

December 14, 2015

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai- 400051

**BSE Scrip Code: 531642**

**NSE Scrip Symbol: MARICO**

Dear Sir/Madam,

**Sub: Outcome of voting through Postal Ballot including e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned matter and further to our letter dated November 10, 2015, we wish to inform you that Ordinary Resolutions set out in the Postal Ballot Notice dated November 4, 2015, have been duly passed by the shareholders of the Company with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we have enclosed the consolidated voting results of the business transacted through Postal Ballot in the format prescribed by SEBI vide the circular dated November 4, 2015. Further, the Scrutinizer's Report is also enclosed for your information.

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 truly,  
For Marico Limited

  
Hemangi Ghag

Company Secretary & Compliance Officer  
Membership No: A19486



**Outcome of voting through postal ballot including e-voting pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of Annual General Meeting</b>	Not Applicable
Total number of equity shareholders as on <del>record date</del> (As on the cut-off date i.e. Thursday, November 5, 2015)	46,117
<b>No. of Shareholders present in the meeting either in person or through proxy :</b>	
a. Promoter & Promoter Group	Not Applicable
b. Public	Not Applicable
<b>No. of Shareholders attending the meeting through video conferencing</b>	Not Applicable
a. Promoter and Promoter Group	
b. Public	

**Resolution required: Ordinary**

Whether promoter/ promoter group are interested in the agenda/resolution : No

Item 1: Reclassification of the Authorized Share Capital and consequent alteration of Clause V. i.e. Capital Clause of the Memorandum of Association of the Company

Category	Mode of Voting	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes Cast (6)=[(4)/(2)]*100	% of Votes Against on Votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1) 384,927,520	(2) 384,927,520	100.00	384,927,520	0	100.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>384,927,520</b>	<b>100.00</b>	<b>384,927,520</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	209,962,060	123,434,167	58.79	123,434,167	0	100.00	0.00
	Physical Ballot		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>123,434,167</b>	<b>58.79</b>	<b>123,434,167</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	50,196,019	1,356,589	2.70	1,356,330	259	99.98	0.02
	Physical Ballot		447,831	0.89	446,227	1,604	99.64	0.36
	<b>Total</b>		<b>1,804,420</b>	<b>3.59</b>	<b>1,802,557</b>	<b>1,863</b>	<b>99.90</b>	<b>0.10</b>
<b>Total</b>		<b>645,085,599</b>	<b>510,166,107</b>	<b>79.09</b>	<b>510,164,244</b>	<b>1,863</b>	<b>100.00</b>	<b>0.00</b>



**Item 2: Capitalization of securities premium and/or free reserves of the Company for issue of Bonus Shares in the ratio of one equity share for every one equity share held by the Member (i.e. in the ratio of 1:1).**

Category	Mode of Voting	No of Shares held	No of Votes Cast	% of Votes cast on Outstanding shares $(3)=[(2)/(1)]*100$	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes Cast $(6)=[(4)/(2)]*100$	% of Votes Against on Votes Cast $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	384,927,520	384,927,520	100.00	384,927,520	0	100.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>384,927,520</b>	<b>100.00</b>	<b>384,927,520</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	209,962,060	123,435,046	58.79	123,434,167	879	100.00	0.00
	Physical Ballot		0	0	0	0	0.00	0.00
	<b>Total</b>		<b>123,435,046</b>	<b>58.79</b>	<b>123,434,167</b>	<b>879</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	50,196,019	1,356,539	2.70	1,356,329	210	99.98	0.02
	Physical Ballot		448,061	0.89	446,548	1,513	99.66	0.34
	<b>Total</b>		<b>1,804,600</b>	<b>3.60</b>	<b>1,802,877</b>	<b>1,723</b>	<b>99.90</b>	<b>0.10</b>
<b>Total</b>		<b>645,085,599</b>	<b>510,167,166</b>	<b>79.09</b>	<b>510,164,564</b>	<b>2,602</b>	<b>100.00</b>	<b>0.00</b>

For Marico Limited



Hemangi Ghag

Company Secretary & Compliance Officer  
Membership No: A19486

# MAKARAND M. JOSHI & CO.

## Company Secretaries

"Ecstasy, 803/804, 9<sup>th</sup> Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai - 400080

### Scrutinizer Report

To  
The Chairman,  
Marico Limited  
7<sup>th</sup> Floor, Grande Palladium,  
175, CST Road, Kalina,  
Santacruz (East),  
Mumbai-400098

Dear Sir/Madam,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of Marico Limited, (hereinafter referred as "the Company") on November 4, 2015, I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Ordinary Resolutions set out in the Postal Ballot Notice dated November, 4, 2015 ("Notice").
- B. Members approval was sought on the following Special Business:
- i. Reclassification of the Authorized Share Capital and consequent alteration of Clause V. i.e. Capital Clause of the Memorandum of Association of the Company; and
  - ii. Capitalization of securities premium and/or free reserves of the Company for issue of Bonus Shares in the ratio of one equity share for every one equity share held by the Member (i.e. in the ratio of 1:1).
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form in electronic form mode on November 7, 2015 to those Members whose e-mail addresses were registered with the Depositories / Company and in physical form through permitted modes on November 10, 2015 to the Members whose e-mail addresses were not so registered.



- D. The voting period commenced on Friday, 13<sup>th</sup> November, 2015 (9:00 a.m. IST) and ended on Saturday, 12<sup>th</sup> December, 2015 (5:00 p.m. IST) for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by Central Depository Services (India) Limited ("CDSL")
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained (electronically) for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H. The e-voting were unblocked at 5.00 p.m. (IST) on December 12, 2015 and the e-voting summary statement was downloaded from e-voting website of CDSL at 5.45 p.m.
- I. The postal ballot forms were duly opened in my presence and scrutinized.
- J. All ballot forms received/ votes cast up to 5.00 p.m. (IST) on December 12, 2015, being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- K. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.



- L. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under :

**Resolution Item No. 1: Ordinary Resolution**

**Reclassification of the Authorized Share Capital and consequent alteration of Clause V. i.e. Capital Clause of the Memorandum of Association of the Company**

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	38,49,27,520	38,49,27,520	100.00	38,49,27,520	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		<b>38,49,27,520</b>	<b>100.00</b>	<b>38,49,27,520</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	20,99,62,060	12,34,34,167	58.79	12,34,34,167	0	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		<b>12,34,34,167</b>	<b>58.79</b>	<b>12,34,34,167</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Non Institution	E-Voting	5,01,96,019	13,56,589	2.70	13,56,330	259	99.98	0.02
	Postal Ballot		4,47,831	0.89	4,46,227	1,604	99.64	0.36
	Total		<b>18,04,420</b>	<b>3.59</b>	<b>18,02,557</b>	<b>1,863</b>	<b>99.90</b>	<b>0.10</b>
<b>Total</b>		<b>64,50,85,599</b>	<b>51,01,66,107</b>	<b>79.09</b>	<b>51,01,64,244</b>	<b>1,863</b>	<b>100.00</b>	<b>0.00</b>

\*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'.



## Resolution Item No. 2: Ordinary Resolution

Capitalization of securities premium and/or free reserves of the Company for issue of Bonus Shares in the ratio of one equity share for every one equity share held by the Member (i.e. in the ratio of 1:1).

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	38,49,27,520	38,49,27,520	100.00	38,49,27,520	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38,49,27,520	100.00	38,49,27,520	0	100.00	0.00
Public - Institutional holders	E-Voting	20,99,62,060	12,34,35,046	58.79	12,34,34,167	879	100.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		12,34,35,046	58.79	12,34,34,167	879	100.00	0.00
Public-Non Institution	E-Voting	50,196,019	13,56,539	2.70	13,56,329	210	99.98	0.02
	Postal Ballot		4,48,061	0.89	4,46,548	1,513	99.66	0.34
	Total		18,04,600	3.60	18,02,877	1,723	99.90	0.10
Total		64,50,85,599	51,01,67,166	79.09	51,01,64,564	2,602	100.00	0.00

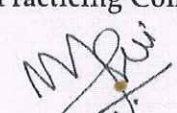
\*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'.

You may accordingly declare the results of voting by postal ballot and e-voting.

Thanking you,

Yours faithfully,

For Makarand M. Joshi & Co.,  
Practicing Company Secretaries

  
Makarand Joshi  
Partner  
CP No. 3662



  
For MARICO LIMITED

Saugata Gupta  
(Managing Director & CEO)

Place: Mumbai

Date: 14<sup>th</sup> December, 2015