

January 5, 2015

Corporate Relations Department
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 531642

Corporate Relations Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

NSE Scrip Code: MARICO

Dear Sir/Madam,

Sub: Disclosure under relevant clauses of the Listing Agreement

Ref: Grant of Stock options under Scheme I of the Marico MD CEO ESOP Plan 2014

The Corporate Governance Committee of the Board of Directors of Marico Limited has vide a resolution passed through circulation on January 5, 2015 notified Scheme I under the Marico MD CEO ESOP Plan 2014 and approved the grant of 46,600 stock options to Mr. Saugata Gupta, Managing Director & CEO under the said Scheme. These stock options constitute 0.007% of the paid up equity share capital of the Company as on date. Given below are the brief particulars in this regard.

Background:

The shareholders of Marico Limited ("Marico") at its 26th Annual General Meeting held on July 30, 2014 approved the structuring and implementation of Marico MD CEO Employee Stock Option Plan 2014 ("MD CEO ESOP Plan 2014" or "the Plan") for the benefit of MD & CEO of the Company. The Board of Directors of the Company had delegated the task of formulating the detailed terms and conditions of the Plan and Schemes thereunder to its Corporate Governance Committee ("CGC").

Objective:

The Objective of the Plan is to:

- Provide a wealth building dimension to the remuneration structure and provide long term ownership to the MD & CEO of the Company.
- Promote desired behaviour for meeting organization's long term business objectives.
- Enable retention for desired objectives and duration through a customized approach.

The aforesaid objectives are sought to be achieved through implementation of the Plan which would enable grant of stock options on an annual basis to the MD & CEO as a part of his remuneration through one or more Schemes notified under the Plan.



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Salient features of the MD CEO ESOP Plan 2014 & Scheme I are as under:

Particulars	Plan	Scheme 1
Total number of Stock Options to be granted	Not more than 0.5% of the paid up share capital in aggregate	46,600 (constituting 0.007% of the paid up equity share capital of the Company)
Vesting Period	Not earlier than 1 year and not later than 5 years from the date of respective grants	From the date of grant to March 31, 2017
Exercise Price	Re. 1 per option	Re. 1 per option
Exercise Period	Not more than 12 months from the date of vesting	12 months from the date of vesting i.e. on /before March 31, 2018. The stock options granted shall be capable of being exercised in one or more tranches within the Exercise period.

The above is for your information.

Yours Truly,

For Marico Limited


Hemangi Ghag

Company Secretary & Compliance Officer

