

Investor Service and Grievance Handling Mechanism

Marico Limited (“Marico”/ “the Company”) has appointed M/s. Link Intime India Private Limited as its Registrar and Share Transfer Agent (RTA) for handling all matters relating to its shares (both in physical as well as demat mode). All matters relating to the securities of the Company such as transfer, transmission, dematerialization, dividends etc. and related correspondence and queries may be addressed to:

Link Intime India Private Limited

Unit: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra

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ITEM NO. 1: Rights of Shareholders

- To receive the share certificates, on allotment or transfer as the case may be, in due time.
- To receive copies of the Annual Report including the Balance Sheet and the Profit and Loss Account and the Auditors' Report etc. not less than 21 days before the date of the annual general meeting unless consented for a shorter period.
- To receive not less than 21 days' notice of general meetings unless consented for a shorter notice.
- To receive notice and forms for Postal Ballots in terms of the provisions of the Companies Act, 2013 and the concerned Rules issued thereunder.
- To participate and vote in General Meetings either personally or through proxies (proxy can vote only in case of a poll)
- To receive Dividends and other corporate benefits like rights, bonus etc. once approved.
- To inspect statutory registers and documents, including minutes books of the general meetings, as permitted under law.
- To make nomination in respect of shares held by you.
- Other rights are as specified in the statutory enactments.

ITEM NO. 2: Dematerialisation of Shares

Dematerialisation is the process of converting physical shares into electronic format.

How to convert physical shares to Demat?

Holders of share certificates in the physical form can quickly get their shares converted into dematerialised form by following some simple steps as given below:

Step 1: The opening of a Demat Account

The very first step involved in the process of conversion of share certificates into dematerialised form is opening of a Demat Account.

Find below steps to open a Demat Account

1. Contact a Depository Participant (DP) who is registered with SEBI.
2. Fill a Dematerialisation account opening form.
3. Submit your KYC documents along with a filled application Form to your DP.
4. Sign an agreement along with a schedule of charges with the DP/bank. This agreement will provide and mention the responsibilities and the rights of both the account user and the DP
5. You will then be provided with a Demat account number, using which you can start trading in the stock markets with your Demat account.

Step 2: Process of transferring physical shares into dematerialised form

1. Contact your DP for a DRF Form, which is also known as a Dematerialization Request Form duly signed by all the registered holders with the names and signatures in the same order as appearing in the concerned certificate(s) and the Company records, along with requisite documentary proof and PAN details.
2. Fill up the DRF form and submit the same to your DP along with your share certificates (On each share certificate, 'Surrendered for Dematerialization' needs to be mentioned).
3. Obtain acknowledgement from DP on handing over the share certificate(s).
4. Within two to three weeks, subject to successful verification of the DRF form submitted, and authentication of your share certificates, you will receive an electronic request, and your physical shares will be converted into dematerialized form and transferred to your Demat account.

How to Know your Demat Account Number?

Every Demat account has its own unique 16 digit account number which is assigned by the Depository Participant, or the DP, to the Demat account holder. This is known as the Demat account number. Upon opening the Demat account, a welcome letter from the depository (CDSL or NSDL) will be sent to the user which will contain all the account information including your Demat

account number. The Demat account number is also known as Beneficiary Owner ID or BO ID in the case of the CDSL.

Am I restricted to having account with only one DP?

No. There are no restrictions on the number of DPs you can open accounts with. Just as you can have savings or current accounts with more than one bank, you can open accounts with more than one DP.

Do I have to keep any minimum balance of securities in my account with my DP?

No. The depository has not prescribed any minimum balance. You can have zero balance in your account.

Can I open a single account for securities owned in different ownership patterns such as securities owned individually and securities owned along-with my wife?

No. The demat account must be opened in the same ownership pattern in which the securities are held in the physical form. e. g. if one share certificate is in your individual name and another certificate is jointly held in your and your wife's name, two different accounts would have to be opened.

Can someone else operate my account on my behalf on the basis of a power of attorney?

Yes. If you authorize any person to operate your account by executing a power of attorney and submit it to your DP, that person can operate the account on your behalf.

Can I dematerialize shares held jointly, in the same combination of names, but the sequence of names is different?

Depositories provide “Transposition cum Demat facility” to help joint holders to dematerialize securities in different sequence of names. For this purpose, one has to fill the DRF and Transposition Form and submit the same to DP.

Will a Shareholder get the Annual Report after he gets his shares converted in Demat form and would he be able to attend the AGM of Marico Limited?

The rights of the shareholders holding shares in dematmode are at par with holders of shares in physical form. Hence, a shareholder getting his shares converted in Demat form will be eligible for the Annual Report and can rightfully attend the AGM as a shareholder.

What precautions should I take before defacing a share certificate?

Before defacing the share certificate, you must ensure that it is available for dematerialisation. You must therefore check with your Depository Participant (DP) whether the ISIN (code number for the security in a depository system) has been activated and made available for dematerialisation by the depository. If yes, then you may deface the share certificate. The certificates are defaced by marking "Surrendered for Dematerialisation" on the face of the certificate.

How long does the dematerialisation process take? What if it takes more than 30 days for dematerialisation of the shares?

Dematerialisation will normally take about 30 days. If the process of dematerialisation takes more than 30 days, please contact the respective DP. If he is unable to help you, then you may send your grievance to Investor Grievance Cell of NSDL or CDSL as the case may be.

The rights of the shareholders holding shares in electronic form are at par with the holders in physical form. Hence they are eligible to get the Annual Report and will have the right to attend the AGM as a shareholder.

ITEM NO. 3: DIVIDEND

Bank details for Electronic Shareholdings

While opening Accounts with Depository Participants (DPs), you may have given your Bank Account details, which will be used by Marico Limited for printing on dividend warrants or remittance of dividend. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the Account specified on the dividend warrants and ensures safety for investors.

What if I wish to receive dividend in other account?

If you wish to receive dividend in an Account other than the one specified while opening the Depository Account, you may change / correct Bank Account details with your Depository Participant. Shareholders are requested to furnish complete details of their Bank Accounts including MICR codes of their Bank to their DPs.

What is National Electronic Clearing Service (NECS)?

NECS facility is a centralized version of ECS facility. The NECS system takes advantage of the centralized accounting system in banks. Accordingly, the account of a bank that is submitting or receiving payment instructions is debited or credited centrally at Mumbai. The branches participating in NECS can, however, be located anywhere across the length and breadth of the country. As on date 25,000 branches of 50 banks are participating in NECS operations and other banks are expected to join in course of time.

Under this system, one can receive his dividend electronically by way of direct credit to his bank account. With this service the problems such as loss/fraudulent interception of dividend warrants during postal transit is avoided. This also expedites payment through credit to the account of the investor as compared to the payment through physical dividend warrant.

What is payment of dividend through NEFT Facility and how does it operate?

NEFT is a nation-wide payment system facilitating electronic transfer of funds from one account to another. Dividend payment through NEFT denotes payment of dividend electronically through RBI clearing to selected bank branches which have implemented Core Banking Solutions (CBS). This extends to all over the country, and is not necessarily restricted to the 91 designated centers where payment can be handled through ECS. To facilitate payment through NEFT, the shareholder is required to ensure that the bank branch where his/her account is operated, is under CBS and also records the particulars of the new bank account with the DP with whom the demat account is maintained.

What are the benefits of NECS (payment through electronic facilities)?

Some of the major benefits are:

- Investor need not make frequent visits to his bank for depositing the physical paper instruments.
- Prompt credit to the bank account of the investor through electronic clearing.
- Fraudulent encashment of warrants is avoided.
- Exposure to delays / loss in postal service avoided.
- As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.

How to avail of NECS Facility?

Investors holding shares in physical form may send their NECS Mandate Form, duly filled in, to the Company's RTA. The Form may be downloaded from the Company's website <https://marico.com/india/investors/documentation/shareholder-info> under the section "Investor Relations".

However, if shares are held in dematerialized form, NECS mandate has to be sent to the concerned DP directly, in the format prescribed by the DP.

Investors must note that NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions.

In this regard, shareholders are requested to furnish the new bank account number allotted by the banks post implementation of CBS, along with a copy of Cheque pertaining to the concerned account, to the RTA of the Company in case the shareholders hold shares in physical form and to the concerned DP in case the shareholders hold shares in demat form.

In case the shareholders do not provide their new account number allotted after implementation of CBS, please note that NECS to the shareholders' old account may either be rejected or returned.

Why can't Marico Limited take on record the bank details in case of shares held in electronic/demat form?

As per the Depository Regulations, the company is obliged to pay dividend as per the details of demat shareholders furnished by the concerned depository participant. However, if in case one needs to record his mandate then such details needs to be furnished to the respective depository participant with whom one holds the demat account and not to Marico Limited or its RTA, as we are not authorised to make or incorporate any change in records received from the Depository.

Can investors opt out of NECS Facility?

Investors have a right to opt out from this mode of payment by giving an advance notice of four weeks, prior to payment of dividend, either to the Company's RTA or to the concerned DP, as the case may be.

Can one authorize his banker or any other person to receive dividends on his behalf?

Yes. One can do so by furnishing the name and address of the authorised person/banker. Such request should contain all the relevant details such as folio number, number of shares, specimen signatures recorded with Marico Limited. The Company will take on record such request complete in all respect and dispatch the dividend warrant to the mandate as per the instructions. Please note that this procedure is applicable only if you are holding shares in physical form.

UNCLAIMED / UNPAID DIVIDEND

What are the Statutory provisions governing unclaimed dividend?

In accordance with the provisions of sub section (5) of section 124, the Company is required to transfer Unpaid Dividend remaining unclaimed and unpaid for a period of 7 years along with the interest accrued, from the due date(s) to the Investor Education and Protection Fund (IEPF) set up by the Central Government under sub section (1) of section 125 of the Companies Act, 2013

The Company sends a communication to the concerned shareholders well in advance, advising them to lodge their claim with respect to unclaimed dividend in the year in which the dividend is due for transfer to IEPF. Investors are requested to note that no claims shall lie against the Company or IEPF for any moneys transferred to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013.

Where can the status of declared and unclaimed dividend be verified?

The Company has uploaded the details of declared and unpaid and unclaimed amounts lying with the Company as on March 31, 2019 on the website of the Company (<https://marico.com/>), which can be accessed by the shareholders.

Status of Dividend / Unpaid Dividend Declared

Status of the dividend declared by the Company for the last seven years is as under:

Financial Year	Type of Dividend	Rate (%)	Date of Declaration	Due Date for transfer to IEPF
2012-13	1st Interim Dividend	50	02/11/2012	08/12/2019
	2nd Interim Dividend	50	30/04/2013	05/06/2020
2013-14	1st Interim Dividend	75	29/10/2013	04/12/2020
	2nd Interim Dividend	100	31/01/2014	08/03/2021
	3rd Interim Dividend	175	25/03/2014	30/04/2021
2014-15	1st Interim Dividend	100	07/11/2014	13/12/2021
	2nd Interim Dividend	150	03/02/2015	11/03/2022
2015-16	1st Interim Dividend	175	04/11/2015	10/12/2022
	2nd Interim Dividend	150	30/01/2016	08/03/2023
	3rd Interim Dividend	100	10/03/2016	17/04/2023
2016-17	1st Interim Dividend	150	04/11/2016	11/12/2023
	2nd Interim Dividend	200	02/02/2017	11/03/2024
2017-18	1st Interim Dividend	175	30/10/2017	6/12/2024
	2nd Interim Dividend	250	09/02/2018	18/03/2025
2018-19	1st Interim Dividend	200	1/11/2018	8/12/2025
	2nd Interim Dividend	275	5/2/2019	14/03/2026

The Company constantly endeavor's to reduce the unpaid dividend amount. The shareholders, who have not claimed their dividend for the above financial years are requested to contact the Company or its RTA.

ITEM NO. 4: SHARE CERTIFICATES

A share certificate is a certificate issued by a company certifying that on the date the certificate is issued to a certain person is the registered owner of shares in the company. It is a legal document that certifies ownership of a specific number of shares or stock in a corporation.

In case of loss of share certificates, what steps one should take to obtain duplicate share certificates?

Immediately on the knowledge of loss of share certificates, one should inform the RTA. The information should contain the details of share certificates so lost, folio no., no. of shares and other relevant particulars. The said information needs to be signed by the first holder as per the specimen signature recorded with Marico Limited. The RTA after checking the details and signatures will mark a cautionary stop on the folio to prevent any further transfer of such lost share certificates. On receipt of such request, the RTA will send the complete procedure of obtaining duplicate share certificates. In the meanwhile, one should lodge a complaint with the police regarding loss of share certificates.

What action should be taken in case the share certificates are retrieved by the holder, which were earlier reported as lost?

In such case the retrieved share certificate is to be surrendered to RTA immediately if the duplicate share certificates have been issued. However, if the original share certificates are found before one has complied with the procedure for obtaining duplicate share certificate, then the said information be urgently send to RTA so that the caution marked on those certificates can be removed.

In case the share certificates are lost along with the duly signed transfer deed, then how one can proceed to safeguard his interest and for obtaining duplicate share certificates?

Immediately on the knowledge of loss of share certificates along with duly executed transfer deed, one should inform RTA. The information should contain the details of share certificates so lost, folio no., no. of shares, Copy of FIR issued by the Police station and other relevant particulars. The said information needs to be signed by the holder. The Company after checking the details and signatures will mark a cautionary stop on the folio to prevent any further transfer of such lost share certificates. On receipt of such request, the RTA will send the complete procedure of obtaining duplicate share certificates. In the meanwhile, one should lodge a complaint with the police regarding loss of share certificates.

ITEM NO. 5: NOMINATION FACILITY

Companies Act, 2013 allows a shareholder to make nomination with regard to shares held by him in a company. A nomination is a written mandate given by a shareholder to a company describing a particular person, to whom the shares held in the company shall vest in the event of death or any uncertainty to act or exercise upon/his rights, of the shareholder.

What is nomination facility and to whom is it more useful?

Section 72 of the Companies Act, 2013 provides the facility of nomination to shareholders. This facility is mainly useful for individuals holding shares in sole name. In the case of joint holding of shares by individuals, nomination will be effective only in the event of death of all joint holders.

What is the procedure for appointing a nominee?

Investors, especially those who are holding shares in single name, are advised to avail of the nomination facility by submitting the prescribed Form SH 13 to the Company's RTA. Form SH 13 may be downloaded from the Company's website, <https://marico.com> under the section "Investor Relations". However, if shares are held in dematerialized form, nomination has to be registered with the concerned DP directly, as per the format prescribed by the DP.

Who can appoint a nominee and who can be appointed as a nominee?

Individual shareholders holding the shares / debentures in single name or joint names can appoint a nominee. In case of joint holding, joint holders together have to appoint the nominee. While an individual can be appointed as a nominee, a trust, society, body corporate, partnership firm, karta of HUF or a power of attorney holder cannot be appointed as a nominee(s). Minor(s) can, however, be appointed as a nominee.

Can a nomination once made be revoked/ varied?

A shareholder can change the nomination as and when he so desires. However, the rules do not prescribe any specific manner in which the variation or cancellation of the nomination can be made. In the absence of clear guidelines or rules, shareholder can change the nomination by a letter revoking his old nomination and submitting Form SH-13 for change in nomination.

Are the joint holders deemed to be nominees to the shares?

Joint holders are not nominees; they are joint holders of the relevant shares having joint rights on the same. In the event of death of any one of the joint holders, the surviving joint holder(s) of the shares is / are the only person(s) recognized under law as holder(s) of the shares. Joint holders may together appoint a nominee.

Do further acquisitions of shares under a given Folio get covered by the nomination?

A shareholder is required to fill in the distinctive numbers of shares on Form SH-13 and the shares covered by these distinctive shall be transmitted to the nominee in the event of death of the shareholder. For any further acquisition of shares of Marico Limited, the shareholders will have to extend the nomination to the additional shares by filling in the necessary Form SH-13 as the existing nomination does not automatically cover the additional shares. To ensure that the nomination is valid, the shareholders need to make specific mention of all distinctive numbers.

What is the effect of nomination upon transfer of shares?

Upon transfer of shares or debentures nomination stands rescinded.

Can nomination be made in favour of a minor?

Yes, a minor can be appointed as a nominee. In such case, the guardian will sign on behalf of the nominee and in addition to the name and photograph of the nominee, the name, address and the photograph of the guardian must be submitted.

What is the advantage of making a nomination?

Notwithstanding anything contained in any other law or any testamentary disposition or otherwise, in respect of the shares or debentures, where a nomination has been made in accordance with the applicable law, the nominee on the death of the shareholder of Marico Limited as the case may be on the death of all the joint holders shall become entitled to the rights in the shares of Marico Limited, as the case may be, in relation to such shares of Marico Limited, to the exclusion of all other persons unless the nomination is revoked before such exercise.

What will happen when a shareholder dies leaving a minor nominee?

Where the nominee is a minor, the holder of the securities, making the nomination, may appoint a person in Form No. SH. 14, who shall become entitled to the securities of the Company, in the event of death of the nominee during his minority.

Can the surviving joint holder make a fresh nomination by revoking earlier nomination?

Under the laws of wills and testamentary dispositions, joint wills cannot be revoked after the demise of one of the joint testators. Extending the principle in this case would suggest that nominations made jointly cannot be revoked after the demise of one of the joint holders.

However under section 72 the nomination made are to take effect notwithstanding testamentary dispositions, or otherwise.

Therefore on demise of one of the joint holders the remaining joint holder would become sole member. In such case, fresh nomination in prescribed manner could be made revoking the old nomination.

What is the effect of death of one of the joint holders on nomination?

In the event of death of one of the joint holders, the shares get transmitted in the name of the surviving holder. The death of one of the joint holders does not rescind the nomination. Nominee will have title to the shares only on the death of all the joint holders

How does Marico Limited establish the identity of the nominee in case of death of the shareholder?

The prescribed Form SH-13 only provides for the name and address of the nominee. The Board of Marico Limited may require the nominee to provide and produce such evidence to prove his identity as thought necessary in the opinion of the Board. Without prejudice to the above, the shareholder/debenture holder may also provide the specimen signature of the nominee duly attested by his banker where he/she is holding an account along with Form SH-13.

Can a Shareholder nominate more than one person to hold shares jointly in the event of his demise?

Form SH-13 prescribed for nomination requires the "name and address of the nominee". The view is that only one nomination is allowed to be made per folio. However if the shareholders/debenture holders hold in more than one folio but in different order of names or hold in joint names in more than one folio in different combination of names, then they can appoint different nominees under each folio.

For example, if shareholder "A" and "B" jointly hold 100 shares, they can together appoint one nominee. However, if 50 shares are held jointly in the names of A and B respectively and further 50 shares in the names of B and A respectively, they can appoint two different nominees for their holdings of 50 shares each. Parents desirous of nominating their children can plan their holdings in such a manner so as to facilitate nomination to their children.

ITEM NO.6: TRANSFER & TRANSMISSION OF SHARES

Person eligible to apply for Transmission of shares

The survivors in case of joint holding can get the shares transmitted in their names by production of the death certificate of the deceased holder of shares. In other words in case of joint holding, the survivor or survivors shall only be entitled for registration and the legal heir of the deceased member shall have no right or claims.

Does Share transfer deed required for Transmission of shares?

No, execution of transfer deed not required in case of transmission of shares. Intimation/application of Transmission accompanied with relevant documents would be enough for valid transmission request.

Documents required for Transmission of Shares with Succession certificate/ Probate of will

In case of transmission of shares by operation of law, it is not necessary to execute and submit transfer deed. A simple application to the company by a legal representative along with the following necessary evidences is sufficient: –

- a) Certified copy of death certificate;
- b) Succession certificate;
- c) Probate;
- d) Specimen signature of the successor.

There may be further identification requirements at the discretion of the Board of Directors.

Documents required for Transmission of Shares without Succession certificate/Probate of will

- a) Notarized Copy of death certificate.
- b) Letter of Indemnity duly supported by a guarantee of an independent surety acceptable to the Company Secretary, made on appropriate non-judicial stamp paper.
- c) An affidavit on appropriate non-judicial stamp paper.
- d) (i) No Objection Certificate from the legal heir who do not object to such transmission.
or
(ii) Proof about indemnity of the nominee, in case of nomination.
- e) Original Share Certificate.

There may be further identification requirements at the discretion of the Board of Directors.

Does transmission of shares to nominees attract payment of share transfer stamps?

On death of the shareholder, the legal representative has to elect either to register himself as a shareholder or to transfer the shares. If he elects to register himself as a shareholder, he has to intimate his decision in writing preferably to our RTA, this will be in the form of a transmission and therefore will not attract stamp duty. If a shareholder elects to transfer the shares, he has to send a notice in writing to our RTA. Since this amount to transfer of shares like any other transfer, the same would attract stamp duty.

Time limit for issue of share certificate on transmission:

In accordance with the provisions of sub-section (4) of Section 56 of Companies Act, 2013 every company, unless prohibited by any provision of law or of any order of any Court, Tribunal or other authority, shall, within One month deliver, the certificates of all shares transmitted after the application for the registration of the transmission of any such shares received.

ITEM NO. 7: MISCELLANEOUS

Change in address / other Personal Details:

If the shares are in electronic mode, what is the procedure for recording change of address?

Since the respective Depository Participants (DP) maintains the records of all the shares in electronic form, therefore any information pertaining to the change in address needs to be furnished to the respective DP.

Can there be multiple addresses for a single folio?

No. There can only be one registered address for one folio.

Can joint-holder(s) other than the first holder request for a change of address?

No. The request letter for updation of records should be signed by the first holder along with the signatures of the joint holders.

If the shares are in physical mode, what is the procedure for recording change of address?

A request letter for updation of records need to be filed in by giving the new address along with the Pin Code (Mandatory) and signed by the shareholder(s) (including all joint-holders) as per the specimen recorded with Marico Limited (the Company) or with the Company's RTA. Also the folio number must be quoted for reference.

In case of gift of shares to one's near and dear, then how should one proceed to get them registered in the books of Marico Limited? Does it attract stamp duty?

The procedure of registration of shares gifted to someone is same as the procedure for a normal transfer. The stamp duty is also applicable in case of gifted shares.

If the deceased family member who held shares in his/her own name (single) had left a will, how do the legal heir/s get the shares transmitted in their names?

The legal heirs will have to get the will probated by the Court of competent jurisdiction and then send a copy of the probated will, along with relevant schedule/annexure setting out the details of the shares, the relevant share certificates in original and transmission form for transmission.

If a shareholder who held shares in his sole name dies without leaving a will. How can his legal heir/s (either husband/wife/son/daughter, etc.) get

the shares transmitted in their names?

Firstly the legal heirs have to obtain a Succession Certificate or Letter of Administration with respect to the shares and a true copy of the same, duly attested by the Court Officer or Notarized should be sent to our RTA along with a request letter along with all the share certificates in original, for transmission in their favour.

In case of joint holdings, in the event of death of one shareholder, how do the surviving shareholder(s) get the shares in his/their names?

The surviving shareholder(s) will have to submit a request letter supported by a notarized copy of the death certificate of the deceased shareholder and the relevant share certificates to our RTA. On receipt of the said documents, RTA will delete the name of deceased shareholder from its records and return the share certificates to the applicant /registered holder with necessary endorsement.