

August 29, 2020

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

The Manager,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1 Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
Scrip Symbol: MARICO

Dear Sir/Madam,

Sub.: Proceedings of the 32nd Annual General Meeting of the Company held on August 28, 2020

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”) read with Part A of Schedule III to the SEBI Regulations, please find enclosed the summary of the proceedings of the 32nd Annual General Meeting held on Friday, August 28, 2020 at 10:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means.

Kindly take the same on records.

Thank you.

Yours faithfully,

For **Marico Limited**

Hemangi Ghag
Company Secretary & Compliance Officer

Encl.: As above.

SUMMARY OF THE PROCEEDINGS OF 32ND ANNUAL GENERAL MEETING OF MARICO LIMITED

Marico Limited (“the Company”) convened its 32nd Annual General Meeting (“32nd AGM” or “the meeting”) through the two way Video conferencing/Other Audio Visual Means on Friday, August 28, 2020 at 10:00 a.m., in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Mr. Harsh Mariwala, the Chairman of the Board, presided over the meeting and welcomed the Members to the meeting.

The Chairman further stated that the Company had availed the services of Central Depository Services (India) Limited (“CDSL”) for conducting the meeting through Video Conferencing and webcast for enabling participation of the Members at the meeting, remote e-voting and e-voting during the meeting. The Chairman introduced the Board Members, Key Managerial Personnel, representative of the Statutory Auditors and Mr. Makarand M. Joshi, Practising Company Secretary, who was appointed as a Scrutinizer to scrutinize the voting process.

The details of the number of Members present at the meeting were as follows:

Category	Promoter & Promoter Group	Public	Total
Video Conference	12	78	90

As the meeting was conducted virtually where Members could join in person from all locations, the proxy facility was not necessitated and accordingly not provided. After ascertaining that the requisite quorum was present, the Chairman declared that the meeting was duly constituted and commenced the proceedings of the meeting.

On the Chairman’s proposal, the Directors elected Mr. Saugata Gupta, Managing Director & CEO as the “Alternate Chairman” to maintain the continuity of the meeting in an unlikely event of any technical connectivity being lost by the Chairman during the meeting.

Thereafter, the Company Secretary explained the general instructions to the Members who had joined the meeting regarding the participation and e-voting at the meeting. It was also stated that the Company had provided the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the 32nd AGM. The remote e-voting commenced on **Monday, August 24, 2020 at 9:00 a.m.** and ended on **Thursday, August 27, 2020 at 5:00 p.m.**

Members holding shares as of the cut-off date i.e. **Friday, August 21, 2020** were entitled to cast their votes through remote e-voting and at the meeting. Further, Members present at the meeting could also cast their votes by means of e-voting that was made available during and 15 minutes after the conclusion of the meeting. Members who had cast their votes through remote e-voting will be eligible to participate at the meeting but were not eligible to vote at the meeting again. The Company Secretary then informed the Members that the necessary registers and documents referred to in the Notice of the 32nd AGM would be made available for inspection, as per the requests made by the Members, if any.

The Chairman apprised the Members on the theme of Company's second Integrated Report – '*Creates Shared Value*' for all our stakeholders alike.

Thereafter, the Chairman stated that the Reports from the Statutory Auditor and Secretarial Auditor did not contain any qualification, observation or comment.

Mr. Saugata Gupta, Managing Director & CEO of the Company, then briefed the Members about the operational performance of the Company during the year. Mr. Gupta also apprised the Members on the new products launched by the Company, the sustainability and Corporate Social Responsibility initiatives taken by the Company and on the corporate developments during the FY 2019-20 which included the dividend distributed. He expressed his gratitude to all Members for their unrelenting dedication, support and commitment to the Company.

Thereafter, the Chairman informed the Members that the Notice of the 32nd AGM was taken as read as the same was already circulated to the Members. After the same, Members who had pre-registered themselves as speakers were requested to ask their questions in relation to items of business, which were later responded to / addressed by Mr. Saugata Gupta, MD & CEO.

The Chairman and the MD & CEO welcomed a few suggestions made by the Members at the meeting. Some of the Members participated at the meeting extended their wishes to the Chairman and the Management of the Company for the performance of the Company. The Chairman thanked all the Members on behalf of the entire Board.

The Chairman then placed the following items of the business as set out in the Notice of the 32nd AGM for the Members approval by way of e-voting:

Sr. No.	Particulars
Type of Resolution: Ordinary Resolution	
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Rishabh Mariwala (DIN 03072284), Director retiring by rotation
Type of Resolution: Special Resolution	
3.	Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No. 100392), the Cost Auditors of the Company for the financial year ending March 31, 2021.
4.	Appointment of Mr. Sanjay Dube (DIN: 00327906) as an Independent Director of the Company for a period of five consecutive years i.e. from January 30, 2020 to January 29, 2025
5.	Appointment of Mr. Kanwar Bir Singh Anand (DIN: 03518282) as an Independent Director of the Company for a period of five consecutive years i.e. from April 1, 2020 to March 31, 2025.
6.	Approval of the remuneration payable to Mr. Harsh Mariwala (DIN: 00210342), Chairman of the Board and Non-Executive Director of the Company for FY 2020-21

The Chairman informed the Members that a consolidated report of remote e-voting and e-voting conducted at the meeting would be announced within 48 (forty eight) hours from the conclusion of the meeting and made available on the website of the Company - www.marico.com, on the website of CDSL and also on the website of the Stock Exchanges.

The Chairman then concluded the meeting and informed the Members that the e-voting facility would be available for 15 minutes after the closure of the meeting. He also thanked all the Members and Directors for their participation and wished everyone good health and safety in times to come.

After completion of the 32nd AGM, the Scrutinizer submitted their Report post verification of votes. As per the Scrutinizer's Report, all the resolutions as stated in the Notice of the 32nd AGM were passed with requisite majority.

Thank you.

Yours faithfully,
For **Marico Limited**

Hemangi Ghag
Company Secretary & Compliance Officer