

January 12, 2018

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

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

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2017

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter ended December 31, 2017, in the prescribed format.

Kindly take the same on record and oblige.

Thank you.

Yours faithfully,

For **Marico Limited**



Renu Desai
Asst. Company Secretary



Encl.: A/a

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Marico Limited
2. Quarter ending - 31-Dec-2017

I. Composition of Board of Directors										
(Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (In month)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Harsh Mariwala	AADPM6929R	00210342	CH & NED	01-Aug-2017	-	-	2	1	0
Mr.	Saugata Gupta*	AAEPGo867F	05251806	ED	01-Apr-2014	-	-	0	0	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	NED	05-Aug-2016	-	-	1	3	0
Mr.	B. S. Nagesh	AAEPB0301K	00027595	ID	01-Apr-2014	-	45 months	2	3	0
Ms.	Hema Ravichandar**	AASPR0583P	00032929	ID	01-Apr-2014	-	45 months	3	4	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	ID	01-Apr-2014	-	45 months	2	6	5
Mr.	Rajeev Bakshi***	AGAPB6353R	00044621	ID	01-Apr-2014	-	45 months	2	1	0
Mr.	Rishabh Mariwala	AHLPM4852G	03072284	NED	02-May-2017	-	-	0	0	0
Mr.	Ananth Narayanan	AEOPA6060J	07527676	ID	26-Jun-2017	-	6 months and 5 days	1	0	0
Mr.	Anand Kripalu****	AAAPK9657R	00118324	ID	01-Apr-2014	06-Oct-2017	42 months	0	0	0

* Member of the Audit Committee of Marico consumer Care Limited till October 30, 2017

** Member of the Audit Committee of Marico Consumer Care Limited till October 30, 2017

*** The Chairman of the Audit Committee of Marico Consumer Care Limited till October 30, 2017.

**** Resigned as an Independent Director of Marico Limited w.e.f October 6, 2017. Accordingly, details of his chairmanship/membership of the Committees as on December 31, 2017 is not provided.

II. Composition of Committees

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

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

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

Nomination and Remuneration Committee*			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ms. Hema Ravichandar	ID	Chairperson
2	Mr. Rajeev Bakshi	ID	Member
3	Mr. Nikhil Khattau	ID	Member
4	Mr. B. S. Nagesh	ID	Member

* Mr. Anand Kripalu ceased to be the Independent Director w.e.f October 6, 2017 and consequently ceased to be a member of the CGC Committee effective the said date. Mr. Nikhil Khattau was appointed as a member of the Nomination and Remuneration Committee w.e.f October 30, 2017.

Corporate Social Responsibility Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Rajeev Bakshi	ID	Chairman
2	Mr. Harsh Mariwala	CH & NED	Member
3	Mr. Saugata Gupta	ED	Member
4	Mr. Rajen Mariwala	NED	Member
5	Mr. Ananth Narayanan	ID	Member



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
01-Aug-2017	-	-
-	30-Oct-2017	89

IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	-	Yes	31-Jul-2017	-
	11-Oct-2017		-	71
	30-Oct-2017		-	18
Nomination & Remuneration Committee	-	Yes	01-Aug-2017	-
	30-Oct-2017		-	89
Corporate Social Responsibility Committee	-	-	31-July-2017	-

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - Yes
 - Nomination & remuneration committee - Yes
 - Stakeholders relationship committee - Yes
 - Risk management committee (applicable to the top 100 listed entities) - Yes
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
- Any comments/observations/advice of Board of Directors may be mentioned here:

The Compliance Report on Corporate Governance for the quarter ended December 31, 2017 will be placed before the Board of Directors of the company at the ensuing meeting

For Marico Limited



Hemangi Ghag
Company Secretary and Compliance Officer

Date: January 12, 2018
Place: Mumbai

