

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@marico.com

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 **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 NINTH ANNUAL GENERAL MEETING of the Company ("the AGM") to be held on Tuesday, August 1, 2017 at 4.30 p.m. IST at the Indian Education Society ("IES"), Manik Sabhagriha, Vishwakarma, M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050 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 statement including audited consolidated financial statement of the Company for the financial year ended March 31, 2017 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, 2017. | | |
| 3 | Re-appointment of Mr. Harsh Mariwala (DIN: 00210342) as a Director. | | |
| 4 | Appointment of B S R & Co. LLP, Chartered Accountants as the Auditor of the Company in place of the retiring Auditor, M/s. Price Waterhouse, Chartered Accountants, to hold office for a term of consecutive five years from the conclusion of the 29 th Annual General Meeting till the conclusion of the 34 th Annual General Meeting of the Company. | | |
| Special Business | | | |
| 5 | Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending March 31, 2018. | | |
| 6 | To appoint Mr. Rishabh Mariwala (DIN: 03072284) as a Non-Executive Director of the Company. | | |
| 7 | To appoint Mr. Ananth Narayanan (DIN: 07527676) as an Independent Director of the Company. | | |

Signed this _____ day of _____ 2017 Signature of Member _____

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

1. 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.
2. 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.
3. 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 the 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.
4. The Proxy-holder shall prove his identity at the time of attending the Meeting.