

MARICO LIMITED

CIN: L15140MH1988PLC049208

Reg. Office: 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai – 400 098

Tel No.: (91-22) 6648 0480, Fax No.: (91-22) 2650 0159; Website:www.marico.com • Email:investor@maricoindia.net

FORM NO. MGT -11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of shares held	:	

* Applicable in case shares are held in electronic form.

I/We, being the holder(s) of _____ shares of the MARICO LIMITED, hereby appoint:

Name	:	
Address	:	
E-mail ID	:	
	:	Signature <input type="text"/> or failing him/her

Name	:	
Address	:	
E-mail ID	:	
	:	Signature <input type="text"/> or failing him/her

Name	:	
Address	:	
E-mail ID	:	
	:	Signature <input type="text"/>

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Company to be held on Friday, August 5, 2016 at 9.00 a.m. at The 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 400 051 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For	Against
Ordinary Business			
1	Adoption of audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors' thereon		
2	Confirmation of Interim Dividends declared during the financial year ended March 31, 2016.		
3	Re-appointment of Mr. Rajen Mariwala as a Director.		
4	Ratification of the appointment of M/s. Price Waterhouse, Chartered Accountants as the Statutory Auditors of the Company.		
Special Business			
5	Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants for the financial year ended March 31, 2017.		
6	Approval of the Marico Employee Stock Option Plan 2016 and granting of stock options to the eligible employees of the Company under the Plan.		
7	Approval of the grant of stock options to the eligible employees of the Company's subsidiaries under the Marico Employee Stock Option Plan 2016.		

Signed this _____ day of _____ 2016 Signature of Member _____

Affix Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.**
- Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards -2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.**
- The Proxy-holder shall prove his identity at the time of attending the Meeting.**

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ATTENDANCE SLIP

TWENTY EIGHTH ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 05, 2016 AT 09.00 A.M.

Folio No. / DP ID & Client ID*	
No. of shares held	

* Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the Company to be held at The 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 at 9.00 a.m. on Friday, August 05, 2016.

Member's / Proxy's name in **BLOCK** letters

Signature of Member /Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.