

July 15, 2019

The Secretary,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: 531642

The Manager,  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
NSE Scrip Symbol: MARICO

Dear Sir/ Madam,

**Sub.: Compliance Report on Corporate Governance for the quarter ended June 30, 2019**

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter ended June 30, 2019 in the prescribed format.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,  
For Marico Limited



**Hemangi Ghag**  
Company Secretary & Compliance Officer

Encl.: A/a

<b>General information about company</b>	
Scrip code	531642
NSE Symbol	MARICO
MSEI Symbol	
ISIN	INE196A01026
Name of the entity	Marico Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory									Textual Information(1)				
Whether the listed entity has a Regular Chairperson									Yes				
Whether Chairperson is related to MD or CEO									No				
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AADPM6929R	00210342	Non-Executive - Non Independent Director	Chairperson related to Promoter		14-05-1951	13-10-1988	01-08-2017			5	3	1	0
AAEPG0867F	05251806	Executive Director	Not Applicable	CEO-MD	10-08-1967	01-04-2014	01-04-2019			1	0	1	0
AADPM3840R	00007246	Non-Executive - Non Independent Director	Not Applicable		04-09-1962	26-07-2005	02-08-2018			3	1	3	0
AAEPB0301K	00027595	Non-Executive - Independent Director	Not Applicable		12-04-1959	16-07-2010	01-04-2019		63	3	2	4	0

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mrs	Hema Ravichandar	AASPR0583P	00032929	Non-Executive - Independent Director	Not Applicable		14-05-1961	26-07-2005	01-04-2019		63	3	3	3	1
6	Mr	Nikhil Khattau	AADPK4598A	00017880	Non-Executive - Independent Director	Not Applicable		20-03-1963	18-07-2002	01-04-2019		63	2	2	4	4
7	Mr	Rajeev Bakshi	AGAPB6353R	00044621	Non-Executive - Independent Director	Not Applicable		07-05-1957	17-07-2003	01-04-2019		63	2	2	1	0
8	Mr	Rishabh Mariwala	AHLPM4852G	03072284	Non-Executive - Non Independent Director	Not Applicable		08-02-1982	02-05-2017				1	0	0	0

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entity (Refer Regulation 26(1) of Listing Regulations)
9	Mr	Ananth Sankaranarayanan	AEOPA6060J	07527676	Non-Executive - Independent Director	Not Applicable		24-12-1976	26-06-2017			24	1	1	0	0

<b>Text Block</b>	
Textual Information(1)	Tenure of the Independent Directors are reckoned from April 1, 2014. Currently, except for Mr. Ananth Sankaranarayana, all other 4 Independent Directors are serving their second term starting April 1, 2019.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017880	Nikhil Khattau	Non-Executive - Independent Director	Chairperson	23-10-2001		
2	00032929	Hema Ravichandar	Non-Executive - Independent Director	Member	25-10-2005		
3	00007246	Rajen Mariwala	Non-Executive - Non Independent Director	Member	27-04-2005		
4	00027595	B. S. Nagesh	Non-Executive - Independent Director	Member	16-07-2010		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00032929	Hema Ravichandar	Non-Executive - Independent Director	Chairperson	25-10-2005		
2	00044621	Rajeev Bakshi	Non-Executive - Independent Director	Member	25-10-2005		
3	00017880	Nikhil Khattau	Non-Executive - Independent Director	Member	21-04-2004		
4	00027595	B. S. Nagesh	Non-Executive - Independent Director	Member	07-01-2013		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017880	Nikhil Khattau	Non-Executive - Independent Director	Chairperson	23-10-2001		
2	00007246	Rajen Mariwala	Non-Executive - Non Independent Director	Member	27-04-2005		
3	05251806	Saugata Gupta	Executive Director	Member	01-04-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00210342	Harsh Mariwala	Non-Executive - Non Independent Director	Chairperson	07-11-2014		
2	05251806	Saugata Gupta	Executive Director	Member	07-11-2014		
3	06840707	Vivek Karve	Member	Member	07-11-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00044621	Rajeev Bakshi	Non-Executive - Independent Director	Chairperson	29-04-2016		
2	00210342	Harsh Mariwala	Non-Executive - Non Independent Director	Member	31-01-2014		
3	05251806	Saugata Gupta	Executive Director	Member	29-04-2016		
4	00007246	Rajen Mariwala	Non-Executive - Non Independent Director	Member	31-01-2014		
5	07527676	Ananth Sankaranarayanan	Non-Executive - Independent Director	Member	01-08-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	04-01-2019				Yes	4	1
2	05-02-2019		31		Yes	9	5
3	12-03-2019		34		Yes	9	5
4		06-05-2019	54		Yes	9	5

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	09-01-2019				Yes	4	3
2	Audit Committee	05-02-2019				Yes	4	3
3	Audit Committee	12-03-2019				Yes	4	3
4	Audit Committee	19-04-2019				Yes	4	3
5	Audit Committee	06-05-2019				Yes	4	3
6	Nomination and remuneration committee	05-02-2019				Yes	4	4

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Nomination and remuneration committee	12-03-2019	34			Yes	4	4
8	Nomination and remuneration committee	06-05-2019	54			Yes	4	4
9	Corporate Social Responsibility Committee	05-02-2019				Yes	5	2
10	Corporate Social Responsibility Committee	06-05-2019	89			Yes	5	2

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Ms. Hemangi Ghag
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Ms. Hemangi Ghag
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-07-2019

