

April 09, 2014

The Secretary, BSE Limited, 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Fax: 22722037/ 39/ 41	The Manager Listing department National Stock exchange of India Limited 'Exchange Plaza', C-1 Block G Bandra Kurla Complex, Bandra(E) Mumbai - 400 051 Fax: 26598237/ 38
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Dear Sir,

**Subject: Submission of Report on Corporate Governance for the  
Quarter ended March 31, 2014**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed the Report on Corporate Governance for the quarter ended **March 31, 2014** in the prescribed format.

Kindly take the said report on record and acknowledge receipt of the same.

Thank you.

Yours faithfully,  
For **Marico Limited**

  
**Hemangi Ghag**  
**Company Secretary &  
Compliance Officer**



Encl.: A/a

## Quarterly Compliance Report on Corporate Governance

**Name of the Company** : Marico Limited  
**Quarter Ending on** : March 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	49(IA)	Yes	--
(B) Non-Executive Directors' compensation & disclosures	49(1B)	Yes	--
(C) Other provisions as to Board and Committees	49(1C)	Yes	--
(D) Code of Conduct	49(1D)	Yes	Clause 49(1D)(ii) will be complied in the Annual Report 2013-14
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	--
(B) Meeting of the Audit Committee	49 (IIB)	Yes	--
(C) Powers of the Audit Committee	49 (IIC)	Yes	--
(D) Role of Audit Committee	49 (IID)	Yes	--
(E) Review of Information by Audit Committee	49(IIE)	Yes	--



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[www.marico.com](http://www.marico.com)

<b>III. Subsidiary Companies</b>	<b>49(III)</b>	Yes	This is being complied with to the extent applicable.
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party transactions	49(IVA)	Yes	--
(B) Disclosure of Accounting Treatment	49(IVB)	Not Applicable	--
(C) Board Disclosures	49(IVC)	Yes	--
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	Not Applicable	--
(E) Remuneration of Directors	49(IVE)	Yes	Will be complied in the Annual Report 2013-14
(F) Management	49(IVF)	Yes	Will be complied in the Annual Report 2013-14
(G) Shareholders	49(IVG)	Yes	Clause 49(IV)(G)(i) and (ia) will be complied in the Annual Report 2013-14
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	Yes	Will be complied in the Annual Report 2013-14
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	Will be complied in the Annual Report 2013-14
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	Will be complied in the Annual Report 2013-14

For Marico Limited

  
Hemangi Ghag  
Company Secretary &  
Compliance Officer

