

April 12, 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, Half Year and Financial Year ended March 31, 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, Half Year and Financial Year ended March 31, 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

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	Yearly
Date of Report	31-03-2019
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												Textual Information(1)			
Wether 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	AAADPM6929R	00210342	Non-Executive - Non Independent Director	Chairperson		01-08-2017			4	1	0		
2	Mr	Saugata Gupta	AAEPG0867F	05251806	Executive Director	Not Applicable	CEO-MD	01-04-2014		60	0	0	0		
3	Mr	Rajen Mariwala	AAADPM3840R	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		60	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		60	3	4	1		
6	Mr	Nikhil Khattau	AADPK4598A	00017880	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	2	4	4		
7	Mr	Rajeev Bakshi	AGAPB6353R	00044621	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	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		21	1	0	0		

Text Block	
Textual Information(1)	<p>First term of 5 years of appointment of Mr. Saugata Gupta, Mr. B.S. Nagesh, Mr. Rajeev Bakshi, Mr. Nikhil Khattau and Ms. Hema Ravichandare expired on March 31, 2019. The Board of Directors of Marico approved their re-appointment for another term starting April 1, 2019.</p> <p>The said re-appointment intimation is already made to exchanges on February 6, 2019 (for MD - CEO re-appointment) and on March 12, 2019 (For others).</p> <p>As the position of all of the above is not vacated at any point of time as they were re-appointed, Date of cessation is not provided against such directros.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>First term of 5 years of appointment of Mr. Saugata Gupta, Mr. B.S. Nagesh, Mr. Rajeev Bakshi, Mr. Nikhil Khattau and Ms. Hema Ravichandare expired on March 31, 2019. The Board of Directors of Marico approved their re-appointment for another term starting April 1, 2019.</p> <p>The said re-appointment intimation is already made to exchanges on February 6, 2019 (for MD - CEO re-appointment) and on March 12, 2019 (For others).</p> <p>As the position of all of the above is not vacated at any point of time as they were re-appointed and hence they continue to hold committee positions, date of cessation is not provided against such Committee Members.</p>

Audit Committee Details							
Whether the Audit 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	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	06840707	Mr. 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	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 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
1	01-11-2018			
2		04-01-2019	63	
3		05-02-2019	31	
4		12-03-2019	34	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
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	Reason for not providing date
1	Audit Committee	09-01-2019	Yes	4	01-11-2018	68		
2	Audit Committee	05-02-2019	Yes	4		34		Already mentioned the date of meeting in the above cell i.e. 01-11-2018
3	Audit Committee	12-03-2019	Yes	4		34		Already mentioned the date of meeting in the above cell i.e. 01-11-2018
4	Nomination and remuneration committee	05-02-2019	Yes	4	01-11-2018	95		
5	Nomination and remuneration committee	12-03-2019	Yes	4		34		NA, as the format does not allow to add gap between meetings held on Feb 5, 2019 and March 12, 2019
6	Corporate Social Responsibility Committee	05-02-2019	Yes	5		186		No meeting held in previous quarter

Annexure 1

IV. Meeting of Committees

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	Reason for not providing date
7	Stakeholders Relationship Committee	02-01-2019	Yes	2		354		No meeting held in previous quarter

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

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.marico.com
2	Terms and conditions of appointment of independent directors	Yes		www.marico.com
3	Composition of various committees of board of directors	Yes		www.marico.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.marico.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.marico.com
6	Criteria of making payments to non-executive directors	Yes		www.marico.com
7	Policy on dealing with related party transactions	Yes		www.marico.com
8	Policy for determining 'material' subsidiaries	Yes		www.marico.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.marico.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.marico.com
11	email address for grievance redressal and other relevant details	Yes		www.marico.com
12	Financial results	Yes		www.marico.com
13	Shareholding pattern	Yes		www.marico.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

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

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
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	11-04-2019

