

August 6, 2015

BSE Limited,  
1st Floor, Phiroze Jeejeebhoy  
Towers, Dalal Street,  
Mumbai – 400001  
BSE Scrip Code: 531642

National Stock exchange of India Limited,  
Exchange Plaza, C-1 Block G,  
Bandra Kurla Complex, Bandra(E)  
Mumbai – 400051  
NSE Scrip Symbol: MARICO

Dear Sir/ Madam,

**Sub: Outcome of the 27<sup>th</sup> Annual General Meeting held on August 5, 2015**

We wish to inform you that the 27<sup>th</sup> Annual General Meeting of the Company (“AGM”) was duly convened on August 5, 2015 at 9.00 a.m. at National Stock Exchange of India Ltd, Gr. Floor Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

In accordance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Company had provided the facility of remote e-voting, voting through Ballot Form (“Ballot Voting”) and voting at the AGM through Poll to its Members on all resolutions set out in the Notice of AGM. The Company had appointed Mr. Tushar Shridharani, Practising Company Secretary as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. As per the Scrutinizer’s Report all resolutions contained in the Notice convening the AGM have been duly passed by the Members with requisite majority.

Pursuant to Clause 35A of the Listing Agreement, we have enclosed the consolidated voting results of the business transacted at the AGM in the prescribed format. Further, the Consolidated Report of the Scrutinizer on e-voting, ballot voting and voting at the AGM is also enclosed.

The aforesaid reports are being uploaded on the website of the Company at [www.marico.com](http://www.marico.com) and on the website of CDSL at [www.evoting.cSDL.com](http://www.evoting.cSDL.com).

Request you to take the above on record and oblige.

Thank you.

Yours Faithfully  
For Marico Limited

  
Hemangi Ghag

Company Secretary & Compliance Officer



Encl: As above.

Marico Limited  
Regd Office:  
7th Floor  
Grande Palladium  
175, CST Road, Kalina  
Santacruz (E)  
Mumbai 400 098, India  
Tel: (91-22) 6648 0480  
Fax: (91-22) 2650 0159

In accordance with Clause 35A of the Listing Agreement the details of voting in respect of the 27th Annual General Meeting ("AGM") of the Company are furnished below:

<b>Date of Annual General Meeting</b>	Wednesday, August 5, 2015
Total number of equity shareholders as on record date (As on the cut-off date i.e. Wednesday, July 29, 2015)	42,693
<b>No. of Shareholders present in the meeting either in person or through proxy :</b>	
a. Promoter & Promoter Group	In Person: 10 Through Proxy: Nil
b. Public	In Person: 80 Through Proxy: 1
<b>No. of Shareholders attending the meeting through video conferencing</b>	No such facility was arranged
a. Promoter and Promoter Group	
b. Public	

The mode of voting for all resolutions was:

1. Remote e-voting conducted between : Saturday, August 1, 2015 (9.00 a.m. IST) and Tuesday, August 4, 2015 (5.00 p.m. IST)
2. Ballot voting\*
3. Voting through Poll at the Annual General Meeting

\* No votes were received through this mode.

Sr. No	Details of the Agenda		Resolution Required	Mode of Voting
1	Adoption of audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors' thereon.		Ordinary	Remote E-voting & Voting through Poll at the AGM

Promoter /Public	No of Shares held	No of Votes Cast	% of Votes Cast on Outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
Promoter and Promoter Group	(1) 3849,27,520	(2) 3812,18,420	(3)=[(2)/(1)]*100 99.04	(4) 3812,18,420	(5) -	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
Public Institutional Holders	2146,10,479	1516,31,992	70.65	1512,61,115	3,70,877	99.76	0.24
Public-Others	455,47,400	2,00,380	0.44	2,00,380	-	100.00	0.00
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5330,50,792</b>	<b>82.63</b>	<b>5326,79,915</b>	<b>3,70,877</b>	<b>99.93</b>	<b>0.07</b>





Sr. No	Details of the Agenda		Resolution Required	Mode of Voting
2	Confirmation of Interim Dividends of Re. 1.00 and Rs. 1.50, each per equity share of Re. 1, declared during the financial year ended on March 31, 2015.		Ordinary	Remote E-voting & Voting through Poll at the AGM

Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00
Public Institutional Holders	2146,10,479	1522,14,792	70.93	1522,14,792	0	100.00	0.00
Public-Others	455,47,400	2,00,395	0.44	2,00,395	0	100.00	0.00
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,33,607</b>	<b>82.72</b>	<b>5336,33,607</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Sr. No	Details of the Agenda		Resolution Required	Mode of Voting
3	Re-appointment of Mr. Harsh Mariwala (holding DIN 00210342) as a Director.		Ordinary	Remote E-voting & Voting through Poll at the AGM

Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	-	100.00	0.00
Public Institutional Holders	2146,10,479	1522,00,866	70.92	1498,92,993	23,07,873	98.48	1.52
Public-Others	455,47,400	2,00,395	0.44	1,99,895	500	99.75	0.25
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,19,681</b>	<b>82.72</b>	<b>5313,11,308</b>	<b>23,08,373</b>	<b>99.57</b>	<b>0.43</b>





Sr. No	Details of the Agenda		Resolution Required	Mode of Voting			
4	Ratification of the appointment of M/s. Price Waterhouse, Chartered Accountants as the Statutory Auditors of the Company.		Ordinary	Remote E-voting & Voting through Poll at the AGM			
Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	-	100.00	0.00
Public Institutional Holders	2146,10,479	1521,85,250	70.91	1505,31,866	16,53,384	98.91	1.09
Public-Others	455,47,400	2,00,245	0.44	1,99,561	684	99.66	0.34
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,03,915</b>	<b>82.72</b>	<b>5319,49,847</b>	<b>16,54,068</b>	<b>99.69</b>	<b>0.31</b>

Sr. No	Details of the Agenda		Resolution Required	Mode of Voting			
5	Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants, Cost Auditor of the Company, for the financial year ended March 31, 2016.		Ordinary	Remote E-voting & Voting through Poll at the AGM			
Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	-	100.00	0.00
Public Institutional Holders	2146,10,479	1522,14,792	70.93	1522,14,792	-	100.00	0.00
Public-Others	455,47,400	2,00,245	0.44	1,99,640	605	99.70	0.30
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,33,457</b>	<b>82.72</b>	<b>5336,32,852</b>	<b>605</b>	<b>100.00</b>	<b>0.00</b>





Sr. No	Details of the Agenda		Resolution Required	Mode of Voting
6	Adoption of new Articles of Association of the Company.		Special	Remote E-voting & Voting through Poll at the AGM

Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00
Public Institutional Holders	2146,10,479	1519,53,595	70.80	1482,92,976	36,60,619	97.59	2.41
Public-Others	455,47,400	2,00,245	0.44	2,00,243	2	100.00	0.00
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5333,72,260</b>	<b>82.68</b>	<b>5297,11,639</b>	<b>36,60,621</b>	<b>99.31</b>	<b>0.69</b>

Sr. No	Details of the Agenda		Resolution Required	Mode of Voting
7	Approval of remuneration payable to the Non-Executive Directors of the Company.		Ordinary	Remote E-voting & Voting through Poll at the AGM

Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00
Public Institutional Holders	2146,10,479	1521,85,250	70.91	1521,40,143	45,107	99.97	0.03
Public-Others	455,47,400	2,00,245	0.44	1,99,612	633	99.68	0.32
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,03,915</b>	<b>82.72</b>	<b>5335,58,175</b>	<b>45,740</b>	<b>99.99</b>	<b>0.01</b>





Sr. No	Details of the Agenda							Resolution Required	Mode of Voting
8	Approval of the Marico Employee Stock Appreciation Rights Plan, 2011 for the benefit of the employees of the Company.							Special	Remote E-voting & Voting through Poll at the AGM
Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00		
Public Institutional Holders	2146,10,479	1521,91,822	70.92	1140,54,548	381,37,274	74.94	25.06		
Public-Others	455,47,400	2,00,245	0.44	1,99,745	500	99.75	0.25		
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,10,487</b>	<b>82.72</b>	<b>4954,72,713</b>	<b>381,37,774</b>	<b>92.85</b>	<b>7.15</b>		

Sr. No	Details of the Agenda							Resolution Required	Mode of Voting
9	Approval of Marico Employee Stock Appreciation Rights Plan, 2011 for the benefit of the employees of the Subsidiary/Associate Company(ies) of the Company.							Special	Remote E-voting & Voting through Poll at the AGM
Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00		
Public Institutional Holders	2146,10,479	1521,91,822	70.92	1139,61,548	382,30,274	74.88	25.12		
Public-Others	455,47,400	2,00,245	0.44	1,99,645	600	99.70	0.30		
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,10,487</b>	<b>82.72</b>	<b>4953,79,613</b>	<b>382,30,874</b>	<b>92.84</b>	<b>7.16</b>		





Details of the Agenda							Resolution Required	Mode of Voting
Sr. No	Authorizing the Employee Welfare Trust for secondary acquisition for implementation of the Marico Employee Stock Appreciation Rights Plan, 2011.						Special	Remote E-voting & Voting through Poll at the AGM
Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00	
Public Institutional Holders	2146,10,479	1521,91,822	70.92	1143,10,387	378,81,435	75.11	24.89	
Public-Others	455,47,400	2,00,245	0.44	1,98,909	1,336	99.33	0.67	
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,10,487</b>	<b>82.72</b>	<b>4957,27,716</b>	<b>378,82,771</b>	<b>92.90</b>	<b>7.10</b>	

Details of the Agenda							Resolution Required	Mode of Voting
Sr. No	Approval for provision of money by the Company to the Employee Welfare Trust for purchase of shares of the Company for implementation of Marico Employee Stock Appreciation Rights Plan, 2011.						Special	Remote E-voting & Voting through Poll at the AGM
Promoter /Public	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast	% of Votes Against on Votes Cast	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	3849,27,520	3812,18,420	99.04	3812,18,420	0	100.00	0.00	
Public Institutional Holders	2146,10,479	1521,91,822	70.92	1143,10,387	378,81,435	75.11	24.89	
Public-Others	455,47,400	2,00,245	0.44	1,98,909	1,336	99.33	0.67	
<b>Total (A)</b>	<b>6450,85,399</b>	<b>5336,10,487</b>	<b>82.72</b>	<b>4957,27,716</b>	<b>378,82,771</b>	<b>92.90</b>	<b>7.10</b>	



For MARICO LIMITED

*Harsh Marwala*  
HARSH MARWALA  
CHAIRMAN

TUSHAR SHRIDHARANI  
B. Com., LL.B., F.C.S.

Tel. : (022) 2208 5764 / 2208 5765	Address: 10, New Marine Lines
Email: <a href="mailto:tushar@tusharshri.com">tushar@tusharshri.com</a>	417, Jolly Bhavan No. 1
Web.: <a href="http://www.tusharshri.com">www.tusharshri.com</a>	Mumbai – 400 020

**SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING**

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Listing Agreement with Stock Exchanges]

6<sup>th</sup> August, 2015

To,  
The Chairman  
Marico Limited  
7<sup>th</sup> Floor, Grande Palladium,  
175, CST Road, Kalina,  
Santacruz (East),  
Mumbai – 400 098

**Subject: Consolidated Report on Members' voting through remote e-voting, Physical Ballot and voting at the 27<sup>th</sup> Annual General Meeting.**

Dear Sir,

The Board of Directors of Marico Limited ("the Company") at its meeting held on 30<sup>th</sup> April, 2015 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("the Rules") to scrutinize the voting conducted through the remote e-voting, Physical Ballot and voting at the meeting on all resolutions set out in the Notice convening the Twenty Seventh Annual General Meeting ("AGM") of the Company, which was duly held on 5<sup>th</sup> August, 2015.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 1<sup>st</sup> August, 2015 and ended at 5.00 p.m. on the 4<sup>th</sup> August, 2015 (both Indian Standard Time - IST). Some members of the Company voted through e-voting during the voting period.

In terms of Clause 35B of the Listing Agreement with the Stock Exchanges, Members of the Company were provided with the facility to cast their votes using Ballot Form ("Ballot Voting"). Members who have opted to cast their vote by Ballot Voting were directed to send duly completed and signed Ballot Forms at the Registered Office of the Company not later than IST 5.00 p.m. on 4<sup>th</sup> August, 2015. The Company confirmed that no Member had opted to vote through Ballot Voting.



*Tushar Shridharani*





Members attending the AGM who did not cast their votes through remote e-voting were invited by the Chairman to cast their votes at the Meeting through Poll on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, some Members casted votes through Poll conducted at AGM.

Upon conclusion of the Poll conducted by the Chairman, the Poll Boxes wherein the Members had dropped their Poll Papers were opened by me in presence of two witnesses not in employment of the Company. The Poll Papers were diligently scrutinized by me and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the Company. The Poll Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. In case of votes received through Poll at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member were considered and the votes received through Poll were considered invalid.

In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the conclusion of voting at the AGM, I first counted the votes casted through Poll and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next along this Report.

The consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the Rules is annexed to this Report.

You are requested to acknowledge receipt of this report.



**(Tushar Shridharani)**  
Practicing Company Secretary  
Membership No.: FCS 2690  
Certificate of Practice No.: 2190.





**WITNESSES' CONFIRMATION**

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Poll and e-voting by members of Marico Limited on all resolutions set out in the Notice convening the 27<sup>th</sup> Annual General Meeting (AGM) of Marico Limited held on 5<sup>th</sup> August, 2015 at 9.00 a.m. at the National Stock Exchange of India Ltd., Ground Floor, Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, we, Nandini Parekh (residing at 60/62, J. M. Compound, 3<sup>rd</sup> Bhoiwada, Bhuleshwar, Mumbai - 400 002) and Rima Patil (residing at F-1/243, K. T. Nagar, Phase – 2, Sainagar, Navghar, Vasai (West), Thane – 401 202) hereby confirm our witnessing the following-

- a) after completion of the voting process through Poll at the above mentioned AGM, the Polling Box wherein the members of the Company have dropped their Poll Papers was opened by Mr. Tushar Shridharani in our presence; and
- b) after completion of voting by Members through Poll, Mr. Tushar Shridharani un-blocked the votes that the members of the Company have casted through e-voting.

We further state that we are not in the employment of the Company.

Witness 1:

(Nandini Parekh)  
B. Com., FCS

Witness 2:

(Rima Patil)  
B. Com., Pursuing CS

Date: 6<sup>th</sup> August, 2015  
Place: Mumbai





**Annexure**

(In accordance with sub-rule 4(xii) of rule 20 of Companies (Management and Administration) Rules, 2014)

Consolidated Report on the votes cast (excluding invalid votes) by the members of Marico Limited on resolutions that were proposed for consideration before the Twenty Seventh Annual General Meeting, which was held on Wednesday, the 5<sup>th</sup> August, 2015 at 9.00 a.m. at the National Stock Exchange of India Ltd., Ground Floor, Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Re. 1 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour	
							Number	%	Number	%
1.	To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,16,31,992	70.65	15,12,61,115	99.76	3,70,877	0.24
			Public - Others	4,55,47,400	2,00,380	0.44	2,00,380	100.00	0	0
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,30,50,792</b>	<b>82.63</b>	<b>53,26,79,915</b>	<b>99.93</b>	<b>3,70,877</b>	<b>0.07</b>
2.	To confirm the declaration of -2- Interim Dividends declared during the Financial Year ended 31 <sup>st</sup> March, 2015.	Ordinary	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,22,14,792	70.93	15,22,14,792	100.00	0	0
			Public - Others	4,55,47,400	2,00,395	0.44	2,00,395	100.00	0	0
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,33,607</b>	<b>82.72</b>	<b>53,36,33,607</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
3.	Appointment of Mr. Harsh Mariwala as a Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,22,00,866	70.92	14,98,92,993	98.48	23,07,873	1.52
			Public - Others	4,55,47,400	2,00,395	0.44	1,99,895	99.75	500	0.25
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,19,681</b>	<b>82.72</b>	<b>53,13,11,308</b>	<b>99.57</b>	<b>23,08,373</b>	<b>0.43</b>



*Tushar Shridharani*

Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Re. 1 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour	
							Number	%	Number	%
4.	Ratification of the appointment of M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of the 26 <sup>th</sup> AGM to the conclusion of the 29 <sup>th</sup> AGM.	Ordinary	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,21,85,250	70.91	15,05,31,866	98.91	16,53,384	1.09
			Public - Others	4,55,47,400	2,00,245	0.44	1,99,561	99.66	684	0.34
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,03,915</b>	<b>82.72</b>	<b>53,19,49,847</b>	<b>99.69</b>	<b>16,54,068</b>	<b>0.31</b>
5.	Ratification of remuneration payable to M/s Ashwin Solanki & Associates, the Cost Auditor of the Company for F.Y. 2015-16.	Ordinary	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,22,14,792	70.93	15,22,14,792	100.00	0	0
			Public - Others	4,55,47,400	2,00,245	0.44	1,99,640	99.70	605	0.30
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,33,457</b>	<b>82.72</b>	<b>53,36,32,852</b>	<b>100.00</b>	<b>605</b>	<b>0</b>
6.	Adoption of new Articles of Association of the Company incorporating the provisions of Companies Act, 2013.	Special	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,19,53,595	70.80	14,82,92,976	97.59	36,60,619	2.41
			Public - Others	4,55,47,400	2,00,245	0.44	2,00,243	100.00	2	0
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,33,72,260</b>	<b>82.68</b>	<b>52,97,11,639</b>	<b>99.31</b>	<b>36,60,621</b>	<b>0.69</b>
7.	To approve the remuneration payable to the non-executive Directors of the Company.	Ordinary	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,21,85,250	70.91	15,21,40,143	99.97	45,107	0.03
			Public - Others	4,55,47,400	2,00,245	0.44	1,99,612	99.68	633	0.32
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,03,915</b>	<b>82.72</b>	<b>53,35,58,175</b>	<b>99.99</b>	<b>45,740</b>	<b>0.01</b>





Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Re. 1 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour	
							Number	%	Number	%
8.	To approve the 'Marico Employee Stock Appreciation Rights Plan, 2011' for the benefits of employees of the Company.	Special	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,21,91,822	70.92	11,40,54,548	74.94	3,81,37,274	25.06
			Public - Others	4,55,47,400	2,00,245	0.44	1,99,745	99.75	500	0.25
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,10,487</b>	<b>82.72</b>	<b>49,54,72,713</b>	<b>92.85</b>	<b>3,81,37,774</b>	<b>7.15</b>
9.	To approve the 'Marico Employee Stock Appreciation Rights Plan, 2011' for the benefits of employees of the Subsidiary / Associate Company(ies).	Special	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,21,91,822	70.92	11,39,61,548	74.88	3,82,30,274	25.12
			Public - Others	4,55,47,400	2,00,245	0.44	1,99,645	99.70	600	0.30
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,10,487</b>	<b>82.72</b>	<b>49,53,79,613</b>	<b>92.84</b>	<b>3,82,30,874</b>	<b>7.16</b>
10.	To authorise the Employees Welfare Trust for Secondary Acquisition for implementation of the Marico Employee Stock Appreciation Rights Plan, 2011.	Special	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,21,91,822	70.92	11,43,10,387	75.11	3,78,81,435	24.89
			Public - Others	4,55,47,400	2,00,245	0.44	1,98,909	99.33	1,336	0.67
			<b>Total...</b>	<b>64,50,85,399</b>	<b>53,36,10,487</b>	<b>82.72</b>	<b>49,57,27,716</b>	<b>92.90</b>	<b>3,78,82,771</b>	<b>7.10</b>



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Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Re. 1 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour	
							Number	%	Number	%
11.	To approve provision of money by the Company to the Employee Welfare Trust for purchase of the shares of the Company for the implementation of Marico Employee Stock Appreciation Rights Plan, 2011.	Special	Promoter and Promoters' Group	38,49,27,520	38,12,18,420	99.04	38,12,18,420	100.00	0	0
			Public - Institutional Holders	21,46,10,479	15,21,91,822	70.92	11,43,10,387	75.11	3,78,81,435	24.89
			Public - Others	4,55,47,400	2,00,245	0.44	1,98,909	99.33	1,336	0.67
			<b>Total....</b>	<b>64,50,85,399</b>	<b>53,36,10,487</b>	<b>82.72</b>	<b>49,57,27,716</b>	<b>92.90</b>	<b>3,78,82,771</b>	<b>7.10</b>

*Tushar Shridharani*

(Tushar Shridharani)  
Practicing Company Secretary  
Membership No.: FCS 2690  
Certificate of Practice No.: 2190.



*M. Lakshmi*