

January 11, 2019

The Secretary,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE 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
NSE Scrip Symbol: MARICO

Dear Sir/ Madam,

Sub.: Compliance Report on Corporate Governance for the Quarter ended December 31, 2018

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 December 31, 2018 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

General information about company	
Scrip code	531642
NSE Symbol	MARICO
MSEI Symbol	
ISIN	INE196A01026
Name of the entity	Marico Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Quarterly
Date of Report	31-12-2018
Risk management committee	Applicable

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

Is there any change in information of board of directors compare to previous quarter

Yes

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Harsh Mariwala	AADPM6929R	00210342	Non-Executive - Non Independent Director	Chairperson		01-08-2017			5	1	0		
2	Mr	Saugata Gupta	AAEPG0867F	05251806	Executive Director	Not Applicable	CEO-MD	01-04-2014			0	0	0		
3	Mr	Rajen Mariwala	AADPM3840R	00007246	Non-Executive - Non Independent Director	Not Applicable		02-08-2018			1	3	0		
4	Mr	B. S. Nagesh	AAEPB0301K	00027595	Non-Executive - Independent Director	Not Applicable		01-04-2014		57	2	3	0		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
5	Ms	Hema Ravichandar	AASPR0583P	00032929	Non-Executive - Independent Director	Not Applicable		01-04-2014		57	3	4	1		
6	Mr	Nikhil Khattau	AADPK4598A	00017880	Non-Executive - Independent Director	Not Applicable		01-04-2014		57	2	4	4		
7	Mr	Rajeev Bakshi	AGAPB6353R	00044621	Non-Executive - Independent Director	Not Applicable		01-04-2014		57	2	1	0		
8	Mr	Rishabh Mariwala	AHLPM4852G	03072284	Non-Executive - Non Independent Director	Not Applicable		02-05-2017			0	0	0		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Ananth Sankaranarayanan	AEOPA6060J	07527676	Non-Executive - Independent Director	Not Applicable		26-06-2017		18	1	0	0		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

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	Mr. Nikhil Khattau	Non-Executive - Independent Director	Chairperson	23-10-2001		
2	00032929	Ms. Hema Ravichandar	Non-Executive - Independent Director	Member	25-10-2005		
3	00007246	Mr. Rajen Mariwala	Non-Executive - Non Independent Director	Member	27-04-2005		
4	00027595	Mr. 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		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032929	Ms. Hema Ravichandar	Non-Executive - Independent Director	Chairperson	25-10-2005		
2	00044621	Mr. Rajeev Bakshi	Non-Executive - Independent Director	Member	25-10-2005		
3	00017880	Mr. Nikhil Khattau	Non-Executive - Independent Director	Member	21-04-2004		
4	00027595	Mr. 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	Mr. Nikhil Khattau	Non-Executive - Independent Director	Chairperson	23-10-2001		
2	00007246	Mr. Rajen Mariwala	Non-Executive - Non Independent Director	Member	27-04-2005		

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	Mr. Harsh Mariwala	Non-Executive - Non Independent Director	Chairperson	07-11-2014		
2	05251806	Mr. Saugata Gupta	Executive Director	Member	07-11-2014		
3	99999999	Mr. Vivek Karve	Member	Member	07-11-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	00044621	Mr. Rajeev Bakshi	Non-Executive - Independent Director	Chairperson	29-04-2016		
2	00210342	Mr. Harsh Mariwala	Non-Executive - Non Independent Director	Member	31-01-2014		
3	05251806	Mr. Saugata Gupta	Executive Director	Member	29-04-2016		
4	00007246	Mr. Rajen Mariwala	Non-Executive - Non Independent Director	Member	31-01-2014		
5	07527676	Mr. Ananth Narayanan	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)
1	02-08-2018		
2		01-11-2018	90

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory						Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	10-10-2018	Yes	3	02-08-2018	68	
2	Audit Committee	01-11-2018	Yes	4			
3	Nomination and remuneration committee	01-11-2018	Yes	4	02-08-2018	90	

Text Block	
Textual Information(1)	In the relevant previous quarter, Meeting of Audit Committee was held on July 16, 2018.

Annexure 1			
V. Related Party Transactions			
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	

Annexure 1		
VI. Affirmations		
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

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

Signatory Details	
Name of signatory	Ms. Hemangi Ghag
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	11-01-2019

