required under the SEBI Listing Regulations and the same are available on the website at <https://marico.com/india/investors/documentation/corporate-governance>.

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

Your Company has complied with all the mandatory corporate governance requirements under the SEBI Listing Regulations. Specifically, your Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and has obtained a certificate from Dr. K. R. Chandratre, Secretarial Auditor, regarding compliance of conditions of Corporate Governance as stipulated in this clause, which is annexed to this report as **Annexure C3**.

Further, the Company has complied with the following non-mandatory requirements as per the provisions of Part E of Schedule II of the SEBI Listing Regulations:

- The office of the Chairman is occupied by a Non-Executive Director of the Company.
- The financial statements contain an unmodified audit opinion.
- The Company has a separate Non-Executive Chairman and a Managing Director & CEO, who are not related to one another.
- The quarterly/half-yearly/annual financial results are published in the newspapers, hosted on the Company's website and also emailed to the shareholders who have registered their email ids with the Company/Depositories.
- The Internal auditors of the Company directly report to the Audit Committee of the Board of Directors.

Vigil Mechanism

The Company has a well-defined vigil mechanism/whistle blower policy embedded in the Code of Conduct and it is fully implemented by the Management, particulars of which have been explained in greater detail as part of the Board's Report.

No personnel have been denied access to the Audit Committee and/or its Chairman.

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 Non-Disqualification

A certificate from Dr. K. R. Chandratre, Practicing company Secretary, has been obtained and annexed to this report as **Annexure C4** stating that as on March 31, 2023, 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 SEBI/Ministry of Corporate Affairs or any such statutory authority(ies).

Recommendation by the Committees to the Board

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

X. MATERIAL RELATED PARTY TRANSACTIONS & MATERIAL SUBSIDIARY

There were no materially significant related party transactions entered into by the Company during the financial year 2022-23 that may have potential conflict with the interests of the Company at large. Further, as on March 31, 2023, Marico Bangladesh Limited continues to be the material subsidiary of the Company in terms of Regulation 16(1)(c) of the SEBI Listing Regulations.

The policy for determining material subsidiary is available at https://marico.com/investorspdf/Policy_for_Determination_of_Material_Subsiary.pdf and the policy on dealing with related party transactions is available at https://marico.com/investorspdf/Policy_on_Related_Party_Transactions.pdf.

XI. GOVERNANCE OF SUBSIDIARIES

All subsidiaries of the Company are managed by their Boards having rights and obligations in accordance with applicable laws. The Company nominates its representatives on the Boards of subsidiaries to monitor its operations and performance. Oversight on subsidiaries is also maintained *inter alia* through the following:

- Review of financial statements of subsidiaries and statement containing significant transactions and arrangements entered into by the subsidiaries.
- Review of minutes of Board Meetings of the subsidiaries on a quarterly basis.
- Extending necessary guarantees, letter of comfort and other support for their day-to-day operations from time-to-time.

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

Commodity risks for your Company arise mainly due to fluctuations in prices of agricultural commodities, edible oils and crude oil. Unexpected changes in commodity prices and supply disruptions could impact business margins and ability to service demand. There have been sharp swings and volatility in key input prices in the past few years. 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, 2023 are disclosed in the Notes to the standalone financial statements.

The details of the exposure of the Company to material commodity risks is given below:

Commodity Name	Exposure in ₹ (Crores)	Exposure in quantity terms (MT)
Edible Oils	₹ 1,359	1,12,073
Crude Oil Derivatives	₹ 599	67,994
Total	₹ 1,958	1,80,067

XIII. MEANS OF COMMUNICATION

Quarterly and Annual Financial results for Marico Limited and consolidated financial results for the Marico Group are typically published in Free Press Journal, an English financial daily, Financial Express, and Navshakti, a vernacular newspaper. The Company also sends this information 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 Investor Relations section of the Company's website for wider dissemination.

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

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

XIV. GENERAL SHAREHOLDER INFORMATION

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

Date	: August 11, 2023
Time	: 9:00 a.m. IST
Deemed Venue for Meeting	: Registered Office: Marico Limited, 7 th floor, Grande Palladium, 175 CST Road, Kalina, Mumbai – 400 098

Financial calendar

Financial Year	: April 1 - March 31
For the year ended March 31, 2023, results were announced on	
• First quarter	: August 6, 2022
• Half year	: November 4, 2022
• Third quarter	: February 3, 2023
• Annual	: May 5, 2023

Tentative Schedule for declaration of financial results during the financial year 2023-24

• First quarter	: Last week of July, 2023
• Half-year	: Last week of October, 2023
• Third quarter	: Last week of January, 2024
• Annual	: Last week of April, 2024

Listing Details

Name of Stock Exchange	: Stock/ Scrip Code
BSE Limited	: 531642
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	
The National Stock Exchange of India Limited (NSE)	: MARICO
Exchange Plaza, Bandra Kurla Complex, Mumbai 400 051	
ISIN	: INE196A01026
Corporate 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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016

("Rules") stipulates transfer of dividend that has remained unclaimed for a period of seven years, from the unpaid dividend account to 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 at <https://marico.com/india/investors/documentation/dividend>.

In view of the above, during FY23, the Company transferred the following unpaid/unclaimed dividend to IEPF:

Financial Year	Type of Dividend	Dividend per share (in ₹)	Date of Declaration	Date of transfer to IEPF	Amount transferred (in ₹)
2015-16	1 st Interim Dividend	1.75	04-11-2015	December 23, 2022	3,73,980
	2 nd Interim Dividend	1.50	30-01-2016	March 21, 2023	7,06,842

Further, dividend for the following years will be transferred to IEPF on respective due dates, as below:

Financial Year	Type of Dividend	Dividend per share (in ₹)	Date of Declaration	Due Date for transfer to IEPF
2015-16	3 rd Interim Dividend	1.00	10-03-2016	16-04-2023*
2016-17	1 st Interim Dividend	1.50	04-11-2016	10-12-2023
	2 nd Interim Dividend	2.00	02-02-2017	10-03-2024
2017-18	1 st Interim Dividend	1.75	30-10-2017	05-12-2024
	2 nd Interim Dividend	2.50	09-02-2018	17-03-2025
2018-19	1 st Interim Dividend	2.00	01-11-2018	07-12-2025
	2 nd Interim Dividend	2.75	05-02-2019	13-03-2026
2019-20	1 st Interim Dividend	2.75	25-10-2019	30-11-2026
	2 nd Interim Dividend	3.25	30-01-2020	06-03-2027
	3 rd Interim Dividend	0.75	06-03-2020	11-04-2027
2020-21	1 st Interim Dividend	3.00	28-10-2020	03-12-2027
	2 nd Interim Dividend	4.50	03-03-2021	08-04-2028
2021-22	1 st Interim Dividend	3.00	28-10-2021	03-12-2028
	2 nd Interim Dividend	6.25	28-01-2022	05-03-2029
2022-23	Interim Dividend	4.50	27-02-2023	04-04-2030

* Dividend was transferred to IEPF on May 4, 2023.

Transfer of shares to IEPF

Pursuant to the provisions of the Act, read with the Rules, the Company is required to transfer equity shares (including shares lying the Unclaimed Suspense Account) in respect of which dividends have not been claimed for a period of seven consecutive years to IEPF. Accordingly, the Company transferred 16,202 shares to IEPF during the financial 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	No. 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, 2022)	12	49,020
Number of shareholders who approached listed entity for transfer of shares from suspense account during the Financial Year 2022-23	-	-
Number of shareholders to whom shares were transferred from suspense account during the Financial Year 2022-23	-*	15,020
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (i.e. March 31, 2023)	6	34,000

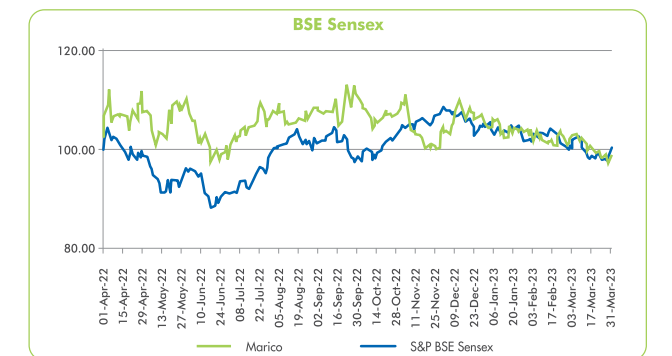
* As at March 31, 2023, a total of 15,020 shares of 6 shareholders lying in the Demat Suspense Account (towards Unclaimed Bonus shares) were debited for the purpose of transfer to the IEPF.

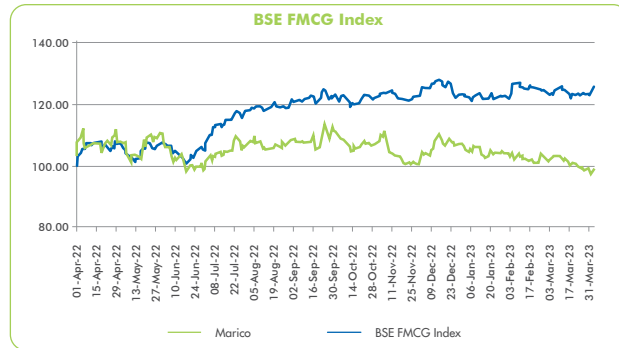
Your Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Market Price Data

Month	Bombay Stock Exchange (BSE)(In ₹)		National Stock Exchange (NSE)(In ₹)	
	High	Low	High	Low
Apr-22	547.65	501.00	547.85	500.75
May-22	551.50	487.50	551.90	487.05
Jun-22	538.30	471.25	538.55	471.05
Jul-22	534.40	477.45	533.20	477.60
Aug-22	536.70	505.25	537.15	505.00
Sep-22	554.05	506.00	554.35	505.70
Oct-22	541.55	502.35	541.80	502.10
Nov-22	541.70	481.80	542.00	481.50
Dec-22	534.75	498.50	535.00	498.35
Jan-23	524.65	490.60	524.90	490.40
Feb-23	511.20	485.10	511.50	485.10
Mar-23	503.70	470.00	503.80	470.00

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)





Distribution of Shareholding as on March 31, 2023:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1- 500	3,42,421	96.46	1,46,86,038	1.14
501-1000	5,491	1.55	42,31,930	0.33
1001 -2000	2,820	0.79	43,56,898	0.34
2001-3000	868	0.24	22,20,946	0.17
3001-4000	605	0.17	22,45,931	0.17
4001- 5000	368	0.10	17,09,414	0.13
5001-10000	928	0.26	69,61,451	0.54
10001 & above	1,491	0.42	1,25,66,71,770	97.18
Total	3,54,992	100.00	1,29,30,84,378	100.00

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 based on the number of share transaction requests received by the Company.

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.

In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

Registrar & Transfer Agent

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

Categories of Shareholding as on March 31, 2023:

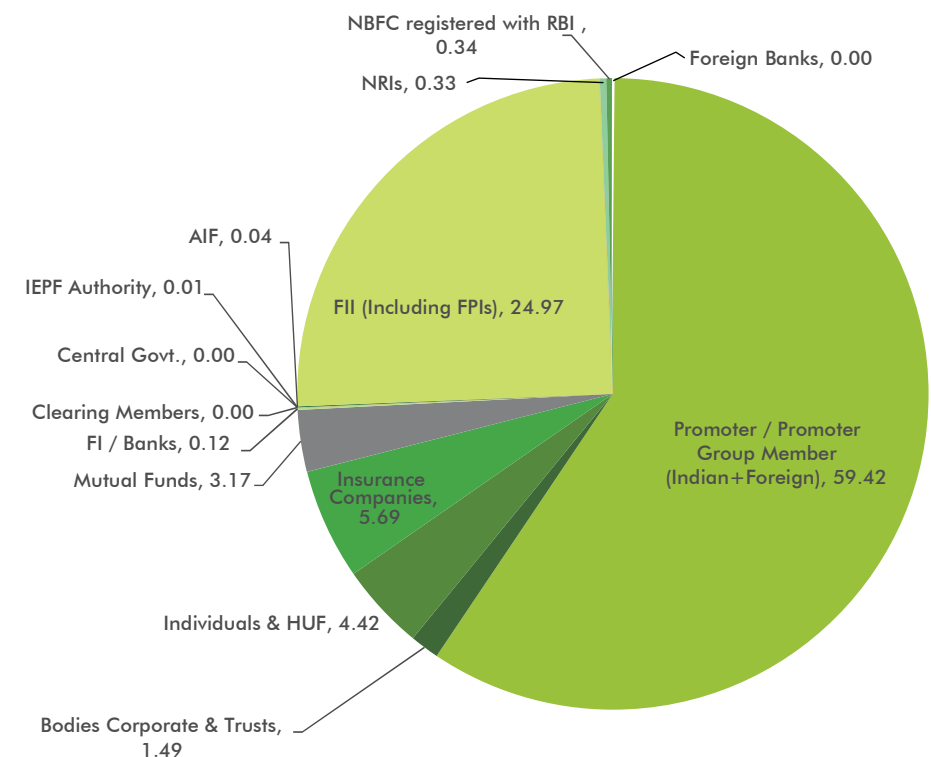
Categories	31-March-2023	% of total share capital
Indian		
Promoters	76,79,75,740	59.39
Bodies Corporate & Trusts	1,93,05,505	1.49
Individuals and HUF	5,71,94,986	4.42
Insurance Companies	7,35,34,520	5.69
Mutual Funds	4,09,36,352	3.17
Financial Institution & Bank	15,68,754	0.12
Clearing Members	33,907	0.00
Central/State Government	22,350	0.00
IEPF Authority	75,286	0.01
Alternative Investment Funds	5,10,528	0.04
NBFC registered with RBI	43,35,910	0.34
TOTAL (A)	96,54,93,838	74.67
Foreign		
Promoters	4,02,000	0.03
Foreign Portfolio Investors	32,28,89,741	24.97
Foreign Banks	6,000	0.00
NRIs	42,92,799	0.33
TOTAL (B)	32,75,90,540	25.33
GRAND TOTAL (A+B)	1,29,30,84,378	100.00
Total Demat Holding	1,29,26,20,085	99.96
Total Physical Holding	4,64,293	0.04

Sr. No.	Name of the Shareholder	Shareholding as at March 31, 2023		Shareholding as at March 31, 2022	
		No. of shares	% of total shares	No. of shares	% of total shares
1	First Sentier Investors ICVC - Stewart Investors Asia Pacific Leaders Sustainability Fund, along with Persons acting in concert	8,60,84,065	6.66	8,97,03,735	6.94
2	Life Insurance Corporation of India	4,69,70,380	3.63	4,77,45,987	3.69
3	NPS Trust	1,51,95,238	1.18	95,46,510	0.74
4	UTI	1,40,15,803	1.08	1,51,77,704	1.17
5	Government Pension Fund Global	1,33,78,510	1.04	1,02,54,927	0.79
6	Fidelity Funds - India Focus Fund	90,84,023	0.70	87,67,305	0.68
7	Government of Singapore	81,16,332	0.63	50,69,914	0.39
8	Franklin India	78,00,000	0.60	45,00,000	0.35
9	Vanguard Emerging Markets Stock Index Fund, a Series of Vanguard International Equity Index Funds	73,29,261	0.57	72,58,615	0.56
10	Bajaj Allianz Life Insurance Company Limited	70,48,250	0.55	46,34,733	0.36
11	ICICI Prudential Life Insurance Company Limited	55,55,913	0.43	67,53,356	0.52
12	Vanguard Total International Stock Index Fund	68,29,280	0.53	66,97,104	0.52
13	Bajaj Holdings & Investment Limited	42,00,000	0.33	60,65,559	0.47

Notes:

- a. Serial Nos. 1 to 6 and 9 are part of Top 10 shareholders as at March 31, 2022 and March 31, 2023.
- b. Serial No. 7, 8 and 10 are part of Top 10 shareholders only as at March 31, 2023.
- c. Serial No. 11, 12 and 13 are part of Top 10 shareholders only as at March 31, 2022.

Shareholding Pattern as on March 31, 2023



Dematerialization of Shares and Liquidity	As on March 31, 2023, 99.96% 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, NER -1 (Guwahati) and NER-2 (Guwahati)
Disclosure of foreign exchange risks, commodity price risks and hedging activities	Please refer Commodity Price Risk/Foreign Exchange Risk and Hedging Activities herein 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.	₹ 2,25,65,108/-
Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013	Please refer Board's Report.
Disclosure by listed entity and its subsidiaries of 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount	Please refer Notes to the Financial Statements.
Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.	As on March 31, 2023, the Company continues to have one material subsidiary i.e. Marico Bangladesh Limited ("MBL"), details of which are as under: Date of incorporation: September 6, 1999 Place of incorporation: Bangladesh The statutory auditors of MBL is A. Qasem & Co., who were appointed at the Annual General Meeting of MBL held on July 26, 2021, and further re-appointed at the Annual General Meeting of MBL held on July 26, 2022.

Investor Information

Your Company has put in place a "Shareholders' Manual" which contains comprehensive information *inter alia* on the rights of shareholders, general FAQs, process for handling investor grievances and escalation matrix for complaints/queries of the shareholders. Further details on the above can be accessed at <https://marico.com/india/investors/investor-relations-grievances/shareholders-guide>.

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 Private Limited
Unit: Marico Limited
C 101, 247 Park, L B S Marg, Vikhroli West,
Mumbai - 400 083
Tel.: 08116767 Fax: 022 - 49186060
E-mail: rnt.helpdesk@linkintime.co.in

General Correspondence

Marico Limited
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

Mr. Vinay M A
Company Secretary & Compliance Officer
Contact no.: 022-66480480 (Extn.: 937)
E-mail: vinay.ma@marico.com

Mr. Harsh Rungta
Investor Relations Team
Contact no.: 022-66480480 (Extn.: 983)
E-mail: harsh.rungta@marico.com

For Marico Limited

Harsh Mariwala
Chairman
DIN: 00210342

Place : Mumbai
Date: May 5, 2023

Annexure 'C1' to the Corporate Governance Report 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: May 5, 2023

Annexure 'C2' to the Corporate Governance Report Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

We hereby certify that:

- We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2023 ("the Period") and to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Period which are fraudulent or illegal or violative of the Company's code of conduct.
- 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.
- We have indicated to the auditors and the Audit Committee:
 - significant changes in internal control during the Period;
 - significant changes in accounting policies during the Period and that the same have been disclosed in the notes to the financial statements; and
 - 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, as amended.

Thank you.

Yours truly,

For Marico Limited

Saugata Gupta
Managing Director & CEO

Date: May 5, 2023
Place: Mumbai

For Marico Limited

Pawan Agrawal
Chief Financial Officer

Date: May 5, 2023
Place: Mumbai

Annexure 'C3' to the Corporate Governance Report 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 2023.

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 no complaint relating to investor's grievance received by the Company is pending unresolved as on 31 March 2023.

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: F001370E000262312
Peer Review Certificate No. : 1206/2021

Place: Pune
Date: 5 May 2023

Annexure 'C4' to the Corporate Governance Report 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 - 400098.

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 31 March 2023, 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.	Ms. Hema Ravichandar	00032929	26/07/2005
5.	Mr. Rishabh Mariwala	03072284	02/05/2017
6.	Mr. Saugata Gupta	05251806	01/04/2014
7.	Mr. Ananth Sankaranarayanan	07527676	26/06/2017
8.	Mr. Milind Barve	00087839	02/08/2021
9.	Mr. Rajeev Vasudeva	02066480	01/11/2021
10.	Ms. Apurva Purohit	00190097	07/04/2022
11.	Ms. Nayantara Bali	03570657	07/04/2022

Ensuring eligibility of 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
Practising Company Secretary
FCS No.: 1370, C. P. No.: 5144
UDIN: F001370E000262301
Peer Review Certificate No. : 1206/2021

Place: Pune
Date: 5 May 2023

Annexure 'D' to the Board's Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy

1. Steps taken/impact on conservation of energy:

Your Company is committed to sustainable business practices by contributing to environment protection. Conservation of energy and reduction of emissions is a prime focus area for your Company. During the year under review, 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 FY2022-23 are outlined below:

- Energy savings of over 38,000 KWH/annum by optimizing compressor load by installation of two separate lines for compressors in manufacturing facility at Guwahati.
- LDR installation in manufacturing facility at Guwahati for corridor lights to reduce power consumption by 4,800 KWH/annum.
- Energy saving of 45,6435 KwH/annum productivity improvement in water base section at Sanand facility.
- Natural gas consumption reduction of 1,809 MMBTU by optimizing water base manufacturing operations in Sanand Facility.
- Timer based operating system installation in Sanand facility for hair oil manufacturing to reduce the power consumption by 65,000 KWH/annum.
- Energy saving at Perundurai facility by optimizing conveyor ON/Off sequence.
- Boiler fuel consumption reduction by optimizing feed water temperature and boiler pressure at Pondicherry facility.
- Steam consumption reduction by optimizing Rice Bran Oil refining process at Jalgaon facility.

2. Steps taken for utilising alternate sources of energy:

Marico has launched its Net-Zero targets in global operations by 2040. Transitioning to renewable energy plays the most critical element of this roadmap that your Company has set up to shape a sustainable future.

All Marico manufacturing facilities are 100% coal-free and are constantly focusing on transitioning to renewable sources for meeting its operational energy requirements.

Your Company utilizes 100% renewable source for thermal energy requirements for its processes at Jalgaon, Perundurai and Puducherry units.

Your Company uses energy for thermal and electrical applications. Thermal energy requirement at Jalgaon, Perundurai and Pondicherry facilities were met through biofuels. Similarly, a significant portion of requirement of electrical energy at Jalgaon, Perundurai and Sanand unit is fulfilled through renewable sources like wind and solar.

During the year under review, 66% of the total energy requirement (electrical and thermal) for 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 ₹ 93.11 crores. These efforts led to power savings of 7,29,025 KwH and fuel savings of 95 MT during the reporting year, across Marico's manufacturing footprint. Going forward, your Company will focus on increased adoption of solar-wind hybrid power and deployment of storage capacity to address intermittency issues. Expansion of waste heat recovery technologies and other low-carbon technological interventions for process optimisation and effectiveness will be considered for capital investment towards building a carbon neutral future.

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:

- Consumer insight-led product development.
- Product Innovation for international markets.
- Adapting to the evolving new ways of working.

Marico, in line with its value of consumer centricity, continued to research and innovate into various product categories, focusing on consumer need for taste and health as the top-most priority.

In its quest to solve for consumer desires and preferences, your Company continued the path of manufacturing "Healthier For You" products meeting consumer demands. With 2023 being declared as the International Year of Millets (IYOM), Marico forayed into millets, India's own super grains. Adding 25% of millets as crunchy bits made of ragi, bajra, and jowar to savoury oats, your Company launched Saffola Masala Oats Karara Crunch. The

authentic Indian spices with crunchy millet bits and crisp vegetables make this preparation an ultimate flavourful anytime snack. Your Company extended the millet benefits to our Munchiez platform with Ragi Chips. With this, Marico aspires to enhance and propagate awareness on "goodness of millets" among Indians with varied experience from different product formats. The products were launched with two most liked flavours of Takatak Tomato and Masala Twist to drive consumer acceptance and are better than regular fried snacks with 50% lesser saturated fat compared to popular chips made with palm oil. The products are also source of natural calcium from ragi.

Makhana, one of kids' favourite snacks, is now roasted to perfection in two most liked flavours as Saffola Munchiez Roasted Makhana Cheesy Onion and Masala Twist. They are high in protein and free from trans-fat, MSG and palm oil.

Your Company launched Saffola Soya Bhurji Magic Masala, a quick and tasty plant protein rich snack with vegetables for any occasion. The format is extended to one of the most liked recipes by Indians- "bhurji", to drive consumer acceptability of soya. It is a single serve pack (35g) which can be instantly ready in 5-min and is double the protein (2X) of commonly consumed packaged snacks.

Building on to the contemporary Honey platform, your Company launched Saffola Honey Gold, made with Kashmir honey (tested by NMR technology) and Saffola Honey Active, made with Sundarban Forest honey, with no adulteration with refined sugar.

With Saffola Mayonnaise, Marico's endeavour is to make everything tastier and help moms win the hearts of her family. This year, your Company launched another tasteful flavour variant, Tandoori Masala Hot and Smoky, with added vitamins A, D and E.

Saffola Fittify expanded the portfolio by launching several products to meet consumer needs on functional health benefits. Steel Cut Oats has the benefits on cholesterol due to high protein and fibre. A range of 8 Perfekt Gummies variants, fortified with essential nutrients primarily needed for benefits like energy boost, immunity, sleep, eye and bone health. Apple Cider Vinegar to help consumers desiring of weight management, Himalayan Shilajit for vitality benefits for men. The Slim Meal Shake category was extended with a new Strawberry flavour.

This year as well, your Company continued with its vision of providing healthier solutions for its consumers

which they can use anytime as various meal and snacking options.

Further, Marico R&D Team has always pursued deep science for understanding food, skin and hair structure and its interactions with products that consumers use. It actively collaborates with research institutes in India and Internationally to decode the science of its products. This year, Marico signed MOUs with very distinguished research centres such as Indian Institute of Millet Research (IIMR), Indian Institute of Toxicological Research (IITR) and Indian Fisheries Institute. Your Company actively collaborates with these government recognised centres of excellence for taking its research initiatives forward.

This year, Marico launched the Parachute Advanced Curry Leaves Hair Oil. Curry Leaves Hair Oil contains the goodness of Curry Leaves that help reduce hair fall and delay hair greying. Curry leaves hair oil contains no parabens, no sulphates, no artificial dyes, no silicones, no formaldehydes and is completely cruelty free.

Livon Hair Serum was launched in Bangladesh. This serum gives shine to hair and makes it silky and manageable. Marico also entered the premium serum category through Livon Serum Oil launch in Middle east. This range contains 3 variants: Smoothing oil with keratin and biotin, Repairing oil with Organic Onion and Penetrating oil with Vitamin E. The Fiancée range of hair oils in Egypt was extended to include 2 new variants - Fiancée Oil with Watercress, and Fiancée Oil with Onion.

The Parachute Advanced Body Lotion portfolio was extended by addition of variants relevant to several consumer needs. 3 more variants were added to lotion portfolio to address the need of brightening, anti-aging and sensitive skin moisturisation needs. Products launched were Radiant glow lotion, Age erase lotion and Pro-sensitive lotion. Face and Body creams were added to the portfolio to address moisturisation needs across the year. 3 products were launched - Deep Nourish, Coco repair, All-Day Aloe Face and Body Cream. Additionally, a unique hydrating gel was launched to address hydration needs in summer i.e. Coconut water hydrating gel. All products have been clinically tested under doctor supervision to claim '72-hour non-stop moisturisation'.

The Revive portfolio has now extended into a first time ever launch of long-lasting fragrance variants in fabric stiffener with a unique claim of "Upto 30 days fragrance retention".

In Bangladesh, Glo-on pink glow brightening cream was launched, which has also been developed with active

vitamins and has been clinically tested to deliver instant as well as long term clear glow. During the year, we launched Hair Code Shampoo Hair Color (black) after the successful launch of Hair Code Mehendi Creme last year. We also launched Parachute Natural Onion Advanced Hair Oil Fall Control Shampoo - the latest addition to the Parachute Naturale Shampoo portfolio.

In Vietnam, a brand-new Lashe Superfood Range of Shower Gel, Shampoo and Conditioner has been launched in 2 variants "Kiwi & Manuka Honey" and "Goji Berry & Almond".

Several new interventions were taken in the Digital brand Puresense e.g. Mists, Guava and Papaya scrub. In Cocosoul, several hair benefitting product regime launches were done with benefits of Long and Strong Hair, Anti-dandruff, Curly Hair and Hair Fall Control.

In the area of packaging, work continued in terms of premiumization and value management. Design thinking was adopted to generate consumer centric designs that meet the value perception of consumers and was followed and executed in several products. This approach reinforces the faith Marico has in consumer centric innovations. Marico has also launched the first pack with 20% RPET (Recycled PET) for some of its hair oils and is well placed to move this to higher levels in the near future. Your Company also launched a collaborative circular packaging initiative with Dow and Lucro plastecycle towards the usage of post-consumer recycled (PCR) shrink films for the brand, Parachute Advanced Aloe Vera Hair Oil, Nihar Shanti Badam Amla Hair Oil, Hair and Care, Nihar Naturals Hair Oil - Jasmine and Rose.

Consumer and Product Insighting approach and Design Thinking has been consistently evolving in Marico R&D over time. Product innovations are based on consistent read of market trends, understanding consumer needs and listening to consumer's pain points. In the new age of E-com, product reviews and sentiment analysis are real time mechanisms of understanding the consumer voice. This aspect has been also now integrated at the conception of product ideas and technologies that give Marico business an edge over competition for building desirable and delightful consumer experience at an affordable cost. This is evident in the successful launch of Saffola Soya Bhurji, Saffola Makhana and Saffola

Munchiez in 2022-23 which have shown positive response in the markets.

Quality Team has continued its focus on building quality in design and "make quality", thereby enhancing value for consumer. The Corporate Quality team consciously makes efforts to cater to all consumer concerns. Marico has introduced Augmented Reality (AR) technology for Saffola Honey, Active and Gold, a platform for Interactive Digital Consumer Experience. A first of its kind integration to a Marico Brand with benefits like digital engagement, educate/create awareness to consumers and create a delightful consumer experience. As part of internal customer engagement, Marico has launched a mobile App based platform QINTEL to capture and share their usage experience and feedbacks on its products/packaging, new competition packs, new product categories, etc., which appear in markets across regions. Marico's Technical Regulatory functions have partnered with various government regulatory departments for capability and capacity development initiatives and helped them in framing consumer-centric legislations. Your Company has also supported various Government programs for strong Nation Building under PPP (public private partnership) model.

2. Benefits derived as the result of the above efforts

- Launch of new products and entry into new categories i.e. snacks, gummies, apple cider vinegar and mayonnaise.
- Enhanced connect with regulators and presence in industry forums.

3. Technology absorption, adaptation and Innovation

New technologies sourced from vendors, universities, etc. were evaluated for implementation keeping in mind your Company's business needs. Clinical research organizations and University experts were engaged to develop new products and deploy them at a faster rate. These efforts allowed higher ideas generation and quicker conversion of ideas into products. Marico has received 11 patents across personal care, foods, and packaging.

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,	
	2023 ₹ in Crore	2022 ₹ in Crore
(a) Capital	0.47	0.58
(b) Recurring	31.91	29.00
Total	32.38	29.58
As a % of revenues	0.43	0.39

C. Foreign Exchange Earnings and Outgo

The details of foreign exchange earnings and outgo during the period under review was as under:

Particulars	As at March 31,	
	2023 ₹ in Crore	2022 ₹ in Crore
Foreign Exchange earned	265.55	509.90
Foreign Exchange used	147.32	176.68

For Marico Limited

**Harsh Mariwala
Chairman**

**Place : Mumbai
Date : May 5, 2023**

DIN: 00210342



Annexure 'E' to the Board's Report

DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY ("CSR")

1. A Brief Outline of the Company's CSR Policy: 2. Composition of the CSR Committee:

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 inter-linked. An organization creates economic value by creating social value by playing a role in making a difference to the lives of its key stakeholders. Further, an organization cannot do this in isolation and 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 of 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 has adopted the CSR Policy encapsulating the Company's approach towards meeting its CSR objectives. 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 for CSR Expenditure and Budget
- Monitoring and Impact Assessment of the CSR Programs

CSR Pivots

While the Ministry of Corporate Affairs has provided a list of activities qualifying for CSR 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 are primarily dedicated in areas which include the following:

Theme	Program
Sustainable Agriculture and Livelihood Improvement	Parachute Kalpavriksha Foundation
	Jalashay
	Afforestation
	Community Sustainance
Education	Nihar Shanti Pathshala Funwala
Social Innovation	Marico Innovation Foundation

Composition of the CSR Committee as at March 31, 2023 is given below and can also be accessed at <https://marico.com/page/Committees-of-the-Board-March-31,2023.pdf>

Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Mr. Ananth S [#]	Independent	3	3
Mr. Harsh Mariwala	Chairman of the Board & Non-Executive	3	3
Mr. Saugata Gupta	Managing Director & CEO	3	3
Mr. Rajendra Mariwala [@]	Non-Executive	3	2
Mr. Milind Barve	Independent	3	2
Ms. Nayanara Bali ^{\$}	Independent	3	3

- # Mr. Ananth S was appointed as Chairman of the CSR Committee with effect from April 1, 2022.
- @ Mr. Rajendra Mariwala stepped down as the member of the CSR Committee with effect from May 5, 2023.
- \$ Ms. Nayanara Bali was appointed as a Member of the CSR Committee with effect from April 7, 2022.

3. The CSR policy can be accessed at <https://marico.com/investorspdf/Corporate-Social-Responsibility-Policy.pdf>. The CSR Projects approved by the Board can be accessed at <https://marico.com/india/investors/documentation/annual-reports>. Further information regarding CSR projects and programs of the Company have been provided as part of the Chapter titled 'Communities' of this Integrated Annual Report.

4. The Company engaged RTI International, an independent agency, to carry out impact assessment of the below CSR projects, as required under sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014:

- (a) Jalashay
- (b) Parachute Kalpavriksha Foundation
- (c) Nihar Shanti Pathshala Funwala
- (d) Nihar Shanti Education and Skilling Program

Executive Summary of the outcome of assessment, efficiency and effectiveness of projects and way forward have been provided as part of the Chapter titled 'Communities' of this Integrated Annual Report. The impact assessment reports are available on the Company's website at <https://marico.com/india/investors/documentation/annual-reports>.

- 5. (a) Average net profit of the company as per section 135(5) : ₹ 1,126.61 crores
- (b) Two percent of average net profit of the company as per section 135(5) : ₹ 22.53 crores
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
- (d) Amount required to be set-off for the financial year, if any : ₹ 0.62 crores
- (e) Total CSR obligation for the financial year [(b) + (c) - (d)] : ₹ 21.91 crores

- 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : ₹ 21.41 crores
- (b) Amount spent in Administrative Overheads : ₹ 1.04 crores
- (c) Amount spent on Impact Assessment, if applicable : ₹ 0.24 crores
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : ₹ 22.69 crores

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Crores)	Amount Unspent (₹ in Crores)				
	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
22.69			N.A.		

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

Sl. No.	Particulars	Amount (₹ in crores)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	22.53
(ii)	Total amount spent for the Financial Year	22.69*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.16
(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)]	0.16

* Includes excess CSR spends of ₹ 0.62 crores spent in the previous financial year 2021-22, set-off in the financial year 2022-23.

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding financial year	Amount transferred to Unspent CSR Account under sub-section 135(6) (₹ in crore)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (₹ in crore)	Amount Spent in the Financial Year (₹ in crore)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (₹ in crore)	Deficiency, if any
					Amount (₹ in crore)	Date of transfer		

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent

in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	CSR Regn.No.	Name	Regd. Address
							N.A.

9. 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

Note: Figures in this report have been rounded off to 2 decimals.

Place: Mumbai
Date: May 5, 2023

Saugata Gupta
Managing Director & CEO

Ananth S
Chairman of the CSR Committee

Form AOC-1: Annexure to the Board's Report

Statement containing salient features of the financials statements of subsidiaries, associate companies and joint ventures as at March 31, 2023. 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 Crores)

Sr. No.	Name of the subsidiary	Reporting Currency	Exchange Rate	Date of becoming/ 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	Profit / (Loss) After Tax	Provision for Tax	Proposed Dividend including Dividend declared during the year	% of Share holding	
1	Marico Bangladesh Limited	BDT		6 th September, 1999	1 st April, 2022	31 st March, 2023	32	327	1,164	805	233	1,414	503	116	387	299	90%	
2	MBL Industries Limited	₹.	0.782	2 nd August, 2003	1 st April, 2022	31 st March, 2023	25	256	910	629	182	1,161	413	95	318	246	-	100%
3	Marico Middle East FZE	₹.	0.782	8 th November, 2005	1 st April, 2022	31 st March, 2023	2	(13)	11	22	-	19	(0)	-	(0)	(0)	-	100%
4	MEL Consumer Care SAE	₹.	22.374	1 st October, 2006	1 st April, 2022	31 st March, 2023	49	(285)	248	484	-	411	(6)	-	(6)	-	-	100%
5	Egyptian American Investment and Industrial Development Company S.A.E	EGP		1 st October, 2006	1 st April, 2022	31 st March, 2023	0	(15)	0	16	-	-	(2)	-	(2)	-	-	100%
6	Marico South Africa (Pty) Limited	₹.	2.655	19 th December, 2006	1 st April, 2022	31 st March, 2023	1	(1)	0	0	-	-	(8)	-	(8)	-	-	100%
7	Marico South Africa Consumer Care (Pty) Limited	₹.	2.655	17 th October, 2007	1 st April, 2022	31 st March, 2023	2	(3)	0	1	-	-	-	-	-	-	-	100%
8	Marico Egypt for Industries SAE	ZAR		1 st January, 2008	1 st April, 2022	31 st March, 2023	11	7	21	9	-	36	2	1	2	-	-	100%
9	Marico for Consumer Care Products SAE	₹.	4.618	1 st November, 2007	1 st April, 2022	31 st March, 2023	50	7	96	39	-	172	11	3	8	-	-	100%
10	Marico Malaysia Sdn.Bhd	ZAR		1 st January, 2008	1 st April, 2022	31 st March, 2023	13	(5)	8	-	-	-	(0)	-	(0)	-	-	100%
11	Marico South East Asia Corporation	₹.	4.618	1 st December, 2017	1 st April, 2022	31 st March, 2023	62	(25)	37	-	-	-	(0)	-	(0)	-	-	100%
12	Marico Innovation Foundation ⁵	EGP		1 st January, 2008	1 st April, 2022	31 st March, 2023	1	(2)	0	0	-	-	-	-	-	-	-	100%
13	Parachute Kalpvriksha Foundation ⁵	₹.	2.655	19 th December, 2017	1 st April, 2022	31 st March, 2023	3	(4)	0	1	-	-	1	-	1	-	-	100%
14	Marico Lanka (Private) Limited	₹.	18.613	4 th December, 2009	1 st April, 2022	31 st March, 2023	1	(1.77)	0.00	0.00	-	-	(0)	-	(0)	-	-	100%
							33	(33)	0	0	-	-	(0)	-	(0)	-	-	100%
							9,536	29,623	119,470	80,311	-	200,264	25,792	5,221	20,571	-	-	100%
							33	104	418	281	-	681	88	18	70	-	-	100%
							-	0	0	0	-	-	0	-	0	-	-	100%
							-	0	0	0	-	-	0	-	0	-	-	100%
							-	0	0	0	-	-	(0)	-	(0)	-	-	100%
							-	0	0	0	-	-	(0)	-	(0)	-	-	100%
							2	(40)	8	45	-	2	(16)	-	(16)	-	-	100%
							1	(10)	2	11	-	0	(4)	-	(4)	-	-	100%

Form AOC - 1 : Annexure to the Board's Report

Sr. No.	Name of the subsidiary	Reporting Currency	Exchange Rate	Date of becoming/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
15	Zed Lifestyle Private Limited	₹.		30 th June, 2020	1 st April, 2022	31 st March, 2023	0	2	51	49	-	107	(8)	2	(6)	-	100%
		₹.	1.000				0	2	51	49	-	107	(8)	2	(6)	-	-
16	Apco's Naturals Private Limited ⁷	₹.		21 st July, 2021	1 st April, 2022	31 st March, 2023	0	18	39	21	8	59	(15)	4	(12)	-	60%
		₹.	1.000				0	18	39	21	8	59	(15)	4	(12)	-	-
17	Marico Gulf LLC ⁸	AED.		17 th January, 2022	1 st April, 2022	31 st March, 2023	0	0	2	2	-	4	0	-	0	-	100%
		₹.	22.374				0	0	2	2	-	95	7	-	7	-	-
18	HW Wellness Solutions Private Limited ⁹	₹.		23 rd May, 2022	1 st April, 2022	31 st March, 2023	0	52	71	20	24	57	(23)	5	(19)	-	53.98%
		₹.	1.000				0	52	71	20	24	57	(23)	5	(19)	-	-
19	Beauty X Joint Stock Company ¹⁰	VND		31 st January, 2023	1 st April, 2022	31 st March, 2023	100	73	193	20	-	-	-	-	-	-	100%
		₹.	0.00350				0	0	1	0	-	-	-	-	-	-	-

Notes:

- % of shareholding includes direct and indirect holding through subsidiary
- Financial figures as provided in the table above are from the annual financials for each of the subsidiary Company for their respective financial year unless stated otherwise.
- Indian rupee equivalents of the figures provided in foreign currencies in the accounts of the subsidiary companies, have been stated herein based on the exchange rates as on 31st March, 2023 or average rate during the year, as applicable.
- Holite Personal Care Private Limited, a 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.
- Marico Innovation Foundation, 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 funding 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.
- Parachute Kojivarkhola Foundation, 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/channelling the CSR activities of the Company towards community and ecological awareness, 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.
- Marico Naturals Private Limited ("Just Herbs") became subsidiary of Marico Limited w.e.f. January 17, 2022.
- On May 23, 2022, the Company acquired 53.98% equity stake in HW Wellness Solutions Private Limited ("True Elements") and consequently, True Elements became a subsidiary of the Company.
- Beauty X Joint Stock Company ("Beauty X"), Vietnam, became a wholly owned subsidiary of Marico South East Asia Corporation ("MSEA"), pursuant to completion of acquisition by MSEA on January 31, 2023 as per the closing conditions and terms of the definitive agreement between the parties. Consequently, Beauty X became a step-down, wholly owned subsidiary of the Company.
- Figures below the rounding-off norm have been reflected as "0".

Part "B": Associates and Joint Ventures

Not Applicable

For and on behalf of the Board of Directors

- HARSH MARIWALA**
[DIN 00210342] Chairman
- SAUGATA GUPTA**
[DIN 05251806] Managing Director and CEO
- PAWAN AGRAWAL**
VINAY M A
[Membership No. FCS 11362] Chief Financial Officer
Company Secretary

Place : Mumbai
Date : May 5, 2023

FINANCIAL

Statements

